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**RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)**

FINANCIAL STATEMENTS

YEARS ENDED JUNE 30, 2016 AND 2015

**RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)
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JUNE 30, 2016 AND 2015**

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Independent Auditors' Report

To the Board of Commissioners
Rhode Island Convention Center Authority

Report on the Financial Statements

We have audited the accompanying financial statements of the Rhode Island Convention Center Authority, a component unit of the State of Rhode Island, as of and for the years ended June 30, 2016 and 2015, and the related notes to the financial statements, which collectively comprise the Rhode Island Convention Center Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express opinions 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 involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' 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 auditors consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Rhode Island Convention Center Authority as of June 30, 2016 and 2015, and the respective changes in financial position and, where applicable, cash flows thereof, for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 7 to the financial statements, the Authority is dependent upon annual appropriations of lease revenue by the General Assembly of the State of Rhode Island to fund debt service on its outstanding bonds. Our opinion is not modified with respect to this 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 4 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, which 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 an opinion on the financial statements that collectively comprise the Rhode Island Convention Center Authority's basic financial statements. The accompanying supplementary information on pages 31 through 35 is presented for purposes of additional analysis and is not a required part of the basic financial statements.

The accompanying supplementary information 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 accompanying supplementary information is fairly stated in all material respects in relation to the basic financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated September 29, 2016 on our consideration of the Rhode Island Convention Center Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Rhode Island Convention Center Authority's internal control over financial reporting and compliance.

Blum, Shapiro & Company, P.C.

West Hartford, Connecticut
September 29, 2016

**RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2016 AND 2015**

As management of the Rhode Island Convention Center Authority (Authority), a Component Unit of the State of Rhode Island (State), we offer readers of the Authority's financial statements this narrative overview and analysis of the financial activities of the Authority for the years ended June 30, 2016 (FY16) and June 30, 2015 (FY15). The Authority's financial statements, accompanying notes and supplementary information should be read in conjunction with the following discussion.

Introduction

The Authority was created in 1987 by the Rhode Island General Assembly as a public corporation, instrumentality, and agency of the State, having a distinct legal existence from the State and not constituting a department of State government. The Authority was created for the purpose of constructing, managing, and operating a facility to house conventions, trade shows, exhibitions, displays, meetings, banquets, and other events, as well as facilities related thereto such as parking lots and garages, connection walkways, hotels, and office buildings, including any retail facilities that are incidental to and located within any of the foregoing, and to acquire land. The Authority has managed its facilities through third-party management contracts since inception. The powers of the Authority are vested in a Board of Commissioners (Board) having eleven members. The Governor of the State has the power to appoint eight members. The Mayor of the City of Providence has the power to appoint two members and the City Council of the City of Providence has the power to appoint one member. The Chairperson, Vice Chairperson, Secretary, and Treasurer are elected by the members of the Board.

On December 2, 1993, the Rhode Island Convention Center (the Convention Center or RICC) and related garage facilities officially opened. The Authority is authorized to lease the Convention Center and the related facilities to the State and to issue its bonds and notes for any of its corporate purposes. The Authority manages the Convention Center and the related facilities pursuant to the terms of a sublease agreement, dated November 1, 1991, as amended, by and between the State, as sublessor, and the Authority, as sublessee (the Sublease).

In 2005, the Authority's enabling legislation was amended to clarify that the Authority could also own, operate, and finance a "civic center." In December 2005, the Authority issued bonds to finance the acquisition of the Dunkin' Donuts Center (DDC) from the City of Providence (City). The DDC is home to the Providence College men's basketball team (the Friars) and the American Hockey League Providence Bruins, the Boston Bruins' highest-level minor league team. The DDC is also the venue for touring family shows, concerts, and other special events. Seating at the DDC is 12,500 for basketball, 11,000 for ice hockey, and 14,500 for center stage events. The Authority completed significant renovations to the DDC in June 2010.

The Authority leases the DDC to the State in an arrangement similar to that for the Convention Center. Rental payments from the DDC lease are applied to payments of bonds initially issued for the acquisition and renovation of the DDC. The DDC is a significant participant in and leader of the overall downtown Providence redevelopment. The renovated DDC represents a tangible and visible demonstration of government commitment to revitalizing the capital city and is a vital economic engine, with many positive and quantifiable multiplier effects on the local and regional economies.

The Providence / Warwick Convention & Visitors Bureau markets Rhode Island to local, regional, national, and international audiences. The Convention Center's marketing partners, including area hotels and restaurants, highlight the renovations / expansions of the DDC to attract larger conventions and meetings.

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In July 2008, the Authority assumed the management of the Veterans Memorial Auditorium, rebranded as The Vets, from the Veterans Memorial Auditorium Foundation, with the approval of the State's Department of Administration (DOA). The Vets is one of the oldest arts venues in Rhode Island and is on the National Register of Historic Places. Operation of The Vets is shared by the DOA and Professional Facilities Management Inc. of Providence (PFM). Spectacor Management Group (SMG) provides as-needed ancillary support to The Vets. PFM manages the marketing, bookings, and box office. The DOA is responsible for utilities, snow removal, and other ancillary operations.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the Authority's financial statements.

The Authority engages only in business-related functions, financed in whole or part by assessments to external stakeholders for goods and services. Consequently, the Authority's financial statements include the statement of net position; statement of revenues, expenses, and changes in net position; statement of cash flows; and notes to the financial statements. These financial statements are intended to provide the reader with a broad overview of the Authority's financial status, similar to private-sector entities.

The statement of net position presents detail on the Authority's assets and deferred outflows of resources, and liabilities and deferred inflows of resources, with the difference between the two reported as net position. Changes in the Authority's net position serve as a useful indicator of whether the Authority's financial position is improving or deteriorating. Readers should also consider other non-financial factors when evaluating the Authority's net position. The statement of revenues, expenses and changes in net position presents information regarding how the Authority's net position changed during the year.

All assets, liabilities, and changes in net position are reported as soon as the underlying event affecting the asset or liability, or deferred outflow or inflow, and resulting change in net position occurs, regardless of the timing of when the cash is received or paid (accrual basis of accounting for governmental entities). Consequently, certain revenues and expenses reported in the statement of revenues, expenses and changes in net position result in cash flows in future periods.

The Authority is dependent upon annual State appropriations of lease revenue by the General Assembly of the State to fund debt service on its outstanding bonds and capital improvements from the State's Rhode Island Capital Plan Fund (RICAP). The Authority's annual appropriations, exclusive of working capital advances, consist of the following:

| | <u>2016</u> | <u>2015</u> |
|---------------------------------|----------------------|----------------------|
| Debt service | \$ 22,968,419 | \$ 20,976,048 |
| Capital improvements from RICAP | <u>1,420,160</u> | <u>578,777</u> |
| | <u>\$ 24,388,579</u> | <u>\$ 21,554,825</u> |

The increase in appropriations pertaining to debt service in FY16 is due to the absence of the debt service savings accomplished during the FY15 refunding.

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MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2016 AND 2015**

2016 Financial Highlights

Total liabilities exceeded total assets by \$56,872,397 (net deficit position) at June 30, 2016. Net position totaling (\$1,252,703) is unrestricted. Net position totaling \$2,241,303 is restricted to be utilized principally for renewal and replacement of capital assets and operating expenditures as reflected in the Authority's bond documentation. The Authority's net deficit position invested in capital assets, net of related debt, totaling (\$57,860,997), is attributable to the DDC acquisition and renovation, related long-term outstanding debt, and associated depreciation of the Authority's capital assets.

Operating loss for FY16 totaled \$10,754,833, a decrease of \$2,061,327 when compared to FY15.

Net deficit position decreased by \$3,385,773 during FY16.

Overall events hosted by the Authority's operating facilities were as follows:

| | <u>2016</u> | <u>2015</u> |
|-------------------|-------------|-------------|
| Convention Center | 272 | 263 |
| DDC | 128 | 139 |
| The Vets | 81 | 71 |
| | <u>481</u> | <u>473</u> |

2015 Financial Highlights

Total liabilities exceeded total assets by \$60,258,170 (net deficit position) at June 30, 2015. Net position totaling (\$2,559,121) is unrestricted. Net position totaling \$4,711,840 is restricted to be utilized principally for renewal and replacement of capital assets and operating expenditures as reflected in the Authority's bond documentation. The Authority's net deficit position invested in capital assets, net of related debt, totaling (\$62,410,889), is attributable to the DDC acquisition and renovation, related long-term outstanding debt, and associated depreciation of the Authority's capital assets.

Operating loss for FY15 totaled \$12,816,160, an increase of \$1,309,653 when compared to FY14.

Net deficit position increased by \$3,222,125 during FY15.

Overall events hosted by the Authority's operating facilities were as follows:

| | <u>2015</u> | <u>2014</u> |
|-------------------|-------------|-------------|
| Convention Center | 263 | 254 |
| DDC | 139 | 135 |
| The Vets | 71 | 62 |
| | <u>473</u> | <u>451</u> |

**RHODE ISLAND CONVENTION CENTER AUTHORITY
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MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2016 AND 2015**

