

**Warren County  
Port Authority**

*Report on Financial Statements*

*For the year ended December 31, 2015*





# Dave Yost • Auditor of State

Board of Directors  
Warren County Port Authority  
406 Justice Drive Suite 305  
Lebanon, OH 45036

We have reviewed the *Independent Auditor's Report* of the Warren County Port Authority, Warren County, prepared by Elliott Davis Decosimo, for the audit period January 1, 2015 through December 31, 2015. Based upon this review, we have accepted these reports in lieu of the audit required by Section 117.11, Revised Code. The Auditor of State did not audit the accompanying financial statements and, accordingly, we are unable to express, and do not express an opinion on them.

Our review was made in reference to the applicable sections of legislative criteria, as reflected by the Ohio Constitution, and the Revised Code, policies, procedures and guidelines of the Auditor of State, regulations and grant requirements. The Warren County Port Authority is responsible for compliance with these laws and regulations.

A handwritten signature in black ink that reads "Dave Yost".

Dave Yost  
Auditor of State

August 30, 2016

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# Warren County Port Authority

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## Independent Auditor's Report

To the Board of Directors  
Warren County Port Authority  
Warren County, Ohio

### Report on the Financial Statements

We have audited the accompanying financial statements of the business-type activities of the Warren County Port Authority, Warren County, Ohio (the "Port Authority") as of and for the year ended December 31, 2015, and the related notes to the financial statements, which collectively comprise the Port 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 an opinion 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 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 opinion.

## Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities of Warren County Port Authority, Warren County, Ohio as of December 31, 2015, and the respective changes in financial position and its cash flows thereof for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

## Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis on pages 3-6 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 (GASB) 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 June 29, 2016, on our consideration of the Warren County Port Authority, Warren County, Ohio'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*.

A handwritten signature in black ink that reads "Elliott Davis Decosimo, LLC". The signature is written in a cursive, flowing style.

Cincinnati, Ohio  
June 29, 2016

**WARREN COUNTY PORT AUTHORITY**  
**WARREN COUNTY, OHIO**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**DECEMBER 31, 2015**  
**(UNAUDITED)**

The discussion and analysis of the Warren County Port Authority's (the "Port Authority") financial performance provides an overall review of the financial activities as of and for the year ended December 31, 2015. The intent of this discussion and analysis is to look at the Port Authority'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 Port Authority'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 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 are as follows:

- 2015 provided the Port Authority with \$228,566 (up from \$209,886 for fiscal year 2014) in current year recognized administrative fees and rental income from projects. Thirty-seven percent of the fee was derived from the sales tax agreement for Delaware North that will be recognized over a ten year period at \$85,000 annually. The Port Authority was also involved in several other projects during the year that brought in additional cash support. The largest transaction (\$127,000) came from a sales tax financing for the AK Steel facility in Middletown.
- The operating fund ending cash and cash equivalents balance was \$1,508,855, which is an increase from the 2014 ending balance of \$1,145,654. The Board designated \$796,685 of those funds to evaluate development options.
- Operating expenses were \$609,073, which is up from the 2014 amount of \$275,910. Intergovernmental expenses included payments to the City of Monroe relative to the Cincinnati Premium Outlets project.
- The VH Monroe Special Assessment and Cincinnati Premium Outlets projects reported a combined \$1,171,529 in tax increment revenue. This revenue is the underlying revenue source to repay the debt obligations.

### **Using this Financial Report**

This financial report contains the basic financial statements of the Port Authority, as well as the MD&A and notes to the basic financial statements. The basic financial statements include a statement of net position, a statement of revenues, expenses and changes in net position, and a statement of cash flows. As the Port Authority reports its operations using enterprise fund accounting, all financial transactions and accounts are reported as one activity, therefore, the entity wide and fund presentation information are the same.



**WARREN COUNTY PORT AUTHORITY**  
**WARREN COUNTY, OHIO**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**DECEMBER 31, 2015**  
**(UNAUDITED)**

**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, and short-term and long-term debt, 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 revenues 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 Investment in Capital Assets:** This component of net position consists of all capital assets, reduced by the outstanding balances of any bonds, mortgages, notes or other borrowings that are attributable to the acquisition, construction or improvement of those assets.

**Restricted Net Position:** This component of net position consists of restricted assets which constraints are placed on assets by grantors, contributors, laws, regulations, etc.

**Unrestricted Net Position:** Consists of net position that does not meet the definition of “Net Investment in Capital Assets” or “Restricted Net Position”.

Table 1 provides a comparison of the Port Authority’s net position for 2014 and 2015.

**Table 1 - Net Position**

	<u>2014</u>	<u>2015</u>
<b>Assets:</b>		
Current assets	\$3,762,851	\$3,944,519
Intergovernmental receivable – long term	14,405,000	14,145,000
Depreciable capital assets, net	<u>2,184,815</u>	<u>2,122,390</u>
Total Assets	<u>20,352,666</u>	<u>20,211,909</u>
<b>Liabilities:</b>		
Current liabilities	530,891	508,421
Long-term liabilities	<u>15,039,276</u>	<u>15,055,352</u>
Total Liabilities	<u>15,570,167</u>	<u>15,563,773</u>
<b>Net Position:</b>		
Net Investment in Capital Assets	2,184,815	2,122,390
Restricted for Debt Service	2,177,100	1,927,980
Restricted for Capital Projects	156,042	14,249
Unrestricted	<u>264,542</u>	<u>583,517</u>
Total Net Position	<u>\$4,782,499</u>	<u>\$4,648,136</u>

**WARREN COUNTY PORT AUTHORITY**  
**WARREN COUNTY, OHIO**  
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**DECEMBER 31, 2015**  
**(UNAUDITED)**

The Port Authority saw total assets decrease in 2015. The Intergovernmental Receivable was reduced by amounts collected. Capital assets were decreased by the annual depreciation amounts. The Port Authority's debt obligations are secured by several sources that help eliminate the risk associated with not owning the assets. Debt obligations were decreased by the current year payments due. The Port Authority has unearned revenue based on transactions wherein fees are collected upfront and then recognized as revenue ratably over the life of the agreement.

