

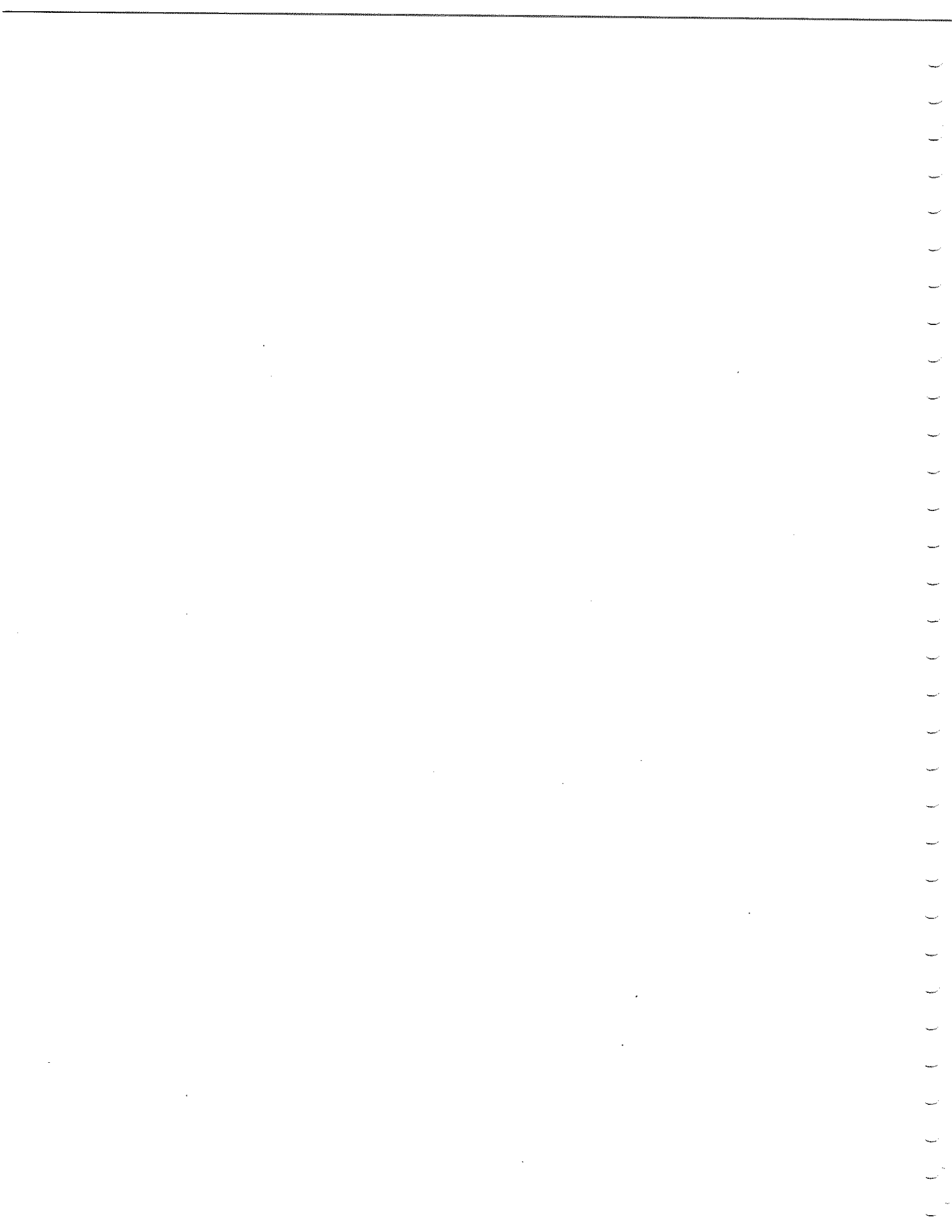
**DENVER PUBLIC SCHOOLS  
PROFESSIONAL COMPENSATION SYSTEM  
FOR TEACHERS TRUST  
Denver County, Colorado**