Condensed Comparative Information

The following table reflects a summary of changes in certain balances in the statements of net position, and revenues, expenses and changes in net position (in thousands):

| | <u>2016</u> | <u>2015</u> | <u>2014</u> | <u>Increase (decrease)</u> | |
|---|--------------------|--------------------|--------------------|----------------------------|--------------------|
| | | | | <u>2016 v 2015</u> | <u>2015 v 2014</u> |
| Net Position | | | | | |
| Current assets | \$ 10,644 | \$ 9,486 | \$ 12,214 | \$ 1,158 | \$ (2,728) |
| Capital assets, net | 145,935 | 154,115 | 162,792 | (8,180) | (8,677) |
| Other noncurrent assets | <u>701</u> | <u>772</u> | <u>843</u> | <u>(71)</u> | <u>(71)</u> |
| Total assets | <u>157,280</u> | <u>164,373</u> | <u>175,849</u> | <u>(7,093)</u> | <u>(11,476)</u> |
| Deferred outflows of resources | <u>4,831</u> | <u>5,248</u> | <u>6,818</u> | <u>(417)</u> | <u>(1,570)</u> |
| Current liabilities | 21,335 | 18,916 | 19,025 | 2,419 | (109) |
| Noncurrent liabilities | <u>197,648</u> | <u>210,963</u> | <u>220,678</u> | <u>(13,315)</u> | <u>(9,715)</u> |
| Total liabilities | <u>218,983</u> | <u>229,879</u> | <u>239,703</u> | <u>(10,896)</u> | <u>(9,824)</u> |
| Net Deficit Position | <u>\$ (56,872)</u> | <u>\$ (60,258)</u> | <u>\$ (57,036)</u> | <u>\$ 3,386</u> | <u>\$ (3,222)</u> |
| Changes in Net Position | | | | | |
| Operating revenues | \$ 28,082 | \$ 23,776 | \$ 25,107 | \$ 4,306 | \$ (1,331) |
| Operating expenses | <u>38,836</u> | <u>36,592</u> | <u>36,614</u> | <u>2,244</u> | <u>(22)</u> |
| Operating loss | (10,754) | (12,816) | (11,507) | 2,062 | (1,309) |
| Nonoperating revenue (expenses), net | <u>14,141</u> | <u>9,594</u> | <u>11,925</u> | <u>4,547</u> | <u>(2,331)</u> |
| Change in Net Deficit Position | <u>\$ 3,386</u> | <u>\$ (3,222)</u> | <u>\$ 418</u> | <u>\$ 6,608</u> | <u>\$ (3,640)</u> |
| Components of Net Deficit Position | | | | | |
| Net investment in capital assets | \$ (57,861) | \$ (62,411) | \$ (61,270) | \$ 4,550 | \$ (1,141) |
| Restricted | 2,241 | 4,712 | 5,892 | (2,471) | (1,180) |
| Unrestricted | <u>(1,252)</u> | <u>(2,559)</u> | <u>(1,658)</u> | <u>1,307</u> | <u>(901)</u> |
| Total Net Deficit Position | <u>\$ (56,872)</u> | <u>\$ (60,258)</u> | <u>\$ (57,036)</u> | <u>\$ 3,386</u> | <u>\$ (3,222)</u> |

2016 Financial Analysis

Total assets of the Authority decreased by \$7,091,707 as of June 30, 2016 compared to June 30, 2015. Current assets increased in 2016 by \$1,158,648 in comparison to 2015. Net capital assets decreased by \$8,179,371, which is primarily attributable to depreciation offset by capital improvements to the RICC and DDC. Noncurrent assets, other than capital assets, decreased by \$70,985.

Deferred outflows of resources decreased by \$417,848 as of June 30, 2016 due to amortization of net deferred losses on refundings.

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MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2016 AND 2015**

During 2016, the Authority reduced its debt through scheduled principal payments of \$11,330,000 on outstanding bonds payable offset by amortization of related bond premiums and discounts.

Total liabilities of the Authority at June 30, 2016, exclusive of bonds and note payable, increased by \$2,251,782 due to changes in the timing of events and related payments.

2016 Operating Activity

Operating revenues of the Authority increased by \$4,305,339 compared to 2015. Each of the Authority's operating facilities experienced increased revenues during FY16 with the majority of the increase attributable to the Convention Center.

Total operating expenses increased by \$2,244,012 due principally to increased payroll and event expenses at the Convention Center and the Vets to support increased event activity.

As a result of the above, the operating loss to the Authority was \$10,754,833 in 2016 compared to \$12,816,160 in 2015.

2015 Financial Analysis

Total assets of the Authority decreased by \$11,475,871 as of June 30, 2015 compared to June 30, 2014. Current assets increased in 2015 by \$2,727,830 in comparison to 2014. Net capital assets decreased by \$8,677,056, which is primarily attributable to depreciation offset by capital improvements to the RICC and DDC. Noncurrent assets, other than capital assets, decreased by \$70,985.

Deferred outflows of resources decreased by \$1,570,144 as of June 30, 2015 due to amortization of net deferred losses on refundings as well as retirements and gains associated with the 2015 Series A bond issuance.

During 2015, the Authority reduced its debt through scheduled principal payments of \$3,060,000 on outstanding bonds and note payable offset by amortization of related bond premiums and discounts. During 2015, two issues were retired 1993B and the 2005A with principal payments equal to \$40,530,000. The 1993 Series was utilized primarily for cost of issuance.

Total liabilities of the Authority at June 30, 2016, exclusive of bonds and note payable, decreased by \$717,150 due to a decrease in the amount and change in timing of many vendor advances.

2015 Operating Activity

Operating revenues of the Authority decreased by \$1,339,158 compared to 2014. The Convention Center continues to be the mainstay of each of the three venues, even with decreased revenue for 2015.

Total operating expenses decreased by approximately \$29,505 due principally to decreased advertising and other expenses commensurate with a decrease in the number of events throughout the complex.

As a result of the above, the operating loss to the Authority was \$12,816,160 in 2015 compared to \$11,506,507 in 2014.

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MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2016 AND 2015**

Requests for Information

This financial report is designed as a general overview of the Authority's financial picture for external and internal stakeholders. Questions concerning any of the information provided in this report or public requests for information should be addressed to the Rhode Island Convention Center Authority, One LaSalle Square, Providence, RI 02903.

RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)
STATEMENTS OF NET POSITION
JUNE 30, 2016 AND 2015

| | <u>2016</u> | <u>2015</u> |
|---|------------------------|------------------------|
| Assets: | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 6,332,443 | \$ 3,413,901 |
| Cash and cash equivalents, restricted | 2,241,303 | 4,711,840 |
| Accounts receivable, less allowance for doubtful accounts of \$103,587 and \$89,214 in 2016 and 2015, respectively | 1,310,556 | 826,947 |
| Due from State | 272,229 | 60,389 |
| Prepaid expenses and other assets | 488,050 | 472,856 |
| Total current assets | <u>10,644,581</u> | <u>9,485,933</u> |
| Noncurrent assets: | | |
| Capital assets not being depreciated | 47,100,545 | 46,985,767 |
| Capital assets being depreciated, net | 98,834,616 | 107,128,765 |
| Prepaid expenses and other assets | 700,975 | 771,960 |
| Total noncurrent assets | <u>146,636,136</u> | <u>154,886,492</u> |
| Total assets | <u>157,280,717</u> | <u>164,372,425</u> |
| Deferred Outflows of Resources: | | |
| Deferred charge on refunding | <u>4,830,573</u> | <u>5,248,421</u> |
| Liabilities: | | |
| Current liabilities: | | |
| Accounts payable and accrued liabilities | 5,687,376 | 5,277,020 |
| Unearned advances | 4,208,042 | 2,308,924 |
| Current portion of bonds payable | 11,440,000 | 11,330,000 |
| Total current liabilities | <u>21,335,418</u> | <u>18,915,944</u> |
| Noncurrent liabilities: | | |
| Unearned advances, less current portion | 461,538 | 519,230 |
| Bonds payable, less current portion | 197,186,731 | 210,443,842 |
| Total noncurrent liabilities | <u>197,648,269</u> | <u>210,963,072</u> |
| Total liabilities | <u>218,983,687</u> | <u>229,879,016</u> |
| Net (Deficit) Position: | | |
| Net investment in capital assets | (57,860,997) | (62,410,889) |
| Restricted by bond indentures | 2,241,303 | 4,711,840 |
| Unrestricted | <u>(1,252,703)</u> | <u>(2,559,121)</u> |
| Total Net Deficit Position | <u>\$ (56,872,397)</u> | <u>\$ (60,258,170)</u> |

The accompanying notes are an integral part of the financial statements

**RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

| | <u>2016</u> | <u>2015</u> |
|--|------------------------|------------------------|
| Operating Revenues: | | |
| Charges for services | \$ 27,781,883 | \$ 23,321,036 |
| Other | 299,634 | 455,142 |
| Total operating revenues | <u>28,081,517</u> | <u>23,776,178</u> |
| Operating Expenses: | | |
| Personnel services | 15,672,866 | 14,946,395 |
| Contractual services | 3,780,946 | 3,514,608 |
| Utilities | 1,729,832 | 1,744,036 |
| Repairs and maintenance | 954,288 | 990,138 |
| Other supplies and expenses | 6,274,945 | 5,133,850 |
| Depreciation | 10,423,473 | 10,263,311 |
| Total operating expenses | <u>38,836,350</u> | <u>36,592,338</u> |
| Operating Loss | <u>(10,754,833)</u> | <u>(12,816,160)</u> |
| Nonoperating Revenues (Expense): | | |
| State appropriations (inclusive of RICAP appropriation of \$1,420,160 and \$578,777 in 2016 and 2015, respectively) | 24,388,579 | 21,554,825 |
| Interest and investment revenue | 1,243 | 1,111 |
| Interest expense and related financing costs | <u>(10,249,216)</u> | <u>(11,961,901)</u> |
| Net nonoperating revenues | <u>14,140,606</u> | <u>9,594,035</u> |
| Change in Net Deficit Position | 3,385,773 | (3,222,125) |
| Net Deficit Position at Beginning of Year | <u>(60,258,170)</u> | <u>(57,036,045)</u> |
| Net Deficit Position at End of Year | <u>\$ (56,872,397)</u> | <u>\$ (60,258,170)</u> |

The accompanying notes are an integral part of the financial statements

**RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

| | <u>2016</u> | <u>2015</u> |
|---|---------------------|---------------------|
| Cash Flows from Operating Activities: | | |
| Received from customers | \$ 29,439,359 | \$ 23,028,866 |
| Payments to suppliers for goods and services | (12,879,363) | (10,448,223) |
| Payments to employees | <u>(15,269,113)</u> | <u>(15,153,836)</u> |
| Net cash provided by (used in) operating activities | <u>1,290,883</u> | <u>(2,573,193)</u> |
| Cash Provided by Noncapital Financing Activities: | | |
| Transfer from State | <u>24,176,739</u> | <u>22,566,832</u> |
| Cash Flows from Capital and Related Financing Activities: | | |
| Proceeds from: | | |
| Bonds issuance | | 31,900,000 |
| Payment for: | | |
| Capital assets | (1,981,440) | (1,859,040) |
| Bonds and note payable, related party, principal | (11,330,000) | (43,633,000) |
| Interest paid on bonds and note payable, related party, net of related financing costs | <u>(11,709,395)</u> | <u>(7,854,781)</u> |
| Net cash used in capital and related financing activities | <u>(25,020,835)</u> | <u>(21,446,821)</u> |
| Cash Flows from Investing Activities: | | |
| Interest on investments | <u>1,218</u> | <u>1,136</u> |
| Net Change in Cash and Cash Equivalents | 448,005 | (1,452,046) |
| Cash and Cash Equivalents at Beginning of Year | <u>8,126,101</u> | <u>9,578,147</u> |
| Cash and Cash Equivalents at End of Year | <u>\$ 8,574,106</u> | <u>\$ 8,126,101</u> |