Table 2 compares the changes in net position for the years 2014 and 2015.

**Table 2 - Changes in Net Position**

	2014	2015
<b>Operating Revenues:</b>		
Administrative Fees and Rental	\$209,886	\$228,566
Interest and Other Revenues	86,674	10,393
Total Operating Revenues	<u>296,560</u>	<u>238,959</u>
<b>Operating Expenses:</b>		
Legal fees	35,270	27,579
Accounting	4,250	3,669
Professional Services	55,918	20,341
Other General Administration	34,249	56,918
Insurance	3,798	4,097
Intergovernmental	80,000	434,044
Depreciation	62,425	62,425
Total Operating Expenses	<u>275,910</u>	<u>609,073</u>
Operating Income (Loss)	<u>20,650</u>	<u>(370,114)</u>
<b>Nonoperating Revenues (Expenses):</b>		
Interest Revenue	188	190
Local Contributions - nonoperating	1,150,598	1,171,529
Interest and Trustee Expenses	(941,011)	(935,968)
Total Nonoperating Revenues (Expenses)	<u>209,775</u>	<u>235,751</u>
Change in Net Position	230,425	(134,363)
Net Position, Beginning of Year	4,552,074	4,782,499
Net Position, End of Year	<u>\$4,782,499</u>	<u>\$4,648,136</u>

**WARREN COUNTY PORT AUTHORITY**  
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As stated earlier, the Port Authority saw administrative fee activity increase compared to the prior year as the Port Authority received fees from several different projects in fiscal year 2015. The Port Authority also recognizes one-tenth of the cash fee received in fiscal year 2013 from the Miami Valley Gaming project as well as partial recognition of several other projects. Although for reporting purposes the Port Authority defers the administrative fees over the life of the agreement, the cash is available for operating purposes upon receipt of the funds. The Port Authority received \$595,173 in cash for administrative fees.

The Port Authority's expenses increased in fiscal year 2015. Intergovernmental expenses were higher due to activity with the City of Monroe relative to the Cincinnati Premium Outlets project. The Port Authority also continues to pay an annual administrative fee to Warren County for use of the economic development department. Additional expenses include payments to other local governments for utility connection costs.

### **Capital Assets and Debt**

The Port Authority recognized net land improvements of \$2,122,390 as of December 31, 2015. For more information on the Port Authority's depreciable capital assets, net, see Note 4. The Port Authority retired \$255,000 on the Cincinnati Premium Outlets public improvements bonds. For more information on the Port Authority's debt, see Note 6.

### **Economic Impact**

Although the Port Authority has no tax basis on which to draw revenues, the Port Authority has positioned itself as a viable option to assist Warren County business and even some businesses outside of Warren County with agreements to provide assistance in Preble, Darke and Butler counties. The Port Authority has several financing options that assist in development of projects including the sales tax exemption possibility. The Port Authority will continue to evaluate projects to insure they are producing consistent revenue to cover any obligations the Port Authority is associated with in the future. The Port Authority has assisted small businesses by hosting the Warren County SBDC and creating 64 jobs, retaining 176 jobs, starting 15 new businesses for \$4,383,500 in capital impact and also through advocacy efforts of the Warren County Chamber Alliance. This allows the Port Authority to be full circle in its' efforts to serve large and small businesses within southwest Ohio.

### **Contacting the Port Authority**

This financial report is designed to provide a general overview of the finances of the Warren County Port Authority and to show the Port Authority'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: Warren County Port Authority, 406 Justice Drive, Lebanon, Ohio 45036 or by calling (513) 695-2090.

**WARREN COUNTY PORT AUTHORITY  
WARREN COUNTY, OHIO  
STATEMENT OF NET POSITION  
DECEMBER 31, 2015**

**ASSETS:**

CURRENT ASSETS:

Cash and Cash Equivalents	\$ 1,508,855
Restricted Cash and Cash Equivalents	2,175,664
Intergovernmental Receivable	260,000
TOTAL CURRENT ASSETS	3,944,519

NONCURRENT ASSETS:

Intergovernmental Receivable	14,145,000
Depreciable Capital Assets, Net	2,122,390
TOTAL NONCURRENT ASSETS	16,267,390

TOTAL ASSETS	20,211,909
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**LIABILITIES:**

CURRENT LIABILITIES:

Accounts Payable	14,432
Accrued Interest Payable	77,065
Amounts Held for Others	33,828
Unearned Revenue - Short Term	123,096
Special Obligation Bonds - Due in One Year	260,000
TOTAL CURRENT LIABILITIES	508,421

LONG TERM LIABILITIES:

Unearned Revenue - Long Term	910,352
Special Obligation Bonds	14,145,000
TOTAL LONG TERM LIABILITIES	15,055,352

