

JACKSON COUNTY SPORTS COMPLEX AUTHORITY

FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION
with
INDEPENDENT AUDITOR'S REPORT

FOR THE YEAR ENDED DECEMBER 31, 2013

CUDNEY, ECORD, McENROE & MULLANE L.L.C.

CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To The Commissioners
Jackson County Sports Complex Authority
Kansas City, Missouri

Report on the Financial Statements

We have audited the accompanying cash basis financial statements of the governmental activities and the major fund of the Jackson County Sports Complex Authority (the Authority) as of and for the year ended December 31, 2013, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the accompanying table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the cash basis of accounting described in Note 1; this includes determining that the cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position - cash basis of the governmental activities and major fund as of December 31, 2013, and the respective changes in financial position - cash basis thereof for the year then ended in accordance with the basis of accounting described in Note 1.

Basis of Accounting

We draw attention to Note 1 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 to 4 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Authority's basic financial statements. The schedule of administrative expenditures - cash basis is presented for purposes of additional analysis and is not a required part of the financial statements.

The schedule of administrative expenditures - cash basis is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedule of administrative expenditures - cash basis is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Cudney, Seane, McEnroe & Mullane

April 15, 2014

MANAGEMENT'S DISCUSSION AND ANALYSIS

This section of the Jackson County Sports Complex Authority's (the Authority) annual financial report presents management's discussion and analysis of the Authority's operations and financial position during the fiscal year ended December 31, 2013. This analysis should be read in conjunction with the Independent Auditor's Report, financial statements, notes to the financial statements and supplementary information.

Overview of the Cash Basis Financial Statements

This discussion and analysis is provided as an introduction to the basic financial statements which are prepared using the cash basis of accounting. The basic financial statements consist of three components: government-wide financial statements, fund financial statements, and notes to the financial statements. This report also contains other supplementary information in addition to the basic financial statements.

Government-wide financial statements. The *government-wide financial statements* are a broad overview of the Authority's finances.

The *statement of net position* presents the Authority's assets and net position. Net position is an important measure of the Authority's overall financial health. The increases and decreases in net position can be monitored to determine whether the Authority's financial position is improving or deteriorating.

The *statement of activities* presents information showing how the Authority's net position changed during the year.

Both of the government-wide financial statements report functions of the Authority that are principally supported by intergovernmental revenues (governmental activities). The governmental activities for the Authority include facility leasing and management, and improvements and repairs to the Jackson County Sports Complex.

Fund financial statements. A *fund* is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The Authority uses fund accounting to ensure compliance with finance-related legal requirements for its governmental fund.

Governmental funds. *Governmental funds* are used to account for essentially the same functions reported as *governmental activities* in the government-wide financial statements.

Notes to the financial statements. The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements.

Other information. In addition to the basic financial statements and accompanying notes, this report also contains supplementary information on administrative expenditures.

Government-wide Financial Analysis

Net Position – Cash Basis

	2013	2012
Cash	\$ 160,917	\$ 173,769
Investments	1,509,798	1,507,175
Total assets	<u>\$ 1,670,715</u>	<u>\$ 1,680,944</u>
Net position:		
Restricted for project completion and common area maintenance	<u>\$ 1,670,715</u>	<u>\$ 1,680,944</u>

Changes in Net Position – Cash Basis

	<u>2013</u>	<u>2012</u>
Revenues:		
Program revenues -		
Operating grants and contributions	\$ 598,519	\$ 579,642
Capital grants and contributions	595,694	579,636
General revenues -		
Investment earnings	<u>135</u>	<u>161</u>
Total revenues	<u>1,194,348</u>	<u>1,159,439</u>
Expenses:		
Facility leasing and management	489,920	422,075
Improvements and repairs	<u>714,657</u>	<u>1,233,067</u>
Total expenses	<u>1,204,577</u>	<u>1,655,142</u>
Increase (decrease) in net position	(10,229)	(495,703)
Net position, beginning	<u>1,680,944</u>	<u>2,176,647</u>
Net position, ending	<u>\$ 1,670,715</u>	<u>\$ 1,680,944</u>

For 2013, revenues include amounts received from trustee RMMO funds for administration and common area maintenance. Expenses include costs of administration, project completion, and common area maintenance. Rents received and management fees paid are not included in these financial statements.

Financial Analysis of the Authority's Fund

Administration and Common Area Maintenance Fund – Activities in the fund include receipt and disbursement of funds for the continuing work of the Authority.

Economic Factors

On January 24, 2006 the Authority, along with the County, entered into lease amendments with the Chiefs and Royals. With the successful 3/8 cent sales tax election held April 4, 2006, together with intergovernmental funding, sufficient revenue will be available to renovate both stadiums as well as provide for ongoing repairs and maintenance over the 25 year lease term.

