

# **Summit County Port Authority**

**Basic Financial Statements  
December 31, 2011 and 2010**





# Dave Yost • Auditor of State

Board of Directors  
Summit County Port Authority  
47 North Main Street, Suite 407  
Akron, Ohio 44308

We have reviewed the *Independent Auditor's Report* of the Summit County Port Authority, Summit County, prepared by Ciuni & Panichi, Inc., for the audit period January 1, 2011 through December 31, 2011. 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 Summit 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

September 18, 2012

**This page intentionally left blank.**

# Summit County Port Authority

For the Year Ended December 31, 2011

<b>Table of Contents</b>	<b>Page</b>
Independent Auditor's Report.....	1
Management's Discussion and Analysis.....	3
Basic Financial Statements:	
Statements of Net Assets .....	10
Statement of Revenues, Expenses, and Changes in Net Assets.....	12
Statement of Cash Flows .....	13
Notes to Financial Statements.....	15
Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i> .....	40

**This page intentionally left blank.**

## Independent Auditor's Report

To the Board of Directors of  
Summit County Port Authority

We have audited the accompanying basic financial statements of the Summit County Port Authority (the "Authority") as of and for the years ended December 31, 2011 and 2010, which collectively comprise the Authority's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits 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 of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Authority, as of December 31, 2011 and 2010, and the respective changes in financial position and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As described in Note 1, during the year ended December 31, 2011, the Authority implemented GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions* and GASB Statement No. 59, *Financial Instruments Omnibus*.

In accordance with *Government Auditing Standards*, we have also issued our report dated June 18, 2012, 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* and should be considered in assessing the results of our audits.

To the Board of Directors of  
Summit County Port Authority

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 through 9 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.

*Cini & Panichi, Inc.*

Cleveland, Ohio  
June 18, 2012



# **Summit County Port Authority**

## **Management's Discussion and Analysis (Unaudited)**

### **For the Year Ended December 31, 2011**

---

#### **General**

The Management of the Summit County Port Authority (the "Authority") provides the readers of the Authority's financial statements this brief narrative overview of the financial activities of the Authority for the fiscal year ended December 31, 2011.

The Authority is an independent political subdivision of the State of Ohio. The Authority was established in 1999 for the purpose of providing community and economic development financing activities in Summit County, Ohio. Since then, the Authority has expanded its service capacity through Cooperative Agreements with several neighboring counties. The Authority engages in this activity by managing financing activities through issuance of revenue bonds. In addition, the Authority provides Foreign-Trade Zone management and administrative services and the Authority is co-manager of an industrial park adjacent to the Akron-Canton Airport, whereby ground rental income is derived as tenants locate at the park.

In May 2011, the Authority applied for certification through the U.S. Treasury Community Development Financial Institutions Fund ("CDFI") to become eligible for an allocation of New Markets Tax Credits ("NMTC"). Subsequent to this application, the Authority submitted an application request to CDFI to receive an allocation of NMTC. To be eligible, the Authority had to also "create" a new Community Development Entity ("CDE"); a private, not-for-profit 501(c)(3). The Authority serves as the controlling entity of the CDE which is a partnership with Summit Workforce Solutions.

In December 2011, the Authority received notification from CDFI the Development Fund of the Western Reserve ("DFWR") had been certified and in March 2012 was awarded a \$20 million NMTC allocation. The DFWR serves an 18 county area of northeast Ohio with the exception of Cuyahoga County.

#### **Overview**

This discussion and analysis is intended to serve as an introduction to the Authority's basic financial statements. The Authority engages in economic development finance activities that are stand-alone and/or Jobs and Investment Fund ("Bond Fund") projects. The Jobs and Investment Fund has been rated BBB by Standard and Poor's. Stand-alone projects have included the Snap-on Business Solutions headquarters, the Akron Civic Theater, the Summa Hudson Wellness Center, and numerous other projects.

In 2011 stand-alone conduit financings were completed with Goodyear to finance its new Global and North American headquarters, Innovation Center improvements, and new parking garage. In addition, the Authority issued lease-revenue bonds to finance a student housing project for The University of Akron.

Bond fund projects are projects issued through the Authority's Jobs and Investment Fund. There are only three rated Port Authority Bond Funds in Ohio. The Authority did not use any of its bond fund capacity in 2011.

It is noteworthy to consider the following regarding all of the Authority's finance projects:

# Summit County Port Authority

## Management's Discussion and Analysis (Unaudited)

### For the Year Ended December 31, 2011

---

1. All stand-alone transactions require the lender to look only to the borrower's lease or debt service payments and any certain specific revenue sources and cash reserves to provide funds sufficient to meet lease payments and/or debt service payments.
2. All bond fund transactions require the Authority to look only to the borrower lease or loan payments for debt service unless a default arises, in which case the reserve mechanisms in the bond fund will make the debt service payments to the extent sufficient funds are available.

Major events during the year affecting the Authority financial assets include:

1. In April 2010, the Authority reached a settlement with the Twinsburg Township Trustees to receive \$1,200,000 which will be used to partially payoff the Series 2005D Bonds upon purchase of the Series 2005D Project by the Humane Society and in order to compensate the Authority for some of its expenses. In April and November 2010, the Township delivered a total of \$1 million to the Authority with the outstanding balance due on March 15, 2011 and paid on March 7, 2011. Also, in November 2011, the Humane Society formally notified the Authority it was exercising its purchase option on the property.
2. Austen BioInnovation Institute in Akon ("ABIA") Project – In March 2011, the Authority issued \$8.5 million of Taxable Development Revenue Bonds. The bonds will be used to provide financing for the renovation, construction and improvement of a building located at 47 North Main Street in the City of Akon, Ohio. These bonds are special obligations of the Authority payable solely from pledged revenues, being Loan Payments made by or on behalf of ABIA under the Loan Agreement. Summit County is required to make payments under the Cooperative Agreement if loan payments made by ABIA are insufficient to cover bond service charges or there is a deficiency in the funds required to be on deposit in the Bond Reserve Fund. In addition to equity from ABIA, the State of Ohio provided a \$2.5 million Research and Development Loan to the project.
3. Strategic Plan – Early in 2011, the Authority retained the Council of Development Finance Agencies ("CDFA") to assist with the design of a Strategic Plan. The plan was largely funded with assistance of many community foundations, and work on the plan continued throughout the year.

As the year was coming to a close, the Board and staff were preparing a public announcement and rollout of the plan which, among other things, recommends the Authority adopt a new name and brand to more clearly reflect its community and economic development purpose. Effective at the end of the first quarter the Authority will be renamed the Development Finance Authority of Summit County.

# Summit County Port Authority

## Management's Discussion and Analysis (Unaudited)

### For the Year Ended December 31, 2011

#### Condensed Statement of Net Assets Information

The tables below provide a summary of the Authority's financial position and operations for 2011, 2010 and 2009, respectively.

#### Comparison of 2011 vs. 2010 Results:

	2011	2010	Change	
			Amount	%
<b>Assets:</b>				
Current assets	\$ 5,932,394	\$ 1,998,361	\$ 3,934,033	196.9%
Capital assets – net	2,375,000	5,727,500	(3,352,500)	(58.5%)
Restricted assets	<u>67,661,155</u>	<u>71,294,015</u>	<u>(3,632,860)</u>	<u>(5.1)%</u>
Total assets	<u>75,968,549</u>	<u>79,019,876</u>	<u>(3,051,327)</u>	<u>(3.9)%</u>
<b>Liabilities and net assets:</b>				
<b>Liabilities:</b>				
Current liabilities	3,739,639	3,351,533	388,106	11.6%
Other liabilities	<u>61,893,509</u>	<u>65,486,088</u>	<u>(3,592,579)</u>	<u>(5.6)%</u>
Total liabilities	<u>65,633,148</u>	<u>68,837,621</u>	<u>(3,204,473)</u>	<u>(4.7)%</u>
<b>Net assets:</b>				
Invested in capital assets net of related debt	2,375,000	2,400,000	(25,000)	(1.0%)
Restricted	6,413,197	6,385,351	27,846	0.4%
Unrestricted	<u>1,547,204</u>	<u>1,396,904</u>	<u>150,300</u>	<u>10.7%</u>
Total net assets	\$ <u>10,335,401</u>	\$ <u>10,182,255</u>	\$ <u>153,146</u>	<u>1.5%</u>

#### Comparison of 2010 vs. 2009 Results:

	2010	2009	Change	
			Amount	%
<b>Assets:</b>				
Current assets	\$ 1,998,361	\$ 958,950	\$ 1,039,411	108.4%
Capital assets – net	5,727,500	4,825,000	902,500	18.7%
Restricted and other assets	<u>71,294,015</u>	<u>58,091,365</u>	<u>13,202,650</u>	<u>22.7%</u>
Total assets	<u>79,019,876</u>	<u>63,875,315</u>	<u>15,144,561</u>	<u>23.7%</u>
<b>Liabilities and net assets:</b>				
<b>Liabilities:</b>				
Current liabilities	3,351,533	2,661,299	690,234	25.9%
Other liabilities	<u>65,486,088</u>	<u>53,651,720</u>	<u>11,834,368</u>	<u>22.1%</u>
Total liabilities	<u>68,837,621</u>	<u>56,313,019</u>	<u>12,524,602</u>	<u>22.2%</u>
<b>Net assets:</b>				
Invested in capital assets net of related debt	2,400,000	1,425,000	975,000	68.4%
Restricted	6,385,351	5,000,000	1,385,351	27.7%
Unrestricted	<u>1,396,904</u>	<u>1,137,296</u>	<u>259,608</u>	<u>22.8%</u>
Total net assets	\$ <u>10,182,255</u>	\$ <u>7,562,296</u>	\$ <u>2,619,959</u>	<u>34.7%</u>

# Summit County Port Authority

## Management's Discussion and Analysis (Unaudited)

### For the Year Ended December 31, 2011

**Capital Assets:** The Authority's investment in property as of December 31, 2011, 2010, and 2009 amounted to approximately \$2.375 million, \$5.727 million, and \$4.825 million, respectively (net of accumulated depreciation). Capital assets before accumulated depreciation decreased from 2010 to 2011 by \$3.3 million due to the Authority reclassifying the fair value of the Twinsburg land and building from the note receivable on the Twinsburg bond receivable to fixed assets held for future sale. Capital assets before accumulated depreciation increased from 2009 to 2010 by \$1 million resulting from the orderly liquidation of HPC. Of this amount, \$918,870 represented the value of the building. This building is not in use as of December 31, 2011 and 2010 and therefore is not being depreciated. Additional information on the Authority's capital assets can be found in the notes to the Authority's financial statements. A summary of the activity in the Authority's capital assets during the years ended December 31, 2011 and December 31, 2010, is as follows:

	Balance at January 1, 2011	Additions	Deletions	Reclassifications	Balance at December 31, 2011
Capital assets not being depreciated:					
Land	\$ 1,081,130	\$ -	\$ -	\$ (500,000)	\$ 581,130
Capital assets being depreciated:					
Buildings	4,818,870	-	-	(2,900,000)	1,918,870
Less accumulated depreciation:					
Buildings	(172,500)	(97,500)	-	145,000	(125,000)
Total capital assets being depreciated, net	4,646,370	(97,500)	-	(2,755,000)	1,793,870
Capital assets, net	\$ 5,727,500	\$ (97,500)	\$ -	\$ (3,255,000)	\$ 2,375,000

	Balance at January 1, 2010	Additions	Deletions	Reclassifications	Balance at December 31, 2010
Capital assets not being depreciated:					
Land	\$ -	\$ 81,130	\$ -	\$ 1,000,000	\$ 1,081,130
Capital assets being depreciated:					
Buildings	4,900,000	918,870	-	(1,000,000)	4,818,870
Less accumulated depreciation:					
Buildings	(75,000)	(97,500)	-	-	(172,500)
Total capital assets being depreciated, net	4,825,000	821,370	-	(1,000,000)	4,646,370
Capital assets, net	\$ 4,825,000	\$ 902,500	\$ -	\$ -	\$ 5,727,500