TOTAL LIABILITIES	15,563,773
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**NET POSITION:**

Net Investment in Capital Assets	2,122,390
Restricted for Debt Service	1,927,980
Restricted for Capital Projects	14,249
Unrestricted	583,517

TOTAL NET POSITION	\$ 4,648,136
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See accompanying notes to the financial statements

**WARREN COUNTY PORT AUTHORITY  
WARREN COUNTY, OHIO  
STATEMENT OF REVENUES, EXPENSES  
AND CHANGES IN NET POSITION  
FOR THE YEAR ENDED DECEMBER 31, 2015**

**OPERATING REVENUES:**

Administrative Fees	\$	228,566
Interest Revenue		1,411
Other Revenues		<u>8,982</u>
Total Operating Revenues		<u>238,959</u>

**OPERATING EXPENSES:**

Insurance		4,097
Legal Fees		27,579
Accounting		3,669
Professional Services		20,341
Other General Administration		56,918
Intergovernmental		434,044
Depreciation		<u>62,425</u>
Total Operating Expenses		<u>609,073</u>
Operating Loss		<u>(370,114)</u>

**NONOPERATING REVENUES (EXPENSES):**

Interest Revenue		190
Local Contributions - nonoperating		1,171,529
Interest and Trustee Expenses		<u>(935,968)</u>
Nonoperating Revenues, Net		<u>235,751</u>

**CHANGE IN NET POSITION**

		(134,363)
Net Position, Beginning of Year		<u>4,782,499</u>
Net Position, End of Year	\$	<u><u>4,648,136</u></u>

See accompanying notes to the financial statements

**WARREN COUNTY PORT AUTHORITY  
WARREN COUNTY, OHIO  
STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2015**

<b>Cash flows from operating activities:</b>	
Cash received from customers	\$ 518,361
Cash received from SBDC and Chamber Alliance members	132,980
Cash payments to supplier for goods and services	(114,177)
Cash payments to local governments for project and other related costs	(504,044)
Cash paid on behalf of SBDC and Chamber Alliance	(121,333)
Other miscellaneous revenue	37,205
Net cash used for operating activities	<u>(51,008)</u>
<b>Cash flows from noncapital financing activities:</b>	
Local Contributions	<u>1,426,529</u>
Net cash provided by noncapital financing activities	<u>1,426,529</u>
<b>Cash Flows from capital and related financing activities:</b>	
Principal Paid on Project Improvement Bonds	(255,000)
Interest Paid on All Debt	(936,712)
Net cash used for capital and related financing activities	<u>(1,191,712)</u>
<b>Cash flows from investing activities:</b>	
Net Interest received	<u>202</u>
Net cash provided by investing activities	<u>202</u>
Net Increase in Cash and Cash Equivalents	184,011
Cash and cash equivalents at beginning of year	<u>3,500,508</u>
Cash and cash equivalents at end of year	<u><u>\$ 3,684,519</u></u>
<b>Reconciliation of operating loss to net cash used for operating activities</b>	
Operating Loss	\$ (370,114)
Depreciation	62,425
Adjustments to reconcile operating loss to net cash used for operating activities	
Decrease in Accounts Receivable	7,343
Decrease in Accounts Payable	(71,573)
Increase in Amounts Held for Others	11,647
Increase in Unearned Revenue	309,264
Net cash used for operating activities	<u><u>\$ (51,008)</u></u>

See accompanying notes to the financial statements

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**WARREN COUNTY PORT AUTHORITY**  
**WARREN COUNTY, OHIO**  
**NOTES TO THE BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2015**

**1. DESCRIPTION OF THE REPORTING ENTITY**

The Warren County Port Authority (the “Port Authority”) is a body, corporate and politic, established to exercise the rights and privileges conveyed to it by the constitution and laws of the State of Ohio. The Port Authority was established in February 2007 pursuant to section 4582.22 of the Ohio Revised Code by resolution of Warren County. The seven voting member Board of Directors directs the Port Authority.

The Port Authority provides services that are enumerated in Sections 4582.21 to 4582.29 of the Ohio Revised Code. The services include but are not limited to the power to purchase, construct, reconstruct, enlarge, improve, equip, develop, sell, exchange, lease, convey other interest in, and operate Port Authority facilities.

The accompanying basic financial statements comply with the provisions of the Governmental Accounting Standards Board (GASB) Statement No. 61, *The Financial Reporting Entity Omnibus: an Amendment of GASB Statements No. 14 and 34*, in that the financial statements include all divisions and operations for which the Port Authority is financially accountable. Component units are legally separate organizations for which the Port Authority is financially accountable. The Port Authority is financially accountable for an organization if the Port Authority appoints a voting majority of the organization’s governing board; and (1) the Port Authority is able to significantly influence the programs or services performed or provided by the organization; or (2) the Port Authority is legally entitled to or can otherwise assume the responsibility to finance the deficits of, or provide financial support to, the organizations; or the Port Authority is obligated for the debt of the organization. Component units may also include organizations for which the Port Authority authorizes the issuance of debt or the levying of taxes, or determines the budget. On this basis, no governmental organization other than the Port Authority itself is included in the financial reporting entity.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

These financial statements of Warren County Port Authority have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to governmental units. The GASB is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The more significant of the Port Authority’s accounting policies are described below.



