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INDEPENDENT AUDITOR'S REPORT

Downtown Dayton Special Improvement District, Inc. Montgomery County 10 West Second Street, Suite 611 Dayton, Ohio 45402

To the Board of Directors:

Report on the Financial Statements

We have audited the accompanying financial statements of the Downtown Dayton Special Improvement District, Inc., Montgomery County, Ohio (the District), as of and for the years ended December 31, 2015 and 2014, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for preparing and fairly presenting these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes designing, implementing, and maintaining internal control relevant to preparing and fairly presenting financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to opine on these financial statements based on our audit. We audited in accordance with auditing standards generally accepted in the United States of America and the financial audit standards in the Comptroller General of the United States' *Government Auditing Standards*. Those standards require us to plan and perform the audit to reasonably assure the financial statements are free from material misstatement.

An audit requires obtaining evidence about financial statement amounts and disclosures. The procedures selected depend on our judgment, including assessing the risks of material financial statement misstatement, whether due to fraud or error. In assessing those risks, we consider internal control relevant to the District's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not to the extent needed to opine on the effectiveness of the District's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of management's accounting policies and the reasonableness of their significant accounting estimates, as well as our evaluation of the overall financial statement presentation.

We believe the audit evidence we obtained is sufficient and appropriate to support our audit opinion.

Downtown Dayton Special Improvement District, Inc. Montgomery County Independent Auditor's Report Page 2

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Downtown Dayton Special Improvement District, Inc., Montgomery County, Ohio, as of December 31, 2015 and 2014, and the changes in financial position and its cash flows thereof for the years then ended in accordance with the 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 this presentation to include *Management's discussion and analysis*, listed in the table of contents, to supplement the basic financial statements. Although this information is not part of the basic financial statements, the Governmental Accounting Standards Board considers it essential for placing the basic financial statements in an appropriate operational, economic, or historical context. We applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, consisting of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, to the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not opine or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to opine or provide any other assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated November 21, 2016, on our consideration of the District's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. That report describes the scope of our internal control testing over financial reporting and compliance, and the results of that testing, and does not opine 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 District's internal control over financial reporting and compliance.

Dave Yost Auditor of State Columbus, Ohio

November 21, 2016

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (UNAUDITED)

The discussion and analysis of the Downtown Dayton Special Improvement District, Inc. (the "District") financial performance provides an overall review of the financial activities for the years ended December 31, 2015 and 2014. The intent of this discussion and analysis is to look at the District's financial performance as a whole; readers should also review the basic financial statements and the notes to the basic financial statements to enhance their understanding of the District's financial performance.

The Management's Discussion and Analysis (MD&A) is an element of the reporting model adopted by the Governmental Accounting Standards Board (GASB) in their Statement No. 34, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments*, issued in June 1999. Certain comparative information between the current year and the prior year is required to be presented in the MD&A.

Financial Highlights

Key financial highlights for 2015 and 2014 are as follows:

- The District received property assessments of \$1,209,239 and \$1,230,092 in 2015 and 2014, respectively.
- The District paid Downtown Dayton Partnership, Corp. \$1,204,722 and \$1,210,278 to provide service administration in 2015 and 2014, respectively.
- The District's expenses exceeded its revenue by \$8,479 for the year ended December 31, 2015, and revenue exceeded expenses by \$4,709 for the year ended December 31, 2014.

Using this Financial Report

This financial report contains the basic financial statements of the District, as well as the Management's Discussion and Analysis and notes to the basic financial statements. The basic financial statements include a statement of net position, statement of revenues, expenses and changes in net position, and a statement of cash flows

Statement of Net Position

The statement of net position answers the question, "How did we do financially during the year?" This statement includes all assets and liabilities, both financial and capital, using the accrual basis of accounting and the economic resources focus, which is similar to the accounting used by most private-sector companies. This basis of accounting takes into account all revenue and expenses during the year, regardless of when the cash is received or paid.

