STATE OF MINNESOTA
Office of the State Auditor

Rebecca Otto
State Auditor

CITY OF MINNEAPOLIS
GENERAL AGENCY RESERVE FUND SYSTEM
MINNEAPOLIS, MINNESOTA

YEARS ENDED DECEMBER 31, 2013 AND 2012

Description of the Office of the State Auditor

The mission of the Office of the State Auditor is to oversee local government finances for Minnesota taxpayers by helping to ensure financial integrity and accountability in local governmental financial activities.

Through financial, compliance, and special audits, the State Auditor oversees and ensures that local government funds are used for the purposes intended by law and that local governments hold themselves to the highest standards of financial accountability.

The State Auditor performs approximately 160 financial and compliance audits per year and has oversight responsibilities for over 3,300 local units of government throughout the state. The office currently maintains five divisions:

Audit Practice - conducts financial and legal compliance audits of local governments;

Government Information - collects and analyzes financial information for cities, towns, counties, and special districts;

Legal/Special Investigations - provides legal analysis and counsel to the Office and responds to outside inquiries about Minnesota local government law; as well as investigates allegations of misfeasance, malfeasance, and nonfeasance in local government;

Pension - monitors investment, financial, and actuarial reporting for approximately 730 public pension funds; and

Tax Increment Financing - promotes compliance and accountability in local governments' use of tax increment financing through financial and compliance audits.

The State Auditor serves on the State Executive Council, State Board of Investment, Land Exchange Board, Public Employees Retirement Association Board, Minnesota Housing Finance Agency, and the Rural Finance Authority Board.

Office of the State Auditor
525 Park Street, Suite 500
Saint Paul, Minnesota 55103
(651) 296-2551
state.auditor@osa.state.mn.us
www.auditor.state.mn.us

CITY OF MINNEAPOLIS
GENERAL AGENCY RESERVE FUND SYSTEM
MINNEAPOLIS, MINNESOTA

Years Ended December 31, 2013 and 2012

Audit Practice Division
Office of the State Auditor
State of Minnesota

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CITY OF MINNEAPOLIS
GENERAL AGENCY RESERVE FUND SYSTEM
MINNEAPOLIS, MINNESOTA

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Introductory Section

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CITY OF MINNEAPOLIS
GENERAL AGENCY RESERVE FUND SYSTEM
MINNEAPOLIS, MINNESOTA

ORGANIZATION

City Council

Ward 1	Kevin Reich
Ward 2	Cam Gordon
Ward 3	Diane Hofstede
Ward 4	Barbara Johnson
Ward 5	Don Samuels
Ward 6	Robert Lilligren
Ward 7	Lisa Goodman
Ward 8	Elizabeth Glidden
Ward 9	Gary Schiff
Ward 10	Margaret Tuthill
Ward 11	John Quincy
Ward 12	Sandy Colvin Roy
Ward 13	Betsy Hodges

City Council terms all expire December 31, 2013.

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Financial Section

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STATE OF MINNESOTA
OFFICE OF THE STATE AUDITOR

SUITE 500
525 PARK STREET
SAINT PAUL, MN 55103-2139

REBECCA OTTO
STATE AUDITOR

(651) 296-2551 (Voice)
(651) 296-4755 (Fax)
state.auditor@state.mn.us (E-mail)
1-800-627-3529 (Relay Service)

INDEPENDENT AUDITOR'S REPORT

The Honorable Betsy Hodges, Mayor
and Members of the City Council
City of Minneapolis, Minnesota

Report on the Financial Statements

We have audited the accompanying financial statements of the General Agency Reserve Fund System of the City of Minneapolis as of and for the years ended December 31, 2013 and 2012, and the related notes to the financial statements, which collectively comprise the System'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 an opinion on these financial statements based on our audits. We conducted our audits 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 of 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 City of Minneapolis' 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 City'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 opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the General Agency Reserve Fund System of the City of Minneapolis as of December 31, 2013 and 2012, and the changes in its financial position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 2, the financial statements present only the General Agency Reserve Fund System and do not purport to, and do not, present fairly the financial position of the City of Minneapolis as of December 31, 2013 and 2012, or the changes in the financial position and cash flows of the City's proprietary funds for the years then ended in conformity with accounting principles generally accepted in the United States of America.

