

**CITY OF TRAVERSE CITY
DOWNTOWN DEVELOPMENT
AUTHORITY**

**(A Component Unit of the
City of Traverse City, Michigan)**

Traverse City, Michigan

FINANCIAL STATEMENTS

**For the Year Ended
June 30, 2016**



Vredeveld Haefner LLC

CPA's

CITY OF TRAVERSE CITY
DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the
City of Traverse City, Michigan)

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INDEPENDENT AUDITORS' REPORT

December 8, 2016

Members of the Board
City of Traverse City Downtown Development Authority
Traverse City, Michigan

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of the City of Traverse City Downtown Development Authority (the Authority), a Component Unit of the City of Traverse City, Michigan, as of and for the year ended June 30, 2016, and the related notes to the financial statements, which collectively comprise the Authority'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 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 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 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 Authority'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 and each major fund of the City of Traverse City Downtown Development Authority, as of June 30, 2016, 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.

Specializing in services to governmental and nonprofit entities

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 through 6 and the information on pages 21 through 24 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 Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 8, 2016 on our consideration of the Authority'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 Authority's internal control over financial reporting and compliance.

Uredexeld Haefner LLC

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's Discussion and Analysis

As management of the *Downtown Development Authority* (the "Authority"), we offer readers of the Authority's financial statements this narrative overview and analysis of the financial activities of the Authority for the fiscal year ended June 30, 2016.

Financial Highlights

- The assets of the Authority exceeded its liabilities at the close of the most recent fiscal year by \$3,255,887 (*net position*).
- The government's total net position decreased by \$3,463,885.
- As of the close of the current fiscal year, the Authority's governmental funds reported combined ending fund balances of \$2,166,695, a decrease of \$1,439,847 in comparison with the prior year.
- The TIF 2 plan expired as of June 30, 2016 and a receivable from the County Brownfield Authority that was tied to TIF 2 plan projects has been written off. The Authority is taking steps to establish a new TIF plan that would cover the same district as covered by the original TIF 2 plan.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the Authority's basic financial statements. The Authority's basic financial statements comprise three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to the financial statements.

Government-wide Financial Statements

The *government-wide financial statements* are designed to provide readers with a broad overview of the Authority's finances, in a manner similar to a private-sector business.

The *statement of net position* presents information on all of the Authority's assets and liabilities with the difference reported as *net position*. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the Authority is improving or deteriorating.

The *statement of activities* presents information showing how the government's net position changed during the most recent fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, *regardless of the timing of related cash flows*. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., earned but unused vacation leave).

Both of the government-wide financial statements distinguish functions of the Authority that are principally supported by taxes and intergovernmental revenues (*governmental activities*) from other functions that are intended to recover all or a significant portion of their costs through user fees and charges (*business-type activities*). The Authority's governmental activity is economic development. The Authority has no business-type activities.

The government-wide financial statements include only the Authority itself. The Authority has no legally separate component units for which the Authority is financially accountable.

The government-wide financial statements can be found on pages 7-8 of this report.

Fund Financial Statements

A *fund* is a grouping of related accounts that are used to maintain control over resources that have been segregated for specific activities or objectives. The Authority, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The Authority only has governmental funds. The Authority does not maintain enterprise or fiduciary funds.

Governmental funds. *Governmental funds* are used to account for essentially the same functions reported as *governmental activities* in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on *near-term inflows and outflows of spendable resources*, as well as on *balances of spendable resources* available at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for *governmental funds* with similar information presented for *governmental activities* in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental funds balance sheet and the governmental funds statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between *governmental funds* and *governmental activities*.

The Authority maintains three individual governmental funds. Information is presented separately in the governmental funds balance sheet and in the governmental funds statement of revenues, expenditures, and changes in fund balances for all three funds; the General Fund, TIF 2 and TIF 97 Special Revenue Funds, each of which are considered to be major funds. The governmental funds financial statements can be found on pages 9-12 of this report.

Notes to the Financial Statements

The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages 13-19 of this report.

Other Information

The Authority adopts an annual appropriated budget for its general and special revenue funds. Budgetary comparison schedules have been provided as required supplementary information to demonstrate compliance with those budgets.

Government-wide Financial Analysis

As noted earlier, net position may serve over time as a useful indicator of a government's financial position. In the case of the Authority, assets exceeded liabilities by \$3,255,887 at the close of the most recent fiscal year.

