The Town of Leesburg
INTEROFFICE MEMORANDUM
DEPARTMENT OF FINANCE

December 9, 2013

TO: John A. Wells
Town Manager

FROM: Norman D. Butts
Director of Finance

SUBJECT: **Comprehensive Annual Financial Report & Related Documents**

PBMares has completed an audit of the Town's fiscal year 2013 financial statements. The independent auditor has issued an unqualified ("clean") opinion regarding our financial statements. The resulting 2013 comprehensive annual financial report (the "CAFR") will be placed on the Town's website. In addition, interested parties can obtain a hard copy or a CD version of the CAFR by contacting Kim Williams in the Department of Finance.

Mike Garber, the PBMares partner in charge of the Town's audit, will be present at the Council work session on Monday, December 9, 2013 to make a short presentation regarding the audit and to answer any questions Councilmembers might have. Councilmembers will have before them the 2013 CAFR, a letter concerning internal control conditions (the "Management Letter"), management's responses to the internal control conditions identified in the Management Letter, and a report to Council concerning significant matters related to the conduct of the audit (the "SAS 114 Letter"). I would like to comment briefly on each of these documents.

The CAFR

Page 10 of the CAFR contains the all-important audit opinion letter. In summary, this letter says that, according to generally accepted accounting principles, the financial statements present fairly, in all material respects, the financial position of the Town. I am obviously very happy the Town has received this well-deserved unqualified opinion as it represents the highest opinion an auditor can give. I expected nothing less.

The auditors are required to report on internal control deficiencies over the financial reporting process. Page 117 of the CAFR contains a schedule of findings and management responses on any material weaknesses that are identified during the course of the audit. For this fiscal year, there are no internal control deficiencies found, an accomplishment the Town has not been afforded to since the fiscal year 2007 audit.

The Management Letter & Management Responses

The management letter does not appear in the CAFR, but is provided to Mayor and Council separately. It is called a "management letter" because it's directed to management and involves comments relative to internal controls, also sometimes called "management controls" because the controls are internal, not external, to the organization and therefore are under management's control.

The current management letter dated November 18, 2013 identifies three areas of concern: developer donated assets, fund balance and one compliance finding. We concurred with the auditor's findings and have responded with corrective action plans in all areas.

By way of some comparison, the chart below shows how the Town has been improving over the past ten years with regards to management letter comments.

Year	Findings
2004	12
2005	8
2006	5
2007	8
2008	5
2009	4
2010	6
2011	5
2012	6
2013	3

It is important to note that in 2007, four of the findings were a result of an extensive information systems review that I requested the auditors perform. In 2010, four of the findings were reported for management's consideration, one was reported as a compliance issue and two were reported to inform management of future GASB and IRS requirements. This year, one finding is reported as a compliance issue, the other two were reported for management's consideration. Further, to clarify those items that truly are management comment's as opposed to communications, this year the auditors reported the new GASB pronouncements that the Town should be aware of in the SAS 114 letter. We are refining the financial statements and internal controls annually. I consider this a significant achievement for the Department of Finance and the Town.

The SAS 114 Letter

The SAS 114 letter also does not appear in the CAFR, but is provided to Mayor and Council separately. The SAS 114 (statement on auditing standards #114) letter is a requirement of generally accepted auditing standards promulgated by the AICPA. These standards deal primarily with the conduct of the audit and are provided to the organization's audit committee (in our case the audit committee is Town Council) so it can more effectively discharge its oversight responsibility.

Of the many issues discussed in the SAS 114 the one dealing with audit adjustments deserves further clarification and discussion. Normally when an auditor begins an audit the auditee presents a trial balance that in the auditee's judgment presents a true picture of the entity's financial position. The auditor then performs certain tests to determine the accuracy of the trial balance, making adjustments where necessary.

There were four adjusting entries to the trial balance for fiscal year 2013, a significant accomplishment for the department. By way of comparison, the chart attached shows how the Town has faired with regards to audit adjustments.

Under the provisions of SAS 114 the auditors are required to report any material adjusting entries.

Conclusion

The 2013 audit is unqualified. Over the past ten years, the number of findings in the management letter has declined and we have corrective action plans in place. The number of adjusting entries declined from prior fiscal years and the audit was completed on time. Next year we expect an unqualified audit with a goal of minimal findings and minimal audit adjustments as we continue to become more efficient.

Enclosures

cc: Mayor and Council

Year	# of Adjustments	Governmental Activities					Business-Type Funds					Total
		Assets	Liabilities	Equity	Revenue	Expenditures	Assets	Liabilities	Equity	Revenue	Expenses	
2006	138	Not immediately available by type of activity and effect on financial statements.										
2007	38	Not immediately available by type of activity and effect on financial statements.										
2008	27	209,920	61,075	107,293	352,393	264,203	18,018	545,690	(527,672)	6,735	534,407	1,572,062
2009	8	5,904,833	(50,594)	5,955,427	-	225,802	(75,000)	(100,051)	24,981	-	(24,981)	11,860,417
2010	8	675,890	669,966	5,924	-	(5,924)	31,476	204,579	(173,103)	-	173,103	1,581,911
2011	2	153,000	754,000	(601,000)	(601,000)	-	-	-	-	-	-	(295,000)
2012	4	(214,092)	166,594	(380,686)	(340,482)	40,204	-	(40,204)	40,204	40,204	-	(688,258)
2013	4	48,477	(46,191)	42,939	97,920	(48,477)	(46,050)	-	(46,050)	(13,500)	32,550	21,618

TOWN OF LEESBURG, VIRGINIA

REPORT TO TOWN COUNCIL

DECEMBER 9, 2013

To the Honorable Mayor and Members of Council
Town of Leesburg, Virginia
Leesburg, Virginia

We are pleased to present this report related to our audit of the basic financial statements and compliance of the Town of Leesburg, Virginia (Town) for the year ended June 30, 2013. This report summarizes certain matters required by professional standards to be communicated to you in your oversight responsibility for the Town's financial and compliance reporting process.

This report is intended solely for the information and use of Town Council and management and is not intended to be and should not be used by anyone other than these specified parties. It will be our pleasure to respond to any questions you have regarding this report. We appreciate the opportunity to continue to be of service to the Town.

PBMares, LLP

Harrisonburg, Virginia
December 9, 2013

TABLE OF CONTENTS

Required Communications	1 – 2
New GASB Pronouncements	3
Summary of Significant Accounting Estimates	4 – 5
Summary of Recorded Audit Adjustments	6 – 7
Material Written Communications Between Management and Our Firm	
Arrangement Letter	
Representation Letter	

TOWN OF LEESBURG, VIRGINIA

REQUIRED COMMUNICATIONS
Year Ended June 30, 2013

Generally accepted auditing standards (AU-C 260, *The Auditor's Communication With Those Charged With Governance)* require the auditor to promote effective two-way communication between the auditor and those charged with governance. Consistent with this requirement, the following summarizes our responsibilities regarding the basic financial statement audit and compliance reporting process, as well as observations arising from our audit that are significant and relevant to your responsibility to oversee the financial and compliance reporting process.

Area	Comments
Our Responsibilities With Regard to the Financial Statement Audit	Our responsibilities under auditing standards generally accepted in the United States of America; *Government Auditing Standards,* issued by the Comptroller General of the United States; the provisions of the Single Audit Act, OMB Circular A-133 and OMB's Compliance Supplement; and *Specifications for Audits of Counties, Cities, and Towns* provided by the Auditor of Public Accounts of the Commonwealth of Virginia have been described to you in our arrangement letter dated June 24, 2013.
Overview of the Planned Scope and Timing of the Financial Statement Audit	We have issued a separate communication regarding the planned scope and timing of our audit and have discussed with you our identification of and planned audit response to significant risks of material misstatement.
Accounting Policies and Practices	**Preferability of Accounting Policies and Practices** Under accounting principles generally accepted in the United States of America, in certain circumstances, management may select among alternative accounting practices. In our view, in such circumstances, management has selected the preferable accounting practice. **Adoption of, or Change in, Accounting Policies** Management has the ultimate responsibility for the appropriateness of the accounting policies used by the Town. The Town adopted GASB Statement No. 61, *Financial Reporting Entity Omnibus,* GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 1989 FASB and AICPA Pronouncements,* and GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position,* during the current year. During fiscal year 2013, the Town elected to make a change in accounting estimate related to the lives assigned to depreciable assets. This change has been disclosed in the financial statements of the Town.

TOWN OF LEESBURG, VIRGINIA

REQUIRED COMMUNICATIONS (Continued)
Year Ended June 30, 2013

Area	Comments
Accounting Policies and Practices (Continued)	**Significant or Unusual Transactions** We did not identify any significant or unusual transactions or significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus. **Management's Judgments and Accounting Estimates** Summary information about the process used by management in formulating particularly sensitive accounting estimates and about our conclusions regarding the reasonableness of those estimates is in the attached "Summary of Significant Accounting Estimates."
Audit Adjustments	Audit adjustments proposed by us and recorded by the Town are shown in the attached "Summary of Recorded Audit Adjustments."
Uncorrected Misstatements	We are not aware of any uncorrected misstatements other than misstatements that are clearly trivial.
Disagreements With Management	We encountered no disagreements with management over the application of significant accounting principles, the basis for management's judgments on any significant matters, the scope of the audit, or significant disclosures to be included in the basic financial statements.
Consultations With Other Accountants	We are not aware of any consultations management had with other accountants about accounting or auditing matters.
Significant Issues Discussed With Management	No significant issues arising from the audit were discussed with or were the subject of correspondence with management.
Significant Difficulties Encountered in Performing the Audit	We did not encounter any significant difficulties in dealing with management during the audit.
Material Written Communications Between Management and Our Firm	Copies of material written communications between our firm and management of the Town, including the representation letter provided to us by management, are attached.

TOWN OF LEESBURG, VIRGINIA

NEW GASB PRONOUNCEMENTS
Year Ended June 30, 2013

At June 30, 2013, the Governmental Accounting Standards Board (GASB) had issued several statements not yet implemented by the Town. The statements which might impact the Town are as follows:

GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*, establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. This Statement also provides other financial reporting guidance related to the impact of the financial statement elements deferred outflows of resources and deferred inflows of resources, such as changes in the determination of the major fund calculations and limiting the use of the term deferred in financial statement presentations. Statement No. 65 will be effective for periods beginning after December 15, 2012.

GASB Statement No. 66, *Technical Corrections – 2012*, will improve accounting and financial reporting for a governmental financial reporting entity by resolving conflicting guidance that resulted from the issuance of two pronouncements, Statements No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions* and No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. Statement No. 66 will be effective for periods beginning after December 15, 2012.

GASB Statement No. 67, *Financial Reporting forPension Plans, an amendment of GASB Statement No. 25*, will improve financial reporting by state and local government pension plans. Statement No. 67 will be effective for fiscal years beginning after June 15, 2013.

GASB Statement No. 68, *Accounting and Financial Reporting for Pensions*, will improve accounting and financial reporting by state and local governments for pensions. It also improves information provided by state and local governmental employers about financial support for pensions that is provided by other entities. Statement No. 68 will be effective for fiscal years beginning after June 15, 2014.

GASB Statement No. 69, *Government Combinations and Disposals of Government Operations*, establishes accounting and financial reporting standards related to government combinations and disposals of government operations. The requirements of this Statement are effective for government combinations and disposals of government operations occurring in financial reporting periods beginning after December 15, 2013, and should be applied on a prospective basis.

GASB Statement No. 70, *Accounting and Financial Reporting for Nonexchange Financial Guarantees*, requires a government that extends a nonexchange financial guarantee to recognize a liability when qualitative factors and historical data, if any, indicate that it is more likely than not that the government will be required to make a payment on the guarantee. The provisions of this Statement are effective for reporting periods beginning after June 15, 2013.

TOWN OF LEESBURG, VIRGINIA

SUMMARY OF SIGNIFICANT ACCOUNTING ESTIMATES
Year Ended June 30, 2013

Accounting estimates are an integral part of the preparation of financial statements and are based upon management's current judgment. The process used by management encompasses their knowledge and experience about past and current events and certain assumptions about future events. You may wish to monitor throughout the year the process used to determine and record these accounting estimates. The following describes the significant accounting estimates reflected in the Town's June 30, 2013 financial statements:

Area of Estimate	Accounting Policy	Management's Estimation Process	Basis for Our Conclusion on Reasonableness of Estimate
Capital Assets	Estimated lives of depreciable and amortizable assets	Management assigns lives to assets purchased or constructed internally based on the expected useful life of those assets or the product associated with those assets.	While these estimates are based on historical information, management should continue to monitor the lives assigned to the Town's assets to ensure the recovery period of these costs are accurate.
	Fair value of donated property	Management assigns value to property donated to the Town based on the fair value of the asset at the time of donation.	While these values are based on historical financial information, management should continue to evaluate recorded values to ensure that the assets are accurately represented.
Unbilled Water and Sewer Receivable	Estimated water and sewer revenue	Management records water and sewer receivables based on the subsequent billings for that district.	While these estimates are based on sound financial information, management should monitor these estimates and compare the actual billings and usage to ensure the accuracy of these estimates.
Pension Liability and Other Postemployment Benefits	Pension and OPEB liabilities and costs for financial accounting and disclosure purposes	Management recognizes pension and OPEB liabilities based on market trends and industry standards.	While these estimates are based on assumptions provided by market trends and industry standards, and reported to you by contracted actuaries, management should monitor these estimates and compare to actual costs over time.

TOWN OF LEESBURG, VIRGINIA

SUMMARY OF SIGNIFICANT ACCOUNTING ESTIMATES (Continued)
Year Ended June 30, 2013

Area of Estimate	Accounting Policy	Management's Estimation Process	Basis for Our Conclusion on Reasonableness of Estimate
Receivables	Allowance for doubtful accounts	Management records an allowance for uncollectible accounts based on an analysis of historical write-offs and collections to arrive at an overall assessment of whether past due accounts will be collected.	While these estimates are based on sound financial information, management should monitor these estimates and compare the actual collections of these revenues to ensure the accuracy of these estimates.

TOWN OF LEESBURG, VIRGINIA

Summary of Recorded Audit Adjustments - Governmental Activities
Year Ended June 30, 2013

	Increase (Decrease)				
Description	**Assets**	**Liabilities**	**Equity**	**Revenue**	**Expenditures**
To adjust deferred revenue and revenue related to property taxes	$ -	$ (46,191)	$ 46,191	$ 46,191	$ -
To adjust fund balance to match prior year financials for item posted to fund balance incorrectly	-	-	(51,729)	51,729	-
To adjust the basis of developer donated assets improperly calculated	48,477	-	48,477	-	(48,477)
Income statement effect				$ 97,920	$ (48,477)
Statement of Net Position effect	$ 48,477	$ (46,191)	$ 42,939		

TOWN OF LEESBURG, VIRGINIA

Summary of Recorded Audit Adjustments - Business-type Activities
Year Ended June 30, 2013

Description	Increase (Decrease)				
	Assets	Liabilities	Equity	Revenue	Expenses
To adjust the basis of developer donated assets improperly calculated by the Town	$ (13,500)	$ -	$ (13,500)	$ (13,500)	$ -
To adjust depreciation expense and accumulate depreciation related to duplicate adjustment made by the Town	(32,550)	-	(32,550)	-	32,550
Income statement effect				$ (13,500)	$ 32,550
Statement of Net Position effect	$ (46,050)	$ -	$ (46,050)		

ARRANGEMENT LETTER

PBMares SM

June 24, 2013

RECEIVED

JUN 28 2013

Town of Leesburg
Town Manager

To the Town Council
Town of Leesburg, Virginia
Leesburg, Virginia 20178

Attention: John A. Wells, Town Manager

The Objective and Scope of the Audit of the Financial Statements

You have requested that we audit the financial statements of the Town of Leesburg, Virginia (Town), which comprise governmental activities, business-type activities, each major fund, and the budgetary comparison as of and for the year ending June 30, 2013, which collectively comprise the basic financial statements. We are pleased to confirm our acceptance and our understanding of this audit engagement by means of this letter.

Our audit will be conducted with the objective of our expressing opinions on the financial statements.

We will also perform the audit of the Town as of June 30, 2013, so as to satisfy the audit requirements imposed by the Single Audit Act and the U. S. Office of Management and Budget (OMB) Circular No. A-133.

The Responsibilities of the Auditor

We will conduct our audit in accordance with auditing standards generally accepted in the United States of America (GAAS); *Government Auditing Standards* issued by the Comptroller General of the United States; the provisions of the Single Audit Act, OMB Circular A-133, OMB's Compliance Supplement, and the *Specifications for Audits of Counties, Cities and Towns,* provided by the Auditor of Public Accounts for the Commonwealth of Virginia. Those standards, circular, supplement, and specifications 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. 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.

PBMares, LLP | 558 South Main Street | P.O. Box 1226 | Harrisonburg, VA 22803-1226
P 540.434.5975 | 1.800.296.7244 | F 540.434.1832 | WWW.PBMARES.COM

Because of the inherent limitations of an audit, together with the inherent limitations of internal control, an unavoidable risk that some material misstatements may not be detected exists, even though the audit is properly planned and performed in accordance with GAAS. Also, an audit is not designed to detect errors or fraud that is immaterial to the financial statements. The determination of abuse is subjective; therefore, *Government Auditing Standards* do not expect us to provide reasonable assurance of detecting abuse.

In making our risk assessments, we consider internal control relevant to the Town'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 Town's internal control. However, we will communicate to you in writing concerning any significant deficiencies or material weaknesses in internal control relevant to the audit of the financial statements that we have identified during the audit.

We will also communicate to the Town Council *(a)* any fraud involving senior management and fraud (whether caused by senior management or other employees) that causes a material misstatement of the financial statements that becomes known to us during the audit, and *(b)* any instances of noncompliance with laws and regulations that we become aware of during the audit (unless they are clearly inconsequential).

The funds that you have told us are maintained by the Town and that are to be included as part of our audit are listed here:

- General Fund
- Capital Projects Funds
- Enterprise Fund:
  - Water and Sewer Fund
- OPEB Trust Fund

No component unit financial statements are to be included in the Town's basic financial statements.

The federal financial assistance programs and awards that you have told us that the Town participates in and that are to be included as part of the single audit are listed on Attachment A.

Our reports on internal control will include any significant deficiencies and material weaknesses in controls of which we become aware as a result of obtaining an understanding of internal control and performing tests of internal control consistent with requirements of the standards, circular, supplement, and specifications identified above. Our reports on compliance matters will address material errors, fraud, abuse, violations of compliance obligations, and other responsibilities imposed by state and federal statutes and regulations or assumed by contracts, and any state or federal grant, entitlement, or loan program questioned costs of which we become aware, consistent with requirements of the standards, circular, supplement, and specifications identified above.

The Responsibilities of Management and Identification of the Applicable Financial Reporting Framework

Our audit will be conducted on the basis that management and when appropriate, those charged with governance, acknowledge and understand that they have responsibility:

a. For the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America;

b. 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 fraud or error;

c. For establishing and maintaining effective internal control over financial reporting and for informing us of all significant deficiencies and material weaknesses in the design or operation of such controls of which it has knowledge;

d. For *(a)* making us aware of significant vendor relationships where the vendor is responsible for program compliance, *(b)* following up and taking corrective action on audit findings, including the preparation of a summary schedule of prior audit findings, and a corrective action plan, and *(c)* report distribution including submitting the reporting package(s); and

e. To provide us with:

   (1) Access to all information of which management is aware that is relevant to the preparation and fair presentation of the financial statements such as records, documentation, and other matters;

   (2) Additional information that we may request from management for the purpose of the audit;

   (3) Unrestricted access to persons within the Town from whom we determine it necessary to obtain audit evidence;

   (4) When applicable, a summary schedule of prior audit findings for inclusion in the single audit reporting package; and

   (5) If applicable, responses to any findings reported on the schedule of findings and questioned costs.

As part of our audit process, we will request from management and when appropriate, those charged with governance, written confirmation concerning representations made to us in connection with the audit including among other items:

a. That management has fulfilled its responsibilities as set out in the terms of this letter; and

b. That it believes the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

Management is responsible for identifying and ensuring that the Town complies with the laws and regulations applicable to its activities, and for informing us about all known material violations of such laws or regulations. In addition, management is responsible for the design and implementation of programs and controls to prevent and detect fraud or abuse, and for informing us about all known or suspected fraud or abuse affecting the Town involving management, employees who have significant roles in internal control, and others where the fraud or abuse could have a material effect on the financial statements or compliance. Management is also responsible for informing us of its knowledge of any allegations of fraud or abuse or suspected fraud or abuse affecting the Town received in communications from employees, former employees, analysts, regulators, or others.

Management is responsible for the preparation of the supplementary information in accordance with accounting principles generally accepted in the United States of America. Management agrees to include the auditor's report on the supplementary information in any document that contains the supplementary information and that indicates that the auditor has reported on such supplementary information. Management also agrees to present the supplementary information with the audited financial statements or, if the supplementary information will not be presented with audited financial statements, to make the audited financial statements readily available to the intended users of the supplementary information no later than the date of issuance of the supplementary information and the auditor's report thereon.

The Town Council is responsible for informing us of its views about the risks of fraud or abuse within the Town, and its knowledge of any fraud or abuse or suspected fraud or abuse affecting the Town.

Our association with an official statement is a matter for which separate arrangements may be necessary. The Town agrees to provide us with printer's proofs or masters of such offering documents for our review and approval before printing and with a copy of the final reproduced material for our approval before it is distributed. In the event our auditor/client relationship has been terminated when the Town seeks such consent, we will be under no obligation to grant such consent or approval.

The Town agrees that it will not associate us with any public or private securities offering without first obtaining our consent. Therefore, the Town agrees to contact us before it includes our reports or otherwise makes reference to us, in any public or private securities offering.

Town of Leesburg's Records and Assistance

If circumstances arise relating to the condition of the Town's records, the availability of appropriate audit evidence, or indications of a significant risk of material misstatement of the financial statements because of error, fraudulent financial reporting, or misappropriation of assets, which in our professional judgment, prevent us from completing the audit or forming an opinion, we retain the unilateral right to take any course of action permitted by professional standards, including declining to express an opinion, issue a report, or withdraw from the engagement.

During the course of our engagement, we may accumulate records containing data that should be reflected in the Town's books and records. The Town will determine that all such data, if necessary, will be so reflected. Accordingly, the Town will not expect us to maintain copies of such records in our possession.

The assistance to be supplied by Town personnel, including the preparation of schedules and analyses of accounts, has been discussed and coordinated with Ms. Kim Williams, Deputy Director of Finance/Controller. The timely and accurate completion of this work is an essential condition to our completion of the audit and issuance of our audit report.

In connection with our audit, you have requested us to perform certain non-audit services necessary for the preparation of the financial statements, such as drafting certain Exhibits and Footnotes found in the Financial Section and certain tables which are contained in the Statistical Section. The independence standards of the *Government Auditing Standards* issued by the Comptroller General of the United States (GAS) require that the auditor maintain independence so that opinions, findings, conclusions, judgments, and recommendations will be impartial and viewed as impartial by reasonable and informed third parties. Before we agree to provide a non-audit service to the Town, we determine whether providing such a service would create a significant threat to our independence for GAS audit purposes, either by itself or in aggregate with other non-audit services provided. A critical component of our determination is consideration of management's ability to effectively oversee the non-audit service to be performed. The Town has agreed that Kim Williams, Deputy Director of Finance/Controller, possesses suitable skill, knowledge, or experience and that the individual understands the non-audit services to be performed sufficiently to oversee them. Accordingly, the management of the Town agrees to the following:

1. The Town has designated Kim Williams, Deputy Director of Finance/Controller, a senior member of management, who possesses suitable skill, knowledge, and experience to oversee the services.

2. Kim Williams, Deputy Director of Finance/Controller, will assume all management responsibilities for subject matter and scope of the non-audit services.

3. The Town will evaluate the adequacy and results of the services performed.

4. The Town accepts responsibility for the results and ultimate use of the non-audit services.

GAS further requires we establish an understanding with the management and those charged with governance of the Town of the objectives of the non-audit services, the services to be performed, the Town's acceptance of its responsibilities, the auditor's responsibilities, and any limitations of the non-audit services. We believe this letter documents that understanding.

Other Relevant Information

From time to time and depending upon the circumstances, we may use third-party service providers to assist us in providing professional services to you. In such circumstances, it may be necessary for us to disclose confidential client information to them. We enter into confidentiality agreements with all third-party service providers and we are satisfied that they have appropriate procedures in place to prevent the unauthorized release of your confidential information to others.

Fees, Costs, and Access to Workpapers

Our fees for the audit and accounting services described above are based upon the value of the services performed and the time required by the individuals assigned to the engagement, plus direct expenses. Our fee estimate and completion of our work is based upon the following criteria:

a. Anticipated cooperation from Town personnel;

b. Timely responses to our inquiries;

c. Timely completion and delivery of client assistance requests;

d. Timely communication of all significant accounting and financial reporting matters; and

e. The assumption that unexpected circumstances will not be encountered during the engagement.

If any of the aforementioned criteria are not met, then fees may increase. Our fees for the audit are based on the time required by the individuals assigned to the engagement, plus direct expenses. Interim billings will be submitted as work progresses and expenses are incurred. Our fee for the services described in the letter will not exceed $77,100 unless the scope of the engagement is changed, the assistance which the Town has agreed to furnish is not provided, or unexpected conditions are encountered, in which case we will discuss the situation with you before proceeding.

Our professional standards require that we perform certain additional procedures, on current and previous years' engagements, whenever a partner or professional employee leaves the firm and is subsequently employed by or associated with a client in a key position. Accordingly, the Town agrees it will compensate PBMares, LLP for any additional costs incurred as a result of the Town's employment of a partner or professional employee of PBMares, LLP.

In the event we are requested or authorized by the Town or are required by government regulation, subpoena, or other legal process to produce our documents or our personnel as witnesses with respect to our engagement for the Town, the Town will, so long as we are not a party to the proceeding in which the information is sought, reimburse us for our professional time and expenses, as well as the fees and expenses of our counsel, incurred in responding to such requests.

The documentation for this engagement is the property of PBMares, LLP. However, you acknowledge and grant your assent that representatives of the cognizant or oversight agency or their designee, other government audit staffs, and the U.S. Government Accountability Office shall have access to the audit documentation upon their request and that we shall maintain the audit documentation for a period of at least three years after the date of the report, or for a longer period if we are requested to do so by the cognizant or oversight agency. Access to requested documentation will be provided under the supervision of PBMares, LLP audit personnel and at a location designated by our Firm.

You have informed us that you intend to prepare a comprehensive annual financial report (CAFR) and submit it for evaluation by the Government Finance Officers Association's (GFOA) Certificate of Achievement for Excellence in Financial Reporting. Our association with the CAFR is to consist of replying to the GFOA's comments and ensuring the comments have been addressed in the current year CAFR.

Claim Resolution

The Town and PBMares, LLP agree that no claim arising out of services rendered pursuant to this agreement shall be filed more than two years after the date of the audit report issued by PBMares, LLP or the date of this arrangement letter if no report has been issued. The Town waives any claim for punitive damages. PBMares, LLP's liability for all claims, damages and costs of the Town arising from this engagement is limited to the amount of fees paid by the Town to PBMares, LLP for the services rendered under this arrangement letter.

Reporting

We will issue a written report upon completion of our audit of the Town's financial statements. Our report will be addressed to the Mayor and Town Council of the Town. We cannot provide assurance that an unmodified opinion will be expressed. Circumstances may arise in which it is necessary for us to modify our opinion, add an emphasis-of-matter or other-matter paragraph, or withdraw from the engagement.

In addition to our report on the Town's financial statements, we will also issue the following types of reports:

- A report on the fairness of the presentation of the Town's Schedule of Expenditures of Federal Awards for the year ending June 30, 2013.
- Reports on internal control related to the financial statements, and major programs. These reports will describe the scope of testing of internal control and the results of our tests of internal controls.
- Reports on compliance with laws, regulations, and the provisions of contracts or grant agreements. We will report on any noncompliance which could have a material effect on the financial statements and any noncompliance which could have a material effect, as defined by OMB Circular A-133, on each major program.
- A schedule of findings and questioned costs.

Please sign and return the attached copy of this letter to indicate your acknowledgment of, and agreement with, the arrangements for our audit of the financial statements including our respective responsibilities.

PBMares, LLP

Michael A. Garber, Partner

Confirmed on behalf of the addressee:

July 2, 2013

_____, 2013

TOWN OF LEESBURG, VIRGINIA

ATTACHMENT A

Federal Grantor/State Pass-Through Grantor/Program Title	Grant Number	Federal CFDA Number
DEPARTMENT OF JUSTICE:		
Pass-through Payments:		
City of Manassas Park		
Gang Free Schools and Communities-Community Based Gang Intervention	2010-DD-BX-0483	16.544
Virginia Department of Criminal Justice Services		
Byrne Justice Assistance Grant	12-F1059LO11	16.738
Direct Payments:		
Bulletproof Vest Partnership Program		16.607
Byrne Justice Assistance Grant	2009-SB-B9-2382	16.738
DEPARTMENT OF TRANSPORTATION:		
Direct Payments:		
Airport Improvement Program		20.106
NATIONAL ENDOWMENT FOR THE ARTS:		
Pass-through Payments:		
Commonwealth of Virginia, Virginia Commission for the Arts		
Promotion of the Arts Partnership Agreements	13-0312	45.025
DEPARTMENT OF HOMELAND SECURITY:		
Pass-through Payments:		
Commonwealth of Virginia, Department of Emergency Services		
Disaster Grants - Public Assistance		97.036

REPRESENTATION LETTER

Town of Leesburg Virginia

NORMAN D. BUTTS
Director of Finance

25 West Market Street ■ 20176 ■ 703-771-2701 ■ Fax: 703-771-2799 ■ www.leesburgva.gov

November 18, 2013

PBMares, LLP
P. O. Box 1226
Harrisonburg, Virginia 22803

This representation letter is provided in connection with your audit of the basic financial statements of the Town of Leesburg, Virginia (Town) as of and for the year ended June 30, 2013 for the purpose of expressing an opinion on whether the financial statements are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

We confirm, to the best of our knowledge and belief, as of November 18, 2013, the following representations made to you during your audit:

Compliance Considerations

In connection with your audit, conducted in accordance with *Government Auditing Standards,* we confirm:

1. We are responsible for:

    a. Compliance with the laws, regulations, and provisions of contracts and grant agreements applicable to the Town.

    b. Establishing and maintaining effective internal control over financial reporting.

2. We have identified and disclosed to you all laws, regulations, and provisions of contracts and grant agreements that have a direct and material effect on the determinations of financial statement amounts or other financial data significant to audit objectives.

3. We have a process to track the status of audit findings and recommendations.

4. We have provided you with our views on your reported findings, conclusions, and recommendations, as well as our planned corrective actions for the report.

5. Kim Williams, Finance Deputy Director and Controller, who has sufficient skills, knowledge, and experience, has supervised, reviewed, approved, and takes full responsibility for the financial statements and related notes and acknowledges the auditor's role in the preparation of this information.

6. We are responsible for and have reviewed and approved the proposed adjustments to the trial balances identified during the audit and will post all adjustments accordingly.

In connection with your audit of federal awards conducted in accordance with OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations,* we confirm:

7. We are responsible for complying, and we have complied, with the requirements of OMB Circular A-133.

8. We are responsible for understanding and complying with the requirements of laws, regulations, and the provisions of contracts and grant agreements related to each of our federal programs.

9. We are responsible for establishing and maintaining, and we have established and maintained, effective internal control over compliance for federal programs that provides reasonable assurance that we are managing federal awards in compliance with laws, regulations, and the provisions of contracts or grant agreements that could have a material effect on our federal programs.

10. We have prepared the Schedule of Expenditures of Federal Awards in accordance with Circular A-133 and have included expenditures made during the period being audited for all awards provided by federal agencies in the form of grants and federal cost-reimbursement contracts.

11. We have identified and disclosed to you the requirements of laws, regulations, and the provisions of contracts and grant agreements that are considered to have a direct and material effect on the major program.

12. We have made available all contracts and grant agreements (including amendments, if any) and any other correspondence relevant to federal programs and related activities that have taken place with federal agencies or pass-through entities.

13. We have identified and disclosed to you all amounts questioned and all known noncompliance with the direct and material compliance requirements of federal awards, if any.

14. We believe that we have complied with the direct and material compliance requirements.

15. We have made available all documentation related to compliance with the direct and material compliance requirements, including information related to federal program financial reports and claims for reimbursement.

16. We have provided you our interpretations of any compliance requirements that are subject to varying interpretations.

17. There have been no changes in internal control over compliance or other factors that might significantly affect internal control, including any corrective action taken by us with regard to significant deficiencies in internal control over compliance (including material weaknesses in internal control over compliance), have occurred subsequent to the date as of which compliance is audited.

18. Federal program financial reports and claims for advances and reimbursements are supported by the books and records from which the basic financial statements have been prepared.

19. The copies of federal program financial reports provided to you are true copies of the reports submitted, or electronically transmitted, to the federal agency or pass-through entity, as applicable.

20. We have charged costs to federal awards in accordance with applicable cost principles.

21. We are responsible for, and have accurately prepared, the summary schedule of prior audit findings to include all findings required to be included by Circular A-133.

22. We have reviewed appropriate sections of the data collection form. We further acknowledge our responsibility for the complete, accurate, and timely filing of the data collection form with the Federal Audit Clearinghouse.

Financial Statements

23. We have fulfilled our responsibilities, as set out in the terms of the audit arrangement letter dated June 24, 2013, for the preparation and fair presentation of the financial statements referred to above in accordance with U.S. GAAP.

24. We acknowledge our responsibility 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 fraud or error.

25. We acknowledge our responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.

26. Significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable.

27. We have disclosed all interfund transactions, including interfund transfers, which have been recorded in accordance with the economic substance of the transaction and appropriately accounted for and disclosed in accordance with the requirements of U.S. GAAP.

28. All events subsequent to the date of the financial statements and for which U.S. GAAP requires adjustment or disclosure have been adjusted or disclosed.

29. The effects of all known actual or possible litigation and claims have been accounted for and disclosed in accordance with U.S. GAAP.

30. The following have been properly recorded and/or disclosed in the financial statements:

    a. Net positions and fund balance classifications.

    b. The fair value of investments.

    c. Amounts of contractual obligations for construction and purchase of real property or equipment not included in the liabilities or encumbrances recorded on the books.

    d. Debt issue provisions.

    e. Leases and material amounts of rental obligations under long-term leases.

f. The effect on the financial statements of GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities,* GASB Statement No. 66, *Technical Corrections – 2012,* GASB Statement No. 67, *Financial Reporting for Pension Plans, an amendment of GASB Statement No. 25,* GASB Statement No. 68, *Accounting and Financial Reporting for Pensions,* GASB Statement No. 69, *Government Combinations and Disposals of Government Operations,* and GASB Statement No. 70, *Accounting and Financial Reporting for Nonexchange Financial Guarantees*, which have been issued, but which we have not yet adopted.

g. Deposits and investment securities categories of risk.

31. We have no plans or intentions that may materially affect the carrying value or classification of assets. In that regard:

    a. The Town has no significant amounts of idle property and equipment.

    b. The Town has no plans or intentions to discontinue the operations of any activities or programs or to discontinue any significant operations.

    c. Provision has been made to reduce applicable assets that have permanently declined in value to their realizable values.

    d. We have reviewed long-lived assets and certain identifiable intangibles to be held and used for impairment whenever events or changes in circumstances have indicated that the carrying amount of the assets might not be recoverable and have appropriately recorded the adjustment.

32. We are responsible for making the accounting estimates included in the financial statements. Those estimates reflect our judgment based on our knowledge and experience about past and current events and our assumptions about conditions we expect to exist and courses of action we expect to take. In that regard, adequate provisions have been made:

    a. To reduce receivables to their estimated net collectable amounts.

    b. For pension obligations, post-retirement benefits other than pensions, and deferred compensation agreements, other than VRS, attributable to employee services rendered through June 30, 2013.