/s/Rebecca Otto

REBECCA OTTO
STATE AUDITOR

/s/Greg Hierlinger

GREG HIERLINGER, CPA
DEPUTY STATE AUDITOR

April 24, 2014

BASIC FINANCIAL STATEMENTS

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CITY OF MINNEAPOLIS
GENERAL AGENCY RESERVE FUND SYSTEM
MINNEAPOLIS, MINNESOTA

EXHIBIT 1

COMPARATIVE STATEMENT OF NET POSITION
DECEMBER 31, 2013 AND 2012

	2013	2012
Assets		
Current assets		
Cash and cash equivalents		
Common reserve account	$ 4,473,559	$ 4,469,686
Industrial development bond account	4,684,182	26,758,719
Debt service account	1,561,024	1,547,276
Construction funds	18,127,729	971,863
Other	84,512	167,910
Total cash and cash equivalents	**$ 28,931,006**	**$ 33,915,454**
Investments		
Industrial development bond account	$ 27,570,388	$ 5,458,007
General agency reserve fund	893,556	1,157,820
Total investments	**$ 28,463,944**	**$ 6,615,827**
Receivables		
Accounts	$ 46,047	$ -
Accrued interest	284,875	41,120
Capitalized leases receivable from developers	3,805,000	3,630,000
Total receivables	**$ 4,135,922**	**$ 3,671,120**
Total current assets	**$ 61,530,872**	**$ 44,202,401**
Noncurrent assets		
Receivables		
Capitalized leases	**$ 76,728,041**	**$ 80,653,137**
Total Assets	**$ 138,258,913**	**$ 124,855,538**

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

CITY OF MINNEAPOLIS
GENERAL AGENCY RESERVE FUND SYSTEM
MINNEAPOLIS, MINNESOTA

EXHIBIT 1
(Continued)

COMPARATIVE STATEMENT OF NET POSITION
DECEMBER 31, 2013 AND 2012

	2013	2012
Liabilities		
Current liabilities		
Bonds payable	$ 3,805,000	$ 3,630,000
Accounts payable	30,519	27,113
Accrued interest payable	416,195	402,846
Developer reserve deposits	4,473,559	4,469,686
Unearned revenue	1,149,345	1,084,300
Deposits held for others	4,560,770	-
Total current liabilities	**$ 14,435,388**	**$ 9,613,945**
Noncurrent liabilities		
Bonds payable	90,295,000	81,625,000
Total Liabilities	**$ 104,730,388**	**$ 91,238,945**
Net Position		
Restricted for debt service	**$ 33,528,525**	**$ 33,616,593**

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

CITY OF MINNEAPOLIS
GENERAL AGENCY RESERVE FUND SYSTEM
MINNEAPOLIS, MINNESOTA

EXHIBIT 2

COMPARATIVE STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	2013	2012
Operating Revenues		
Interest on capitalized leases and developer fees	$ 4,899,033	$ 5,154,241
Interest income	576,202	123,968
Increase (decrease) in fair value of investments	(416,627)	(30,558)
Administrative fees	362,806	313,077
Total Operating Revenues	**$ 5,421,414**	**$ 5,560,728**
Operating Expenses		
Interest	$ 4,903,874	$ 5,099,015
Professional services and other expenses	605,608	430,312
Total Operating Expenses	**$ 5,509,482**	**$ 5,529,327**
Operating Income (Loss)	**$ (88,068)**	**$ 31,401**
Transfers out to other City funds	-	(1,381,411)
Change in Net Position	**$ (88,068)**	**$ (1,350,010)**
Net Position - January 1	**33,616,593**	**34,966,603**
Net Position - December 31	**$ 33,528,525**	**$ 33,616,593**

