

**FINANCIAL STATEMENTS
OF THE
CITY OF VIRGINIA BEACH
DEVELOPMENT AUTHORITY**

**A COMPONENT UNIT OF
THE CITY OF VIRGINIA BEACH, VIRGINIA**

**FOR FISCAL YEARS ENDED
JUNE 30, 2018 AND JUNE 30, 2017**

**PREPARED BY
DEPARTMENT OF ECONOMIC DEVELOPMENT
RONALD H. WILLIAMS, JR
DEPUTY CITY MANAGER**

Acknowledgements....

The preparation of this report has been accomplished by the efficient and dedicated services of the staff of the Department of Economic Development. The contributions of all are invaluable and sincerely appreciated and clearly reflect the high standards which have been set by the City of Virginia Beach Development Authority.

Management - Sean Murphy

Technical Assistance - Alice Kelly
Andrew Oliver
Stacy Hershberger

It is also appropriate to thank the members of the City of Virginia Beach Development Authority for making possible the excellent financial position of the Authority through their interest and support in planning and conducting the financial affairs of the Authority.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
Component Unit of the City of Virginia Beach, Virginia

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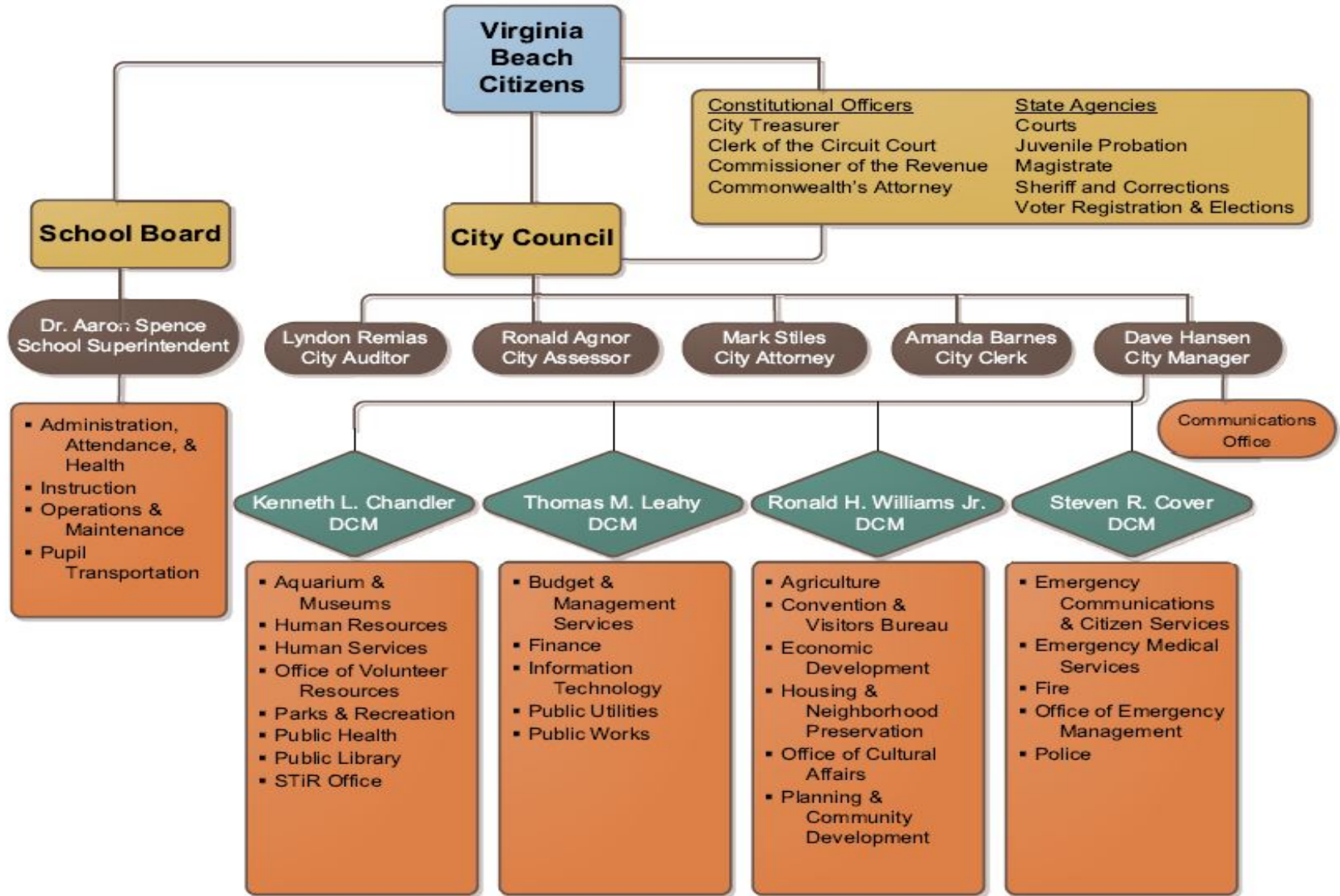
INTRODUCTORY SECTION