33. There are no:

    a. Material transactions that have not been properly recorded in the accounting records underlying the financial statements.

    b. Violations or possible violations of laws or regulations whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency. In that regard, we specifically represent that we have not been designated as, or alleged to be, a "potentially responsible party" by the Environmental Protection Agency in connection with any environmental contamination.

    c. Material liabilities or gain or loss contingencies that are required to be accrued or disclosed by the Contingencies Topic of the FASB Accounting Standards Codification.

    d. Guarantees, whether written or oral, under which the Town is contingently liable.

e. Arrangements with financial institutions involving compensating balances or other arrangements involving restrictions on cash balances.

f. Line of credit or similar arrangements.

g. Agreements to repurchase assets previously sold.

h. Security agreements in effect under the Uniform Commercial Code.

i. Liens or encumbrances on assets or revenues or any assets or revenues which were pledged as collateral for any liability or which were subordinated in any way.

j. Liabilities which are subordinated in any way to any other actual or possible liabilities.

k. Debt issue repurchases options or agreements, or sinking fund debt repurchases ordinance requirements.

l. Significant estimates and material concentrations known to management which are required to be disclosed.

m. Authorized but unissued bonds and/or notes.

n. Risk financing activities.

o. Derivative financial instruments.

p. Special or extraordinary items.

q. Arbitrage rebate liabilities.

r. Impaired capital assets.

s. Risk retentions, including uninsured losses or loss retentions (deductibles) attributable to events occurring through June 30, 2013 and/or for expected retroactive insurance premium adjustments applicable to periods through June 30, 2013.

t. Material losses to be sustained in the fulfillment of, or from the inability to fulfill, any service commitments.

u. Material losses to be sustained as a result of purchase commitments.

v. Environmental clean up obligations.

34. There are no unasserted claims or assessments that our lawyer has advised us are probable of assertion and must be disclosed in accordance with Statement of Financial Accounting Standards No. 5 and/or GASB Statement No. 10.

35. We have no direct or indirect, legal or moral obligation for any debt of any organization, public or private, or to special assessment bond holders that is not disclosed in the financial statements.

36. The Town has satisfactory title to all owned assets.

37. We have complied with all aspects of contractual agreements that would have a material effect on the financial statements in the event of noncompliance.

38. Net position (net investment in capital assets, restricted and unrestricted) and fund balances are properly classified and, when applicable, approved.

39. Expenses or expenditures have been appropriately classified in or allocated to functions and programs in the Statement of Activities, and allocations have been made on a reasonable basis.

40. Revenues are appropriately classified in the Statement of Activities within program revenues and general revenues.

41. Capital assets, including infrastructure assets, are properly capitalized, reported, and depreciated or amortized.

42. We have no knowledge of any uncorrected misstatements in the financial statements.

Information Provided

43. We have provided you with:

    a. Access to all information, of which we are aware that is relevant to the preparation and fair presentation of the financial statements such as records, documentation, and other matters.

    b. Additional information that you have requested from us for the purpose of the audit.

    c. Unrestricted access to persons within the Town from whom you determined it necessary to obtain audit evidence.

    d. Minutes of the meetings of the governing body and committees of council, or summaries of actions of recent meetings for which minutes have not yet been prepared.

44. All transactions have been recorded in the accounting records and are reflected in the financial statements.

45. We have disclosed to you the results of our assessment of risk that the financial statements may be materially misstated as a result of fraud.

46. We have no knowledge of allegations of fraud or suspected fraud, affecting the Town's financial statements involving:

    a. Management.

    b. Employees who have significant roles in the internal control.

    c. Others where the fraud could have a material effect on the financial statements.

47. We have no knowledge of any allegations of fraud or suspected fraud affecting the Town's financial statements received in communications from employees, former employees, analysts, regulators, or others.

48. We have no knowledge of noncompliance or suspected noncompliance with laws and regulations whose effects were considered when preparing financial statements.

49. We have disclosed to you all known actual or possible litigation and claims whose effects should be considered when preparing the financial statements.

50. We are aware of no significant deficiencies, including material weaknesses, in the design or operation of internal controls that could adversely affect the Town's ability to record, process, summarize, and report financial data.

51. We are aware of no communications from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices.

Supplementary Information

52. With respect to supplementary information presented in relation to the financial statements as a whole:

    a. We acknowledge our responsibility for the presentation of such information.

    b. We believe such information, including its form and content, is fairly presented in accordance with U.S. GAAP.

    c. The methods of measurement or presentation have not changed from those used in the prior period.

53. With respect to the Management's Discussion and Analysis and Required Supplementary Information presented as required by the Governmental Accounting Standards Board to supplement the basic financial statements:

    a. We acknowledge our responsibility for the presentation of such required supplementary information.

    b. We believe such required supplementary information is measured and presented in accordance with guidelines prescribed by U.S. GAAP.

    c. The methods of measurement or presentation have not changed from those used in the prior period.

54. During the course of your audit, you may have accumulated records containing data that should be reflected in our books and records. All such data have been so reflected. Accordingly, copies of such records in your possession are no longer needed by us.

TOWN OF LEESBURG, VIRGINIA

Norman D. Butts, Director of Finance — Date Signed: 11/19/13

Kim Williams, Finance Deputy Director and Controller — Date Signed: 11/19/13

John A. Wells, Town Manager — Date Signed: 11/20/13

THE TOWN OF LEESBURG, VIRGINIA

COMPREHENSIVE ANNUAL FINANCIAL REPORT
YEAR ENDED JUNE 30, 2013

Prepared by the
Department of Finance

TOWN OF LEESBURG, VIRGINIA

TABLE OF CONTENTS

INTRODUCTORY SECTION		
Letter of Transmittal		1 – 6
Certificate of Achievement for Excellence in Financial Reporting		7
Organizational Chart		8
List of Principal Officials		9
FINANCIAL SECTION		
Independent Auditor's Report		10 – 12
Management's Discussion and Analysis		13 – 27
Basic Financial Statements		
Exhibit 1	Statement of net position	28
Exhibit 2	Statement of activities	29
Exhibit 3	Balance sheet – governmental funds	30
Exhibit 4	Reconciliation of the balance sheet of the governmental funds to the statement of net position	31
Exhibit 5	Statement of revenues, expenditures and changes in fund balances – governmental funds	32
Exhibit 6	Reconciliation of the statement of revenues, expenditures and changes in fund balances of governmental funds to the statement of activities	33
Exhibit 7	Statement of revenues, expenditures and changes in fund balances – budget and actual – general fund	34
Exhibit 8	Statement of net position – proprietary fund	35
Exhibit 9	Statement of revenues, expenses and changes in net position – proprietary funds	36
Exhibit 10	Statement of cash flows – proprietary funds	37 – 38
Exhibit 11	Statement of net position – fiduciary fund	39
Exhibit 12	Statement of changes in net position – fiduciary fund	40
	Notes to financial statements	41 – 71

Required Supplementary Information

Schedule of funding progress – Virginia Retirement System; Other Postemployment Benefits; and Schedule of Employer Contributions – Other Postemployment Benefits 72

Supplemental Schedules

General Fund:

Exhibit A-1	Comparative balance sheets	73
Exhibit A-2	Schedule of revenues and other financing sources – budget and actual	74 – 76
Exhibit A-3	Schedule of expenditures and other financing uses – budget and actual	77 – 83

Utilities Fund:

Exhibit B-1	Comparative statements of net position	84
Exhibit B-2	Comparative statements of revenues, expenses and changes in net position	85
Exhibit B-3	Comparative statements of cash flows	86

STATISTICAL SECTION

Table 1	Net position/assets by component	87
Table 2	Changes in net position/assets	88 – 90
Table 3	Program revenues by function/program	91
Table 4	Fund balances, governmental funds	92
Table 5	Changes in fund balances, governmental funds	93 – 95
Table 6	Tax revenues by source, governmental funds	96
Table 7	Assessed value and estimated actual value of taxable real property	97
Table 8	Direct and overlapping property tax rates	98
Table 9	Principal property taxpayers	99
Table 10	Real property tax levies and collections	100
Table 11	Ratios of outstanding debt by type and general bonded debt outstanding	101
Table 12	Direct and overlapping governmental activities debt	102
Table 13	Legal debt margin information	103
Table 14	Bond coverage	104
Table 15	Demographic and economic statistics	105
Table 16	Principal employers	106
Table 17	Full-time equivalent town government employees by function/program	107
Table 18	Operating indicators by function/program	108
Table 19	Capital asset statistics by function/program	109

COMPLIANCE SECTION

Schedule of Expenditures of Federal Awards	110
Notes to Schedule of Expenditures of Federal Awards	111
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*	112 – 113
Independent Auditor's Report on Compliance for Each Major Program and Report on Internal Control Over Compliance Required by OMB Circular A-133	114 – 115
Schedule of Findings and Questioned Costs	116 – 117
Summary Schedule of Prior Audit Findings	118

INTRODUCTORY SECTION

Town of Leesburg Virginia

JOHN WELLS
Town Manager

25 West Market Street ■ 20176 ■ 703-771-2700 ■ Fax: 703-771-2727 ■ jwells@leesburgva.gov ■ www.leesburgva.gov

November 18, 2013

Honorable Mayor, Members of Town Council, and
Residents of the Town of Leesburg:

We are pleased to present the Comprehensive Annual Financial Report (CAFR) for the Town of Leesburg (the Town) for the fiscal year ended June 30, 2013. This report is designed to present fairly the financial position of governmental activities, business-type activities, and each major fund of the Town in all material respects and to demonstrate compliance with applicable finance-related legal and contractual provisions. The CAFR includes all disclosures necessary to enable the reader to gain the maximum understanding of the financial affairs of the Town. The management's discussion and analysis (MD&A) section of the CAFR summarizes the Town's financial position and activities for the fiscal year ended June 30, 2013.

The Department of Finance has prepared this report in accordance with the following standards:

- Accounting principles generally accepted in the United States of America (GAAP), which are uniform minimum standards and guidelines for financial accounting and reporting;
- Governmental accounting and financial reporting statements, interpretations and technical bulletins issued by the Governmental Accounting Standards Board (GASB) and;
- Uniform financial reporting standards for counties, cities, and towns issued by the Commonwealth of Virginia's Auditor of Public Accounts (APA).

Responsibility for the accuracy of the data and the completeness and fairness of the information presented in the CAFR, including disclosures, rests with Town management. To the best of our knowledge and belief, the enclosed financial statements, schedules, and tables are complete and accurate in all material respects.

Profile of the Town

The Town is located in the Virginia Piedmont between the foothills of the Blue Ridge Mountains and the Potomac River, 35 miles northwest of Washington, D.C. The Town covers approximately 12 square miles, with elevations ranging from 275 feet to 425 feet above sea level.

Established in 1758, Leesburg is the seat of government for Loudoun County. The Town's rich history spans three centuries. Originally, a settlement called George Town in honor of the reigning monarch of Great Britain, the Town was renamed to honor the influential Lee family of Virginia.

During the War of 1812, the Town served as the temporary capital of the United States when valuable papers of the federal government including the Declaration of Independence and the Constitution were brought to the Town for safekeeping. President James Monroe resided just south of town at Oak Hill, where he announced the Monroe Doctrine in 1823. The Town was the site of the Civil War Battle of Ball's Bluff fought on the banks of the Potomac River. The 1861 battle claimed the life of Col. Edward Baker, a close friend of President Lincoln, and spawned a congressional committee to investigate the conduct of the war. The battlefield is marked by one of America's smallest national cemeteries.

In the 20th century, the Town was the home of World War II General, and later U. S. Secretary of State, George C. Marshall, architect of the famous Marshall Plan that re-built Europe after the war. Radio personality Arthur Godfrey, who donated land for the Town's first airport, also called Leesburg home.

Today, the Town continues to serve as the center of government and commerce for Loudoun County. The Old and Historic District was placed on the National Registry of Historic Places in 1970 and cited as one of the best preserved and most picturesque downtowns in Virginia. In the April 2008 edition of Fortune Small Business Magazine, the Town of Leesburg was listed as "100 Best Places to Live and Launch." In the September 2011 and September 2013 editions of Money magazine, the Town of Leesburg was listed as one of the "Best Places to Live in America" and "Best Places to Live 2013," respectively.

Overview of Town Government

The Town has operated under the council-manager form of government since 1962. The Town Council is the governing body of the Town and is empowered by the Town Charter to make Town policy. Six of the seven Town Council members are elected at large for four-year overlapping terms and the Mayor, also a member of Council, is elected for a two-year term.

The Council appoints the Town Manager who is the chief executive officer of the Town. The Town Manager serves at the pleasure of Council, carries out its policies, directs business procedures, and has the power of appointment and removal of all Town employees. Duties and responsibilities of the Town Manager include preparation, submission and administration of the operating and capital budgets, advising Council on the affairs of the Town, enforcement of the Town Charter and laws of the Town, and direction and supervision of all departments.

The Town Council in its legislative role as the governing body adopts ordinances and resolutions and establishes the general policies of the Town. The Council also sets tax rates and adopts the operating and capital budgets.

The Town has eleven operating departments: finance; police; public works; planning and zoning; plan review; parks and recreation; utilities; information technology; human resources; capital projects; and airport operations. Each department has a director or manager who reports to the Town Manager.

Local Economy Condition and Outlook

The Town's economy is not immune from the economic challenges; however, the fiscal state of the Town remains strong. The Town faces these challenges with confidence, based on a proven financial track record. The Town's successes are shared accomplishments combining skill, experience and dedication from elected officials, appointed officials, employees, and citizens. Faced with changing resources, especially in federal spending, taxation, and state assistance, the Town must continue to plan and manage its funding sources carefully.

Falling within the Washington, D.C. metropolitan area, the Town's economic and demographic conditions reflect the prevailing conditions of the region. Though the unemployment rate for the Town has remained rather stable, only decreasing slightly, over the last two years from 4.4% to 4.1%, the Town continues to be well below the Virginia and national rates of unemployment. This can be attributed in large part to Leesburg's location in Northern Virginia and its close proximity to Washington, D.C. and the federal government.

Looking realistically to the future, it is evident that the economic recovery appears modest at best. Residential property values have stabilized and have increased slightly; revenues from consumer spending are beginning to trend upward; investment earnings are almost nonexistent; and federal and state revenues have declined and are uncertain. In planning for a future based on this new economic reality, the Town needs to be able to tell residents, the business community, and the workforce the following: 1) how it is going to operate in the future; 2) what services will be provided and at what levels; and 3) what type of organization we will be. The fiscal year 2014 budget answered these questions by establishing a long-range budget plan that balanced services and capital investments with taxpayer affordability.

The fiscal year 2014 budget was adopted based on the Town Council's established strategic goal to achieve long-term budget sustainability in addition to its established Strategic Focus Areas of

- Economic Development and Downtown Improvements
- Operational Efficiency and Fiscal Management
- Community Safety/Quality of Life
- Land Development Process Improvements
- Capital Infrastructure
- Legislative Initiatives

The importance of long-term budget sustainability was evident in light of the effects of the severe recession on our residents and its ripple impacts on the federal, state, and county governments. The Town of Leesburg under the Council's direction has worked its way through the past few years with strategic reductions in costs, increased staff efficiency, and deferral of certain costs while providing Town employees with modest pay increases. During this time, the Council has provided the policy leadership that has allowed the Town to maintain most services with limited service level impacts and stabilized real estate tax bills while maintaining a healthy financial position in accordance with our fiscal policies.

Financial Condition

The Town government continues to be in very sound financial condition as demonstrated by the financial statements and schedules included in this CAFR. Within the context of a fiscally prudent budget, the Town has maintained the level of services provided to residents and taxpayers, achieved many of the programmatic goals and enhanced the quality of life of the residents of the Town.

The need to moderate real estate tax rates continued to exert pressure on maintaining services at existing levels and to maintain the capital promises to the residents. Keeping existing programs funded and addressing the continuing demands of the community also put a strain on the budgeting process. In an effort to meet these demands, management has developed the following initiatives for the next two years:

- Successfully carry out the Council's policies on long-term budget stability.
- Set and achieve high standards for customer service for all departments.
- Continued focus on productivity and efficiency to maintain or reduce costs in the face of increased service demands.
- Accelerate the application of technology to improve access to Town services and improve communication with all residents.
- Continued emphasis on an organizational culture that focuses on improving the quality of life for our residents and businesses.

The Town's investment policy is limited by the Virginia Security for Public Deposits Act in utilizing depositories that have been qualified for investments by the Commonwealth of Virginia. Accordingly, deposits were either insured by federal depository insurance or highly collateralized. Funds are invested in cash and cash equivalents with maturities planned to coincide with cash needs. Idle funds available for longer periods of time are invested in the State-maintained Local Government Investment Pool and the State Non-Arbitrage Pool.

Budgetary Accounting and Internal Controls

The Town's budget is prepared on the basis of funds, which are fiscal and accounting entities with a self-balancing set of accounts recording cash and other financial resources, together with all related liabilities and residual equities or balances, and changes therein. The funds are segregated for the purpose of carrying on specific activities in accordance with special regulations, restrictions and limitations.

The types of funds used by the Town include governmental funds (general fund and capital projects fund) and a proprietary fund (utilities fund). All funds are subject to appropriation by the Town Council. The Town maintains budgetary controls designed to monitor compliance with expenditure limitations contained in annual budget appropriations approved by the Town Council. The level of budgetary control (the level at which expenditures cannot legally exceed the appropriated amount) is established by department within the General Fund. The Town Manager has authority to amend or transfer appropriations between departments. The Town also maintains an encumbrance recording system as one technique for accomplishing budgetary control. Open encumbrances for the General Fund are reported as assigned on the fund balance at the end of the year. Capital Projects fund balance is committed for scheduled projects and has been reported as committed on the fund balance at the end of the fiscal year.

Town management is responsible for establishing and maintaining internal controls designed to ensure that the assets of the Town are protected from loss, theft or misuse. Internal controls are intended to provide reasonable, but not absolute, assurance that these objectives are met. The Department of Finance is always reviewing and assessing the soundness and adequacy of the Town's financial systems and internal controls to ensure the strongest possible structure has been established and maintained.

Other Information

Independent Audit. Section 2-161 of the *Town Code* requires an annual audit of the financial affairs of the Town by a qualified and competent certified accountant. Further, 15.2-2511 of the *Code of Virginia* requires an annual audit be performed by independent certified public accountants. Audits must be performed in accordance with auditing standards generally accepted in the United States of America and the standards set forth in the Government Accountability Office's *Government Auditing Standards*. In addition, the auditor must conduct the compliance examinations required by the Single Audit Act Amendments of 1996, the related U.S. Office of Management and Budget's Circular A-133, and the *Specifications for Audits of Counties, Cities and Towns* issued by the Auditor of Public Accounts of the Commonwealth of Virginia. The Town Council has selected the accounting firm of PBMares, LLP to perform these audit services. The accounting firm's reports are presented in the financial section and the compliance section of this report.

Certificate of Achievement for Excellence. The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the Town for its Comprehensive Annual Financial Report for the fiscal year ended June 30, 2012. The GFOA awards a certificate to governmental units that exemplify excellence in financial reporting and conform to stringent reporting requirements promulgated by that association and various authoritative bodies.

To earn a Certificate of Achievement, a CAFR must be clear, thorough and understandable. The report must be efficiently organized, employ certain standardized terminology and formatting conventions, minimize ambiguities and potentials for misleading inference, enhance understanding of current generally accepted accounting theory, and demonstrate a constructive "spirit of full disclosure."

A Certificate of Achievement is valid for a period of one year only. We believe our current report continues the 26-year tradition of conforming to the Certificate of Achievement Program requirements and standards. We are submitting this CAFR to GFOA to determine its eligibility for another certificate for fiscal year 2013.

Acknowledgements. This report was prepared by the professional staff of the Department of Finance. The staff's hard work, dedication and continuing efforts to improve the quality of this report directly benefit all who read and use it. Special recognition goes to Kim Williams, deputy director of finance/controller; Kathleen Ault, accounting manager; and Carrie Curry, staff accountant, for their technical expertise, review and dedicated service in the preparation of this CAFR.

This Comprehensive Annual Financial Report reflects the commitment of the Town Council and administration to the residents and taxpayers of Leesburg and the financial community to provide information in conformance with the highest standards of financial accountability.

Sincerely,

John Wells
Town Manager

Norman D. Butts
Director of Finance

Government Finance Officers Association

Certificate of Achievement for Excellence in Financial Reporting

Presented to

Town of Leesburg
Virginia

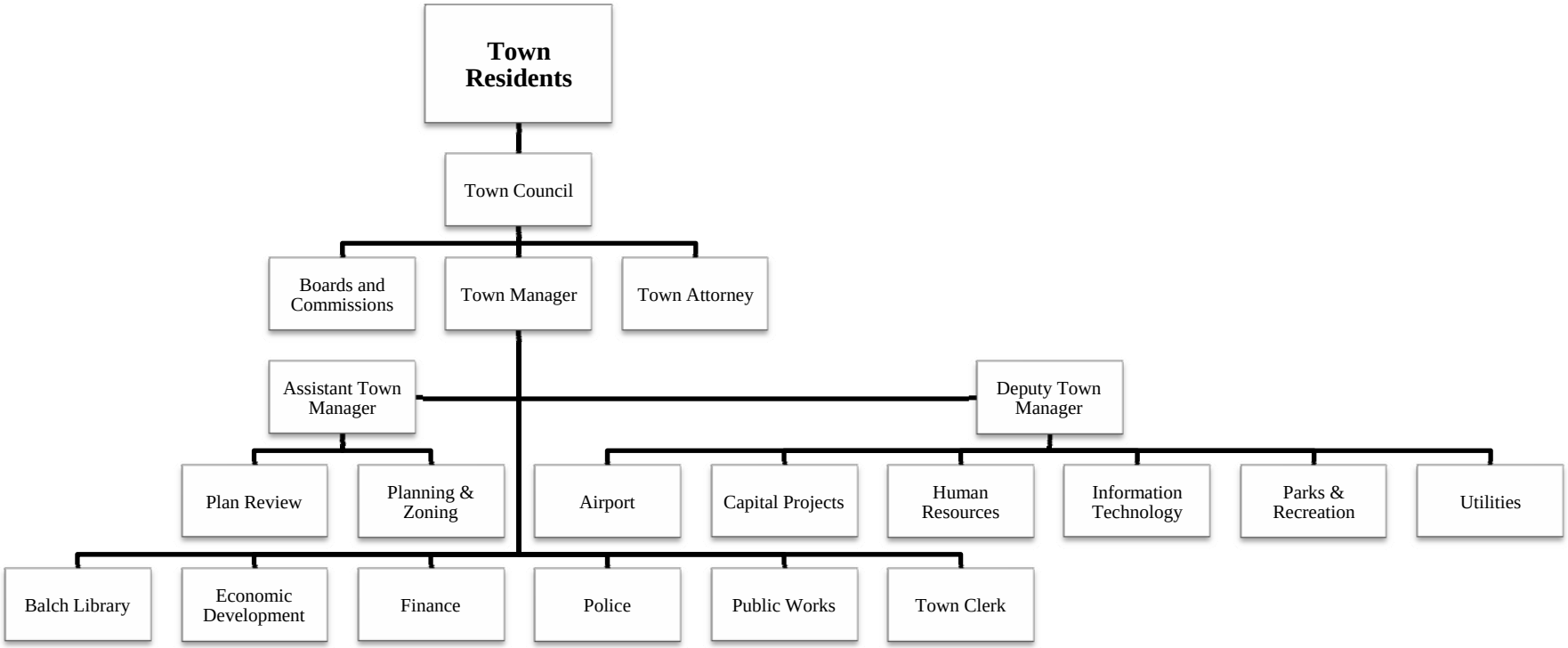
For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended

June 30, 2012

Executive Director/CEO

TOWN OF LEESBURG, VIRGINIA

ORGANIZATIONAL CHART



TOWN OF LEESBURG, VIRGINIA

LIST OF PRINCIPAL OFFICIALS
June 30, 2013

TOWN COUNCIL

Kristen C. Umstattd, Mayor
Thomas S. Dunn, II, Vice Mayor
Kelly Burk
David S. Butler
Katie Sheldon Hammler
Fernando "Marty" Martinez
Kevin D. Wright

TOWN OFFICIALS

John Wells, Town Manager
Kaj Dentler, Deputy Town Manager
Scott Parker, Assistant Town Manager
Norman D. Butts, Director of Finance
Jeanette Irby, Town Attorney
Lee Ann Green, Clerk of Council
Thomas A. Mason, Director of Public Works
Susan Berry-Hill, Director of Planning and Zoning
Amy Wyks, Director of Utilities
Rich Williams, Director of Parks and Recreation
Karen Dilley, Human Resources Manager
Annie Carlson, Information Technology Manager
Joseph R. Price, Police Chief
William Ackman, Director of Plan Review
Scott Coffman, Airport Manager

FINANCIAL SECTION

INDEPENDENT AUDITOR'S REPORT

To the Honorable Mayor and Members of Council
Town of Leesburg, Virginia
Leesburg, Virginia

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, the business-type activities, each major fund, and the remaining fund information of the Town of Leesburg, Virginia (Town), as of and for the year ended June 30, 2013, and the related notes to the financial statements, which collectively comprise the Town's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the *Specifications for Audits of Counties, Cities and Towns* issued by the Auditor of Public Accounts of the Commonwealth of Virginia. Those standards and specifications 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 Town'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 Town's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, each major fund, and the remaining fund information of the Town, as of June 30, 2013, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis and the required supplementary information on pages 13-27 and 72, respectively, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Town's basic financial statements. The accompanying schedules listed in the table of contents as supplemental schedules, introductory section, statistical section, and Schedule of Expenditures of Federal Awards, as required by the U. S. Office of Management and Budget Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations,* are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The supplemental schedules are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplemental schedules and Schedule of Expenditures of Federal Awards are fairly stated, in all material respects, in relation to the basic financial statements as a whole. The supplementary schedules of the Town as of June 30, 2012 were subjected to auditing procedures applied in the audit of the basic financial statements in accordance with auditing standards generally accepted in the United States of America by PBGH, LLP, who merged with Witt Mares, PLC to form PBMares, LLP as of January 1, 2013, and whose reported dated October 16, 2012, expressed an unmodified opinion on the Town's basic financial statements.

The introductory and statistical sections, as listed in the table of contents, have 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 them.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated November 18, 2013 on our consideration of the Town'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 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 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 the Town's internal control over financial reporting and compliance.

PBMares, LLP

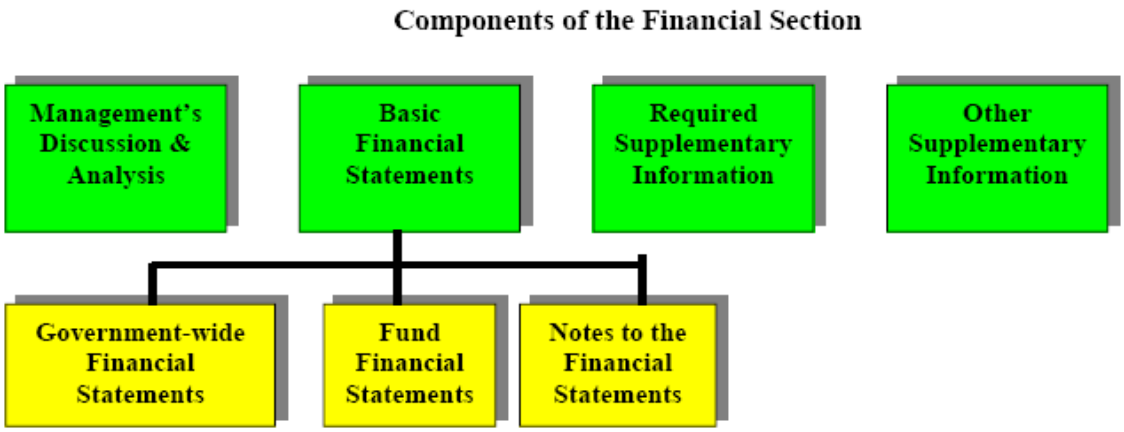
Harrisonburg, Virginia
November 18, 2013

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Town of Leesburg, Virginia (Town) presents the following management's discussion and analysis (MD&A) as an overview of the Town's financial position and activities for the fiscal year ended June 30, 2013. We encourage readers to read this discussion and analysis and the letter of transmittal from the Town Manager and the Director of Finance in conjunction with the Town's basic financial statements and related notes, which are also contained in this Comprehensive Annual Financial Report (CAFR).

USING THE FINANCIAL SECTION OF THIS CAFR

This CAFR consists of four sections: introductory, financial, statistical, and compliance. As the following chart shows, the financial section of this report has four components – *management's discussion and analysis* (this section), *basic financial statements*, *required supplementary information* and *other supplementary information*.



The Town's financial statements present two perspectives of the Town's finances, one for the Town as a whole (government-wide) and the second based on the fund financial statements. The government-wide financial statements provide information on an accrual basis and focus on both long-term and short-term information concerning the Town's overall financial condition. The fund financial statements provide information on a current financial resource basis only and focus on the individual parts of Town government, reporting the Town's current operations in more detail than in the government-wide statements. Both perspectives (government-wide and individual funds) allow the user to address relevant financial questions, broaden the basis of comparison (year to year or government to government) and enhance the Town's accountability.

GOVERNMENT-WIDE STATEMENTS

The government-wide statements report information about the Town as a whole using accounting methods similar to private-sector companies. Specifically, the Statement of Net Position (Exhibit 1) and the Statement of Activities (Exhibit 2), report information about the Town's assets, liabilities and activities using the accrual basis of accounting. Revenues are recorded and presented in these financial statements in the year in which they are earned, and expenses are recognized in the period in which they were incurred, regardless of when cash is received or paid.

The Town's Net Position continues to represent the residual amount of cumulative assets (since the inception of the Town government) over present liabilities as of the fiscal year ended June 30, 2013. The revenues and expenses for the current fiscal year are the principal factors affecting the change in the Town's net position, as shown in Exhibit 2. The Town's net position is one way to measure the Town's financial health, as increases or decreases in the Town's net position are one indicator of whether its financial position is improving or declining. Further analysis can be achieved by comparing the changes in the revenue, expenses, assets and liabilities in the prior year CAFR's Statement of Activities and Statement of Net Position (previously called Net Assets). Other financial reports as well as nonfinancial factors need to be considered, such as changes in the Town's property tax base, the condition of the Town's infrastructure, the Town's overall budget and capital improvement program in order to assess the overall financial health of the Town.

The Statement of Net Position and the Statement of Activities include the following:

Governmental activities: Most of the Town's basic services are reported in the General Fund including general government; public safety; community development; parks and recreation; library services; airport, and public works. Combined with capital improvement projects that are accounted for in the Capital Projects Fund, these two funds comprise the governmental activities. These types of activities are financed primarily by property taxes, other local taxes, charges for services, and federal and state grants.

Business-type activities: The Town charges fees to users to cover all, or a significant portion, of the costs for water and sewer services. As such these services are reported as a business-type activity in the CAFR posting results of activities as a self-supporting operation.

In comparison to prior years, the 2013 CAFR reports the Leesburg Executive Airport as a governmental activity. This change is summarized in the MD&A and basic financial statements as the June 30, 2012 $28.7 million transfer of assets net of depreciation out of business activities into governmental activities and the inclusion of the airport activities as an operating department in the General Fund.

FUND FINANCIAL STATEMENTS

The fund financial statements provide additional information about the Town's most significant funds within the government, as compared to the Government wide financial statements that focus on the Town as a whole. The basis of accounting and the required presentation of related financial statements in the CAFR are based upon each type of fund.

The Town has three types of funds:

Governmental Funds – The Town has two major governmental funds, the General Fund and the Capital Projects Fund. Accounting for the basic governmental services, the General Fund is the largest of the governmental funds and functions as the main operating fund of the Town. The Capital Projects Fund accounts for the daily operations of the Department of Capital Projects including the design, architecture and construction of major capital projects and helps provide control over the resources that have been segregated for those projects.

These funds are accounted for under the current financial resource basis of accounting which focuses on (1) how cash and other financial assets can readily be converted to cash flow and (2) how the balances remaining at year-end are available for expenditures. Consequently, the governmental fund statements provide a detailed short-term view that helps the reader understand the financial resources available to be spent in the near future to finance the Town's operations.

The Balance Sheet (Exhibit 3) and the Statement of Revenues, Expenditures and Changes in Fund Balances (Exhibit 5) do not encompass the long-term focus. Additional information is presented in the form of reconciliations (Exhibits 4 and 6) to help explain the difference between these individual governmental fund statements and the government-wide statements. These reconciliations present information related to noncurrent assets such as capital assets and noncurrent liabilities such as bonds payable, compensated absences, other postemployment benefits and deferred activities and the changes in these balances.

Proprietary Fund – The Town has one proprietary fund to account for the Utilities Fund assets, liabilities, and the results of operations culminating in the fund's net position. The Utilities Fund operates in a manner similar to private business enterprises, where costs are recovered primarily through user charges or fees. Proprietary fund financial statements provide both short-term and long-term financial information in the Statement of Net Position (Exhibit 8), the Statements of Revenues, Expenses and Changes in Net Position (Exhibit 9) along with the Statement of Cash Flows (Exhibit 10) as the required financial statements under the accrual basis of accounting.

Because these proprietary fund statements are stated on the same basis of accounting as the governmental-wide statements, no additional information is needed for reconciliation to the government-wide statements. Instead, the totals of assets, liabilities and net position from Exhibits 8 and 9 are presented in the business type column on the Statement of Net Position (Exhibit 1), and the proprietary fund revenues and expenditures are similarly summarized in a column on the Statement of Activities (Exhibit 2).

Fiduciary Fund – The Other Postemployment Benefits Trust Fund is the Town's fiduciary fund. The fund accumulates resources to cover health and life insurance costs for retired employees. All of the economic resources associated with the operations of the fund are presented in the Statement of Net Position (Exhibit 11) and the Statement of Changes in Net Position (Exhibit 12). Unlike the proprietary funds, fiduciary funds are not required to report a statement of cash flows.

FINANCIAL HIGHLIGHTS FOR FISCAL YEAR 2013

The Town's fiscal policy provides a framework for measuring the impact of services against fiscal guidelines established by the Town Council and Town Manager. These guidelines are designed to promote the fiscal well-being of the Town through the management objectives to maximize efficiencies in accounting, financial reporting, safeguarding assets, budgeting revenues and expenses, risk management and planning for the use of debt, cash and reserve funds in order to link long-term financial planning goals with day-to-day operations. Fiscal policy thereby serves as a tool to increase the Town's ability to shield itself from fiscal crises and to enhance short- and long-term credit availability while helping to achieve and maintain the highest credit and bond ratings possible.

The Town's total net position, on a government-wide basis was $407.7 million at June 30, 2013, of which $278.2 million is attributable to the Town's governmental activities and $129.5 million to business type activities (Exhibit 1). The June 30, 2013 portion of government-wide net position that is unrestricted is $12.0 million for governmental activities and $15.3 million for business type activities. The Statement of Activities (Exhibit 2) presents all the factors attributed to the $4.8 million, or 1.2 percent, increase in the Town's net position from $402.8 million in 2012 to $407.7 million as the combined result of governmental and business type activities. This $4.8 million increase in net position is comprised of the following factors: $39.2 million in government wide general revenues, plus $43.1 million program revenues less expenditures of $77.4 million.

The $4.8 million net position increase is attributable to a $4 million increase in governmental activities plus $867 thousand increase in business-type activities. Similar to the Statement of Activities in Exhibit 2 for governmental wide net position, the Statement of Revenues, Expenses and Changes in Fund Net Position (Exhibit 9) presents the details on the activities in the Utilities Fund as factors of the $867 thousand increase to the Utilities Fund ending net position of $129.5 million.

For the year ended June 30, 2013 the General Fund reported a $1 million increase in fund balance (Exhibit 5) compared to the prior year $5.3 million decrease. The reduction of debt service principal of $5.2 million from 2012 to 2013 comprises most of this difference.

