GENERAL PURPOSE FINANCIAL STATEMENTS

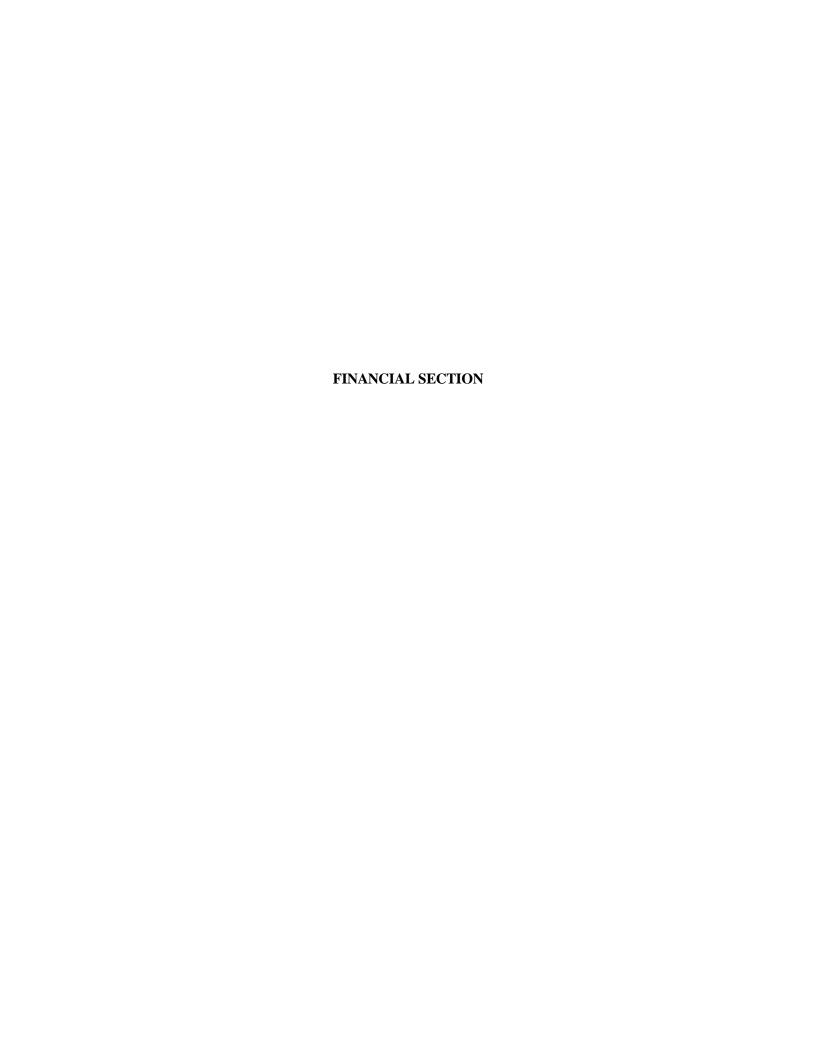
FISCAL YEAR ENDED SEPTEMBER 30, 2022

GENERAL PURPOSE FINANCIAL STATEMENTS

SEPTEMBER 30, 2022

TABLE OF CONTENTS

FINANCIAL SECTION	Page
Independent auditors' report	1
BASIC FINANCIAL STATEMENTS	
Government - Wide Financial Statements	
Statement of Net Position	2
Statement of Activities	3
Fund Financial Statements	
Governmental Fund Financial Statements	
Fund Balance Sheet	4
Reconciliation of Governmental Fund Balances to Net Position of Governmental Activities	5
Statement of Revenues, Expenditures and Changes in Fund Balances	6
Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund Balances of Governmental Funds to the Statement of Activities	7
Notes to the Financial Statements	8 - 16





INDEPENDENT AUDITORS' REPORT

Board of Directors Cooperative District of the City of Spanish Fort Highway 98 Public Facilities Spanish Fort, Alabama

Opinions

We have audited the accompanying financial statements of the governmental activities of The Cooperative District of the City of Spanish Fort – Highway 98 Public Facilities as of and for the year ended September 30, 2022, and the related notes to the financial statements, which collectively comprise The Cooperative District of the City of Spanish Fort – Highway 98 Public Facilities' basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of The Cooperative District of the City of Spanish Fort – Highway 98 Public Facilities, as of September 30, 2022, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of The Cooperative District of the City of Spanish Fort – Highway 98 Public Facilities, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about The Cooperative District of the City of Spanish Fort – Highway 98 Public Facilities' ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditors' Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to
 fraud or error, and design and perform audit procedures responsive to those risks. Such procedures
 include examining, on a test basis, evidence regarding the amounts and disclosures in the financial
 statements.
- Obtain an understanding of internal control relevant to the audit 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 Cooperative District of the City of Spanish Fort Highway 98 Public Facilities' internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about The Cooperative District of the City of Spanish Fort Highway 98 Public Facilities' ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matters