Downtown Development Authority's Net Position

	June 30	
	2016	2015
Governmental activities		
Current assets	\$ 5,283,593	\$ 6,866,329
Long-Term Liabilities	38,189	40,695
Other Liabilities	1,989,517	105,862
Total Liabilities	2,027,706	146,557
Net position		
Restricted	2,930,879	6,483,822
Unrestricted	325,008	235,950
Total net position	\$ 3,255,887	\$ 6,719,772

The Authority's net position reflects its restricted net position for future expenditures within the guidelines of the tax increment finance district plans and unrestricted net position, which may be used to meet the government's ongoing obligations to citizens and creditors.

At the end of the current fiscal year, the Authority is able to report positive balances in both categories of net position.

The Authority's net position decreased by \$3,463,885, key highlights are as follows:

- The Decrease in net position exceeded the 2015 decrease by approximately \$3,126,000. Charges for services and property taxes increase by approximately \$108,000 and \$21,000 respectively, Operating grants of 33,800 were received in FYE 2016 for a Market study and hosting a City Manager's conference. Total economic development expenses increase by approximately \$3,289,000. Of that amount, \$1,387,000 was related to the write down of a receivable from the local Brownfield Development Authority and approximately \$1,956,000 is related to increases in payments related to district eligible construction projects.

Downtown Development Authority's Changes in Net Position

	June 30	
	2016	2015
Governmental activities		
Program revenues		
Charges for services	\$ 645,487	\$ 537,547
Operating grants	33,800	-
General revenues		
Property taxes	2,645,602	2,624,355
Unrestricted investment earnings	540	355
Total revenue	3,325,429	3,162,257
Expenses		
Economic development	6,789,314	3,449,628
Change in net position	(3,463,885)	(337,371)
Net position – beginning of year	6,719,772	7,057,143
Net position – end of year	<u>\$ 3,255,887</u>	<u>\$ 6,719,772</u>

Financial Analysis of the Government's Funds

As noted earlier, the Authority uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental funds. The focus of the Authority's *governmental funds* is to provide information on near-term inflows, outflows, and balances of *spendable* resources. Such information is useful in assessing the Authority's financing requirements. In particular, *unassigned fund balance* may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

As of the end of the current fiscal year, the Authority's governmental funds reported combined ending fund balances of \$2,116,695, a decrease of \$1,439,847, in comparison with the prior year. \$1,725,879 is restricted and available only for spending for the benefit of the applicable district.

The General Fund is the chief operating fund of the Authority. At the end of the current fiscal year, unassigned fund balance of the General Fund was \$368,567. As a measure of the General Fund's liquidity, it

may be useful to compare unassigned fund balance to total fund expenditures. Unassigned fund balance represents 43 percent of total General Fund expenditures.

During the current fiscal year, the fund balance of the Authority's General Fund increased by \$90,999 although anticipated to increase \$3,434. The change in fund balance was attributed to actual expenditures being under the amended budget by approximately \$26,000, and actual revenues received being more than the budget by approximately \$61,000.

The TIF 2 Special Revenue Fund has a fund balance of \$1,162,303, which decreased by \$13,099 although anticipated to decrease \$651,000. The smaller decrease in fund balance was attributed to actual expenditures being under budget by approximately \$615,000 due to delayed planned projects, and actual property taxes received being more than the budget by \$22,000.

The TIF 97 Special Revenue Fund has a fund balance of \$563,576, which decreased \$1,157,747 although anticipated to decrease \$2,046,588. This decrease in fund balance versus the expected decrease was attributed to actual expenditures being under amended budget by approximately \$610,000 due to delayed planned projects which are expected to be completed in fiscal year end June 30, 2017.

Budgetary Highlights

Budgeted professional services in the Authority's DDA (General fund) operational budget were decreased by \$15,000 with a corresponding increase to the salaries and wages budget. The TIF 97 Special Revenue Fund budgeted professional services and contributions to district construction projects were increased by \$120,000 and \$738,000 respectively.

Economic Factors and Next Year's Budgets and Rates

The following factors were considered in preparing the Authority's budget for the 2016-17 fiscal year:

- Through a contract with the City of Traverse City, the Authority manages the Traverse City Parking Services. In July of 2015, the Authority and the City of Traverse City agreed to an adjustment in the administrative fee from \$410,000 to \$500,000 primarily to support staff in the parking system office.
- Various capital improvements are planned in the TIF 97 Funds for the 2016-17 fiscal year including, Garland Street improvements, Pine Street Pedestrian Bridge completion, 300 Block East Front Street Midblock Crosswalk, West Front Street parking Garage, and a Public Art Contribution.
- A \$65,000 payment to the Downtown WiFi project will be made from TIF 97 through fiscal year end 2024.
- The TIF 2 special revenue fund's tax increment finance plan period expired during the 2015/16 fiscal year. While available fund balance will be used for future allowable projects, there will not be additional property tax revenue unless a new tax increment plan is established.