# Summit County Port Authority

## Management's Discussion and Analysis (Unaudited)

### For the Year Ended December 31, 2011

#### Statement of Revenues, Expenses, and Changes in Net Assets Information

The Authority's net assets increased / (decreased) by \$153,146, \$2,619,959 and (\$492,258) in 2011, 2010, and 2009, respectively. Key elements of these changes are summarized below:

	2011	2010	Change	
			Amount	%
Operating revenues:				
Project management and administrative fees	\$ 288,186	\$ 189,957	\$ 98,229	51.7%
CAK Business Park – lease administrative revenue	96,808	101,559	(4,751)	(4.7%)
Loan processing fees	587,500	301,763	285,737	94.7%
Foreign trade zone contract service and administrative fees	4,875	8,000	(3,125)	(39.1%)
Summit County economic development grant	75,000	150,000	(75,000)	(50.0%)
Twinsburg Township settlement	-	321,419	(321,419)	(100.0%)
Twinsburg Township reimbursed expenses	37,804	-	37,804	100.0%
Total operating revenues	<u>1,090,173</u>	<u>1,072,698</u>	<u>17,475</u>	<u>1.6%</u>
Operating expenses:				
Salaries and benefits	393,610	396,899	(3,289)	(.8%)
Professional services	56,987	51,223	5,764	11.2%
Depreciation expense	97,500	97,500	-	-
Bad debt expense	-	113,500	(113,500)	(100.0%)
Other operating expenses	335,320	254,169	81,151	31.9%
Twinsburg Township project expenses	-	6,393	(6,393)	(100.0%)
Total operating expenses	<u>883,417</u>	<u>919,684</u>	<u>(36,267)</u>	<u>(3.9%)</u>
Operating income	<u>206,756</u>	<u>153,014</u>	<u>52,742</u>	<u>35.1%</u>
Non-operating revenues (expenses):				
Interest income	7,144	6,817	327	4.8%
Non-operating grant revenue	75,000	2,483,333	(2,408,333)	(97.0%)
Development fund of Western Reserve	(24,679)	-	(24,679)	(100.0%)
Unrealized (loss) gain on investments	(111,075)	(23,205)	(87,870)	(378.4%)
Non-operating (loss) income	<u>(53,610)</u>	<u>2,466,945</u>	<u>(2,520,555)</u>	<u>(102.2%)</u>
Change in net assets	153,146	2,619,959	(2,466,813)	(94.2%)
Net assets – beginning of year	<u>10,182,255</u>	<u>7,562,296</u>	<u>2,619,959</u>	<u>34.6%</u>
Net assets – end of year	\$ <u>10,335,401</u>	\$ <u>10,182,255</u>	\$ <u>153,146</u>	<u>1.5%</u>

# Summit County Port Authority

## Management's Discussion and Analysis (Unaudited)

### For the Year Ended December 31, 2011

**Operating and Non-operating Revenues:** During 2011, operating revenues were up by 1.6%, aided by a 51.7% increase project administrative fees and a 94.7% increase in loan processing fees.

**Operating Expenses:** Compared with 2010, expenses declined in 2011 and net operating income increased 35.1% over the prior year.

	Change		Amount	%
	2010	2009		
<b>Operating revenues:</b>				
Project administrative fees	\$ 189,957	\$ 202,835	\$ (12,878)	(6.3%)
CAK Business Park – lease administrative revenue	101,559	149,176	(47,617)	(31.9%)
Loan processing fees	301,763	156,465	145,298	92.9%
Foreign trade zone contract service and administrative fees	8,000	7,500	500	6.7%
Summit County operating grant	150,000	150,000	-	-
Twinsburg Township settlement	321,419	-	321,419	100.0%
Twinsburg reimbursed expenses	-	2,306	(2,306)	(100.0%)
Total operating revenues	<u>1,072,698</u>	<u>668,282</u>	<u>404,416</u>	<u>60.5%</u>
<b>Operating expenses:</b>				
Salaries and benefits	396,899	392,848	4,051	1.0%
Professional services	51,223	47,975	3,248	13.0%
Depreciation expense	97,500	25,000	72,500	290.0%
Bad debt expense	113,500	111,500	2,000	1.8%
Other operating expenses	254,169	182,293	71,876	39.4%
Twinsburg Township project expenses	6,393	430,131	(423,728)	(98.5%)
Total operating expenses	<u>919,684</u>	<u>1,189,747</u>	<u>(270,063)</u>	<u>(22.7%)</u>
Operating income (loss)	<u>153,014</u>	<u>(521,465)</u>	<u>674,479</u>	<u>129.3%</u>
<b>Non-operating revenues:</b>				
Interest income	6,817	20,719	(13,902)	(67.1%)
Non-operating grant revenue	2,483,333	-	2,483,333	100.0%
Unrealized gain on investment in Greater Akron Investment Partners	(23,205)	8,488	(31,693)	(373.3%)
Total non-operating income	<u>2,466,945</u>	<u>29,207</u>	<u>2,437,738</u>	<u>8,346.4%</u>
Change in net assets	2,619,959	(492,258)	3,112,217	632.2%
Net assets – beginning of year	<u>7,562,296</u>	<u>8,054,554</u>	<u>(492,258)</u>	<u>(6.1%)</u>
Net assets – end of year	\$ <u>10,182,255</u>	\$ <u>7,562,296</u>	\$ <u>2,619,959</u>	<u>34.7%</u>

# Summit County Port Authority

## Management's Discussion and Analysis (Unaudited)

### For the Year Ended December 31, 2011

---

**Operating and Non-operating Revenues:** During 2010, revenues improved due to a 93% increase in loan processing fee income. Non-operating revenue increased substantially due to a grant from OMA which was made to the Authority's Bond Fund program reserves.

**Operating Expenses:** Expenses declined substantially because the Authority did not have to make Twinsburg Township bond interest payments and absorb other expenses (utilities, maintenance, etc.) relative to the building.

#### **Factors Expected to Impact the Authority's Future Financial Position or Results of Operations**

The year 2011 was an improvement over 2010; and as the year drew to a close, there were many indications for a positive 2012. Management anticipates an active pipeline of projects and expects revenue growth reflective of the increased volume of deals; however, 2011 was an extraordinary year by most any measure.

Anticipated projects expected to in 2012 include conduit, and bond fund program projects, as well as NMTC projects.

One question mark remaining is the attractiveness to the market of the Jobs and Investment Fund's BBB Rating. It is conceivable that if interest rates begin to rise as the economy improves; the fully amortizing and long-term fixed rates provided by the fund may be attractive to clients financing owner occupied real estate and public infrastructure projects.

It is also noteworthy to add Standard & Poor's has provided updated guidance regarding its Rating Criteria, which may help with the overall marketing and attractiveness of the Jobs and Investment Fund program.

#### **Contacting the Authority's Finance Department**

The financial statements are designed to provide the public, investors and creditors with a general overview of the Authority's finances and to show the Authority's accountability for funds it receives and generates. If you have any questions about these financial statements or need additional financial information, please contact Christopher Burnham, President, and/or Assistant Secretary to the Board Elizabeth Leonard.

# Summit County Port Authority

## Statements of Net Assets

**December 31, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
Assets:		
Current assets:		
Unrestricted assets:		
Cash	\$ 824,555	\$ 731,259
Accounts receivable	65,324	411,092
Administrative fee receivable	8,774	5,604
Prepaid expenses	<u>17,181</u>	<u>17,073</u>
Total unrestricted current assets	<u>915,834</u>	<u>1,165,028</u>
Restricted assets:		
Grant receivable	-	833,333
Restricted cash – Humane Society security deposit	50,141	-
Asset held for resale	3,255,000	-
Note receivable – Twinsburg Township project	<u>1,711,419</u>	<u>-</u>
Total restricted current assets	<u>5,016,560</u>	<u>833,333</u>
Total current assets	<u>5,932,394</u>	<u>1,998,361</u>
Non-current assets:		
Restricted assets:		
Cash – Board restricted	681,913	1,627,880
Restricted cash – Humane Society security deposit	-	50,058
Restricted cash – Bond Fund Program Reserve	6,413,197	5,552,538
Investment in Greater Akron Investment Partners	131,823	255,221
Investment in StartVest 2009, LP	37,323	-
Note receivable – Akron Civic Theater	1,120,829	1,140,829
Lease receivable – Akron Civic Theater	13,731,070	13,936,070
Lease receivable – Bridgestone	<u>7,550,000</u>	<u>7,550,000</u>
	<u>29,666,155</u>	<u>30,112,596</u>
Bond fund transactions:		
Note receivable – Garfield Heights project	2,320,000	2,435,000
Note receivable – Goodyear project	2,100,000	2,750,000
Note receivable – Village of Seville project	1,660,000	1,730,000
Note receivable – Twinsburg Township project	-	911,419
Note receivable – Summit County Workforce Policy project	4,150,000	4,325,000
Note receivable – Portage County Brimfield project	2,250,000	2,350,000
Note receivable – Lockheed/Martin Airdock project	590,000	965,000
Note receivable – Exal Corporation project	1,590,000	1,885,000
Note receivable – Superior Roll Forming project	2,745,000	2,845,000
Note receivable – Cavalier project	5,250,000	5,455,000
Note receivable – Plaza Schroer project	930,000	940,000
Note receivable – Digestive Disease project	5,710,000	5,890,000
Note receivable – Shearer’s Foods project	4,000,000	4,000,000
Note receivable – City of Cleveland – Flats East project	<u>4,700,000</u>	<u>4,700,000</u>
Total bond fund transactions	<u>37,995,000</u>	<u>41,181,419</u>



# Summit County Port Authority

## Statements of Net Assets (continued)

**December 31, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
Non-current assets:		
Restricted assets:		
Capital assets:		
Land	581,130	1,081,130
Buildings	1,918,870	4,818,870
Total	<u>2,500,000</u>	<u>5,900,000</u>
Less: accumulated depreciation	<u>(125,000)</u>	<u>(172,500)</u>
Net book value of capital assets	<u>2,375,000</u>	<u>5,727,500</u>
Total non-current assets	<u>70,036,155</u>	<u>77,021,515</u>
Total assets	<u>\$ 75,968,549</u>	<u>\$ 79,019,876</u>
Liabilities:		
Current liabilities:		
Payable from unrestricted assets:		
Deposits held	\$ 23,113	\$ 533,125
Accounts payable	18,536	18,658
Accrued expenses	<u>21,815</u>	<u>19,418</u>
	<u>63,464</u>	<u>571,201</u>
Payable from restricted assets:		
Note payable – Summit County, current portion	25,000	75,000
Deposits held – Twinsburg Township	50,141	-
Revenue bonds – Akron Civic Theater, current portion	235,000	205,000
Revenue bonds – Bond Fund projects, current portion	3,005,000	2,475,000
Deferred lease payments – Humane Society	300,000	-
47 North Main Street tenant liability	51,614	-
Delinquent taxes payable, current portion	<u>9,420</u>	<u>25,332</u>
	<u>3,676,175</u>	<u>2,780,332</u>
Total current liabilities	<u>3,739,639</u>	<u>3,351,533</u>
Noncurrent liabilities:		
Deferred revenue	312,624	331,222
Payable from restricted assets:		
Note payable – Summit County	830,829	855,829
Revenue bonds – Akron Civic Theater	13,496,070	13,731,070
Revenue bonds – Bridgestone	7,550,000	7,550,000
Deferred lease payments – Humane Society	-	300,000
Delinquent taxes payable – long-term portion	23,986	32,967
Bond Fund transactions (see Note 3)	<u>39,680,000</u>	<u>42,685,000</u>
Total payable from restricted assets	<u>61,580,885</u>	<u>65,154,866</u>
Total noncurrent liabilities	<u>61,893,509</u>	<u>65,486,088</u>
Total liabilities	<u>65,633,148</u>	<u>68,837,621</u>
Net assets:		
Invested in capital assets, net of related debt	2,375,000	2,400,000
Restricted	6,413,197	6,385,351
Unrestricted	<u>1,547,204</u>	<u>1,396,904</u>
Total net asset	<u>10,335,401</u>	<u>10,182,255</u>
Total liabilities and net assets	<u>\$ 75,968,549</u>	<u>\$ 79,019,876</u>