**WARREN COUNTY PORT AUTHORITY**  
**WARREN COUNTY, OHIO**  
**NOTES TO THE BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2015**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**A. Basis of Presentation**

Enterprise accounting is used to account for operations that are financed and operated in a manner similar to private business enterprises where the intent is that the costs (expenses, including depreciation) of providing goods or services to the general public on a continuing basis be financed or recovered primarily through user charges or where it has been decided that periodic determination of revenues earned, expenses incurred, and/or net income is appropriate for capital maintenance, public policy, management control, accountability or other purposes.

**B. Measurement Focus and Basis of Accounting**

The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. Enterprise accounting uses a flow of economic resources measurement focus. With this measurement focus, all assets and all liabilities are included on the statement of net position. Equity (i.e., net position) consists of retained earnings. The statement of revenues, expenses and changes in net position presents increases (e.g., revenues) and decreases (e.g., 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 accrual basis of accounting is utilized for reporting purposes. Revenues are recognized when they are earned, and expenses are recognized when they are incurred.

**C. Budgetary Data**

Ohio Revised Code Section 4582.13 requires that the Port Authority annually prepare a budget. No further approvals or actions are required under Section 4582.13 of the Ohio Revised Code.

**D. Cash and Cash Equivalents**

The Port Authority maintains a cash management program whereby cash is deposited with a banking institution in Warren County. The agreements restrict activity to certain deposits. These deposits are stated at cost which approximates fair value. Investment procedures are restricted by the provisions of the Ohio Revised Code.

**WARREN COUNTY PORT AUTHORITY**  
**WARREN COUNTY, OHIO**  
**NOTES TO THE BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2015**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

For purposes of the statement of cash flows and for presentation on the statement of net position, investments with original maturities of three months or less and funds within the cash management pool are considered to be cash equivalents. Except for non-participating investment contracts, investments are reported at fair value, which is based on quoted market prices. Non-participating investment contracts, such as certificates of deposit, are reported at cost. During fiscal year 2015, investments were limited to money market mutual funds.

Interest revenue earned during 2015 was \$190.

**E. Restricted Cash/Amounts Held for Others**

The Port Authority holds various deposits in trust, in accordance with the provision of its bond agreements, to fund debt service requirements and certain capital projects. The balance held in restricted cash accounts is \$2,141,836 as of December 31, 2015.

The Port Authority holds funds for third party entities for which the Port Authority functions as the finance department. These funds are those of the third party entities and are recorded as a restricted asset and corresponding liability on the Port Authority's financial statements. The amount held by the Port Authority as of December 31, 2015 was \$33,828.

**F. Capital Assets**

Capital assets generally result from expenses related to construction projects. These assets are reported on the statement of net position. All capital assets are reported at cost (or estimated historical cost) and updated for additions and deletions during the year. The Port Authority capitalizes improvements related to construction projects as construction in progress. The Port Authority depreciates land improvements on a straight-line basis over a forty year period. The Port Authority has no capital asset policy and has no other reported capital assets.

**G. Intergovernmental Receivable**

Receivables on the Port Authority's financial statements are recorded to the extent that the amounts are determined material and substantiated not only by supporting documentation, but also by a reasonable systematic method of determining their existence, completeness, valuation and collectibility. The Port Authority did have an intergovernmental receivable as of December 31, 2015, from the City of Monroe in connection with the special assessment assigned the VH Monroe project as collateral to pay the Port Authority's public improvement bonds.

**WARREN COUNTY PORT AUTHORITY**  
**WARREN COUNTY, OHIO**  
**NOTES TO THE BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2015**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**H. Operating and Nonoperating Revenues and Expenses**

Operating revenues are those revenues that are generated directly by the Port Authority's primary mission. For the Port Authority, operating revenues include intergovernmental contributions (nothing received in current year) to fund operations or administrative fees earned in connection with the projects. Operating expenses are necessary costs incurred to support the Port Authority's primary mission, including depreciation.

Nonoperating revenues and expenses are those that are not generated directly by the Port Authority's primary mission. Local government contributions, interest income and expenses comprise the nonoperating revenues and expenses of the Port Authority.

**I. Accrued Liabilities**

In general, payables and accrued liabilities are reported as obligations regardless of whether they will be liquidated with current resources. Long-term debt amounts are reported as a liability on the statement of net position.

**J. Net Position**

Net position represents the difference between assets and liabilities. Net position is reported as restricted when there are limitations imposed on their use through external restrictions imposed by creditors, grantors or laws or regulations of other governments. The Port Authority applies restricted resources when an expense is incurred for purposes for which both restricted and unrestricted net position is available.

**K. Unearned Revenue**

The Port Authority reports administrative fees earned initially on a project as unearned revenue for future periods if the Port Authority has a lease agreement with the respective company. The unearned revenue reported for fiscal year 2015 consists of administrative fees earned in current and prior fiscal years amortized over the remaining life of the lease agreements.

**L. Estimates and Uncertainties**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**WARREN COUNTY PORT AUTHORITY**  
**WARREN COUNTY, OHIO**  
**NOTES TO THE BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2015**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**M. Subsequent Events**

The Port Authority has evaluated subsequent events for potential recognition and disclosure through June 29, 2016, the date the financial statements were available to be issued.

**3. DEPOSITS AND INVESTMENTS**

State statutes classify monies held by the Port Authority as active deposits which are public deposits necessary to meet current demands on the treasury. Such monies must be maintained either as cash in the Port Authority Treasury, in commercial accounts payable or withdrawable on demand, including negotiable order of withdrawal (NOW) accounts, or in money market deposit accounts.