Requests for Information

This financial report is designed to provide a general overview of the Authority's finances for all those with an interest in the government's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Authority's Executive Director, 303 State Street, Traverse City, Michigan.

FINANCIAL STATEMENTS

DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)

Statement of Net Position
June 30, 2016

	Governmental Activities
Assets	
Cash and cash equivalents	\$ 4,013,338
Due from other governments	1,260,143
Prepaid expenses	10,112
Total assets	5,283,593
Liabilities	
Accounts payable	53,454
Accrued liabilities	78,339
Due to primary government	1,830,105
Accrued compensated absences	
Due in one year	27,619
Due in more than one year	38,189
Total liabilities	2,027,706
Net position	
Restricted for tax increment finance districts	2,930,879
Unrestricted	325,008
Total net position	\$ 3,255,887

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

DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)

Statement of Activities
For the Year Ended June 30, 2016

<u>Functions/Programs</u>	<u>Expenses</u>	<u>Program Revenues</u>		<u>Net (Expense) Revenue</u>
		<u>Charges for Services</u>	<u>Operating Grants and Contributions</u>	
Governmental activities	<u>\$ 6,789,314</u>	<u>\$ 645,487</u>	<u>\$ 33,800</u>	\$ (6,110,027)
General revenues				
Unrestricted property taxes				69,613
Restricted property taxes for tax increment finance districts				2,575,989
Unrestricted investment earnings				<u>540</u>
Total general revenues				<u>2,646,142</u>
Change in net position				(3,463,885)
Net position, beginning of year				<u>6,719,772</u>
Net position, end of year				<u>\$ 3,255,887</u>

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

DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)

Balance Sheet
Governmental Funds
June 30, 2016

		Special Revenue Funds		Total
	General Fund	TIF 2 Fund	TIF 97 Fund	Governmental Funds
Assets				
Cash and cash equivalents	\$ 416,875	\$ 1,170,031	\$ 2,426,432	\$ 4,013,338
Due from other governments	46,530	1,835	1,211,778	1,260,143
Prepaid expenditures	10,112	-	-	10,112
Due from other funds	41,181	4,472	10,049	55,702
Total assets	\$ 514,698	\$ 1,176,338	\$ 3,648,259	\$ 5,339,295
Liabilities				
Accounts payable	\$ 35,494	\$ -	\$ 17,960	\$ 53,454
Accrued liabilities	78,339	-	-	78,339
Due to primary government	-	-	1,830,105	1,830,105
Due to other funds	10,049	14,035	31,618	55,702
Total liabilities	123,882	14,035	1,879,683	2,017,600
Deferred inflows of resources				
Unavailable revenue	-	-	1,205,000	1,205,000
Fund balances				
Nonspendable - prepaid expenditures	10,112	-	-	10,112
Restricted - tax increment finance districts	-	1,162,303	563,576	1,725,879
Assigned for subsequent year expenditures	12,137	-	-	12,137
Unassigned	368,567	-	-	368,567
Total fund balance	390,816	1,162,303	563,576	2,116,695
Total liabilities, deferred inflows of resources and fund balances	\$ 514,698	\$ 1,176,338	\$ 3,648,259	\$ 5,339,295

Continued.....

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

DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of the Traverse City, Michigan)

**Reconciliation of Fund Balances on the Balance Sheet for Governmental
Funds to Net Position of Governmental Activities on the
Statement of Net Position
June 30, 2016**

Fund balances - Governmental funds	\$	2,116,695
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Amounts reported for *governmental activities* in the statement of net position are different because:

Other noncurrent assets are not available to pay for current period expenditures and, therefore, are deferred in the funds.

Add: unavailable revenue		1,205,000
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Certain liabilities are not due and payable in the current period and therefore are not reported in the funds.