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

CITY OF MINNEAPOLIS
GENERAL AGENCY RESERVE FUND SYSTEM
MINNEAPOLIS, MINNESOTA

EXHIBIT 3

COMPARATIVE STATEMENT OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	2013	2012
Cash Flows from Operating Activities		
Receipts from customers and users	$ 9,034,806	$ 11,954,768
Interest received from investments	332,447	123,383
Capitalized leases issued	-	(522,352)
Developer project contribution	4,560,770	-
Payments to suppliers	(602,202)	(420,530)
Net cash provided by (used in) operating activities	**$ 13,325,821**	**$ 11,135,269**
Cash Flows from Noncapital Financing Activities		
Proceeds from bond and note issued	$ 12,595,000	$ -
Transfers to other funds of the City	-	(1,381,411)
Principal paid on bonds and notes	(3,750,000)	(6,730,000)
Interest paid on bonds and notes	(4,890,525)	(5,129,641)
Net cash provided by (used in) noncapital financing activities	**$ 3,954,475**	**$ (13,241,052)**
Cash Flows from Investing Activities		
Purchase of investments	$ (31,524,771)	$ (3,489,452)
Sale of investments	9,260,027	2,620,465
Net cash provided by (used in) investing activities	**$ (22,264,744)**	**$ (868,987)**
Net Increase (Decrease) in Cash and Cash Equivalents	**$ (4,984,448)**	**$ (2,974,770)**
Cash and Cash Equivalents - January 1	**33,915,454**	**36,890,224**
Cash and Cash Equivalents - December 31	**$ 28,931,006**	**$ 33,915,454**
Reconciliation of operating income (loss) to net cash provided by (used in) operating activities		
Operating Income (Loss)	**$ (88,068)**	**$ 31,401**
Adjustments to reconcile operating income (loss) before operating transfers to net cash provided by (used in) operating activities		
Interest expense	4,903,874	5,099,015
(Increase) decrease in fair value of investments	416,627	30,558
(Increase) decrease in accrued interest receivable	(243,755)	(585)
(Increase) decrease in accounts receivable	(46,047)	-
(Increase) decrease in capital leases receivable	3,750,096	6,207,648
Increase (decrease) in accounts payable	3,406	9,782
Increase (decrease) in developer reserve deposits	3,873	(130,107)
Increase (decrease) in unearned revenue	65,045	(112,443)
Increase (decrease) in deposits held for others	4,560,770	-
Net Cash Provided by (Used in) Operating Activities	**$ 13,325,821**	**$ 11,135,269**

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

1. Organization and Purpose

Establishment of the Department - In 1981, the Housing and Redevelopment Authority in and for the City of Minneapolis, Minnesota, was renamed the Minneapolis Community Development Agency (the MCDA) by an ordinance of the Minneapolis City Council under authority granted by Minnesota Laws 1980, Chapter 595. In 1986, the MCDA was reorganized by Minneapolis City Ordinance 86-Or-035 under the above authority. By such ordinance, the MCDA was reorganized to encourage, among other things, commercial and industrial growth and redevelopment and to process applications for industrial revenue bond financing. In addition, the public housing activities formerly carried on were organized separately. In 2003, the Minneapolis City Council adopted resolutions transferring MCDA activities to the City. These activities are organized under the City of Minneapolis.

Creation of Common Bond Fund Program - The City has adopted a Basic Resolution, a General Agency Reserve Resolution, and a Supplemental General Agency Reserve Resolution, which enabled the City to issue and sell obligations to finance the construction, reconstruction, acquisition, improvement, betterment, and extension of authorized facilities. This is generally known as the Common Bond Fund program and consists of two separate common bond funds (A and B) for governmental and nongovernmental issuers. The bonds are payable from and secured by the following: discretionary contributions from the City, lease and note payments, deficiency accounts, administrative fee account, common reserve account, Industrial Development Bond (IDB) account, general agency reserve fund, and a pledge of up to one-half percent of tax capacity of the City of Minneapolis. The City has also pledged to maintain certain reserve ratios as defined in the Basic Resolution. In addition, certain developers have issued letters of credit for the benefit of the General Agency Reserve Fund System (GARFS) to back the common reserve requirement in lieu of cash deposits.

Appropriation of GARFS Funds - The Basic and Supplemental Resolutions noted above direct GARFS to obtain lease agreements to meet the debt service requirements of the financing. Substantially all receipts of GARFS are pledged and appropriated for debt service on outstanding bonds. GARFS funds are maintained in separate accounts by an independent trustee and by the City.

1. Organization and Purpose (Continued)

Initial Funding - In order to provide initial funding for GARFS, an advance of $5,000,000 was made from the MCDA's development account in 1984. The advance of $5,000,000, along with the accrued interest thereon of $2,698,116, was permanently transferred from the MCDA's development account to GARFS in 1988.

2. Summary of Significant Accounting Policies

Financial Statements - The financial statements of GARFS are combined into a single enterprise fund and are intended to present only the financial activity of the General Agency Reserve Fund System. The statements do not include various other funds of the City of Minneapolis, Minnesota.

Basis of Accounting - The GARFS' enterprise fund is accounted for using the accrual basis of accounting. Revenues are recognized when they are earned, and expenses are recognized when they are incurred.

Lease Agreements - The City of Minneapolis has entered into lease agreements with developers. The annual lease payments approximate the principal and interest requirements on the outstanding bonds. The leases are capitalized in an amount equal to the principal of the related bonds, net of any unexpended construction fund proceeds (see Note 8). Each lease agreement includes a bargain purchase option exercisable at the end of the lease term. In addition, the leased property may be purchased at various anniversaries during the lease terms at amounts at least equal to the outstanding principal amount of the underlying bonds.