The accompanying notes are an integral part of the financial statements

**RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)
STATEMENTS OF CASH FLOWS (CONTINUED)
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

| | <u>2016</u> | <u>2015</u> |
|---|---------------------|-----------------------|
| Reconciliation of Operating Loss to Net Cash | | |
| Provided by (Used in) Operating Activities: | | |
| Operating loss | \$ (10,754,833) | \$ (12,816,160) |
| Adjustments to reconcile operating loss to net cash used in operating activities: | | |
| Depreciation | 10,423,473 | 10,263,311 |
| Provision for losses on accounts receivable | 14,373 | 485 |
| (Increase) decrease in operating assets: | | |
| Accounts receivable and prepaid expenses | (497,957) | 291,258 |
| Prepaid expenses and other assets | 55,795 | 42,634 |
| Increase (decrease) in operating liabilities: | | |
| Accounts payable and accrued liabilities | 208,606 | 676,268 |
| Unearned advances | <u>1,841,426</u> | <u>(1,030,989)</u> |
| Net Cash Provided by (Used in) Operating Activities | <u>\$ 1,290,883</u> | <u>\$ (2,573,193)</u> |

The accompanying notes are an integral part of the financial statements

**RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2016 AND 2015**

1. DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

The Rhode Island Convention Center Authority (Authority) is a public corporation and instrumentality created by the General Assembly of the State of Rhode Island and Providence Plantations (State) in 1987. The Authority was created to facilitate the construction and development of a convention center, parking garages and related facilities in a city or town within the State. It is a component unit of the State for financial reporting purposes and, as such, the financial statements of the Authority will be included in the State's comprehensive annual financial report.

In 2005, the Rhode Island House and Senate approved the issuance of bonds to finance the acquisition of the Dunkin' Donuts Center-Providence (DDC). The legislation authorized the Authority to issue \$92,500,000 in revenue bonds to finance the acquisition from the City of Providence (City) of the real property and improvements constituting the DDC; the renovation, equipping, improvement, and redevelopment of the facility; and the costs of issuing and insuring the bonds.

In July 2008, the Authority entered into a lease with the State's Department of Administration (DOA) and commenced operations of the Veterans Memorial Auditorium (The Vets). Operation of The Vets is shared by the DOA and two facilities-management groups: Professional Facilities Management Inc. of Providence (PFM), and Spectacor Management Group (SMG). PFM manages the marketing, bookings and box office; SMG assists with the physical plant, mechanical operations and security with volunteer support provided by Johnson & Wales University students. The DOA is responsible for utilities, snow removal and other ancillary operational support.

Financial Statement Presentation, Measurement Focus and Basis of Accounting

The Authority engages only in business-type activities. Business-type activities are activities that are financed in whole or in part by fees charged to external parties.

The Authority uses the economic resources measurement focus and accrual basis of accounting.

The Authority distinguishes between operating and nonoperating revenues and expenses. Operating revenues and expenses generally result from providing services in connection with the Authority's principal ongoing operations. Operating expenses include the cost of services provided, administrative expenses and depreciation expense. All other revenues and expenses are reported as nonoperating revenues and expenses.

Revenue Recognition

Revenues are recognized on the accrual basis of accounting.

Charges for services consist primarily of the following event-related revenue:

- RICC Rental income, concessions and catering income and parking income.
- DDC Rental income, ticket sales, luxury suite income and concession income.
- The Vets Rental income, ticket sales and concession sales.

**RHODE ISLAND CONVENTION CENTER AUTHORITY
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Cash and Cash Equivalents

The Authority considers all highly liquid investments (including restricted assets) with a maturity of three months or less when purchased to be cash equivalents.

Cash and Cash Equivalents, Restricted

Unexpended proceeds from the sale of revenue bonds and cash reserves whose use is specified or limited by bond resolutions, enabling legislation, laws or third parties are reported as restricted cash and cash equivalents in the accompanying statements of net position and are classified as either current or noncurrent based on the maturity date of the underlying securities.

Investments

Money market investments having a remaining maturity of one year or less at the time of purchase are reported on the statements of net position at their amortized cost. All other investments are reported at fair value.

The Authority’s enabling statute authorizes the Authority to invest in obligations of, or guaranteed by, the United States, or in certificates of deposit or time deposits secured by direct obligations of, or guaranteed by, the United States. The statute also authorizes the Authority to invest proceeds from the sale of any bonds in such obligations, securities and other investments as provided in the resolutions under which such bonds were authorized, principally commercial repurchase agreements.

Capital Assets and Depreciation

Capital assets are stated at cost. Cost includes direct and indirect project costs, as well as capitalized interest through the date of completion of each component of the Authority’s property. The Authority defines capital assets as assets with an initial individual cost of more than \$5,000 or repairs in excess of 10% of the asset’s original cost and an initial estimated useful life in excess of one year.

Land and easements consist of land and an intangible asset. Land is recorded at cost and it is not depreciated. The intangible asset consists of a perpetual easement agreement and is recorded at fair value and it is not amortized. In accordance with GASB Statement No. 51, intangible assets with indefinite useful lives are not subject to amortization.

Equipment consists of facility furniture, fixtures and equipment.

Ordinary maintenance, repairs and replacements are charged directly to operations as incurred.

The Authority provides for depreciation using the straight-line method over the following estimated useful lives of the assets with one-half year of depreciation taken in the fiscal year the asset is placed in service and that of disposal.

| <u>Assets</u> | <u>Years</u> |
|--------------------------|--------------|
| Land | - |
| Easements | - |
| Construction in progress | - |
| Building and facilities | 25-30 |
| Equipment | 5-15 |

**RHODE ISLAND CONVENTION CENTER AUTHORITY
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The Authority evaluates its capital assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. An impairment loss is recognized if the sum of the expected undiscounted future cash flows from the use and disposition of the asset is less than its carrying amount. Generally, the amount of impairment loss is measured as the difference between the carrying amount of the asset and the estimated fair value of the asset. The Authority did not record any impairment losses during the years ended June 30, 2016 and 2015.

Deferred Outflows

The Authority reports a deferred charge on bond refunding in the statements of net position. A deferred charge on refunding results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt.

Unearned advances

Unearned advances arise when resources are received by the Authority before it has a legal claim to them. In subsequent periods, when the Authority has legal claim to the resources, revenue is recognized.

Bonds Payable

Included in revenue bonds payable are balances for bond discounts and premiums. These balances are amortized using the interest method, meaning amortization is based on interest payments over the terms of the series.

Net Position

The Authority's net position has been segregated into the following three components:

Net Investment in Capital Assets

Represents the net book value of all capital assets less the outstanding balances of bonds and other debt, and deferred inflows of resources, if any, used to acquire, construct or improve these assets, increased by deferred outflows of resources related to those assets, if any

Restricted

Those that have been limited to uses specified either externally by creditors, contributors, laws or regulations of other governments or internally by enabling legislation or law; reduced by liabilities and deferred inflows of resources related to the restricted assets

Unrestricted

A residual category for the balance of net position

Use of Estimates

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

**RHODE ISLAND CONVENTION CENTER AUTHORITY
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NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2016 AND 2015**

Reclassifications

Certain items relating to the prior year have been reclassified to conform to the current year's financial statement presentation. The reclassifications have no effect on previously reported results.

2. CASH AND CASH EQUIVALENTS

Under the "Rhode Island Collateralization of Public Deposits Act," depository institutions holding deposits of the State, its agencies or governmental subdivisions of the State, shall, at a minimum, insure or pledge eligible collateral equal to one hundred percent of time deposits with maturities greater than sixty days. Any of these institutions that do not meet minimum capital standards prescribed by federal regulators shall insure or pledge eligible collateral equal to one hundred percent of deposits, regardless of maturity. At June 30, 2016 and 2015, \$1,209,588 and \$874,755, respectively, was uninsured and uncollateralized. These deposits were not required to be collateralized based on the criteria set forth in the Rhode Island Collateralization of Public Deposits Act. Cash and cash equivalents, including restricted amounts, consist of the following:

| | <u>2016</u> | <u>2015</u> |
|---|---------------------|---------------------|
| Deposits held in Citizens, Santander and Coastway Banks | \$ 1,519,415 | \$ 635,264 |
| Short-term investments, cash equivalents | <u>7,054,331</u> | <u>7,490,477</u> |
| | <u>\$ 8,573,746</u> | <u>\$ 8,125,741</u> |

At June 30, 2016 and 2015, the Authority had \$7,663,565 and \$7,807,892 respectively, on deposit in excess of the amount insured by the Federal Deposit Insurance Corporation (FDIC).

Carrying amounts of the Authority's short-term investments, classified as cash equivalents, consist of the following:

| | <u>2016</u> | <u>2015</u> |
|---|---------------------|---------------------|
| Money market accounts, Bank of New York | \$ 2,841,660 | \$ 5,269,179 |
| Repurchase agreements, Citizens and Santander Banks | <u>4,212,671</u> | <u>2,221,298</u> |
| | <u>\$ 7,054,331</u> | <u>\$ 7,490,477</u> |

**RHODE ISLAND CONVENTION CENTER AUTHORITY
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The bank balance of the Authority's cash and cash equivalents, excluding money market accounts, is as follows:

| | <u>2016</u> | <u>2015</u> |
|---|---------------------|-------------------|
| Bank balance | \$ 6,172,259 | \$ 3,596,053 |
| Bank balance insured by federal and other depository insurance | <u>750,000</u> | <u>500,000</u> |
| Uninsured balance | 5,422,259 | 3,096,053 |
| Collateralized - collateral held by third-party custodian in the Authority's name | <u>4,212,671</u> | <u>2,221,298</u> |
| Uninsured or Uncollateralized | <u>\$ 1,209,588</u> | <u>\$ 874,755</u> |

The Authority's money market accounts are invested in Fidelity Institutional Money Market Government Portfolio Class III as of June 30, 2016 and 2015. Each money market account is held by Bank of New York Mellon Trust Company, N.A., designed to maintain a stable share price of \$1.00, and maintains a dollar weighted average maturity of 45 and 29 days as of June 30, 2016 and 2015, respectively. At June 30, 2016 and 2015, approximately 99% of the securities in which the funds are invested are backed by the full faith and credit of the United States Government; the remainder is neither insured nor guaranteed by the United States Government. As of June 30, 2016 and 2015, the funds were rated AAAMf by Moody's Investors Services (Moody's) and AAAM by Standard & Poor's (S&P). Fitch Ratings, Ltd. (Fitch) does not provide ratings for these funds.