The Capital Projects Fund balance decreased $4.7 million for fiscal year 2013 (Exhibit 5) compared to a $3.4 million increase in fiscal year 2012. Intergovernmental revenue for capital projects totaled $9.4 million for fiscal year 2013 compared to $4.6 million for fiscal year 2012. Intergovernmental revenue remains the largest component of capital projects total revenue.

FINANCIAL ANALYSIS OF THE TOWN AS A WHOLE

Statement of Net Position

Table 1 below summarizes and compares the Statements of Net Position for the Town as of June 30, 2013 and 2012.

Table 1.

Summary of Net Position
June 30, 2013 and 2012
($ in Thousands)

	Governmental Activities		Business-type Activities		Total Reporting Entity	
	2013	2012	2013	2012	2013	2012
Assets:						
Current and other assets	$ 41,161	$ 41,505	$ 19,482	$ 22,572	$ 60,643	$ 64,077
Capital assets, net	318,313	314,044	181,380	177,850	499,693	491,894
Total assets	359,474	355,549	200,862	200,422	560,336	555,971
Liabilities:						
Current liabilities	21,213	18,345	3,221	2,916	24,434	21,261
Long-term liabilities	60,107	63,025	68,126	68,858	128,233	131,883
Total liabilities	81,320	81,370	71,347	71,774	152,667	153,144
Net Position:						
Net investment in capital assets	261,367	262,170	114,191	111,238	375,558	373,408
Restricted	4,756	828	-	-	4,756	828
Unrestricted	12,031	11,181	15,324	17,410	27,355	28,591
Total net position	$ 278,154	$ 274,179	$ 129,515	$ 128,648	$ 407,669	$ 402,827

Total net position for the Town's governmental activities increased approximately $4.0 million (1.5 percent), to $278 million primarily due to a $4.0 million increase in restricted net position. In comparison, there was a $3 million increase in net investment in capital assets for business-type activities offset by a $2 million decrease in unrestricted net assets.

Statement of Activities

Table 2 summarizes and compares the Statements of Activities (Exhibit 2) for the Town for the years ended June 30, 2013 and 2012.

Table 2.

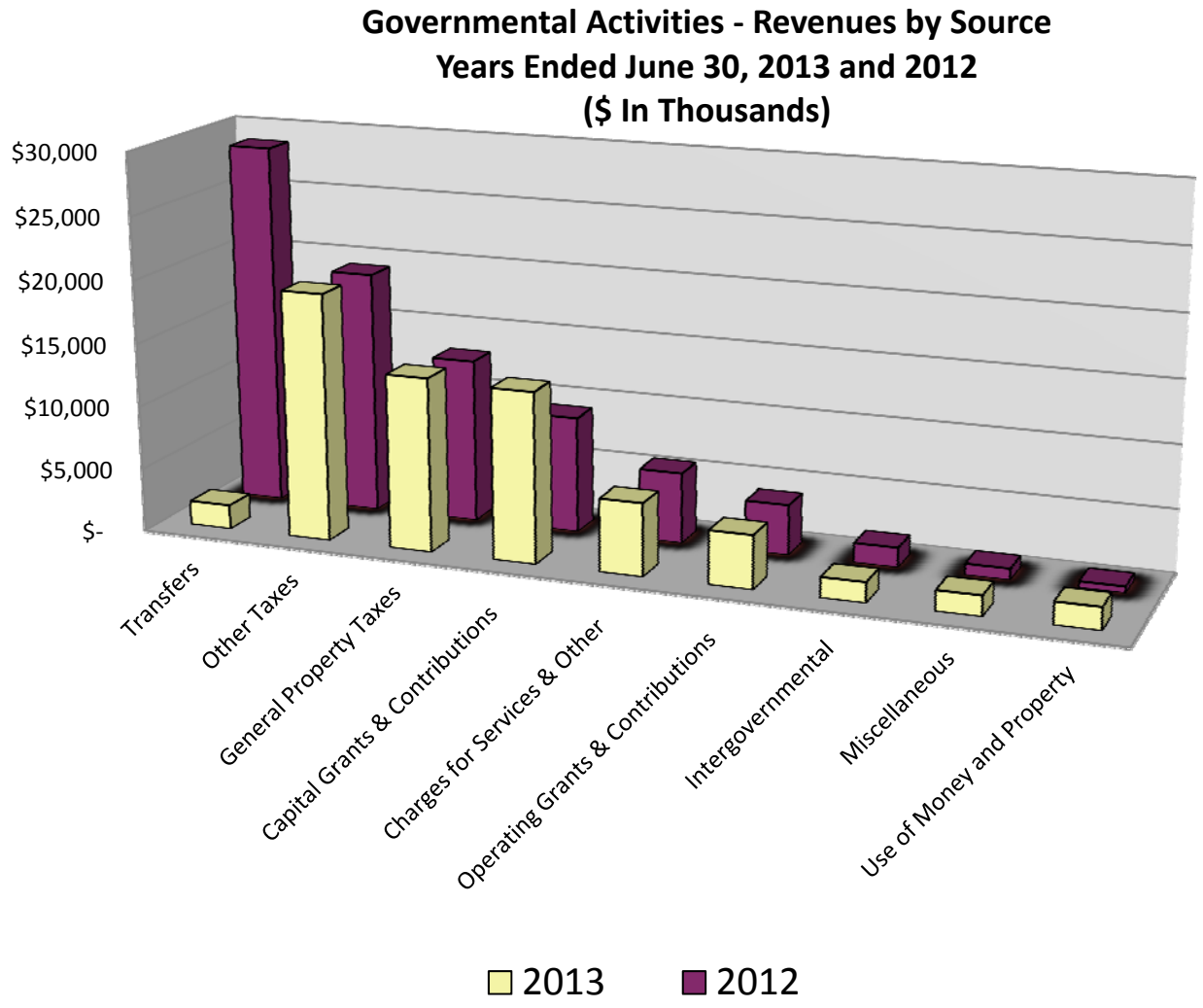
Summary of Statement of Activities
Years Ended June 30, 2013 and 2012
($ In Thousands)

	Governmental Activities		Business-type Activities		Total Reporting Entity	
	2013	2012	2013	2012	2013	2012
Revenues:						
Program revenues:						
Charges for services	$ 5,743	$ 5,607	$ 15,225	$ 16,236	$ 20,968	$ 21,843
Operating grants and contributions	4,219	3,982	-	135	4,219	4,117
Capital grants and contributions	13,456	9,171	4,417	4,701	17,873	13,872
General revenues:						
Property taxes	13,724	12,944	-	-	13,724	12,944
Other local taxes	19,541	19,190	-	-	19,541	19,190
Other	4,973	2,978	974	605	5,947	3,583
Total revenues	61,656	53,872	20,616	21,677	82,272	75,549
Operating Expenses:						
Legislative	2,063	2,242	-	-	2,063	2,242
Executive	3,537	3,710	-	-	3,537	3,710
Legal	557	416	-	-	557	416
Planning and zoning	1,498	1,396	-	-	1,498	1,396
Plan Review	1,303	1,217	-	-	1,303	1,217
Finance	2,187	2,082	-	-	2,187	2,082
Public safety	12,565	11,701	-	-	12,565	11,701
Parks and recreation	7,906	7,722	-	-	7,906	7,722
Balch Library	586	597	-	-	586	597
Public works	17,834	15,319	-	-	17,834	15,319
Airport	7,238	2	-	1,660	7,238	1,662
Interest	2,313	2,747	-	-	2,313	2,747
Water and sewer	-	-	17,842	18,064	17,842	18,064
Total expenses	59,587	49,151	17,842	19,724	77,429	68,875
Increase in net position before transfers	2,069	4,721	2,774	1,953	4,843	6,674
Transfers in (out)	1,907	28,716	(1,907)	(28,716)	-	-
Increase (decrease) in net position	3,976	33,437	867	(26,763)	4,843	6,674
Net position, beginning	274,178	240,742	128,648	155,411	402,826	396,153
Net position, ending	$ 278,154	$ 274,179	$ 129,515	$ 128,648	$ 407,669	$ 402,827

Governmental Activities

Total revenues for the Town's governmental activities was $61.7 million for fiscal year 2013 compared to $53.9 million for fiscal year 2012 (Table 2). In addition to this revenue, there were transfers of $1.9 million to the General Fund in 2013. Transfers of $28.7 million in 2012 include a one-time transfer of the Airport Fund to the General Fund effective June 29, 2012 as shown in Chart 1 below. All governmental sources of revenue for fiscal years 2013 and 2012 are comprised of the following items:

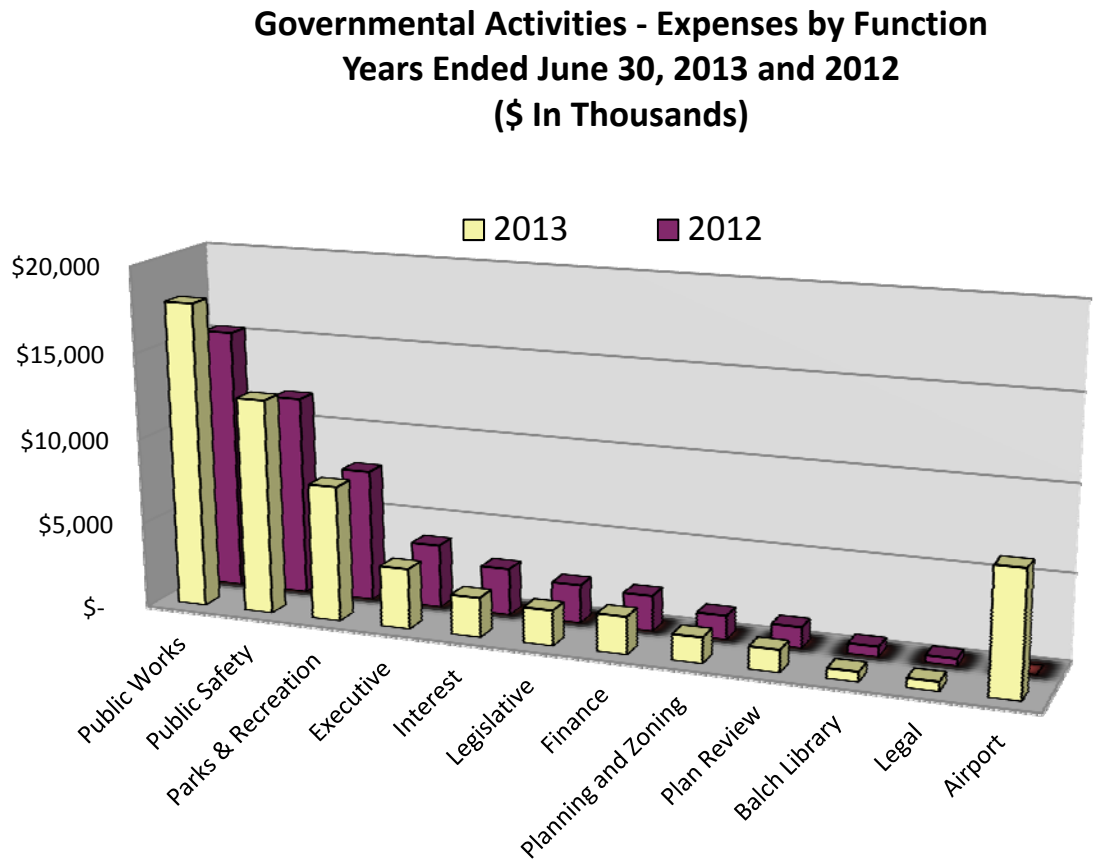
Chart 1.



Taxes constitute the largest source of Town revenue, with general property taxes of $13.7 million in 2013, compared to $12.9 million in 2012 (Table 2). The slight increase in general property tax revenue is attributed to increased assessed values for residential property within the Town. Other local taxes, $19.5 million in 2013 and $19.2 million in 2012, are generated through business and occupational licenses and consumption based taxes such as taxes on meals, sales and use, cigarettes and utilities.

As shown in Table 2, total expenses for governmental activities for fiscal year 2013 were $59.6 million, compared to $49.2 million in fiscal year 2012. Table 2 and the following chart illustrate total expenses by function. Public works continues to be the Town's largest function with the Town's cost of service totaling $17.8 million or 29.9 percent of total expenses. Public safety expenses, which total $12.6 million, or 21.1 percent, represent the second largest expense category for governmental activities. Expenditures increased by $10.4 million due in large part to airport operations of $7.2 million being recorded as governmental activities. Expenditures for public works increased by $2.5 million in fiscal year 2013.

Chart 2.



General revenue, primarily in the form of taxes and state aid, is essential to providing support for the services offered by the Town. As illustrated in Table 3, governmental activities generate revenue that helps offset the cost of these services. The table presents the total cost of services and the net costs after fees generated by the activities and allowances for program-specific governmental aid as an integral part of the Town's governmental activities. The Town generates charges for services primarily from fees for parks and recreation memberships and classes, public safety fees, zoning fees and permits. The Town obtains grants and contributions primarily for public safety, airport, and public works. After recognizing the total revenue from these fees, grants, and contributions of $23.4 million in 2013, the net cost of governmental activities was $36.2 million, compared to total costs of $59.6 million.

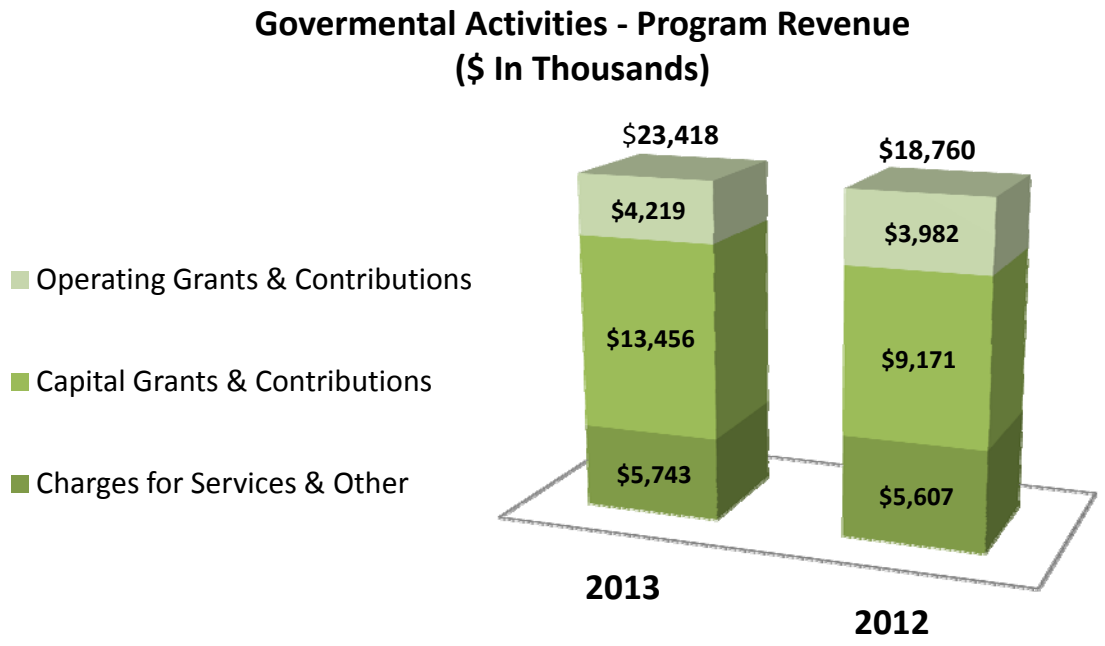
Table 3.

Net Cost of Governmental Activities
Years Ended June 30, 2013 and 2012
($ In Thousands)

	Total Cost of Services		Net Cost of Services	
	2013	2012	2013	2012
Legislative	$ 2,063	$ 2,242	$ 2,063	$ 2,242
Executive	3,537	3,710	3,537	3,710
Legal	557	416	557	416
Planning and zoning	1,498	1,396	1,261	1,113
Plan review	1,303	1,217	1,303	1,217
Finance	2,187	2,082	2,187	2,082
Public safety	12,565	11,701	10,971	10,214
Parks and recreation	7,906	7,722	3,118	3,043
Balch Library	586	597	581	591
Public works	17,834	15,319	5,134	3,014
Airport	7,238	2	3,145	2
Interest	2,313	2,747	2,313	2,747
Total	$ 59,587	$ 49,151	$ 36,170	$ 30,391

The change in program revenues including charges for services, contributions and grants is illustrated in Chart 3. Revenue charged for services increased slightly by $136 thousand in fiscal year 2013. Program revenue for operating grants and contributions increased $237 thousand. Capital grants and contributions increased $4.3 million in fiscal year 2013 primarily from federal funding received for the airport and developer contributions received for public works.

Chart 3.



Business-type Activities

Business-type activities are generally intended to be self-supporting as fees are established to recover the cost associated with providing the service. Exhibit 8 presents the Statement of Net Position for the Utilities Fund. In fiscal year 2013, the Utilities Fund's total assets and liabilities were $200.9 million, and $71.3 million, respectively. Total net position in fiscal year 2013 was $129.5 of which $15.3 million is unrestricted.

Table 2 summarizes the business-type activities for 2013 showing that the Utilities Fund increased government-wide net position by $867 thousand after the $1.9 million transfer from the Utilities Fund to the General Fund. The Statement of Revenue, Expenses and Changes in Net Position (Exhibit 9) details operating and non-operating income and expense factors, as well as capital grants, assistance and transfers for fiscal year 2013.

Ninety-seven percent of utility fees were generated by charges for services including water and sewer fixed charges and usage fees, penalties, service charges, and other user fees. Operating revenue for fiscal year 2013 was $15.6 million compared to $15.4 million for fiscal year 2012.

Total operating expenses decreased $636 thousand to $14.6 million. When combined with the $231 thousand increase in operating revenue the Utilities Fund had operating income of $990 thousand for fiscal year 2013. Non-operating revenues and expenses resulted in a net decrease of $1.1 million. The $867 thousand change in net position includes developer donated assets of $2.9 million and transfers to the General Fund of $1.9 million.

FINANCIAL ANALYSIS OF THE TOWN'S GOVERNMENTAL FUNDS

The Town uses fund accounting on a current financial resources basis for its governmental funds in compliance with GASB standards. The focus of the Town's governmental funds is to provide information on five financial elements: near-term assets and liabilities, current inflows and outflows, and fund balances of expendable resources. Such information is useful in assessing the Town's financing requirements.

The Town has two governmental funds, the General Fund and the Capital Projects Fund with fund balances of $18.2 million and $1.5 million, respectively, for a total of $19.7 million for fiscal year 2013. A decrease of $3.7 million from $23.4 million in 2012 was due to $5.6 million of excess expenditures over revenue, net of $1.9 million transferred in from the Utilities Fund as detailed in Exhibit 5. Fund balances are required by GASB to be classified as non-spendable, restricted, committed, assigned, and unassigned for better management of the governmental funds current resources. Table 4 is an excerpt from the Balance Sheet (Exhibit 3) and illustrates the components of the Town's governmental fund balances as of June 30, 2013 and 2012.

Table 4.

Governmental Fund Balances
June 30, 2013 and 2012
($ in Thousands)

	2013	2012	Change
Nonspendable			
Lease deposit	$ 153	$ -	$ 153
Prepaid expense	-	151	(151)
Restricted			
Balch Library	731	730	1
Parks and Recreation	51	51	-
Police	50	47	3
Committed			
Capital projects -roads	5,531	5,300	231
Capital projects -storm drainage	529	-	529
Capital projects -general government	287	-	287
Capital projects -airport	294	-	294
Capital projects -parks & recreation	3	-	3
Capital projects -administration	29	-	29
Assigned			
Debt service reserve	4,353	3,400	953
Capital asset reserve	1,465	1,971	(506)
Designated for future years	1,326	2,349	(1,023)
Unassigned	4,903	9,396	(4,493)
Total fund balances	$ 19,705	$ 23,395	$ (3,690)

The General Fund is the main operating fund of the Town, and its fund balance increased $1.0 million to $18.2 million for fiscal year 2013 (Exhibit 5). Of this total, unassigned fund balance was $10.0 million (Exhibit 3) or 20.7 percent of total General Fund expenditures of $48.5 million for fiscal year 2013. In comparison, at the end of fiscal year 2012, the unassigned fund balance was $9.4 million, equal to 18.8 percent of total General Fund expenditures.

The Capital Projects Fund accounts for financial resources to be used for the acquisition and/or construction of Town infrastructure including facilities, streets, curbs, sidewalks, and other capital projects other than those financed by the Utility Fund. As of June 30, 2013 the Capital Projects Fund balance was $1.5 million (Exhibit 3) compared to $6.2 million in 2012, a year in which bond proceeds were received. Fund balances are used in conjunction with a variety of revenues to begin, continue and complete projects that are included in the six-year capital improvements program.

Five categories of fund balances were adopted in fiscal year 2011 based on GASB Statement No. 54. The assigned fund balance for debt service reserve increased $953 thousand, capital asset replacement reserves decreased $506 thousand, and money designated for future years decreased $1 million. Unassigned fund balances decreased $4.5 million primarily due to funds committed for capital projects. There were minimal changes in the restricted fund balances for the library, parks and recreation, police departments, and the non-spendable fund balance.

BUDGETARY HIGHLIGHTS

General Fund

Table 5 provides a comparison of original budget, final amended budget, and actual revenues and expenditures of the General Fund.

Table 5.

Condensed Budgetary Comparison
General Fund
Year Ended June 30, 2013
($ In Thousands)

	Original Budget	Amended Budget	Actual
Revenues:			
Taxes	$ 29,344	$ 29,344	$ 30,933
Other	8,049	8,049	8,135
Intergovernmental	7,799	7,799	8,027
Total revenues	45,192	45,192	47,095
Expenditures:			
Expenditures	47,604	50,654	48,531
Deficiency of revenues over expenditures	(2,412)	(5,462)	(1,436)
Other financing sources:			
Transfers (net)	2,456	2,456	2,456
Change in fund balance	$ 44	$ (3,006)	$ 1,020

Overall, General Fund revenues exceeded budget by $1.9 million. Revenues collected for meals taxes exceeded budget projections by approximately $1 million of the $1.3 million excess recorded for other local taxes. In addition, general property taxes and intergovernmental revenue exceed budget projections by $242 thousand and $228 thousand, respectively (Exhibit 7). General Fund expenditures were under the amended budget by $2.1 million due to department expenditures being less than budgeted. General Fund expenditures exceed revenues due to the planned use of assigned fund balance for Capital Asset Replacement. Net of transfers the General Fund fund balance increased by $1 million.

Once the original budget is adopted by the Town Council, the operating budget can be amended in one of two ways: First, the Town Manager has the authority to move money within a fund. Second, the Town Council must authorize any changes to a fund's overall budget once it has been approved. During the year, budget amendments could be classified in the following key categories:

- Amendments for operating and capital projects that were incomplete in the prior fiscal year, and subsequently re-appropriated in the new fiscal year.

- Amendments for supplemental appropriation for new projects, and/or change orders for prior approved projects.

- Amendments for transfers and adjustments to support revised priorities.

The original budgeted expenditures increased by $3 million for the fiscal year (Exhibit 7). This increase is a result of supplemental appropriations throughout the year. The most significant supplemental appropriation approved Town Council was to increase expenditures by $1.85 million for capital asset replacement and repair. The budget for any 2013 uncompleted contractual services and projects will be carried forward to fiscal year 2014.

CAPITAL ASSETS AND LONG-TERM DEBT

Capital Assets

Table 6 provides information on the changes in the capital assets of the governmental activities and the business-type activities as of June 30, 2013 and 2012.

Table 6.

Capital Assets
June 30, 2013 and 2012
($ In Thousands)

	Governmental Activities			Business-Type Activities		
	2013	2012	Change	2013	2012	Change
Land	$ 53,538	$ 53,146	$ 392	$ 1,586	$ 1,586	$ -
Buildings and improvements	77,137	75,000	2,137	-	-	-
Water and sewer plant	-	-	-	115,856	115,749	107
Water and sewer lines	-	-	-	114,784	111,693	3,091
Equipment & software	9,068	8,120	948	1,154	1,108	46
Vehicles	5,149	4,694	455	2,501	2,401	100
Hangars	6,057	6,057	-	-	-	-
Terminals	6,678	6,678	-	-	-	-
Runway	15,688	15,620	68	-	-	-
Infrastructure & streets	230,530	210,306	20,224	-	-	-
Construction in progress	9,844	15,708	(5,864)	5,536	943	4,593
Accumulated depreciation and amortization	(95,376)	(81,285)	(14,091)	(60,037)	(55,630)	(4,407)
Total Capital Assets, net	$ 318,313	$ 314,044	$ 4,269	$ 181,380	$ 177,850	$ 3,530

The Town's governmental activities capital assets (net of accumulated depreciation and amortization) as of June 30, 2013 and 2012 amounted to approximately $318 million and $314 million, respectively. The net increase in capital assets (including additions, retirements, depreciation and amortization) was $4.3 million for governmental activities. The additional increase is attributed to $20.2 million in infrastructure as well as ongoing developer contributions of streets, sidewalks, gutters, and storm drainage.

The business-type activities capital assets (net of accumulated depreciation and amortization) as of June 30, 2013 amounted to approximately $181 million for the Utilities Fund compared to $178 million in 2012, a difference predominantly due to a $3.0 million increase in water and sewer lines.

The Town's fiscal year 2014 – 2019 Capital Improvement Program (CIP), approved by Town Council, sets forth a six-year, $56.5 million program of public improvements for the Town. This six year plan includes $8.4 million in water and sewer projects and $48.1 million in governmental activity projects including $1.3 million in storm drainage, $37 million in streets and highways, $2.5 million in airport projects, and $6.6 million in general projects such as downtown improvements and lighting. Additional information pertaining to the Town's capital assets can be found in Note 6 of the notes to the financial statements.

Long-term debt

The Town's current bond ratings are as follows:

- Moody's Investors Services, Inc. Aa1
- Standard and Poor's AA+
- Fitch Credit Rating Services AA+

The Town's legal limit for outstanding general obligation debt is 10 percent of total assessed real property within the Town, which was $6.1 billion in fiscal year 2013, and $5.9 billion in 2012. The Town's total long-term obligations of $123.2 million as of June 30, 2013 and $126.9 million as of June 30, 2012, are well within the limits set by the Constitution of the Commonwealth of Virginia. Revenue bonds are not included in calculating the legal limit.

Table 7.

Outstanding Long-Term Bonded Debt
June 30, 2013 and 2012
($ In Thousands)

	Governmental Activities			Business-Type Activities		
	2013	2012	Change	2013	2012	Change
General obligation bonds	$ 56,889	$ 59,916	$ (3,027)	$ 62,095	$ 62,809	$ (714)
Revenue bonds	-	-	-	4,205	4,205	-
Total	$ 56,889	$ 59,916	$ (3,027)	$ 66,300	$ 67,014	$ (714)

In the governmental activities, total long-term debt as of June 30, 2013 and 2012 was $56.9 million and $59.9 million, respectively. Outstanding long-term debt for business activities decreased from $67.0 million as of June 30, 2012 to $66.3 million as of June 30, 2013. The decreases are due to normal retirement of principal.

In making debt decisions, the Town uses the following practices:

- The Town will not fund current operations from the proceeds of borrowed funds and will confine long-term borrowing and capital leases to capital improvement projects, or equipment that cannot be financed from current financial resources.

- The goal of the Town is to finance at least 25 percent of the cost of capital improvements (in excess of proffers) from non-debt resources.

- The Town will, when financing capital improvements or other projects or equipment by issuing bonds or entering capital leases, repay the debt within a period not to exceed the expected useful life of the project or equipment. Debt related to equipment ancillary to a construction project may be amortized over a period less than that of the primary project.

- The Town is cognizant of its higher than average debt burden and will continue to offset its impact through rapid payback. An average payback of at least 60 percent in ten years will be maintained, except for projects with a known revenue stream.

- The Town will annually calculate target debt ratios. The Town's debt capacity will be maintained within the following primary goals:

    - Debt service expenditures as a percentage of governmental fund expenditures will not exceed 15 percent. For fiscal year 2013, this percentage was 9%.

    - Bonded debt (General Obligation Debt) of the Town will not exceed 1.5 percent of the total assessed value of taxable property in the Town. For fiscal year 2013, this percentage was 0.01%.

- The Town will follow a policy of full disclosure in every annual financial report and financing official statement/offering document.

- The Town will maintain good communications about its financial condition with bond holders and credit rating institutions.

Additional information relative to the Town's long-term debt can be found in Note 7 of the notes to the financial statements.

ECONOMIC FACTORS AND NEXT YEAR'S BUDGET AND RATES

Economic Factors

- The average unemployment rate for the County of Loudoun, in which the Town of Leesburg lies, increased slightly to 4.1 percent in June 2013 compared to 4.0 percent in 2012. This compares favorably to the State's rate of 5.8 percent and the national rate of 7.6 percent.

- The Town's population was estimated to be 43,879. Population estimates for the last ten years are provided in the statistical section of this report at Table 15.

- Per capita personal income is not kept on a Town basis. However, the County of Loudoun's per capita personal income was $58,067, as reported by the U.S. Department of Commerce Bureau of Economic Analysis. Loudoun County is considered one of the wealthiest counties in the nation.

- The Town government's full-time equivalency (FTE) employment increased in fiscal year 2013 by 0.6 FTE positions to a total of 410.9. Workforce numbers by department for the last ten years are provided in the statistical section of this report at Table 17.

Fiscal Year 2014 Budget and Rates

- For fiscal year 2014, the adopted budget for the General Fund is $47.8 million, consistent with fiscal year 2013 expenditures. Revenues are comprised primarily of general taxes at 27.6 percent, other local taxes 25.9 percent, charges for services 10.3 percent, donations and transfers 4.3 percent, intergovernmental assistance 27.0 percent and other revenues at 4.9 percent.

- In fiscal year 2014, the Town continues to prioritize its services. Public safety accounts for $12.5 million or 26.2 percent of the budgeted expenditures. The public works department is a close second, accounting for $11.5 million or 24.1 percent of budgeted expenditures.

- Tax rate for real property was lowered from $0.195 for tax year 2012 to $0.192 per $100 of assessed value for tax year 2013. The personal property tax rate remained unchanged at $1.00 per $100 of assessed value. Detail on the tax rates is provided in Table 8 of the statistical section of this report.

REQUESTS FOR INFORMATION

This financial report is designed to provide our elected officials, residents, taxpayers, customers, investors, and creditors with a general overview of the Town's finances and to demonstrate the Town's accountability for the money it receives. Questions concerning this report or requests for additional information, should be directed to the Director of Finance, 25 West Market Street, Leesburg, VA 20176, telephone (703) 771-2720, or visit the Town's website at www.leesburgva.gov.

BASIC FINANCIAL STATEMENTS

TOWN OF LEESBURG, VIRGINIA **Exhibit 1**

STATEMENT OF NET POSITION
June 30, 2013

	Governmental Activities	Business-type Activities	Totals
ASSETS			
Cash, cash equivalents and temporary cash investments	$ 22,691,688	$ 15,433,319	$ 38,125,007
Receivables, net:			
Property taxes, including penalties	6,730,783	-	6,730,783
Utility taxes	254,865	-	254,865
Local taxes	1,442,338	-	1,442,338
Trade and other accounts	302,163	3,365,736	3,667,899
Accrued interest	6,136	-	6,136
Inventory	-	305,622	305,622
Prepaid items and deposit	153,473	2,967	156,440
Due from other governments	3,745,420	-	3,745,420
Restricted cash	5,178,055	-	5,178,055
Deferred charges, net	656,336	374,369	1,030,705
Capital assets:			
Land	53,537,871	1,586,356	55,124,227
Construction in progress	9,844,389	5,536,248	15,380,637
Buildings and improvements	77,136,486	-	77,136,486
Water and sewer plant	-	115,855,797	115,855,797
Water and sewer lines	-	114,784,135	114,784,135
Furniture, equipment and software	6,501,712	1,154,199	7,655,911
Computer equipment and software	2,566,411	-	2,566,411
Vehicles	5,148,998	2,500,524	7,649,522
Infrastructure	69,216,030	-	69,216,030
Streets	161,314,408	-	161,314,408
Hangars	6,057,289	-	6,057,289
Runway	15,687,713	-	15,687,713
Terminals	6,677,993	-	6,677,993
Less: accumulated depreciation and amortization	(95,376,250)	(60,037,191)	(155,413,441)
Total assets	359,474,307	200,862,081	560,336,388
LIABILITIES			
Accounts payable	2,053,697	507,277	2,560,974
Accrued payroll	894,337	196,874	1,091,211
Other accrued liabilities	141,888	-	141,888
Accrued interest	1,052,860	1,424,993	2,477,853
Retainage payable	156,822	241,460	398,282
Customer deposits	224,335	850,112	1,074,447
Performance bonds	1,736,878	-	1,736,878
Reserve for proffers	6,827,478	-	6,827,478
Unearned revenue	8,125,219	-	8,125,219
Noncurrent liabilities:			
Due within one year:			
Compensated absences	1,500,923	444,758	1,945,681
Bonds payable	1,799,341	790,000	2,589,341
Due in more than one year:			
Other postemployment benefits	1,115,459	348,713	1,464,172
Compensated absences	543,860	143,759	687,619
Bonds payable	55,147,218	66,399,213	121,546,431
Total liabilities	81,320,315	71,347,159	152,667,474
NET POSITION			
Net investment in capital assets	261,366,491	114,190,855	375,557,346
Restricted			
Balch Library	730,755	-	730,755
Parks and recreation (Symmington)	50,521	-	50,521
Police	50,040	-	50,040
Bond proceeds	3,924,894	-	3,924,894
Unrestricted	12,031,291	15,324,067	27,355,358
Total net position	$ 278,153,992	$ 129,514,922	$ 407,668,914

See Notes to Financial Statements.

TOWN OF LEESBURG, VIRGINIA **Exhibit 2**

STATEMENT OF ACTIVITIES
Year Ended June 30, 2013

Functions/Programs	Expenses	Program Revenues: Charges for Services	Program Revenues: Operating Grants and Contributions	Program Revenues: Capital Grants and Contributions	Net (Expense) Revenue and Changes in Net Position: Governmental Activities	Net (Expense) Revenue and Changes in Net Position: Business-type Activities	Net (Expense) Revenue and Changes in Net Position: Totals
Primary Government:							
Governmental activities:							
Legislative	$ 2,063,474	$ -	$ -	$ -	$ (2,063,474)	$ -	$ (2,063,474)
Executive	3,536,663	-	-	-	(3,536,663)	-	(3,536,663)
Legal	556,900	-	-	-	(556,900)	-	(556,900)
Planning and zoning	1,498,275	237,689	-	-	(1,260,586)	-	(1,260,586)
Plan review	1,303,118	-	-	-	(1,303,118)	-	(1,303,118)
Finance	2,187,457	-	-	-	(2,187,457)	-	(2,187,457)
Public safety	12,564,971	563,856	1,030,390	-	(10,970,725)	-	(10,970,725)
Parks and recreation	7,905,724	4,785,743	1,843	-	(3,118,138)	-	(3,118,138)
Balch Library	586,263	-	5,000	-	(581,263)	-	(581,263)
Public works	17,834,560	155,931	3,046,021	9,498,970	(5,133,638)	-	(5,133,638)
Airport	7,237,878	-	135,711	3,957,230	(3,144,937)	-	(3,144,937)
Interest	2,312,731	-	-	-	(2,312,731)	-	(2,312,731)
Total governmental activities	59,588,014	5,743,219	4,218,965	13,456,200	(36,169,630)	-	(36,169,630)
Business-type activities:							
Utilities	17,842,677	15,225,178	-	4,417,288	-	1,799,789	1,799,789
Total business-type activities	17,842,677	15,225,178	-	4,417,288	-	1,799,789	1,799,789
Total government	$ 77,430,691	$ 20,968,397	$ 4,218,965	$ 17,873,488	(36,169,630)	1,799,789	(34,369,841)
General Revenues:							
Taxes:							
General property taxes, including penalties					13,723,821	-	13,723,821
Other local taxes:							
Communication sales and use					6,621,637	-	6,621,637
Meals					4,695,048	-	4,695,048
Business and occupational licenses					3,072,266	-	3,072,266
Utility					1,546,528	-	1,546,528
Cigarette					1,047,206	-	1,047,206
Other					2,558,425	-	2,558,425
Intergovernmental, non-categorical aid					1,595,780	-	1,595,780
Use of money and property					1,768,730	562,996	2,331,726
Miscellaneous					1,608,459	411,370	2,019,829
Transfers					1,907,496	(1,907,496)	-
Total general revenues and transfers, net					40,145,396	(933,130)	39,212,266
Change in net position					3,975,766	866,659	4,842,425
Net position, beginning					274,178,226	128,648,263	402,826,489
Net position, ending					$ 278,153,992	$ 129,514,922	$ 407,668,914

See Notes to Financial Statements.