Net position is reported in three broad categories (as applicable):

Net Position, Invested in Capital Assets, Net of Related Debt: This component of net position consists of all capital assets, reduced by the outstanding balances of any bonds, mortgages, notes or other borrowing that are attributable to the acquisition, construction or improvement of those assets. The District had no balance in Net Position, Invested in Capital Assets, Net of Related Debt at December 31, 2015 or 2014.

Restricted Net Position: This component of net position consists of restricted assets which constraints are placed on assets by grantors, contributors, laws, regulations, etc. The District had no balance in Restricted Net Position at December 31, 2015 or 2014.

Unrestricted Net Position: Consists of net position that does not meet the definition of "Net Position Invested in Capital Assets, Net of Related Debt" or "Restricted Net Position".

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (UNAUDITED) CONTINUED

Table 1 provides information on the District's Unrestricted Net Position at December 31, 2015 and 2014:

TABLE 1 – UNRESTRICTED NET POSITION

	2015		2014	
Assets				
Current Assets				
Cash	\$	85,561	\$	27,462
Special Assessments Receivable				80,278
Total Assets		85,561		107,740
Liabilities and Net Position				
Current liabilities				
Accounts Payable		69,929		83,629
Total Liabilities		69,929		83,629
Unrestricted Net Position		15,632		24,111
Total Liabilities and Net Position	\$	85,561	\$	107,740

The decrease in special assessments receivable in 2015 is a result of the timing of the receipt of property assessments, and the decrease in accounts payable in 2015 is a result of the timing of expenses and when they were paid. There is no comparative information between 2014 and 2013 since the District did not have any audited financial statements for 2013.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (UNAUDITED) CONTINUED

The Statement of Revenues, Expenses, and Changes in Net Position

The statement of revenues, expenses, and changes in net position reports the changes in net position. This change in net position is important because it tells the reader that, for the District as a whole, the financial position of the District has improved or diminished. The causes of this change may be the result of many factors, some financial, some not.

Table 2 provides the change in Unrestricted Net Position for 2015 and 2014.

TABLE 2 - CHANGES IN UNRESTRICTED NET POSITION

	2015	2014
Operating Revenues		
Property Assessments	\$1,209,239	\$ 1,230,092
Total Operating Revenues	1,209,239	1,230,092
Operating Expenses		
Service Administration	1,204,722	1,210,278
Legal and Accounting	8,346	13,035
Officers Insurance	1,840	-
Meeting Expense	2,836	2,142
Total Operating Expenses	1,217,744	1,225,455
Operating Income	(8,505)	4,637
Non-Operating Revenues		
Interest Income	26	72
Total Non-Operating Revenues	26	72
Change in Net Position	(8,479)	4,709
Net Position, Beginning of Year	24,111	19,402
Net Position, End of Year	\$ 15,632	\$ 24,111

The decrease in net position for 2015 is primarily a result of decreased property assessment collections. There is no comparative information between 2014 and 2013 since the District did not have any audited financial statements for 2013.

Service Administration Highlights

The District contracts with the Downtown Dayton Partnership (DDP) to perform services outlined in the approved Services Plan for its members, the property owners of the District. The DDP works in the following focus areas: recruiting and retaining businesses, promote downtown housing development and the urban lifestyle, strategic planning for the District, special events, marketing and communication, coordination major projects, and work to ensure that the District clean and safe through its ambassador program. Continued progress is being made, as outlined, in the quarterly reports to the District's members, to help strengthen downtown.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (UNAUDITED) CONTINUED

Capital Assets

The District had no capital assets at December 31, 2015 and 2014.

Contacting the District

This financial report is designed to provide a general overview of the finances of the Downtown Dayton Special Improvement District, Inc. and to show the District's accountability for the monies it receives to all vested and interested parties, as well as meeting the annual reporting requirements of the State of Ohio. Any questions about the information contained within this report or requests for additional financial information should be directed to Downtown Dayton Special Improvement District, Inc., Attn: Sandra Gudorf, President, Downtown Dayton Partnership, Inc., 10 West Second Street, Suite 611, Dayton, Ohio 45402 or by calling (937) 224-1518, extension 224.