The overnight repurchase agreements are supported by U.S. Treasury securities held in the name of the respective bank. Under arrangements with Citizens Bank, N.A. and Santander Bank, N.A., excess cash balances are invested daily into overnight repurchase agreements. Each bank sets aside government securities at least equal to the face amount of the repurchase agreement.

**RHODE ISLAND CONVENTION CENTER AUTHORITY
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Restricted cash equivalents consist of the following:

| | <u>2016</u> | <u>2015</u> |
|--|---------------------|---------------------|
| Accounts mandated by bond indentures and required uses: | | |
| Renewal and Replacement Account - capital costs and extraordinary costs of maintaining, repairing, replacing, renovating and improving each facility: | | |
| Rhode Island Convention Center (RICC) | \$ 78,952 | \$ 105,328 |
| DDC | 123,130 | 86,655 |
| Operating Reserve Fund (Note 5) - operating and maintenance expenses of the RICC | 1,754,719 | 4,254,291 |
| General Revenue Fund - general operating expenses | 166,873 | 147,964 |
| 2006 Series A Revenue Fund - operating expenses of the DDC | <u>5</u> | <u>2</u> |
| Total mandated by bond indentures | 2,123,679 | 4,594,240 |
| Arts Conservation and Maintenance Fund - conservation and maintenance of works of art acquired in prior years; payment of a DDC exterior public art site in conjunction with the Rhode Island State Council on the Arts and General Rebate Account | <u>117,624</u> | <u>117,600</u> |
| Total Restricted Cash Equivalents | <u>\$ 2,241,303</u> | <u>\$ 4,711,840</u> |

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market value interest rates.

Although it has no established policy, the Authority manages its exposure to declines in fair values by limiting the term of liquid investments to less than 60 days.

Managed investments are subject to interest rate risk. The risk associated with investments maturing beyond 60 days is mitigated by continuous evaluation of the portfolio's performance. The Authority receives monthly investment performance reports from its investment advisor and reviews the reports to determine if market conditions reflect the investment performance policies of the Authority.

Credit Risk

Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment and is measured by the assignment of a rating by a nationally recognized statistical rating organization to debt securities. Although it has no established policy, the Authority manages its exposure to credit risk by monitoring the ratings assigned to such securities, as applicable.

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Concentration of Credit Risk

At June 30, 2016 and 2015, 100% of the Authority's investments were in Fidelity Institutional Money Market Government Portfolio Class III money market accounts. Although it has no established policy, the Authority continually evaluates alternative investment options to diversify its portfolio and maximize interest income.

Custodial Credit Risk

Custodial credit risk for deposits is the risk that in the event of a financial institution failure, the Authority's deposits and investments may not be returned. The Authority does not have a deposit or investment policy for custodial credit risk. The Authority manages the custodial credit risk of its cash and cash equivalents through analysis and review of the custodians' or counterparties' credit worthiness.

3. CAPITAL ASSETS

| | 2016 | | | Balance June 30, 2016 |
|---|----------------------------------|-----------------------|---------------------|----------------------------------|
| | Balance, July 1, 2015 | Increases | Decreases | |
| Capital assets not being depreciated: | | | | |
| Land and easements | \$ 46,808,078 | \$ | \$ | \$ 46,808,078 |
| Construction in progress | <u>177,689</u> | <u>284,816</u> | <u>(170,038)</u> | <u>292,467</u> |
| Total capital assets not being depreciated | <u>46,985,767</u> | <u>284,816</u> | <u>(170,038)</u> | <u>47,100,545</u> |
| Capital assets being depreciated: | | | | |
| Buildings and facilities | 231,001,337 | | | 231,001,337 |
| Equipment | <u>30,314,631</u> | <u>2,129,324</u> | <u>(2,304,287)</u> | <u>30,139,668</u> |
| Total capital assets being depreciated | <u>261,315,968</u> | <u>2,129,324</u> | <u>(2,304,287)</u> | <u>261,141,005</u> |
| Less accumulated depreciation for: | | | | |
| Buildings and facilities | (130,546,658) | (8,173,664) | | (138,720,322) |
| Equipment | <u>(23,640,545)</u> | <u>(2,249,809)</u> | <u>2,304,287</u> | <u>(23,586,067)</u> |
| Total accumulated depreciation | <u>(154,187,203)</u> | <u>(10,423,473)</u> | <u>2,304,287</u> | <u>(162,306,389)</u> |
| Total capital assets being depreciated, net | <u>107,128,765</u> | <u>(8,294,149)</u> | <u>-</u> | <u>98,834,616</u> |
| Capital Assets, Net | <u>\$ 154,114,532</u> | <u>\$ (8,009,333)</u> | <u>\$ (170,038)</u> | <u>\$ 145,935,161</u> |

**RHODE ISLAND CONVENTION CENTER AUTHORITY
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| | 2015 | | | Balance June 30, 2015 |
|---|----------------------------------|-----------------------|--------------------|----------------------------------|
| | Balance, July 1, 2014 | Increases | Decreases | |
| Capital assets not being depreciated: | | | | |
| Land and easements | \$ 46,808,078 | \$ | \$ | \$ 46,808,078 |
| Construction in progress | 44,082 | 177,689 | (44,082) | 177,689 |
| Total capital assets not being depreciated | <u>46,852,160</u> | <u>177,689</u> | <u>(44,082)</u> | <u>46,985,767</u> |
| Capital assets being depreciated: | | | | |
| Buildings and facilities | 231,001,337 | | | 231,001,337 |
| Equipment | 29,224,617 | 1,452,648 | (362,634) | 30,314,631 |
| Total capital assets being depreciated | <u>260,225,954</u> | <u>1,452,648</u> | <u>(362,634)</u> | <u>261,315,968</u> |
| Less accumulated depreciation for: | | | | |
| Buildings and facilities | (122,372,994) | (8,173,664) | | (130,546,658) |
| Equipment | (21,913,532) | (2,089,647) | 362,634 | (23,640,545) |
| Total accumulated depreciation | <u>(144,286,526)</u> | <u>(10,263,311)</u> | <u>362,634</u> | <u>(154,187,203)</u> |
| Total capital assets being depreciated, net | <u>115,939,428</u> | <u>(8,810,663)</u> | <u>-</u> | <u>107,128,765</u> |
| Capital Assets, Net | <u>\$ 162,791,588</u> | <u>\$ (8,632,974)</u> | <u>\$ (44,082)</u> | <u>\$ 154,114,532</u> |

Substantially all capital assets at both June 30, 2016 and 2015, are pledged as collateral for the revenue bonds (see Note 5).

4. UNEARNED ADVANCES

Unearned advances consisted of the following as of June 30, 2016 and 2015:

| | 2016 | 2015 |
|-----------------------|---------------------|---------------------|
| Advanced Ticket Sales | \$ 2,085,504 | \$ 672,370 |
| Deposits | 1,552,673 | 1,117,500 |
| Other Deferred Fees | 1,031,403 | 1,038,284 |
| | <u>\$ 4,669,580</u> | <u>\$ 2,828,154</u> |

Advanced ticket sales consist of revenue collected prior to an event, including sales collected by the venues and through other outlets. Deposits include other fees collected by the venues for event and rental deposits and facility fees. Other deferred fees include unearned revenue relating to naming rights, sponsorship fees, and luxury box agreements.

**RHODE ISLAND CONVENTION CENTER AUTHORITY
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5. BONDS PAYABLE

The Authority's bond indebtedness at June 30, 2016 and 2015, is as follows:

| | <u>Date of Issue</u> | <u>Date of Maturity</u> | <u>Interest Rate (%)</u> | <u>Original Issue</u> | <u>2016</u> | <u>2015</u> |
|------------------------------|----------------------|-------------------------|--------------------------|-----------------------|-----------------------|-----------------------|
| Bonds Payable: | | | | | | |
| Revenue Bonds, 2006 Series A | 06/08/06 | 05/15/35 | 5.38% - 6.06% | \$ 92,500,000 | \$ 76,810,000 | \$ 78,965,000 |
| Refunding Revenue Bonds: | | | | | | |
| 2009 Series A | 03/25/09 | 05/15/27 | 3.00% - 5.50% | 70,735,000 | 66,075,000 | 67,210,000 |
| 2013 Series A | 04/04/13 | 05/15/20 | 2.00% - 5.00% | 37,335,000 | 29,340,000 | 37,135,000 |
| 2015 Series A | 04/01/05 | 05/15/23 | 2.00% - 4.00% | 31,900,000 | <u>31,655,000</u> | <u>31,900,000</u> |
| Total Bonds Payable | | | | | <u>\$ 203,880,000</u> | <u>\$ 215,210,000</u> |

The Authority is limited to the issuance of bonds or notes in an aggregate principal amount of \$305,000,000. At June 30, 2016 and 2015, outstanding bond and note indebtedness totals \$203,880,000 and \$215,210,000, respectively.

During November 2001, the Authority issued Refunding Revenue Bonds, 2001 Series A (2001 Series A Bonds), which were called and refunded in June 2005 and March 2009. Concurrent with the issuance of the 2001 Series A Bonds, the Authority entered into a fixed interest rate swap agreement (Swap Agreement). In March 2009, concurrent with the refunding of the 2001 Series A Bonds, the Swap Agreement was terminated for a fee of \$7,980,000. In accordance with accounting guidance pertaining to derivative instruments, the termination fee was included in deferred loss on advance debt refunding in the 2014 statement of net position, a deferred outflow of resources, and is being amortized over eighteen years using the effective interest method.

During August 2005, the Authority issued Refunding Revenue Bonds, 2005 Series A (2005 Series A Bonds), in an aggregate principal amount of \$34,610,000, for the purpose of refunding certain of the Authority's bonds that are no longer outstanding. The 2005 Series A Bonds matured between 2006 and 2023 and bore an interest at rates ranging from 3.5% to 5%. The Authority issued its Refunding Revenue Bonds 2015 Series A in an aggregate amount of \$31,900,000 for the purpose of refunding the Authority's outstanding Refunding Revenue Bonds, 2005 Series A and refunding a portion of the Authority's outstanding Refunding Revenue Bonds, 1993 Series B and to pay costs of issuance. The final principal and interest payment for the 1993 Series B occurred on May 15, 2015.