Required Supplementary Information

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America to be presented to supplement the basic financial statements. Such missing information, although not part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of the financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Certified Public Accountants

March 27, 2023 Fairhope, Alabama



STATEMENT OF NET POSITION

SEPTEMBER 30, 2022

ASSETS	
Investments	\$ 1,228,023
Receivables	125,539
Capital assets, net	 15,870,879
Total assets	\$ 17,224,441
LIABILITIES	
Accrued expenses	\$ 552,838
Long-term liabilities	
Due within one year	400,218
Due in more than one year, net	 25,429,782
Total liabilities	 26,382,838
NET POSITION	
Net investment in capital assets	(9,959,121)
Restricted for:	
Debt service	 800,724
Total net position	 (9,158,397)
Total liabilities and net position	\$ 17,224,441

STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED SEPTEMBER 30, 2022

REVENUES	
Charges for services- district license fees	\$ 2,098,644
General revenues- investment earnings	2,593
Other revenue	216,667
Total revenues	2,317,904
GENERAL GOVERNMENTAL EXPENSES	
Depreciation	472,868
General expenses	15,700
Interest expense	 1,637,123
Total general governmental expenses	2,125,691
Change in net position	192,213
Net position, beginning of year	 (9,350,610)
Net position, end of year	\$ (9,158,397)

FUND BALANCE SHEET GOVERNMENTAL FUNDS

SEPTEMBER 30, 2022

ASSETS	
Investments	\$ 1,228,023
Receivables	125,539
TOTAL ASSETS	\$ 1,353,562
ELINID DALANGES	
FUND BALANCES	
Fund Balance - restricted for:	
Debt service	\$ 1,353,562
TOTAL FUND BALANCES	\$ 1,353,562

RECONCILIATION OF GOVERNMENTAL FUND BALANCES TO NET POSITION OF GOVERNMENTAL ACTIVITIES

SEPTEMBER 30, 2022

Fund balances as reported on page 4	\$ 1,353,562
Net Position reported for governmental activities in the Statement of Net Position (page 2) are different from Fund Balances for governmental activities because:	
Capital assets used in governmental activities are financial resources and are not reported in fund financial financial statements	22,507,035
Depreciation is provided for the above capital assets in government-wide reporting, but not in fund financials statements	(6,636,156)
Long-term liabilities are not due and payable in the current period and are not reported in fund financial statements	(25,830,000)
Accrued interest payable is not due and payable in the current period and therefore not reported in fund financial statements	(552,838)
Net Position of Governmental Activities as reported on page 2	\$ (9,158,397)

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES GOVERNMENTAL FUNDS

FOR THE YEAR ENDED SEPTEMBER 30, 2022

REVENUES	
License fees	\$ 2,098,644
Interest income	2,593
Other income	216,667
Total revenues	2,317,904
EXPENDITURES	
General government	15,700
Debt service	
Principal	375,000
Interest	1,645,088
Total expenditures	2,035,788
EXCESS OF REVENUES OVER (UNDER)	
EXPENDITURES	282,116
NET CHANGE IN FUND BALANCES	282,116
Fund balances, beginning of year	1,071,446
FUND BALANCES, END OF YEAR	\$ 1,353,562

RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED SEPTEMBER 30, 2022

Net change in fund balances - total governmental funds, page 6	\$ 282,116
Amounts reported for governmental activities in the Statement of Activities are different from the Statements of Revenues, Expenditures and Changes in Fund Balances - Governmental Funds because:	
Governmental funds report capital outlays as expenditures while governmental activities report depreciation and amortization expense to allocate those	
expenditures over the life of the assets. Depreciation	(472,868)
Bond and other debt proceeds provide current financial resources to governmental	
funds, but issuing debt increases long-term liabilities in the Statement of Net Position. Repayment of long-term liabilities is an expenditure in governmental funds, but	
the repayment reduces long-term liabilities in the Statement of Net Position.	
Principal payments on long term debt	375,000
Accrued interest expense is not due and payable in the current period and	
therefore not reported in fund financial statements	 7,965
Change in Net Position of Governmental Activities, page 3	\$ 192,213



NOTES TO THE FINANCIAL STATEMENTS

SEPTEMBER 30, 2022

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Cooperative District of the City of Spanish Fort-Highway 98 Public Facilities, (the District), was incorporated on March 9, 2007. The District operates under an agreement with The Spanish Fort Redevelopment Authority, (the Authority), and the City of Spanish Fort, Alabama. The Authority has a board of directors appointed by the Mayor of the City of Spanish Fort.