# Summit County Port Authority

## Statements of Revenues, Expenses, and Changes in Net Assets

### For the Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Operating revenues:		
Project management and administrative fees	\$ 288,186	\$ 189,957
CAK Business Park – lease administrative revenue	96,808	101,559
Loan processing fees	587,500	301,763
Foreign trade zone contract service and administrative fees	4,875	8,000
Summit County economic development grant	75,000	150,000
Twinsburg Township settlement	-	321,419
Twinsburg Township reimbursed expenses	<u>37,804</u>	<u>-</u>
Total operating revenues	<u>1,090,173</u>	<u>1,072,698</u>
Operating expenses:		
Salaries and benefits	393,610	396,899
Professional services	56,987	51,223
Depreciation expense	97,500	97,500
Bad debt expense	-	113,500
Other operating expenses	335,320	254,169
Twinsburg Township project expenses	<u>-</u>	<u>6,393</u>
Total operating expenses	<u>883,417</u>	<u>919,684</u>
Operating income	<u>206,756</u>	<u>153,014</u>
Non-operating (expenses) revenues:		
Interest income	7,144	6,817
Non-operating grant revenue	75,000	2,483,333
Development fund of Western Reserve	(24,679)	-
Unrealized (loss) gain on investments	<u>(111,075)</u>	<u>(23,205)</u>
Total non-operating (loss) income	<u>(53,610)</u>	<u>2,466,945</u>
Change in net assets	153,146	2,619,959
Net assets – beginning of year	<u>10,182,255</u>	<u>7,562,296</u>
Net assets – end of year	\$ <u>10,335,401</u>	\$ <u>10,182,255</u>

# Summit County Port Authority

## Statements of Cash Flows

### For the Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Operating activities:		
Receipts for development projects	\$ 1,232,961	\$ 931,898
Received from grants	75,000	75,000
Payments for goods and services	(722,993)	(311,785)
Payments to and on behalf of employees	(391,213)	(396,899)
Net cash provided by (used in) operating activities	<u>193,755</u>	<u>298,214</u>
Noncapital financing activities:		
Lease payments received	205,000	475,000
Grant money received	908,333	1,650,000
Note payments received	20,000	-
Cash transferred to Trustee	(1,000,000)	-
Payments on line of credit / note payable	(75,000)	(75,000)
Net cash provided by noncapital financing activities	<u>58,333</u>	<u>2,050,000</u>
Capital and related financing activities:		
Net payments from the redemption of revenue bonds	(331,155)	(1,274,399)
Proceeds from the Twinsburg Township settlement	200,000	-
Net borrowings under revolving credit facility	(74,000)	153,500
Net cash used in capital and related financing activities	<u>(205,155)</u>	<u>(1,120,899)</u>
Investing activities:		
Investment in Greater Akron Investment Partners	-	(75,000)
Investment in StartVest 2009 LP	(25,000)	-
Development fund of Western Reserve	(21,006)	-
Interest on investments	7,144	6,817
Net cash used in investing activities	<u>(38,862)</u>	<u>(68,183)</u>
Net increase (decrease) in cash and cash equivalents	8,071	1,159,132
Cash and cash equivalents – beginning of year	<u>7,961,735</u>	<u>6,802,603</u>
Cash and cash equivalents – end of year	\$ <u><u>7,969,806</u></u>	\$ <u><u>7,961,735</u></u>
Reconciliation of cash and equivalents to the Statement of Net Assets:		
Cash - unrestricted	\$ 824,555	\$ 731,259
Cash – board restricted	681,913	1,627,880
Restricted cash – Humane Society security deposit	50,141	50,058
Restricted cash – Bond Fund Program Reserve	6,413,197	5,552,538
Cash and cash equivalents – end of year	\$ <u><u>7,969,806</u></u>	\$ <u><u>7,961,735</u></u>

# Summit County Port Authority

## Statements of Cash Flows (continued)

### For the Years Ended December 31, 2011 and 2010

	<u>2010</u>	<u>2009</u>
Reconciliation of operating income to net cash from operating activities:		
Operating income	\$ 206,756	\$ 153,014
Adjustments to reconcile operating income to net cash from operating activities:		
Depreciation	97,500	97,500
Write-off of bad debt	-	113,500
Changes in assets and liabilities:		
Accounts receivables	345,768	(399,686)
Administrative fees receivables	(3,170)	1,744
Prepaid expenses	(108)	23,060
Deposits held	(459,923)	(66,962)
Accounts payable	(3,588)	(26,852)
47 North Main Street Tenant Liability	51,614	-
Accrued payroll and payroll taxes	(22,496)	61,495
Deferred revenue	(18,598)	341,401
Net cash provided by operating activities	\$ <u>193,755</u>	\$ <u>298,214</u>

#### Supplemental Disclosure of Non-cash Investing and Financing Activities:

The Authority did not issue revenue bonds through the Jobs and Investment Fund Program during 2011. During 2010, the Authority issued approximately \$8.7 million of Revenue Bonds through the Jobs and Investment Fund Program related to various economic development projects. Payments made on the Bond Fund Program Revenue Bonds issued and outstanding totaled \$2.475 million and \$3.785 million respectively during 2011 and 2010.

During 2011, the Authority issued \$295.6 million of non-recourse Revenue Bonds (conduit debt), which includes \$233.7 million of estimated bond amounts related to project financing not finalized as of December 31, 2011. The projects are described in Note 4 to the financial statements. In 2010, the Authority issued \$13.745 million of non-recourse Revenue Bonds (conduit debt) related to various economic development projects which are described in Note 4 to the financial statements. Payments made on the conduit debt issued and outstanding totaled approximately \$7.2 million and \$17 million respectively during 2011 and 2010.

The land and building additions during 2010 from the orderly liquidation of HPC, was appraised at \$1 million. The land and building decreased the note receivable on the Hiney project by the appraised fair value.

The Authority had unrealized losses of \$111,075 and \$23,205 on its investments as of December 31, 2011 and 2010, respectively.

# Summit County Port Authority

## Notes to Financial Statements

**December 31, 2011 and 2010**

---

### Note 1: Summary of Significant Accounting Policies

**Reporting Entity** – The Summit County Port Authority (the “Authority”) was formed by Summit County Council in 1993 to preserve key railroad lines from abandonment in an era of rail mergers and consolidations. County Council recognized the expanding role of port authorities within the state and passed legislation enabling the Authority to use the economic development powers allowed under the Ohio Revised Code.

The Authority is now encouraging industrial development, creating employment opportunities, and providing financing and tax incentives to local businesses in order to provide a foundation to compete in the international marketplace. The Authority is directed by a seven-member Board appointed by the Summit County Executive, in accordance with the procedures provided by the Summit County Charter. In December 2011, as part of the implementation of a new strategic plan, the Authority will change its name to Development Finance Authority of Summit County. In March 2012, the County Council of Summit amended its authorizing legislation to change the name to the Development Finance Authority of Summit County.

The Authority’s activities are financed and operated as an enterprise fund such that the costs and expenses of providing services are recovered primarily through user charges. The Authority’s management believes these financial statements present all activities for which the Authority is financially accountable.

**Basis of Accounting** – The accompanying financial statements of the Authority have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) applicable to governmental entities as prescribed by the Governmental Accounting Standards Board (“GASB”). All transactions are accounted for in a single enterprise fund. The statements were prepared using the economic resources measurement focus and the accrual basis of accounting. The Authority’s enterprise fund financial statements are prepared using the accrual basis of accounting.

Revenues received in advance are deferred and recognized as earned over the period to which they relate. Operating revenues consist primarily of project administrative and loan processing fees, operating grant, rents, and fees for foreign trade zone services. Operating expenses include the cost of providing these services, including administrative expenses. Non-operating revenues and expenses are all revenues not meeting the definition of operating revenues and expenses. Non-operating revenues consist of interest income and unrealized gain on investment. Non-operating expenses consist of unrealized loss on investment. The Authority first applies restricted resources when an expense is incurred for both restricted and unrestricted net assets are available.

The GASB is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. In accordance with GASB Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting*, the Authority has elected not to apply the provisions of the Financial Accounting Standards Board Codification issued after November 30, 1989. The Authority will continue applying all applicable pronouncements issued by the GASB.

# Summit County Port Authority

## Notes to Financial Statements (continued)

**December 31, 2011 and 2010**

---

### **Note 1: Summary of Significant Accounting Policies (continued)**

**Basis of Presentation** – The enterprise fund is accounted for on a flow of economic resources measurement focus. The Authority's basic financial statements consist of a statement of net assets, statement of revenue, expenses and changes in net assets and statement of cash flows.

**Measurement Focus** – The measurement focus is on the determination of revenues, expenses, financial position, and cash flows as the identification of these items is necessary for appropriate capital maintenance, public policy, management control, and accountability.

**Conduit Debt** – As part of its efforts to promote economic development within northeastern Ohio, over the past several years, the Authority has issued debt obligations and loaned the proceeds to industrial, commercial, governmental and nonprofit organizations, primarily located within Summit County, Ohio. The obligations are secured by the property financed and are payable solely from the payments received by the trustee from the borrowers or other sources designated in the related agreements.

**Budgetary Process** – The budgetary process is prescribed by provisions of the Ohio Revised Code and requires an annual budget. This budget includes estimated receipts and appropriations. In addition, the Rules and Regulations of the Authority require the Board to adopt an appropriation resolution. The Authority maintains budgetary control by not permitting expenditures to exceed their respective appropriations without amendment of appropriations from the Board of Directors.

**Cash and Investments** – Summit County is the fiscal agent for the Authority operations. Accordingly, the Summit County Auditor maintains a portion of the Authority's cash in an Agency fund on the County's financial records. The Authority's Secretary of the Board is the fiscal agent for the Authority's development projects. The Authority maintains a portion of its cash at three banks. These accounts are insured by the Federal Deposit Insurance Corporation.

For the purposes of the statement of cash flows, all bank deposits, including investments in short-term certificates of deposit, the State Treasury Asset Reserve of Ohio ("STAR Ohio") and overnight investment of excess deposits in repurchase agreements are considered to be cash equivalents.

**Restricted Cash - Board Restricted** – The Authority's cash is designated by the Board of Directors, and invested in short-term certificates of deposit. These investments are considered cash equivalents and could be deemed unrestricted per action of the Board of Directors through issuance of specific resolutions.

Also included as restricted cash are funds relating to the Project Activity Account which are pass-through monies to the Authority, but used to service ongoing projects currently under contract.

**Restricted Cash - Bond Fund Program Reserve** – The Authority's investments are governed by the trust indenture and State of Ohio statutes, which allow the Authority to invest in certain obligations including State of Ohio obligations. During 2011, the Authority transferred its restricted investments into a high interest checking account. Therefore, these investments are considered cash equivalents. All of the Authority's restricted investments were invested in repurchase agreements at December 31, 2010.

# Summit County Port Authority

## Notes to Financial Statements (continued)

**December 31, 2011 and 2010**

---

### Note 1: Summary of Significant Accounting Policies (continued)

**Restricted Cash - Humane Society security deposit** – In connection with the agreement with the Humane Society (Note 11), the Authority received a \$50,000 security deposit that is to be held separately in an interest bearing account. The Authority may use the security deposit to offset any amount or perform any obligation that the Humane Society fails to perform under the lease terms. If no default exists, upon termination of the lease, the Authority will refund the balance to the Humane Society, less any portion of the security deposit used by the Authority.