Deduct: accrued compensated absences		(65,808)
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Net position of governmental activities	\$	<u><u>3,255,887</u></u>
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Concluded

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

DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)

Statement of Revenues, Expenditures, and Changes in Fund Balances
Governmental Funds
For the Year Ended June 30, 2016

		Special Revenue Funds		Total
	General Fund	TIF 2 Fund	TIF 97 Fund	Governmental Funds
Revenues				
Property taxes	\$ 69,613	\$ 1,070,285	\$ 1,505,704	\$ 2,645,602
Grants and contributions	33,800	-	-	33,800
Reimbursements	791,188	525,000	110,000	1,426,188
Rental income	48,940	-	-	48,940
Interest income	540	2,148	5,120	7,808
Total revenues	944,081	1,597,433	1,620,824	4,162,338
Expenditures				
Economic Development				
Salaries	560,348	-	-	560,348
Fringe benefits	152,385	-	-	152,385
Office supplies and utilities	30,343	-	-	30,343
Professional services	94,729	144,238	314,016	552,983
Travel and conferences	5,460	-	-	5,460
Repairs and maintenance	1,950	-	-	1,950
Rentals	7,867	-	-	7,867
Contributions to other governments - debt service	-	1,466,294	800,370	2,266,664
Contributions to district construction projects	-	-	2,024,185	2,024,185
Total expenditures	853,082	1,610,532	3,138,571	5,602,185
Net change in fund balances	90,999	(13,099)	(1,517,747)	(1,439,847)
Fund balances, beginning of year	299,817	1,175,402	2,081,323	3,556,542
Fund balances, end of year	\$ 390,816	\$ 1,162,303	\$ 563,576	\$ 2,116,695

Continued....

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

DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)

**Reconciliation of the Statement of Revenues, Expenditures and
Changes in Fund Balance of Governmental Funds to the
Statement of Activities
For the Year Ended June 30, 2016**

Net change in fund balances - Governmental funds	\$ (1,439,847)
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Amounts reported for *governmental activities* in the Statement of Net Position are different because:

Noncurrent assets recorded on the fund statements are not available to fund current year operations and are unavailable in the funds.

Deduct: payments received on long-term assets due from other governments	(635,000)
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Deduct: write down of long-term balance due from other governments	(1,387,098)
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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 the funds.

Deduct : Increase in accrued compensated absences	<u>(1,940)</u>
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Change in net position	<u><u>\$ (3,463,885)</u></u>
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Concluded

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

**CITY OF TRAVERSE CITY
DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)**

**Notes to Financial Statements
For the Year Ended June 30, 2016**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity - The Downtown Development Authority (the "Authority"), a discrete component unit of the City of Traverse City (the "City"), was created in September 1978 by the City Commission pursuant to Act No. 197 of the Public Acts of 1975 of the State of Michigan. It operates through a Board of Trustees (the "Board") consisting of the Mayor of the City of Traverse City and eleven members approved by the City Commission. The purpose of the Authority is to correct and prevent deterioration of the Downtown Development District, encourage historic preservation, create and implement development plans, and promote economic growth.

The Authority is a component unit of the City because the City appoints the Authority's Board of Directors, it has the ability to significantly influence the Authority's operations and it is financially accountable for the Authority as defined under GASB Statement No. 14, *The Financial Reporting Entity*, as amended by GASB Statements No. 39 and No. 61. Accordingly, the Authority is presented as a discretely presented component unit in the City's financial statements.

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 nonfiduciary activities of the Authority. For the most part, the effect of interfund activity has been removed from these statements. 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 services. The Authority has no business-type activities.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segments 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.

Separate fund financial statements are provided for governmental funds. Major individual governmental funds are reported as separate columns in the fund financial statements.

Measurement Focus, Basis of Accounting and Financial Statement Presentation – The government-wide financial information is 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. Property taxes are recognized as revenues in the years for which they are levied.

CITY OF TRAVERSE CITY
DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)

Notes to Financial Statements
For the Year Ended June 30, 2016

Governmental fund financial information is 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 collectable within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the Authority 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. However, debt service and compensated absences expenditures are recorded only when payment is due. Property taxes and interest associated with the current fiscal period are all considered to be susceptible to accrual and have been recognized as revenues of the current fiscal period. All other revenue items are considered to be measurable and available only when cash is received by the government.

When both restricted and unrestricted resources are available for use it is the government's policy to use restricted resources first, then unrestricted resources as they are needed.

The Authority reports the following major governmental funds:

The *General Fund* is the Authority's primary operating fund. It accounts for all financial resources of the Authority, except those required to be accounted for in another fund.