The District approved a percentage of certain taxes collected by the City in the Cooperative District to be remitted monthly from the City to the District (1.5% of sales taxes).

The accounting policies of the District conform to accounting principles generally accepted in the United States of America as applicable to municipal governments. The following is a summary of the more significant policies.

A. REPORTING ENTITY

The financial statements of the District have been prepared in conformity with the accounting principles generally accepted in the United States of America as specified by the Governmental Accounting Standards Board (GASB). In June 1999, GASB issued Statement No. 34, *Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments*. This statement, known as the "Reporting Model" statement, affects the way the District prepares and presents financial information. The Statement was developed to make annual reports easier to understand and more useful to the people who use government financial information to make decisions.

B. BASIS OF PRESENTATION – GOVERNMENT-WIDE AND FUND LEVEL

The basic financial statements include government-wide and fund financial statements. The previous reporting model emphasized fund types, while the new model focuses on the District as a whole and major funds. Government-wide and fund financial statements categorize primary activities as governmental or business type.

Government-wide

Government-wide financial statements (statement of net position and statement of activities) report information on all activities of the District. The statement of net position, is (a) presented on a consolidated basis, and (b) reflects, full accrual accounting, which incorporates long-term assets and receivables as well as long-term debt and obligations. The statement of activities reflects the degree to which direct expenses are offset by program revenues and then presents general revenues (license fees and investment earnings) to support remaining direct and indirect expenses.

NOTES TO THE FINANCIAL STATEMENTS

SEPTEMBER 30, 2022

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fund Level

The governmental fund level financial statements are presented on a current financial resource and modified accrual basis of accounting. Since governmental fund level financial statements are presented on a different basis of accounting and measurement focus than governmental activities in the government-wide presentation, a summary is presented to explain adjustments necessary to reconcile fund level statements to the government-wide presentation.

A single General Fund is used to account for all revenues and expenditures applicable to the general operations of the District.

C. CAPITAL ASSETS

In government-wide reporting, all capital assets are reported as capital assets. The District has not established a minimum capitalization threshold at this time. Depreciation is provided on all capital assets at the government-wide level.

In fund level reporting, capital assets are reported as expenditures by governmental funds.

Capital assets are valued at historical cost or estimated historical cost if actual historical cost is not available. Donated capital assets are recorded at estimated acquisition value at the date of donation.

All assets relating to the construction in the District are considered assets of the District. The Warrant documents specifically state that all infrastructure be maintained by the District, thus giving full ownership of those assets to the District.

Depreciation is allocated as an expense in the Statement of Activities (government-wide level) and accumulated depreciation is reflected in the Statement of Net Position (government-wide level). Depreciation has been provided over the estimated useful lives using the straight-line rates as follows:

Streets and Drainage	40 years
Electrical Components	40 years
Landscaping	15 years
Traffic Equipment	15 years

NOTES TO THE FINANCIAL STATEMENTS

SEPTEMBER 30, 2022

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

D. MEASUREMENT FOCUS/BASIS OF ACCOUNTING

Measurement focus refers to what is being measured. 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.

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. The economic resources measurement focus means all assets and liabilities (current and noncurrent) are included in the statement of net position and the operating statements present the changes in total net position. Accrual basis accounting recognizes revenues when earned and expenses are recognized at the time the liability is incurred.

Governmental fund financial statements are presented using current financial resources measurement focus and are accounted for under the modified accrual basis of accounting. Under the modified accrual basis, revenues are recognized when they become susceptible to accrual, when they become both "measurable" and "available" to finance expenditures of the current period. License fees collected by an intermediary are considered "measurable" when in the hand of the intermediary collecting governments and may be recognized as revenue at that time. Expenditures other than interest on general long-term debt are recorded at the time liabilities are incurred. Revenues susceptible to accrual are those which are measurable and available to finance expenditures of the current period.