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
Component Unit of the City of Virginia Beach, Virginia

Commissioners

David L. Bernd Commissioner
Bryan D. Cuffee Commissioner
Taylor Franklin..... Commissioner
Stephen J. McNulty Commissioner
Jerrold L. Miller Commissioner
Penny Morgan Commissioner
Peter Mueller Commissioner
Lisa M. Murphy..... Commissioner
Charles M. Salle Commissioner
Joseph E. Strange Commissioner
Dorothy L. Wood Commissioner

Operating Structure





November 20, 2018

Commissioners, Virginia Beach Development Authority
4525 Main Street, Suite 700
Virginia Beach, VA 23462

Dear Commissioners:

The Annual Financial Report of the City of Virginia Beach Development Authority (the Authority) for the fiscal years ended June 30, 2018 and 2017 is hereby submitted. Responsibility for the accuracy of the data and the completeness and fairness of presentation, including all disclosures, rests with the Authority. To the best of our knowledge and belief, the enclosed data is accurate in all material respects and is reported in a manner designed to present fairly the financial position and results of the Authority's operations. All disclosures necessary to enable the reader to gain an understanding of the Authority's financial activities have been included.

Generally Accepted Accounting Principles require that management provide a narrative introduction, overview, and analysis to accompany the basic financial statements in the form of Management's Discussion and Analysis (MD&A). This letter of transmittal is intended to complement the MD&A and should be read in conjunction with it. The Authority's MD&A can be found immediately following the report of the independent auditors.

The Reporting Entity

The City of Virginia Beach Development Authority was established by the authority of the Virginia General Assembly in 1964 in order to increase business investment and to expand the tax base in the state of Virginia. That same year, the City Council of Virginia Beach appointed seven Virginia Beach businessmen to serve as Commissioners of the first Authority, effective July 27, 1964. On July 1, 2003, the Virginia State Code was revised to allow eleven commissioners to serve on Development Authorities within the state. Following that change, the City Council of Virginia Beach appointed four additional commissioners.

The Authority is a component unit of the City of Virginia Beach; however, it is a legally separate organization. The City Council of Virginia Beach was determined to be financially accountable for the Authority on the basis of the selection of the governing authority, designation of management, ability to influence operations, and accountability in fiscal matters.

The Authority exists to facilitate the expansion of the tax base and employment opportunities in the City through increased business development and redevelopment. The Authority uses Industrial Revenue Bonds, the Economic Development Incentive Program, workforce development, project development personnel, and business development personnel to enable and assist businesses to locate and expand in the City of Virginia Beach.

Economic Conditions and Outlook

The Department of Economic Development recorded the creation of 2,371 new jobs and investment of \$319 million by 37 projects. The City of Virginia Beach finished the fiscal year with 3.3% unemployment rate.