Developer Reserve Deposits - Certain developers have made reserve deposits upon commencement of the lease agreement as security for payments due under the agreement. Reserve deposits will be applied against the final lease payments due or outstanding balance in the event of default by the developer. In addition, letters of credit have been issued by corporations and financial institutions for the benefit of GARFS to back the common reserve requirement of certain developers in lieu of cash deposits (see Note 4).

2. Summary of Significant Accounting Policies (Continued)

Unearned Revenue - Unearned revenue represents interest payments received from developers prior to the due date. Amounts are reported as revenue during the period earned.

Equity Classifications - Equity is classified as net position. The unrestricted component of net position is the net amount of the assets, deferred outflows of resources, liabilities, and deferred inflows of resources that are not included in the determination of net investment in capital assets or the restricted component of net position. The restricted portion of net position consists of net position with constraints placed on its use by (1) external groups such as creditors, grantors, contributors, or laws or regulations of other governments; or (2) law through constitutional provisions or enabling legislation. When both restricted and unrestricted resources are available for use, it is GARFS' policy to use restricted resources first and then unrestricted resources as needed.

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 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.

Commitments and Contingencies - The City is involved in litigation encountered in the normal course of business. In the opinion of management, the resolution of these matters will not have a material effect on the financial position or results of operations of GARFS.

3. Cash and Investments

Cash and cash equivalents include cash on hand, demand deposits, and short-term investments with original maturities of less than 90 days from the date of acquisition.

Except for pooled investments in the custody of the City of Minneapolis Treasurer, all other cash and cash equivalents and investments of GARFS are held and invested by an independent trustee bank, which is a member of the Federal Reserve System. All such cash and investments, except those in the custody of the City Treasurer, are held by the bank's trust department in the name of GARFS or the City. All cash deposits not invested are federally insured.

3. Cash and Investments (Continued)

Custodial Credit Risk

Custodial credit risk is the risk that in the event of a financial institution failure, GARFS' deposits may not be returned to it. There is no policy for GARFS' custodial credit risk. Deposits of GARFS are predominantly held in money market accounts, which do not require collateral. The remaining GARFS' deposits are held by the City of Minneapolis, where deposits have adequate collateral levels. At December 31, 2013 and 2012, GARFS' deposits were not exposed to custodial credit risk.

Interest Rate Risk

Interest rate risk is the risk that changes in the market interest rates will adversely affect the fair value of an investment. For investments of GARFS, exposure to interest rate risk is minimized by investing in both short-term and long-term investments and by timing cash flows from maturities so that a portion of the portfolio is maturing or coming close to maturity evenly over time as necessary to provide the cash flow and liquidity needed for operations.

Credit Risk

Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. It is the policy for GARFS to invest only in securities that meet the ratings requirements set by state statute.

Concentration of Credit Risk

The concentration of credit risk is the risk of loss that may be caused by investing in a single issuer. Investments in any one issuer at December 31, 2013 and 2012, that represent five percent or more of the GARFS' investments are as follows:

	Reported Amount	
Issuer	2013	2012
City of Minneapolis investment pool	$ -	$ 1,157,820
Federal National Mortgage Association	1,515,189	478,698
Federal Home Loan Mortgage Corporation	-	503,172
U.S. Department of Treasury	4,250,084	4,476,137

3. Cash and Investments (Continued)

The following table presents the GARFS' investment balances at December 31, 2013 and 2012, and information relating to interest and credit quality investment risks:

2013

Investment Type	Standard & Poor's Credit Risk Rating: Low Credit Risk (a)	Standard & Poor's Credit Risk Rating: Medium or Higher Credit Risk (b)	Standard & Poor's Credit Risk Rating: Not Rated	Interest Rate Risk: Weighted Average Maturity (Years)	Carrying (Fair) Value
U.S. government agency securities					
Federal National Mortgage Association	100%	-	-	9.0	$ 1,515,189
Federal Home Loan Mortgage Corporation	100	-	-	12.3	1,034,536
Government National Mortgage Association					
Pool	100	-	-	45.8	421,745
Other	100	-	-	2.7	146,653
U.S. Treasury securities	100	-	-	2.0	4,250,084
Municipal Bonds	100	-	-	4.8	20,202,181
Investment pools/mutual funds					
City of Minneapolis	-	-	100%	N/A	893,556
Total investments					$ 28,463,944
Cash and cash equivalents					28,931,006
Total Cash and Investments					$ 57,394,950