**Capital Assets** – All capital assets are capitalized at cost and updated for additions and retirements during the year. The Authority maintains a capitalization threshold of \$1,000. Capital assets are depreciated using the straight-line method over 40 year useful lives. As discussed in Note 5, the Authority acquired land and a building relating to the default of the Hiney Printing project and this building is considered not in use as of December 31, 2011 and 2010 and therefore this building is not being depreciated.

**Compensated Absences** – It is the Authority's policy to permit employees to accumulate earned but unused vacation and sick pay benefits. Vacation pay is accrued and reported as a liability when earned by the Authority's employees.

**Use of Estimates** – The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

**Subsequent Events** – In preparing these financial statements, the Authority has evaluated events and transactions for potential recognition or disclosure through June 18, 2012, the date the financial statements were available to be issued.

**New Accounting Standards** – During 2011, the Authority implemented GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions* and GASB Statement No. 59, *Financial Instruments Omnibus*.

GASB Statement No. 54 enhances the usefulness of fund balance information by providing clearer fund balance classifications that can be more consistently applied and by clarifying the existing governmental fund type definitions. The Authority has no governmental funds and thus, the implementation of this Statement has no impact on the Authority's financial statements or disclosures.

GASB Statement No. 59 updates and improves existing standards regarding financial reporting and disclosure requirements of certain financial instruments and external investment pools for which significant issues have been identified in practice. The Authority has no investments in financial instruments or external investment pools and thus, the implementation of this Statement has no impact on the Authority's financial statements or disclosures.

# Summit County Port Authority

## Notes to Financial Statements (continued)

**December 31, 2011 and 2010**

---

### **Note 2: Deposits and Investments**

**Deposits** – The Authority’s depository requirements are governed by state statutes and require that deposits be placed in eligible banks or savings and loans located in Ohio. Any public depository in which the Authority places deposits must pledge as collateral eligible securities of aggregate market value at least equal to the amount of deposits not insured by the Federal Deposit Insurance Corporation. Collateral that may be pledged is limited to obligations of the following entities: the U.S. government and its agencies, the State of Ohio, and any legally constituted taxing subdivision within the State of Ohio.

**Custodial Credit Risk** – Custodial credit risk is the risk that, in the event of a bank failure, the Authority’s deposits might not be recovered. The Authority has no deposit policy for custodial risk beyond the requirements of state statute. At December 31, 2011 and 2010, the carrying amounts and bank balances of the Authority’s deposits were \$7,969,806 and \$1,069,879, respectively. Of the bank balance, \$7,719,974 and \$819,879 was exposed to custodial risk at December 31, 2011 and 2010 respectively and \$250,000 was covered by the FDIC at December 31, 2011 and 2010. Although the securities were held by the pledging institution’s trust department and all statutory requirements for the investment of the money had been followed, noncompliance with federal requirements could potentially subject the Authority to a successful claim by the FDIC. The Authority’s carrying amount of cash on deposit with the county was \$1,235,294 and \$1,339,318 as of December 31, 2011 and 2010, respectively. The Summit County Fiscal Officer is responsible for maintaining adequate depository collateral for all funds in the Summit County’s pooled and deposit accounts and ensuring that all monies are invested in accordance with the Ohio Revised Code.

**Investments** – The Authority’s investment policies are governed by state statutes which authorize the Authority to invest in obligations of the U.S. government, its agencies and instrumentalities; bonds and other State of Ohio obligations; certificates of deposit; money market mutual funds; and repurchase transactions and commercial paper. Repurchase transactions must be purchased from financial institutions as discussed in “Deposits” above or any eligible dealer who is a member of the National Association of Securities Dealers. Repurchase transactions are not to exceed a period of 30 days and must be secured by the specific government securities upon which the repurchase agreements are based.

These securities must be obligations of, or guaranteed by, the United States and must mature or be redeemable within five years of the date of the related repurchase agreement. The market value of the securities subject to a repurchase agreement must exceed the value of the principal by 2% and be marked to market daily. State law does not require security for public deposits and investments to be maintained in the Authority’s name.



# Summit County Port Authority

## Notes to Financial Statements (continued)

### December 31, 2011 and 2010

---

#### Note 2: Deposits and Investments (continued)

The Authority is prohibited from investing in any financial instrument, contract or obligation whose value or return is based upon, or linked to, another asset or index, or both, separate from the financial instrument, contract or obligation itself (commonly known as a “derivative”). The Authority is also prohibited from investing in reverse repurchase agreements.

All of the Authority’s investments were classified as cash and cash equivalents at December 31, 2011. The Authority’s investments at December 31, 2010 were as follows:

	<u>Fair Value</u>	<u>Credit Rating</u>	Investment Maturities (in years) <u>less than 1 year</u>	<u>% of Total</u>
Repurchase Agreements	\$ 5,552,538	AAA <sup>1</sup> / Aaa <sup>2</sup>	\$ 5,552,538	80.6%
STAR Ohio	<u>1,339,318</u>	AAAm <sup>1</sup>	<u>1,339,318</u>	<u>19.4%</u>
Total Investments	\$ <u>6,891,856</u>		\$ <u>6,891,856</u>	<u>100.0%</u>

<sup>1</sup> Standard & Poor’s

<sup>2</sup> Moody’s Investor Service

**Interest Rate Risk** – Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The Authority’s investment policies limit its investment portfolio to maturities of five years or less, which is in accordance with Ohio law. All of the above Authority’s investments at December 31, 2011 and 2010 have effective maturity dates of less than five years.

**Concentration of Credit Risk** – Concentration of credit risk is the risk of loss attributed to the magnitude of investment in a single issuer. The Authority places no limit on the amount it may invest in any one issuer.

**Credit Risk** – The Authority’s investment policy addresses credit risk by limiting investments to the safest types of securities, pre-qualifying financial institutions, brokers, intermediaries and financial advisors and by diversifying the investment portfolio so that potential losses on individual securities do not exceed income generated from the remaining portfolio.

**Custodial Credit Risk** – For an investment, custodial credit risk is the risk that in the event of the failure of the counterparty, the Authority will not be able to recover the value of its investment or collateral securities that are in the possession of an outside party. Of the Authority’s investment in repurchase agreements, the entire balance is collateralized by underlying securities pledged by the investment’s counterparty, not in the name of the Authority.

# Summit County Port Authority

## Notes to Financial Statements (continued)

### December 31, 2011 and 2010

---

#### Note 2: Deposits and Investments (continued)

In January 2008, the Authority purchased 0.75 of one membership unit in the Greater Akron Investment Partners, LLC (“GAIP”) for \$75,000. The net profits and losses of GAIP are allocated among the Members in proportion to the number of units owned by each member in accordance with the operating agreement. The Authority contributes an additional \$75,000 into the investment annually through 2010 as part of a three-year commitment. The Authority recognized unrealized losses of \$123,398 and \$23,205 during 2011 and 2010 on this investment. The Authority’s equity interest in GAIP was \$131,823 and \$255,221 at December 31, 2011 and 2010, respectively.

In 2011, Summit County directed the Authority to make an investment of \$25,000 into StartVest 09, LP (“StartVest”), which results in a 1.2987% share. The Authority recognized an unrealized gain during 2011 of \$12,323 on this investment. The Authority’s equity interest in StartVest was \$37,323 at December 31, 2011.

#### Note 3: Jobs and Investment Bond Fund Program

The Authority has established a Bond Fund Program to provide long-term, fixed interest rate financing for qualified industrial, commercial, and public projects. The primary objective of the Bond Fund Program is to further economic development efforts and investment in Summit County through the retention and creation of quality, private-sector jobs.

The State of Ohio Department of Development (“ODOD”) awarded the Authority a grant of \$2 million, received in April, 2001, which was deposited into the Bond Fund Program Reserve account. The conditional grant from ODOD is for a 20 year term, with the interest earned on the fund remitted back to ODOD through December, 2011, beginning 2012 and continuing through December, 2021, 50% of the interest earned is required to be remitted back to ODOD. In February, 2001, the Authority obtained a \$3 million grant from Summit County for the Bond Fund Program, which was also deposited into the Bond Fund Program Reserve account.

Under the Program, debt service requirements on each bond issue are to be secured by a pledge of amounts to be received under lease or loan agreements with borrowers who utilize the financed facilities. In addition, all borrowers are required to provide cash or a letter of credit as additional security for the related bonds. Amounts in the Bond Fund Program Reserve may be used for debt service in the event the borrower is unable to make the required payments under the lease. Amounts held in the Authority’s Bond Fund Program Reserve were \$6,413,197 and \$5,552,538 at December 31, 2011 and 2010, respectively, and are included in restricted assets in the accompanying statement of net assets.

# Summit County Port Authority

## Notes to Financial Statements (continued)

### December 31, 2011 and 2010

#### Note 3: Jobs and Investment Bond Fund Program (continued)

In January 2010, the Authority obtained a commitment from the Ohio Manufacturers' Association ("OMA"), the Ohio Edison Company, the Cleveland Electric Illuminating Company, and The Toledo Edison Company (collectively the "Companies") for \$2.4 million to be paid in three equal installments from January 2010 through July 2011. The Authority is required to deposit these funds into the Bond Fund Program Reserve account, and to the fullest extent reasonable under the Bond Fund Program, these funds should be used by OMA members which are also the Authority's customers. No Revenue Bonds were issued during 2011 through the Bond Fund Program:

Changes in the Authority's Bond Fund program for the year ended December 31, 2011 were as follows:

	Balance January 1, <u>2011</u>	<u>Increase</u>	<u>Decrease</u>	Balance December 31, <u>2011</u>	Due Within <u>One Year</u>
Garfield Heights project	\$ 2,435,000	\$ -	\$ (115,000)	\$ 2,320,000	\$ 125,000
Goodyear project	2,750,000	-	(650,000)	2,100,000	690,000
Village of Seville project	1,730,000	-	(70,000)	1,660,000	75,000
Twinsburg Township project	4,890,000	-	(200,000)	4,690,000	210,000
Summit County Workforce Policy project	4,325,000	-	(175,000)	4,150,000	185,000
Portage County Brimfield project	2,350,000	-	(100,000)	2,250,000	105,000
Lockheed/Martin Airdock project	965,000	-	(375,000)	590,000	590,000
Exal Corporation project	1,885,000	-	(295,000)	1,590,000	315,000
Superior Roll Forming project	2,845,000	-	(100,000)	2,745,000	110,000
Cavalier project	5,455,000	-	(205,000)	5,250,000	225,000
Plaza Schroer project	940,000	-	(10,000)	930,000	10,000
Digestive Disease project	5,890,000	-	(180,000)	5,710,000	195,000
Shearer's Foods project	4,000,000	-	-	4,000,000	175,000
City of Cleveland – Flats East project	<u>4,700,000</u>	<u>-</u>	<u>-</u>	<u>4,700,000</u>	<u>-</u>
Total	\$ <u>45,160,000</u>	\$ <u>-</u>	\$ <u>(2,475,000)</u>	\$ <u>42,685,000</u>	\$ <u>3,005,000</u>

# Summit County Port Authority

## Notes to Financial Statements (continued)

### December 31, 2011 and 2010

#### Note 3: Bond Fund Program (continued)

Changes in the Authority's Bond Fund program for the year ended December 31, 2010 were as follows:

	Balance January 1, 2010	Increase	Decrease	Balance December 31, 2010	Due Within One Year
Garfield Heights project	\$ 2,545,000	\$ -	\$ (110,000)	\$ 2,435,000	\$ 115,000
Goodyear project	3,605,000	-	(855,000)	2,750,000	650,000
Village of Seville project	1,800,000	-	(70,000)	1,730,000	70,000
Twinsburg project	5,080,000	-	(190,000)	4,890,000	200,000
Summit County Workforce Policy project	4,490,000	-	(165,000)	4,325,000	175,000
Portage County Brimfield project	2,445,000	-	(95,000)	2,350,000	100,000
Lockheed/Martin Airdock project	1,320,000	-	(355,000)	965,000	375,000
Hiney Printing project	1,265,000	-	(1,265,000)	-	-
Exal Corporation project	2,165,000	-	(280,000)	1,885,000	295,000
Superior Roll Forming project	2,940,000	-	(95,000)	2,845,000	100,000
Cavalier project	5,650,000	-	(195,000)	5,455,000	205,000
Plaza Schroer project	940,000	-	-	940,000	10,000
Digestive Disease project	6,000,000	-	(110,000)	5,890,000	180,000
Shearer's Foods project	-	4,000,000	-	4,000,000	-
City of Cleveland – Flats East project	-	4,700,000	-	4,700,000	-
Total	\$ <u>40,245,000</u>	\$ <u>8,700,000</u>	\$ <u>(3,785,000)</u>	\$ <u>45,160,000</u>	\$ <u>2,475,000</u>