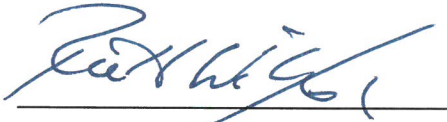
Significant growth occurred among each of our target business sectors, including 13 announcements by small businesses, an important part of our economy. Additionally, 26 incentive grants were awarded totaling \$5.58 million which leveraged \$308 million in capital investment, a ratio of 55 to 1.

Acknowledgements

During the year, the staff of the City of Virginia Beach Department of Economic Development and the Finance Department rendered professional and knowledgeable services to the City of Virginia Beach Development Authority. We are most appreciative of these efforts and take this opportunity to recognize these public servants.

The Development Authority's oversight of their financial affairs has resulted in this strong financial report, and these individuals are commended for the policies and practices which they put in place to create this outcome.

Respectively,

A handwritten signature in blue ink, appearing to read "Ron Williams", is written over a horizontal line.

Ronald H. Williams, Jr.
Deputy City Manager, City of Virginia Beach

INDEPENDENT AUDITORS' REPORT

The Commissioners
City of Virginia Beach Development Authority

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, the business-type activities, and each major fund, of the City of Virginia Beach Development Authority (the Authority), a component unit of the City of Virginia Beach, Virginia, as of and for the years ended June 30, 2018 and 2017, and the related notes to the financial statements, which collectively comprise the 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, and the *Specifications for Audits of Authorities, Boards, and Commissions*, issued by the Auditor of Public Accounts of the Commonwealth of Virginia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, and each major fund of the Authority as of June 30, 2018 and 2017, and the respective changes in financial position and, where applicable, cash flows thereof, for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters*Required Supplementary Information*

Accounting principles generally accepted in the United States of America require that the management discussion and analysis on pages 8-13 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Authority's basic financial statements. The Introductory Section and supplementary information identified in the table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements.

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

The introductory section listed in the table of contents has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on them.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 2, 2018, on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the result 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 Authority's internal control over financial reporting and compliance.

**CliftonLarsonAllen LLP**

Arlington, Virginia
October 2, 2018

MANAGEMENT'S DISCUSSION

AND

ANALYSIS

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Management's Discussion and Analysis

This section of the City of Virginia Beach Development Authority's (the "Authority") annual financial report represents our discussion and analysis of the Authority's financial performance during the fiscal years ended June 30, 2018 and 2017. Please read it in conjunction with the Authority's transmittal letter at the front of this report and the financial statements, which follow this section.

FINANCIAL HIGHLIGHTS

- The Authority's business-type net position increased by \$26.10 million in fiscal year 2018 and \$3.01 million in fiscal year 2017. In fiscal year 2018, the increase can be attributed to the transfer of the Biomedical Park from the City of Virginia Beach (the "City") to the Authority. In fiscal year 2017, the increase was mainly due to the reduction in outstanding debt.
- The Authority's governmental net position decreased \$.33 million in fiscal year 2018 and increased \$.05 million in fiscal year 2017. In fiscal year 2018, the decrease is due to the transfer of all governmental fund assets to the business-type fund. In fiscal year 2017, the increase was due to construction in progress for Town Center.
- The Authority provided economic development services, as requested by the Virginia Beach City Council, for the Town Center Project that is accounted for by the Authority. When projects or phases of projects are complete, the associated costs are capitalized and may be retained in the Authority's Proprietary Fund or transferred to the City.

OVERVIEW OF THE FINANCIAL STATEMENTS

The financial section of this annual report consists of three parts: management's discussion and analysis (this section), the basic financial statements and the notes to the financial statements, and other supplemental information.

The Authority's financial statements present two types of statements, each with a different snapshot of the Authority's finances. This focus is on both the Authority as a whole (entity-wide) as well as on the individual funds. The entity-wide financial statements provide both long-term and short-term information about the Authority's overall financial status. The fund financial statements focus on the individual parts of the Authority, reporting the Authority's operations in more detail than the entity-wide statements. Both perspectives (entity-wide and fund) allow the user to address relevant questions, broaden the basis for comparison (year-to-year or entity-to-entity) and enhance the Authority's accountability.