2012

Investment Type	Standard & Poor's Credit Risk Rating: Low Credit Risk (a)	Standard & Poor's Credit Risk Rating: Medium or Higher Credit Risk (b)	Standard & Poor's Credit Risk Rating: Not Rated	Interest Rate Risk: Weighted Average Maturity (Years)	Carrying (Fair) Value
U.S. government agency securities					
Federal National Mortgage Association	100%	-	-	3.6	$ 478,698
Federal Home Loan Mortgage Corporation	100	-	-	3.9	503,172
U.S. Treasury securities	100	-	-	4.3	4,476,137
Investment pools/mutual funds					
City of Minneapolis	-	-	100%	N/A	1,157,820
Total investments					$ 6,615, 827
Cash and cash equivalents					33,915,454
Total Cash and Investments					$ 40,531,281

N/A Not Applicable
(a) Low credit risk is considered a rating of A or better for long-term securities.
(b) Medium or higher credit risk is any rating below low credit risk.

3. Cash and Investments (Continued)

Investments as of December 31, 2013 and 2012, are as follows:

	2013		2012	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Pooled investments	$ 897,018	$ 893,556	$ 1,156,642	$ 1,157,820
Municipal bonds	20,367,392	20,202,181	-	-
Federal agency obligations	3,121,813	3,118,123	971,323	981,870
Other federal obligations	4,172,000	4,250,084	4,163,650	4,476,137
Total	$ 28,558,223	$ 28,463,944	$ 6,291,615	$ 6,615,827

4. Bonded Debt Security

In addition to funds maintained by GARFS, the bond obligations issued are secured by the following:

Letters of credit have been issued by corporations and financial institutions for the benefit of GARFS to back the common reserve requirements of certain developers in lieu of cash deposits as follows at December 31, 2013:

Discount Steel	$ 246,162
Hennepin Theatre Trust	1,600,000
Quality Resource Group	266,000
New French Bakery	810,456
Open Systems International	1,371,429
LifeSource Project	856,000
Total	$ 5,150,047

Tax Pledge and Reserve Ordinance - The Minneapolis City Council passed an ordinance, as amended, which pledges up to one-half percent of tax capacity to secure payment of bond principal and interest on all bonds issued after May 22, 1987, the effective date of the resolution.

5. Long-Term Debt Bond Issues (see pages 16 through 19)

A summary of long-term debt activity for the years ended December 31, 2013 and 2012, is as follows:

	2013	2012
Development Revenue Bonds		
Payable – January 1	$ 85,255,000	$ 91,985,000
Issued	12,595,000	-
Retired	(3,750,000)	(6,730,000)
Payable - December 31	$ 94,100,000	$ 85,255,000
Due Within One Year	$ 3,805,000	$ 3,630,000

6. Related-Party Transactions

GARFS contributed $1,381,411 in 2012 to the City of Minneapolis in support of industrial development activities. This amount is shown as transfers out in the Comparative Statement of Revenues, Expenses, and Changes in Net Position. During 2013, GARFS did not contribute any funds to the City of Minneapolis in support of these activities.

Laurel Village - In 1995, the MCDA entered into an agreement with the developer of Laurel Village in which the City committed to use $2,656,318 of tax increment revenues, or other available funds, through the year 2016 to stabilize funding for the John Alden Apartments. These funds were repledged to pay debt service on the Laurel Village Series 1997 Development Revenue Bonds. The total paid by the City pursuant to this commitment was $107,949 and $109,199 in 2013 and 2012, respectively.

7. Industrial Development Bond (IDB) Account

Within GARFS, there is an IDB account. Funds are remitted to this account as specified in the Common Bond Fund Resolutions. The City has pledged not to reduce the IDB account to a balance less than $20,000,000. The balance in the IDB account was $32,254,570 and $32,216,726 as of December 31, 2013 and 2012, respectively.

8. Capitalized Leases and Notes Receivable

According to the Basic Resolution and Indenture, GARFS is to enter into a Revenue Agreement with developers receiving funds. Such agreements are in the form of capitalized leases (see also Note 2). The agreements outstanding are detailed on pages 20 through 23.

9. Other Commitments and Contingencies

In connection with the normal conduct of its affairs, the City is involved in various claims, litigation, and judgments. None of these cases directly involve GARFS. It is management's intent that GARFS' resources would not be used to settle any of these claims. Consequently, it is expected that the final settlement of these matters will not materially affect the financial statements of GARFS.