The *TIF 2 and TIF 97 Special Revenue Funds* account for financial resources that are legally restricted for activities within specific districts of the Downtown Development Authority.

Capital Assets – The Authority has no capital assets for which it holds legal ownership. Infrastructure assets (e.g., roads, bridges, curbs, sidewalks, storm sewers and similar items), along with water and wastewater subsystems, constructed by the Authority are not recorded as the Authority's capital assets, even though the Authority may be obligated to repay the debt issued to finance the related projects. Such capital assets become the property of the City when they are placed into service and, accordingly, are then reported as the City's capital assets.

Deferred outflows/inflows of resources – In addition to assets, the statement of net position and the governmental funds balance sheet, when applicable, will sometimes report a separate section for deferred outflows of resources. This separate financial statement element represents a consumption of net position/fund balance that applies to a future period and so will not be recognized as an outflow of resources (expense/expenditure) until then. Currently, the Authority does not report deferred outflows of resources.

In addition to liabilities, the statement of net position and the governmental funds balance sheet, when applicable, will sometimes report a separate section for deferred inflows of

**CITY OF TRAVERSE CITY
DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)**

**Notes to Financial Statements
For the Year Ended June 30, 2016**

resources. This separate financial statement element represents an acquisition of net position/fund balance that applies to a future period and so will not be recognized as an inflow of resources (revenue) until then. Currently, the Authority has one item of this type, unavailable tax revenue, that qualifies as a deferred inflow of resources.

Accrued compensated absences - Employees are granted vacation and sick leave in varying amounts based on length of service. Annually unused vacation is reduced to a maximum of five weeks. Sick leave accumulates and is paid to employees at the time of retirement at one-half of total days accumulated up to a maximum of 120 days (60 paid days). The estimated amount due to employees as of June 30, 2016 is accrued in the government-wide financial statements.

Fund Balance – In the fund financial statements, governmental funds report nonspendable fund balance for amounts that cannot be spent because they are either (a) not in spendable form or (b) legally or contractually required to be maintained intact. Restricted fund balance is reported when externally imposed constraints are placed on the use of the resource by grantors, contributors, or laws or regulations of other governments. Committed fund balance is reported for amounts that can be used for specific purposes pursuant to constraints imposed by formal action of the Authority's highest level of decision making authority, the Authority's Board of Directors. A formal resolution by the Authority's Board of Directors is required to establish, modify or rescind a fund balance commitment. Assigned fund balance is reported for amounts intended for specific purposes expressed and assigned by the governing body. Unassigned fund balance is the residual classification for the General Fund.

2. CASH AND CASH EQUIVALENTS

Michigan Compiled Laws, Section 129.91 authorizes the local governmental unit to make deposits and invest in the accounts of federally insured banks, credit unions, and savings and loan associations which have an office in Michigan. The Authority is allowed to invest in bonds, securities, and other direct obligations of the United States or any agency or instrumentality of the United States; United States government or federal agency obligations; repurchase agreements; bankers' acceptance of United States banks; commercial paper rated within the two highest classifications which mature not more than 270 days after the date of purchase; obligations of the State of Michigan or its political subdivisions which are rated as investment grade; and mutual funds composed of investment vehicles which are legal for direct investment by local units of government in Michigan.

The Authority's deposit and investment policy is in accordance with statutory authority.

The Authority's cash and cash equivalents are cash on hand and demand deposits with a bank. The Authority's cash and cash equivalents are comprised of bank deposits with a balance of \$4,013,131 and petty cash of \$207 at June 30, 2016.

**CITY OF TRAVERSE CITY
DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)**

**Notes to Financial Statements
For the Year Ended June 30, 2016**

Custodial credit risk - deposits

Custodial risk is the risk that in the event of a bank failure, the Authority's deposits may not be returned. The State does not require and the Authority has not adopted a policy regarding custodial credit risk. The above deposits were reflected in the accounts of the bank (without recognition of checks written but not yet cleared, or of deposits in transit) at \$4,084,294. The Federal Deposit Insurance Corporation insured \$250,000 and the remainder of \$3,834,294 is uninsured and not collateralized.

3. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities in the governmental activities consist of 16 percent accrued payroll liabilities, 41 percent vendor payables and 43 percent deposits payable.