TOWN OF LEESBURG, VIRGINIA **Exhibit 3**

BALANCE SHEET
GOVERNMENTAL FUNDS
June 30, 2013

	General	Capital Projects	Total Governmental Funds
ASSETS			
Cash, cash equivalents, and temporary cash investments	$ 17,716,512	$ 4,975,176	$ 22,691,688
Receivables, net			
Property taxes, including penalties	6,730,783	-	6,730,783
Utility taxes	254,865	-	254,865
Local taxes	1,442,338	-	1,442,338
Accounts	207,163	95,000	302,163
Accrued interest	6,136	-	6,136
Due from other governments	1,423,962	2,321,458	3,745,420
Deposit	153,473	-	153,473
Restricted cash	867,790	4,310,265	5,178,055
Total assets	$ 28,803,022	$ 11,701,899	$ 40,504,921
LIABILITIES			
Accounts payable	$ 920,423	$ 1,133,274	$ 2,053,697
Accrued payroll	868,476	25,861	894,337
Other accrued liabilities	141,888	-	141,888
Retainage payable	-	156,822	156,822
Customer deposits	224,335	-	224,335
Performance bonds	1,736,878	-	1,736,878
Reserve for proffers	-	6,827,478	6,827,478
Deferred revenues	6,740,911	2,023,786	8,764,697
Total liabilities	10,632,911	10,167,221	20,800,132
FUND BALANCES			
Nonspendable			
Lease deposit	153,473	-	153,473
Restricted			
Balch Library	730,755	-	730,755
Parks and recreation (Symmington)	50,521	-	50,521
Police	50,040	-	50,040
Committed			
Capital projects - streets and highways	-	5,531,440	5,531,440
Capital projects - storm drainage	-	528,646	528,646
Capital projects - general government	-	287,218	287,218
Capital projects - airport	-	293,579	293,579
Capital projects - parks and recreation	-	2,901	2,901
Capital projects - administration	-	28,738	28,738
Assigned			
Debt service reserve	4,352,804	-	4,352,804
Capital asset reserve	1,464,809	-	1,464,809
Expenditures designated for future years	1,326,596	-	1,326,596
Unassigned	10,041,113	(5,137,844)	4,903,269
Total fund balances	18,170,111	1,534,678	19,704,789
Total liabilities and fund balances	$ 28,803,022	$ 11,701,899	$ 40,504,921

See Notes to Financial Statements.

TOWN OF LEESBURG, VIRGINIA **Exhibit 4**

RECONCILIATION OF THE BALANCE SHEET OF THE GOVERNMENTAL FUNDS TO THE STATEMENT OF NET POSITION
June 30, 2013

Total fund balances - governmental funds		$ 19,704,789
Amounts reported for governmental activities in the Statement of Net Position are different because:		
Capital assets used in governmental activities are not current financial resources and, therefore, not reported in the governmental funds.		
Governmental capital assets	$ 413,689,300	
Less: accumulated depreciation and amortization	(95,376,250)	
Net capital assets		318,313,050
Deferred revenue represents amounts that were not available to fund current expenditures and, therefore, is not reported as revenue in the governmental funds.		639,478
Other assets used in governmental activities are not financial resources and, therefore, are not reported in the governmental funds.		
Deferred charges, net		656,336
Long-term liabilities, including interest payable, are not due and payable in the current period and, therefore, are not reported as liabilities in the governmental funds.		
Bonds payable	(56,946,559)	
Compensated absences	(2,044,783)	
Other postemployment benefits	(1,115,459)	
Interest payable	(1,052,860)	
		(61,159,661)
Net position of governmental activities		$ 278,153,992

See Notes to Financial Statements.

TOWN OF LEESBURG, VIRGINIA **Exhibit 5**

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
Year Ended June 30, 2013

	General	Capital Projects	Total Governmental Funds
Revenues:			
General property taxes	$ 13,606,085	$ -	$ 13,606,085
Other local taxes	17,327,161	-	17,327,161
Permits, fees and licenses	391,407	-	391,407
Fines and forfeitures	544,411	-	544,411
Use of money and property	1,445,303	323,427	1,768,730
Charges for services	4,807,401	-	4,807,401
Contributions and proffers	1,843	592,701	594,544
Miscellaneous	945,249	663,210	1,608,459
Intergovernmental	8,026,851	9,434,009	17,460,860
Total revenues	47,095,711	11,013,347	58,109,058
Expenditures:			
Current:			
Legislative	949,680	-	949,680
Executive	3,345,634	-	3,345,634
Legal	517,214	-	517,214
Planning and zoning	1,489,006	-	1,489,006
Plan review	1,295,785	-	1,295,785
Finance	2,196,207	-	2,196,207
Public safety	12,551,566	-	12,551,566
Parks and recreation	7,462,632	-	7,462,632
Balch Library	440,057	-	440,057
Public works	11,851,505	-	11,851,505
Airport	706,939	-	706,939
Capital projects	-	15,175,508	15,175,508
Debt service:			
Principal	3,026,278	-	3,026,278
Interest and fiscal charges	2,698,505	-	2,698,505
Total expenditures	48,531,008	15,175,508	63,706,516
Revenues under expenditures	(1,435,297)	(4,162,161)	(5,597,458)
Other Financing Sources (Uses):			
Transfers in	2,455,864	33,553	2,489,417
Transfers out	-	(581,921)	(581,921)
Other financing sources (uses), net	2,455,864	(548,368)	1,907,496
Net change in fund balances	1,020,567	(4,710,529)	(3,689,962)
Fund Balances, beginning	17,149,544	6,245,207	23,394,751
Fund Balances, ending	$ 18,170,111	$ 1,534,678	$ 19,704,789

See Notes to Financial Statements.

TOWN OF LEESBURG, VIRGINIA **Exhibit 6**

RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
Year Ended June 30, 2013

		Governmental Funds
Net change in fund balances - total governmental funds		$ (3,689,962)
Reconciliation of amounts reported for governmental activities in the Statement of Activities:		
Governmental funds report capital outlays as expenditures. However, in the Statement of Activities, the cost of those assets is allocated over their estimated useful lives and reported as depreciation and amortization expense. This is the amount by which capital outlays exceeded depreciation and amortization in the current period.		
Expenditure for capital assets	$ 15,621,225	
Less: depreciation and amortization expense	(14,646,632)	
Excess of capital outlay over depreciation and amortization		974,593
The net effect of various miscellaneous transactions involving capital assets. (i.e. donations, disposals and transfers)		3,294,311
Revenues in the Statement of Activities that do not provide current financial resources are not reported as revenues in the funds.		
Change in deferred revenue		117,736
Repayment of bond principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the Statement of Net Position.		
Principal repayments:		
General obligation debt		3,026,278
Some expenses reported in the Statement of Activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.		
Accrued interest	16,530	
Arbitrage	382,346	
Compensated absences	(141,160)	
Other postemployment benefits	8,196	
Amortization of premiums	142,238	
Amortization of deferred gains	(117,348)	
Amortization of issuance cost	(37,992)	
		252,810
Change in net position of governmental activities		$ 3,975,766

See Notes to Financial Statements.

TOWN OF LEESBURG, VIRGINIA **Exhibit 7**

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES - BUDGET AND ACTUAL - GENERAL FUND
Year Ended June 30, 2013

	Budgeted Amounts		Actual	Variance with Final Budget Over
	Original	Final	Amounts	(Under)
Revenues:				
General property taxes	$ 13,363,910	$ 13,363,910	$ 13,606,085	$ 242,175
Other local taxes	15,980,230	15,980,230	17,327,161	1,346,931
Permits, fees and licenses	550,000	550,000	391,407	(158,593)
Fines and forfeitures	460,000	460,000	544,411	84,411
Use of money and property	1,316,000	1,316,000	1,445,303	129,303
Charges for services	4,917,120	4,917,120	4,807,401	(109,719)
Contributions	7,000	7,000	1,843	(5,157)
Miscellaneous	798,870	798,870	945,249	146,379
Intergovernmental	7,799,299	7,799,299	8,026,851	227,552
Total revenues	45,192,429	45,192,429	47,095,711	1,903,282
Expenditures:				
Current:				
Legislative	974,021	968,227	949,680	(18,547)
Executive	3,478,216	3,646,061	3,345,634	(300,427)
Legal	454,938	528,657	517,214	(11,443)
Finance	2,263,253	2,273,471	2,196,207	(77,264)
Public safety	12,253,847	12,968,156	12,551,566	(416,590)
Public works	11,274,421	12,398,949	11,851,505	(547,444)
Parks and recreation	7,369,108	7,884,483	7,462,632	(421,851)
Balch Library	434,304	444,436	440,057	(4,379)
Planning and zoning	1,490,013	1,506,172	1,489,006	(17,166)
Plan review	1,327,093	1,521,471	1,295,785	(225,686)
Airport	560,509	789,187	706,939	(82,248)
Debt service:				
Principal	3,026,278	3,026,278	3,026,278	-
Interest and fiscal charges	2,698,500	2,698,500	2,698,505	5
Total expenditures	47,604,501	50,654,048	48,531,008	(2,123,040)
Revenues under expenditures	(2,412,072)	(5,461,619)	(1,435,297)	4,026,322
Other Financing Sources:				
Transfers in	2,455,864	2,455,864	2,455,864	-
Other financing sources	2,455,864	2,455,864	2,455,864	-
Net change in fund balance	43,792	(3,005,755)	1,020,567	4,026,322
Fund Balance, beginning	(43,792)	3,005,755	17,149,544	14,143,789
Fund Balance, ending	$ -	$ -	$ 18,170,111	$ 18,170,111

See Notes to Financial Statements.

TOWN OF LEESBURG, VIRGINIA **Exhibit 8**

STATEMENT OF NET POSITION
PROPRIETARY FUND
June 30, 2013

	Business-type Activities - Enterprise Fund Utilities
ASSETS	
Current Assets:	
Cash, cash equivalents, and temporary cash investments	$ 15,433,319
Accounts receivables, net	3,365,736
Inventory	305,622
Prepaid health insurance	2,967
Total current assets	19,107,644
Noncurrent Assets:	
Deferred charges	374,369
Capital assets:	
Land	1,586,356
Water and sewer plant	115,855,797
Water and sewer lines	114,784,135
Furniture, equipment and software	1,154,199
Vehicles	2,500,524
Construction in progress	5,536,248
Less: accumulated depreciation and amortization	(60,037,191)
Total capital assets, net	181,380,068
Total noncurrent assets	181,754,437
Total assets	200,862,081
LIABILITIES	
Current Liabilities:	
Accounts payable	507,277
Accrued payroll	196,874
Accrued interest	1,424,993
Compensated absences	444,758
Retainage payable	241,460
Bonds payable	790,000
Customer deposits and contingent charges	850,112
Total current liabilities	4,455,474
Noncurrent Liabilities:	
Compensated absences	143,759
Other postemployment benefits	348,713
Bonds payable, net	66,399,213
Total noncurrent liabilities	66,891,685
Total liabilities	71,347,159
NET POSITION	
Net investment in capital assets	114,190,855
Unrestricted	15,324,067
Total net position	$ 129,514,922

See Notes to Financial Statements.

TOWN OF LEESBURG, VIRGINIA **Exhibit 9**

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
PROPRIETARY FUND
Year Ended June 30, 2013

	Business-type Activities - Enterprise Fund Utilities
Operating Revenues:	
Charges for services	$ 15,225,178
Other	411,370
Total operating revenues	15,636,548
Operating Expenses:	
Personnel service	7,090,894
Contractual services	520,673
Depreciation and amortization	4,427,936
Materials and supplies	1,209,920
Continuous charges	1,258,384
Claims and settlements	882
Capital outlay	137,969
Total operating expenses	14,646,658
Operating income	989,890
Nonoperating Revenues (Expenses):	
Gain on sale of assets	500,000
Interest on investments	62,996
Installation and connection charges	1,532,142
Interest and fiscal charges	(3,196,019)
Total nonoperating expenses, net	(1,100,881)
Loss before capital grants, assistance and transfers	(110,991)
Capital Grants, Assistance and Transfers:	
Developer donated assets	2,885,146
Transfers out	(1,907,496)
Total capital grants, assistance and transfers, net	977,650
Change in net position	866,659
Net Position, beginning	128,648,263
Net Position, ending	$ 129,514,922

See Notes to Financial Statements.

TOWN OF LEESBURG, VIRGINIA

Exhibit 10
Page 1

STATEMENT OF CASH FLOWS
PROPRIETARY FUND
Year Ended June 30, 2013

	Business-type Activities - Enterprise Fund Utilities
Cash Flows From Operating Activities:	
Receipts from customers	$ 15,409,174
Payments to suppliers for goods and services	(2,912,521)
Payments to employees for services	(7,085,624)
Other receipts	411,370
Net cash provided by operating activities	5,822,399
Cash Flows From Noncapital and Related Financing Activities:	
Transfers out	(1,907,496)
Net cash used in noncapital and related financing activities	(1,907,496)
Cash Flows From Capital and Related Financing Activities:	
Installation and connection charges	1,532,142
Acquisition and construction of capital assets	(5,712,125)
Proceeds from sale of assets	500,000
Interest and fiscal charges	(2,501,032)
Principal paid on bonds	(715,000)
Net cash used in capital and related financing activities	(6,896,015)
Cash Flows From Investing Activities:	
Interest on investments	62,996
Net cash provided by investing activities	62,996
Net decrease in cash and cash equivalents	(2,918,116)
Cash and Cash Equivalents	
Beginning	18,351,435
Ending	$ 15,433,319

See Notes to Financial Statements.

TOWN OF LEESBURG, VIRGINIA

Exhibit 10
Page 2

STATEMENT OF CASH FLOWS
PROPRIETARY FUND
Year Ended June 30, 2013

	Business-type Activities - Enterprise Fund Utilities
Reconciliation of Operating Income to Net Cash Provided By Operating Activities:	
Operating income	$ 989,890
Adjustments to reconcile operating income to net cash provided by operating activities:	
Depreciation and amortization	4,427,936
Changes in assets and liabilities:	
(Increase) decrease in:	
Accounts receivable	179,986
Prepaids	(2,967)
Inventory	(20,540)
Increase (decrease) in:	
Accounts payable	235,847
Accrued liabilities	(29,444)
Compensated absences	37,681
Customer deposits and contingent charges	4,010
Net cash provided by operating activities	$ 5,822,399
Supplemental Disclosure of Noncash Capital and Related Financing Activities:	
Developer donated capital improvements	$ 2,885,146
Capital assets acquired through incurrence of accounts and retainage payable	$ 525,199

See Notes to Financial Statements.

TOWN OF LEESBURG, VIRGINIA **Exhibit 11**

STATEMENT OF NET POSITION
FIDUCIARY FUND
June 30, 2013

	OPEB Trust Fund
ASSETS	
Cash and cash equivalents	$ 5,774,112
Total assets	5,774,112
NET POSITION	
Held in trust for other postemployment benefits (OPEB)	$ 5,774,112

See Notes to Financial Statements.

TOWN OF LEESBURG, VIRGINIA **Exhibit 12**

STATEMENT OF CHANGES IN NET POSITION
FIDUCIARY FUND
Year Ended June 30, 2013

	OPEB Trust Fund
Additions:	
Contributions	$ 1,517,376
Total contributions	1,517,376
Investment Income:	
From investment activities:	
Realized gain on sale of investments	562
Interest and dividends earned on investments	7
Net increase in fair value of investments	417,430
Total income from investment activities	417,999
Deductions:	
Administrative fees	4,531
Total deductions	4,531
Change in net position	1,930,844
Net Position, beginning	3,843,268
Net Position, ending	$ 5,774,112

See Notes to Financial Statements.

Note 1. Summary of Significant Accounting Policies

The financial statements of the Town of Leesburg, Virginia (the Town) have been prepared in conformity with accounting principles generally accepted in the United States of America as applied to government units promulgated by the Governmental Accounting Standards Board (GASB). The more significant of the Town's accounting policies are described below.

A. Reporting Entity

The Town of Leesburg, Virginia is located in the County of Loudoun, Virginia and was incorporated in 1758 under the provisions of the Constitution and general statutes of the Commonwealth of Virginia.

The Town is an incorporated municipal government governed by an elected mayor and six-member council. As required by accounting principles generally accepted in the United States of America, these financial statements present the Town and any potential component units, entities for which the Town is considered to be financially accountable. Financial accountability is defined as appointment of a voting majority of the component unit's board and either (a) the ability to impose its will on the component unit, or (b) the possibility that the component unit will provide a financial benefit to or impose a financial burden on the primary government.

Based upon the above, all potential component units were evaluated for inclusion in the reporting entity and it was determined there are no component units requiring inclusion in the Town's reporting.

B. Government-Wide and Fund Financial Statements

Government-Wide Financial Statements

The Statement of Net Position and the Statement of Activities display information on all of the activities of the Town. Governmental activities, which normally are supported by taxes and intergovernmental revenues, are reported separately from business-type activities, which rely to a significant extent on fees and charges for support. Eliminations have been made to minimize the double-counting of internal activities.

The Statement of Activities demonstrates the degree to which the direct expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as general revenues.

Fund Financial Statements

Separate financial statements are provided for governmental funds and the Town's sole proprietary fund. Major individual governmental funds are reported as separate columns in the fund financial statements. The Town's sole proprietary fund is reported separately in the fund financial statements.

Note 1. Summary of Significant Accounting Policies (Continued)

C. Basis of Presentation - Fund Accounting

The accounts of the Town are organized on the basis of funds which are considered to be a separate accounting entity. The operations of each fund are accounted for by providing a separate set of self-balancing accounts which comprise its assets, liabilities, fund balance/net position, revenues and expenditures or expenses, as appropriate. The various funds of the Town are included in the financial statements as follows:

1. Governmental Funds are those funds through which most governmental functions typically are financed. Governmental fund reporting focuses on the sources, uses and balances of current financial resources. Expendable assets are assigned to the various governmental funds according to the purposes for which they may or must be used; current liabilities are assigned to the fund from which they are paid; and the difference between governmental fund assets and liabilities, the fund equity, is referred to as "fund balance." The measurement focus is upon determination of changes in financial position, rather than upon net income determination. The following comprise the Town's major governmental funds:

   General Fund – The General Fund is the general operating fund of the Town. All general tax revenues and other receipts that are not allocated by law or contractual agreement to some other fund are accounted for in this fund. Many important activities of the Town, including operation of the Town's general service departments, street and highway maintenance, public safety, parks and recreation, library, and airport are accounted for in this fund.

   Capital Projects Fund – The Capital Projects Fund is used to account for all resources used in the acquisition and construction of capital facilities and other capital assets, unless financed through proprietary funds.

2. Proprietary Fund types are used to account for activities which are similar to those often found in the private sector. All assets, liabilities, equities, revenues, expenses and transfers related to the Town's business activities are accounted for through a single proprietary fund. The measurement focus is on income determination, financial position, and cash flows.

   Enterprise Fund – Enterprise funds are used to finance and account for the acquisition, operation and maintenance of the Town's facilities and services, which are supported primarily by user charges. The following comprises the Town's major enterprise fund:

   Utilities Fund – This fund is used to account for the operation and maintenance of the Town's water system and sanitary sewer system.

Note 1. Summary of Significant Accounting Policies (Continued)

C. Basis of Presentation - Fund Accounting (Continued)

Fiduciary Fund – Fiduciary funds (trust and agency funds) account for assets held by the Town in a trustee capacity or as an agent for individuals, private organizations, other governmental units, or other funds. These funds utilize the accrual basis of accounting. Fiduciary funds are not included in the government-wide financial statements. The Town's sole fiduciary fund is the Other Postemployment Benefits (OPEB) Trust Fund which accounts for activities of the Town's other postemployment benefits. This fund accumulates resources for health insurance for retired employees.

D. Measurement Focus and Basis of Accounting

The government-wide financial statements are reported using the economic resources measurement focus and the *accrual* basis of accounting, as are the proprietary fund financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Governmental fund financial statements are reported using the current financial resources measurement focus and the *modified* accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the Town considers revenues to be available if they are collected within 75 days of the end of the current fiscal period except for property taxes which are recognized as revenue if they have been collected within 45 days after year end. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, expenditures related to compensated absences, and claims and judgments are recorded only when payment is due.

Under the terms of grant agreements, the Town funds certain programs by a combination of specific cost-reimbursement grants and general revenues. Thus, when program expenses are incurred, there are both restricted and unrestricted net assets available to finance the program. It is the Town’s policy to first apply cost-reimbursement grant resources to such programs, and then general revenues to fund the program.

In applying the susceptible to accrual concept to intergovernmental revenues, the legal and contractual requirements of the numerous individual programs are used as guidance. There are, however, essentially two types of these revenues. In one, monies must be expended on the specific purpose or project before any amounts will be paid to the Town; therefore, revenues are recognized based upon the expenditures recorded and the availability criteria. In the other, monies are virtually unrestricted as to purpose of expenditure, and are usually revocable only for failure to comply with prescribed requirements. These resources are reflected as revenues at the time of receipt, or earlier if the susceptible to accrual criteria are met.

Note 1. Summary of Significant Accounting Policies (Continued)

D. Measurement Focus and Basis of Accounting (Continued)

Licenses and permits, fines and forfeitures, charges for sales and services (other than utility) and miscellaneous revenues are generally recorded as revenue when received because they are generally not measurable until actually received. In the category of use of money and property, property rentals are recorded as revenue when received, but investment earnings are recorded as earned, since they are measurable and available.

Amounts reported as program revenues include 1) charges to customers or applicants for goods, services, or privileges provided, 2) operating grants and contributions, and 3) capital grants and contributions, including special assessments. Internally dedicated resources are reported as general revenues rather than as program revenues. Likewise, general revenues include all taxes.

Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the Town's enterprise fund are charges to customers for commodities and services. Operating expenses for enterprise funds include the cost of commodities and services, administrative expenses and depreciation and amortization on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

E. Budgetary Data

Budgets are adopted and maintained on the modified accrual basis adjusted for encumbrances. Annual appropriated budgets are adopted for the General Fund. All annual appropriations lapse at fiscal year-end to the extent they have not been expended or lawfully encumbered. Project-length financial plans are adopted for the Capital Projects Fund. Budgets for enterprise funds serve as a spending guide for the Town and do not constitute legally binding limitations.

Each year all departments of the government submit requests for appropriation to the Town Manager so that a budget may be prepared. The budget is prepared by fund, department, activity, and expenditure and includes information on the past, current year estimates, and requested appropriations for the next fiscal year.

Before April 1, the proposed budget is presented to the Town's Council for review. The Town Council holds public hearings and may add to, subtract from, or change appropriations, but may not change the form of the budget. Any changes in the budget must be within the revenues and reserves estimated as available by the Town Manager or the revenue estimates must be changed by an affirmative vote of a majority of the Town Council.

Expenditures may not legally exceed budgeted appropriations at the department level. The Town Manager has authority to amend or transfer appropriations within the department level. During the year ended June 30, 2013, General Fund supplemental appropriations totaling $3,049,547 were authorized by Town Council.

Note 1. Summary of Significant Accounting Policies (Continued)

F. Other Significant Accounting Policies

1. Cash and Cash Equivalents

The Town considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents.

Cash of individual funds are combined to form a pool of cash and investments. The pool consists primarily of government obligations and a local government investment pool. The government securities are stated at fair value based on quoted market prices and the investment in the local government investment pool (a 2a7-like pool) is reported at the pool's share price. Interest earned as a result of pooling is distributed to the appropriate funds utilizing a formula based on month-end balances.

2. Restricted Cash

Restricted cash was $5,178,055 for governmental activities at June 30, 2013 and is comprised of unspent debt proceeds, proffer reserves, performance bonds, police forfeitures, and funds to be used for Balch Library.

3. Investments

Investments are stated at fair value based on quoted market prices.

4. Property Taxes

Real estate and personal property taxes are assessed annually by Loudoun County, Virginia (County), for all property of record as of January 1. The Town bills and collects its property taxes based on the assessed values provided by the County. Real estate taxes are levied annually on January 1 and are due in semi-annual installments on June 5 and December 5. Personal property taxes are levied annually on January 1 and are due October 5 with pro-ration of personal property taxes throughout the year. Prorated personal property taxes levied after June 15 are due March 5.

Collections of real estate and personal property taxes between July 1 and August 15 of the subsequent fiscal year, classified as delinquent at June 30, are recorded as revenue for the fiscal year then ended. The billings are considered past due after the respective tax billing date at which time the applicable property is subject to a 10% penalty and interest is assessed 30 days therefrom.

5. Prepaid Items

Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid items in both the government-wide and fund financial statements. The cost of prepaid items is recorded as expenditures/expenses when consumed rather than when purchased.

Note 1. Summary of Significant Accounting Policies (Continued)

F. Other Significant Accounting Policies

6. Inventory

Inventories are stated at cost using the first-in, first-out method. Inventories of business-type activities are recorded as expenditures when consumed rather than when purchased.

7. Capital Assets

Capital assets, which include property and equipment and infrastructure assets (e.g., roads, bridges, sidewalks, and similar items), are reported in the applicable governmental or business-type activities columns in the government-wide financial statements or the appropriate enterprise fund within the proprietary statements. Capital assets are defined by the government as assets with an initial, individual cost of more than $5,000 ($50,000 or more for infrastructure) and an estimated useful life in excess of two years. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair market value at the date of donation. In implementing GASB 34, the Town identified and included infrastructure assets obtained prior to June 30, 1980.

The cost of normal maintenance and repairs that do not add to the value of the asset or materially extend asset lives are not capitalized.

Major outlays for capital assets and improvements are capitalized as projects are constructed. Interest incurred during the construction phase of capital assets of business-type activities is included as part of the capitalized value of the assets constructed.

Capital assets of the government are depreciated and amortized using the straight-line method over the following estimated useful lives:

	Years
Buildings and improvements	15 – 50
Infrastructure	50
Hangars and runways	10 – 50
Vehicles	5 – 12
Furniture, equipment and software	5 – 25
Computer equipment and software	5 – 10
Water and sewer plant	10 – 100
Water and sewer lines	10 – 100

The Town's Balch Library contains reference material and library books that are not capitalized. Many of these items are irreplaceable and are only available for educational and research purposes to be completed at the library.

Note 1. Summary of Significant Accounting Policies (Continued)

F. Other Significant Accounting Policies

8. Deferred Revenue

Deferred revenue in the governmental funds represents amounts due, which are measurable but not available.

9. Inter-fund Transactions

Transactions among Town funds that would be treated as revenues and expenditures or expenses if they involved organizations external to the Town government are accounted for as revenues and expenditures or expenses in the funds involved.

Transactions, which constitute reimbursements to a fund for expenditures initially made from it, which are properly applicable to another fund, are recorded as expenditures in the reimbursing fund and as reductions of expenditures in the reimbursed fund.

Transactions, which constitute the transfer of resources from a fund receiving revenues to a fund through which the revenues are to be expended, are separately reported in the respective funds' operating statements.

10. Compensated Absences

It is the Town's policy to permit employees to accumulate earned but unused vacation, compensatory and sick pay benefits. No liability is reported for unpaid accumulated sick leave. All vacation and compensatory pay is accrued when earned in government-wide and proprietary financial statements. For governmental fund types, the amount of accumulated unpaid vacation and compensatory leave which is payable from available resources is recorded as a liability of the respective fund only if they have matured, for example, as a result of employee retirements and resignations. The General Fund is responsible for paying the liability for compensated absences for general government employees and has been used in prior years to liquidate the governmental funds' liability.

11. Long-Term Obligations

In the government-wide financial statements, and proprietary fund types in the fund financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities or proprietary fund type Statement of Net Position. Bonds payable are reported net of the applicable premium, discount, or losses on refundings.

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

Note 1. Summary of Significant Accounting Policies (Continued)

F. Other Significant Accounting Policies (Continued)

12. Bond Premiums, Discounts, Deferred Losses on Refundings, and Issuance Costs

Bond premiums, discounts, deferred losses on refundings and issuance costs are deferred and amortized over the life of the bonds using a method which approximates the effective interest method. Bond discounts, net of amortization, as well as deferred losses on refundings, net of amortization, are presented as reductions to the face amount of bonds payable on the accompanying Statement of Net Position. Bond premiums, net of amortization, are presented as an increase to the face amount of bonds payable on the accompanying Statements of Net Position. Issuance costs, net of amortization, are presented as non-current assets on the accompanying Statements of Net Position. The actual amounts of each of these items are presented in the schedule in Note 7, Long-Term Debt.

13. Performance Bonds

In the fund financial statements, the General Fund reports approximately $1.7 million reserve for performance bonds. The Town requires contractors or developers to provide the Town with a performance bond (safety bond) in order to guarantee that the value of the work will not be lost in the case of an event that permits the contractor/developer from completing the project. Upon completion of the work and satisfactory inspection, the performance bond is refunded to the contractor/developer.

14. Reserve for Proffers

In the fund financial statements, the Capital Projects Fund reports a reserve for proffers of approximately $6.8 million. The Commonwealth of Virginia grants localities the ability to seek voluntary proffers from developers to offset costs for infrastructure and public services generated by development through the rezoning process. The Town's most common proffered cash contributions are those to offset future capital costs associated with schools, fire and rescue, parks and recreation, specific transportation improvements, and/or general transportation improvements.

Note 1. Summary of Significant Accounting Policies (Continued)

F. Other Significant Accounting Policies (Continued)

15. Fund Equity

In the fund financial statements, governmental funds report classifications of fund balance as follows:

Nonspendable fund balance – amounts that are not in a spendable form or are required to be maintained intact (such as prepaid items, inventory, and the principal of a permanent fund that is legally or contractually required to be maintained intact).

Restricted fund balance – amounts constrained to specific purposes by their providers (such as grantors, creditors, or laws and regulations of other governments), or by law through constitutional provisions or enabling legislation.

Committed fund balance – amounts constrained to specific purposes by the Town Council. To be reported as committed, amounts cannot be used for any other purpose unless the Town Council adopts an ordinance to add, remove or change the constraint.

Assigned fund balance – amounts constrained by the Town's intent to be used for specific purposes but are neither restricted nor committed. Amounts can be assigned by the Town Manager or Director of Finance. Use of these funds are approved by Town Council resolution.

Unassigned fund balance – residual balance of the General Fund that has not been restricted, committed, or assigned to specific purposes within the General Fund.

The Town will consider the use of restricted, committed, or assigned funds prior to the use of unassigned fund balance.

Encumbrances represent commitments related to unperformed contracts for goods or services. Encumbrance accounting, under which purchase orders, contracts and other commitments for the expenditure of resources are recorded to reserve that portion of the applicable appropriation, is employed as an extension of formal budgetary integration in the General Fund. Encumbrances outstanding at year-end are reported as reservations in the appropriate category of fund balances and do not constitute expenditures or liabilities because the commitments will be honored during the subsequent year. General Fund encumbrances totaling approximately $1.3 million have been classified as assigned under fund balance. Capital Projects Fund encumbrances totaling approximately $6.7 million have been classified as committed under fund balance.

Note 1. Summary of Significant Accounting Policies (Continued)

F. Other Significant Accounting Policies (Continued)

16. Net Position

Net position represent the difference between assets and liabilities. The caption net position "net investment in capital assets" consists of capital assets, net of accumulated depreciation and amortization, reduced by the outstanding balances of any borrowings used for the acquisition, construction or improvement of those assets. Net investment in capital assets excludes unspent debt proceeds. Net position is reported as restricted when there are limitations imposed on their use either through the enabling legislation adopted by the Town or through external restrictions imposed by creditors, grantors or laws or regulations of other governments.

The Town first applies restricted resources when an expense is incurred for purposes for which both restricted and unrestricted net assets are available.

17. 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 the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures/expenses during the reporting period. Actual results could differ from those estimates.

Note 2. Deposits and Investments

Deposits: Deposits with banks are covered by the Federal Deposit Insurance Corporation (FDIC) and collateralized in accordance with the Virginia Security for Public Deposits Act (the "Act"), Section 2.2-4400 et., seq. of the *Code of Virginia*. Under the Act, banks and savings institutions holding public deposits in excess of the amount insured by the FDIC must pledge collateral to the Commonwealth of Virginia Treasury Board. Financial institutions may choose between two collateralization methodologies and depending upon that choice, will pledge collateral that ranges in the amounts from 50% to 130% of excess deposits. Accordingly, all deposits are considered fully collateralized.

Note 2. Deposits and Investments (Continued)

Investments: Statutes authorize local governments and other public bodies to invest in obligations of the United States or its agencies thereof, obligations of the Commonwealth of Virginia or political subdivisions thereof, obligations of the International Bank for Reconstruction and Development (World Bank), the Asian Development Bank, the African Development Bank, "prime quality" commercial paper and certain corporate notes; bankers' acceptances, repurchase agreements and the State Treasurer's Local Government Investment Pool (LGIP).

Custodial Credit Risk (Deposits): This is the risk that in the event of a bank failure, the Town's deposits may not be returned to the Town. The Town requires all deposits to comply with the Virginia Security for Public Deposits Act. At year-end, none of the Town's deposits are exposed to custodial credit risk.

Investment Policy:

Investments: The Town's investment policy targets the following objectives, in order of priority: legality, safety, liquidity and yield. The Director of Finance for the Town is responsible for administering its investments and ensuring compliance with the Town's policies and statutory requirements.

In accordance with the laws of the Commonwealth and Town policy, investments authorized to be held by the Town are:

1. *Treasury Securities*

   Bonds, notes and bills issued by the United States Treasury maturing within five years of the date of purchase, or certificates representing ownership of treasury bond principal or coupons payable within five years.

2. *Agency Securities*

   Fixed rate obligations issued and guaranteed as to principal and interest by the Federal Home Loan Bank, the Federal National Mortgage Association, the Federal Farm Credit Bank, or the Federal Home Loan Mortgage Corporation, maturing within five years of the date of purchase.

3. *Prime Commercial Paper*

   Commercial paper maturing within 270 days of the day of purchase rated P-1 or higher by Moody's and A-1 or higher by Standard & Poor's, provided that the issuing corporation has a net worth of at least $50 million and its long-term debt is rated A or better by Moody's and Standard & Poor's.

4. *Certificates of Deposit*

   Certificates of deposit maturing within one year and issued by domestic banks rated P-1 by Moody's and A-1 by Standard & Poor's.

Note 2. Deposits and Investments (Continued)

Investment Policy: (Continued)

5. *Bankers' Acceptances*

   Bankers' acceptances maturing within 180 days rated P-1 or higher by Moody's and A-1 or higher by Standard & Poor's, provided the issuer is a major domestic bank or the domestic office of an international bank rated AA or higher by Moody's and Standard & Poor's.

6. *Commonwealth of Virginia and Virginia Local Government Obligations*

   General obligations, insured obligations or revenue bonds secured by debt service reserve funds not subject to annual appropriation rated AA or higher by Moody's or Standard & Poor's.

7. *Repurchase Agreements*

   Repurchase agreements collateralized by securities approved for investment herein, provided that the counterparty is rated A or better by Moody's and Standard & Poor's and the collateral is held by an independent third party.

8. *Open-End Investment Funds*

   Open-end investment funds registered under the Securities Act of the Commonwealth or the Federal Investment Company Act of 1940, provided that they invest only in securities approved for investment herein.