In June 2006, the Authority issued Civic Center Revenue Bonds, 2006 Series A (federally taxable) (2006 Series A Bonds), in an aggregate principal amount of \$92,500,000 for the purpose of (i) financing or refinancing the acquisition, renovation, equipping, improvement and redevelopment of the DDC, (ii) redeeming the \$33,000,000 Civic Center Revenue Bonds, 2005 Series A, previously issued by the Authority, (iii) paying the costs of issuance, and (iv) paying capitalized interest on the 2006 Series A Bonds. The bonds mature between 2008 and 2035 and bear interest at rates ranging from 5.59% to 6.06%.

In March 2009, the Authority issued Refunding Revenue Bonds, 2009 Series A (2009 Series A Bonds), in an aggregate principal amount of \$70,735,000 for the purpose of (i) redeeming the outstanding \$59,210,000, 2001 Series A Bonds, (ii) financing the termination of the Swap Agreement, (iii) purchasing debt service reserve insurance and bond insurance under a financial guaranty policy, and (iv) paying the costs of issuance. The bonds mature between 2011 and 2027 and bear interest at rates ranging from 3.00% to 5.50%.

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Concurrent with the issuance of the 2009 Series A Bonds, a financial guaranty insurance policy was issued by Assured Guaranty Corp. (AGC). The policy provides maximum coverage for principal and interest payments on the 2009 Series A Bonds of \$127,472,366. Coverage under the policy expires on May 15, 2027. In August 2016, AGC was rated by Moody's as A2. In July 2016, AGC was rated by S&P as A. Fitch no longer provides ratings of AGC.

Simultaneous with the issuance of the 2009 Series A and Series B Bonds (2009 Series Bonds), a Debt Service Reserve Fund Facility (the Facility) was issued by Assured Guaranty Municipal Corp., formerly Financial Security Assurance, Inc. (FSA) to meet the Debt Service Reserve Fund requirement. The Facility provides maximum coverage of \$16,230,945. Coverage under the Facility expires at the earlier of May 15, 2027 or the date upon which the 2009 Series Bonds are no longer outstanding. Coverage under the policy expires on May 15, 2027. In August 2016, FSA was rated by Moody's as A2. In July 2016, FSA was rated by S&P as A. Fitch no longer provides ratings of FSA.

During March 2013, the Authority issued Refunding Revenue Bonds, 2013 Series A, in an aggregate principal amount of \$37,335,000 for the purpose of refunding the Authority's outstanding Refunding Revenue Bonds, 2003 Series A, refunding a portion of the Authority's Refunding Revenue Bonds, 1993 Series B, and to pay costs of issuance. The bonds bear interest at rates ranging from 2% to 5.25% and mature in varying installments beginning May 15, 2015 through May 15, 2020. The debt service prior to refunding was \$53,325,950 while the debt service subsequent to the refunding was \$46,426,283; therefore, the refunding resulted in savings of \$6,899,667, the present value of which was \$6,444,627.

During April 2015, the Authority issued its Refunding Revenue Bonds 2015 Series A in an aggregate amount of \$31,900,000 for the purpose of refunding the Authority's outstanding Refunding Revenue Bonds, 2005 Series A and refunding a portion of the Authority's outstanding Refunding Revenue Bonds 1993 Series B and to pay costs of issuance. The final principal and interest payment for the 1993 Series B occurred on May 15, 2015. The bonds mature between 2015 and 2023 and bear interest at rates ranging from 2.00% to 5.00%. This refunding resulted in savings in debt service in FY15 equal to \$3,452,078.

All outstanding indebtedness is subject to optional and mandatory redemption provisions. Mandatory redemption is required for certain bonds over various years through 2027 at the principal amount of the bonds. Certain bonds may be redeemed early, at the option of the Authority, at amounts ranging from 100% to 102% of the principal balance.

At June 30, 2016 and 2015, the Authority had no outstanding in-substance defeased debt.

Outstanding indebtedness is collateralized by all rents receivable (if any) under a lease and agreement between the Authority and the State covering all property purchased by the Authority for the site (see Note 6), all other revenues and receipts from the project, a mortgage on constructed facilities, land financed by proceeds of the bonds, and amounts held in various accounts into which bond proceeds were deposited. In addition, outstanding indebtedness is insured under certain financial guaranty insurance policies.

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Maintenance of Funds

Each of the bond resolutions contains certain restrictive covenants. During the years ended June 30, 2016 and 2015, the Authority was unable to fund the Operating Reserve requirement of the restrictive covenants for the RICC and the DDC pursuant to the indentures. During the years ended June 30, 2016 and 2015, the Authority was unable to fund the Renewal and Replacement requirement of the restrictive covenant for the DDC pursuant to the indenture.

Rhode Island Capital Plan Fund (RICAP)

The Authority and the DOA entered into three agreements that provide for total appropriations from RICAP of \$6,475,000 for the purpose of funding the renewal and replacement requirement included in the 2006 Series A Bonds (DDC), \$5,500,000 for the purpose of funding renovations and repairs to the RICC and \$500,000 for the purpose of building a parking garage adjacent to the Garrahy Judicial Complex in Providence, Rhode Island.

Under the agreement for the DDC, the Authority was authorized to receive funding of \$925,000 in FY14 and annual appropriations of \$1,387,500 through FY2019, with a subsequent increase to \$1,850,000 through FY21.

Under the agreement for the RICC, the Authority was authorized to receive funding of \$500,000 in FY13, \$1,000,000 in FY14, and will receive annual appropriations of \$1,000,000 through FY21.

Under the agreement for the Garrahy Judicial Complex Parking Garage, the Authority was authorized to receive funding of \$500,000 to be used for construction. The RICAP funding is to be repaid upon issuance of bonds to be issued for the construction of the Facility.

Any unexpended funds from one fiscal year will be recommended to be reappropriated to the subsequent fiscal year. During FY16, the Authority received appropriations for the DDC totaling \$545,751, for the RICC totaling \$703,524, and for the Garrahy Garage Project of \$170,885, all of which included carryover funding from the prior fiscal year. These funding allocations are included in nonoperating revenues in the accompanying 2016 and 2015 statement of revenues, expenses and changes in net position.

At June 30, 2016, aggregate scheduled principal and interest payments due on the Authority's bonds through maturity are as follows:

| <u>Year Ending June 30,</u> | <u>Principal</u> | <u>Interest</u> |
|-----------------------------|-----------------------|----------------------|
| 2017 | \$ 11,440,000 | \$ 11,024,562 |
| 2018 | 11,110,000 | 10,463,464 |
| 2019 | 11,660,000 | 9,905,776 |
| 2020 | 12,240,000 | 9,312,244 |
| 2021 | 14,350,000 | 8,693,082 |
| 2022-2026 | 80,980,000 | 31,992,606 |
| 2027-2031 | 38,200,000 | 12,412,298 |
| 2032-2036 | <u>23,900,000</u> | <u>3,726,900</u> |
| | 203,880,000 | <u>\$ 97,530,932</u> |
| Bond premium | 5,710,069 | |
| Bond discount | <u>(963,338)</u> | |
| Bonds payable | <u>\$ 208,626,731</u> | |

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JUNE 30, 2016 AND 2015**

Changes in bonds payable during the years ended June 30, 2016 and 2015, were as follows:

| | 2016 | | | | |
|-----------------------------|----------------------------------|----------------------|------------------------|----------------------------------|--|
| | <u>Balance, July 1, 2015</u> | <u>Additions</u> | <u>Reductions</u> | <u>Balance June 30, 2016</u> | <u>Amounts Due Within One Year</u> |
| Bonds payable: | | | | | |
| Revenue bonds | \$ 215,210,000 | \$ | \$ (11,330,000) | \$ 203,880,000 | \$ 11,440,000 |
| Bond premium | 7,648,862 | | (1,938,793) | 5,710,069 | |
| Bond discount | <u>(1,085,020)</u> | | <u>121,682</u> | <u>(963,338)</u> | |
| Total | <u>\$ 221,773,842</u> | <u>\$ -</u> | <u>\$ (13,147,111)</u> | <u>\$ 208,626,731</u> | <u>\$ 11,440,000</u> |
| | | | | | |
| | 2015 | | | | |
| | <u>Balance, July 1, 2014</u> | <u>Additions</u> | <u>Reductions</u> | <u>Balance June 30, 2015</u> | <u>Amounts Due Within One Year</u> |
| Bonds payable: | | | | | |
| Revenue bonds | \$ 226,900,000 | \$ 31,900,000 | \$ (43,590,000) | \$ 215,210,000 | \$ 11,330,000 |
| Bond premium | 5,212,427 | 4,790,628 | (2,354,193) | 7,648,862 | |
| Bond discount | <u>(1,274,845)</u> | | <u>189,825</u> | <u>(1,085,020)</u> | |
| Total bonds payable | 230,837,582 | 36,690,628 | (45,754,368) | 221,773,842 | 11,330,000 |
| Note payable, related party | <u>43,000</u> | | <u>(43,000)</u> | | |
| Total | <u>\$ 230,880,582</u> | <u>\$ 36,690,628</u> | <u>\$ (45,797,368)</u> | <u>\$ 221,773,842</u> | <u>\$ 11,330,000</u> |

Surety Bonds

The Authority maintains an agreement with AMBAC Indemnity Corporation (AMBAC) under which AMBAC provides the Authority with surety bond coverage to meet Debt Service Reserve Fund requirements for the RICC. The surety bond provides a maximum coverage of \$15,200,000. Coverage under the surety bond expires on May 15, 2023.

The Authority maintains additional agreements with AMBAC for the RICC under which AMBAC provides the Authority with separate surety bond coverages to meet Debt Service Reserve Fund and Operating Reserve Fund requirements, respectively. The surety bond relating to the Debt Service Reserve Fund requirements replaced mandated investments and provides a maximum coverage of approximately \$8,755,000. The surety bond relating to the Operating Reserve Fund requirements also replaced mandated investments and provides a maximum coverage of approximately \$3,895,000. Coverage under both surety bonds expires on May 15, 2027.