**FINANCIAL STATEMENTS  
June 30, 2013**



## TABLE OF CONTENTS

	PAGE
<b>INDEPENDENT AUDITORS' REPORT</b> .....	1
<b>BASIC FINANCIAL STATEMENTS</b>	
Government-wide Financial Statements:	
Statement of Net Position .....	1
Statement of Activities .....	2
Fund Financial Statements:	
Balance Sheet – Governmental Fund .....	3
Statement of Revenues, Expenditures and Changes in Fund Balance – Governmental Fund .....	4
Notes to Basic Financial Statements .....	5
<b>REQUIRED SUPPLEMENTARY INFORMATION</b> .....	12
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual - General Fund .....	13
<b>INDEPENDENT AUDITORS' 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</b> .....	14





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CliftonLarsonAllen LLP  
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## INDEPENDENT AUDITORS' REPORT

Board of Trustees  
Denver Public Schools Professional Compensation System for Teachers Trust  
Denver, Colorado

### **Report on the Financial Statements**

We have audited the accompanying financial statements of the governmental activities and the major fund of the Denver Public Schools Professional Compensation System for Teachers Trust, a component unit of School District No. 1 in the City and County of Denver and State of Colorado, as of and for the year ended June 30, 2013, and the related notes to the financial statements, which collectively comprise the entity'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.

### ***Auditors' Responsibility***

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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



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**Opinions**

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and the major fund of the Denver Public Schools Professional Compensation System for Teachers Trust as of June 30, 2013, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

**Other Matters**

*Required Supplementary Information*

Accounting principles generally accepted in the United States of America require that the budgetary comparison on page 13 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.

Denver Public Schools Professional Compensation System for Teachers Trust has not presented the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing 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. Our opinion on the basic financial statements is not affected by this missing information.

**Other Reporting Required by Government Auditing Standards**

In accordance with *Government Auditing Standards*, we have also issued our report dated December 10, 2013, on our consideration of the Denver Public Schools Professional Compensation System for Teachers Trust'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 result 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 Denver Public Schools Professional Compensation System for Teachers Trust's internal control over financial reporting and compliance.

*CliftonLarsonAllen LLP*

Greenwood Village, Colorado  
December 10, 2013

**BASIC FINANCIAL STATEMENTS**

**DENVER PUBLIC SCHOOLS  
PROFESSIONAL COMPENSATION SYSTEM FOR TEACHERS TRUST  
STATEMENT OF NET POSITION  
June 30, 2013**

**ASSETS**

Cash and investments	\$ 59,016,158
Property tax receivable	1,708,805
Interest receivable	41
Prepaid expenses	<u>13,166</u>
Total assets	<u>60,738,170</u>

**LIABILITIES**

Accounts payable	1,201,863
Salaries and benefits payable	<u>6,362,822</u>
Total liabilities	<u>7,564,685</u>

**NET POSITION**

Restricted for performance-based teacher compensation	<u>53,173,485</u>
Total net position	<u>\$ 53,173,485</u>

The accompanying notes are an integral part of the financial statements.



DENVER PUBLIC SCHOOLS  
PROFESSIONAL COMPENSATION SYSTEM FOR TEACHERS TRUST  
STATEMENT OF ACTIVITIES  
Year Ended June 30, 2013

		Program Revenues			Net (Expense) Revenue and Changes in Net Position
	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities
<b>FUNCTIONS/PROGRAMS</b>					
Governmental activities					
Instructional	\$ 38,968,242	\$ -	\$ -	\$ -	\$ (38,968,242)
Support services	621,651	-	-	-	(621,651)
Total governmental activities	\$ 39,589,893	\$ -	\$ -	\$ -	(39,589,893)
General revenues:					
Property taxes					29,942,155
Net investment earnings					3,672,003
Total					33,614,158
Change in net position					
Net position - Beginning of year					59,149,220
Net position - End of year					\$ 53,173,485

The accompanying notes are an integral part of the financial statements.

DENVER PUBLIC SCHOOLS  
PROFESSIONAL COMPENSATION SYSTEM FOR TEACHERS TRUST  
BALANCE SHEET  
GOVERNMENTAL FUND  
June 30, 2013

**ASSETS:**

Cash and Investments	\$ 59,016,158
Property taxes receivable	1,708,805
Prepaid expenses	13,166
Interest receivable	41
Total assets	60,738,170

**LIABILITIES:**

Accounts payable	1,201,863
Salaries and benefits payable	6,362,822
Unearned revenue	606,801
Total current liabilities	8,171,486

**FUND BALANCE**

Restricted for:	
Performance-based teacher compensation	52,566,684
Total fund balance	52,566,684

**TOTAL LIABILITIES AND FUND BALANCE** **\$ 60,738,170**

Amounts reported for governmental activities in the statement of net position are different because:

Fund balance	\$ 52,566,684
Property taxes receivable are not available to pay for current period expenditures and therefore are deferred in the governmental fund financial statements	606,801
Net position of governmental activities	\$ 53,173,485

The accompanying notes are an integral part of the financial statements.