9. *Virginia Local Government Investment Pool (LGIP)*

   The LGIP is a professionally managed money market fund which invests in qualifying obligations and securities as permitted by Virginia statutes. Pursuant to Section 2.2-4605 *Code of Virginia*, the Treasury Board of the Commonwealth sponsors the LGIP and has delegated certain functions to the State Treasurer. The LGIP reports to the Treasury Board at their regularly scheduled monthly meetings. The fair value of the position of the LGIP is the same as the value of the pool shares, i.e., the LGIP maintains a stable net asset value of $1 per share. The LGIP has been assigned an "AAAm" rating by Standard & Poor's.

Note 2. Deposits and Investments (Continued)

Investment Policy: (Continued)

10. Virginia State Non-Arbitrage Program (SNAP)

Investment in the Virginia State Non-Arbitrage Program (SNAP) is used to assist in avoiding arbitrage penalties enacted with the Tax Reform Act of 1986. Sections 2.2-4700 through 2.2-4705 of the *Code of Virginia*, the Government Non-Arbitrage Investment Act authorizes the Virginia Treasury Board to provide assistance to the Commonwealth of Virginia, counties, cities, and towns in the Commonwealth, and to their agencies, institutions and authorities of any combination of the foregoing ("Virginia governments") in the management of and accounting for their bond funds, including, without limitation, bond proceeds, reserves, and sinking funds, and the investment thereof. The Virginia SNAP has been assigned an "AAAm" rating by Standard & Poor's. The SNAP Fund is managed to maintain a dollar-weighted average portfolio maturity of 90 days or less and seeks to maintain a constant net value (NAV) per share of $1.00. The Commonwealth of Virginia's Treasury Board has contracted with PFM Asset Management, LLC, Wells Fargo, N.A., U.S. Bank, N.A., and the Bank of New York Mellon Corporation to provide professional services and regulating oversight to the SNAP Program.

11. Federally Insured Certificates of Deposit (CDARS)

Federally insured certificates of deposit issued through the Certificates of Deposit Account Registry Service (CDARS) by financial institutions located in the United States, provided that:

a. The funds are initially invested by the Town through a financial institution that is participating in CDARS and that is located and doing business in Virginia.

b. The financial institution in Virginia receives reciprocal deposits from customers of other financial institutions in an amount equal to the funds initially invested by the Town; and

c. Each such certificate of deposit is issued in an amount that is eligible for full FDIC insurance coverage for up to a maximum total of $50 million in qualified investments held.

Note 2. Deposits and Investments (Continued)

Investment Policy: (Continued)

12. Virginia Municipal League and Virginia Association of Counties (VML/VACo) – OPEB Trust Fund

Investments in VML/VACo are used for funding Other Post-Employment Benefits (OPEB). The VML/VACo Trust is the only pooled OPEB trust offered in Virginia. Trust participants receive professional investment management on par with the services provided by major pension funds. Investment decisions are made by the Board of Trustees.

The Town currently has $5,774,112 invested with VML/VACo OPEB Trust. The trust has not been assigned a rating as of June 30, 2013.

Credit Risk:

Credit risk is defined as the risk that an issuer or other counterparty to an investment will not fulfill its obligations. As of June 30, 2013, 78% of the Town's investments were invested in "AAAm" rated Money Market Funds. All credit ratings presented in this paragraph are Standard & Poor's ratings.

Interest Rate Risk:

Interest rate risk is defined as the risk that changes in interest rates will adversely affect the fair value of an investment. As a means of limiting exposure to fair value losses arising from increasing interest rates and to comply with the laws of the Commonwealth, the Town's policy limits the investment of funds to investments with a stated maturity of no more than five years from the date of purchase.

	Fair Value	Less Than 1 Year
LGIP	$ 13,584,578	$ 13,584,578
Certificates of deposit	5,700,000	5,700,000
SNAP	7,116,842	7,116,842

Note 3. Estimated Unbilled Revenue

Utilities Fund revenues are estimated at year-end for unbilled services rendered. The amounts are determined by estimating services rendered based on past services provided. At June 30, 2013, estimated unbilled services included in accounts receivable and revenue amounted to approximately $2.5 million.

Note 4. Receivables

Receivables at June 30, 2013 for the Town's individual major funds, including the applicable allowances for uncollectible accounts, are as follows:

	General Fund	Capital Projects Fund	Utilities Fund	Totals
Property taxes, including penalties	$ 6,980,783	$ -	$ -	$ 6,980,783
Utility taxes	254,865	-	-	254,865
Local taxes	1,442,338	-	-	1,442,338
Accounts	255,203	95,000	3,440,736	3,790,939
Gross receivables	8,933,189	95,000	3,440,736	12,468,925
Less allowance for uncollectible accounts	298,040	-	75,000	373,040
Net receivables	$ 8,635,149	$ 95,000	$ 3,365,736	$ 12,095,885

Governmental funds report deferred revenue in connection with receivables for revenues that are not considered to be available to liquidate liabilities of the current period. Governmental funds also defer revenue recognition in connection with resources that have been received, but not yet earned. At the end of the current fiscal year, the various components of deferred revenue and unearned revenue reported in the General Fund were as follows:

	Unavailable	Unearned
Delinquent property taxes receivable	$ 639,478	$ -
Advance collection of 2013-2014 taxes	-	119,530
2013-2014 property taxes receivable	-	5,481,338
Lease revenue	-	75,771
Business licenses receivable	-	48,131
Motor vehicle decal receivable	-	376,663
Capital projects	-	2,023,786
	$ 639,478	$ 8,125,219

The Capital Projects Fund reported unearned revenue of $2,023,786 in connection with contributions received in advance from Loudoun County for the County's share of capital projects undertaken by the Town.

The Town leases a portion of the Town's property at the airport to the federal government for the FAA/Automated Flight Services Station. In 2004, the FAA advanced the Town approximately $236,000 to assist with capital improvements of the facilities. The advance is being amortized over the remaining lease through April 2018, in which the Town is recognizing approximately $18,300 in income annually.

Note 5. Due From Other Governments

At June 30, 2013, amounts due from other governments were as follows:

General Fund:	
Commonwealth of Virginia:	
Local sales tax	$ 768,488
Other taxes and grants	121,950
Car rental tax	19,186
Communication sales and use	350,035
Department of Aviation	3,573
	1,263,232
Federal government:	
Department of Justice	15,865
Northern Virginia Cigarette Tax Board	91,721
Other governments	53,144
Total General Fund	$ 1,423,962
Capital Projects Fund:	
Commonwealth of Virginia:	
Virginia Department of Transportation	$ 2,207,178
Department of Aviation	108,980
	2,316,158
Federal government:	
Department of Aviation	5,300
Total Capital Projects Fund	$ 2,321,458

Note 6. Capital Assets

Capital asset activity for the year ended June 30, 2013 is as follows:

	Beginning Balance	Increases	Transfers/ (Deletions)/ Reclassifications	Ending Balance
Governmental activities:				
Capital assets, not being depreciated or amortized:				
Land	$ 53,146,767	$ 78,782	$ 312,322	$ 53,537,871
Construction in progress	15,707,939	11,883,945	(17,747,495)	9,844,389
Total capital assets, not being depreciated or amortized	68,854,706	11,962,727	(17,435,173)	63,382,260
Capital assets, being depreciated or amortized:				
Buildings and improvements	74,999,841	2,312,718	(176,073)	77,136,486
Furniture, equipment and software	5,635,552	623,831	242,329	6,501,712
Computer equipment and software	2,483,636	82,775	-	2,566,411
Vehicles	4,693,754	679,929	(224,685)	5,148,998
Infrastructure	65,593,827	3,133,205	488,998	69,216,030
Streets	144,712,322	255,530	16,346,556	161,314,408
Hangers	6,057,289	-	-	6,057,289
Runways	15,619,842	-	67,871	15,687,713
Terminals	6,677,993	-	-	6,677,993
Total capital assets being depreciated or amortized	326,474,056	7,087,988	16,744,996	350,307,040
Less accumulated depreciation and amortization for:				
Buildings and improvements	(19,959,942)	(2,393,172)	130,652	(22,222,462)
Furniture, equipment and software	(3,513,861)	(620,739)	203,650	(3,930,950)
Computer equipment and software	(1,709,083)	(295,787)	-	(2,004,870)
Vehicles	(3,262,249)	(348,507)	220,696	(3,390,060)
Infrastructure	(16,166,177)	(1,674,123)	-	(17,840,300)
Streets	(27,843,823)	(3,268,223)	-	(31,112,046)
Hangers	(1,623,259)	(101,175)	-	(1,724,434)
Runway	(5,095,986)	(5,921,343)	-	(11,017,329)
Terminals	(2,110,236)	(23,563)	-	(2,133,799)
Total accumulated depreciation and amortization	(81,284,616)	(14,646,632)	554,998	(95,376,250)
Total capital assets being depreciated or amortized, net	245,189,440	(7,558,644)	17,299,994	254,930,790
Governmental activities capital assets, net	$ 314,044,146	$ 4,404,083	$ (135,179)	$ 318,313,050

Note 6. Capital Assets (Continued)

Depreciation and amortization expense was charged to functions/programs of the governmental activities as follows:

Governmental activities:	
Legislative	$ 5,694
Executive	232,753
Finance	6,902
Public safety	580,502
Parks and recreation	539,976
Balch Library	151,568
Planning and zoning	803
Public works	6,723,120
Airport	6,405,314
Total depreciation and amortization expense - governmental activities	$ 14,646,632

	Beginning Balance	Increases	Transfers/ (Deletions)/ Reclassifications	Ending Balance
Business-type activities:				
Capital assets, not being depreciated or amortized:				
Land	$ 1,586,356	$ -	$ -	$ 1,586,356
Construction in progress	942,863	4,593,385	-	5,536,248
Total capital assets, not being depreciated or amortized	2,529,219	4,593,385	-	7,122,604
Capital assets, being depreciated or amortized:				
Water and sewer plant	115,748,497	107,300	-	115,855,797
Water and sewer lines	111,693,346	3,090,789	-	114,784,135
Furniture, equipment and software	1,108,044	46,155	-	1,154,199
Vehicles	2,401,438	120,229	(21,143)	2,500,524
Total capital assets being depreciated or amortized	230,951,325	3,364,473	(21,143)	234,294,655
Less accumulated depreciation and amortization for:				
Water and sewer plant	(24,786,611)	(2,166,780)	-	(26,953,391)
Water and sewer lines	(27,915,776)	(2,134,285)	-	(30,050,061)
Furniture, equipment and software	(1,024,487)	(42,204)	-	(1,066,691)
Vehicles	(1,903,524)	(84,667)	21,143	(1,967,048)
Total accumulated depreciation and amortization	(55,630,398)	(4,427,936)	21,143	(60,037,191)
Total capital assets being depreciated and amortized, net	175,320,927	(1,063,463)	-	174,257,464
Business-type activities capital assets, net	$ 177,850,146	$ 3,529,922	$ -	$ 181,380,068

Note 7. Long-Term Debt

General Obligation Bonds

The Town issues general obligation bonds to provide funds for the acquisition and construction of major capital facilities and for refunding of general obligation bonds. General obligation bonds have been issued for both general government and proprietary activities. These bonds are reported in the proprietary fund if they are expected to be repaid from proprietary fund revenues. General obligation bonds are direct obligations and pledge the full faith and credit of the Town.

Outstanding long-term debt at June 30, 2013 includes the following bond issues:

General Obligation Bonds:

$9,190,000, 2005 General Obligation Bonds, due in annual principal payments of $455,000 to $665,000 through January 2026, plus interest at 4.00% to 5.00%	$ 5,530,000
$20,035,000, 2006 General Obligation Refunding Bond Series B, due in annual installments of $445,000 to $2,295,000 through September 2026, plus interest at 4.125% to 5.00%	13,355,000
$55,660,000, 2006 “Double Barrel” General Obligation Public Utility Bonds, due in annual installments of $575,000 to $3,030,000 through July 2036, plus interest at 4.00% to 5.00%	46,085,000
$21,695,000, 2009 Build America Bonds (BABS) Taxable, due in annual installments of $210,000 to $1,300,000 through February 2039, plus interest at 3.04% to 6.31%	19,683,934
$6,320,000 2009 Build America Bonds (BABS) Tax-Exempt Refunding, due in annual installments of $850,000 to $935,000 through February 2017, plus interest at 3.00% to 4.00%	3,550,000
$26,990,000 2011 Series A General Obligation Tax-Exempt, due in annual installments of $145,000 to $4,040,000 through January 2041, plus interest at 2.00% to 5.00%	26,900,000
$3,880,000 2011 Series B General Obligation Taxable, due in annual installments of $695,000 to $1,250,000 through January 2020, plus interest at 2.585% to 3.721%	3,880,000

Note 7. Long-Term Debt (Continued)

Revenue Bonds:

$11,000,000, VRA 1999 Utility System Revenue Bonds, due in semi-annual installments of $391,534 beginning June 2015 through January 2021, including interest at 3.50%	$ 4,204,897
Plus unamortized premiums, discounts and deferred losses, net	946,941
Total bonded debt	$ 124,135,772

The Town also issues bonds where the Town pledges income derived from the acquired or constructed assets to pay debt service.

The Revenue Bonds constitute special obligations of the Town solely secured by a lien on and pledge of the net revenues of the water and sewer system. The revenue of the water and sewer system and the various special funds established by the bond covenants collateralizes the bonds. The covenants provide that the revenue of the system is to be used first to pay operating and maintenance expenses of the system and second to establish and maintain the revenue bond funds. Any remaining revenues may then be retained in a surplus account. The covenants also contain certain provisions, which require the Town to maintain revenues, as defined in the covenants of at least 1.25 times the annual debt service requirements. For fiscal year 2013, all revenue bond covenants were met.

The Double Barrel Bonds are secured by the Town's general obligation pledge as well as a pledge of utility revenues.

The allocation of debt to business-type and governmental activities net of premium, discount, and deferred loss is as follows:

Description	Business-Type Activities	Governmental Activities	Totals
Bonded Long-term Debt:			
1999 VRA utility revenue	$ 4,204,897	$ -	$ 4,204,897
2005 General obligation	-	5,530,000	5,530,000
2006 General obligation, Series B	-	13,355,000	13,355,000
2006 General obligation, Public Utility	46,085,000	-	46,085,000
2009 BABS, taxable	4,889,593	14,794,341	19,683,934
2009 BABS, tax-exempt	-	3,550,000	3,550,000
2011 Series A General obligation	11,120,000	15,780,000	26,900,000
2011 Series B General obligation	-	3,880,000	3,880,000
Total bonds payable	66,299,490	56,889,341	123,188,831
Plus: unamortized premiums	1,311,200	2,286,977	3,598,177
Less: deferred loss	(421,477)	(2,229,759)	(2,651,236)
Compensated absences	588,517	2,044,783	2,633,300
	$ 67,777,730	$ 58,991,342	$ 126,769,072

Note 7. Long-Term Debt (Continued)

The following is a summary of long-term liability activity of the Town for the year ended June 30, 2013:

	Beginning Balance	Additions	Retirements	Ending Balance	Due Within One Year
Governmental activities:					
Bonds payable	$ 59,915,619	$ -	$ (3,026,278)	$ 56,889,341	$ 1,799,341
Unamortized premiums	2,429,215	-	(142,238)	2,286,977	-
Deferred loss	(2,347,107)	-	117,348	(2,229,759)	-
Compensated absences	1,903,623	1,674,471	(1,533,311)	2,044,783	1,500,923
Governmental activities long-term activities	$ 61,901,350	$ 1,674,471	$ (4,584,479)	$ 58,991,342	$ 3,300,264

Annual requirements to amortize long-term debt and related interest payments are as follows:

Year Ending June 30,	Bonded Obligations Principal	Bonded Obligations Interest	Totals
2014	$ 1,799,341	$ 2,611,059	$ 4,410,400
2015	1,885,000	2,557,199	4,442,199
2016	1,740,000	2,488,951	4,228,951
2017	4,400,000	2,384,101	6,784,101
2018	4,590,000	2,187,151	6,777,151
2019-2023	23,810,000	7,829,342	31,639,342
2024-2028	13,920,000	2,970,020	16,890,020
2029-2032	4,745,000	406,857	5,151,857
	$ 56,889,341	$ 23,434,680	$ 80,324,021

	Beginning Balance	Additions	Retirements	Ending Balance	Due Within One Year
Business-type activities:					
Bonds payable	$ 67,014,490	$ -	$ (715,000)	$ 66,299,490	$ 790,000
Unamortized premiums	1,362,525	-	(51,325)	1,311,200	-
Deferred loss	(436,757)	-	15,280	(421,477)	-
Compensated absences	550,836	517,294	(479,613)	588,517	444,758
Business-type activities long-term liabilities	$ 68,491,094	$ 517,294	$ (1,230,658)	$ 67,777,730	$ 1,234,758

Note 7. Long-Term Debt (Continued)

Annual requirements to amortize long-term debt are as follows:

Year Ending June 30,	Bonded Obligations Principal	Bonded Obligations Interest	Totals
2014	$ 790,000	$ 2,976,992	$ 3,766,992
2015	1,102,948	2,948,744	4,051,692
2016	3,372,686	2,869,555	6,242,241
2017	3,495,730	2,747,911	6,243,641
2018	3,619,587	2,600,413	6,220,000
2019-2023	18,563,946	10,665,242	29,229,188
2024-2028	12,855,000	7,014,386	19,869,386
2029-2033	10,560,000	4,273,015	14,833,015
2034-2038	10,850,000	1,539,948	12,389,948
2039-2041	1,089,593	151,549	1,241,142
	$ 66,299,490	$ 37,787,755	$ 104,087,245

The legal debt margin for the Town mandated by the Commonwealth of Virginia is $619.7 million, which is computed based upon 10% of the assessed value on real estate subject to taxation less applicable bonded debt.

Note 8. Interfund Transfers

	General	Capital Projects	**Total Transferred Out**
Transfer from fund:			
Governmental activities:			
Capital Projects	$ 581,921	$ -	$ 581,921
Business-type activities:			
Utilities	1,873,943	33,553	1,907,496
Total transferred in	$ 2,455,864	$ 33,553	$ 2,489,417

The transfer from the Utilities Fund to the General Fund is for general administrative services performed by the general government.

The transfer from the Utilities Fund to the Capital Projects Fund is for project administrative services performed by the capital projects office.

The transfer from the Capital Projects Fund to the General Fund is to reimburse the General Fund for general administrative services performed by the general government.

Note 9. Commitments and Contingent Liabilities

Federal and State-Assisted Programs

The Town has received proceeds from several federal and state grant programs. Periodic audits of these grants are required and certain costs may be questioned as not being appropriate expenditures under the grant agreements. Such audits could result in the refund of grant monies to the grantor agencies. Management believes that any required refunds will be immaterial. Based on past experience, no provision has been made in the accompanying financial statements for the refund of grant monies.

At June 30, 2013, the Town was contractually obligated for $6.6 million to complete various construction projects within the Town. The funds for these improvements are expected to come from net asset reserves, the issuance of debt and state funding.

Note 10. Other Postemployment Benefits

Plan Description: The Town participates in the Retiree Healthcare and Life Insurance Benefit Programs which is a single employer benefit plan. Other postemployment benefits provided by the Town include Medicare health care benefits to retired employees and their dependents provided they satisfy one of the following requirements:

- General and Utilities Employees: Age 65 with 5 or more years of service and retired under the Virginia Retirement System
- Police Officers and Firefighters: Age 60 (or more) and have 5 years (or more) of Creditable Service, is no longer in service as a Police Officer or Firefighter and retired under the Virginia Retirement System
- Medically disabled and totally and permanently unable to work

The Town also provides healthcare benefits to the survivors of deceased employees and retired members.

Funding Policy: The Town establishes employer contribution rates for plan participants and determines how the Town's contribution will be funded as part of the budgetary process each year. Employees retiring under the state retirement system with a minimum of 10 years of Town service shall be eligible for supplemental Medicare insurance, in compliance with all state and federal law. Employees who retire with 20 or more years, at least 15 but less than 20 years, and at least 10 but less than 15 years of service will pay 10%, 50% and 75%, respectively, of the monthly health insurance premiums and supplemental Medicare insurance. Retired employees participating in the plan shall pay all additional premiums for spouse or dependent coverage requested. Employees retiring prior to December 31, 2002, with 20 or more years of service have 100% of their monthly health insurance premiums and supplemental medicare insurance paid by the Town. For employees hired after June 30, 2008, the health insurance costs are capped. This will require the Town to pay for increased premium costs for eligible retirees for the next 20 years. However, after that, new retirees will be responsible for all increases in premiums, shifting the cost of the premiums from the Town to the retiree.

The Town will pay between 25% and 90% of the premium for retirees based on years of service.

Note 10. Other Postemployment Benefits (Continued)

Annual OPEB cost and Net OPEB Obligation: In 2012, the Town had an actuarial valuation of post employment benefits performed as of July 1, 2011. The annual cost of the OPEB under GASB Statement No. 45 is called the annual required contribution or ARC. The phase-in of full funding cost for OPEB benefits is $1,722,800 and the annual benefit cost is $1,749,303 for 2013. The percentage of the annual OPEB cost contributed is 101.52%.

GASB Statement No. 45 does not require pre-funding of the OPEB liability. The Town has elected not to pre-fund all of the OPEB liability at this time. The Town anticipates continuing to fully fund the annual required contribution. The difference between the OPEB annual expense and cash payments for OPEB benefits is treated as a liability in the financial statements when the liability is not pre-funded. At June 30, 2013 the Town has recorded a liability of $1,464,172 on the Statement of Net Position and enterprise fund statements.

The Town is not required to contribute the ARC of the employer, an amount actuarially determined in accordance with the parameter of GASB Statement No. 45. The ARC represents a level of funding that, if paid on an on-going basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years. The following table shows a calculation of the net OPEB obligation at June 30, 2013:

	General	Utilities	Totals
ARC	$ 1,363,248	$ 359,552	$ 1,722,800
Interest on net OPEB obligation	88,476	23,335	111,811
Adjustment to ARC	(67,504)	(17,804)	(85,308)
Annual OPEB cost	1,384,220	365,083	1,749,303
Contributions made	(1,392,416)	(383,533)	(1,775,949)
Decrease in net OPEB obligation	(8,196)	(18,450)	(26,646)
Net OPEB obligation, beginning of year	1,123,655	367,163	1,490,818
Net OPEB obligation, end of year	$ 1,115,459	$ 348,713	$ 1,464,172

Trend Information

Three-year trend information is as follows:

Fiscal Year Ended	Annual OPEB Costs	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
June 30, 2013	$ 1,749,303	101.52%	$ 1,464,172
June 30, 2012	1,703,759	100.51%	1,490,818
June 30, 2011	1,505,128	88.15%	1,499,494

Note 10. Other Postemployment Benefits (Continued)

Funding Status and Funding Process: As of July 1, 2011, the most recent actuarial valuation date, the plan was partially funded. The actuarial value of the assets was $2,371,258 resulting in an unfunded actuarial accrued liability (UAAL) of $12,057,242.

Actuarial valuations of an on-going plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality and healthcare cost trend. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revisions as actual results are compared with past expectations and new estimates are made for the future. The schedule of funding progress, presented in the required supplementary information following the notes to the financial statements, present trend information that shows whether the actuarial value of the plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

The following table shows the funding progress for the Town.

Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability	Unfunded Actuarial Accrued Liability	Funded Ratio	Annual Covered Payroll	Unfunded Actuarial Accrued Liability as a Percentage of Covered Payroll
July 1, 2007	$ -	$ 11,225,000	$ 11,225,000	0.00%	$ 18,743,000	59.9%
July 1, 2009	213,704	12,996,203	12,782,499	1.6%	20,939,368	61.0%
July 1, 2011	2,371,258	14,428,500	12,057,242	16.4%	22,735,100	53.0%

Actuarial Methods and Assumptions: Projections of benefits for financial reporting purposes are based on the substantive plan (plan as understood by the employer and the plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and the plan members at that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with long-term perspective of the calculations.

The 2011 actuarial valuation determined the OPEB liability based on the entry age normal cost method. The actuarial assumptions include a discount rate of 7.5%, salary increases comprised of a wage inflation component of 3.75% and a seniority and merit component of .5% and an ultimate healthcare and dental trend rate of 5.0%. The unfunded liability is amortized over a period of 30 years as a level percentage of payroll on an open basis.

Note 11. Defined Benefit Pension Plan

Plan Description

Name of Plan: Virginia Retirement System (VRS)

Identification of Plan: Agent and Cost-Sharing Multiple-Employer Defined Benefit Pension Plan

Administering Entity: Virginia Retirement System (System)

All full-time, salaried permanent (professional) employees of public school divisions and employees of participating employers are automatically covered by VRS upon employment. Benefits vest after five years of service credit. Members earn one month of service credit for each month they are employed and their employer is paying into the VRS. Members are eligible to purchase prior public service, active duty military service, certain periods of leave and previously refunded VRS service as credit in their plan.

VRS administers two defined benefit plans for local government employees – Plan 1 and Plan 2:

- Members hired before July 1, 2010 and who have service credits before July 1, 2010 are covered under Plan 1. Non-hazardous duty members are eligible for an unreduced retirement benefit beginning at age 65 with at least five years of service credit or age 50 with at least 30 years of service credit. They may retire with a reduced benefit early at age 55 with at least five years of service credit or age 50 with at least 10 years of service credit.

- Members hired or rehired on or after July 1, 2010 and who have no service credits before July 1, 2010 are covered under Plan 2. Non-hazardous duty members are eligible for an unreduced benefit beginning at their normal social security retirement age with at least five years of service credit or when the sum of their age and service equals 90. They may retire with a reduced benefit as early as age 60 with at least five years of service credit.

- Eligible hazardous duty members in Plan 1 and Plan 2 are eligible for an unreduced benefit beginning at age 60 with at least 5 years of service credit or age 50 with at least 25 years of service credit. These members include sheriffs, deputy sheriffs and hazardous duty employees of political subdivisions that have elected to provide enhanced coverage for hazardous duty service. They may retire with a reduced benefit as early as age 50 with at least five years of service credit. All other provisions of the member's plan apply.

Note 11. Defined Benefit Pension Plan (Continued)

Plan Description (Continued)

The VRS Basic Benefit is a lifetime monthly benefit based on a retirement multiplier as a percentage of the member's average final compensation multiplied by the member's total service credit. Under Plan 1, average final compensation is the average of the member's 36 consecutive months of highest compensation. Under Plan 2, average final compensation is the average of the member's 60 consecutive months of highest compensation. The retirement multiplier for non-hazardous duty members is 1.70%. The retirement multiplier for sheriffs and regional jail superintendents is 1.85%. The retirement multiplier for eligible political subdivision hazardous duty employees other than sheriffs and jail superintendents is 1.70% or 1.85% as elected by the employer. The multiplier for Plan 2 members was reduced to 1.65% effective January 1, 2013 unless they are hazardous duty employees and their employeer has elected the enhanced retirement multiplier. At retirement, members can elect the Basic Benefit, the Survivor Option, a Partial Lump-Sum Option Payment (PLOP) or the Advance Pension Option. A retirement reduction factor is applied to the Basic Benefit amount for members electing the Survivor Option, PLOP or Advance Pension Option or those retiring with a reduced benefit.

Retirees are eligible for an annual cost-of-living adjustment (COLA) effective July 1 of the second calendar year of retirement. Under Plan 1, the COLA cannot exceed 5.00%; under Plan 2, the COLA cannot exceed 6.00%. During years of no inflation or deflation, the COLA is 0.00%. The VRS also provides death and disability benefits. Title 51.1 of the *Code of Virginia* (1950), as amended, assigns the authority to establish and amend benefit provisions to the General Assembly of Virginia.

The system issues a publicly available comprehensive annual financial report that includes financial statements and required supplementary information for VRS. A copy of the most recent report may be obtained from the VRS website at http://www.varetire.org/Pdf/Publications/2012-annual-report.pdf or by writing to the System's Chief Financial Officer at P.O. Box 2500, Richmond, VA, 23218-2500.

Funding Policy

Plan members are required by Title 51.1 of the *Code of Virginia* (1950), as amended, to contribute 5% of their compensation toward their retirement. This 5% member contribution has been assumed by the Town. In addition, for existing employees, the Town was required to begin making the employee pay the 5% member contribution. This could be phased in over a period up to five years and the Town is required to provide a salary increase equal to the amount of the increase in the employee-paid contribution. In addition, the Town is required to contribute the remaining amounts necessary to fund its participation in the VRS using the actuarial basis specified by the *Code of Virginia* and approved by the VRS Board of Trustees. The Town's contribution rate for the fiscal year ended June 30, 2013 was 13% of annual covered payroll, which includes the employee portion of 5%.

Note 11. Defined Benefit Pension Plan (Continued)

Annual Pension Cost (APC)

For fiscal year 2013, the Town's annual pension cost of $2,970,877 was equal to the Town's required and actual contributions, which includes the employee portion of 5%.

Three-year trend information for the Town is as follows:

Fiscal Year Ended	Annual Pension Cost (APC)	Percentage of APC Contributed	Net Pension Obligation
June 30, 2011	$ 2,872,482	100%	$ -
June 30, 2012	2,680,338	100%	-
June 30, 2013	2,970,877	100%	-

The fiscal year 2013 required contribution was determined as part of the June 30, 2011 actuarial valuation using the entry age actuarial cost method. The actuarial assumptions at June 30, 2011 included (a) an investment rate of return (net of administrative expenses) of 7.00%, (b) projected salary increases ranging from 3.75% to 5.60% per year for general government employees and 3.50% to 4.75% for employees eligible for enhanced benefits available to law enforcement officers, firefighters, and sheriffs, and (c) a cost-of-living adjustment of 2.5% per year. Both the investment rate of return and the projected salary increases include an inflation component of 2.50%. The actuarial value of the Town's assets is equal to the modified market value of assets. This method uses techniques that smooth the effects of short-term volatility in the market value of assets over a five-year period. The Town's unfunded actuarial accrued liability is being amortized as a level percentage of projected payrolls on an open basis. The remaining amortization period at June 30, 2011 for the Unfunded Actuarial Accrued Liability (UAAL) was 29 years.

Funded Status and Funding Progress

As of June 30, 2011, the most recent actuarial valuation date, the plan was 74.81% funded. The actuarial accrued liability for benefits was $73,022,589 and the actuarial value of assets was $54,626,621 resulting in an unfunded actuarial accrued liability (UAAL) of $18,395,968. The covered payroll (annual payroll of active employees covered by the plan) was $20,699,700, and ratio of the UAAL to the covered payroll was 88.86%.

The Schedule of Funding Progress, presented as required supplementary information following the notes to the financial statements, presents multi-year trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Note 12. Risk Management

The Town is exposed to various risks of losses related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. To reduce insurance costs and the need for self-insurance, the Town has joined with other municipalities in the Commonwealth of Virginia in several public entity risk pools that operate as common risk management and insurance programs for member municipalities. Settled claims from these risks did not exceed coverage in the three most recent fiscal years.

The Town also has coverage with the Virginia Municipal League (VML) for workers' compensation. Each member jointly and severally agrees to assume, pay and discharge any liability. The Town pays VML contributions and assessments based upon classifications and rates into a designated cash reserve fund out of which expenses of VML and claims and awards are to be paid. In the case for both pools, if the event of a loss deficit and depletion of all available excess insurance, the pools may assess all members in the proportion which the premium of each bears to the total premiums of all members in the year in which such deficit occurs.

The Town participates in the VML, which is a public entity risk pool that provides commercial general liability, property, automobile, and other types of insurance coverage to Virginia localities.

Note 13. Operating Leases

The Town leases various owned airport properties under non-cancelable operating leases. The leases provide for annual rental increases and pass-through of certain maintenance costs. The Town was contracted at June 30, 2013 with four significant leases, two expiring in June 2014, one in April 2018, and one in January 2026.

Year Ending June 30,		Rental Income
2014	$	161,579
2015		97,149
2016		97,149
2017		103,398
2018		91,708
2019-2023		114,237
2024-2026		57,118
	$	722,338

The Town leases office space for the Town's business incubator under a 60 month agreement which commenced on October 1, 2011 and expires September 30, 2015. The lease provides for 3% annual increases in base rent over the term of the lease, and the pass through of a proportionate share of the annual increases in common building expenses. Rent expense is reported under the Economic Development Operations Department of the Town.

Note 13. Operating Leases (Continued)

As of June 30, 2013, the minimum long-term lease commitment is shown below:

Year Ending June 30,		Rental Expense
2014	$	210,551
2015		216,867
2016		223,373
	$	650,791

Note 14. Pending GASB Statements

At June 30, 2013, the Governmental Accounting Standards Board (GASB) had issued the following statements not yet implemented by the Town. The statements which might impact the Town are as follows:

GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*, establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. This Statement also provides other financial reporting guidance related to the impact of the financial statement elements deferred outflows of resources and deferred inflows of resources, such as changes in the determination of the major fund calculations and limiting the use of the term deferred in financial statement presentations. Statement No. 65 will be effective for periods beginning after December 15, 2012.

GASB Statement No. 66, *Technical Corrections – 2012,* will improve accounting and financial reporting for a governmental financial reporting entity by resolving conflicting guidance that resulted from the issuance of two pronouncements, Statements No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions* and No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. Statement No. 66 will be effective for periods beginning after December 15, 2012.

GASB Statement No. 67, *Financial Reporting for Pension Plans, an amendment of GASB Statement No. 25,* will improve financial reporting by state and local government pension plans. Statement No. 67 will be effective for fiscal years beginning after June 15, 2013.

GASB Statement No. 68, *Accounting and Financial Reporting for Pensions,* will improve accounting and financial reporting by state and local governments for pensions. It also improves information provided by state and local governmental employers about financial support for pensions that is provided by other entities. Statement No. 68 will be effective for fiscal years beginning after June 15, 2014.

Note 14. Pending GASB Statements (Continued)

GASB Statement No. 69, *Government Combinations and Disposals of Government Operations*, establishes accounting and financial reporting standards related to government combinations and disposals of government operations. The requirements of this Statement are effective for government combinations and disposals of government operations occurring in financial reporting periods beginning after December 15, 2013, and should be applied on a prospective basis.

GASB Statement No. 70, *Accounting and Financial Reporting for Nonexchange Financial Guarantees*, requires a government that extends a nonexchange financial guarantee to recognize a liability when qualitative factors and historical data, if any, indicate that it is more likely than not that the government will be required to make a payment on the guarantee. The provisions of this Statement are effective for reporting periods beginning after June 15, 2013.

The Town has reviewed these statements and is in the process of determing the full effect these GASB Statements will have on its financial statements.

Note 15. Change in Accounting Estimate

Effective July 1, 2012, the Town elected to change the estimated useful service life of the Town's runways maintained at the airport from 50 to 20 years. The effect of this change resulted in an additional $5.6 million of depreciation expense recognized by the Town in the Statement of Activities for the airport.