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CITY OF MINNEAPOLIS
GENERAL AGENCY RESERVE FUND SYSTEM
MINNEAPOLIS, MINNESOTA

NOTES TO THE FINANCIAL STATEMENTS
OUTSTANDING DEVELOPMENT REVENUE BONDS
DECEMBER 31, 2013

	Interest Rate	Issue Date	Final Maturity Date
General Agency Reserve Fund System			
Halper Box	5.10% to 6.15%	04-01-97	06-01-17
Baker Bearing	5.10% to 6.20%	05-01-97	12-01-16
Laurel Village Alden Limited Partnership II	4.30% to 5.75%	10-01-97	06-01-27
Cord Sets	4.10% to 5.50%	07-01-98	06-01-18
Discount Steel - A	5.00% to 5.25%	12-01-99	06-01-19
Kristol Properties	2.45% to 5.12%	11-20-03	12-01-23
Infinite Graphics	2.25% to 5.50%	07-14-04	12-01-24
Hennepin Theatre Trust	5.23% to 6.30%	12-20-05	12-01-35
Ambassador Press	4.27% to 6.50%	06-26-06	12-01-26
Quality Resource Group	5.28% to 5.84%	03-04-07	12-01-27
New French Acquisition Holdco, Inc.	4.62% to 5.70%	07-26-07	06-01-28
Open Systems International	2.29% to 6.60%	06-16-10	06-01-40
Open Access Technology International, Inc.	1.25% to 6.25%	12-29-10	12-01-40
LifeSource Project	3.00% to 4.00%	10-17-13	06-01-39
Total Outstanding Development Revenue Bonds			
2012 Amounts			

NOTE 5

Bonds Issued		Bonds Retired		Bonds Outstanding		Principal Due in 2014		Interest Due in 2014	
$	2,400,000	$	1,725,000	$	675,000	$	165,000	$	36,439
	2,900,000		2,505,000		395,000		200,000		18,290
	2,515,000		810,000		1,705,000		80,000		96,928
	1,500,000		1,000,000		500,000		95,000		24,887
	1,900,000		705,000		1,195,000		185,000		57,650
	3,300,000		1,890,000		1,410,000		170,000		71,115
	2,475,000		1,090,000		1,385,000		145,000		75,450
	21,055,000		2,650,000		18,405,000		420,000		1,144,797
	8,400,000		3,115,000		5,285,000		600,000		294,259
	3,100,000		615,000		2,485,000		120,000		141,482
	9,990,000		1,655,000		8,335,000		385,000		419,431
	18,000,000		560,000		17,440,000		290,000		1,076,863
	25,000,000		2,710,000		22,290,000		950,000		1,200,956
	12,595,000		-		12,595,000		-		335,798
$	**115,130,000**	**$**	**21,030,000**	**$**	**94,100,000**	**$**	**3,805,000**	**$**	**4,994,345**
$	**109,610,000**	**$**	**24,355,000**	**$**	**85,255,000**				

CITY OF MINNEAPOLIS
GENERAL AGENCY RESERVE FUND SYSTEM
MINNEAPOLIS, MINNESOTA

NOTES TO THE FINANCIAL STATEMENTS
CURRENT ANNUAL OBLIGATIONS ON OUTSTANDING PRINCIPAL BALANCES OF BOND ISSUES AND INTEREST PAYMENTS
DECEMBER 31, 2013

	2014	2015	2016	2017
Halper Box	$ 165,000	$ 175,000	$ 185,000	$ 150,000
Baker Bearing	200,000	65,000	65,000	65,000
Laurel Village Alden Limited Partnership II	80,000	85,000	90,000	95,000
Cord Sets	95,000	100,000	105,000	110,000
Discount Steel - A	185,000	190,000	200,000	215,000
Kristol Properties	170,000	110,000	115,000	120,000
Infinite Graphics	145,000	95,000	100,000	105,000
Hennepin Theatre Trust	420,000	440,000	465,000	495,000
Ambassador Press	600,000	630,000	660,000	695,000
Quality Resource Group	120,000	130,000	135,000	140,000
New French Acquisition Holdco, Inc.	385,000	405,000	425,000	445,000
Open Systems International	290,000	300,000	315,000	325,000
Open Access Technology International, Inc.	950,000	980,000	1,005,000	1,045,000
LifeSource Project	-	130,000	325,000	335,000
Total principal payments	**$ 3,805,000**	**$ 3,835,000**	**$ 4,190,000**	**$ 4,340,000**
Total interest payments	**4,994,345**	**5,023,827**	**4,847,590**	**4,653,414**
Total Current Annual Obligations of Principal and Interest to Maturity	**$ 8,799,345**	**$ 8,858,827**	**$ 9,037,590**	**$ 8,993,414**