E. IMPACT OF RECENTLY ISSUED ACCOUNTING STANDARDS

Recently Issued and Adopted Accounting Principles

GASB Statement No. 87, *Leases*, was issued to better meet the information needs of financial statement users by improving accounting and financial reporting for leases by governments. The requirements of GASB Statement No. 87 are effective for fiscal year 2022. The District does not currently have any lease contracts. Therefore, GASB Statement No. 87 did not have any effect on the financial statements for fiscal year 2022.

GASB Statement No. 89, Accounting for Interest Cost Incurred before the End of a Construction Period, was issued to (1) enhance the relevance and comparability of information about capital assets and the cost of borrowing for a reporting period and (2) to simplify accounting for interest cost incurred before the end of a construction period. The requirements of GASB Statement No. 89 are effective for the fiscal year 2022. The District implemented GASB 89 in fiscal year 2022 with no significant impact to its financial statements.

NOTES TO THE FINANCIAL STATEMENTS

SEPTEMBER 30, 2022

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recently Issued Accounting Principles

GASB Statement No. 100, Accounting Changes and Error Corrections—an amendment of GASB Statement No. 62, was issued to define accounting changes as changes in accounting principles, changes in accounting estimates, and changes to or within the financial reporting entity and describes the transactions or other events that constitute those changes, along with the accounting, reporting, and disclosures relating to these changes. The requirements of GASB Statement No. 100 are effective for the reporting periods beginning after June 15, 2023. The District is currently evaluating the impact that this statement may have on its financial statements.

F. DEBT ISSUE COST

In the government-wide financial statements, bond discounts and premiums are deferred and amortized over the term of the bonds using the bonds outstanding method. Bond discounts and premiums are presented as a reduction or addition to the face amount of the bonds payable whereas issuance costs are expensed as incurred. Deferred losses associated with the issuance of long-term debt are presented as Deferred Outflows of Resources and are amortized on the straight-line method over the term of the bond.

G. 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 certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

H. NET POSITION AND EQUITY CLASSIFICATIONS

Government-wide Financial Statements

Equity is classified as net position and displayed in three components:

- Net investment in capital assets Consists of capital assets including restricted capital
 assets, net of accumulated depreciation and reduced by the outstanding balances of any
 bonds, mortgages, notes, or other borrowings that are attributable to the acquisition,
 construction, or improvement of those assets.
- Restricted net position Consists of net position with constraints placed on the use either by (1) external groups such as creditors, grantors, contributors, or laws and regulations of other governments; or (2) the District's own laws through its enabling legislation and other provisions of its laws and regulations.
- Unrestricted net position All other net position that do not meet the definition of "restricted" or "net investment in capital assets."

(continued)

NOTES TO THE FINANCIAL STATEMENTS

SEPTEMBER 30, 2022

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fund Financial Statements

The fund equity of the governmental fund financial statements is classified as fund balance.

Fund balance is classified into one of the following four components:

- Restricted fund balance Consists of fund balances with constraints placed on the use either by (1) external groups such as creditors, grantors, contributors, or laws or regulations of other governments; or (2) the District's own laws through its enabling legislation and other provisions of its laws and regulations.
- Committed fund balance Consists of fund balances that are useable only for specific purposes by formal action of the government's highest level of decision making authority. The District's highest level of decision making lies with the board. In order to establish, modify or rescind a fund balance commitment, the board must pass a law by formal action committing the funds, by passage of a resolution.
- Assigned fund balance Consists of fund balances that are intended to be used for specific purposes but are neither restricted nor committed. Intent should be expressed by (1) the governing body itself, or (2) a subordinate high-level body or official who the governing body has delegated the authority to assign amounts to be used for specific purposes. The District has the power to assign fund balance amounts to specific purposes. The District must vote to grant authorization of assigned fund balances to specific purposes.
- Unassigned fund balance All other fund balances that do not meet the definition of "restricted, committed or assigned fund balances."

The District considers restricted fund balances to have been spent when both restricted and unrestricted fund balances are available. Also, the District considers assigned and committed fund balances to have been spent when unassigned or unrestricted amounts are available.