The Debt Service and Operating Reserve Fund Facilities are required to have a credit rating in one of the three highest categories by Moody's and S&P. As of June 30, 2016 and 2015, AMBAC's credit rating did not meet the aforementioned requirement, however, the Authority acquired from Assured Guaranty Corporation a surety bond that meets the Debt Service Reserve Fund requirement for the RICC.

Debt Compliance

The Authority is required by the Internal Revenue Service, as well as its various bond resolutions, to comply with certain tax code provisions and bond covenants. The most significant of these include the following: all debt payments must be current, annual reports and budgets must be filed with the trustee, and the Authority must comply with various restrictions on investment earnings from bond proceeds.

**RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2016 AND 2015**

6. OTHER COMMITMENTS AND RELATED PARTY TRANSACTIONS

Collective Bargaining Agreements

At June 30, 2016, Spectacor Management Group (SMG) has several collective bargaining agreements, which expire at various dates through April 2018, covering approximately 72% of SMG's labor force. Collective bargaining agreements expiring prior to June 30, 2017 cover approximately 52% of SMG's labor force.

SMG contributes to several union-sponsored multi-employer defined benefit pension plans under the terms of collective bargaining agreements that cover its union-represented employees. The risks of participating in these multi-employer plans differ from single-employer plans. The potential risks include, but are not limited to, the use of SMG's contributions to provide benefits to employees of other participating employers, SMG becoming obligated for other participating employers' unfunded obligations, and, upon SMG's withdrawal from a plan, SMG being required to pay the plan an amount based on the underfunded status of the plan, referred to as a withdrawal liability. SMG has no intention of withdrawing from the plans.

Contributions are payable monthly and are determined on the basis of the number of hours worked by the respective employees. The union pension plans do not account for plan assets and liabilities separately for participating employers. Accordingly, information regarding the plans' assets, liabilities and pension benefit obligations applicable to SMG is not available.

The Authority's legal counsel has determined that it is possible that the Authority could be responsible for funding the unfunded pension obligations attributable to SMG's labor force, past and present, who are beneficiaries of the union-sponsored multi-employer defined benefit plans to which SMG contributes, although the weight of the case law on this question would favor the Authority's position that it is not responsible for these obligations if it were to seek to avoid paying any actual withdrawal liability claim.

RICC and DDC Management Agreements

The Authority has a management agreement with SMG, the initial term of which expired on June 30, 2012, under which SMG provides various services relating to the operations of the RICC, its parking facilities and the DDC. The management agreement was extended through June 30, 2025. Contemporaneous with the extension of the management agreement, the Authority also extended agreements with certain other vendors through June 30, 2025. Based on the terms of the management agreement, the Authority funds payroll and related costs of SMG's labor force, which have been included in personnel services on the statements of revenues, expenses and changes in net position. For the years ended June 30, 2016 and 2015, SMG personnel services totaled \$14,727,819 and \$13,995,676, respectively.

The Authority pays SMG an annual base management fee of \$375,000 for the RICC and its parking garages and \$100,000 for the DDC. Management fees are imbedded in the operating budgets of both entities and are requested in a monthly funding format. Both fees are adjusted annually by the annual percentage change in the "Consumer Price Index for all Urban Consumers, U.S. City Average All Items" (CPI), to a maximum of three percentage points (CPI Adjustment).

In addition to the base management fees, the Authority pays incentive compensation consisting of both quantitative and qualitative components. There is no quantitative element for the RICC. The quantitative component for the DDC is conditional upon the DDC achieving break-even results. Prior to

**RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2016 AND 2015**

break-even results, this fee equals 15% of the improvement over a net operating loss of approximately \$300,000. Following break-even results, this fee equals 25% of the amount, if any, that exceeds the DDC's break-even number.

The qualitative portion of the incentive fee cannot exceed \$25,000 annually for the DDC, adjusted annually by the CPI Adjustment. The qualitative incentive fee for the RICC cannot exceed 5% of its annual base management fee. The Authority did not pay either venue for incentive fees during 2016.

The base management fees incurred for the years ended June 30, 2016 and 2015, totaled \$494,199 and \$493,705, respectively. The Authority advances funds to SMG to pay operating expenses of the RICC and the DDC.

The Authority advances funds to SMG to pay operating expenses of the RICC and the DDC.

Concurrent with the extension of the management agreement, SMG is committed to advance \$750,000 in two equal installments to the Authority for operation and maintenance of the RICC, its parking garages and the DDC. The first installment was advanced in October 2011 and the second is due in October 2016. The Authority's repayment of SMG's advances is forgiven ratably during the term of the agreement. Upon termination of the management agreement, any unforgiven balance shall be paid by the Authority to SMG within 30 days of expiration.

The Vets Management Agreement

The Authority has a management agreement with PFM, which expires on June 30, 2021, relating to the operations of The Vets. The agreement with PFM provides for annual payments of \$125,000 for management services and \$125,000 for centralized operating services.

Providence/Warwick Convention & Visitors Bureau (CVB)

Pursuant to an agreement between the Authority and the CVB, the CVB provides marketing and other services to the Authority; annual fees for these services were \$630,000 for the years ended June 30, 2016 and 2015. The agreement was renewed effective July 1, 2016 through June 30, 2018 and provides for annual fees of \$585,000.

7. LEASE REVENUE FROM STATE

The Authority maintains a Lease and Agreement, dated November 1, 1991 and amended July 1, 1993 (the Agreement), with the State. The Agreement establishes provisions for the Authority, as lessor, to lease the RICC and related facilities (including the land on which the sites are located) to the State. The State has the option to purchase the leased property at any time during the lease term for the sum of all obligations of the Authority then outstanding plus one dollar (\$1). The lease term extends until such time as all outstanding indebtedness (see Note 5) is paid in full.

Minimum annual lease payments from the State are equal to the debt service costs of the Authority. In the event of an operating deficit (excluding depreciation), annual lease payments may be increased by the amount of the deficit. The obligation of the State to pay such rentals is subject to and dependent upon annual appropriations of such payments being made by the Rhode Island General Assembly for such purpose. Those appropriations are made in connection with the State's annual budgetary process

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NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2016 AND 2015**

and are therefore dependent upon the State's general financial resources and factors affecting such resources. The Authority was appropriated \$22,968,419 and \$20,976,048 for the years ended June 30, 2016 and 2015, respectively, from the State, exclusive of working capital advances.

The State-approved appropriation original request equaled \$22,973,038 for the year ended June 30, 2016 and represents the anticipated gross debt service for the RICC and DDC. The Authority's ability to continue operations is dependent upon receipt of the annual State appropriation of lease revenue.

The Authority has entered into a sublease agreement with the State, for a term equal to the term of the above Lease and Agreement, whereby the Authority subleases the RICC and related facilities from the State for one dollar (\$1) per year.

8. COMMITMENT AND CONTINGENCIES

The Authority is involved in various claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Authority's financial position or results of operations.

9. RISK MANAGEMENT

The Authority is exposed to various risks of loss related to torts, errors and omissions, property casualty and liability, and workers' compensation claims for which the Authority carries commercial insurance. Management believes the Authority has access to sufficient funds for potential claims, if any, that are subject to deductibles or are in excess of stated coverage maximums. The Authority is not aware of any potential claims. During the past five years, claims settled have not exceeded the Authority's coverage, and there have been no significant reductions in insurance coverage. Accordingly, the Authority has not recorded a reserve for potential claims.

10. RETIREMENT PLANS

The Authority sponsors two retirement plans: a defined contribution 401(a) plan and a deferred compensation 457(b) plan. The retirement plans allow for employee and discretionary employer contributions and cover substantially all full-time employees who meet the eligibility requirements. In both 2016 and 2015, the Authority contributed \$28,801 and \$31,241 to the 457(b) and 401(a) plans, respectively.

11. SUBSEQUENT EVENT

Subsequent to year-end, legislation was passed allowing the Authority to issue up to \$45 million in bonds to construct and operate the Garrahy Judicial Complex Parking Garage in Providence, Rhode Island.

**RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)
SCHEDULE OF TRAVEL AND ENTERTAINMENT EXPENSES
FOR THE YEAR ENDED JUNE 30, 2016**