2018	2019-2023	2024-2028	2029-2033	2034-2038	2039-2040	Total
$ -	$ -	$ -	$ -	$ -	$ -	$ 675,000
-	-	-	-	-	-	395,000
100,000	610,000	645,000	-	-	-	1,705,000
90,000	-	-	-	-	-	500,000
225,000	180,000	-	-	-	-	1,195,000
130,000	765,000	-	-	-	-	1,410,000
115,000	670,000	155,000	-	-	-	1,385,000
525,000	3,165,000	4,260,000	5,780,000	2,855,000	-	18,405,000
795,000	1,080,000	825,000	-	-	-	5,285,000
150,000	895,000	915,000	-	-	-	2,485,000
470,000	2,720,000	3,485,000	-	-	-	8,335,000
340,000	2,000,000	2,675,000	3,670,000	5,025,000	2,500,000	17,440,000
1,085,000	3,595,000	2,700,000	3,650,000	4,890,000	2,390,000	22,290,000
340,000	1,905,000	2,320,000	2,850,000	3,570,000	820,000	12,595,000
$ 4,365,000	**$ 17,585,000**	**$ 17,980,000**	**$ 15,950,000**	**$ 16,340,000**	**$ 5,710,000**	**$ 94,100,000**
4,448,197	**19,254,431**	**14,338,360**	**9,420,182**	**4,292,773**	**421,250**	**71,694,369**
$ 8,813,197	**$ 36,839,431**	**$ 32,318,360**	**$ 25,370,182**	**$ 20,632,773**	**$ 6,131,250**	**$ 165,794,369**

CITY OF MINNEAPOLIS
GENERAL AGENCY RESERVE FUND SYSTEM
MINNEAPOLIS, MINNESOTA

NOTES TO THE FINANCIAL STATEMENTS
SCHEDULE OF CAPITALIZED LEASES
DECEMBER 31, 2013

	Total Lease Payments	Total Interest	Total Principal
Capitalized Leases			
Halper Box	$ 756,949	$ 81,949	$ 675,000
Baker Bearing	431,425	36,425	395,000
Laurel Village Alden Limited Partnership II	2,528,950	823,950	1,705,000
Cord Sets	568,750	68,750	500,000
Discount Steel - A	1,385,475	190,475	1,195,000
Kristol Properties	1,821,928	411,928	1,410,000
Infinite Graphics	1,866,625	481,625	1,385,000
Hennepin Theatre Trust	34,391,273	15,986,273	18,405,000
Ambassador Press	7,037,209	1,752,209	5,285,000
Quality Resource Group	3,687,357	1,202,357	2,485,000
New French Acquisition Holdco, Inc.	12,069,657	3,734,657	8,335,000
Open Systems International	36,512,510	19,072,510	17,440,000
Open Access Technology International, Inc.	41,140,176	18,850,176	22,290,000
LifeSource Project	21,596,085	9,001,085	12,595,000
Total capitalized leases	**$ 165,794,369**	**$ 71,694,369**	**$ 94,100,000**

2012 Amounts

Unexpended Construction Funds			Capitalized		
Developer Contributions	Principal	Total	Leases Receivable	Current Portion	Noncurrent Portion
$ -	$ 4,900	$ 4,900	$ 670,100	$ 165,000	$ 505,100
-	-	-	395,000	200,000	195,000
-	-	-	1,705,000	80,000	1,625,000
-	-	-	500,000	95,000	405,000
-	-	-	1,195,000	185,000	1,010,000
-	-	-	1,410,000	170,000	1,240,000
-	-	-	1,385,000	145,000	1,240,000
-	-	-	18,405,000	420,000	17,985,000
-	-	-	5,285,000	600,000	4,685,000
-	-	-	2,485,000	120,000	2,365,000
-	-	-	8,335,000	385,000	7,950,000
-	-	-	17,440,000	290,000	17,150,000
-	967,059	967,059	21,322,941	950,000	20,372,941
4,560,770	12,595,000	17,155,770	-	-	-
$ 4,560,770	**$ 13,566,959**	**$ 18,127,729**	**$ 80,533,041**	**$ 3,805,000**	**$ 76,728,041**
			$ 84,283,137	**$ 3,630,000**	**$ 80,653,137**