Approximate annual principal and interest payments, required to be made by the Authority, for the next five years and thereafter are:

Year	Principal	Interest	Total
2012	\$ 3,005,000	\$ 2,626,976	\$ 5,631,976
2013	2,570,000	2,442,442	5,012,442
2014	2,640,000	2,266,576	4,906,576
2015	2,155,000	2,116,060	4,271,060
2016	2,085,000	1,975,461	4,060,461
2017 – 2021	11,415,000	7,789,784	19,204,784
2022 – 2026	14,065,000	3,600,569	17,665,569
2027 – 2031	1,640,000	1,118,668	2,758,668
2032 – 2036	1,510,000	586,100	2,096,100
2037 – 2040	1,600,000	61,019	1,661,019
Total	\$ <u>42,685,000</u>	\$ <u>24,583,655</u>	\$ <u>67,268,655</u>

#### Note 4: Conduit Debt

In accordance with *Government Accounting Standards*, the following revenue bonds issued by the Authority are considered conduit debt and do not create a liability and therefore are not presented on the Authority's financial statements. The Authority has no responsibility for the payment of the following debt and the loan payments are paid directly to the respective trustee by borrower.

# Summit County Port Authority

## Notes to Financial Statements (continued)

**December 31, 2011 and 2010**

---

### **Note 4: Conduit Debt (continued)**

***Goodyear Parking Deck Project*** – In October 2011, the Authority issued up to \$41.3 million of Taxable Construction Development Revenue Bonds. The bonds will be used to finance the costs of the project. The principal and interest payments relating to the Bonds will be secured by and be payable from (i) revenues and (ii) the payment of bond service charges on the bond are secured by the Issuer's assignment of its rights under the lease and the sublessor's assignment of its rights under the sublease. Each payment of lease balance made pursuant to the lease shall be deemed to be a payment of the outstanding principal amount of the bond. The total amount of conduit debt outstanding for this project is \$41.3 million as of December 31, 2011.

***Green Wellness Investors, LLLP Project*** – In September 2011, the Authority issued up to \$25.6 million of Taxable Development Revenue Bonds. The bonds will be used to finance the costs of the project. The principal and interest payments relating to the Bonds will be secured by and be payable from (i) revenues and (ii) the payment of bond service charges on the bond are secured by the Issuer's assignment of its rights under the lease and the sublessor's assignment of its rights under the sublease. Each payment of lease balance made pursuant to the lease shall be deemed to be a payment of the outstanding principal amount of the bond. The bond is secured by assets of the project. The total amount of conduit debt outstanding for this project is \$25.6 million as of December 31, 2011.

***Goodyear Innovation Center Project*** – In July 2011, the Authority issued up to \$46.8 million of Taxable Development Revenue Bonds. The bonds will be used to finance the costs of renovating the Goodyear Innovation Center. The principal and interest payments relating to the Bonds will be secured by and be payable from (i) revenues and (ii) the payment of bond service charges on the bond are secured by the Issuer's assignment of its rights under the lease and the sublessor's assignment of its rights under the sublease. Each payment of lease balance made pursuant to the lease shall be deemed to be a payment of the outstanding principal amount of the bond. The total amount of conduit debt outstanding for this project is \$46.8 million as of December 31, 2011.

***The University of Akron Student Housing Project*** – In May 2011, the Authority issued \$33.8 million of Lease Revenue Bonds. The bonds will be used to finance (i) the acquisition, construction, equipping and installation of a student housing facility containing approximately 531 beds for the benefit of students of The University of Akron (the "University"), together with site preparation, sidewalks, landscaping, miscellaneous capital expenditures, and related facilities and improvements; (ii) capitalized interest on the Series 2011 Bonds for a specified period; and (iii) payment of other costs and expenses incident to the issuance of the Series 2011 Bonds. The real property on which the Project is located is leased to the Authority pursuant to a Ground Lease Agreement between the Authority and the University. The Authority will sublease the land and lease the project to the University pursuant to the Facilities Lease Agreement between the University and the Authority. Pursuant to the terms of the University Lease Agreement, the University will make lease payments to the Authority in such amounts as will be sufficient to pay when due the principal of, premium, if any, and interest on the Series 2011 Bonds. Total amount of conduit debt outstanding for this project is \$33.8 million as of December 31, 2011.

# Summit County Port Authority

## Notes to Financial Statements (continued)

**December 31, 2011 and 2010**

---

### Note 4: Conduit Debt (continued)

***Western Reserve Academy Project*** – In May 2011, the Authority issued \$19.6 million of Multi-Mode Variable Rate Refunding Revenue Bonds. The principal amount was issued for the purpose of making a loan to assist The Western Reserve Academy in refunding of the Multi-Mode Variable Rate Revenue Bonds, Series 2002 originally issued by the County of Summit, Ohio for the purpose of the acquisition, construction, renovation, installation, furnishing or equipping of real and/or personal property comprising facilities owned by the Borrower in conjunction with the Borrower's private secondary education facility located in the City of Hudson, Summit County, Ohio. The bond is secured by assets of the project. Total amount of conduit debt outstanding for this project is \$19.325 million as of December 31, 2011.

***The Goodyear Tire and Rubber Company Headquarters Project*** – In April 2011, the Authority issued up to \$120 million of Taxable Development Revenue Bonds. The bonds will be used to finance the costs of the construction of a new, approximately 639,000 square foot headquarters facility that will house both the Global and North America Headquarters of Goodyear. The principal and interest payments relating to the Bonds will be secured by and be payable from rent payments due under the sublease payable by Goodyear as well as first mortgage on the project and all other assets funded from bond proceeds. The financing is being structured as a capital lease between the Port Authority and Purchaser to provide sales tax savings on the construction materials associated with the construction of the Project. Total amount of conduit debt outstanding for this project is \$120 million as of December 31, 2011.

***Austen BioInnovation Institute in Akon ("ABIA") Project*** – In March 2011, the Authority issued \$8.5 million of Taxable Development Revenue Bonds. The bonds will be used to provide financing for the renovation, construction and improvement of a building located at 47 North Main Street in the City of Akon, Ohio. These bonds are special obligations of the Authority payable solely from pledged revenues, being generally (a) Loan Payments made by or on behalf of ABIA under the Loan Agreement, (b) all of the moneys received or to be received by the Port Authority or the Trustee in respect of the loan under the Loan Agreement, (c) Contribution Payments that the county is required to make under the Cooperative Agreement if loan payments made by ABIA are insufficient to cover Bond Service Charges or there is a deficiency in the funds required to be on deposit in the Bond Reserve Fund, (d) amounts in the Special Funds, including the Bond Reserve Fund, and (e) income from investments in the foregoing. The bond is secured by assets of the project. Total amount of conduit debt outstanding for this project is \$8.370 million as of December 31, 2011.

***Kent State University Project*** – In September 2010, the Authority issued \$13.745 million of Taxable Development Revenue Bonds. The bonds will be used to provide financing for the acquisition, construction, equipping, furnishing, and improvement of real and personal property comprising port authority facilities to be used as an auxiliary and educational facility for the benefit of Kent State University, including without limitation, construction of an approximately 44,000 square foot building and improvements thereto on an approximately 12 acre site that is a portion of the real property located in the City of Twinsburg, Summit County, Ohio. These bonds are special obligations of the Authority payable solely from revenue received by the trustee under its agreement with Kent State University. The loan is non-cancelable until the underlying revenue bonds are paid in full. All expenses related to the revenue bonds are being paid out of the bond proceeds. The bond is secured by assets of the project. Total amount of conduit debt outstanding for this project is \$13.745 million as of December 31, 2011.

# Summit County Port Authority

## Notes to Financial Statements (continued)

### December 31, 2011 and 2010

---

#### Note 4: Conduit Debt (continued)

***Bridgestone Americas Tire Operations, LLC Project*** – In March of 2010, the Authority issued up to \$70 million of Taxable Development Revenue Bonds. The bonds will be used to finance the costs of the construction and improvement of the Tech Center, the Parking Facility, and the Pedestrian Connector. These bonds are special obligations of the Authority payable solely from revenue received by the trustee under its agreement with Bridgestone Americas Tire Operations, LLC. The loan is non-cancelable until the underlying revenue bonds are paid in full. All expenses related to the revenue bonds are being paid out of the bond proceeds. The bond is secured by assets of the project. Total amount of conduit debt outstanding for this project is \$70 million as of December 31, 2011.

The Tech Center is being leased by the Authority to SMBC Leasing and Finance, Inc. (“SMBC”) and subleased by SMBC to BATO. Under that sublease, BATO has agreed to make rental payments to SMBC in an amount sufficient to pay debt service when due on the bonds. Those rental payments have been pledged to the trustee for the bonds as the revenue source to secure the payment of debt service on the bonds. The bonds are revenue obligations of the Authority, payable solely from the Tech Center Revenues. Neither the Authority nor the county is obligated to pay debt service on the bonds from any source other than the Tech Center Bond Revenues.

***The Goodyear Tire and Rubber Company - Property Purchase*** – In May 2009, the Authority issued \$17.2 million of Taxable Development Revenue Bonds. The bonds will be used for the acquisition of certain properties from the Goodyear Tire & Rubber Co. for redevelopment purposes. These bonds are special obligations of the Authority payable solely from revenue received by the trustee under its agreement with IRG Rubber City, LLC. The loan is non-cancelable until the underlying revenue bonds are paid in full. All expenses related to the revenue bonds are being paid out of the bond proceeds. The bond is secured by assets of the project. Total amount of conduit debt outstanding for this project is \$13.59 million and \$15.09 million as of December 31, 2011 and 2010, respectively.

***Akron YMCA Project*** – In November 2009, the Authority issued \$12.1 million of Multi-Mode Variable Rate Civic Facility Improvement and Revenue Bonds. The bonds will be used to pay back existing bonds outstanding in the amount of \$6.1 million and the remaining bonds will be used to finance costs of acquiring, constructing, furnishing, improving, and equipping facilities for the YMCA. These bonds are special obligations of the Authority payable solely from revenue received by the trustee under its agreement with the YMCA. The loan is non-cancelable until the underlying revenue bonds are paid in full. All expenses related to the revenue bonds are being paid out of the bond proceeds. The bond is secured by assets of the project. Total amount of conduit debt outstanding for this project is \$11.325 million and \$11.69 million as of December 31, 2011 and 2010, respectively.

***Snap-on Business Solutions Project*** – In October 2008, the Authority issued \$16 million of Taxable Development Revenue Bonds. The bond proceeds will be used to finance the costs of the Snap-on Business Solutions, Inc. project. These bonds are special obligations of the Authority payable solely from revenue received by the trustee under its agreement with Snap-on, Inc. The loan is non-cancelable until the underlying revenue bonds are paid in full. All expenses related to the revenue bonds are being paid out of the bond proceeds. The bond is secured by assets of the project. Total amount of conduit debt outstanding for this project is \$12.23 million and \$13.55 million as of December 31, 2011 and 2010, respectively.