STATEMENTS OF NET POSITION DECEMBER 31, 2015 AND 2014

	2015		2014	
Assets				
Current Assets:				
Cash	\$	85,561	\$	27,462
Special Assessments Receivable				80,278
Total Assets	\$	85,561	\$	107,740
Liabilities and Net Position Current Liabilities: Accounts Payable	\$	69,929	\$	83,629
Total Liabilities		69,929		83,629
Unrestricted Net Position		15,632		24,111
Total Liabilities and Net Position	\$	85,561	\$	107,740

See accompanying notes to the financial statements.

STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

	2015	2014
Operating Revenues		
Property Assessments	\$ 1,209,239	\$1,230,092
Total Operating Revenues	1,209,239	1,230,092
Operating Expenses		
Service Administration	1,204,722	1,210,278
Legal and Accounting	8,346	13,035
Officers Insurance	1,840	-
Meeting Expense	2,836	2,142
Total Operating Expenses	1,217,744	1,225,455
Operating Income (Loss)	(8,505)	4,637
Non-Operating Revenues	00	70
Interest Income	26_	72
Total Non-Operating Revenues	26	72
Change in Net Position	(8,479)	4,709
Net Position, Beginning of Year	24,111	19,402
Net Position, End of Year	\$ 15,632	\$ 24,111

See accompanying notes to the financial statements.

STATEMENT OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

	;	2015	2014
Cash Flows from Operating Activities			
Cash Receipts from Special Assessments	\$	1,289,517	\$ 1,149,814
Cash Payments for Service Administration	(1,220,065)	(1,130,000)
Cash Payments for Purchased Services		(9,539)	(9,634)
Cash Payments for Other Purposes		(1,840)	 (2,192)
Net Cash Provided by (Used for) Operating Activities		58,073	 7,988
Cash Flows from Investing Activities			
Cash Receipts from Interest Income		26	72
Net Cash Provided by (Used for) Investing Activities		26	72
Net Change in Cash		58,099	8,060
Cash at Beginning of Year		27,462	 19,402
Cash at End of Year	\$	85,561	\$ 27,462
Reconciliation of Operating Income (Loss) to Net Cash			
Provided by Operating Activities			
Operating Income (Loss)	\$	(8,505)	\$ 4,637
Change in Operating Assets and Liabilities			
Grants and Other Receivables		80,278	(80,278)
Accounts Payable	-	(13,700)	 83,629
Net Cash Provided by (Used for) Operating Activities	\$	58,073	\$ 7,988

See accompanying notes to the financial statements.

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NOTES TO THE BASIC FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

NOTE A - DESCRIPTION OF THE ENTITY

Downtown Dayton Special Improvement District, Inc. (the "District"), a nonprofit organization, was incorporated on November 29, 1994, to encourage and participate in programs which will maintain, improve, and build the downtown area of the City of Dayton as a viable business, cultural, and recreational community.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the District have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to governmental nonprofit organizations. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

The more significant of the District's accounting policies are described below:

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles. Net position and revenues and expenses are classified based on the existence or absence of imposed restrictions. Accordingly, net position of the District is classified as unrestricted net position because it is not subject to imposed stipulations.

The District's operations are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and all liabilities associated with the operation are included on the statement of net position. The statement of revenues, expenses, and change in net position present increases (i.e. revenues) and decreases (i.e. expenses) in net position.

Basis of accounting refers to when revenues and expenses are recognized in the accounts and reported in the financial statements. Basis of accounting relates to the timing of the measurements made. The District uses the accrual basis of accounting. Revenues are recognized in the accounting period in which they are earned and expenses at the time they are incurred. The District distinguishes operating revenues and expenses from nonoperating items. Operating revenues and expenses result from providing services and producing and delivering goods in connection with the District's principal ongoing operation.