Requests for Information

This financial report is designed to provide the reader a general overview of the Authority's finances. Questions or requests for more information concerning any of the information provided in this report should be directed to Jim Rowland, Executive Director, Arrowhead Stadium, 8501 Stadium Drive, Kansas City, Missouri 64129.

JACKSON COUNTY SPORTS COMPLEX AUTHORITY

STATEMENT OF NET POSITION - CASH BASIS

December 31, 2013

ASSETS:

Cash	\$ 160,917
Investments (see Note 2)	<u>1,509,798</u>
Total assets	<u><u>\$ 1,670,715</u></u>

NET POSITION:

Restricted for project completion and common area maintenance	<u><u>\$ 1,670,715</u></u>
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See notes to financial statements.

JACKSON COUNTY SPORTS COMPLEX AUTHORITY

STATEMENT OF ACTIVITIES - CASH BASIS

Year ended December 31, 2013

Functions/Programs	Expenses	Operating Grants and Contributions	Capital Grants and Contributions	Net (Expense) Revenue
Governmental activities:				
Facility leasing and administration	\$ 489,920	\$ 598,519	\$ -	\$ 108,599
Improvements and repairs	714,657	-	595,694	(118,963)
Total governmental activities	<u>\$ 1,204,577</u>	<u>\$ 598,519</u>	<u>\$ 595,694</u>	(10,364)
General revenues:				
Investment earnings				<u>135</u>
Change in net position				(10,229)
Net position, beginning				<u>1,680,944</u>
Net position, ending				<u>\$ 1,670,715</u>

See notes to financial statements.

JACKSON COUNTY SPORTS COMPLEX AUTHORITY

STATEMENT OF GOVERNMENTAL FUND ASSETS - CASH BASIS

December 31, 2013

**ADMINISTRATION AND COMMON AREA
MAINTENANCE FUND**

Cash	\$ 160,917
Investments (see Note 2)	<u>1,509,798</u>
	<u><u>\$ 1,670,715</u></u>

See notes to financial statements.

JACKSON COUNTY SPORTS COMPLEX AUTHORITY

STATEMENT OF CHANGES IN GOVERNMENTAL FUND ASSETS - CASH BASIS

Year ended December 31, 2013

	Administration and Common Area Maintenance Fund
REVENUES:	
Received from RMMO Fund for common area repair and maintenance	\$ 595,694
Received from RMMO Fund for administration	598,519
Investment income	135
Total revenues	<u>1,194,348</u>
EXPENDITURES:	
Complex repairs and maintenance (Note 3)	630,200
Project completion	84,456
Administrative expenses	<u>489,921</u>
Total expenditures	<u>1,204,577</u>
Change in balance	(10,229)
Balance, beginning of year	<u>1,680,944</u>
Balance, end of year	<u><u>\$ 1,670,715</u></u>

See notes to financial statements.

JACKSON COUNTY SPORTS COMPLEX AUTHORITY

NOTES TO FINANCIAL STATEMENTS

Year ending December 31, 2013

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

The Jackson County Sports Complex Authority (the "Authority") is a body corporate and politic, and a political subdivision of the State of Missouri. The Authority was created for the construction, operating and financing of recreational facilities. The Authority currently leases the Truman Sports Complex (the "Sports Complex") to the Kansas City Chiefs Football Club, Inc. ("Chiefs") and the Kansas City Royals Baseball Corporation ("Royals") under long-term leases (see Note 3). The Sports Complex is owned by Jackson County, Missouri.

The funds and related accounts of the Authority are maintained by fiscal agents who administer all investment transactions and act as paying agents for capital expenditures from Jackson County, Missouri bond issuances.

Cash Basis of Accounting

The Authority's policy is to prepare its basic financial statements on the cash basis. Consequently, revenues are recognized when received rather than when earned, and expenses are recognized when paid rather than when the obligation is incurred. Accordingly, no accruals for income or liabilities of the Authority have been reflected in the accompanying basic financial statements. Also, expenditures for buildings, vehicles, equipment and office furnishings are expensed currently. During 2013, the Authority's capital expenditures included \$65,056 for a maintenance building and \$29,000 for a maintenance truck.

Basis of Presentation

The Authority's basic financial statements include both government-wide and fund financial statements.

Government-wide Financial Statements - The statement of net position and the statement of activities display information about the Authority, as a whole.