# Summit County Port Authority

## Notes to Financial Statements (continued)

**December 31, 2011 and 2010**

---

### Note 4: Conduit Debt (continued)

***American Original Building Products, LLC Project*** – In January 2007, the Authority issued \$5.4 million of Summit County Port Authority Variable Rate Industrial Development Revenue Bonds. The bond proceeds will be used to finance the acquisition and installation of machinery and equipment at Ferriot, Inc.’s Akron, Ohio facility. These bonds are special obligations of the Authority payable solely from revenue received by the trustee under its agreement with Ferriot, Inc. The loan is non-cancelable until the underlying revenue bonds are paid in full. All expenses related to the revenue bonds are being paid out of the bond proceeds. The bond is secured by assets of the project. Total amount of conduit debt outstanding for this project is \$3.24 million and \$3.78 million as of December 31, 2011 and 2010, respectively.

***Akron Community Service Center and Urban League, Inc. Project*** – In February 2007, the Authority issued \$3.6 million of Summit County Port Authority Adjustable Rate Tax Exempt Revenue Bonds. The bond proceeds will be used to finance the acquisition, construction, improvements, installation, and equipping of a new community service center and urban league facility to provide educational, recreational, and other services to residents of Summit County, Ohio. These bonds are special obligations of the Authority payable solely from the revenue received by the trustee under its agreement with the Akron Community Service Center and Urban League, Inc, (lithe “Borrower”). The Borrower and the Authority entered into a loan agreement pertaining to this facility. The loan is non-cancelable until the underlying revenue bonds are paid in full. All expenses related to the revenue bonds are being paid out of the bond proceeds. The bond is secured by an irrevocable letter of credit. Total amount of conduit debt outstanding for this project was \$3.205 million and \$3.34 million as of December 31, 2011 and 2010, respectively.

***Edgewood Apartments Project*** – In May 2007, the Authority issued \$11.25 million of Summit County Port Authority Multifamily Housing Revenue Bonds. The bond proceeds were used to finance the acquisition and construction of 80 units of residential rental housing. These bonds were special obligations of the Authority payable solely from the revenue received by the trustee under its agreement with Akron Edgewood Homes, LLC. Akron Edgewood Homes, LLC and the Authority entered into a financing loan agreement pertaining to this project. The loan was non-cancelable until the underlying revenue bonds were paid in full. All expenses related to the revenue bonds were being paid out of the bond proceeds. The bond was secured by assets of the project. The entire balance of \$11.25 million was paid in May 2010.

***Barberton YMCA Project*** – In June 2007, the Authority issued \$4.1 million of Summit County Port Authority Facility Revenue Bonds. The bond proceeds will be used to facilitate the financing of “port authority facilities” and enhancing economic development of such facilities. These bonds are special obligations of the Authority payable solely from the revenue received by the trustee under its agreement with The Young Men’s Christian Association. The Young Men’s Christian Association and the Authority entered into a loan agreement pertaining to this facility. The loan is non-cancelable until the underlying revenue bonds are paid in full. All expenses related to the revenue bonds are being paid out of the bond proceeds. The bond is secured by an irrevocable letter of credit. Total amount of conduit debt outstanding for this project was \$2.48 million and \$2.865 million as of December 31, 2011 and 2010, respectively.



# Summit County Port Authority

## Notes to Financial Statements (continued)

**December 31, 2011 and 2010**

---

### Note 4: Conduit Debt (continued)

***Callis Towers, LLC Project*** – In October 2007, the Authority issued \$12 million of Summit County Port Authority Multifamily Housing Revenue Bonds. The bond proceeds will be used to make a mortgage loan insured by the Federal Housing Administration (“FHA”) to Callis Towers, LLC, to finance a portion of the acquisition, renovation, rehabilitation, and equipping of a 277-unit, 15 story residential building located on 2.5 acres in Akron, Ohio. These bonds are special obligations of the Authority payable solely from the revenue received by the trustee under its agreement with Callis Towers, LLC. Callis Towers, LLC and the Authority entered into a financing loan agreement pertaining to this project. The loan is non-cancelable until the underlying revenue bonds are paid in full. All expenses related to the revenue bonds are being paid out of the bond proceeds. The bond is secured by assets of the project. Total amount of conduit debt outstanding for this project was \$8.185 million and \$9 million as of December 31, 2011 and 2010.

***Collinson Apartments Project*** – In December 2006, the Authority issued \$4 million of Summit County Port Authority Multifamily Housing Revenue Bonds. The bond proceeds will be used to finance the costs of acquiring, renovating, and equipping a rental facility in the City of Akron. These bonds are special obligations of the Authority payable solely from the revenue received by the trustee under its agreement with New Hillwood I Associate, LLC. New Hillwood I Associate, LLC and the Authority entered into a financing loan agreement pertaining to this project. The loan is non-cancelable until the underlying revenue bonds are paid in full. All expenses related to the revenue bonds are being paid out of the bond proceeds. The bond is secured by assets of the project. Total amount of conduit debt outstanding for this project was \$3.895 million and \$3.925 million as of December 31, 2011 and 2010, respectively.

***Summa Wellness Institute Project*** – In October 2006, the Authority issued \$15.405 million of Summit County Port Authority Revenue Bonds. The bond proceeds will be used to finance the construction and equipping of a wellness facility to be leased by Summa Health Systems (“Summa”). These bonds are special obligations of the Authority payable solely from the revenue received by the trustee under its lease with Summa. Summa and the Authority entered into a financing lease agreement pertaining to this facility. The lease is non-cancelable until the underlying revenue bonds are paid in full. All expenses related to the revenue bonds are being paid out of the bond proceeds. The operation and maintenance of the buildings is the responsibility of Summa. The bond is secured by an irrevocable letter of credit. Total amount of conduit debt outstanding for this project was \$14.785 million and \$15.1 million as of December 31, 2011 and 2010, respectively.

***KB Compost Services, Inc. Project*** – In March 2006, the Authority issued \$5 million of Summit County Port Authority Variable Rate Exempt Facility Revenue Bonds. The bond proceeds will be used to finance the costs of acquiring and installing certain machinery and equipment at the Akron Compost Facility owned by the City of Akron. These bonds are special obligations of the Authority payable solely from the revenue received by the trustee under its agreement with the KB Compost Services, Inc. KB Compost Services, Inc. and the Authority entered into a financing loan agreement pertaining to this project. The loan is non-cancelable until the underlying revenue bonds are paid in full. All expenses related to the revenue bonds are being paid out of the bond proceeds. The bond is secured by assets of the project. Total amount of conduit debt outstanding for this project is \$2.25 million and \$2.75 million as of December 31, 2011 and 2010, respectively.

# Summit County Port Authority

## Notes to Financial Statements (continued)

**December 31, 2011 and 2010**

---

### Note 4: Conduit Debt (continued)

**Lawrence School Project** – In August 2005, the Authority issued \$10.475 million of Summit County Port Authority Adjustable Rate Demand Revenue Bonds (Series 2005). The bond proceeds will be used to finance the cost of acquisition of a 47 acre parcel located in Sagamore Hills, Ohio, and the construction, equipping, and improvement of a private school building on that site, to be owned by Lawrence School. These bonds are special obligations of the Authority payable solely from the revenue received by the trustee under its agreement with Lawrence School. Lawrence School and the Authority entered into a financing lease agreement pertaining to this project. The lease is non-cancelable until the underlying revenue bonds are paid in full. All expenses related to the revenue bonds are being paid out of the bond proceeds. The bond is secured by assets of the project. Total amount of conduit debt outstanding for this project is \$9.215 million and \$9.545 million as of December 31, 2011 and 2010, respectively.

**Jewish Community Board Project** – In April 2005, the Authority issued \$5.5 million of Summit County Port Authority Variable Rate Tax-Exempt Industrial Development Revenue Bonds. The bond proceeds will be used to finance the renovation and expansion of the Jewish Center’s campus in Akron, Ohio to be owned by the Jewish Community Board. These bonds are special obligations of the Authority payable solely from the revenue received by the trustee under its agreement with the Jewish Community Board. The Jewish Community Board and the Authority entered into a financing loan agreement pertaining to this project. The loan is non-cancelable until the underlying revenue bonds are paid in full. All expenses related to the revenue bonds are being paid out of the bond proceeds. The bond is secured by assets of the project. Total amount of conduit debt outstanding for this project is \$3.725 million and \$4.03 million as of December 31, 2011 and 2010, respectively.

**Eastland Woods, LLC Project** – In August 2004, the Authority issued \$7.5 million of Summit County Port Authority Revenue Bonds. The bond proceeds will be used to finance the acquisition, construction, rehabilitation, and equipping of an approx. 100-unit residential rental project to be owned by Eastland Woods, LLC. (“Eastland Woods”). These bonds are special obligations of the Authority payable solely from the revenue received by the trustee under its agreement with Eastland Woods. Eastland Woods and the Authority entered into a financing lease agreement pertaining to this facility. The lease is non-cancelable until the underlying revenue bonds are paid in full. All expenses related to the revenue bonds are being paid out of the bond proceeds. The bond is secured by assets of the project. Total amount of conduit debt outstanding for this project was \$1.89 million and \$1.98 million as of December 31, 2011 and 2010, respectively.

**Meadow Lane, LLC Project** – In August 2003, the Authority issued \$5.5 million of Summit County Port Authority Revenue Bonds. The bond proceeds will be used to finance the construction and equipping of a manufacturing and distribution facility to be leased by Meadow Lane, LLC (“Meadow Lane”). These bonds are special obligations of the Authority payable solely from the proceeds received by the trustee under its lease with Meadow Lane. Meadow Lane and the Authority entered into a financing lease agreement pertaining to this facility. The lease is non-cancelable until the underlying revenue bonds are paid in full. All expenses related to the revenue bonds are being paid out of the bond proceeds. The operation and maintenance of the buildings is the responsibility of Meadow Lane. The bond is secured by an irrevocable letter of credit. Total amount of conduit debt outstanding for this project was \$3.94 million and \$4.135 million as of December 31, 2011 and 2010, respectively.

# Summit County Port Authority

## Notes to Financial Statements (continued)

**December 31, 2011 and 2010**

---

### Note 4: Conduit Debt (continued)

Approximate future annual principal debt service requirements for these conduit debt obligations for the next five years and thereafter are:

<u>Year</u>	<u>Amount</u>
2012	\$ 8,947,055
2013	9,483,969
2014	10,041,807
2015	9,434,053
2016	9,339,227
2017 – 2021	34,811,496
2022 – 2026	25,703,000
2027 – 2031	25,088,000
2032 – 2036	15,715,000
2037 – 2041	14,495,000
2042 – 2046	5,445,000
2047 – 2048	<u>660,000</u>
Total	\$ <u>169,163,607</u>

### Note 5: Capital Assets

Capital asset activity for the year ended December 31, 2011 was as follows:

	<u>Balance at January 1, 2011</u>	<u>Additions</u>	<u>Deletions</u>	<u>Reclassifications</u>	<u>Balance at December 31, 2011</u>
Capital assets not being depreciated:					
Land	\$ 1,081,130	\$ -	\$ -	\$ (500,000)	\$ 581,130
Capital assets being depreciated:					
Buildings	4,818,870	-	-	(2,900,000)	1,918,870
Less accumulated depreciation:					
Buildings	(172,500)	(97,500)	-	145,000	(125,000)
Total capital assets being depreciated, net	<u>4,646,370</u>	<u>(97,500)</u>	<u>-</u>	<u>(2,755,000)</u>	<u>1,793,870</u>
Capital assets, net	\$ <u>5,727,500</u>	\$ <u>(97,500)</u>	\$ <u>-</u>	\$ <u>(3,255,000)</u>	\$ <u>2,375,000</u>

As discussed further in note 11, the building, land and accumulated depreciation relating to the Twinsburg Township project has been reclassified to a current asset account “asset held for resale”.