NOTES TO THE FINANCIAL STATEMENTS

SEPTEMBER 30, 2022

NOTE 2 CAPITAL ASSETS

Changes in the District's capital assets are as follows at September 30, 2022:

Governmental Activities	Balance 10/1/21	Additions	Reclassifications/ Retirements	Balance 9/30/22
Capital assets not subject to depreciation Land	\$ 3,592,293	\$ -	\$ -	\$ 3,592,293
Capital assets subject to depreciation Infrastructure	18,914,742	-	-	18,914,742
Less accumulated depreciation Infrastructure	(6,163,288)	(472,868)	<u> </u>	(6,636,156)
Capital assets, net	\$ 16,343,747	\$ (472,868)	\$ -	\$ 15,870,879
Depreciation was charged to governmental activity General government	ities as follows:			\$ 472,868

NOTES TO THE FINANCIAL STATEMENTS

SEPTEMBER 30, 2022

NOTE 3 LONG TERM DEBT

The District has the following general obligation debt outstanding at September 30, 2022:

Public Improvement Revenue Bond, Series 2018 (\$27,170,000) dated October 30, 2018, interest rate of 6.30%, payable semi-annually, principal payable December 1, 2019 through December 1, 2048

\$ 25,830,000

The changes in general long term debt during the fiscal year were:

	Balance 10/1/21	Additions	Reductions	Balance 9/30/22	Due within One Year
General Obligation					
Warrants	\$ 26,205,000	\$ -	\$ 375,000	\$ 25,830,000	\$ 400,218

Maturities of long term debt including estimated interest are:

Year Ending

September 30,	80, Principal		30, Principal Interest		Total	
2023	#	\$ 400,218	\$ 1,638,602	\$ 2,038,820		
2024	#	425,829	1,612,992	2,038,821		
2025	#	453,078	1,585,742	2,038,820		
2026		482,072	1,556,748	2,038,820		
2027		512,921	1,525,899	2,038,820		
2028-2032	#	3,101,025	7,093,076	10,194,101		
2033-2037	#	4,228,610	5,965,492	10,194,102		
2038-2042	#	5,766,203	4,427,898	10,194,101		
2043-2047	#	7,862,891	2,331,210	10,194,101		
2048-2049	#	2,597,153	183,011	2,780,164		
	-		· · · · · · · · · · · · · · · · · · ·			
Total		\$ 25,830,000	\$ 27,920,670	\$ 53,750,670		

NOTES TO THE FINANCIAL STATEMENTS

SEPTEMBER 30, 2022

NOTE 4 DEPOSIT AND INVESTMENT RISK

At September 30, 2022, the District had investments in U.S. Treasury money market mutual funds through its trustee agreement for debt service. The fair value of the investments as of September 30, 2022 was \$1,228,023.

Investment Risk – The District does not have a formal investment policy that limits investment maturities as a means of managing its exposure to fair value losses arising from increasing interest rates.

Credit Risk - State statutes authorize the District's investments. The District is authorized to invest in U.S. Government obligations and its agencies or instrumentalities; direct obligations of the state, SEC registered mutual funds holding like securities. The District has no investment policy that further limits investment choices. The District's mutual fund investments were rated AAA by Standard & Poor's.

Custodial Credit Risk - The District may participate in the Security for Alabama Funds Enhancement (SAFE) Program, a multiple financial institution collateral pool, administered by the State of Alabama. The program, by law, provides administration of pledged collateral coverage for all governments and agencies in the state and requires qualified financial institutions to provide collateral to the administrator adequate to secure all deposits of public funds in that financial institution. The State guarantees deposits identified as "public funds" will be adequately secured by insurance or collateral. Any collateral shortages of one financial institution are assessed to other member financial institutions.

NOTE 5 FAIR VALUE DISCLOSURES

Investments are measured at fair value on a recurring basis. Recurring fair value measurements are those that Governmental Accounting Standards Board (GASB) Statements require or permit in the statement of net position at the end of each reporting period. Fair value measurements are categorized based on the valuation input used to measure as asset's fair value. Level 1 inputs are quoted prices in the active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs. Investments' fair value measurements are as follows at September 30, 2022:

NOTES TO THE FINANCIAL STATEMENTS

SEPTEMBER 30, 2022

NOTE 5 FAIR VALUE DISCLOSURES (CONTINUED)

		Fair Value Measurements Using			
		Level 1	Level 1 Level 2 Level 3		
Investments	Fair Value	Inputs	Inputs	Inputs	
Debt Securities: U.S. Treasuries Money Market	\$ 1,228,023	\$ 1,228,023	\$ -	\$ -	
	\$ 1,228,023	\$ 1,228,023	\$ -	\$ -	

Debt securities categorized as Level 1 are based on prices quoted in active markets for those securities. There are no Level 2 or 3 investments

NOTE 6 SUBSEQUENT EVENTS

The District board has evaluated subsequent events through March 27, 2023, the date which the financial statements were available to be issued. There were no material subsequent events identified which require disclosure at September 30, 2022.