REQUIRED SUPPLEMENTARY INFORMATION

TOWN OF LEESBURG, VIRGINIA

SCHEDULE OF FUNDING PROGRESS - VIRGINIA RETIREMENT SYSTEM

Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability	Unfunded Actuarial Accrued Liability	Funded Ratio	Covered Payroll	Unfunded Actuarial Accrued Liability as a Percentage of Covered Payroll
June 30, 2012	$ 54,626,621	$ 73,022,589	$ 18,395,968	74.81%	$ 20,699,700	88.86%
June 30, 2011	52,990,905	68,374,294	15,383,389	77.50%	21,930,184	70.15%
June 30, 2010	49,891,563	63,664,902	13,773,339	78.37%	22,483,508	61.26%

SCHEDULE OF FUNDING PROGRESS - OTHER POSTEMPLOYMENT BENEFITS

Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability	Unfunded Actuarial Accrued Liability	Funded Ratio	Covered Payroll	Unfunded Actuarial Accrued Liability as a Percentage of Covered Payroll
July 1, 2007	$ -	$ 11,225,000	$ 11,225,000	0.00%	$ 18,743,000	59.9%
July 1, 2009	213,704	12,996,203	12,782,499	1.6%	20,939,368	61.0%
July 1, 2011	2,371,258	14,428,500	12,057,242	16.4%	22,735,100	53.0%

SCHEDULE OF EMPLOYER CONTRIBUTIONS - OTHER POSTEMPLOYMENT BENEFITS

Fiscal Year Ended June 30,	Annual Required Contribution	Percentage Contributed
2011	$ 1,485,844	89.30%
2012	1,677,100	102.11%
2013	1,749,303	101.52%

SUPPLEMENTAL SCHEDULES

TOWN OF LEESBURG, VIRGINIA **Exhibit A-1**

GENERAL FUND
COMPARATIVE BALANCE SHEETS
June 30, 2013
(With Comparative Totals for 2012)

	2013	2012
ASSETS		
Cash, cash equivalents, and temporary cash investments	**$ 17,716,512**	$ 15,961,088
Receivables, net:		
Property taxes, including penalties	**6,730,783**	6,483,480
Utility taxes	**254,865**	121,782
Local taxes	**1,442,338**	1,451,437
Accounts	**207,163**	220,533
Accrued interest	**6,136**	28,065
Due from other governments	**1,423,962**	2,007,782
Lease deposit	**153,473**	151,402
Restricted cash	**867,790**	863,867
Total assets	**$ 28,803,022**	$ 27,289,436
LIABILITIES		
Accounts payable	**$ 920,423**	$ 878,964
Accrued payroll	**868,476**	651,642
Other accrued liabilities	**141,888**	178,503
Customer deposits	**224,335**	226,681
Performance bonds	**1,736,878**	1,507,530
Deferred revenues	**6,740,911**	6,696,572
Total liabilities	**10,632,911**	10,139,892
FUND BALANCE		
Nonspendable		
Lease deposit	**153,473**	151,402
Restricted		
Balch Library	**730,755**	729,481
Parks and recreation (Symmington)	**50,521**	50,521
Police	**50,040**	47,450
Assigned		
Debt service reserve	**4,352,804**	3,400,000
Capital asset reserve	**1,464,809**	1,971,375
Expenditures designated for future years	**1,326,596**	1,403,382
Unassigned	**10,041,113**	9,395,933
Total fund balance	**18,170,111**	17,149,544
Total liabilities and fund balance	**$ 28,803,022**	$ 27,289,436

TOWN OF LEESBURG, VIRGINIA

Exhibit A-2
Page 1

GENERAL FUND
SCHEDULE OF REVENUES AND OTHER FINANCING SOURCES - BUDGET AND ACTUAL
Year Ended June 30, 2013

	Budgeted Amounts		Actual	Variance with Final Budget Over
	Original	Final	Amounts	(Under)
Revenue from local sources:				
General property taxes:				
Real estate taxes:				
Current	$ 11,314,910	$ 11,314,910	$ 11,190,215	$ (124,695)
Delinquent	100,000	100,000	71,419	(28,581)
Personal property taxes:				
Current	1,540,000	1,540,000	1,862,937	322,937
Delinquent	60,000	60,000	145,393	85,393
Public service corporation taxes	227,000	227,000	214,982	(12,018)
Penalties and interest	122,000	122,000	121,139	(861)
Total general property taxes	13,363,910	13,363,910	13,606,085	242,175
Other local taxes:				
Utility	1,540,000	1,540,000	1,546,528	6,528
Daily rental	17,230	17,230	7,029	(10,201)
Cable TV franchise	135,000	135,000	170,620	35,620
Meals	3,700,000	3,700,000	4,695,048	995,048
Bank franchise	765,000	765,000	744,156	(20,844)
Telecommunication	150,000	150,000	211,987	61,987
Cigarette	1,150,000	1,150,000	1,047,206	(102,794)
Sales and use	4,200,000	4,200,000	4,407,688	207,688
Business and occupational licenses	2,958,000	2,958,000	3,072,266	114,266
Motor vehicle licenses	785,000	785,000	753,280	(31,720)
Transient occupancy	580,000	580,000	671,353	91,353
Total other local taxes	15,980,230	15,980,230	17,327,161	1,346,931
Permits, fees and licenses:				
Zoning, subdivision and development fees	550,000	550,000	311,862	(238,138)
Permits	-	-	79,545	79,545
Total permits, fees and licenses	550,000	550,000	391,407	(158,593)
Fines and forfeitures:				
Police forfeiture	-	-	14,710	14,710
Traffic fines	350,000	350,000	452,797	102,797
Parking fines	110,000	110,000	76,904	(33,096)
Total fines and forfeitures	460,000	460,000	544,411	84,411
Use of money and property:				
Interest	70,000	70,000	47,496	(22,504)
Parking meters	60,000	60,000	55,684	(4,316)
Sales of surplus property	30,000	30,000	102,480	72,480
Parking facility revenues	80,000	80,000	104,452	24,452
Rentals and fees	1,076,000	1,076,000	1,135,191	59,191
Total use of money and property	1,316,000	1,316,000	1,445,303	129,303

GENERAL FUND
SCHEDULE OF REVENUES AND OTHER FINANCING SOURCES - BUDGET AND ACTUAL
Year Ended June 30, 2013

	Budgeted Amounts		Actual	Variance with Final Budget Over
	Original	Final	Amounts	(Under)
Revenue from local sources: (Continued)				
Charges for services:				
Publications	$ 4,000	$ 4,000	$ 2,213	$ (1,787)
Fingerprinting	4,500	4,500	4,389	(111)
Extradition	5,000	5,000	15,056	10,056
Parks and recreation user fees	4,903,620	4,903,620	4,785,743	(117,877)
Total charges for services	4,917,120	4,917,120	4,807,401	(109,719)
Contributions	7,000	7,000	1,843	(5,157)
Miscellaneous	798,870	798,870	945,249	146,379
Total revenues from local sources	37,393,130	37,393,130	39,068,860	1,675,730
Intergovernmental:				
Revenue from the Commonwealth:				
Non-categorical aid:				
Motor vehicles tax	-	-	346	346
Rental car tax	97,000	97,000	126,178	29,178
Mobile home titling tax	-	-	315	315
Personal property tax relief	1,468,941	1,468,941	1,468,941	-
Communication sales and use	2,260,000	2,260,000	2,213,949	(46,051)
Total non-categorical aid	3,825,941	3,825,941	3,809,729	(16,212)
Categorical aid:				
VA Commission for the Arts	5,000	5,000	5,000	-
State fire programs funds	100,000	100,000	121,544	21,544
Law enforcement assistance	829,288	829,288	829,288	-
Highway maintenance	2,962,070	2,962,070	3,023,654	61,584
Department of Aviation	20,000	20,000	135,711	115,711
Litter prevention and recycling	-	-	10,281	10,281
Disaster Grant - Public Assistance	25,000	25,000	12,086	(12,914)
Total categorical aid	3,941,358	3,941,358	4,137,564	196,206
Total revenue from the Commonwealth	7,767,299	7,767,299	7,947,293	179,994
Revenue from the federal government:				
Categorical aid:				
Bulletproof Vest Grant	-	-	3,929	3,929
Gang Officer	-	-	15,125	15,125
Violence Against Women	32,000	32,000	-	(32,000)
Byrne Formula Grant	-	-	60,504	60,504
Total categorical aid	32,000	32,000	79,558	47,558
Total revenue from the federal government	32,000	32,000	79,558	47,558
Total intergovernmental	7,799,299	7,799,299	8,026,851	227,552
Total revenues	45,192,429	45,192,429	47,095,711	1,903,282

TOWN OF LEESBURG, VIRGINIA

Exhibit A-2
Page 3

GENERAL FUND
SCHEDULE OF REVENUES AND OTHER FINANCING SOURCES - BUDGET AND ACTUAL
Year Ended June 30, 2013

	Budgeted Amounts		Actual	Variance with Final Budget
	Original	Final	Amounts	Over (Under)
Other financing sources:				
Transfers in	$ 2,455,864	$ 2,455,864	$ 2,455,864	$ -
Total other financing sources	2,455,864	2,455,864	2,455,864	-
Total General Fund revenues and other financing sources	$ 47,648,293	$ 47,648,293	$ 49,551,575	$ 1,903,282

TOWN OF LEESBURG, VIRGINIA

Exhibit A-3
Page 1

GENERAL FUND
SCHEDULE OF EXPENDITURES AND OTHER FINANCING USES - BUDGET AND ACTUAL
Year Ended June 30, 2013

	Budgeted Amounts		Actual	Variance with Final Budget
	Original	Final	Amounts	Over (Under)
Legislative:				
Town council:				
Personnel services	$ 60,820	$ 60,820	$ 65,824	$ 5,004
Contractual services	120,916	123,842	111,245	(12,597)
Materials and supplies	1,200	800	514	(286)
Transfer payments	634,905	635,905	635,905	-
Continuous charges	16,119	16,119	13,519	(2,600)
	-	1,600	1,593	(7)
Total town council	833,960	839,086	828,600	(10,486)
Clerk of council:				
Personnel services	115,565	115,565	109,138	(6,427)
Contractual services	22,046	11,126	9,346	(1,780)
Materials and supplies	1,200	1,200	1,578	378
Continuous charges	1,250	1,250	1,018	(232)
Total clerk of council	140,061	129,141	121,080	(8,061)
Total legislative	974,021	968,227	949,680	(18,547)
Executive:				
Town manager:				
Personnel services	952,610	938,610	927,433	(11,177)
Contractual services	33,686	86,113	79,950	(6,163)
Materials and supplies	7,776	9,441	8,911	(530)
Transfer payments	70,232	3,535	3,443	(92)
Continuous charges	11,090	9,857	8,641	(1,216)
Capital outlay	-	1,800	1,026	(774)
Total town manager	1,075,394	1,049,356	1,029,404	(19,952)
Public arts commission:				
Personnel services	4,520	4,520	4,427	(93)
Contractual services	1,850	1,850	994	(856)
Materials and supplies	150	150	-	(150)
Total public arts commission	6,520	6,520	5,421	(1,099)
Human resources:				
Personnel services	416,689	437,689	470,282	32,593
Contractual services	88,725	88,939	44,882	(44,057)
Materials and supplies	4,341	4,362	3,516	(846)
Continuous charges	5,110	5,077	4,671	(406)
Total human resources	514,865	536,067	523,351	(12,716)
Information technology operations:				
Personnel services	584,713	594,713	603,848	9,135
Contractual services	403,203	470,444	432,882	(37,562)
Materials and supplies	18,800	8,165	7,664	(501)
Continuous charges	2,357	3,522	2,095	(1,427)
Capital outlay	194,460	362,223	185,086	(177,137)
Total information technology operations	1,203,533	1,439,067	1,231,575	(207,492)

GENERAL FUND
SCHEDULE OF EXPENDITURES AND OTHER FINANCING USES - BUDGET AND ACTUAL
Year Ended June 30, 2013

	Budgeted Amounts		Actual	Variance with Final Budget
	Original	Final	Amounts	Over (Under)
Executive: (Continued)				
Information technology commission:				
Personnel services	$ 4,520	$ 4,520	$ 4,010	$ (510)
Contractual services	1,900	1,900	-	(1,900)
Materials and supplies	100	100	9	(91)
Total information technology commission	6,520	6,520	4,019	(2,501)
Economic development operations:				
Personnel services	195,523	195,523	196,486	963
Contractual services	108,585	80,710	59,663	(21,047)
Materials and supplies	17,400	17,400	9,389	(8,011)
Continuous charges	301,400	301,400	280,479	(20,921)
Capital outlay	-	6,976	2,697	(4,279)
Total economic development operations	622,908	602,009	548,714	(53,295)
Economic development commission:				
Personnel services	4,520	4,520	2,908	(1,612)
Contractual services	1,200	1,200	242	(958)
Total economic development commission	5,720	5,720	3,150	(2,570)
Non-departmental				
Salary savings	42,756	802	-	(802)
Total non-departmental	42,756	802	-	(802)
Total executive	3,478,216	3,646,061	3,345,634	(300,427)
Legal:				
Town attorney:				
Personnel services	408,753	448,753	451,617	2,864
Contractual services	39,233	70,297	58,932	(11,365)
Materials and supplies	4,500	4,806	4,087	(719)
Continuous charges	2,452	2,257	2,072	(185)
Capital outlay	-	2,544	506	(2,038)
Total legal	454,938	528,657	517,214	(11,443)
Finance:				
Personnel services	1,889,603	1,840,603	1,849,785	9,182
Contractual services	332,521	330,368	288,956	(41,412)
Materials and supplies	28,650	18,801	13,839	(4,962)
Continuous charges	12,479	15,382	13,254	(2,128)
Capital outlay	-	68,317	30,373	(37,944)
Total finance	2,263,253	2,273,471	2,196,207	(77,264)
Public Safety:				
Administrative support:				
Personnel services	1,041,316	1,041,316	1,096,354	55,038
Contractual services	425,602	415,075	345,934	(69,141)
Materials and supplies	77,550	105,646	116,268	10,622
Continuous charges	190,107	185,107	169,210	(15,897)
Capital outlay	15,000	691,880	644,302	(47,578)
Total administrative support	1,749,575	2,439,024	2,372,068	(66,956)
Patrol operations:				
Personnel services	5,514,224	5,509,224	5,275,653	(233,571)
Contractual services	15,860	22,761	16,899	(5,862)
Materials and supplies	115,850	113,696	88,528	(25,168)
Capital outlay	-	12,492	23,327	10,835
Total patrol operations	5,645,934	5,658,173	5,404,407	(253,766)

GENERAL FUND
SCHEDULE OF EXPENDITURES AND OTHER FINANCING USES - BUDGET AND ACTUAL
Year Ended June 30, 2013

	Budgeted Amounts		Actual	Variance with Final Budget Over
	Original	Final	Amounts	(Under)
Public Safety: (Continued)				
Criminal investigations:				
Personnel services	$ 1,487,555	$ 1,456,555	$ 1,381,865	$ (74,690)
Contractual services	16,810	16,107	12,437	(3,670)
Materials and supplies	14,500	14,500	7,329	(7,171)
Continuous charges	46,531	37,293	30,328	(6,965)
Capital outlay	-	5,881	5,881	-
Total criminal investigations	1,565,396	1,530,336	1,437,840	(92,496)
Community services:				
Personnel services	1,504,981	1,559,981	1,568,466	8,485
Contractual services	7,300	9,800	5,397	(4,403)
Materials and supplies	24,950	24,950	22,075	(2,875)
Continuous charges	47,506	47,506	45,869	(1,637)
Total community services	1,584,737	1,642,237	1,641,807	(430)
Information services:				
Personnel services	1,404,615	1,404,615	1,435,691	31,076
Contractual services	165,191	155,372	146,858	(8,514)
Materials and supplies	9,650	9,650	3,510	(6,140)
Continuous charges	20,596	20,596	5,954	(14,642)
Capital outlay	4,250	4,250	-	(4,250)
Total information services	1,604,302	1,594,483	1,592,013	(2,470)
Citizens' support team:				
Contractual services	1,060	1,060	805	(255)
Materials and supplies	1,545	1,303	1,086	(217)
Continuous charges	1,298	1,540	1,540	-
Total citizens' support team	3,903	3,903	3,431	(472)
Fire and rescue:				
Transfer payments	100,000	100,000	100,000	-
Total fire and rescue	100,000	100,000	100,000	-
Total public safety	12,253,847	12,968,156	12,551,566	(416,590)
Public works:				
Public works administration:				
Personnel services	556,136	556,136	552,644	(3,492)
Contractual services	6,930	7,290	5,315	(1,975)
Materials and supplies	2,900	2,842	1,416	(1,426)
Continuous charges	31,139	30,882	30,579	(303)
Public works administration	597,105	597,150	589,954	(7,196)
Engineering and inspections:				
Personnel services	488,708	520,708	526,051	5,343
Contractual services	46,290	144,097	48,959	(95,138)
Materials and supplies	4,935	5,935	3,493	(2,442)
Total engineering and inspections	539,933	670,740	578,503	(92,237)
Streets and grounds maintenance:				
Personnel services	2,302,277	2,302,277	2,313,601	11,324
Contractual services	1,059,630	1,130,091	1,073,183	(56,908)
Materials and supplies	198,405	221,558	138,238	(83,320)
Continuous charges	115,480	75,292	38,916	(36,376)
Capital outlay	400	394,477	380,543	(13,934)
Total streets and grounds maintenance	3,676,192	4,123,695	3,944,481	(179,214)

GENERAL FUND
SCHEDULE OF EXPENDITURES AND OTHER FINANCING USES - BUDGET AND ACTUAL
Year Ended June 30, 2013

	Budgeted Amounts		Actual	Variance with Final Budget Over
	Original	Final	Amounts	(Under)
Public works: (Continued)				
Building maintenance:				
Personnel services	$ 367,800	$ 367,800	$ 393,742	$ 25,942
Contractual services	377,890	324,891	250,447	(74,444)
Materials and supplies	51,100	140,778	120,863	(19,915)
Continuous charges	149,484	144,281	140,344	(3,937)
Capital outlay	20,000	561,455	525,695	(35,760)
Total building maintenance	966,274	1,539,205	1,431,091	(108,114)
Fleet maintenance:				
Personnel services	671,176	671,176	677,985	6,809
Contractual services	38,900	38,900	38,967	67
Materials and supplies	196,810	196,810	201,824	5,014
Claims and settlements	10,000	33,251	32,874	(377)
Continuous charges	612,744	491,597	434,888	(56,709)
Capital outlay	-	23,603	17,721	(5,882)
Total fleet maintenance	1,529,630	1,455,337	1,404,259	(51,078)
Refuse collection and recycling:				
Contractual services	2,772,684	2,742,434	2,715,400	(27,034)
Materials and supplies	9,000	14,200	14,170	(30)
Total refuse collection and recycling	2,781,684	2,756,634	2,729,570	(27,064)
Street lighting:				
Personnel services	343,454	343,454	330,924	(12,530)
Contractual services	71,600	63,175	46,420	(16,755)
Materials and supplies	29,300	43,700	31,486	(12,214)
Continuous charges	452,219	518,679	518,153	(526)
Capital outlay	46,000	46,150	5,634	(40,516)
Total street lighting	942,573	1,015,158	932,617	(82,541)
Regional transportation:				
Grants and contributions	241,030	241,030	241,030	-
Total regional transportation	241,030	241,030	241,030	-
Total public works	11,274,421	12,398,949	11,851,505	(547,444)
Parks and recreation:				
Parks and recreation administration:				
Personnel services	560,616	585,616	599,945	14,329
Contractual services	16,170	62,668	39,316	(23,352)
Materials and supplies	4,000	3,990	3,958	(32)
Continuous charges	26,980	38,207	36,649	(1,558)
Total parks and recreation administration	607,766	690,481	679,868	(10,613)
Parks:				
Personnel services	757,623	757,623	764,352	6,729
Contractual services	104,715	45,895	30,601	(15,294)
Materials and supplies	128,820	95,278	105,583	10,305
Continuous charges	147,160	166,180	166,352	172
Capital outlay	10,000	190,327	133,823	(56,504)
Total parks	1,148,318	1,255,303	1,200,711	(54,592)

GENERAL FUND
SCHEDULE OF EXPENDITURES AND OTHER FINANCING USES - BUDGET AND ACTUAL
Year Ended June 30, 2013

	Budgeted Amounts		Actual	Variance with Final Budget
	Original	Final	Amounts	Over (Under)
Parks and recreation: (Continued)				
Recreation programs administration:				
Personnel services	$ 199,230	$ 199,230	$ 200,975	$ 1,745
Contractual services	84,013	82,696	79,451	(3,245)
Materials and supplies	2,000	400	42	(358)
Total recreation programs administration	285,243	282,326	280,468	(1,858)
Ida Lee recreation center:				
Personnel services	1,180,601	1,167,601	1,165,801	(1,800)
Contractual services	338,071	509,976	368,601	(141,375)
Materials and supplies	57,518	58,818	63,427	4,609
Continuous charges	318,017	240,887	234,913	(5,974)
Capital outlay	-	5,764	6,773	1,009
Total Ida Lee recreation center	1,894,207	1,983,046	1,839,515	(143,531)
Fitness programs:				
Personnel services	354,544	433,544	432,853	(691)
Contractual services	31,132	18,873	18,649	(224)
Materials and supplies	6,600	6,978	7,562	584
Capital outlay	-	17,133	17,133	-
Total fitness programs	392,276	476,528	476,197	(331)
Community outreach:				
Personnel services	161,422	161,422	152,811	(8,611)
Contractual services	16,330	21,705	14,572	(7,133)
Materials and supplies	5,500	5,750	3,696	(2,054)
Total community outreach	183,252	188,877	171,079	(17,798)
Aquatics:				
Personnel services	1,062,571	1,062,571	1,060,660	(1,911)
Contractual services	9,725	17,329	16,992	(337)
Materials and supplies	47,930	42,708	42,302	(406)
Total aquatics	1,120,226	1,122,608	1,119,954	(2,654)
Sport programs:				
Personnel services	144,421	157,231	146,173	(11,058)
Contractual services	466	466	322	(144)
Materials and supplies	18,300	18,800	15,108	(3,692)
Total sport programs	163,187	176,497	161,603	(14,894)
Recreation classes:				
Personnel services	150,605	130,795	130,548	(247)
Contractual services	5,441	14,319	13,510	(809)
Materials and supplies	7,125	3,509	3,975	466
Total recreation classes	163,171	148,623	148,033	(590)
Special events:				
Personnel services	85,631	85,631	83,187	(2,444)
Contractual services	192,765	234,570	171,852	(62,718)
Materials and supplies	40,879	76,029	49,470	(26,559)
Total special events	319,275	396,230	304,509	(91,721)
Tennis court complex:				
Personnel services	338,701	364,701	376,396	11,695
Contractual services	18,225	19,225	12,200	(7,025)
Materials and supplies	19,800	19,800	16,693	(3,107)
Continuous charges	64,000	59,700	59,750	50
Capital outlay	-	60,000	-	(60,000)
Total tennis court complex	440,726	523,426	465,039	(58,387)

GENERAL FUND
SCHEDULE OF EXPENDITURES AND OTHER FINANCING USES - BUDGET AND ACTUAL
Year Ended June 30, 2013

	Budgeted Amounts		Actual	Variance with Final Budget Over
	Original	Final	Amounts	(Under)
Parks and recreation: (Continued)				
Camp programs:				
Personnel services	$ 98,816	$ 98,816	$ 80,190	$ (18,626)
Contractual services	15,200	15,859	15,617	(242)
Materials and supplies	7,500	7,500	7,527	27
Total camp programs	121,516	122,175	103,334	(18,841)
Preschool childcare programs:				
Personnel services	98,761	105,761	105,911	150
Contractual services	2,016	2,141	1,383	(758)
Materials and supplies	3,570	3,520	3,298	(222)
Total preschool childcare programs	104,347	111,422	110,592	(830)
Outdoor pool:				
Personnel services	330,643	305,643	303,126	(2,517)
Contractual services	21,435	25,673	28,454	2,781
Materials and supplies	34,480	39,685	33,914	(5,771)
Continuous charges	25,000	25,000	27,046	2,046
Total outdoor pool	411,558	396,001	392,540	(3,461)
Parks and recreation commission:				
Personnel services	4,520	4,520	3,979	(541)
Total parks and recreation commission	4,520	4,520	3,979	(541)
Tree commission:				
Personnel services	4,520	4,520	3,316	(1,204)
Contractual services	5,000	1,900	1,895	(5)
Total tree commission	9,520	6,420	5,211	(1,209)
Total parks and recreation	7,369,108	7,884,483	7,462,632	(421,851)
Balch Library:				
Library operations:				
Personnel services	325,818	334,818	345,291	10,473
Contractual services	39,624	41,193	34,898	(6,295)
Materials and supplies	40,004	38,930	33,117	(5,813)
Continuous charges	22,988	21,831	20,026	(1,805)
Capital outlay	-	1,794	1,793	(1)
Total library operations	428,434	438,566	435,125	(3,441)
Library advisory commission:				
Personnel services	4,520	4,520	3,979	(541)
Contractual services	1,000	1,000	729	(271)
Materials and supplies	350	350	224	(126)
Total library advisory commission	5,870	5,870	4,932	(938)
Total Balch Library	434,304	444,436	440,057	(4,379)
Planning and zoning:				
Planning and zoning operations:				
Personnel services	1,381,449	1,395,549	1,406,244	10,695
Contractual services	29,215	25,710	13,491	(12,219)
Materials and supplies	7,505	7,913	5,212	(2,701)
Continuous charges	9,794	11,537	8,392	(3,145)
Capital outlay	-	1,736	1,966	230
Total planning and zoning operations	1,427,963	1,442,445	1,435,305	(7,140)

GENERAL FUND
SCHEDULE OF EXPENDITURES AND OTHER FINANCING USES - BUDGET AND ACTUAL
Year Ended June 30, 2013

	Budgeted Amounts		Actual	Variance with Final Budget
	Original	Final	Amounts	Over (Under)
Planning and zoning: (Continued)				
Planning commission:				
Personnel services	$ 22,775	$ 22,775	$ 23,090	$ 315
Contractual services	3,000	2,975	2,544	(431)
Materials and supplies	250	250	294	44
Total planning commission	26,025	26,000	25,928	(72)
Board of zoning appeals:				
Personnel services	3,230	3,230	323	(2,907)
Contractual services	500	500	17	(483)
Total board of zoning appeals	3,730	3,730	340	(3,390)
Board of architectural review:				
Personnel services	22,775	22,775	20,629	(2,146)
Contractual services	2,000	3,102	1,771	(1,331)
Materials and supplies	500	500	528	28
Total board of architectural review	25,275	26,377	22,928	(3,449)
Environmental advisory commission:				
Personnel services	4,520	4,520	2,343	(2,177)
Contractual services	2,000	2,600	2,013	(587)
Materials and supplies	500	500	149	(351)
Total environmental advisory commission	7,020	7,620	4,505	(3,115)
Total planning and zoning	1,490,013	1,506,172	1,489,006	(17,166)
Plan review:				
Personnel services	1,246,652	1,246,652	1,245,203	(1,449)
Contractual services	63,596	255,179	40,914	(214,265)
Materials and supplies	8,430	8,580	2,696	(5,884)
Continuous charges	7,415	9,460	6,372	(3,088)
Capital outlay	1,000	1,600	600	(1,000)
Total plan review	1,327,093	1,521,471	1,295,785	(225,686)
Airport:				
Personnel services	250,258	265,258	286,594	21,336
Contractual services	167,484	381,506	307,581	(73,925)
Materials and supplies	22,900	30,720	27,163	(3,557)
Continuous charges	119,867	111,703	85,601	(26,102)
Total airport	560,509	789,187	706,939	(82,248)
Debt service:				
Principal	3,026,278	3,026,278	3,026,278	-
Interest and fiscal charges	2,698,500	2,698,500	2,698,505	5
Total debt service	5,724,778	5,724,778	5,724,783	5
Total expenditures	47,604,501	50,654,048	48,531,008	(2,123,040)
Total General Fund expenditures and other financing uses	$ 47,604,501	$ 50,654,048	$ 48,531,008	$ (2,123,040)

TOWN OF LEESBURG, VIRGINIA **Exhibit B-1**

UTILITIES FUND
COMPARATIVE STATEMENTS OF NET POSITION
June 30, 2013
(With Comparative Totals for 2012)

	2013	2012
ASSETS		
Current Assets:		
Cash, cash equivalents, and temporary cash investments	**$ 15,433,319**	$ 16,975,140
Accounts receivable, net	**3,365,736**	3,545,722
Inventory	**305,622**	285,082
Prepaid health insurance	**2,967**	-
Restricted cash	**-**	1,376,295
Total current assets	**19,107,644**	22,182,239
Noncurrent Assets:		
Deferred charges	**374,369**	389,639
Capital assets:		
Land	**1,586,356**	1,586,356
Water and sewer plant	**115,855,797**	115,748,497
Water and sewer lines	**114,784,135**	111,693,346
Furniture, equipment and software	**1,154,199**	1,108,044
Vehicles	**2,500,524**	2,401,438
Construction in progress	**5,536,248**	942,863
Less: accumulated depreciation and amortization	**(60,037,191)**	(55,630,398)
Total capital assets, net	**181,380,068**	177,850,146
Total noncurrent assets	**181,754,437**	178,239,785
Total assets	**200,862,081**	200,422,024
LIABILITIES		
Current Liabilities:		
Accounts payable	**507,277**	603,736
Accrued payroll	**196,874**	207,868
Accrued interest	**1,424,993**	1,209,231
Compensated absences	**444,758**	452,657
Retainage payable	**241,460**	48,567
Bonds payable	**790,000**	625,000
Customer deposits and contingent charges	**850,112**	846,102
Total current liabilities	**4,455,474**	3,993,161
Noncurrent Liabilities:		
Compensated absences	**143,759**	98,179
Other postemployment benefits	**348,713**	367,163
Bonds payable, net	**66,399,213**	67,315,258
Total noncurrent liabilities	**66,891,685**	67,780,600
Total liabilities	**71,347,159**	71,773,761
NET POSITION		
Net investment in capital assets	**114,190,855**	111,237,616
Unrestricted	**15,324,067**	17,410,647
Total net position	**$ 129,514,922**	$ 128,648,263

TOWN OF LEESBURG, VIRGINIA **Exhibit B-2**

UTILITIES FUND
COMPARATIVE STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
Year Ended June 30, 2013
(With Comparative Totals for 2012)

		2013		2012
Operating Revenues:				
Charges for services	**$**	**15,225,178**	$	15,053,935
Other		**411,370**		350,704
Total operating revenues		**15,636,548**		15,404,639
Operating Expenses:				
Personnel services		**7,090,894**		6,968,938
Contractual services		**520,673**		626,022
Depreciation and amortization		**4,427,936**		4,999,350
Materials and supplies		**1,209,920**		1,231,961
Continuous charges		**1,258,384**		1,293,173
Claims and settlements		**882**		1,181
Capital outlay		**137,969**		161,613
Total operating expenses		**14,646,658**		15,282,238
Operating income		**989,890**		122,401
Nonoperating Revenues (Expenses):				
Gain on sale of assets		**500,000**		-
Federal grants		**-**		69,245
Interest on investments		**62,996**		47,355
Interest and fiscal charges		**(3,196,019)**		(2,781,285)
Installation and connection charges		**1,532,142**		1,658,836
Total nonoperating expenses, net		**(1,100,881)**		(1,005,849)
Loss before capital grants, assistance and transfers		**(110,991)**		(883,448)
Capital Grants, Assistance and Transfers:				
Developer donated assets		**2,885,146**		2,408,000
Transfers out		**(1,907,496)**		(1,750,517)
Total capital grants, assistance and transfers, net		**977,650**		657,483
Change in net position		**866,659**		(225,965)
Net Position, beginning		**128,648,263**		128,874,228
Net Position, ending	**$**	**129,514,922**	$	128,648,263

TOWN OF LEESBURG, VIRGINIA **Exhibit B-3**

UTILITIES FUND
COMPARATIVE STATEMENTS OF CASH FLOWS
Year Ended June 30, 2013
(With Comparative Totals for 2012)

		2013		2012
Cash Flows From Operating Activities:				
Receipts from customers	$	15,409,174	$	15,142,903
Payments to suppliers for goods and services		(2,912,521)		(3,276,450)
Payments to employees for services		(7,085,624)		(7,038,453)
Other receipts		411,370		350,704
Net cash provided by operating activities		5,822,399		5,178,704
Cash Flows From Noncapital and Related Financing Activities:				
Operating grants		-		81,275
Transfers out		(1,907,496)		(1,750,517)
Net cash used in noncapital and related financing activities		(1,907,496)		(1,669,242)
Cash Flows From Capital and Related Financing Activities:				
Installation and connection charges		1,532,142		1,658,836
Acquisition and construction of capital assets		(5,712,125)		(1,062,195)
Proceeds from the sale of assets		500,000		-
Interest and fiscal charges		(2,501,032)		(3,794,028)
Principal paid on bonds		(715,000)		(2,050,000)
Proceeds and premiums from debt issuance		-		5,699,514
Net cash provided by (used in) capital and related financing activities		(6,896,015)		452,127
Cash Flows From Investing Activities:				
Interest on investments		62,996		50,066
Net cash provided by investing activities		62,996		50,066
Net increase (decrease) in cash and cash equivalents		(2,918,116)		4,011,655
Cash and Cash Equivalents:				
Beginning		18,351,435		14,339,780
Ending	$	15,433,319	$	18,351,435
Reconciliation of Operating Income to Net Cash Provided by Operating Activities:				
Operating income	$	989,890	$	122,401
Adjustments to reconcile operating income to net cash provided by operating activities:				
Depreciation and amortization		4,427,936		4,999,350
Changes in assets and liabilities:				
(Increase) decrease in:				
Accounts receivable		179,986		91,020
Prepaids		(2,967)		59,152
Inventory		(20,540)		24,327
Increase (decrease) in:				
Accounts payable		235,847		13,173
Accrued liabilities		(29,444)		(218,094)
Compensated absences		37,681		89,427
Customer deposits and contingent charges		4,010		(2,052)
Net cash provided by operating activities	$	5,822,399	$	5,178,704
Supplemental Disclosure of Noncash Capital and Related Financing Activities:				
Developer donated capital improvements	$	2,885,146	$	2,408,000
Capital assets acquired through incurrence of accounts and retainage payable	$	525,199	$	86,640

STATISTICAL SECTION

TOWN OF LEESBURG, VIRGINIA

STATISTICAL SECTION
TABLE OF CONTENTS

The statistical section of the Town's comprehensive annual financial report presents detailed information as a context for understanding what the information presented in the financial statements, note disclosures and required supplementary information say about the Town's overall financial health. This information has not been audited by the independent auditor.

Contents	Tables
Financial Trends	
These tables contain trend information to help the reader understand how the Town's financial performance and well being have changed over time.	1 - 5
Revenue Capacity	
These tables contain information to help the reader assess the Town's most significant local revenue sources, the property tax, as well as other revenue sources.	6 - 10
Debt Capacity	
These tables present information to help the reader assess the affordability of the Town's current level of outstanding debt and the Town's ability to issue additional debt in the future.	11 - 14
Demographic and Economic Information	
These tables offer demographic and economic indicators to help the reader understand the environment within which the Town's financial activities take place.	15 - 16
Operating Information	
These tables contain service and infrastructure data to help the reader understand how the information in the Town's financial report relates to the services the Town provides and the activities it performs.	17 - 19

Sources: Unless otherwise noted, the information in these tables is derived from the comprehensive annual financial report for the relevant year.

TOWN OF LEESBURG, VIRGINIA **Table 1**

NET POSITION/ASSETS BY COMPONENT
Last Ten Fiscal Years
(accrual basis of accounting)
(Unaudited)

	June 30,									
	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Governmental activities:										
Net investment in capital assets	$ 105,994,731	$ 115,237,852	$ 130,206,071	$ 136,614,229	$ 149,797,357	$ 162,651,222	$ 219,771,450	$ 223,911,574	$ 262,169,923	$ 261,366,491
Restricted	42,535	54,245	54,245	9,905,713	53,499	32,228	32,228	5,852,078	827,452	4,756,210
Unrestricted	16,771,086	28,123,822	32,303,535	26,195,217	35,468,057	21,508,860	17,659,597	10,977,713	11,180,851	12,031,291
Total governmental activities net assets	$ 122,808,352	$ 143,415,919	$ 162,563,851	$ 172,715,159	$ 185,318,913	$ 184,192,310	$ 237,463,275	$ 240,741,365	$ 274,178,226	
Total governmental activities net position										$ 278,153,992
Business-type activities:										
Net investment in capital assets	$ 94,484,042	$ 106,396,589	$ 126,737,856	$ 134,115,046	$ 133,010,793	$ 136,681,741	$ 144,847,942	$ 145,743,065	$ 111,237,616	$ 114,190,855
Unrestricted	43,621,981	39,110,889	21,919,538	15,350,403	17,058,242	16,968,255	10,072,951	9,668,200	17,410,647	15,324,067
Total business-type activities net assets	$ 138,106,023	$ 145,507,478	$ 148,657,394	$ 149,465,449	$ 150,069,035	$ 153,649,996	$ 154,920,893	$ 155,411,265	$ 128,648,263	
Total business-type activities net position										$ 129,514,922
Primary government:										
Net investment in capital assets	$ 200,478,773	$ 221,634,441	$ 256,943,927	$ 270,729,275	$ 277,106,871	$ 299,332,963	$ 364,619,392	$ 369,654,639	$ 373,407,539	$ 375,557,346
Restricted	42,535	54,245	54,245	9,905,713	53,499	32,228	32,228	5,852,078	827,452	4,756,210
Unrestricted	60,393,067	67,234,711	54,223,073	41,545,620	52,526,299	38,477,115	27,732,548	20,645,913	28,591,498	27,355,358
Total primary government net assets	$ 260,914,375	$ 288,923,397	$ 311,221,245	$ 322,180,608	$ 329,686,669	$ 337,842,306	$ 392,384,168	$ 396,152,630	$ 402,826,489	
Total primary government net position										$ 407,668,914

Note:

(1) This table reports financial information based on the accrual basis of accounting. The Town implemented GASB 63, the new reporting standard, in fiscal year 2013. This standard eliminated the use of the term 'net assets' and now refers to this measurement as 'net position.'