# Summit County Port Authority

## Notes to Financial Statements (continued)

### December 31, 2011 and 2010

---

#### Note 5: Capital Assets (continued)

Capital asset activity for the year ended December 31, 2010 was as follows:

	Balance at January 1, 2010	Additions	Deletions	Reclassifications	Balance at December 31, 2010
Capital assets not being depreciated:					
Land	\$ -	\$ 81,130	\$ -	\$ 1,000,000	\$ 1,081,130
Capital assets being depreciated:					
Buildings	4,900,000	918,870	-	(1,000,000)	4,818,870
Less accumulated depreciation:					
Buildings	(75,000)	(97,500)	-	-	(172,500)
Total capital assets being depreciated, net	4,825,000	821,370	-	(1,000,000)	4,646,370
Capital assets, net	\$ 4,825,000	\$ 902,500	\$ -	\$ -	\$ 5,727,500

As discussed further in Note 12, the land and building resulting from the orderly liquidation of HPC, was not in use as of December 31, 2011 and 2010 and therefore is not being depreciated.

#### Note 6: Retirement and Postemployment Benefit Plans

**Pension Benefits** – The Authority participates in the Ohio Public Employees Retirement System (OPERS). OPERS administers three separate pension plans. The Traditional Plan is a cost-sharing, multiple-employer defined benefit pension plan. The Member-Directed Plan is a defined contribution plan in which the member invests both member and employer contributions (employer contributions vest over five years at 20% per year). Under the Member Directed Plan, members accumulate retirement assets equal to the value of the member and vested employer contributions plus any investment earnings.

The Combined Plan is a cost-sharing, multiple-employer defined benefit pension plan that has elements of both a defined benefit and a defined contribution plan. Under the Combined Plan, employer contributions are invested by the retirement system to provide a formula retirement benefit similar to the Traditional Plan benefit. Member contributions, whose investment is self-directed by the member, accumulate retirement assets in a manner similar to the Member Directed Plan.

OPERS provides retirement, disability, survivor and death benefits, and annual cost of living adjustments to members of the Traditional and Combined Plans. Members of the Member Directed Plan do not qualify for ancillary benefits. Authority to establish and amend benefits is provided by Chapter 145 of the Ohio Revised Code. OPERS issues a stand-alone financial report that may be obtained by writing to OPERS, 277 East Town Street, Columbus, Ohio 43215-4642 or by calling (614) 222-5601 or 800-222-7377.

The Ohio Revised Code provides statutory authority for member employer contributions. For 2011 and 2010, member and employer contribution rates were consistent across all three plans. For the year ended December 31, 2011, the members of all three plans were required to contribute 10% of their annual covered salary to fund pension obligations. The Authority contributed 14% of covered payroll.

# Summit County Port Authority

## Notes to Financial Statements (continued)

**December 31, 2011 and 2010**

---

### **Note 6: Retirement and Postemployment Benefit Plans (continued)**

The Authority's required contributions for pension obligations to the Traditional and Combined Plans (excluding the amount relating to postretirement benefits) for the years ended December 31, 2011, 2010, and 2009 were \$42,066, \$41,625 and \$42,769, respectively, equal to the required contributions for each year. The full amount has been contributed for all three years.

**Postemployment Benefits** – The Ohio Public Employees Retirement System (OPERS) administers three separate pension plans: the Traditional Plan (TP) – a cost-sharing multiple-employer defined benefit pension plan; the Member-Directed Plan (MD) – a defined contribution plan; and the Combined Plan (CO) – a cost-sharing multiple-employer defined benefit pension plan that has elements of both a defined benefit and defined contribution plan.

OPERS maintains a cost-sharing multiple employer defined benefit postemployment healthcare plan, which includes a medical plan, prescription drug program, and Medicare Part B premium reimbursement, to qualifying members of both the Traditional Pension and the Combined Plans. Member of the Member-Directed Plan do not qualify for ancillary benefits, including postemployment health care coverage.

In order to qualify for postretirement health care coverage, age-and-service retirees under the Traditional Pension and Combined Plans must have 10 or more years of qualifying Ohio service credit. Health care coverage for disability recipients and qualified survivor recipients is available. Health care coverage for disability benefit recipients and qualified survivor benefit recipients is available. The health care coverage provided by OPERS meets the definition of an Other Post Employment Benefit (OPEB) as described in GASB Statement 45.

The Ohio Revised Code permits, but does not mandate, OPERS to provide OPEB benefits to its eligible members and beneficiaries. Authority to establish and amend benefits is provided in Chapter 145 of the Ohio Revised Code. OPERS issues a stand-alone financial report that may be obtained by writing to OPERS, 277 East Town St., Columbus, Ohio, 43215-4642, or by calling (614) 222-5601 or 800-222-7377.

The Ohio Revised Code provides the statutory authority requiring public employers to fund postretirement health care through their contributions to OPERS. A portion of each employer's contribution to OPERS is set aside for the funding of postretirement health care benefits. Employer contribution rates are expressed as a percentage of the covered payroll of active members. In 2011, the Authority contributed at a rate of 14% of covered payroll. The Ohio Revised Code currently limits the employer contribution to a rate not to exceed 14% of covered payroll for state and local employer units. Active members do not make contributions to the OPEB plan.

# Summit County Port Authority

## Notes to Financial Statements (continued)

**December 31, 2011 and 2010**

---

### **Note 6: Retirement and Postemployment Benefit Plans (continued)**

OPERS' Post Employment Health Care plan was established under, and is administered in accordance with, Internal Revenue Code 401(h). Each year, the OPERS Retirement Board determines the portion of the employer contribution rate that will be set aside for funding of the postemployment health care benefits. The portion of employer contributions allocated to health care Traditional Plan was 4.0% during calendar year 2011. The portion of employer contributions allocated to health care for members in the Combined Plan was 6.05% during calendar year 2011. The portion of employer contributions allocated to health care for the calendar year beginning January 1, 2012 remained the same, but they are subject to change based on Board action. Employers will be notified if the portion allocated to health care changes during calendar year 2012. The OPERS Board of Trustees is also authorized to establish rules for the retiree, or their surviving beneficiaries, to pay a portion of the health care benefits provided. Payment amounts vary depending on the number of covered dependents and the coverage.

The Authority's contributions for health care for the years ended December 31, 2011, 2010, and 2009 were \$12,018, \$15,113, and \$17,949, respectively.

The Health Care Preservation Plan (HCPP) adopted by the OPERS Board of Trustees September 9, 2004, was effective January 1, 2007. Member and employer contribution rates for state and local employers increased January 1 of each year from 2006 to 2008. Rates for law and public safety employers increased over a six year period beginning January 1, 2006, with a final rate increase January 1, 2011. These rate increases allowed additional funds to be allocated to the health care plan.

### **Note 7: Akron Civic Theater Project**

In September 2001, the Authority issued \$14.6 million of Summit County Port Authority Revenue Bonds, comprised of \$13.6 million of Current Interest Bonds and \$1 million of Capital Appreciation Bonds. The proceeds from the revenues bonds were primarily used to fund the renovation of the Akron Civic Theater facility. These bonds are payable solely from the proceeds received by the Authority under its lease with the Akron Civic Theater.

The Akron Civic Theater and the Authority entered into a financing lease agreement pertaining to the civic theater facility. The lease is non-cancelable until the underlying revenue bonds are paid in full. Lease payments will be derived from the County Bed Tax revenues, through agreement among Summit County, National Inventors Hall of Fame and the Authority. In addition, the City of Akron guarantees the bonds.

All expenses related to the revenue bonds were paid out of the bond proceeds. The operation and maintenance of the theater is the responsibility of the Akron Civic Theater. In 2002, there was a shortfall in fundraising revenue committed to the project by the Civic Theater which led to the notes payable and receivable explained in Note 8.

# Summit County Port Authority

## Notes to Financial Statements (continued)

**December 31, 2011 and 2010**

---

### Note 7: Akron Civic Theater Project (continued)

Approximate future annual receipts and payments for this obligation are:

<u>Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2012	\$ 235,000	\$ 646,508	\$ 881,508
2013	265,000	636,285	901,285
2014	300,000	624,625	924,625
2015	340,000	609,625	949,625
2016	179,330	793,295	972,625
2017 – 2021	886,740	4,351,385	5,238,125
2022 – 2026	3,275,000	2,637,250	5,912,250
2027 – 2031	5,465,000	1,558,000	7,023,000
2032 – 2033	<u>2,785,000</u>	<u>210,500</u>	<u>2,995,500</u>
Total	\$ <u>13,731,070</u>	\$ <u>12,067,473</u>	\$ <u>25,798,543</u>

### Note 8: Notes Payable and Notes Receivable

The Authority has the following unsecured notes payable, one with the City of Akron and one with Summit County. The purpose of these notes was for renovation costs for the Akron Civic Theater. The balance outstanding on the unsecured note payable was \$855,829 and \$930,829 at December 31, 2011 and 2010, respectively. Approximate annual principal payments, required to be made by the Authority, under this debt for the next five years and thereafter are:

<u>Year</u>	<u>Amount</u>
2012	\$ 75,000
2013	75,000
2014	75,000
2015	75,000
2016	75,000
2016 – 2021	375,000
2022	<u>105,829</u>
	\$ <u>855,829</u>

**Note Receivable with Akron Civic Theater** – In connection with entering the note payable with Summit County, the Authority entered into a note receivable agreement with the Akron Civic Theater. The note receivable is unsecured and non-interest bearing. The note receivable is structured such that the Akron Civic Theater pays the Authority for all amounts due under the note payable/line of credit based on the schedule noted below, and the Authority then repays Summit County. The agreement states that if certain terms of the agreement are met and there is no default on the loan, that the outstanding balance of \$485,829 at the end of the term will be discharged by the Authority.

# Summit County Port Authority

## Notes to Financial Statements (continued)

**December 31, 2011 and 2010**

---

### Note 8: Notes Payable and Notes Receivable (continued)

Approximate annual payments to be received by the Authority under this agreement for the next five years and thereafter are:

<u>Year</u>	<u>Amount</u>
2012	25,000
2013	25,000
2014	25,000
2015	25,000
2016	25,000
2016 - 2036	<u>995,829</u>
Total	\$ <u>1,120,829</u>

### Note 9: Airdock Remediation

In January 2007, the Authority entered into an agreement with the Director of Development of the State of Ohio for a Brownfield Revolving Fund Loan for the Airdock Project. The Authority also entered into an agreement with the Clean Ohio Council for Clean Ohio Revitalization Fund (“CORF”) grant for the Airdock Project. The purpose of the loan and grant is to conduct interior remediation activities including cleaning dust and debris from the building interior structure, at the Airdock site located in Akron, Ohio which is owned by the Authority and leased to Lockheed Martin Corporation. The amount of the loan and grant is \$2 million and \$3 million, respectively. This loan is a debt obligation and is payable solely from the revenues received by the Authority under its agreement with Lockheed Martin Corporation. As of December 31, 2011 and 2010, all funds have been drawn except for a 10% retainage of \$300,000 on the CORF.

### Note 10: Leases

The Authority leased office space and certain equipment under operating leases. Rental expense was \$35,975 and \$40,287 under these leases for 2011 and 2010, respectively. As of December 31, 2011 these leases have expired.

In March of 2011, the Authority agreed to lease approximately 36,000 square feet of the 47 North Main Street building (excluding non-rentable common area) to ABIA, beginning in December 2011 until November 2033. At any time during the lease, the tenant has the option to purchase the building. The annual base rent during the term of the lease is \$1 per year. The tenant has also agreed to pay their proportional share of the common area and land area maintenance expenses as additional rent. The Authority recognized \$103,826 in rental income from property leased under this Agreement in 2011.



# Summit County Port Authority

## Notes to Financial Statements (continued)

### December 31, 2011 and 2010

---

#### Note 10: Leases (continued)

In March of 2011, the Authority agreed to lease approximately 25,000 square feet of the 47 North Main Street building (excluding non-rentable common area) to Summit County, beginning in March 2011 for a period of five years. The annual base rent during the term of the lease is \$86,793 per year. The tenant has also agreed to pay their proportional share of the common area and land area maintenance expenses as additional rent. The Authority recognized \$53,464 in rental income from property leased under this agreement in 2011. The future fixed rental the Authority is scheduled to receive under the Lease Agreement total \$86,793 in 2012.