**DENVER PUBLIC SCHOOLS**  
**PROFESSIONAL COMPENSATION SYSTEM FOR TEACHERS TRUST**  
**STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE**  
**GOVERNMENTAL FUND**  
**Year ended June 30, 2013**

<b>REVENUE</b>	
Property taxes	\$ 30,102,527
Investment earnings	<u>3,672,003</u>
Total revenue	<u>33,774,530</u>
<b>EXPENDITURES</b>	
Salaries and benefits (instruction)	38,968,242
Other expenses (general administration)	<u>621,651</u>
Total operating expenses	<u>39,589,893</u>
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	(5,815,363)
<b>FUND BALANCE - BEGINNING OF YEAR</b>	<u>58,382,047</u>
<b>FUND BALANCE - END OF YEAR</b>	<u>\$ 52,566,684</u>
Amounts reported for governmental activities in the statement of net activities are different because:	
Net changes in fund balance	\$ (5,815,363)
Some property taxes will not be collected for several months after the Trust's fiscal year ends, and are not considered available revenues and are deferred in the governmental fund financial statements	<u>(160,372)</u>
Governmental activities change in net position	<u>\$ (5,975,735)</u>

The accompanying notes are an integral part of the financial statements.

**DENVER PUBLIC SCHOOLS  
PROFESSIONAL COMPENSATION SYSTEM FOR TEACHERS TRUST  
NOTES TO FINANCIAL STATEMENTS  
June 30, 2013**

**NOTE 1 – NATURE OF THE ORGANIZATION**

Denver Public Schools Professional Compensation System For Teachers, also referred to as "ProComp" (the Trust) is a groundbreaking compensation system that links teacher pay to the instructional mission of School District No. 1 in the City and County of Denver and State of Colorado (Denver Public Schools). Designed in a partnership between the Denver Classroom Teachers Association (DCTA) and the Denver Public Schools, the Trust has received national attention because it rewards teachers for their professional accomplishments while linking pay to student achievement.

ProComp promotes improved student achievement by:

- Rewarding teachers with bonuses and salary increases for improved student performance
- Encouraging talented teachers to work in schools and assignments with the greatest needs

ProComp helps attract and retain top quality teachers by:

- Allowing teachers to have more direct control of their career with options that reward them for increased knowledge and skills
- Offering salary incentives for satisfactory professional evaluations

Denver Public School's voters went to the polls on November 1, 2005, to approve the \$25 million mill levy to pay for the new ProComp system. Denver Public Schools established the Trust to administer the ProComp dollars. The ProComp mill levy dollars are to be used to pay for the difference between the amount of compensation paid to Denver Public Schools general operating-fund-paid DCTA members who are paid pursuant to the ProComp Agreement and what they would have been paid pursuant to the Master Agreement. In addition, the ProComp mill levy dollars are to be used for reasonable and necessary expenses of administering the Trust such as legal and other professional fees, Trustee expenses, the rental or leasing of equipment and supplies as needed by the Trust. The Trust is responsible for receiving, managing and distributing funds raised by the ProComp mill levy. One of the most important functions of the Trust is to ensure that ProComp is financially stable over time. The Trust also is responsible for monitoring how the District spends the monies derived from the Trust and ensuring that they are spent only for ProComp related expenses and spent in a manner consistent with the ProComp Agreement. A full description of the responsibilities and requirements of the Trust can be found in the Teacher Compensation Trust Agreement that was ratified by the Denver Public Schools Board of Education and the DCTA Executive Board. The Trust Agreement was approved by the Denver Public Schools Board of Education on November 17, 2005.