The government-wide statement of activities presents a comparison between direct expenses and program revenues for each function of the governmental activities. Direct expenses are specifically associated with a service or program and are therefore clearly identifiable to a particular function. Program revenues include charges paid by the recipients of the goods or services offered by the programs and grants and contributions that are restricted to meeting the operational or capital requirements of a particular program. Revenues that are not classified as program revenues are presented as general revenues. The comparison of program revenues and expenses identifies the extent to which each program is self-financing or draws from the general revenues of the Authority.

The Authority's net position is reported as either restricted or unrestricted net position. The Authority's restricted net position consists of funds restricted for specific purposes under provisions of the lease amendments.

Fund Financial Statements – The fund financial statements report detailed information about the Authority. The focus of governmental fund financial statements is on major funds. Each major fund is presented in a separate column.

The major governmental fund of the Authority is:

Administration and Common Area Maintenance Fund – This fund accounts for the ongoing administration of the Authority and common area maintenance and repairs as provided by the lease amendments.

Fund Balance

Fund balances are classified based primarily on the extent to which a government is bound to observe constraints imposed upon the use of the resources reported in governmental funds. The Authority reports the following fund balance classification:

Restricted – Fund balance is reported as restricted when constraints placed on the use of resources are either externally imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments, or is imposed by law through constitutional provisions or enabling legislation.

2. DEPOSITS AND INVESTMENTS

The disclosures that follow have been prepared in accordance with the provisions of GASB Statement No. 40, *Deposit and Investment Risk Disclosures*. This statement establishes disclosure requirements for investment and deposit risks related to credit risk, concentrations of credit risk, interest rate risk, and foreign currency risk.

Investments

As of December 31, 2013, the Authority's investments were held in a single financial institution's money market mutual fund, where the underlying investments were either U.S. government or agency securities. Such investments are carried at cost which approximates fair value.

Investment Policies

The Authority deposits and invests all monies as allowed by state statute and in accordance with the Authority's by-laws. State statutes allow the Authority to deposit in bank deposits or government securities. Similar to the state statutes, the by-laws allow the Authority to invest in direct obligations of the United States of America.

Credit Risk

Credit risk is the risk that the issuer or other counterparty to an investment will be unable to fulfill its obligations to the holder of the investment. This risk can be measured by the assignment of a rating by a nationally recognized statistical rating organization. Presented below is the Authority's investment, which is not rated:

<u>Investment</u>	<u>Carrying Amount</u>
UMB Scout Federal Money Market Fund	<u>\$1,509,798</u>

Custodial Credit Risk

The custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, the Authority will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. For deposits, the Authority follows state statutes which require pledged collateral with a fair value equal to 100% of the funds on deposit, less insured amounts. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, 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. All of the Authority's investments are held by the Authority's agent in the Authority's name.

At December 31, 2013, the Authority's deposits were fully insured.

Interest Rate Risk

The Authority's investment policies do not limit investment maturities as a means of managing its exposure to fair value losses arising from increasing interest rates. To minimize the risk of loss, the Authority matches investments to anticipated cash flows and diversifies the investment types to the extent practicable. The Authority has elected to use the segmented time distribution method of disclosure for its interest rate risk.

As of December 31, 2013, all of the Authority's investments had maturities of less than one year.

Concentration of Credit Risk

The Authority's investment policy does not address the amounts that can be invested with any one issuer. Investments that represent more than 5% of the Authority's investments are listed above under Credit Risk.

3. LEASES AND MANAGEMENT CONTRACTS

On January 19, 1990, the Authority entered into leases and management contracts through January 31, 2015 with the Chiefs and the Royals. Both lease agreements call for annual basic rents from both the Chiefs and Royals of \$450,000 and percentage rentals based upon gross receipts, net of taxes, in excess of \$7,500,000, and calculated using a sliding scale from 5% down to 2% as gross receipts increase.

The management contracts provide for annual management fees (RMMO fees) to be paid to the Chiefs and Royals. The management fees increase commensurate with the Consumer Price Index, not to exceed 4.75% in any given year for each year during the remainder of the contracts.

On January 24, 2006, and with the successful passage of a 3/8 cent sales tax election on April 4, 2006, the Authority, along with Jackson County, entered into lease amendments with the Chiefs and Royals to extend the original leases to January 31, 2031.

The 2006 Lease Amendments call for the establishment of a separate Repair, Maintenance, Management and Operations Fund (RMMO Fund) for the teams with the Chiefs and Royals assuming responsibility and financial risk for the long-term repair, maintenance, management, and operations of their respective stadiums. The Authority

receives an annual allocation from the sales tax funds for administrative expenses and to provide for the ongoing maintenance of Sports Complex Common Areas.