4. RECEIVABLES / UNAVAILABLE REVENUE

Governmental funds reported unavailable revenue in connection with receivables that are not considered to be available to liquidate liabilities of the current period. This unavailable revenue consists of taxes that will be captured in the future by the Brownfield tax districts to reimburse for costs incurred in this and past fiscal years for economic development. At the end of the current fiscal year, the various components of unavailable revenue amounted to \$1,205,000.

5. INTERFUND PAYABLES AND RECEIVABLES

Administrative related expenses payable from the TIF 2 and TIF 97 special revenue funds to the General Fund at June 30, 2016 amounted to \$14,035 and \$27,146, respectively. In addition \$4,472 is due from the TIF 97 to the TIF 2 fund to reallocate property tax revenue collections.

6. DUE TO PRIMARY GOVERNMENT

The TIF 97 special revenue fund reports \$1,830,105 due to the City (primary government) Capital Improvement Fund. This amount is related to construction costs that have been incurred by the Capital Improvement Fund that the TIF 97 fund has committed to reimburse.

**CITY OF TRAVERSE CITY
DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)**

**Notes to Financial Statements
For the Year Ended June 30, 2016**

7. ACCRUED COMPENSATED ABSENCES

Changes in accrued compensated absences consist of the following:

	<u>Balance</u> <u>07/01/15</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance</u> <u>06/30/16</u>	<u>Due</u> <u>Within</u> <u>One Year</u>
Accrued compensated absences	<u>\$63,867</u>	<u>\$ 11,825</u>	<u>\$ 9,884</u>	<u>\$65,808</u>	<u>\$ 27,619</u>

Compensated absences are liquidated by the General Fund.

8. COMMITMENTS

The 2007 City of Traverse City Downtown Development Tax Exempt Refunding Bonds and the 2002B City of Traverse City Downtown Development Taxable Bonds are reported on the City of Traverse City financial statements. The Authority has pledged tax increment revenues for the payment of these bonds. The Authority provides the tax increment revenues to the City less the developer required contribution for the bond payment on the 2007 debt. The City has pledged its limited tax full faith and credit for the payment of the principal and interest on the bonds. The following are the obligations, including interest, expected to be paid from the collection of tax increment revenues in the Tax Increment Financing and Development Plan No. 97.

<u>Fiscal Year</u> <u>End</u>	<u>Amount</u>
2017	\$ 829,620
2018	875,531
2019	903,931
2020	935,931
2021	969,531
2022-2026	5,024,255
2027-2028	<u>1,762,506</u>
Total	<u>\$11,300,705</u>

The Authority has agreed to assist in the funding of various City construction projects in the DDA district that were still in progress as of June 30, 2016. The Authority has agreed to pay a portion of the West Front Street reconstruction project using TIF 97 captured funds, the estimated balance remaining on this commitment at June 30, 2016 is \$49,895.

**CITY OF TRAVERSE CITY
DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)**

**Notes to Financial Statements
For the Year Ended June 30, 2016**

The Authority has committed to the Pine Street Pedestrian Bridge project using TIF 97 captured funds. The estimated remaining balance on this commitment is \$37,010. The Authority has agreed to pay construction costs related to the Garland Street reconstruction project with TIF 97 captured funds. The estimated remaining balance on this commitment is \$930,501.

9. PROPERTY TAXES

The Authority's property taxes are levied each July 1 on the taxable valuation of applicable property located in the Districts of the Authority as of the preceding December 31, the lien date. Property taxes are payable without penalty and interest through July 31 and unpaid taxes become delinquent if not paid by March 1 of the succeeding year. Assessed values as established annually by the City, and subject to acceptance by the County, are equalized by the State at an estimated 50 percent of the assessed value. The taxable value for real and personal property for the Authority for the 2015 levy is \$136,649,055. The Authority's general operating tax rate for fiscal year 2015-16 was 1.8038 mills.

Property tax revenue for the TIF's, which is included in the Downtown Development Authority, is derived pursuant to two tax increment financing development plans, TIF 2 and TIF 97. Real and personal property taxes are levied and attach as an enforceable lien on properties located within the boundaries of the tax increment financing districts. The City bills and collects the taxes on behalf of the Authority. Delinquent taxes on ad valorem real property at March 1 are purchased and collected by Grand Traverse County. Collection of delinquent personal property tax remains the responsibility of the City of Traverse City. Property tax revenue is recognized when levied in the government-wide financial statements and in the fund financial statements to the extent that it results in current receivables.