| <u>Payee</u> | <u>Purpose</u> | <u>Amount</u> | <u>Amount</u> |
|---|---|---------------|---------------|
| <u>Rhode Island Convention Center (RICC)</u> | | | |
| Travel | | | |
| Diane Richards | Rejuvenate 2015 - Hotel, Airfare, Prkg, Mileage | \$ 1,854 | |
| Arlene Oliva | IMEX Tradeshow - Hotel, Airfare, Taxi, Prkg, Mileage - Las Vegas, NV | 1,829 | |
| John McGinn | Hotel, Taxi, Airfare - NACS - St. Louis, MO | 1,610 | |
| Lawrence Lepore | Hotel, Taxi, Baggage - SMG GM Meeting | 1,544 | |
| Melissa Avedisian | Air, Hotel, Taxi, Baggage Fee - Pittsburgh, PA - Connect Training | 1,388 | |
| Melissa Avedisian | Teams Conference - Hotel, Taxi, Las Vegas, NV | 1,207 | |
| Arlene Oliva | ASAE Conference - Taxi, Hotel, Mileage, Prkg, Airfare - Detroit, MI | 1,159 | |
| Arlene Oliva | CSPI Conference - Airfare, Hotel, Taxi, Parking, Mileage | 1,153 | |
| Melissa Avedisian | NASC 2016 - Airfare, Hotel, Taxi | 1,085 | |
| J Mitrocsak | SMG Regional Operations Director - Travel Expenses from Pittsburgh, PA | 1,016 | |
| Arlene Oliva | ECEF Conference - Air, Hotel, Taxi, Parking, Mileage | 967 | |
| Pam Bacon | Hotel, Airfare - Ft. Lauderdale | 897 | |
| Breana Quinn | KNEX'T Training - Airfare, Hotel, Taxi, Baggage | 852 | |
| Amanda Wilmouth | Hotel, Taxi, Airfare - OPS Meeting - Chicago, IL | 825 | |
| K Kowalik | SMG HR Manager - Airfare, Hotel, Taxi - HR Training - Feb'16 | 818 | |
| John McGinn | Expo Expo Conference - Taxi, Hotel, Parking - Baltimore, MD | 810 | |
| Raymond Coia | Hotel, Taxi, Airfare - OPS Meeting - Chicago, IL | 797 | |
| Rachel Martelly | ESPA/PCMA Conference - Hotel, Taxi, Baggage Fee - Quebec, Canada | 792 | |
| Nicole LaFratta | Hotel, Tax, Baggage - HR Training - Philadelphia, PA | 709 | |
| Jillian Cosgrove | K'Nex Training - Hotel - Charleston, SC | 636 | |
| Rachel Martelly | ESPA/PCMA Conference - Airfare - Quebec, Canada | 537 | |
| PWCVB | Melissa Avedisian - Airfare - USA Gymnastics - Greenboro, NC | 525 | |
| K Kowalik | Airfare - SMG HR Manager - Jul'15 | 509 | |
| Lawrence Lepore | Airefare - Pollstar Conference - San Francisco, CA - Feb'16 | 503 | |
| John McGinn | Expo Expo Conference - Airfare - Baltimore, MD | 488 | |
| Diane Richards | CVB Client Event - Airfare, Hotel, Taxi - Washington, DC | 483 | |
| Kristen Vecchi | Providence Biltmore - Joe Agny & Kristen Vecchi - Snow Storm - Athletic Cheer | 450 | |
| Omni Hotel & Resorts | Kevin Kowalik - SMG HR Manager - Temp HR Manager Training - Jul'15 | 447 | |
| Nicole LaFratta | Airfare - HR Manager - Philadelphia, PA | 409 | |
| PWCVB | Melissa Avedisian - Hotel - USA Gymnastics - Greenboro, NC | 404 | |
| Lawrence Lepore | Airefare - Jul'15 - Chicago, IL - SMG Meeting | 402 | |
| Melissa Avedisian | Teams Conference - Airfare - Las Vegas, NV | 370 | |
| Jillian Cosgrove | K'Nex Training - Airfare - Charleston, SC | 330 | |
| Stephanie Donofrio | K'Nex Training - Airfare - Charleston, SC | 330 | |
| Various | Miscellaneous Amounts Under \$200 | 665 | |
| | Total Travel | | \$ 28,800 |
| Meals and Entertainment | | | |
| Capital Grille | L Lepore & 14 SMG General Managers - Capital Grille | 1,404 | |
| Lawrence Lepore | SMG GM Meeting - Chicago, IL Meals | 1,023 | |
| Amanda Wilmouth | T Morse, Max R, G Lewis, PING HD & AR Jeffery - SureSpot - Gibsons Steakhouse | 664 | |
| Melissa Avedisian | Teams Conference & Expo - Las Vegas, NV - Meals | 510 | |
| Lawrence Lepore | SMG Corporate GM Meeting - Flemings Prime Steakhouse | 406 | |
| Lawrence Lepore | Providence Foundation - RI Convention Center | 350 | |
| Melissa Avedisian | NASC 2016 - Grand Rapids, MI - Meals | 266 | |
| Melissa O'Connor-Petty Cash | Security Team Lunch | 240 | |
| Pamela Bacon | SMG HR Regional Director - K Kowalik - Meals - Jul'15 | 236 | |
| Rachel Martelly | ESPA/PCMA Conference - Meals - Quebec, Canada | 220 | |
| Lawrence Lepore | Col. Clemens/T Verdi - Providence Police Dept. - Auroa Club | 216 | |
| Arlene Oliva | IMAX America Tradeshow - Las Vegas, NV - Meals | 215 | |
| Pamela Bacon | SMG HR Regional Director - K Kowalik - Meals - Feb'16 | 209 | |
| Various | Miscellaneous Amounts Under \$200 | 3,820 | |
| | Total RICC Meals and Entertainment | | 9,779 |
| | Total RICC Travel and Entertainment | | 38,579 |

(Continued on next page)

**RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)
SCHEDULE OF TRAVEL AND ENTERTAINMENT EXPENSES (CONTINUED)
FOR THE YEAR ENDED JUNE 30, 2016**

| <u>Payee</u> | <u>Purpose</u> | <u>Amount</u> | <u>Amount</u> |
|---|--|---------------|---------------|
| <u>Dunkin' Donuts Center (DDC)</u> | | | |
| Travel | | | |
| Debra Polselli | Pollstar Conference - Hotel, Taxi, Baggage Fee | \$ 1,618 | |
| Cheryl Cohen | Pollstar Conference - Hotel, Taxi, Baggage Fee | 1,572 | |
| Travel Resources | SMG Ops Meeting - Airfare - H Luongo, W DeSantis - Chicago, IL | 1,317 | |
| Cheryl Cohen | SMG & EAMC Conference - Hotel, Taxi - Nashville, TN | 973 | |
| Travel Resources | Nashville, TN EAMC Conference & SMG Operations Meeting - C Cohen & J Ciolfi | 844 | |
| John Ciolfi | SMG & EAMC Conference - Hotel, Taxi - Nashville, TN | 834 | |
| PWCVB | Prov Warwick Convention Visitor Bureau - Airfare - Austin, TX | 729 | |
| Robert Lauro | SMG Ops Meeting - Hotel, Taxi, Baggage, Parking - Chicago, IL | 681 | |
| Travel Resources | Pollstar Conference - Return Flight - C Cohen - San Francisco to Boston | 611 | |
| Travel Resources | Pollstar Conference - Return Flight - D Polselli - San Francisco to Boston | 611 | |
| Susan Catanzaro | SMG & EAMC Conference - Hotel, Taxi - Nashville, TN | 531 | |
| Cheryl Cohen | SMG GM Meeting - Airfare - Chicago, IL | 490 | |
| Harry Luongo | SMG Ops Meeting - Hotel, Taxi - Chicago, IL | 469 | |
| Travel Resources | Nashville, TN EAMC Conference & SMG Operations Meeting - S Catanzaro | 422 | |
| William DeSantis | SMG Ops Meeting - Hotel - Chicago, IL | 384 | |
| Debra Polselli | Billboard Conference - Hotel, Taxi, Mileage, Parking - New York City, NY | 370 | |
| Cheryl Cohen | Billboard Conference - Hotel - New York City, NY | 370 | |
| Travel Resources | Pollstar Conference - D Polselli - Airfare - San Francisco, CA | 325 | |
| Travel Resources | Pollstar Conference - C Cohen - Airfare - San Francisco, CA | 325 | |
| Robert Lauro | Site visit with CVB - Hotel, Parking | 319 | |
| Cheryl Cohen | SMG GM Meeting - Hotel, Taxi, Parking - Chicago, IL | 298 | |
| Cheryl Cohen | Billboard Conference - Taxi, Mileage, Parking - New York City, NY | 240 | |
| Various | Miscellaneous Amounts Under \$200 | 179 | |
| | Total DDC Travel | | \$ 14,512 |
| Meals and Entertainment | | | |
| Dunkin' Donuts Box Office | NCAA Tickets | 2,000 | |
| Cheryl Cohen | L Crooks - Chesepeeke Arena, J Curtis - Royal Farms Arena, J Perry - Verizon Arena, A Peterson-DCU | 537 | |
| Cheryl Cohen | Pollstar Conference - Meals - San Fransico, CA | 428 | |
| Debra Polselli | Pollstar Conference - Meals - San Fransico, CA | 394 | |
| Debra Polselli | R Glasser, A Baldwin, D Iorfida, A Brown & DDC Staff - Sienna - Providence, RI | 377 | |
| Cheryl Cohen | D Debenetto & Jenny - AEG Booking Agents - Osteria - New York City, NY | 331 | |
| Robert Lauro | SMG Ops Meeting - W DeSantis, H Luongo, A Wailmouth, R Coia - Carmine - Chicago, IL | 245 | |
| Susan Catanzaro | SMG & EAMC Conference - Meals - Nashville, TN | 238 | |
| Cheryl Cohen | Director's Luncheon - Flemings Restaurant | 203 | |
| Various | Miscellaneous Amounts Under \$200 | 1,806 | |
| | Total DDC Meals and Entertainment | | 6,559 |
| | Total DDC Travel and Entertainment | | 21,071 |
| <u>Veterans Memorial Auditorium Arts and Cultural Center (VMA)</u> | | | |
| Various | Miscellaneous Amounts Under \$200 | | 2,090 |
| | Total Travel and Entertainment | | \$ 61,740 |

**RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)
STATE OF RHODE ISLAND REQUIRED FORMAT
JUNE 30, 2016**

Statement of Net Position

Attachment B

Assets:

Current assets:

| | |
|--------------------------------|--------------|
| Cash and cash equivalents | \$ 6,332,443 |
| Investments | |
| Receivables, net | 1,310,556 |
| Restricted assets: | |
| Cash and cash equivalents | 2,241,303 |
| Investments | |
| Receivables, net | |
| Other assets | 488,050 |
| Due from primary government | 272,229 |
| Due from other component units | |
| Due from other governments | |
| Inventories | |
| Other assets | |

| | |
|----------------------|------------|
| Total current assets | 10,644,581 |
|----------------------|------------|

Noncurrent assets:

| | |
|-----------------------------------|------------|
| Investments | |
| Receivables, net | |
| Restricted assets: | |
| Cash and cash equivalents | |
| Investments | |
| Receivables, net | |
| Other assets | |
| Capital assets - nondepreciable | 47,100,545 |
| Capital assets - depreciable, net | 98,834,616 |
| Other assets, net of amortization | 700,975 |

| | |
|-------------------------|-------------|
| Total noncurrent assets | 146,636,136 |
|-------------------------|-------------|

| | |
|--------------|-------------|
| Total assets | 157,280,717 |
|--------------|-------------|

Deferred Outflows of Resources:

| | |
|---|-----------|
| Accumulated decrease in fair value of hedging derivatives | |
| Deferred loss on advance debt refunding | 4,830,573 |
| Other deferred outflows of resources | |

| | |
|--------------------------------------|-----------|
| Total deferred outflows of resources | 4,830,573 |
|--------------------------------------|-----------|

(Continued on next page)

**RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)
STATE OF RHODE ISLAND REQUIRED FORMAT (CONTINUED)
JUNE 30, 2016**

Statement of Net Position (Continued)

Attachment B

Liabilities:

Current liabilities:

| | | |
|-----------------------------------|----|-------------------|
| Cash overdraft | \$ | |
| Accounts payable | | 5,687,376 |
| Due to primary government | | |
| Due to other component units | | |
| Due to other governments | | |
| Unearned revenue | | 4,208,042 |
| Other current liabilities | | |
| Current portion of long-term debt | | 11,440,000 |
| Total current liabilities | | <u>21,335,418</u> |