**Deposits**

At fiscal year end, the carrying value of the Port Authority's deposits was \$1,542,683 and the bank balance was \$1,506,909. \$250,000 of the Port Authority's deposits was insured by federal depository insurance with the remaining \$1,256,909 being collateralized by the bank.

The Port Authority has no deposit policy for custodial risk beyond the requirements of State statute. Ohio law requires that deposits be either insured or be protected by eligible securities pledged to and deposited either with the Port Authority or a qualified trustee by the financial institution as security for repayment, or by a collateral pool of eligible securities deposited with a qualified trustee and pledged to secure the repayment of all public monies deposited in the financial institution whose market value at all times shall be at least one hundred five percent of the deposits being secured.

**Investments**

As of December 31, 2015, the Port Authority had the following investments:

<u>Categorized Investments</u>	<u>Less than One Year</u>	<u>Credit Rating</u>
Money Market Mutual Funds	\$2,141,836	S&P – AAAm

*Interest Rate Risk* - The Port Authority has no investment policy that addresses interest rate risk. State statute requires that an investment mature within five years from the date of purchase, unless matched to a specific obligation or debt of the Port Authority, and that an investment must be purchased with the expectation that it will be held to maturity.

**WARREN COUNTY PORT AUTHORITY**  
**WARREN COUNTY, OHIO**  
**NOTES TO THE BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2015**

**3. DEPOSITS AND INVESTMENTS (continued)**

*Credit Risk* - The Port Authority has no investment policy that would further limit its investment choices.

*Custodial Credit Risk* - For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Port Authority will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The Port Authority has no investment policy dealing with investment custodial risk beyond the requirement in State statute that prohibits payment for investments prior to the delivery of the securities representing such investments to the treasurer or qualified trustee.

*Concentration of Credit Risk* - The Port Authority places no limit on the amount it may invest in any one issuer. The Port Authority has all of its investments in Money Market Mutual funds due to the current interest rate environment. This is the only investment of the Port Authority greater than five percent.

**4. CAPITAL ASSETS**

A summary of the changes in capital assets during the year ended December 31, 2015, follows:

	Balance 12/31/2014	Increases	Decreases	Balance 12/31/2015
Capital Assets, being depreciated				
Land Improvements – Retention Pond	\$2,496,940	\$0	\$0	\$2,496,940
Accumulated Depreciation	(312,125)	(62,425)	0	(374,550)
Capital Assets, Net	<u>\$2,184,815</u>	<u>(\$62,425)</u>	<u>\$0</u>	<u>\$2,122,390</u>

**5. RISK MANAGEMENT**

The Port Authority is covered by public official liability insurance with Cincinnati Indemnity Company. Coverage with a private carrier provides bonding, liability insurance on the \$1,000,000 maximum per claim and in aggregate. There is no general liability coverage as the Port Authority does not maintain a separate place of business or have employees to insure although the Port Authority does pick up specific insurance coverage for events or locations through the Cincinnati Indemnity Company.

**WARREN COUNTY PORT AUTHORITY**  
**WARREN COUNTY, OHIO**  
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**6. LONG-TERM OBLIGATIONS**

A summary of the changes in long-term obligations during the year ended December 31, 2015 follows:

	<b>Balance 12/31/2014</b>	<b>Increase</b>	<b>Decrease</b>	<b>Balance 12/31/2015</b>	<b>Due within one year</b>
Project Improvement Bonds	\$10,000,000	\$0	\$0	\$10,000,000	\$0
Special Obligations Bonds	4,660,000	0	255,000	4,405,000	260,000
<b>Total</b>	<b>\$14,660,000</b>	<b>\$0</b>	<b>\$255,000</b>	<b>\$14,405,000</b>	<b>\$260,000</b>

The project improvement bonds were issued at an interest rate between 7.00 and 7.50 percent on September 24, 2008. The debt was issued for the purpose of constructing street improvements, utilities and a storm water control system in a commercial development. The special obligation bonds were issued at an interest rate between 3.00 and 5.125 percent on May 27, 2009. The debt was issued for the purpose of constructing street improvements around a new retail development in the western portion of Warren County. The following are schedules of future debt service requirements to maturity as of December 31, 2015.

<b>Project Improvement Bonds</b>			
<b>Years</b>	<b>Principal</b>	<b>Interest</b>	<b>Total</b>
2016	\$0	\$724,575	\$724,575
2017	0	724,575	724,575
2018	320,000	724,575	1,044,575
2019	345,000	702,175	1,047,175
2020	370,000	678,025	1,048,025
2021-2025	2,275,000	2,963,125	5,238,125
2026-2030	3,185,000	2,046,575	5,231,575
2031-2034	3,505,000	681,000	4,186,000
<b>Totals</b>	<b>\$10,000,000</b>	<b>\$9,244,625</b>	<b>\$19,244,625</b>

<b>Special Obligation Bonds</b>			
<b>Years</b>	<b>Principal</b>	<b>Interest</b>	<b>Total</b>
2016	\$260,000	\$200,212	\$460,212
2017	270,000	190,462	460,462
2018	280,000	180,472	460,472
2019	295,000	169,552	464,552
2020	305,000	157,458	462,458
2021-2025	1,735,000	572,074	2,307,074
2026-2028	1,260,000	129,650	1,389,650
<b>Totals</b>	<b>\$4,405,000</b>	<b>\$1,599,880</b>	<b>\$6,004,880</b>