4. **GOVERNMENTAL FUNDING**

The Authority has historically received revenues, subject to annual appropriation, from the City, County and State to fund current and future expenditures in relation to the leases and management contracts with the teams. These funds now flow through to the County's Bond Trustee, Bank of Kansas City and are used to make debt service payments on the County's 2006 Bonds, make RMMO fee payments to the teams; with any remaining amounts deposited to the teams' RMMO funds. The annual commitments have been \$2,000,000 from the City; not less than \$3,500,000 from the County, generated from the County's park levy of \$0.08 per \$100 assessed valuation (a portion of such County park levy is also used to pay debt service on the County's 1998 and 2002 bonds); and \$3,000,000 from the State. As these funds now go directly to the County's Trustee, the Authority has no control over these financial transactions, and, accordingly they are not included in these financial statements.

Pursuant to the 2006 Lease Amendments, the following funds have been received by the County's Trustee, Bank of Kansas City, during the year ended December 31, 2013. Such amounts are payable pursuant to the teams' 2006 Lease Amendments with the Authority and the County.

REVENUES AND OTHER ADDITIONS

RENT

Basic

Kansas City Chiefs Football Club, Inc.	\$ 450,000
Kansas City Royals Baseball Corporation	450,000

Percentage

Kansas City Chiefs Football Club, Inc.	1,128,196
Kansas City Royals Baseball Corporation	1,143,639

PARKING AND TICKET FEES

Parking User Fees

Kansas City Chiefs Football Club, Inc.	937,656
Kansas City Royals Baseball Corporation	264,020

Ticket User Fees

Kansas City Royals Baseball Corporation	562,791
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GOVERNMENT FUNDS

State of Missouri	3,000,000
Jackson County	33,036,083
City of Kansas City	2,000,000

5. **BENEFIT PLANS**

The employees of the Authority are eligible to participate in the County's Revised Pension Plan (the "Plan"), a defined-benefit pension plan which provides for retirement and disability benefits for eligible employees of the County and affiliated political subdivisions. The benefit provisions are provided under the authority of Revised Missouri Statute Section 50.337, where the County, as administrator of this cost sharing multiple-employer plan, has agreed to voluntarily contribute such amounts as are necessary to provide assets sufficient to meet benefits to be paid to Plan members. Other political subdivisions, including the Authority, make contributions to the Plan.

The Plan receives an annual actuarial valuation for the purpose of determining recommended contribution rates, where the method of valuation is the entry age normal cost method. The Authority contributed \$16,632 to the Plan in 2013.

The Plan issues a publicly available financial report that includes financial statements and required supplementary information. That report may be obtained by writing to: Jackson County Courthouse, Finance Department, 415 E. 12th St., Kansas City, MO 64106, or by calling (816) 881-3851.

6. LEGAL MATTERS

The Kansas City Royals have put the Authority on notice that they may make a claim that certain deposits of non-sales tax revenues were not made to the Royals RMMO fund, and instead were used for the payment of debt service on Jackson County's 2006 sales tax revenue bonds. If such a claim were made, it is likely a similar claim would be made by the Chiefs.

The Authority has never had custody or control of either the sales tax revenues or the non-sales tax revenues in question. All of these revenues are deposited in the Revenue Fund described in the trust indenture relating to the Jackson County Missouri Special Obligation Bonds Series 2006 which is under the custody and control of the bond trustee.

From time to time, various parties have asserted claims in the nature of mechanics liens against the Authority for work done in the course of the renovation of the Sports Complex. These parties are advised that a mechanics lien will not lie against a political subdivision, and they usually file a claim against the payment bond furnished by the teams or their general contractor, which is their sole remedy. In addition, from time to time the Authority receives notice of a personal injury claim, usually a slip and fall case, alleging an unsafe condition on property that is leased to either the Chiefs or the Royals. These parties are referred to the respective teams who then refer these claims to their insurer, as the teams are responsible for the condition of the premises under their leases. These types of claims are not considered material.

SUPPLEMENTARY INFORMATION

JACKSON COUNTY SPORTS COMPLEX AUTHORITY

SCHEDULE OF ADMINISTRATIVE EXPENDITURES - CASH BASIS

Year ended December 31, 2013

ADMINISTRATIVE EXPENDITURES:

Salaries	\$ 166,049
Legal	63,731
Lobbying services	51,000
Consulting fees	84,500
Insurance	36,440
Pension	16,632
Professional services	15,400
Statutory compensation	13,279
Contractual services	18,416
Payroll taxes	14,532
Business travel	3,478
Office and telephone	5,396
Maintenance and utilities	<u>1,068</u>
	<u>\$ 489,921</u>