Noncurrent liabilities:

| | | |
|----------------------------------|--|--------------------|
| Due to primary government | | |
| Due to other component units | | |
| Due to other governments | | |
| Net pension liability | | |
| Net OPEB obligation | | |
| Unearned revenue | | 461,538 |
| Notes payable | | |
| Loans payable | | |
| Obligations under capital leases | | |
| Compensated absences | | |
| Other liabilities | | |
| Bonds payable | | 197,186,731 |
| Total noncurrent liabilities | | <u>197,648,269</u> |

| | | |
|-------------------|--|--------------------|
| Total liabilities | | <u>218,983,687</u> |
|-------------------|--|--------------------|

Deferred Inflows of Resources:

| | | |
|---|--|----------|
| Accumulated increase in fair value of hedging derivatives | | |
| Deferred gains on refunding | | |
| Other deferred inflows of resources | | |
| Total deferred inflows of resources | | <u>-</u> |

Net Position:

| | | |
|----------------------------------|--|--------------------|
| Net investment in capital assets | | (57,860,997) |
| Restricted for: | | |
| Debt | | |
| Other | | 2,241,303 |
| Nonexpendable | | |
| Unrestricted | | <u>(1,252,703)</u> |

| | | |
|--------------------|----|----------------------------|
| Total Net Position | \$ | <u><u>(56,872,397)</u></u> |
|--------------------|----|----------------------------|

**RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)
STATE OF RHODE ISLAND REQUIRED FORMAT
FOR THE YEAR ENDED JUNE 30, 2016**

| <u>Statement of Activities</u> | <u>Attachment C</u> |
|--|------------------------|
| Expenses | \$ <u>49,085,566</u> |
| Program Revenues: | |
| Charges for services | 27,781,883 |
| Operating grants and contributions | |
| Capital grants and contributions | |
| Total program revenues | <u>27,781,883</u> |
| Net (expenses) revenues | <u>(21,303,683)</u> |
| General Revenues: | |
| Interest and investment earnings | 1,243 |
| Miscellaneous revenue | <u>299,634</u> |
| Total general revenues | <u>300,877</u> |
| Transfers from Primary Government | 24,388,579 |
| Extraordinary items | |
| Change in net position | 3,385,773 |
| Total Net Deficit Position - Beginning | <u>(60,258,170)</u> |
| Total Net Deficit Position - Ending | <u>\$ (56,872,397)</u> |

**RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)
STATE OF RHODE ISLAND REQUIRED FORMAT
JUNE 30, 2016**

Attachment D

**Schedule of Debt Service to Maturity
Long-Term Debt**

Bonds Payable

| Fiscal Year Ending June 30 | Principal | Interest |
|---|-----------------------|----------------------|
| 2017 | \$ 11,440,000 | \$ 11,024,562 |
| 2018 | 11,110,000 | 10,463,464 |
| 2019 | 11,660,000 | 9,905,776 |
| 2020 | 12,240,000 | 9,312,244 |
| 2021 | 14,350,000 | 8,693,082 |
| 2022-2026 | 80,980,000 | 31,992,606 |
| 2027-2031 | 38,200,000 | 12,412,298 |
| 2032-2036 | <u>23,900,000</u> | <u>3,726,900</u> |
| | <u>\$ 203,880,000</u> | <u>\$ 97,530,932</u> |

RHODE ISLAND CONVENTION CENTER AUTHORITY
(A COMPONENT UNIT OF THE STATE OF RHODE ISLAND)
STATE OF RHODE ISLAND REQUIRED FORMAT
JUNE 30, 2016

Attachment E

| | Schedule of Changes in Long-Term Debt | | | | | |
|---------------------------------------|---------------------------------------|---------------------|------------------------|-----------------------|-----------------------------------|------------------------------|
| | Beginning Balance | Additions | Reductions | Ending Balance | Amounts Due Within One Year | Amounts Due Thereafter |
| Bonds payable | \$ 215,210,000 | \$ | \$ (11,330,000) | \$ 203,880,000 | \$ 11,440,000 | \$ 192,440,000 |
| Net unamortized premium/discount | 6,563,842 | | (1,817,111) | 4,746,731 | | 4,746,731 |
| Bonds payable | 221,773,842 | - | (13,147,111) | 208,626,731 | 11,440,000 | 197,186,731 |
| Notes payable | | | | - | | |
| Loans payable | | | | | | |
| Obligations under capital leases | | | | | | |
| Net OPEB obligation | | | | | | |
| Net pension liability | | | | | | |
| Due to primary government | | | | | | |
| Due to component units | | | | | | |
| Due to other governments and agencies | | | | | | |
| Unearned revenue | 2,828,154 | 1,841,426 | | 4,669,580 | 4,208,042 | 461,538 |
| Compensated absences | | | | | | |
| Reported as other liabilities: | | | | | | |
| Arbitrage rebate | | | | | | |
| Pollution remediation | | | | | | |
| Items not listed above | | | | | | |
| Other liabilities | - | - | - | - | - | - |
| | <u>\$ 224,601,996</u> | <u>\$ 1,841,426</u> | <u>\$ (13,147,111)</u> | <u>\$ 213,296,311</u> | <u>\$ 15,648,042</u> | <u>\$ 197,648,269</u> |



Accounting | Tax | Business Consulting

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

To the Board of Commissioners
Rhode Island Convention Center Authority

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of the Rhode Island Convention Center Authority, a component unit of the State of Rhode Island, as of and for the year ended June 30, 2016, and the related notes to the financial statements, which collectively comprise the Rhode Island Convention Center Authority's basic financial statements, and have issued our report thereon dated September 29, 2016.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Rhode Island Convention Center Authority's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Rhode Island Convention Center Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Rhode Island Convention Center Authority's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and, therefore, material weaknesses or significant deficiencies may exist that were not identified. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. We did identify certain deficiencies in internal control, described in the accompanying schedule of findings and questioned costs as items 2016-001 and 2016-002, that we consider to be significant deficiencies.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Rhode Island Convention Center Authority's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and, accordingly, we do not express such an opinion. The results of our tests disclosed instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards* and which are described in the accompanying schedule of findings and questioned costs as item 2016-003.

The Rhode Island Convention Center Authority's Response to Findings

The Rhode Island Convention Center Authority's response to the findings identified in our audit is described in the accompanying schedule of findings. The Rhode Island Convention Center Authority's response was not subjected to the auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on it.

Purpose of this Report

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

Blum, Shapiro & Company, P.C.

West Hartford, Connecticut
September 29, 2016

RHODE ISLAND CONVENTION CENTER AUTHORITY

SCHEDULE OF FINDINGS FOR THE YEAR ENDED JUNE 30, 2016

| | |
|---|---|
| 2016-001 | Untimely Bank Reconciliations |
| Criteria | Bank reconciliations should be performed timely after month-end. |
| Condition | Operating Bank Account and the Box Office Bank Account at the Dunkin' Donuts Center were not completed on a timely basis. |
| Cause | Bank reconciliations were not completed on a timely basis. |
| Effect | Because the bank reconciliations were not timely performed, it is possible that errors at the Dunkin' Donuts Center, whether accounting errors or bank errors, would not be timely detected and corrected. In addition, as a result of bank reconciliations not being timely, it is also reasonably possible that not all expenses were captured during the event settlement process at the Dunkin' Donuts Center, meaning the Authority likely absorbed more expenses that it was contractually obligated to do. The impact of these issues, combined with the expenses being absorbed rather than being reimbursed as allowed in the event agreement, have the potential to be material to the financial statements as a whole. |
| Perspective | In July 2016 during preliminary audit fieldwork, we noted the Dunkin' Donuts Center Operating Bank Account and Box Office Bank Account had not been reconciled since November 2015 and that the Payroll Bank Account had not been reconciled since March 2016. |
| Recommendation | We recommend that all bank reconciliations be performed on a timely basis |
| Views of Responsible Officials and Planned Corrective Action | <u>SMG Response</u> Due to the unexpected turnover and resignation of key associates, there were not enough associates and/or associates that were too new to complete certain tasks in a timely manner during this fiscal year. Both venues are currently hiring and training associates in order to reconcile all bank accounts in a timely manner. |
| 2016-002 | Review of Bank Reconciliations, Journal Entries and Event Settlements |
| Criteria | Bank reconciliations, journal entries and event settlements should be reviewed. |
| Condition | We noted that bank accounts, journal entries and an event settlement were not being reviewed. |
| Cause | Accounting staff were not reviewing or documenting their reviews of bank accounts, journal entries or an event settlement. |
| Effect | As a result of reviews not being performed, errors, which have the potential of being material, may occur which could go undetected. |
| Perspective | We noted based on a sample of 25 journal entries tested at the Rhode Island Convention Center, three journal entries that were not reviewed. |

RHODE ISLAND CONVENTION CENTER AUTHORITY

SCHEDULE OF FINDINGS FOR THE YEAR ENDED JUNE 30, 2016

We noted based on a sample of 25 journal entries tested at the Dunkin' Donuts Center, one journal entry that was not reviewed at the Dunkin' Donuts Center.

We noted one event settlement that was not reviewed at the Dunkin' Donuts Center.

We also noted, that operating and box office account bank reconciliations were not reviewed.

Recommendation We recommend that all bank reconciliations, journal entries and event settlements be reviewed by an appropriate accounting staff or management, and that the review be performed on a timely basis.

Views of Responsible Officials and Planned Corrective Action SMG Response
A more structured month end close process is currently being implemented.

2016-003 **Restrictive Covenants**

Criteria Bond indentures require that the Authority fund the Operating Reserve and Renewal and Replacement components.

Condition During the years ended June 30, 2016 and 2015, the Authority was unable to fund the Operating Reserve requirement of the restrictive covenants for the RICC and the DDC pursuant to the indentures. During the years ended June 30, 2016 and 2015, the Authority was unable to fund the Renewal and Replacement requirement of the restrictive covenant for the DDC pursuant to the indenture.

Cause The Authority does not have sufficient cash flow to fund the Operating Reserve and Renewal and Replacement components.

Effect As a result of these funds not being funded, the Authority is in noncompliance with bond indentures.

Perspective Debt covenants

Recommendation We recommend that the Authority fund the Operating Reserve and Renewal and Replacement Funds.

Views of Responsible Officials and Planned Corrective Action Authority Response
The Authority will fund the Operating Reserve and Renewal Replacement components noted above, provided there is sufficient cash flow.