**WARREN COUNTY PORT AUTHORITY**  
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**7. PROJECTS**

VH Monroe Special Assessment Project

The Port Authority has worked with the City of Monroe and VH Monroe (now owned by Industrial Development International or “IDI”) to partner with the parties to provide assistance to the project through a special assessment note and bond issuance that occurred in 2008 (the “Project”). The Project provides for ten large commercial/industrial buildings on the western edge of Warren County in the City of Monroe referred to Park North as IDI at Monroe. The Project is located on the southeastern corner of State Route 63 and Interstate 75. Through 2014, there have been four buildings constructed for a total of over 2.2 million square feet of building space. The Port Authority’s role was necessary to help move the Project forward allowing the retention pond and some other public infrastructure to be completed by the developer. The Project is located in a tax increment financing district and Community Reinvestment Act (CRA) area for the City of Monroe. The City of Monroe has pledged the special assessment receipts as part of the collateral to pay the Port Authority’s future debt service obligations. Based on an initial analysis done, the Port Authority is expected to receive \$19,969,200 in contributions from the City of Monroe for this Project from those receipts. The intergovernmental receivable will be reduced by the annual payments although the special assessment receipts could vary since they are certified annually based on expected payments in lieu of taxes for each year.

Cincinnati Premium Outlets

The Port Authority has worked with the City of Monroe and Chelsea Properties to provide financing on the local infrastructure improvements around the Cincinnati Premium Outlets Center (the Center) and some of the connecting roadways. The Center opened in the fall of 2009 and has provided Warren County with substantial new retail development for the area. The Center is located on the southeastern corner of State Route 63 and Interstate 75. The Port Authority’s role was necessary to help finance the project as the City of Monroe had implemented a special assessment for the project and needed the Port Authority to issue the debt for the project. The project was backed financially by tax increment financing, then the special assessment payments and then the general obligation of the City of Monroe.

E-Beam Services

The Port Authority worked with E-Beam Services to help facilitate the use of economic recovery zone facility bonds for the building expansion and related equipment needs. The conduit debt financing closed on August 31, 2010 for \$6,500,000, with \$4,655,000 outstanding as of December 31, 2015. The project is completely backed and secured through E-Beam Services and merely reported as a conduit debt issued through the Port Authority.

**WARREN COUNTY PORT AUTHORITY**  
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**7. PROJECTS (continued)**

Setzer Properties LLC (Federal Express)

In 2012, the Port Authority worked with Setzer Properties LLC (Setzer) to facilitate the construction and equipping of a 178,000 square foot distribution facility to be located in Warren County. Under the terms of the agreement, the Port Authority entered into a ground lease and project lease with Setzer, under which Setzer is responsible for obtaining financing and completing the construction of the building. Under the terms of the ground and project leases, the Port Authority is explicitly relieved of any obligation to maintain the building, undertake any capital repairs, or expend funds in connection with the building. Upon completion, the building title will be transferred to the Port Authority, and the Port Authority will lease the building back to Setzer. Under this lease, Setzer will make rental payments of \$4,000 per year for ten years to the Port Authority, and has a bargain purchase option to obtain the Port Authority's entire interest in the project for \$1 at the end of the lease. Additionally, Setzer will continue to be responsible for all maintenance and upkeep on the facilities, As a result, Setzer will record the asset and related depreciation in its financial statements, as a capital lease, and the Port Authority will recognize rental income.

Delaware North

In 2013, the Port Authority worked with Delaware North to facilitate the financing and construction 188,000 square foot live horse racing and slot machine facility located on State Route 63 in Warren County. Under the terms of the agreement, the Port Authority entered into a ground lease and project lease with Delaware North, under which Delaware North is responsible for obtaining financing and completing the construction of the building. Under the terms of the ground and project leases, the Port Authority is explicitly relieved of any obligation to maintain the building, undertake any capital repairs, or expend funds in connection with the building. Upon completion, the building title will be transferred to the Port Authority, and the Port Authority will lease the building back to Delaware North. Under this lease, Miami Valley Gaming will make rental payments of \$1,000 per year for ten years to the Port Authority, and has a bargain purchase option to obtain the Port Authority's entire interest in the project for \$1 at the end of the lease. Miami Valley Gaming also made an upfront payment to the Port Authority of \$800,000. This amount will be recognized as revenue by the Port Authority, ratably, over the term of the lease. Additionally, Delaware North will continue to be responsible for all maintenance and upkeep on the facilities, As a result, Delaware North recorded the asset and related depreciation in its financial statements, as a capital lease, and the Port Authority will recognize rental income. In 2014, the Warren County Commission entered into a Development Agreement with the Port Authority to administer the tax increment finance funds in relation to the project.



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**7. PROJECTS (continued)**

Pratt Industries

In 2013, the Port Authority entered into an agreement with Preble County to help finance the building structure for Pratt Industries (Pratt). Pratt selected Lewisburg for a state-of-the-art facility that will house its division, Lewisburg Corrugating. Under the terms of the agreement, the Port Authority entered into a ground lease and project lease with Pratt, under which Pratt is responsible for obtaining financing and completing the construction of the building. Under the terms of the ground and project leases, the Port Authority is explicitly relieved of any obligation to maintain the building, undertake any capital repairs, or expend funds in connection with the building. Upon completion, the building title will be transferred to the Port Authority, and the Port Authority will lease the building back to Pratt. Under this lease, Pratt will make rental payments of \$2,000 per year for ten years to the Port Authority, and has a bargain purchase option to obtain the Port Authority's entire interest in the project for \$1 at the end of the lease. The Port Authority received an upfront payment of \$20,000 that will be recognized ratably over the life of the lease. Additionally, Pratt will continue to be responsible for all maintenance and upkeep on the facilities, As a result, Pratt will record the asset and related depreciation in its financial statements, as a capital lease, and the Port Authority will recognize rental income.