CITY OF MINNEAPOLIS
GENERAL AGENCY RESERVE FUND SYSTEM
MINNEAPOLIS, MINNESOTA

NOTES TO THE FINANCIAL STATEMENTS
CAPITALIZED LEASES RECEIVABLE MATURITIES, INCLUDING INTEREST
DECEMBER 31, 2013

	2014	2015	2016	2017
Capitalized Leases				
Halper Box	$ 201,439	$ 200,984	$ 199,914	$ 154,612
Baker Bearing	218,290	75,075	71,045	67,015
Laurel Village Alden Limited Partnership II	176,928	177,467	177,688	177,602
Cord Sets	119,887	119,525	118,888	117,975
Discount Steel - A	242,650	238,038	237,800	241,906
Kristol Properties	241,115	173,550	172,912	172,019
Infinite Graphics	220,450	163,200	162,975	162,475
Hennepin Theatre Trust	1,564,797	1,560,983	1,561,035	1,562,438
Ambassador Press	894,259	895,012	893,637	895,488
Quality Resource Group	261,482	264,978	262,932	260,616
New French Acquisition Holdco, Inc.	804,431	804,700	804,450	804,794
Open Systems International	1,366,863	1,365,559	1,367,858	1,363,686
Open Access Technology International, Inc.	2,150,956	2,150,081	2,145,681	2,151,763
LifeSource Project	335,798	669,675	860,775	861,025
Total capitalized lease maturities	**$ 8,799,345**	**$ 8,858,827**	**$ 9,037,590**	**$ 8,993,414**

2018	2019-2023	2024-2028	2029-2033	2034-2038	2039-2040	Total
$ -	$ -	$ -	$ -	$ -	$ -	$ 756,949
-	-	-	-	-	-	431,425
177,235	901,840	740,190	-	-	-	2,528,950
92,475	-	-	-	-	-	568,750
240,356	184,725	-	-	-	-	1,385,475
175,869	886,463	-	-	-	-	1,821,928
166,700	827,300	163,525	-	-	-	1,866,625
1,561,995	7,822,305	7,814,400	7,815,845	3,127,475	-	34,391,273
959,998	1,564,615	934,200	-	-	-	7,037,209
263,028	1,321,789	1,052,532	-	-	-	3,687,357
806,988	4,019,794	4,024,500	-	-	-	12,069,657
1,362,615	6,805,643	6,776,925	6,743,575	6,694,686	2,665,100	36,512,510
2,149,963	8,217,882	6,522,813	6,522,137	6,521,700	2,607,200	41,140,176
855,975	4,287,075	4,289,275	4,288,625	4,288,912	858,950	21,596,085
$ 8,813,197	**$ 36,839,431**	**$ 32,318,360**	**$ 25,370,182**	**$ 20,632,773**	**$ 6,131,250**	**$ 165,794,369**

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STATE OF MINNESOTA
OFFICE OF THE STATE AUDITOR

REBECCA OTTO
STATE AUDITOR

SUITE 500
525 PARK STREET
SAINT PAUL, MN 55103-2139

(651) 296-2551 (Voice)
(651) 296-4755 (Fax)
state.auditor@state.mn.us (E-mail)
1-800-627-3529 (Relay Service)

INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH ENABLING RESOLUTIONS

The Honorable Betsy Hodges, Mayor
and Members of the City Council
City of Minneapolis, Minnesota

We have audited, in accordance with auditing standards generally accepted in the United States of America, the accompanying financial statements of the General Agency Reserve Fund System of the City of Minneapolis, as of and for the year ended December 31, 2013, and the related notes to the financial statements, which collectively comprise the System's basic financial statements and have issued our report thereon dated April 24, 2014.

In connection with our audit, nothing came to our attention that caused us to believe that the City of Minneapolis failed to comply with the financial terms, financial covenants, financial provisions, or financial conditions of the Basic Resolution and Indenture (82-512) or the amendments relating to financial matters establishing the General Agency Reserve for Bonds (82-513), establishing an Industrial Development Bond (IDB) account (82-514), providing funding for the IDB account (83-665), clarifying permitted investments of funds relating to the Common Bond Fund (84-765), amending and restating the Basic Resolution of the City of Minneapolis (A and B) (04-256, 04-257), and supplementing the Basic Resolution (04-258), insofar as they relate to financial and accounting matters. However, our audit was not directed primarily toward obtaining knowledge of such noncompliance. Accordingly, had we performed additional procedures, other matters may have come to our attention regarding the City of Minneapolis' noncompliance with the above referenced provisions.

This communication is intended solely for the information and use of the Mayor, Members of the Minneapolis City Council, and the City of Minneapolis' management and is not intended to be, and should not be, used by anyone other than those specified parties.

/s/Rebecca Otto

REBECCA OTTO
STATE AUDITOR

/s/Greg Hierlinger

GREG HIERLINGER, CPA
DEPUTY STATE AUDITOR

April 24, 2014