**DENVER PUBLIC SCHOOLS  
PROFESSIONAL COMPENSATION SYSTEM FOR TEACHERS TRUST  
NOTES TO FINANCIAL STATEMENTS  
June 30, 2013**

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Reporting Entity**

The accompanying basic financial statements have been prepared in accordance with criteria established by the Governmental Accounting Standards Board (GASB) for determining the various governmental organizations to be included in the reporting entity. The Trust has followed the guidelines of the GASB and has determined that no entities should be included in its basic financial statements as component units. Therefore, the reporting entity consists of the Trust's financial statements only. The Trust is included as a special revenue fund of Denver Public Schools.

**Basis of Presentation**

The basic financial statements of the Trust have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to governmental units. GASB is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

For financial statement reporting purpose, the Trust is considered a special-purpose government engaged in a single governmental program.

**Government-wide and Fund Financial Statements**

The government-wide financial statements (i.e., the statement of net position and the statement of activities) report information on all of the activities of the Trust. There is no inter-fund activity to be removed from these statements, as there is only the general fund, a governmental-fund type.

The statement of net position reports all financial and capital resources of the Trust with the difference between the assets, liabilities, and deferred outflows and inflows of resources of the Trust being reported as net position.

The statement of activities demonstrates the degree to which the direct expenses of the given function or segment, are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. There are no program revenues; however, there are property tax revenues and investment earnings that are reported as general revenues.

**Measurement Focus, Basis of Accounting, and Financial Statement Presentation**

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows.

**DENVER PUBLIC SCHOOLS  
PROFESSIONAL COMPENSATION SYSTEM FOR TEACHERS TRUST  
NOTES TO FINANCIAL STATEMENTS  
June 30, 2013**

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

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 Trust considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting.

Property tax revenues and interest associated with the current fiscal period are all considered to be susceptible to accrual and so have been recognized as revenues of the current fiscal period.

The Trust reports the following governmental fund:

*General Fund* - The General Fund is the operating fund of the Trust. It is used to account for all financial resources and expenditures of the Trust.

Unearned revenue arises when assets are recognized before revenue recognition criteria have been satisfied. Property taxes for which there is an endorsable legal claim as of June 30, 2013, but which have not met the revenue recognition criteria, have been recorded as unearned revenue. In governmental fund financial statements, receivables that will not be collected within the available period have been reported as unearned revenue.

**Assets, Liabilities and Fund Equity**

*Investments* - The Trust accounts for its investments at fair value.

*Receivables* - The Trust uses the allowance method to record uncollectible accounts. The allowance is based on past experience and on specific analysis of the collectability of individual accounts receivable.

*Accrued Salaries Earned But Unpaid* - The accrual of salaries earned but unpaid represents the liability to teachers who earn their ProComp mill levy share of salaries over the ten-month school year but are paid over a twelve-month period from September 1 to August 31.

*Fund Balance* - Fund balances for governmental funds are reported in classifications that comprise a hierarchy based primarily on the extent to which the Trust is bound to honor constraints on the specific purposes for which amounts in those funds can be spent. Fund balance can be classified into the following categories: nonspendable, restricted, committed, assigned or unassigned.

Restricted fund balance includes amounts where constraints have been placed on the use of resources by either (a) externally imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments; or (b) imposed by law through constitutional provisions or enabling legislation. The fund balance for the governmental fund is restricted for performance-based teacher compensation in compliance with the Trust Agreement and the voter-approved mill levy.

**DENVER PUBLIC SCHOOLS  
PROFESSIONAL COMPENSATION SYSTEM FOR TEACHERS TRUST  
NOTES TO FINANCIAL STATEMENTS  
June 30, 2013**

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Risk Management**

The Trust is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions. The Trust is covered through its own fiduciary insurance policy and the Denver Public School's risk management programs and liability insurance policies.

**Subsequent Events**

The Organization has performed an evaluation of subsequent events through December 10, 2013, which is the date the financial statements were available to be issued, and has considered any relevant matters in the preparation of the financial statements and footnotes.

**Implementation of New Accounting Pronouncements**

GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, which the Trust implemented in the year ended June 30, 2013, provides financial reporting guidance for deferred outflows of resources and deferred inflows of resources. This statement amends the net asset reporting requirements in GASB Statement No. 34, *Basic Financial Statement – and Management's Discussion and Analysis – for State and Local Governments*, and other pronouncements by incorporating deferred outflows of resources and deferred inflows of resources into the definitions of the required components of the residual measure and by renaming that measure as net position, rather than net assets. The provisions of this Statement are effective for financial statements for periods beginning after December 15, 2011. The Trust has adopted this Statement for the fiscal year ending June 30, 2013.