Industrial Developments International, Inc.

In 2013, the Port Authority entered into an agreement with Industrial Developments International, Inc. (IDI) to help finance and construct building #9 at the business park in the City of Monroe located in Warren County. Under the terms of the agreement, the Port Authority entered into a ground lease and project lease with IDI, under which IDI is responsible for obtaining financing and completing the construction of the building. Under the terms of the ground and project leases, the Port Authority is explicitly relieved of any obligation to maintain the building, undertake any capital repairs, or expend funds in connection with the building. Upon completion, the building title will be transferred to the Port Authority, and the Port Authority will lease the building back to IDI. Under this lease, IDI will make rental payments of \$3,000 per year for ten years to the Port Authority, and has a bargain purchase option to obtain the Port Authority's entire interest in the project for \$1 at the end of the lease. The Port Authority received an upfront payment of \$30,000 that will be recognized ratably over the life of the lease. Additionally, IDI will continue to be responsible for all maintenance and upkeep on the facilities, As a result, IDI will record the asset and related depreciation in its financial statements, as a capital lease, and the Port Authority will recognize rental income.

**WARREN COUNTY PORT AUTHORITY**  
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**7. PROJECTS (continued)**

During 2015, the Port Authority entered into an agreement with IDI to help finance and construct buildings #4 (mainly 430,000 squared feet in tenant improvements) and #8 (a 993,000 squared foot spec building). The terms of the lease agreements were materially similar to building #9. The Port Authority received an upfront payment of \$137,622 that will be recognized ratably over the life of the lease.

Advics Manufacturing

In 2014, the Port Authority entered into an agreement with Advics Manufacturing (Advics) to acquire title to structures and other site improvements to be located on the Project Site consisting of two additions to existing manufacturing facilities, namely an approximately 65,000 square foot expansion of the CPD plant, which produces electronic stability control components, into bays 1-34 and 8, as well as an approximately 18,000 square foot expansion of the disk brake caliper plant into docks C and D. Under the terms of the ground and project leases, the Port Authority is explicitly relieved of any obligation to maintain the building, undertake any capital repairs, or expend funds in connection with the building. Upon completion, the building title will be transferred to the Port Authority, and the Port Authority will lease the building back to Advics. Under this lease, Advics will make rental payments of \$500 per year for ten years to the Port Authority, and has a bargain purchase option to obtain the Port Authority's entire interest in the project for \$1 at the end of the lease. The Port Authority received upfront payments of \$31,000 that will be recognized ratably over the life of the lease. Additionally, Advics will continue to be responsible for all maintenance and upkeep on the facilities, As a result, Advics will record the asset and related depreciation in its financial statements, as a capital lease, and the Port Authority will recognize rental income.

During 2015, the Port Authority entered into two amendments with Advics to expand the Project by installing approximately 16,000 square foot addition and then another 144,000 square foot expansion to support the Project. The Port Authority received upfront payments of \$65,903 that will be recognized ratably over the remaining life of the lease.

**WARREN COUNTY PORT AUTHORITY**  
**WARREN COUNTY, OHIO**  
**NOTES TO THE BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2015**

**7. PROJECTS (continued)**

Henny Penny Corporation

In 2014, the Port Authority entered into an agreement with Henny Penny Corporation (Henny Penny) to acquire title to structures and other site improvements to be located on the Project Site consisting of primarily a 45,500 square foot office and manufacturing facility. Under the terms of the ground and project leases, the Port Authority is explicitly relieved of any obligation to maintain the building, undertake any capital repairs, or expend funds in connection with the building. Upon completion, the building title will be transferred to the Port Authority, and the Port Authority will lease the building back to Henny Penny. Under this lease, Henny Penny will make rental payments of \$1,000 per year for ten years to the Port Authority, and has a bargain purchase option to obtain the Port Authority's entire interest in the project for \$1 at the end of the lease. Both amounts have been prepaid as of December 31, 2014. The Port Authority received upfront payments of \$18,084 that will be recognized ratably over the life of the lease. Additionally, Henny Penny will continue to be responsible for all maintenance and upkeep on the facilities, As a result, Henny Penny will record the asset and related depreciation in its financial statements, as a capital lease, and the Port Authority will recognize rental income.

Ralph J Stolle Countryside YMCA

In 2014, the Port Authority entered into an agreement with the Ralph J Stolle Countryside YMCA to issue conduit debt financing which closed on June 30, 2014, for \$8,800,000 with \$8,331,844 outstanding at December 31, 2015. The proceeds were used to remodel the facility and make the functionality and flow of the facility more appropriate to their members' needs.

London Computer Systems Project

During 2015, the Port Authority entered into an agreement with DND Ventures, LLC to issue conduit debt financing which closed on April 1, 2015 for \$10,000,000 in Taxable Economic Development Revenue Bonds and \$825,000 in Taxable Economic Development Revenue Bonds. The two issues have \$10,825,000 outstanding at December 31, 2015 with initial principal payments starting in May 2016. The proceeds were used to finance the costs of acquiring, constructing, installing, and equipping an approximately 75,000 square foot commercial office building together with all the appurtenances.