Financial 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 disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Assessment Revenue

The District receives its support primarily from real estate special assessments levied by the City of Dayton, Ohio on properties located within the City limits in accordance with Ohio Revised Code Chapter 1710 by the Ohio General Assembly.

The assessments levied by the City are recorded by the District when earned. Delinquent taxes are treated as unpaid taxes and, as such, collection is enforceable under City ordinance. Due to the uncertainty of collection of delinquent assessments, management reserves 100% of these assessments.

Cash Equivalents

During calendar years 2015 and 2014, the District's cash balance was maintained in an interest-bearing checking account.

NOTES TO THE BASIC FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (Continued)

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Tax-Exempt Status

The District is exempt from federal income taxes under Internal Revenue Code Section 501(c)(3). Accordingly, no provision for income taxes is included in the accompanying financial statements.

NOTE C - COMMITMENTS

In January 2010, the District entered into a five year agreement with Downtown Dayton Partnership, Inc. to provide Service Administration. Under this agreement, Downtown Dayton Partnership, Inc. will perform services in the City of Dayton that align with the mission of the District. The District will compensate Downtown Dayton Partnership, Inc. with the assessments levied by the City of Dayton. Due to the uncertainty of the assessment amounts, no amount is guaranteed to Downtown Dayton Partnership, Inc. During 2015 and 2014, the District paid Downtown Dayton Partnership \$1,204,722 and \$1,210,278, respectively.

Subsequent to 2015 year-end, a new five year agreement was entered into with Downtown Dayton Partnership, Inc. for the period of 2016-2020.

NOTE D - CASH

At December 31, 2015 and 2014, the carrying amount of the District's deposits was \$85,561 and \$27,462, respectively. The District deposits cash with a high credit quality financial institution. Interest bearing accounts and non-interest bearing accounts are insured through the FDIC up to \$250,000. At various times during the year, the District's cash on deposit in one financial institution was in excess of FDIC insurance limits. There are no significant statutory restrictions regarding the deposit and investment of funds by the District.

NOTE E - RISK MANAGEMENT

The District is exposed to various risks of loss related to torts, theft of or damage to, and destruction of assets, errors and omissions, and natural disasters. During 2015 and 2014, the District contracted with Cincinnati Insurance Company for general liability insurance. There has been no reduction in coverage from the prior year and settled claims have no exceeded the District's coverage in any of the past three years.

NOTE F - LITIGATION

The District is currently not party to any legal proceedings.

INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS REQUIRED BY GOVERNMENT AUDITING STANDARDS

Downtown Dayton Special Improvement District, Inc. Montgomery County 10 West Second Street, Suite 611 Dayton, Ohio 45402

To the Board of Directors:

We have audited, in accordance with auditing standards generally accepted in the United States and the Comptroller General of the United States' *Government Auditing Standards*, the financial statements of Downtown Dayton Special Improvement District, Inc., Montgomery County, (the District) as of and for the years ended December 31, 2015 and 2014, and the related notes to the financial statements, which collectively comprise the District's basic financial statements and have issued our report thereon dated November 21, 2016.

Internal Control Over Financial Reporting

As part of our financial statement audit, we considered the District's internal control over financial reporting (internal control) to determine the audit procedures appropriate in the circumstances to the extent necessary to support our opinion on the financial statements, but not to the extent necessary to opine on the effectiveness of the District's internal control. Accordingly, we have not opined on it.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, when performing their assigned functions, to prevent, or detect and timely correct misstatements. A material weakness is a deficiency, or combination of internal control deficiencies resulting in a reasonable possibility that internal control will not prevent or detect and timely correct a material misstatement of the District's financial statements. 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 internal control deficiencies that might be material weaknesses or significant deficiencies. Therefore, unidentified material weaknesses or significant deficiencies may exist. We did identify a certain deficiency in internal control, described in the accompanying schedule of findings that we consider a material weakness. We consider finding 2015-001 to be a material weakness.