#### Note 11: Twinsburg Township Project

In December 2007, the Trustees of Twinsburg Township (the "Trustees") took action to permanently appropriate rent payments due under the Series 2005D Agreement for the period ending December 31, 2008, making the Series 2005D Agreement non-cancelable during calendar year 2008.

Subsequently, the Trustees took action on January 2, 2008 to rescind the permanent appropriation of rent payments due under the Series 2005D Agreement. Due to Twinsburg Township's (the "Township") failure to make an annual appropriation of rent for the year 2008, the Authority cancelled the Series 2005D Agreement and notified the Township to vacate the premises. The Township vacated the Series 2005D Project on April 30, 2008. The Authority used its own unencumbered funds to make rent payments as they come due under the Series 2005D Agreement.

During 2010, the Authority reached a settlement with the Township for delinquent rental payments under the lease agreement with the Authority, dated September 1, 2005, for all months beginning February 2008, as well as ongoing expenses associated with the upkeep of the building and legal fees. The Authority had made these payments to remain in good standing with the Bond Holders although this was not the Authority's obligation. This \$1.2 million settlement was paid in installments with \$350,000 having been paid on April 30, 2010, \$650,000 having been paid on December 1, 2010, and with the final installment of \$200,000 being paid on March 7, 2011.

In October 2009, the Authority began leasing building space in Twinsburg Township at 7996 Darrow Road to the Humane Society of Greater Akron with an initial lease term commencing December 1, 2009 and ending on November 30, 2012, with extension terms available and payments of \$25,000 per month. At any time after the commencement of the initial lease term the lessee shall have the option to terminate the lease and purchase the premises from the Authority. The lessee is conducting a Development Campaign with a goal of raising \$3 million and in the event the lessee shall fail to raise the \$3 million or more in development gifts, the lessee shall have no obligation under the lease to purchase the premises following the termination of the initial lease term. The purchase price at the option of the lessee is the current appraised value of \$3.4 million less all rental payments made during the first 12 months of the lease term, not to exceed \$300,000 or the outstanding principal amount on the Bonds for the Twinsburg Building on the optional lease purchase date or the term lease purchase date, if applicable. The Humane Society of Greater Akron has entered into a sublease agreement for a portion of the building to Hattie Larlham, a private non-profit organization.

# Summit County Port Authority

## Notes to Financial Statements (continued)

### December 31, 2011 and 2010

---

#### Note 11: Twinsburg Township Project (continued)

Future minimum lease receipts under non-cancelable operating leases that have initial or remaining terms in excess of one year are as follows:

<u>Year</u>	<u>Amount</u>
2012	\$ <u>275,000</u>

#### Note 12: HPC Project (Hiney Printing)

In March 2010, HPC, a company which has ceased operations and is pursuing an orderly liquidation, became delinquent in its financing payments due under the Promissory Note with the Authority dated January 2006 related to the Series 2006B Project. All principal and accrued interest under this agreement had become due. On February 24, 2010, HPC notified the Authority about its inability to make the financing payments due under the Series 2006B loan agreement. HPC was ceasing operations to pursue an orderly liquidation.

On May 15, 2010, the Authority drew on a direct pay letter of credit ("LOC") which was security for the series 2006B project and called the bonds. The Authority used the proceeds from the LOC in the amount of \$153,500 and the program reserve for the bond fund in the amount of \$1,115,000 to pay off the series 2006B project. The land and building received as a result of the default were appraised for \$1 million as of March 2010. As of December 31, 2011 and 2010, this property was not in use and the Authority has listed the property for sale or lease.

On July, 20, 2010, the Authority entered into a delinquent tax agreement with Summit County, in order to pay the outstanding property taxes owed on the property received. As of December 31, 2011 and 2010, the Authority owed \$33,406 and \$58,299 to the county, respectively. Of this amount, \$9,420 and \$25,332 is considered the current portion of this liability.

#### Note 13: Bridgestone Project

On December 1, 2010, the Authority issued \$7,450,000 of Federally Taxable Recovery Zone Economic Development Revenue Bonds and \$100,000 of Federally Taxable Revenue Bonds as part of the Bridgestone Project. The proceeds of the bonds will be used to provide funds to pay a portion of the costs of constructing the new technical center which is being constructed as the international technical center and research and development headquarters for Bridgestone Americas Tire Operations, LLC ("BATO"). BATO will operate the technical center project, which will provide research and development and technical support for BATO's operations. The technical center project comprises the technical center buildings, a multi-level parking facility for approximately 475 vehicles, and an elevated pedestrian walkway connecting the tech center and the parking facility. The parking facility and a portion of the pedestrian walkway are the projects being financed with the 2010 bond proceeds.

# Summit County Port Authority

## Notes to Financial Statements (continued)

**December 31, 2011 and 2010**

---

### Note 13: Bridgestone Project (continued)

Pursuant to the terms of the Cooperative Agreements, Summit County will make its County Revenue Payments to the Trustee from the County Nontax Revenues in amounts sufficient to pay Bond Service Charges on the Nontax Revenue Bonds when due.

Approximate future annual principal and interest payments for this obligation are:

<u>Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2012	\$ -	\$ 436,020	\$ 436,020
2013	-	436,020	436,020
2014	355,000	436,020	924,625
2015	360,000	424,986	949,625
2016	370,000	412,998	782,998
2017 – 2021	1,985,000	1,802,311	3,787,311
2022 – 2026	2,315,000	1,211,672	3,526,672
2027 – 2030	<u>2,165,000</u>	<u>390,264</u>	<u>2,555,264</u>
Total	\$ <u>7,550,000</u>	\$ <u>5,550,291</u>	\$ <u>13,100,291</u>

### Note 14: Risk Management

The Authority is exposed to various risks of loss related to torts; theft of, damage to, or destruction of assets; errors or omissions; injuries to employees; or natural disasters. Commercial insurance has been obtained to cover damage or destruction to the Authority's property and for public liability, personal injury, and third-party property damage claims. Settled claims have not exceeded the Authority's commercial insurance coverage for any the past three years. No substantial changes in insurance coverage have occurred in any major risk category in 2011, there were no insurance settlements in 2011 and 2010.

Employee health care benefits are provided under a group insurance arrangement and the Authority is insured through the State of Ohio for workers' compensation benefits.

### Note 15: Related Party Transactions

The Authority uses certain Summit County employees without reimbursement. In addition, the Authority received a \$75,000 grant from Summit County. The County specified that \$25,000 of this grant was to be used to invest in the StartVest 2009 LP investment; \$25,000 to assist with costs associated with maintenance of the Civic Theater; and \$25,000 to be deposited into the Jobs and Investment Bond Fund. During 2011, the Authority received an additional \$25,000 grant to be used for maintenance and other costs associated with the operation of Port-owned facilities.

# Summit County Port Authority

## Notes to Financial Statements (continued)

### December 31, 2011 and 2010

---

#### Note 16: Letter of Credit

The Authority has a \$5 million, unsecured letter of credit with a bank in order to support issuance of development bonds via the Authority's Bond Fund Program. No amounts were outstanding on this letter of credit as of December 31, 2011 and 2010.

#### Note 17: Commitments

**Kelso - Brimfield TIF Project** – In May 2010, the Port Authority authorized up to \$1 million in subordinate tax-exempt revenue bonds to reimburse Kelso Development LLC for costs incurred related to the acquisition of land and construction of improvements in connections with the Brimfield Plaza Development. Costs will be reimbursed after the original TIF bonds are paid off and only to the extent there are excess proceeds. New development at the site includes a medical office building and a Pizza Hut.

**Summit County – 47 North Main Street Project** – The County sold the project site to the Authority at a price equivalent to the appraised value of the property, plus approximately \$190,000, which is the amount of improvement indebtedness owed by the county on the property. The purchase was based on the Fiscal Officer's appraisal of \$2,490,000. In March 2011, the Authority issued \$8.5 million of Taxable Development Revenue Bonds. The bonds were used to provide financing for the renovation, construction, and improvement of a building located at 47 North Main Street in the City of Akon, Ohio. These bonds are special obligations of the Authority payable solely from pledged revenues, being generally (a) loan payments made by or on behalf of ABIA under the Loan Agreement, (b) all of the moneys received or to be received by the Port

Authority or the Trustee in respect of the loan under the Loan Agreement, (c) Contribution payments that the county is required to make under the Cooperative Agreement if loan payments made by ABIA are insufficient to cover bond service charges or there is a deficiency in the funds required to be on deposit in the Bond Reserve Fund, (d) amounts in the Special Funds, including the Bond Reserve Fund, and (e) income from investments in the foregoing. The bond is secured by assets of the project. Total amount of conduit debt outstanding for this project is \$8.370 million as of December 31, 2011.

The Port Authority will issue a 22 year note in the amount of \$2,490,000 upon purchase of the project site which will be secured by a mortgage in the project site. The estimated annual principal payment for years 1-20 is \$87,035. The estimated annual principal payment for years 21 and 22 is \$377,070.

The Port Authority will lease floors one, two, three, and a portion of the basement of the project site to Austen BioInnovation Institute of Akron ("ABIA") as described in the ABIA term sheet. The Authority will lease floors four, five, six, and the balance of the basement to the county for its Department of Job and Family Services. The Authority intends to use approximately 2,040 square feet of floor four of the project site as its offices.

# Summit County Port Authority

## Notes to Financial Statements (continued)

**December 31, 2011 and 2010**

---

### **Note 17: Commitments (continued)**

*Macedonia TIF Project* – In August 2007, the Authority authorized \$2.5 million in subordinate tax-exempt revenue bonds to reimburse the developer for costs incurred related to the construction of public improvements in connection with an Independent Living/Assisted Living Facility and an Active Adult Community in Macedonia Ohio. Costs will be reimbursed after the original TIF bonds are paid off and only to the extent there are excess proceeds. New development at the site includes installing a road, sidewalks and handicap ramps, street lighting, water lines, storm and sanitary sewer lines, fire hydrants, and landscaping. Construction was completed during 2010 and the City accepted the improvements in May, 2010.

### **Note 18: Contingencies**

The Authority, in the normal course of its activities, is involved in various claims and pending litigation. In the opinion of Authority management, the disposition of these other matters is not expected to have a material adverse effect on the financial position of the Authority.

### **Note 19: Subsequent Events**

In March 2012, the Authority issued up to \$17,500,000 in tax-exempt revenue bonds as the last financing element to complete the Goodyear headquarters and Innovation Center projects.

In March 2012, the Summit County Council approved the name change of the Summit County Port Authority to the Development Finance Authority of Summit County: An Ohio Port Authority.

In April 2012, the Authority authorized refunding bonds in an amount not to exceed \$13,500,000 for the purpose of refunding outstanding bonds for the benefit of the Akron Civic Theatre.

**This page intentionally left blank.**

**Report on Internal Control over Financial Reporting and on  
Compliance and Other Matters Based on an Audit of Financial Statements  
Performed in Accordance with *Government Auditing Standards***

Board of Directors  
Summit County Port Authority

We have audited the financial statements of the Summit County Port Authority (the “Authority”) as of and for the year ended December 31, 2011, and have issued our report thereon dated June 18, 2012, wherein we noted that the Authority adopted *Governmental Accounting Standards Board Statements* No. 54 and 59, as disclosed in Note 1. 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.

**Internal Control over Financial Reporting**

Management of the Authority is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered the Authority’s internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority’s internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Authority’s internal control over financial reporting.

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.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Board of Directors  
Summit County Port Authority

### **Compliance and Other Matters**

As part of obtaining reasonable assurance about whether the 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 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*.

This report is intended solely for the information and use of the Board of Directors, Management, others within in the entity, and the Auditor of State's Office and is not intended to be and should not be used by anyone other than these specified parties.

*Cimini & Panichi, Inc.*

Cleveland, Ohio  
June 18, 2012





# Dave Yost • Auditor of State

**SUMMIT COUNTY PORT AUTHORITY**

**SUMMIT 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  
OCTOBER 2, 2012**