**NOTE 3 – BUDGETS AND BUDGETARY ACCOUNTING**

Denver Public Schools adopts an annual budget for the Trust, following these procedures:

- No later than June 1, the Denver Public Schools Superintendent present to the Board of Education of Denver Public Schools a proposed operating budget for the fiscal year commencing the following July 1.
- A public hearing is conducted to obtain taxpayer comments.
- A balanced budget and appropriation resolution must be adopted by June 30.
- Monies cannot be expended in excess of the amount appropriated unless an amended or supplemental budget is approved by resolution.
- The Board of Education or management of Denver Public Schools can modify the budget by line item within the total fund appropriation.
- The budget for the Trust's fund is adopted on a basis consistent with GAAP.

**DENVER PUBLIC SCHOOLS  
PROFESSIONAL COMPENSATION SYSTEM FOR TEACHERS TRUST  
NOTES TO FINANCIAL STATEMENTS  
June 30, 2013**

**NOTE 4 – INVESTMENTS**

**Investment Authority**

In February 2006, the Trust's Board of Directors approved the investment of the Trust's funds in either of two local government investment pools, which is permissible under Colorado Revised Statutes (CRS) for school districts. Effective August 9, 2006, HB 1287 was signed at which time the Trust was exempted from the investment restrictions placed on local governments. As a result, in August 2007, after conducting an asset liability study, the Trust's Board of Directors adopted an Investment Policy Statement, which authorizes the following:

- Domestic Equity Managers
  - Capitalization: Large Cap, Mid Cap, Small Cap
  - Style: Growth, Value, or Blended styles
- International Equity Managers
  - Capitalization: Large Cap, Mid Cap, or Small Cap
  - Market Development: Developed or Emerging
  - Style: Growth, Value, or Blended styles
- Bond Managers
  - Issuer (Government, Agency, Corporate, or Blended)
  - Portfolio Duration (Long-Term, Intermediate, or Short-Term)
  - Domestic and/or International
  - Investment Grades (Portfolio to have an average rating of A or better)
- Real Estate Investment Managers
- Cash & Equivalents Funds
  - Money Funds
  - Equity securities, both domestic and international
  - Fixed income securities
- Alternative investments including hedging strategies.
  - Hedge Funds
    - Absolute Return Hedge
    - Long/Short Hedge

**Cash Deposits**

The Trust does not have any cash deposits.



**DENVER PUBLIC SCHOOLS  
PROFESSIONAL COMPENSATION SYSTEM FOR TEACHERS TRUST  
NOTES TO FINANCIAL STATEMENTS  
June 30, 2013**

**NOTE 4 – INVESTMENTS (CONTINUED)**

**Investments**

The following table lists distribution of the Trust's investments by maturity, which displays sensitivity of the fair values of the Trust's investments to market rate fluctuations:

<u>Type of Security</u>	<u>Fair Value</u>	<u>12 Months or Less</u>
External Investment Pool	\$ 3,574,114	\$ 3,574,114
Hedge Funds - Limited Partnership	8,442,412	8,442,412
Mutual Funds - Equity	20,808,331	20,808,331
Mutual Funds - Fixed Income	22,191,185	22,191,185
Money Market - Mutual Funds	4,000,116	4,000,116
	<u>\$59,016,158</u>	<u>\$ 59,016,158</u>

*Custodial Credit Risk* - The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, the Trust will not be able to recover the value of its investment or collateral securities that are in the possession of an outside party. Investments in external investment pools and in open-end mutual funds are not exposed to custodial credit risk because their existence is not evidenced by securities that exist in physical or book entry form.

*Credit Risk* - Credit risk is the risk that an issuer or other counterparty to an investment in debt securities will not fulfill its obligation. Credit risk is measured by the assignment of a rating by a nationally recognized statistical rating organization. The debt securities of the Trust are held in open-end mutual funds, none of which are rated.

The Trust invests in the Colorado Local Government Liquid Asset Trust (COLOTRUST), which is an investment vehicle established by State statute for local government entities to pool surplus assets. The State Securities Commissioner administers and enforces all State statutes governing the Trust. The Trust is similar to a money market fund, with each share valued at \$1.00. COLOTRUST is rated AAAM by Standard & Poor's.