Downtown Dayton Special Improvement District, Inc.
Montgomery County
Independent Auditor's Report on Internal Control Over
Financial Reporting and on Compliance and Other Matters
Required by Government Auditing Standards
Page 2

Compliance and Other Matters

As part of reasonably assuring whether the District's financial statements are free of material misstatement, we tested its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could directly and materially affect the determination of financial statement amounts. However, opining on compliance with those provisions was not an objective of our audit and accordingly, we do not express an opinion. The results of our tests disclosed no instances of noncompliance or other matters we must report under *Government Auditing Standards*.

Purpose of this Report

This report only describes the scope of our internal control and compliance testing and our testing results, and does not opine on the effectiveness of the District's internal control or on compliance. This report is an integral part of an audit performed under *Government Auditing Standards* in considering the District's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Dave Yost Auditor of State Columbus, Ohio

November 21, 2016

SCHEDULE OF FINDINGS DECEMBER 31, 2015 AND 2014

FINDINGS RELATED TO THE FINANCIAL STATEMENTS REQUIRED TO BE REPORTED IN ACCORDANCE WITH GAGAS

FINDING NUMBER 2015-001

Material Weakness – Financial Statement Misstatements

The District prepared its annual financial statements in accordance with Generally Accepted Accounting Principles (GAAP). The District's fiscal year 2014 and 2015 financial statements contained the following errors that required adjustment to the financial statements:

- Accounts payable in 2014 was understated by \$3,351 due to legal expenses incurred prior to December 31, 2014 but not posted as part of accounts payable. This error resulted in an understatement of legal and accounting expenses by the same amount. These expenses were recorded on the financial statements in 2015, which resulted in an overstatement of legal and accounting expenses by the same amount in 2015.
- Accounts payable in 2015 was understated by \$4,994 due to meeting and legal expenses incurred prior to December 31, 2015 but not posted as part of accounts payable. This error resulted in an understatement of meeting expenses by \$2,836 and an understatement of legal and accounting expenses by \$2,158.

Additionally, Governmental Accounting Standards Board Statement No. 34 – Basic Financial Statements – and Management's Discussion and Analysis – For State and Local Governments, Paragraph 105 states, in part, that "the direct method of presenting cash flows from operating activities (including a reconciliation of operating cash flows to operating income) should be used. Governmental Accounting Standards Board Statement No. 9 - Reporting Cash Flows of Proprietary and Nonexpendable Trust Funds and Governmental Entities That Use Proprietary Fund Accounting, Paragraphs 16-18 and 27-28, state criteria for defining cash flows from operating activities and cash flows from investing activities.

The District did not present a Statement of Cash Flows in accordance with these requirements. Cash flows from operating activities and cash flows from investing activities were not presented. Additionally, the Statement of Cash Flows included a reconciliation of change in net position to net cash provided by operating activities, instead of operating income to operating cash flows. The Statement of Cash Flows was adjusted to show operating cash flows for 2015 and 2014 of \$58,073 and \$7,988, respectively, and investing cash flows for 2015 and 2014 of \$26 and \$72, respectively. Additionally, the reconciliation of operating income to operating cash flows was adjusted to show operating income to operating cash flows.

The District should establish and implement procedures to review its annual GAAP financial statements to verify that the financial statements are presented in accordance with applicable accounting guidelines and principles. Failure to do so could result in the preparation of incomplete or materially misstated financial statements which would inhibit a users' understanding of the District's financial position.

Officials' Response:

We did not receive a response from District officials to this finding.





CLERK'S CERTIFICATION

This is a true and correct copy of the report which is required to be filed in the Office of the Auditor of State pursuant to Section 117.26, Revised Code, and which is filed in Columbus, Ohio.

CLERK OF THE BUREAU

Susan Babbitt

CERTIFIED DECEMBER 13, 2016