TOWN OF LEESBURG, VIRGINIA

Table 2
Page 1

CHANGES IN NET POSITION/ASSETS
Last Ten Fiscal Years
(accrual basis of accounting)
(Unaudited)

	Fiscal Year June 30,									
	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Expenses:										
Governmental activities:										
Legislative	$ 266,719	$ 418,924	$ 1,164,044	$ 1,136,512	$ 1,106,290	$ 1,047,565	$ 1,108,873	$ 1,929,726	$ 2,242,274	$ 2,063,474
Executive	2,772,493	4,102,665	4,372,185	3,351,521	5,148,154	5,056,434	5,214,847	4,193,418	3,709,476	3,536,663
Legal	192,841	278,430	385,981	390,433	388,672	375,101	423,836	405,086	416,116	556,900
Planning and zoning	1,641,747	1,860,246	1,992,843	3,351,224	2,525,842	1,699,231	1,773,789	1,914,347	1,395,917	1,498,275
Plan review	-	-	-	-	-	1,799,399	1,697,742	1,569,932	1,216,828	1,303,118
Finance	1,806,230	1,925,483	1,935,299	2,191,973	2,194,675	2,411,130	2,379,609	2,262,397	2,082,232	2,187,457
Public safety	7,109,226	7,783,515	8,102,218	8,772,457	9,297,712	10,344,403	11,040,678	11,365,062	11,701,344	12,564,971
Parks and recreation	4,946,786	5,252,179	5,639,649	6,139,620	7,418,433	7,885,338	7,875,032	8,002,606	7,721,607	7,905,724
Balch Library	503,146	597,816	561,907	643,858	628,177	705,512	641,171	627,711	596,845	586,263
Public works	10,593,496	10,627,982	12,182,219	15,129,697	11,515,670	14,366,433	15,021,938	15,522,536	15,319,444	17,834,560
Airport	-	-	-	-	-	-	-	-	2,444	7,237,878
Interest	1,845,700	1,790,383	1,942,055	1,896,697	2,174,525	2,052,703	2,438,740	2,518,659	2,746,447	2,312,731
Total governmental activities	31,678,384	34,637,623	38,278,400	43,003,992	42,398,150	47,743,249	49,616,255	50,311,480	49,150,974	59,588,014
Business-type activities:										
Airport	1,369,049	1,449,880	1,439,677	1,542,397	1,564,363	1,698,660	1,709,784	1,803,947	1,660,120	-
Utilities	12,162,497	12,741,206	15,927,084	15,076,064	16,455,335	17,772,026	17,607,146	17,888,463	18,063,523	17,842,677
Total business-type activities	13,531,546	14,191,086	17,366,761	16,618,461	18,019,698	19,470,686	19,316,930	19,692,410	19,723,643	17,842,677
Total government	45,209,930	48,828,709	55,645,161	59,622,453	60,417,848	67,213,935	68,933,185	70,003,890	68,874,617	77,430,691
Program revenue:										
Governmental activities:										
Charges for services:										
Planning and zoning	413,206	277,283	477,892	332,876	260,438	351,994	262,270	261,447	283,241	237,689
Public safety	297,076	282,206	413,979	422,635	334,960	372,441	408,032	595,640	498,411	563,856
Parks and recreation	2,770,756	2,944,816	3,317,117	3,426,736	3,772,767	4,427,429	4,871,682	4,772,869	4,670,693	4,785,743
Public works	398,304	260,551	431,453	217,220	158,446	153,094	177,294	175,474	154,495	155,931
Operating grants and contributions:										
Legislative	-	-	-	-	-	-	23,606	-	-	-
Planning and zoning	-	-	-	28,661	13,411	-	-	-	-	-
Public safety	862,441	1,053,679	1,291,841	1,253,886	1,282,416	1,107,204	1,167,353	1,084,691	988,734	1,030,390
Parks and recreation	-	-	-	-	-	99,425	-	-	-	1,843
Balch Library	17,000	-	-	-	-	15,500	5,000	372,994	5,500	5,000
Public works	1,763,768	1,906,536	2,117,122	2,201,552	2,478,332	2,502,346	2,633,224	3,052,260	2,987,613	3,046,021
Airport	-	-	-	-	-	-	-	-	-	135,711
Capital grants and contributions:										
Public safety	117,780	-	-	-	-	-	-	-	-	-
Balch Library	-	-	-	-	-	-	250,000	-	-	-
Parks and recreation	100,000	-	-	-	-	-	5,000	71,625	8,000	-
Public works	13,813,758	17,665,453	16,289,090	8,944,313	1,443,698	-	58,817,099	6,783,738	9,163,209	9,498,970
Airport	-	-	-	-	-	-	-	-	-	3,957,230
Total governmental activities program revenue	20,554,089	24,390,524	24,338,494	16,827,879	9,744,468	9,029,433	68,620,560	17,170,738	18,759,896	23,418,384

TOWN OF LEESBURG, VIRGINIA

Table 2
Page 2

CHANGES IN NET POSITION/ASSETS (CONTINUED)
Last Ten Fiscal Years
(accrual basis of accounting)
(Unaudited)

	Fiscal Year June 30,									
	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Business-type activities:										
Charges for services:										
Airport	$ 867,016	$ 908,819	$ 913,391	$ 866,255	$ 977,572	$ 920,322	$ 716,920	$ 1,092,572	$ 1,182,366	$ -
Utilities	8,707,079	9,017,952	10,016,939	11,624,143	12,435,190	12,701,071	13,517,737	14,792,146	15,053,935	15,225,178
Operating grants and contributions:										
Airport	-	-	-	-	-	-	504,350	27,615	65,443	-
Utilities	-	-	-	-	-	-	514,154	118,656	69,245	-
Capital grants and contributions:										
Airport	1,736,596	1,357,505	3,528,284	437,514	152,703	1,618,548	1,282,262	194,898	633,503	-
Utilities	11,635,342	10,788,837	5,910,107	3,683,638	5,472,516	9,325,270	5,899,418	6,239,546	4,066,836	4,417,288
Total business-type activities program revenues	22,946,033	22,073,113	20,368,721	16,611,550	19,037,981	24,565,211	22,434,841	22,465,433	21,071,328	19,642,466
Total government program revenues	43,500,122	46,463,637	44,707,215	33,439,429	28,782,449	33,594,644	91,055,401	39,636,171	39,831,224	43,060,850
Net (expense) revenue:										
Governmental activities	(11,124,295)	(10,247,099)	(13,939,906)	(26,176,113)	(32,653,682)	(38,713,816)	19,004,305	(33,140,742)	(30,391,078)	(36,169,630)
Business-type activities	9,414,487	7,882,027	3,001,960	(6,911)	1,018,283	5,094,525	3,117,911	2,773,023	1,347,685	1,799,789
Total government net expense	(1,709,808)	(2,365,072)	(10,937,946)	(26,183,024)	(31,635,399)	(33,619,291)	22,122,216	(30,367,719)	(29,043,393)	(34,369,841)
General revenues and other changes in net assets:										
Governmental activities:										
Taxes:										
General property	9,869,334	11,282,736	12,835,332	13,985,380	13,215,669	12,982,666	12,196,527	12,536,096	12,943,508	13,723,821
Communication sales and use	3,530,722	3,781,317	3,832,615	4,993,043	6,568,099	6,228,472	6,107,069	6,412,866	6,717,220	6,621,637
Meals	2,473,345	2,767,277	2,900,832	3,189,314	3,198,750	3,327,374	3,326,332	3,672,760	4,418,067	4,695,048
Business and occupational licenses	2,087,754	2,402,667	2,462,835	2,395,850	2,544,890	2,669,812	2,708,180	2,880,044	2,860,659	3,072,266
Utility	1,998,824	2,067,512	2,152,796	1,841,456	1,452,715	1,487,280	1,489,727	1,542,597	1,495,345	1,546,528
Cigarette	1,065,875	1,045,229	1,017,042	925,725	871,299	860,595	805,298	872,047	1,133,071	1,047,206
Other	2,143,587	1,977,744	2,465,589	2,377,995	2,106,535	2,187,760	2,429,978	2,459,485	2,565,675	2,558,425
Intergovernmental, other than grants	1,556,771	1,538,060	1,557,573	1,586,492	1,543,813	1,556,515	1,567,285	1,573,674	1,562,312	1,595,780
Use of money and property	331,183	680,601	1,651,024	2,670,151	2,261,267	1,156,355	440,731	686,183	514,491	1,768,730
Miscellaneous	575,930	3,284,109	566,905	540,478	3,783,391	2,904,824	993,681	1,086,819	901,963	1,608,459
Transfers	1,943,000	1,591,465	1,645,295	1,821,537	2,009,729	2,225,560	2,201,852	2,696,261	28,715,628	1,907,496
Total governmental activities	27,576,325	32,418,717	33,087,838	36,327,421	39,556,157	37,587,213	34,266,660	36,418,832	63,827,939	40,145,396

TOWN OF LEESBURG, VIRGINIA

Table 2
Page 3

CHANGES IN NET POSITION/ASSETS (CONTINUED)
Last Ten Fiscal Years
(accrual basis of accounting)
(Unaudited)

	June 30,									
	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
General revenues and other changes in net assets: (Continued)										
Business-type activities:										
Use of money and property	$ 188,239	$ 1,003,846	$ 1,182,818	$ 2,306,958	$ 1,238,869	$ 404,523	$ 59,215	$ 84,837	$ 254,237	$ 562,996
Miscellaneous	67,730	107,047	610,433	329,545	356,163	307,473	295,623	328,773	350,704	411,370
Transfers	(1,943,000)	(1,591,465)	(1,645,295)	(1,821,537)	(2,009,729)	(2,225,560)	(2,201,852)	(2,696,261)	(28,715,628)	(1,907,496)
Total business-type activities	(1,687,031)	(480,572)	147,956	814,966	(414,697)	(1,513,564)	(1,847,014)	(2,282,651)	(28,110,687)	(933,130)
Total primary government	25,889,294	31,938,145	33,235,794	37,142,387	39,141,460	36,073,649	32,419,646	34,136,181	35,717,252	39,212,266
Changes in net assets/net position:										
Governmental activities	16,452,030	22,171,618	19,147,932	10,151,308	6,902,475	(1,126,603)	53,270,965	3,278,090	33,436,861	$ 3,975,766
Business-type activities	7,727,456	7,401,455	3,149,916	808,055	603,586	3,580,961	1,270,897	490,372	(26,763,002)	866,659
Total primary government	$ 24,179,486	$ 29,573,073	$ 22,297,848	$ 10,959,363	$ 7,506,061	$ 2,454,358	$ 54,541,862	$ 3,768,462	$ 6,673,859	$ 4,842,425

Notes:

(1) Net (expense) revenue is the difference between the expenses and program revenues. This difference indicates the degree to which a function or program is supported with its own fees and program-specific grants versus its reliance upon funding from taxes and other general revenues. Numbers in a parentheses are net expenses indicating that expenses were greater than program revenues and, therefore, general revenues were needed to finance that function or program. Numbers without parentheses are net revenues, demonstrating that program revenues were more than sufficient to cover expenses.

(2) This table reports financial information based on the accrual basis of accounting. The Town implemented GASB 63, the new reporting standard, in fiscal year 2013. This standard eliminated the use of the term 'net assets' and now refers to this measurement as 'net position'.

(3) On June 29 of fiscal year 2012, the Town elected to transfer the airport activity to the general government. Fiscal year 2013 was the first fiscal year in which the airport activity was fully accounted for by the general government.

TOWN OF LEESBURG, VIRGINIA **Table 3**

PROGRAM REVENUES BY FUNCTION/PROGRAM
Last Ten Fiscal Years
(accrual basis of accounting)
(Unaudited)

	Fiscal Year June 30,									
Function/Program	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Governmental activities:										
Legislative	$ -	$ -	$ -	$ -	$ -	$ -	$ 23,606	$ -	$ -	$ -
Planning and zoning	413,206	277,283	477,892	361,537	273,849	351,994	262,270	261,447	283,241	237,689
Public safety	1,277,297	1,335,885	1,705,820	1,676,521	1,617,376	1,479,645	1,575,385	1,680,331	1,487,145	1,594,246
Parks and recreation	2,870,756	2,944,816	3,317,117	3,426,736	3,772,767	4,526,854	4,876,682	4,844,494	4,678,693	4,787,586
Balch Library	17,000	-	-	-	-	15,500	255,000	372,994	5,500	5,000
Public works	15,975,830	19,832,540	18,837,665	11,363,085	4,080,476	2,655,440	61,627,617	10,011,472	12,305,317	12,700,922
Airport	-	-	-	-	-	-	-	-	-	4,092,941
Total governmental activities	20,554,089	24,390,524	24,338,494	16,827,879	9,744,468	9,029,433	68,620,560	17,170,738	18,759,896	23,418,384
Business-type activities:										
Airport	2,603,612	2,266,324	4,441,675	1,303,769	1,130,275	2,538,870	2,503,532	1,315,085	1,881,312	-
Utilities	20,342,421	19,806,789	15,927,046	15,307,781	17,907,706	22,026,341	19,931,309	21,150,348	19,190,016	19,642,466
Total business-type activities	22,946,033	22,073,113	20,368,721	16,611,550	19,037,981	24,565,211	22,434,841	22,465,433	21,071,328	19,642,466
Total government	$ 43,500,122	$ 46,463,637	$ 44,707,215	$ 33,439,429	$ 28,782,449	$ 33,594,644	$ 91,055,401	$ 39,636,171	$ 39,831,224	$43,060,850

Note:

(1) On June 29 of fiscal year 2012, the Town elected to transfer the airport activity to the general government. Fiscal year 2013 was the first fiscal year in which the airport activity was fully accounted for by the general government.

TOWN OF LEESBURG, VIRGINIA **Table 4**

FUND BALANCES, GOVERNMENTAL FUNDS
Last Ten Fiscal Years
(modified accrual basis of accounting)
(Unaudited)

	June 30,				
	2004	2005	2006	2007	2008
General Fund:					
Reserved	$ 2,455,054	$ 2,674,514	$ 2,037,545	$ 1,591,499	$ 2,232,532
Unreserved	7,964,324	9,612,504	13,609,805	15,726,628	14,675,549
Total general fund	$ 10,419,378	$ 12,287,018	$ 15,647,350	$ 17,318,127	$ 16,908,081
All Other Governmental Funds:					
Unreserved, reported in:					
Capital projects fund	$ 5,917,608	$ 12,831,551	$ 14,101,892	$ 15,688,090	$ 13,684,106
Special revenue funds	1,430,704	3,971,380	3,960,862	4,088,949	6,697,221
Total all other government funds	$ 7,348,312	$ 16,802,931	$ 18,062,754	$ 19,777,039	$ 20,381,327

	June 30,				
	2009	2010	2011	2012	2013
General Fund:					
Reserved	$ 2,129,964	$ -	$ -	$ -	$ -
Unreserved	15,868,848	-	-	-	-
Nonspendable	-	3,756,141	3,365,873	151,402	153,473
Restricted	-	5,711,725	5,852,078	827,452	831,316
Committed	-	1,400,000	1,400,000	-	-
Assigned	-	2,059,742	2,717,261	6,774,757	7,144,209
Unassigned	-	8,529,064	9,103,329	9,395,933	10,041,113
Total general fund	$ 17,998,812	$ 21,456,672	$ 22,438,541	$ 17,149,544	$ 18,170,111
All Other Governmental Funds:					
Unreserved, reported in:					
Capital projects fund	$ 17,946	$ -	$ -	$ -	$ -
Special revenue funds	6,065,247	-	-	-	-
Committed, reported in:					
Capital projects fund	-	12,939,512	2,878,070	5,299,780	6,672,522
Assigned, reported in:					
Capital projects fund	-	-	-	945,427	-
Unassigned, reported in:					
Capital projects fund	-	-	-	-	(5,137,844)
Total all other government funds	$ 6,083,193	$ 12,939,512	$ 2,878,070	$ 6,245,207	$ 1,534,678

Note:

(1) In fiscal year 2011, The Town implemented GASB 54, *Fund Balance Reporting and Governmental Fund Type Definitions,* which effectively changed the classifications used to report fund balances. The terms reserved and unreserved are no longer used to describe fund balance. Fund balance is now classified as nonspendable, restricted, committed, assigned or unassigned. Adoption of this pronouncement also resulted in special revenue funds now being accounted for as part of the Town's General Fund.

TOWN OF LEESBURG, VIRGINIA

Table 5
Page 1

CHANGES IN FUND BALANCE, GOVERNMENTAL FUNDS
Last Ten Fiscal Years
(modified accrual basis of accounting)
(Unaudited)

	Fiscal Year June 30,			
	2004	2005	2006	2007
Revenues:				
General property taxes	$ 9,936,500	$ 11,282,678	$ 13,056,041	$ 13,527,146
Other local taxes	13,300,107	14,041,746	14,831,709	15,723,383
Permits, fees and licenses	804,774	528,334	904,354	544,017
Fines and forfeitures	295,941	276,772	408,909	414,413
Use of money and property	331,183	680,601	1,651,024	2,670,151
Charges for services	2,778,627	2,959,750	3,327,178	3,441,037
Contributions and proffers	-	-	-	-
Miscellaneous	575,930	3,284,109	566,905	540,478
Intergovernmental	6,226,911	6,050,709	9,985,690	6,316,664
Total revenues	34,249,973	39,104,699	44,731,810	43,177,289
Expenditures:				
Legislative	267,332	416,139	1,160,599	1,136,512
Executive	2,477,650	3,801,866	4,047,661	3,037,734
Legal	192,706	299,025	379,431	387,754
Planning and zoning	1,616,587	1,808,797	1,929,431	2,430,327
Plan review	-	-	-	-
Finance	1,796,403	1,880,370	1,929,461	2,231,605
Public safety	6,858,428	7,626,031	7,920,259	8,810,930
Parks and recreation	4,471,020	4,820,263	5,174,870	5,881,329
Balch Library	314,349	456,790	389,536	469,278
Public works	8,617,698	8,732,078	9,889,450	10,862,879
Airport	-	-	-	-
Capital projects	2,883,035	2,461,344	4,398,391	9,327,869
Debt service:				
Principal	2,674,443	2,873,315	2,675,299	2,969,395
Interest and fiscal charges	1,784,228	1,930,130	1,862,562	2,000,143
Total expenditures	33,953,879	37,106,148	41,756,950	49,545,755
Excess of revenues over (under) expenditures	296,094	1,998,551	2,974,860	(6,368,466)
Other financing sources (uses):				
Transfers in	2,716,900	2,446,596	2,208,225	3,359,800
Transfers out	(773,900)	(855,131)	(562,930)	(1,538,263)
Issuance of debt	-	9,190,000	-	17,850,025
Proceeds of refunding bonds	4,008,329	-	-	1,103,977
Proceeds to refunded bond escrow agent	(2,633,814)	-	-	(11,022,011)
Premium on issuance debt	-	106,294	-	-
Total other financing sources (uses), net	3,317,515	10,887,759	1,645,295	9,753,528
Net changes in fund balances	$ 3,613,609	$ 12,886,310	$ 4,620,155	$ 3,385,062
Debt service as a percentage of noncapital expenditures:				
Total debt service	$ 4,458,671	$ 4,803,445	$ 4,537,861	$ 4,969,538
Total expenditures	$ 33,953,879	$ 37,106,148	$ 41,756,950	$ 49,545,755
Less: capital outlay	(3,150,882)	(3,159,233)	(4,890,383)	(7,762,053)
Noncapital expenditures	$ 30,802,997	$ 33,946,915	$ 36,866,567	$ 41,783,702
Debt service as a percentage of noncapital expenditures	14.47%	14.15%	12.31%	11.89%

Fiscal Year June 30,					
2008	2009	2010	2011	2012	2013
$ 13,417,267	$ 12,922,835	$ 12,363,461	$ 12,503,998	$ 12,854,369	$ 13,606,085
16,742,288	16,761,293	16,866,584	15,585,903	16,981,945	17,327,161
413,676	500,858	437,125	432,971	435,554	391,407
326,047	364,573	402,164	576,328	482,049	544,411
2,261,267	1,156,355	440,731	686,183	514,491	1,768,730
3,786,888	4,439,527	4,879,989	4,796,131	4,689,237	4,807,401
-	18,500	2,139,318	1,853,390	342,739	594,544
3,783,391	2,902,824	993,681	1,086,819	901,963	1,608,459
6,761,670	5,264,490	9,170,344	8,715,734	12,354,864	17,460,860
47,492,494	44,331,255	47,693,397	46,237,457	49,557,211	58,109,058
1,106,290	1,039,363	1,103,242	919,953	960,836	949,680
3,406,632	3,543,409	3,395,350	3,431,910	3,127,240	3,345,634
400,430	364,257	411,839	401,794	412,454	517,214
2,393,972	1,541,570	1,720,029	1,938,591	1,382,400	1,489,006
-	1,757,767	1,679,684	1,566,111	1,248,341	1,295,785
2,341,358	2,388,845	2,360,863	2,252,013	2,073,242	2,196,207
9,623,503	10,186,786	11,140,380	10,883,307	11,262,769	12,551,566
6,557,497	7,065,803	7,418,434	7,321,436	6,916,341	7,462,632
488,190	517,850	457,606	449,682	454,610	440,057
11,367,908	11,377,958	11,456,058	11,385,261	11,590,650	11,851,505
-	-	-	-	2,444	706,939
11,259,727	14,724,486	8,458,203	11,072,955	9,673,741	15,175,508
3,224,456	3,207,919	3,156,627	3,187,341	8,184,465	3,026,278
2,138,018	2,048,205	2,256,417	2,523,094	2,544,404	2,698,505
54,307,981	59,764,218	55,014,732	57,333,448	59,833,937	63,706,516
(6,815,487)	(15,432,963)	(7,321,335)	(11,095,991)	(10,276,726)	(5,597,458)
3,660,720	2,887,982	2,730,718	3,687,699	2,648,127	2,489,417
(1,650,991)	(662,422)	(528,866)	(1,671,281)	(3,206,258)	(581,921)
5,000,000	-	22,540,000	-	8,253,567	-
-	-	-	-	10,251,077	-
-	-	(7,428,090)	-	(10,980,442)	-
-	-	321,752	-	1,388,795	-
7,009,729	2,225,560	17,635,514	2,016,418	8,354,866	1,907,496
$ 194,242	$ (13,207,403)	$ 10,314,179	$ (9,079,573)	$ (1,921,860)	$ (3,689,962)
$ 5,362,474	$ 5,256,124	$ 5,413,044	$ 5,710,435	$ 10,728,869	$ 5,724,783
$ 54,307,981	$ 59,764,218	$ 55,014,732	$ 57,333,448	$ 59,833,937	$ 63,706,516
(13,349,968)	(14,847,451)	(8,290,088)	(10,821,569)	(9,801,397)	(15,621,225)
$ 40,958,013	$ 44,916,767	$ 46,724,644	$ 46,511,879	$ 50,032,540	$ 48,085,291
13.09%	11.70%	11.58%	12.28%	21.44%	11.91%

CHANGES IN FUND BALANCES, GOVERNMENTAL FUNDS (CONTINUED)
Last Ten Fiscal Years
(modified accrual basis of accounting)
(Unaudited)

Note:

(1) The amounts used for capital outlay were obtained from the Reconciliation of the Statement of Revenues, Expenditures, and Changes in Fund Balance of Governmental Funds to the Statement of Activities. (Exhibit 6)

TOWN OF LEESBURG, VIRGINIA **Table 6**

TAX REVENUES BY SOURCE, GOVERNMENTAL FUNDS
Last Ten Fiscal Years
(modified accrual basis of accounting)
(Unaudited)

Fiscal Year June 30,	General Property Including Interest and Penalty	Utility	Cable TV Franchise	Sales and Use	Communication Sales and Use	Bank Franchise	Cigarette	Meals	Transient Occupancy	Business and Occupational Licenses	Motor Vehicle Licenses	Other	Totals
2004	$ 9,936,500	$ 1,998,824	$ 321,855	$ 3,530,722	$ -	$ 357,555	$1,065,875	$ 2,473,345	$ 556,151	$ 2,087,754	$ 696,918	$ 206,108	$ 23,231,607
2005	11,282,678	2,067,512	285,519	3,781,317	-	376,799	1,045,229	2,767,277	675,205	2,402,667	477,593	162,628	25,324,424
2006	13,056,041	2,152,796	335,136	3,832,615	-	527,109	1,017,042	2,900,832	678,470	2,462,835	751,405	173,469	27,887,750
2007	13,527,146	1,841,456	187,913	3,928,453	1,064,590	523,776	925,725	3,189,314	803,554	2,395,850	695,848	166,904	29,250,529
2008	13,417,267	1,452,715	42,071	4,085,457	2,482,642	464,023	871,299	3,198,750	681,540	2,544,890	754,651	164,250	30,159,555
2009	12,922,835	1,487,280	77,164	3,972,769	2,255,703	575,105	860,595	3,327,374	595,434	2,669,812	779,781	160,276	29,684,128
2010	12,363,461	1,489,727	104,425	3,841,961	2,265,108	763,421	805,298	3,326,332	567,223	2,708,180	781,127	213,782	29,230,045
2011	12,503,998	1,542,597	136,471	4,158,970	2,253,896	734,655	872,047	3,672,760	628,452	2,880,044	792,369	167,538	30,343,797
2012	12,854,369	1,495,345	155,894	4,509,128	2,208,092	791,656	1,133,071	4,418,067	661,939	2,860,659	812,863	143,323	32,044,406
2013	13,606,085	1,546,528	170,620	4,407,688	2,213,949	744,156	1,047,206	4,695,048	671,353	3,072,266	753,280	219,016	33,147,195
Change 2004-2013	36.93%	-22.63%	-46.99%	24.84%	107.96%	108.12%	-1.75%	89.83%	20.71%	47.16%	8.09%	6.26%	42.68%

Note:

(1) Effective January 1, 2007, Cable TV Franchise Tax and Consumer Utility Tax from telephone services are remitted to the VA Department of Taxation and then distributed to the Town on a monthly basis. On the Statement of Revenues, Expenditures and Changes in Fund Balances Exhibit (Exhibit 5), revenue received after January 1, 2007 for these revenue sources are recognized in "other." Beginning in fiscal year 2011, this tax is accounted for as state intergovernmental revenue on the Statement of Revenues, Expenditures, and Changes in Fund Balances Exhibit (Exhibit 5).

TOWN OF LEESBURG, VIRGINIA **Table 7**

ASSESSED VALUE AND ESTIMATED ACTUAL VALUE OF TAXABLE REAL PROPERTY
Last Ten Tax Years
(Unaudited)

Tax Year January 1,	Residential Property	Commercial Property	Public Service Corporation	Nontaxable	Total Assessed Value	Total Taxable Assessed Value	Percent Change	Total Direct Tax Rate	Actual Taxable Value	Value as a Percentage of Actual Value
2004	$ 3,444,254,600	$ 726,891,900	$ 81,530,419	$ 479,727,000	$ 4,732,403,919	$ 4,252,676,919	16.1%	$ 0.22	$ 4,252,676,919	100%
2005	4,352,319,759	856,160,300	78,883,670	490,852,500	5,778,216,229	5,287,363,729	24.3%	0.21	5,287,363,729	100%
2006	5,795,382,450	1,069,788,100	92,228,313	573,376,500	7,530,775,363	6,957,398,863	31.6%	0.18	6,957,398,863	100%
2007	5,511,505,030	1,208,117,300	101,465,225	685,382,800	7,506,470,355	6,821,087,555	-2.0%	0.18	6,821,087,555	100%
2008	5,131,033,763	1,385,297,600	106,302,605	746,271,100	7,368,905,068	6,622,633,968	-2.9%	0.18	6,622,633,968	100%
2009	4,178,757,280	1,450,034,838	108,156,220	777,473,500	6,514,421,838	5,736,948,338	-13.4%	0.195	5,736,948,338	100%
2010	4,099,937,100	1,457,252,200	109,697,434	725,232,500	6,392,119,234	5,666,886,734	-1.2%	0.195	5,666,886,734	100%
2011	4,225,241,300	1,450,475,800	109,444,884	817,713,100	6,602,875,084	5,785,161,984	2.1%	0.195	5,785,161,984	100%
2012	4,344,339,200	1,458,178,700	106,547,458	811,703,300	6,720,768,658	5,909,065,358	2.1%	0.195	5,909,065,358	100%
2013	4,549,312,500	1,536,149,540	111,503,098	811,261,540	7,008,226,678	6,196,965,138	4.9%	0.192	6,196,965,138	100%

Notes:

(1) Real and personal property tax assessments are made by the Loudoun County Assessor's Office and the Commissioner of the Revenue for the County of Loudoun, Virginia for current use of the County and Town property. Real and personal property taxes of public service corporations are assessed by the State Corporation Commission.

(2) The tax rate presented here is for real property only, as personal property assessments are not a major revenue source.

TOWN OF LEESBURG, VIRGINIA **Table 8**

DIRECT AND OVERLAPPING PROPERTY TAX RATES
Last Ten Tax Years
(Unaudited)

	Tax Rates - Town		Tax Rates - County		Tax Rates - Combined	
Tax Year	Real Property	Personal Property	Real Property	Personal Property	Real Property	Personal Property
2004	$ 0.22	$ 1.00	$ 1.11	$ 4.20	$ 1.33	$ 5.20
2005	0.21	1.00	1.04	4.20	1.25	5.20
2006	0.18	1.00	0.97	4.20	1.15	5.20
2007	0.18	1.00	0.96	4.20	1.14	5.20
2008	0.18	1.00	1.14	4.20	1.32	5.20
2009	0.195	1.00	1.245	4.20	1.44	5.20
2010	0.195	1.00	1.300	4.20	1.50	5.20
2011	0.195	1.00	1.285	4.20	1.48	5.20
2012	0.195	1.00	1.235	4.20	1.43	5.20
2013	0.192	1.00	1.205	4.20	1.40	5.20

Notes:

(1) These rates are per $100.00 of assessed value for real estate and personal property.

(2) The Commonwealth of Virginia has no limitations on local tax rates.

(3) Real property taxes are due in semi-annual installments by June 5 and December 5, and become delinquent thereafter.

(4) No discounts are allowed for early payment.

(5) Residents of incorporated towns in the Commonwealth of Virginia are subject to real property and personal property taxes levied by the town and the county where they reside.

(6) The assessed values of all real estate components are taxed at the same rate.

TOWN OF LEESBURG, VIRGINIA **Table 9**

PRINCIPAL PROPERTY TAXPAYERS
Current Year and Nine Years Ago
(Unaudited)

	2013			2004		
Taxpayer	Taxable Assessed Value	Rank	Percentage of Total Town Taxable Assessed Value	Taxable Assessed Value	Rank	Percentage of Total Town Taxable Assessed Value
Carlyle/Cypress Leesburg LLC	$ 170,186,090	1	2.75%	$ -		-
Chelsea GSA Realty	136,058,330	2	2.20%	74,767,000	1	1.76%
GTIS-HOV Festival Lakes LLC	60,382,960	3	0.97%	-		-
Battlefield FE LP	54,087,290	4	0.87%	-		-
F R Leesburg Plaza LP	46,641,610	5	0.75%	-		-
C H Realty III/Battlefield LLC	44,564,340	6	0.72%	-		-
Windsor at Fieldstone Ltd Partnership	42,326,470	7	0.68%	32,417,800	3	0.76%
Fund IX CB Leesburg LLC	38,277,820	8	0.62%	-		-
NA Properties Inc	31,978,480	9	0.52%	-		-
Potomac Station (E&A) LLC	29,886,760	10	0.48%	-		-
Verizon	-		-	38,053,053	2	0.89%
Fairfield	-		-	27,033,900	4	0.64%
Virginia Electric and Power	-		-	25,032,208	5	0.59%
GRK Battlefield LLC	-		-	22,214,100	6	0.52%
Fort Evans Plaza Ltmd Partnership	-		-	19,907,900	7	0.47%
Edwards Ferry LP	-		-	19,000,000	8	0.45%
Rehau	-		-	18,585,800	9	0.44%
Arcadia Development	-		-	17,722,400	10	0.42%
Total	$ 654,390,150		10.56%	$ 294,734,161		6.93%

TOWN OF LEESBURG, VIRGINIA **Table 10**

REAL PROPERTY TAX LEVIES AND COLLECTIONS
Last Ten Calendar Years
(Unaudited)

		Collected Within the Calendar Year of the Levy			Total Collections to Date	
Calendar Year	Taxes Levied for the Calendar Year	Amount	Percentage of Levy	Collections in Subsequent Years	Amount	Percentage of Levy
2004	$ 9,007,103	$ 8,598,753	95.47%	$ 408,538	$ 9,007,291	100.00%
2005	10,819,039	10,118,996	93.53%	700,043	10,819,039	100.00%
2006	12,057,479	11,869,671	98.44%	187,808	12,057,479	100.00%
2007	11,691,741	11,459,214	98.01%	232,527	11,691,741	100.00%
2008	11,290,166	11,149,611	98.76%	140,555	11,290,166	100.00%
2009	10,538,879	10,449,784	99.15%	89,095	10,538,879	100.00%
2010	10,675,514	10,310,140	96.58%	170,513	10,480,653	98.17%
2011	10,894,456	10,524,694	96.61%	191,882	10,716,576	98.37%
2012	11,191,318	10,801,017	96.51%	160,481	10,961,498	97.95%
2013 (1)	11,586,281	5,789,011	49.96%	-	5,789,011	49.96%

Note:

(1) The amounts for 2013 reflect only the first half of the collections. The second half is due December 5.

TOWN OF LEESBURG, VIRGINIA **Table 11**

RATIOS OF OUTSTANDING DEBT BY TYPE AND GENERAL BONDED DEBT OUTSTANDING
Last Ten Fiscal Years
(Unaudited)

	Governmental Activities			Business-Type Activities					General Bonded Debt Outstanding		General Bonded Debt Outstanding
Fiscal Year June 30,	General Obligation Bonds	Note Payable	Capital Leases	Revenue Bonds	General Obligation Bonds	Total Primary Government	Percentage of Per Capita Personal Income	Debt Per Capita	General Obligation Bonds	Percentage of Actual Taxable Value of Property	Debt Per Capita
2004	$ 38,462,843	$ 40,000	$ 179,833	$ 30,751,492	$ 7,616,910	$ 77,051,078	5.23%	$ 2,216	$ 46,079,753	1.08%	$ 1,325
2005	45,127,687	-	-	30,358,367	6,951,618	82,437,672	4.93%	2,308	52,079,305	0.98%	1,458
2006	42,482,465	-	-	12,330,995	62,668,859	117,482,319	6.26%	3,217	105,151,324	1.51%	2,783
2007	47,462,800	-	-	11,959,468	61,995,928	121,418,196	5.94%	3,195	109,458,728	1.60%	2,880
2008	49,247,926	-	-	10,873,269	60,946,132	121,067,327	5.65%	3,148	109,295,096	1.65%	2,863
2009	46,049,215	-	-	9,406,325	59,794,989	115,250,529	5.46%	2,983	105,844,204	1.83%	2,758
2010	58,356,575	-	-	7,876,307	64,372,534	130,605,416	5.69%	3,065	122,729,109	2.17%	3,162
2011	55,175,219	-	-	6,282,575	62,995,669	124,453,463	5.01%	2,867	118,170,888	2.04%	2,722
2012	59,994,727	-	-	4,204,897	63,735,361	127,934,985	5.08%	2,937	123,730,088	2.09%	2,841
2013	56,946,559	-	-	4,204,897	63,074,316	124,225,772	4.88%	2,831	120,020,875	1.94%	2,735

Notes:

(1) Details regarding the Town's outstanding debt may be found in the notes to the financial statements.