*Interest Rate Risk* - Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. The Trust does not have a policy on interest rate risk.

*Foreign Currency Rate Risk* - Foreign currency rate risk is the risk that changes in monetary exchange rates will adversely affect the fair value of an investment or a deposit in terms of U.S. dollars. The Trust does not have a policy on foreign currency rate risk. The Trust's international stock investments are in the form of international mutual funds and therefore the amount by currency denomination cannot be determined. The hedge equity investments are limited partnerships are limited partnerships with minimal foreign investments.

**DENVER PUBLIC SCHOOLS  
PROFESSIONAL COMPENSATION SYSTEM FOR TEACHERS TRUST  
NOTES TO FINANCIAL STATEMENTS  
June 30, 2013**

**NOTE 5 – RELATED PARTY**

Effective February 2, 2006, the Trust entered into an Operational and Administrative Services Agreement with the Denver Public Schools. Under this agreement, Denver Public Schools will provide necessary and qualified staffing to perform operational and administrative services. In addition, Denver Public Schools will develop and maintain a fiscal model for staff and consulting time for Trust services under the agreement. The Trust will reimburse Denver Public Schools for Trust expenses paid by Denver Public Schools. In June 2013, the Trust approved a request to pay for Denver Public Schools expenses incurred on behalf of the Trust. In June 2013, the actual expenses were calculated and a reimbursement was made to Denver Public Schools in the amount of \$1,145,215.

This information is an integral part of the accompanying financial statements.

**REQUIRED SUPPLEMENTARY INFORMATION**

**DENVER PUBLIC SCHOOLS**  
**PROFESSIONAL COMPENSATION SYSTEM FOR TEACHERS TRUST**  
**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN**  
**FUND BALANCE - BUDGET AND ACTUAL -**  
**GENERAL FUND**  
**Year Ended June 30, 2013**

	Budgeted Amounts		Actual	Variance with Final Budget Positive (Negative)
	Original	Final		
<b>REVENUE</b>				
Property taxes	\$ 28,474,137	\$ 29,198,899	\$ 30,102,527	\$ 903,628
Net investment earnings	3,580,902	3,580,902	3,672,003	91,101
Total revenue	<u>32,055,039</u>	<u>32,779,801</u>	<u>33,774,530</u>	<u>994,729</u>
<b>EXPENDITURES</b>				
Instruction	30,705,340	40,546,335	38,968,242	1,578,093
Supporting Services				
General administration	1,349,699	1,459,945	621,651	838,294
Total expenditures	<u>32,055,039</u>	<u>42,006,280</u>	<u>39,589,893</u>	<u>2,416,387</u>
<b>EXCESS OF REVENUE OVER (UNDER) EXPENDITURES</b>	-	(9,226,479)	(5,815,363)	3,411,116
<b>FUND BALANCE - BEGINNING OF YEAR</b>	<u>59,681,708</u>	<u>58,382,047</u>	<u>58,382,047</u>	-
<b>FUND BALANCE - END OF YEAR</b>	<u>\$ 59,681,708</u>	<u>\$ 49,155,568</u>	<u>\$ 52,566,684</u>	<u>\$ 3,411,116</u>



**INDEPENDENT AUDITORS' 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**

Board of Trustees  
Denver Public Schools Professional Compensation System for Teachers Trust  
Denver, Colorado

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities and the major fund of Denver Public Schools Professional Compensation System for Teachers Trust, as of and for the year ended June 30, 2013, and the related notes to the financial statements, which collectively comprise Denver Public Schools Professional Compensation System for Teachers Trust's basic financial statements, and have issued our report thereon dated December 10, 2013.

**Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered Denver Public Schools Professional Compensation System for Teachers Trust'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 Denver Public Schools Professional Compensation System for Teachers Trust's internal control. Accordingly, we do not express an opinion on the effectiveness of Denver Public Schools Professional Compensation System for Teachers Trust's internal control.

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

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

**Compliance and Other Matters**

As part of obtaining reasonable assurance about whether Denver Public Schools Professional Compensation System for Teachers Trust'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 result of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

*CliftonLarsonAllen LLP*

Greenwood Village, Colorado  
December 10, 2013