**WARREN COUNTY PORT AUTHORITY**  
**WARREN COUNTY, OHIO**  
**NOTES TO THE BASIC FINANCIAL STATEMENTS**  
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**7. PROJECTS (continued)**

AK Steel Project

During 2015, the Port Authority entered into an agreement with the City of Middletown to acquire title to a structure and other site improvements to be located on approximately 16 acres consisting primarily of an approximately 135,140 square foot facility for the purpose of research and development or other office or industrial use and approximately 150 parking spaces in support of the project. The Port Authority entered into a lease with Fortress Credit Corporation for eighteen years. Fortress Credit Corporation pays \$2,500 each year as rent on project. The Port Authority received upfront payments of \$127,000 that will be recognized ratably over the life of the lease. Additionally, AK Steel will continue to be responsible for all maintenance and upkeep on the facilities, As a result, AK Steel will record the asset and related depreciation in its financial statements, as a capital lease, and the Port Authority will recognize rental income.

Arbor Square Investments (SMB&P Project)

During 2015, the Port Authority entered into a capital lease financing structure in order to refinance the debt on the office building of Schroeder, Maundrell, Barbieri & Powers, a law firm located in Mason, Ohio (“SMB&P”). The Port Authority issued taxable lease revenue bonds in the amount of \$3,645,000 to cover the cost of acquiring the two-story office building and a leasehold interest in the 2.051 acres of real property on which the building sits (the “Project”). These lease revenue bonds will be marketed for private placement by First Southwest Company, LLC for a period of between three and five weeks (exclusive of weeks with holidays). The Port Authority entered into a 25 year capital lease with Arbor Square Investments, LLC, to service the debt on the bonds. The Port Authority received upfront payments of \$20,000 that were recognized during 2015. Additionally, Arbor Square Investments will continue to be responsible for all maintenance and upkeep on the facilities, As a result, Arbor Square Investments will record the asset and related depreciation in its financial statements, as a capital lease, and the Port Authority will recognize rental income.

**WARREN COUNTY PORT AUTHORITY**  
**WARREN COUNTY, OHIO**  
**NOTES TO THE BASIC FINANCIAL STATEMENTS**  
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**7. PROJECTS (continued)**

Bishop Fenwick School (School)

During 2015, the Port Authority issued \$8,000,000 aggregate principal amount of its Development Revenue Refunding Bonds as of July 1, 2015 for the purpose of making a loan of the proceeds thereof to the School to provide funds to refund a portion of the outstanding principal amount of the City of Middletown, Ohio Adjustable Rate Demand Development Revenue Bonds, Series 2003, which Refunded Bonds were issued in the original principal amount of \$12,250,000 and the proceeds of which Refunded Bonds were used to provide for the acquisition, construction, equipping, and improvement of Bishop Fenwick High School located as 4855 State Route 122, Franklin, Ohio 45005. The Port Authority received payments of \$25,000 that were recognized during 2015. Additionally, Bishop Fenwick School will continue to be responsible for all maintenance and upkeep on the facilities, As a result, Bishop Fenwick School will record the asset and related depreciation in its financial statements, as a capital lease, and the Port Authority will recognize rental income.

**8. INTERGOVERNMENTAL RECEIVABLE**

In closing projects relating to the VH Monroe and Chelsea Properties, and City of Monroe, via various agreements, the City of Monroe implicitly guaranteed the \$15,600,000 in project improvements and special obligations held by the Port Authority, resulting in a due from the City of Monroe for a corresponding amount. The balance due from the City of Monroe as of December 31, 2015 was \$14,405,000.

**9. SUBSEQUENT EVENTS**

During the normal course of business, the Port Authority has entered into various agreements with private developers and other organizations to foster economic development within Warren County and the surrounding region.

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# **Warren County Port Authority**

## ***Report on Internal Control and Compliance***

***For the year ended December 31, 2015***

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# Warren County Port Authority

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**Independent Auditor's Report on Internal Control Over  
Financial Reporting and on Compliance and Other Matters  
Based on an Audit of Financial Statements Performed in  
Accordance with *Government Auditing Standards***

To the Board of Directors:  
Warren County Port Authority  
Warren County, Ohio

We have audited, 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, the statement of net position, statement of revenues, expenses and changes in net position, statement of cash flows and the statement of fiduciary assets and liabilities of Warren County Port Authority, Warren County, Ohio (the Port Authority) as of and for the year ended December 31, 2015, and the related notes to the financial statements, which collectively comprise the Port Authority's basic financial statements and have issued our report thereon dated June 29, 2016.

**Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered the Port Authority'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 for the purpose of expressing an opinion on the effectiveness of the Port Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Port 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 combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the Port 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 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 Port Authority's financial statements are free of 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 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**

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of our testing, and not to provide an opinion on the effectiveness of the Port Authority's internal control or on compliance. This report is an integral part of an audit performed under *Government Auditing Standards* in considering the Port Authority's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



Cincinnati, Ohio  
June 29, 2016

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**Warren County Port Authority**

*Schedule of Findings and Responses*

*December 31, 2015*

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None noted

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# Dave Yost • Auditor of State

**WARREN COUNTY PORT AUTHORITY**

**WARREN COUNTY**

**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.**

*Susan Babbitt*

**CLERK OF THE BUREAU**

**CERTIFIED  
SEPTEMBER 13, 2016**