(2) Population and personal income data can be found in Table 15.

(3) See Table 7 for property value data.

(4) The outstanding amounts of the bonds are presented exclusive of any premiums, discounts and losses due to refundings.

TOWN OF LEESBURG, VIRGINIA **Table 12**

DIRECT AND OVERLAPPING GOVERNMENTAL ACTIVITIES DEBT
Year Ended June 30, 2013
(Unaudited)

Governmental Unit	Debt Outstanding	Estimated Percentage Applicable	Estimated Share of Overlapping Debt
Loudoun County, Virginia	$ 1,065,736,667	10.35%	$ 110,303,745
Town Direct Debt			56,946,559
Total direct and overlapping debt			$ 167,250,304

Notes:

(1) Overlapping debt is not bonded debt of the Town on either a direct or contingent basis, but represents the share of debt of overlapping governmental entities which the residents of the Town are obligated to pay through direct tax levies and charges for services of these respective governmental entities. The debt of Loudoun County, Virginia is a direct general obligation debt of the County which provides facilities that benefit all County residents including those of incorporated towns.

(2) The percentage of overlapping debt applicable is estimated using taxable assessed real property values. Applicable percentages were estimated by determining the portion of the Town's taxable assessed value that is within the government's boundaries and dividing it by the County's taxable assessed value.

TOWN OF LEESBURG, VIRGINIA **Table 13**

LEGAL DEBT MARGIN INFORMATION
Last Ten Fiscal Years
(Unaudited)

	Fiscal Year June 30,									
	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Debt limit	$ 413,188,582	$ 525,204,154	$ 698,592,661	$ 682,108,756	$ 662,263,397	$ 573,694,834	$ 566,688,673	$ 578,516,198	$ 590,906,536	$ 619,696,514
Total net debt applicable to limit	38,462,843	45,127,687	42,482,465	47,462,800	49,247,926	46,049,215	58,871,267	55,683,926	59,915,619	56,946,559
Available legal debt margin	$ 374,725,739	$ 480,076,467	$ 656,110,196	$ 634,645,956	$ 613,015,471	$ 527,645,619	$ 507,817,406	$ 522,832,272	$ 530,990,917	$ 562,749,955
Total net debt applicable to the limit as a percentage of debt limit	9.31%	8.59%	6.08%	6.96%	7.44%	8.03%	10.39%	9.63%	10.14%	9.19%

Legal debt margin calculation for fiscal year 2013	
Assessed value of real estate	$ 6,196,965,138
Debt limit (10% of assessed value)	$ 619,696,514
Debt applicable to limit:	
Net direct debt outstanding	56,946,559
Available legal debt margin	$ 562,749,955

Summary of outstanding debt:	
Gross bonded debt	$ 124,225,772
Less: enterprise debt	67,279,213
General obligation debt:	$ 56,946,559

Note:

(1) Section 15.1-176 of 1950 *Code of Virginia* , as amended, limits to 10% the assessed valuation of the real estate subject to taxation as the amount of debt which can be issued by the Town. Debt includes any bonds or other interest bearing obligations including existing indebtedness. Excluded from the debt margin calculation are bonds payable from enterprise funds issued under Article VII Section 10(a)(2) of the C*onstitution of Virginia.*

TOWN OF LEESBURG, VIRGINIA **Table 14**

BOND COVERAGE
Last Ten Fiscal Years
(Unaudited)

	Utilities Fund						
				Debt Service			
Fiscal Year June 30,	Utility Service Charges	Operating Expenses	Net Available Revenue	Principal	Interest	Total	Coverage
2004	$ 19,335,408	$ 7,709,490	$ 11,625,918	$ 879,899	$ 1,776,894	$ 2,656,793	4.38
2005	17,011,225	8,170,669	8,840,556	975,918	1,743,788	2,719,706	3.25
2006	14,807,353	8,972,607	5,834,746	1,757,438	2,321,601	4,079,039	1.43
2007	16,001,587	9,148,988	6,852,599	936,674	2,960,168	3,896,842	1.76
2008	16,308,332	10,395,918	5,912,414	1,960,097	2,900,936	4,861,033	1.22
2009	20,036,243	10,604,076	9,432,167	2,507,721	2,795,787	5,303,508	1.78
2010	15,878,286	10,278,205	5,600,081	2,665,601	2,751,430	5,417,031	1.03
2011	16,434,880	10,140,178	6,294,702	2,606,022	2,851,913	5,457,935	1.15
2012	17,110,830	10,282,888	6,827,942	2,050,000	2,705,326	4,755,326	1.44
2013	17,231,686	10,218,722	7,012,964	715,000	3,216,795	3,931,795	1.78

Notes:

(1) Utility service charges include all revenues of the fund except gains on sales of capital assets, developer donated assets, capital grants, and transfers in.

(2) Operating expenses are exclusive of depreciation and amortization, interest expense, losses on sales of capital assets, and transfers out.

(3) In 2006, the Utilities Fund principal payments do not include outstanding principal paid for defeasance of debt of $17.585 million. The fund does not include the principal payment of $870,000 paid at June 30 that was due July 1, 2006. Interest does not include the deferred loss written off during the year.

DEMOGRAPHIC AND ECONOMIC STATISTICS
Last Ten Fiscal Years
(Unaudited)

Fiscal Year June 30,	(1) Population	(2) Personal Income	(2) Per Capita Personal Income	(3) Unemployment Rate
2004	37,390	$ 1,472,434,890	$ 39,380	3.10%
2005	39,265	1,671,990,737	42,582	2.50%
2006	40,447	1,876,259,965	46,388	2.20%
2007	41,188	2,043,223,260	49,607	2.00%
2008	41,366	2,141,657,995	51,773	2.80%
2009	41,796	2,111,481,478	50,519	4.80%
2010	42,616	2,293,763,584	53,824	4.80%
2011	43,406	2,484,646,252	57,242	4.40%
2012	43,557	2,519,249,766	57,838	4.00%
2013	43,879	2,547,921,893	58,067	4.10%

Notes:

(1) 2010 US Bureau of Census, 2010 Decennial Census.
2004-2009, 2011-2013: Loudoun County Department of Planning June 4, 2013.

(2) Per capita and personal Income information is not maintained for towns in Virginia. The amounts used here are for the County of Loudoun, Virginia, which the Town lies within. Information for per capita personal income is sourced from the Bureau of Economic Analysis' November 26, 2012 release for 2004 to 2011. 2012 and 2013 values are estimates from the Loudoun County Department of Management and Financial Services.

(3) Unemployment rates are available for some towns in Virginia, including Leesburg. The information provided is sourced from the Bureau of Labor Statistics, Local Area Unemployment Statistics, October 13, 2013, month of June each year.

TOWN OF LEESBURG, VIRGINIA **Table 16**

PRINCIPAL EMPLOYERS
Current Year and Seven Years Ago
(Unaudited)

	2013			2006 (1)	
Employer	Employees	Rank	Percentage of Total Employment	Employees	Rank
Loudoun County Government	2,000-2,500	1	11.0%	1,000-1,500	2
Loudoun County Public Schools	1,500-2,000	2	9.6%	1,500-2,000	1
Federal Aviation Administration	500-1,000	3	3.2%	500-1,000	3
Town of Leesburg	500-1,000	4	2.6%	250-500	4
Wegmans	250-500	5	1.9%	-	-
Mastec Services	250-500	6	1.7%	-	-
Target	250-500	7	1.5%	-	-
Commonwealth of Virginia	250-500	8	1.3%	-	-
Costco	100-250	9	1.1%	250-500	5
K2M	100-250	10	1.1%	-	-
Walmart	-	-		100-250	10
Giant Food	-	-		100-250	7
Southern Electric	-	-		250-500	6
Draper & Goldberg	-	-		100-250	8
Tuscarora Title	-	-		100-250	9

Note:

(1) Information was not maintained for towns prior to 2006 and percentage of total employment for 2006.

Sources: Town of Leesburg Economic Development Department

TOWN OF LEESBURG, VIRGINIA **Table 17**

FULL-TIME EQUIVALENT TOWN GOVERNMENT EMPLOYEES BY FUNCTION/PROGRAM
Last Ten Fiscal Years
(Unaudited)

	Fiscal Year June 30,									
Function/Program	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Legislative:										
Clerk of council	2.0	2.0	2.0	2.0	2.0	1.5	1.5	1.0	1.0	1.0
Executive:										
Town manager	6.0	6.0	6.0	6.0	6.0	6.5	8.5	9.0	6.0	6.0
Human resources	6.0	7.0	8.0	8.0	10.5	9.5	7.5	6.5	4.0	4.0
Information technology	5.0	5.0	5.0	5.0	6.0	6.0	6.0	6.0	5.0	5.0
Economic development	3.0	3.0	3.0	3.0	3.0	4.0	2.0	2.0	2.0	2.0
Capital projects management	-	6.5	7.0	9.0	9.0	10.0	11.0	10.0	10.6	10.6
Legal:										
Town attorney	1.5	1.5	1.5	2.0	2.0	2.6	3.0	3.0	3.0	3.0
Community Development:										
Plan review	-	-	-	-	-	13.0	14.0	12.0	9.0	9.0
Planning & zoning	20.0	21.0	23.0	23.0	23.0	16.0	16.0	16.0	11.0	11.0
Finance	16.0	19.0	20.0	19.5	19.5	19.5	19.5	19.5	17.8	16.0
Public safety	80.0	85.0	92.0	93.0	95.0	96.0	98.0	101.0	101.0	101.0
Engineering and public works:										
Engineering	18.0	15.0	16.0	13.0	13.0	7.0	6.0	6.0	4.0	4.0
Administration	5.0	4.5	5.0	5.0	5.0	4.0	4.0	4.0	4.0	4.0
Traffic management and street lights	-	-	-	3.0	3.0	3.0	3.0	3.0	3.0	3.0
Street maintenance	26.0	30.0	30.0	30.0	30.0	30.0	30.0	30.0	28.0	28.0
Parking meters and lots	1.0	-	-	-	-	-	-	-	-	-
Building maintenance	3.0	3.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Equipment maintenance	5.0	5.0	6.0	6.0	6.0	6.0	6.0	6.0	6.0	6.0
Parks, recreation and cultural	74.15	74.15	91.6	95.1	96.8	109.8	112.2	111.0	105.1	107.1
Balch Library	4.93	4.93	5.6	6.0	6.0	6.2	6.2	6.2	5.2	5.2
Utilities:										
Administration	7.0	7.0	7.0	7.0	7.0	7.0	7.0	7.0	7.0	9.0
Utility lines (maintenance)	29.0	31.0	31.0	31.0	31.0	35.0	35.0	35.0	33.0	31.0
Water supply	16.6	17.6	17.6	17.0	17.0	17.0	17.0	15.5	15.5	15.0
Utility maintenance	4.0	5.0	5.0	5.0	5.0	-	-	-	-	-
Water pollution control	25.0	27.0	27.0	26.0	26.0	26.0	25.0	23.0	22.0	23.0
Airport	5.0	5.0	5.0	5.0	4.0	4.0	4.0	4.0	3.0	3.0
Total	363.2	385.2	418.3	423.6	429.8	443.6	446.4	440.7	410.3	410.9

Source: Town of Leesburg Fiscal Year Budgets

Note:

(1) Plan review department established in fiscal year 2009. Employees were transferred from planning and zoning and public works.

TOWN OF LEESBURG, VIRGINIA **Table 18**

OPERATING INDICATORS BY FUNCTION/PROGRAM
Last Ten Calendar Years
(Unaudited)

Function/Program	2004	2005	2006	2007	2008	2009	2010	2011	2012	(1) 2013
Police:										
Calls for service	52,298	52,039	56,682	54,438	56,786	54,235	45,236	50,832	47,864	37,311
Adult arrest	1,664	1,669	1,562	1,510	1,400	1,324	1,302	1,468	1,244	1,063
Juvenile arrest	339	339	342	289	155	220	286	319	237	121
Speeding citations only	1,395	1,396	1,660	1,433	1,525	1,570	1,636	1,662	1,736	1,764
Traffic citations	3,531	4,038	6,244	5,547	6,238	5,751	7,328	6,795	5,567	5,580
Administration:										
Applications processed (full and part-time)	2,607	2,300	1,745	2,262	2,106	1,983	1,244	1,712	1,879	1,276
Positions advertised (full and part-time)	175	49	50	44	49	9	16	42	70	56
New hires (full and part-time)	141	200	115	187	165	98	133	130	142	124
Reportable accidents	-	-	37	55	24	25	76	37	25	24
All town training sessions	-	33	22	20	45	27	34	20	47	38
Public service:										
Garbage collected (ton)	16,883	19,880	20,039	20,662	21,105	17,407	16,829	18,024	18,185	13,639
Recycle collected (ton)	5,631	7,624	7,956	6,460	7,096	7,580	8,396	9,776	10,355	7,766
Parks and recreation:										
Recreation program attendance	-	-	9,324	12,968	18,682	13,901	15,161	23,306	14,883	11,160
Aquatics program attendance	-	-	5,492	6,374	5,989	7,915	10,650	9,902	7,781	5,835
Utilities:										
New water connections	896	606	513	90	100	93	67	94	116	87
New wastewater connections	896	606	513	90	100	93	67	85	100	84
Average daily water consumption (mgd)	4.07	4.40	4.40	4.64	4.21	4.22	4.30	4.30	4.29	4.28
Average daily sewage treatment (mgd)	3.58	3.70	3.59	3.71	4.99	4.40	5.00	4.88	4.46	4.42
Airport:										
Number of hangers rented	51	51	51	50	40	41	41	57	57	57
Number of tiedowns rented	146	146	146	146	108	125	122	120	110	102
Number of incidents on airport property	3	2	2	-	3	-	-	1	1	-

Note:

(1) Through September 30.

Source: Various Town departments

TOWN OF LEESBURG, VIRGINIA **Table 19**

CAPITAL ASSET STATISTICS BY FUNCTION/PROGRAM
Last Ten Fiscal Years
(Unaudited)

	Fiscal Year June 30,									
Function/Program	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Police protection:										
Number of stations	1	1	1	1	1	1	1	1	1	1
Streets:										
Primary (miles)	11	12	12	12	13	14	15	15	15	15
Secondary (miles)	80	83	83	89	90	91	91	91	92	92
Traffic signals	32	34	35	36	42	49	50	51	52	54
Number of street lights	1,855	1,905	1,970	2,070	2,179	2,479	2,614	2,654	2,700	2,791
Parks and recreation:										
Parks - number of acres*	361	361	361	361	361	361	361	361	361	361
Major parks - number of acres*	265	265	265	265	265	265	265	265	265	265
Neighborhood parks - number of acres	96	96	96	96	96	96	96	96	96	96
Baseball/softball diamonds	6	6	6	6	6	6	6	6	6	6
Soccer/football fields	4	4	4	3	3	3	3	3	3	3
Basketball courts	4	4	4	4	4	4	4	4	4	4
Tennis courts	7	7	7	7	11	11	11	11	11	11
Swimming pools	1	1	1	2	2	3	3	3	3	3
Parks with playground equipment	5	5	5	6	6	5	5	5	5	5
Picnic shelters	4	5	5	6	6	4	4	4	4	4
Community centers	1	1	1	1	1	1	1	1	1	1
Balch Library:										
Facilities	1	1	1	1	1	1	1	1	1	1
Volumes	10,006	11,268	28,380	30,029	32,474	37,194	41,227	59,423	61,377	70,717
Water:										
Wells	3	1	1	1	1	1	1	1	1	1
Water lines (miles)	203	203	205	206	208	209	215	218	217	218
Fire hydrants	2,129	2,178	2,200	2,234	2,332	2,347	2,367	2,459	2,589	2,598
Storage capacity (mgd)	5	5	5	5	5	6.5	8.0	8.0	8.0	8.0
Number of customers	13,110	13,716	14,229	14,785	15,035	15,120	15,142	15,159	15,292	15,509
Sewers:										
Sanitary sewers (miles)	168	170	171	172	171	172	175	169	172	172
Storm sewers (miles)	-	-	115.0	120	127	129	131	134	134	137
Number of customers	13,110	13,716	14,229	14,953	15,139	15,155	15,039	15,178	15,347	15,391
Airport:										
Hangers	51	51	51	51	41	41	57	57	57	57
Tie-downs	146	146	146	146	116	131	133	122	120	120

Note:

(1) Prior to 2006 the storm sewer miles were not maintained by the Town of Leesburg.

*Includes 21 acres of leased property (Izaak Walton Park) that the Town maintains and runs as a park.

Source: Various Town departments

COMPLIANCE SECTION

TOWN OF LEESBURG, VIRGINIA

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
Year Ended June 30, 2013

Federal Grantor/Pass-Through Grantor Program Title	Pass-Through Entity Identifying Number	Federal CFDA Number	Expenditures
DEPARTMENT OF JUSTICE			
Pass-Through Payments:			
City of Manassas Park			
Gang-Free Schools and Communities-Community Based Gang Intervention	2010-DD-BX-0483	16.544	$ 15,125
Direct Payments:			
Bulletproof Vest Partnership Program		16.607	3,929
Direct Payments:			
ARRA - Byrne Justice Assistance Grant	2009-SB-B9-2382	16.738	58,345
Pass-Through Payments:			
Virginia Department of Criminal Justice Services			
Byrne Justice Assistance Grant	12-F1059LO11	16.738	2,159
Total Department of Justice			79,558
DEPARTMENT OF TRANSPORTATION			
Direct Payments:			
Airport Improvement Program		20.106	3,454,917
DEPARTMENT OF HOMELAND SECURITY			
Pass-Through Payments:			
Commonwealth of Virginia, Department of Emergency Services			
Disaster Grants - Public Assistance	FEMA-1905-DR-VA	97.036	7,356
Total Federal Expenditures			**$ 3,541,831**

See Notes to Schedule of Expenditures of Federal Awards.

TOWN OF LEESBURG, VIRGINIA

NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

Note 1. Basis of Presentation

The accompanying Schedule of Expenditures of Federal Awards includes the federal grant activity of the Town and is presented on the modified accrual basis of accounting. The information in this schedule is presented in accordance with the requirements of OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations.* Therefore, some amounts presented in this schedule may differ from amounts presented in, or used in the preparation of, the basic financial statements.

Federal Financial Assistance – The Single Audit Act Amendments of 1996 (Public Law 104-156) and OMB Circular A-133 define federal financial assistance as grants, loans, loan guarantees, property (including donated surplus property), cooperative agreements, interest subsidies, insurance, food commodities, direct appropriations or other assistance. Federal financial assistance does not include direct federal cash assistance to individuals.

Direct Payments – Assistance received directly from the Federal government is classified as direct payments on the Schedule of Expenditures of Federal Awards.

Pass-through Payments – Assistance received in a pass-through relationship from entities other than the Federal government is classified as pass-through payments on the Schedule of Expenditures of Federal Awards.

Major Programs – The Single Audit Act Amendments of 1996 and OMB Circular A-133 establish the criteria to be used in defining major programs. Major programs for the Town were determined using a risk-based approach in accordance with OMB Circular A-133.

Catalog of Federal Domestic Assistance – The Catalog of Federal Domestic Assistance (CFDA) is a government-wide compendium of individual federal programs. Each program included in the catalog is assigned a five-digit program identification number (CFDA Number), which is reflected in the accompanying schedule.

Note 2. Relationship to the Basic Financial Statements

For fiscal year 2013, the Town recognized amounts in the Schedule of Expenditures of Federal Awards (SEFA) associated with prior year expenditures. Expenditures should be recognized in the fiscal year spent for reporting purposes. In the current fiscal year, $7,356 of prior year expenditures associated with Disaster Grants – Public Assistance (CFDA # 97.036) were included in the SEFA. Prior year expenditures associated with the Disaster Grant were reflected in the current year due to when the Town received reimbursement from the State of Virginia for amounts submitted to the State in the prior year, the funds received by the Town were “marked” as federal funds, the Town included the expenditures in the current year SEFA.

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 Honorable Mayor and Members of Council
Town of Leesburg, Virginia
Leesburg, Virginia

We have audited, in accordance with the auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States; and the *Specifications for Audits of Counties, Cities and Towns,* issued by the Auditor of Public Accounts of the Commonwealth of Virginia; the financial statements of the governmental activities, the business-type activities, each major fund, and the remaining fund information of the Town of Leesburg, Virginia (Town), as of and for the year ended June 30, 2013, and the related notes to the financial statements, which collectively comprise the Town's basic financial statements, and have issued our report thereon dated November 18, 2013.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Town'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 the Town's internal control. Accordingly, we do not express an opinion on the effectiveness of the Town'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 Town'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 the Town's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Town'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 Town's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

PBMares, LLP

Harrisonburg, Virginia
November 18, 2013

INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE
FOR EACH MAJOR FEDERAL PROGRAM
AND REPORT ON INTERNAL CONTROL OVER COMPLIANCE
REQUIRED BY OMB CIRCULAR A-133

To the Honorable Mayor and Members of Council
Town of Leesburg, Virginia
Leesburg, Virginia

Report on Compliance for Each Major Federal Program

We have audited the Town of Leesburg, Virginia's (Town) compliance with the types of compliance requirements described in the *OMB Circular A-133 Compliance Supplement* that could have a direct and material effect on the Town's major federal program for the year ended June 30, 2013. The Town's major federal program is identified in the summary of independent auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to its federal program.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for the Town's major federal program based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Those standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Town's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for its major federal program. However, our audit does not provide a legal determination of the Town's compliance.

Opinion on Major Federal Program

In our opinion, the Town complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on its major federal program for the year ended June 30, 2013.

Report on Internal Control Over Compliance

Management of the Town is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the Town's internal control over compliance with the types of requirements that could have a direct and material effect on its major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for its major federal program and to test and report on internal control over compliance in accordance with OMB Circular A-133, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Town's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A material weakness in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. A significant deficiency in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of OMB Circular A-133. Accordingly, this report is not suitable for any other purpose.

PBMares, LLP

Harrisonburg, Virginia
November 18, 2013

TOWN OF LEESBURG, VIRGINIA

SCHEDULE OF FINDINGS AND QUESTIONED COSTS
Year Ended June 30, 2013

I. SUMMARY OF INDEPENDENT AUDITOR'S RESULTS

Financial Statements:

Type of auditor's report issued: Unmodified

Internal control over financial reporting:

Material weaknesses identified	_____ Yes	__√__ No
Significant deficiencies identified that are not considered to be material weaknesses	_____ Yes	__√__ No
Noncompliance material to financial statements noted	_____ Yes	__√__ No

Federal awards:

Internal control over major programs:

Material weaknesses identified	_____ Yes	__√__ No
Significant deficiencies identified that are not considered to be material weaknesses	_____ Yes	__√__ None Reported

Type of auditor's report issued on compliance for major programs: Unmodified

Any audit findings disclosed that are required to be reported in accordance with section 510(a) of Circular A-133?	_____ Yes	__√__ No

Identification of major programs:

CFDA Number	Name of Federal Program or Cluster
20.106	Airport Improvement Program

Dollar threshold used to distinguish between type A and type B programs $300,000

Auditee qualified as low-risk auditee? _____ Yes __√__ No

TOWN OF LEESBURG, VIRGINIA

SCHEDULE OF FINDINGS AND QUESTIONED COSTS
Year Ended June 30, 2013

II. FINDINGS RELATING TO THE FINANCIAL STATEMENT AUDIT AS REQUIRED TO BE REPORTED IN ACCORDANCE WITH AUDITING STANDARDS GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA

None

III. FINDINGS AND QUESTIONED COSTS FOR FEDERAL AWARDS

None

TOWN OF LEESBURG, VIRGINIA

SUMMARY SCHEDULE OF PRIOR AUDIT FINDINGS
Year Ended June 30, 2013

There were no audit findings reported in the prior year's single audit.

To the Honorable Mayor and Members of Council
Town of Leesburg, Virginia

In connection with our audit of the financial statements of the Town of Leesburg, Virginia (Town) for the year ended June 30, 2013, we have the following comments and suggestions for your consideration.

During the course of our audit, we discovered two items we consider to be control deficiencies that should be communicated to Council.

Developer Donated Assets

During our audit of capital assets it was noted the value of several developer donated assets was incorrectly calculated and recorded by the Town. Per our review of the records maintained by the Town's Public Works Department, all the information related to developer donated assets were properly reflected on summary reports however there were several arithmetic errors. These errors resulted in the values of the assets reported to the Finance Department for recording to be misstated. We recommend the Town consider implementing a policy that all reports are reviewed and both subtotal and total amounts are recalculated to ensure all amounts have been included in the total cost of the asset.

Fund Balance

During our reconciliation of fund balance for the General Fund we noted the balance reflected by the Town did not agree to the prior year ending fund balance and we found a transaction had been posted directly to fund balance during the fiscal year. As a result, beginning fund balance did not agree to prior year ending fund balance. Although this had no impact on the current fiscal year ending fund balance, we recommend the Town consider implementing a policy to ensure transactions are not posted directly to fund balance. At a minimum the Town should review fund balances annually to ensure the fund balances agree to the prior year audited financial statements.

Compliance Finding

During the course of our audit, we discovered one state compliance finding that should be communicated.

> **Statements of Economic Interest:** The State and Local government Conflict of Interest Act is designed to assure that the judgment of public employees is not compromised or affected by inappropriate conflicts. The Act prohibits local government officers or employees from participating in certain transactions. Statements of economic interests are required to be filed with the clerk of the governing body by January 15 of each year. Our audit procedures revealed that one member of Town Council did not file their economic interest statement timely.

We offer the following comments and suggestions for your consideration.

GASB Statement No. 68, *Accounting and Financial Reporting for Pensions*

The primary objective of GASB Statement No. 68 is to improve accounting and financial reporting by state and local governments for pensions. It also improves information provided by state and local governmental employers about financial support for pensions that is provided by other entities. This Statement results from a comprehensive review of the effectiveness of existing standards of accounting and financial reporting for pensions with regard to providing decision-useful information, supporting assessments of accountability and interperiod equity, and creating additional transparency.

This Statement replaces the requirements of Statement No. 27, *Accounting for Pensions by State and Local Governmental Employers,* as well as the requirements of Statement No. 50, *Pension Disclosures,* as they relate to pensions that are provided through pension plans administered as trusts or equivalent arrangements (hereafter jointly referred to as trusts) that meet certain criteria. The requirements of Statements 27 and 50 remain applicable for pensions that are not covered by the scope of this Statement.

Statement No. 67, *Financial Reporting for Pension Plans,* revises existing standards of financial reporting for most pension plans. Statement No. 68 and Statement No. 67 establish a definition of a pension plan that reflects the primary activities associated with the pension arrangement—determining pensions, accumulating and managing assets dedicated for pensions, and paying benefits to plan members as they come due.

The scope of this Statement addresses accounting and financial reporting for pensions that are provided to the employees of state and local governmental employers through pension plans that are administered through trusts that have the following characteristics:

- Contributions from employers and nonemployer contributing entities to the pension plan and earnings on those contributions are irrevocable.
- Pension plan assets are dedicated to providing pensions to plan members in accordance with the benefit terms.
- Pension plan assets are legally protected from the creditors of employers, nonemployer contributing entities, and the pension plan administrator. If the plan is a defined benefit pension plan, plan assets also are legally protected from creditors of the plan members.

This Statement establishes standards for measuring and recognizing liabilities, deferred outflows of resources, and deferred inflows of resources, and expense/expenditures. For defined benefit pensions, this Statement identifies the methods and assumptions that should be used to project benefit payments, discount projected benefit payments to their actuarial present value, and attribute that present value to periods of employee service.

Note disclosure and required supplementary information requirements about pensions also are addressed. Distinctions are made regarding the particular requirements for employers based on the number of employers whose employees are provided with pensions through the pension plan and whether pension obligations and pension plan assets are shared. The Town is classified in the following category for purposes of this Statement:

- Agent employers are those whose employees are provided with defined benefit pensions through agent multiple-employer pension plans—pension plans in which plan assets are pooled for investment purposes but separate accounts are maintained for each individual employer so that each employer's share of the pooled assets is legally available to pay the benefits of only its employees.

In addition, this Statement details the recognition and disclosure requirements for employers with liabilities (payables) to a defined benefit pension plan and for employers whose employees are provided with defined contribution pensions. This Statement also addresses circumstances in which a nonemployer entity has a legal requirement to make contributions directly to a pension plan.

The requirements of Statement No. 68 are effective for financial statements for fiscal years beginning after June 15, 2014.

The table below represents the effect to unrestricted net position had GASB Statement No. 68 been implemented in fiscal year 2013:

Unrestricted net position	$	27,355,358
Net pension obligation (June 30, 2012)		(18,395,968)
Restated unrestricted net position	$	8,959,390

Status of Prior Year Comments

We made several comments in the prior year's management letter where matters deemed to be intended for consideration were cited. The Town has made the recommended changes per our review. We appreciate management's continued cooperation in incorporating these suggestions.

* * * * * * *

This report is intended solely for the information and use of management, Town Council, and others within the organization and is not intended to be and should not be used by anyone other than these specified parties.

If you have any questions concerning any of these items, or if we can be of further assistance, please contact us. We thank you for the opportunity to conduct your audit for the year ended June 30, 2013 and express our appreciation to everyone for their cooperation during this engagement.

PBMares, LLP

Harrisonburg, Virginia
November 18, 2013

Town of Leesburg Virginia

NORMAN D. BUTTS
Director of Finance

25 West Market Street ■ 20176 ■ 703-771-2701 ■ Fax: 703-771-2799 ■ www.leesburgva.gov

November 25, 2013

Mike Garber, Partner
PBMares, LLP
Harrisonburg, Virginia

Dear Mr. Garber,

Thank you for your comments related to the fiscal year 2013 audit. While the Town of Leesburg strives to ensure proper procedures and adequate internal controls are in place, we welcome any suggestions that your audit firm finds during the course of the audit engagement. Below, you will find our responses to the conditions cited in the Management Letter for fiscal year 203.

Finding.
Developer Donated Assets

During our audit of capital assets it was noted the value of several developer donated assets was incorrectly calculated and recorded by the Town. Per our review of the records maintained by the Town's Public Works Department, all the information related to developer donated assets were properly reflected on summary reports however there were several arithmetic errors. These errors resulted in the values of the assets reported to the Finance Department for recording to be misstated. We recommend the Town consider implementing a policy that all reports are reviewed and both subtotal and total amounts are recalculated to ensure all amounts have been included in the total cost of the asset.

Management's Response.

We concur. The Deputy Director of Public Works will review and recalculate all developer donated assets prior to reporting the information to Finance for recording.

Finding.

Fund Balance

During our reconciliation of fund balance for the General Fund we noted the balance reflected by the Town did not agree to the prior year ending fund balance and we found a transaction had been posted directly to fund balance during the fiscal year. As a result, beginning fund balance did not agree to prior year ending fund balance. Although this had no impact on the current fiscal year ending fund balance, we recommend the Town consider implementing a policy to ensure transactions are not posted directly to fund balance. At a minimum the Town should review fund balances annually to ensure the fund balances agree to the prior year audited financial statements.

Management's Response

We concur. The "Comprehensive Annual Financial Report (CAFR)" policies and procedures have been updated. The following step was added:

Review fund balance amounts to ensure they agree to the prior year audited financial statement amounts. If they do not, review the transactions and resolve prior to closing the fiscal year.

Compliance Findings

During the course of our audit, we discovered one state compliance finding that should be communicated.

Statements of Economic Interest: The State and Local government Conflict of Interest Act is designed to assure that the judgment of public employees is not compromised or affected by inappropriate conflicts. The Act prohibits local government officers or employees from participating in certain transactions. Statements of economic interests are required to be filed with the clerk of the governing body by January 15 of each year. Our audit procedures revealed that one member of Town Council did not file his economic interest statement timely.

Management's Response

We concur. These are important disclosure documents and procedures will be put in place to ensure the forms are filed timely.

New GASB Pronouncements

GASB Statement No. 68, *Accounting and Financial Reporting for Pensions*

The primary objective of GASB Statement No. 68 is to improve accounting and financial reporting by state and local governments for pensions. It also improves information provided by state and local governmental employers about financial support for pensions that is provided by other entities. This Statement results from a comprehensive review of the effectiveness of existing standards of accounting and financial reporting for pensions with regard to providing decision-useful information, supporting assessments of accountability and interperiod equity, and creating additional transparency.

This Statement replaces the requirements of Statement No. 27, *Accounting for Pensions by State and Local Governmental Employers,* as well as the requirements of Statement No. 50, *Pension Disclosures,* as they relate to pensions that are provided through pension plans administered as trusts or equivalent arrangements (hereafter jointly referred to as trusts) that meet certain criteria. The requirements of Statements 27 and 50 remain applicable for pensions that are not covered by the scope of this Statement.

Statement No. 67, *Financial Reporting for Pension Plans,* revises existing standards of financial reporting for most pension plans. Statement No. 68 and Statement No. 67 establish a definition of a pension plan that reflects the primary activities associated with the pension arrangement—determining pensions, accumulating and managing assets dedicated for pensions, and paying benefits to plan members as they come due.

The scope of this Statement addresses accounting and financial reporting for pensions that are provided to the employees of state and local governmental employers through pension plans that are administered through trusts that have the following characteristics:

- Contributions from employers and nonemployer contributing entities to the pension plan and earnings on those contributions are irrevocable.
- Pension plan assets are dedicated to providing pensions to plan members in accordance with the benefit terms.
- Pension plan assets are legally protected from the creditors of employers, nonemployer contributing entities, and the pension plan administrator. If the plan is a defined benefit pension plan, plan assets also are legally protected from creditors of the plan members.

This Statement establishes standards for measuring and recognizing liabilities, deferred outflows of resources, and deferred inflows of resources, and expense/expenditures. For defined benefit pensions, this Statement identifies the methods and assumptions that should be used to project benefit payments, discount projected benefit payments to their actuarial present value, and attribute that present value to periods of employee service.

Note disclosure and required supplementary information requirements about pensions also are addressed. Distinctions are made regarding the particular requirements for employers based on the number of employers whose employees are provided with pensions through the pension plan and whether pension obligations and pension plan assets are shared. The Town is classified in the following category for purposes of this Statement:

- Agent employers are those whose employees are provided with defined benefit pensions through agent multiple-employer pension plans—pension plans in which plan assets are pooled for investment purposes but separate accounts are maintained for each individual employer so that each employer's share of the pooled assets is legally available to pay the benefits of only its employees.

In addition, this Statement details the recognition and disclosure requirements for employers with liabilities (payables) to a defined benefit pension plan and for employers whose employees are provided with defined contribution pensions. This Statement also addresses circumstances in which a nonemployer entity has a legal requirement to make contributions directly to a pension plan.

The requirements of Statement No. 68 are effective for financial statements for fiscal years beginning after June 15, 2014.

The table below represents the effect to unrestricted net position had GASB Statement No. 68 been implemented in fiscal year 2013:

Unrestricted net position	$	27,355,358
Net pension obligation		(18,395,968)
Restated unrestricted net position	$	8,959,390

Management's Response:

Noted. The Department of Finance is aware of this Statement and is in the process of reviewing and analyzing it to determine the impact it will have on the Town of Leesburg.

Thanks again for your comments. We look forward to working with you to strengthen our procedures and internal controls.

Sincerely,

Norman D. Butts
Director of Finance