Except for property taxes captured from local schools that exceed contractual obligations, the Authority is entitled to all taxes levied on property within the tax increment financing authority districts to the extent that the current taxable value exceeds the base year taxable value. The base year of initial properties was 1985 for TIF 2 (\$3,089,321) and 1997 for TIF 97 (\$32,860,088). The base year on other properties is determined by the date of entry into the district. The fiscal year 2015-16 captured taxable values for TIF 2 is \$40,351,880 and TIF 97 is \$57,843,123.

**CITY OF TRAVERSE CITY
DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)**

**Notes to Financial Statements
For the Year Ended June 30, 2016**

10. ADMINISTRATIVE SERVICES REVENUE

The Authority entered into two contracts, one from September 1, 2014 to August 31, 2015 and another from September 1, 2015 to August 31, 2016 with the Downtown Traverse City Association (a non-for-profit organization). The Authority provides office space and administrative services to the association for an annual fee of \$60,551 and \$62,670, respectively, payable in equal monthly installments of \$5,046 and \$5,223. Income under these contracts for the year ended June 30, 2016 was \$62,314.

The Authority entered into a contract on June 19, 2003 with the City of Traverse City in which the Authority will operate and manage the Traverse City Parking Services for an annual fee. In July 2015, the agreement was adjusted to \$500,000 payable in equal monthly installments of \$41,667.

The Authority's General Fund is reimbursed an administrative fee for indirect cost from each of the TIF Funds as approved in the budget. The fee assessed is twelve percent of General Fund expenditures. The revenue recorded in the General Fund and expenditures in the TIF Funds are eliminated in the government wide financial statements. Income from the administrative fee for the year ended June 30, 2016 was \$200,709.

11. RISK OF LOSS

The Authority 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. The Authority is covered for these risks via the Michigan Municipal Liability and Property Pool, Michigan Municipal Workers Compensation Insurance Fund and commercial health insurance. There has been no significant reduction in insurance coverage from the prior year and settlements have not exceeded insurance coverage for the past three fiscal years.

12. DEFERRED COMPENSATION PLAN

The Authority sponsors the Traverse City Downtown Development Authority Deferred Compensation Plan created in accordance with the Internal Revenue Code Section 457. The administrator of the plan is ICMA Retirement Corporation. The plan is available to all employees. Participants may contribute any amount and the employer will match up to 7% percent based on the employee's employment contract. Plan provision and contribution requirements can only be amended by authorization of the Board of Directors. In fiscal year 2016 the Authority contributed \$29,686 and the employees contributed \$24,353 to this plan.

**CITY OF TRAVERSE CITY
DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)**

**Notes to Financial Statements
For the Year Ended June 30, 2016**

13. RELATED PARTY TRANSACTIONS

The Authority along with a developer have committed to pay the principal and interest on the 2007 City of Traverse City Downtown Development Tax Exempt Refunding Bonds. A partner of the developer who made the commitment along with the Authority is a board member of the Authority.

14. SUBSEQUENT EVENTS

On August 29, 2016, the Brownfield Redevelopment Authority sent a commitment letter to make the annual reimbursement to the Authority's TIF funds for \$114,000 of Michigan Economic Growth Authority eligible expenses associated with the Larry C. Hardy parking deck under the Radio Center Brownfield Plan (TIF97).

On September 30, 2016, the Authority's Board of Directors authorized the Executive Director to enter into a contract with the Downtown Traverse City Association through August 31, 2017, with annual compensation of \$62,670. Under the terms of the contract the Authority will provide office space and administrative services to the Downtown Traverse City Association.

**REQUIRED SUPPLEMENTARY
INFORMATION**

DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)

Schedule of Revenues, Expenditures and Changes in Fund Balance
Budget to Actual
General Fund
For the Year Ended June 30, 2016

	Original Budget	Amended Budget	Actual	Variance with Amended Budget Positive (Negative)
Revenues				
Property taxes	\$ 70,000	\$ 70,000	\$ 69,613	\$ (387)
Grants and contributions	-	-	33,800	33,800
Reimbursements	767,377	767,377	791,188	23,811
Rental income	45,000	45,000	48,940	3,940
Interest income	200	200	540	340
Total revenues	882,577	882,577	944,081	61,504
Expenditures				
Economic development				
Salaries	581,810	596,810	560,348	36,462
Fringe benefits	146,733	146,733	152,385	(5,652)
Office supplies and utilities	35,800	35,800	30,343	5,457
Professional services	95,600	80,600	94,729	(14,129)
Travel and conferences	9,000	9,000	5,460	3,540
Repairs and maintenance	2,200	2,200	1,950	250
Rentals	8,000	8,000	7,867	133
Total expenditures	879,143	879,143	853,082	26,061
Net change in fund balance	3,434	3,434	90,999	87,565
Fund balance, beginning of year	299,817	299,817	299,817	-
Fund balance, end of year	\$ 303,251	\$ 303,251	\$ 390,816	\$ 87,565

DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)

Schedule of Revenues, Expenditures and Changes in Fund Balance
Budget to Actual
Special Revenue Fund - TIF 2
For the Year Ended June 30, 2016

	Original Budget	Amended Budget	Actual	Variance with Amended Budget Positive (Negative)
Revenues				
Property taxes	\$ 1,048,000	\$ 1,048,000	\$ 1,070,285	\$ 22,285
Reimbursements	525,000	525,000	525,000	-
Interest income	1,500	1,500	2,148	648
Total revenues	1,574,500	1,574,500	1,597,433	22,933
Expenditures				
Economic development				
Office supplies and utilities	500	500	-	500
Professional services	775,000	775,000	144,238	630,762
Contribution to other governments - debt service	1,450,000	1,450,000	1,466,294	(16,294)
Total expenditures	2,225,500	2,225,500	1,610,532	614,968
Net change in fund balance	(651,000)	(651,000)	(13,099)	637,901
Fund balance, beginning of year	1,175,402	1,175,402	1,175,402	-
Fund balance, end of year	\$ 524,402	\$ 524,402	\$ 1,162,303	\$ 637,901

DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)

Schedule of Revenues, Expenditures and Changes in Fund Balance
Budget to Actual
Special Revenue Fund - TIF 97
For the Year Ended June 30, 2016

	Original Budget	Amended Budget	Actual	Variance with Amended Budget Positive (Negative)
Revenues				
Property taxes	\$ 1,580,412	\$ 1,580,412	\$ 1,505,704	\$ (74,708)
Reimbursements	120,000	120,000	110,000	(10,000)
Interest income	2,000	2,000	5,120	3,120
Total revenues	1,702,412	1,702,412	1,620,824	(81,588)
Expenditures				
Economic development				
Office supplies and utilities	1,000	1,000	-	1,000
Professional services	270,000	350,000	314,016	35,984
Contributions to district construction projects	1,837,000	2,575,000	2,024,185	550,815
Contribution to other governments - debt service	823,000	823,000	800,370	22,630
Total expenditures	2,931,000	3,749,000	3,138,571	610,429
Net change in fund balance	(1,228,588)	(2,046,588)	(1,517,747)	528,841
Fund balance, beginning of year	2,081,323	2,081,323	2,081,323	-
Fund balance, end of year	\$ 852,735	\$ 34,735	\$ 563,576	\$ 528,841

CITY OF TRAVERSE CITY
DOWNTOWN DEVELOPMENT AUTHORITY
(A Component Unit of the City of Traverse City, Michigan)

Notes to Required Supplementary Information

1. BUDGETARY INFORMATION

The general and special revenue funds are under formal budgetary control and their budgets are prepared on the same modified accrual basis of accounting used to reflect actual results. The Authority follows the City's budget process in establishing the budgetary data reflected in the financial statements:

- The Authority submits a proposed budget to the City Manager. After review and approval, the City Manager submits a recommended operating budget to the City Commission. Public hearings are held to obtain taxpayer comments. The budget is legally adopted through a City Commission resolution prior to the beginning of the budgetary year for the Authority's funds. The budget is then adopted by the Authority's Board.
- The budget is adopted on a basis consistent with generally accepted accounting principles. Budgeted amounts are as originally adopted or amended by the City Commission during the year.
- The budget document presents information by fund, function, department and activity. The legal level of budgetary control adopted by the governing board is function level, which is the level at which expenditures may not legally exceed appropriations.

INTERNAL CONTROL AND COMPLIANCE



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**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**

December 8, 2016

Members of the Board
City of Traverse City Downtown Development Authority
Traverse City, Michigan

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 each major fund of the City of Traverse City Downtown Development Authority (the Authority), a Component Unit of the City of Traverse City, Michigan, as of and for the year ended June 30, 2016, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements, and have issued our report thereon dated December 8, 2016.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Authority'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 Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Authority'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 Authority'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 Authority'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*.

Specializing in services to governmental and nonprofit entities

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 Authority'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 Authority's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Orlando Haefner LLC