ENTITY-WIDE FINANCIAL STATEMENTS

The entity-wide financial statements report information about the Authority as a whole using accounting methods similar to those used by private-sector companies. The focus of the Statement of Net Position is to report the entity's net position and how it has changed. Net position – the difference between assets and deferred outflows versus liabilities and deferred inflows – is one way to measure the Authority's financial health, or financial position. Over time, increases or decreases in an entity's net position is an indicator of whether its financial health is improving or deteriorating, respectively.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Management's Discussion and Analysis

The Statement of Activities is focused on both the gross and net cost of various functions (governmental and business-type), which are supported by program revenues. All of the current year's revenues and expenses are accounted for in the statement of activities regardless of when cash is received or paid. This statement summarizes and simplifies the user's analysis of the cost of governmental activities and/or subsidy to business-type activities.

In the Statement of Net Position and the Statement of Activities, the Authority is divided into the following:

Governmental activities – The Authority's special projects are reported here. These activities consist of various economic development projects as requested by the Council of the City of Virginia Beach.

Business-type activities – The Authority's basic operations are reported here as the Authority charges a fee to customers to help cover the cost of certain services it provides.

FUND FINANCIAL STATEMENTS

The fund financial statements provide more detailed information about the Authority's significant funds – not the Authority as a whole. Funds are accounting devices that the Authority uses to keep track of specific sources of funding and spending for particular purposes.

The Authority has two types of funds:

Governmental fund – The Special Projects Fund is used to account for the financial resources for the acquisition or construction of ongoing construction projects conducted on behalf of the City of Virginia Beach (the City).

Proprietary fund – The Authority Operations Fund accounts for the activities of the Authority which charges fees for Industrial Revenue Bonds, acquires, develops and resells land, and administers the Economic Development Investment Program (EDIP).

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
Component Unit of the City of Virginia Beach, Virginia

Management's Discussion and Analysis

FINANCIAL ANALYSIS OF THE AUTHORITY AS A WHOLE

Net Position:

The following table reflects the condensed Net Position of the Authority:

Table 1									
Net Position									
As of June 30, 2018, 2017 and 2016									
(in millions)									
	Governmental			Business-Type			Total		
	Activities			Activities					
	2018	2017	2016	2018	2017	2016	2018	2017	2016
Current and other assets	\$ -	1.12	1.12	68.73	44.12	43.04	68.73	45.24	44.16
Capital assets	-	0.33	0.28	104.85	106.76	109.89	104.85	107.09	110.17
Total assets	<u>-</u>	<u>1.45</u>	<u>1.40</u>	<u>173.58</u>	<u>150.88</u>	<u>152.93</u>	<u>173.58</u>	<u>152.33</u>	<u>154.33</u>
Deferred Outflows	<u>-</u>	<u>-</u>	<u>-</u>	<u>0.73</u>	<u>0.86</u>	<u>0.83</u>	<u>0.73</u>	<u>0.86</u>	<u>0.83</u>
Current and other liabilities	-	1.12	1.12	19.10	18.17	8.76	19.10	19.29	9.88
Long-term liabilities	-	-	-	60.17	64.48	78.75	60.17	64.48	78.75
Total liabilities	<u>-</u>	<u>1.12</u>	<u>1.12</u>	<u>79.27</u>	<u>82.65</u>	<u>87.51</u>	<u>79.27</u>	<u>83.77</u>	<u>88.63</u>
Deferred Inflows	<u>-</u>	<u>-</u>	<u>-</u>	<u>1.05</u>	<u>1.20</u>	<u>1.37</u>	<u>1.05</u>	<u>1.20</u>	<u>1.37</u>
Net position:									
Net Investment in Capital Assets	-	0.33	0.28	37.07	34.52	30.60	37.07	34.85	30.88
Restricted - other purposes	-	-	-	6.35	2.86	3.97	6.35	2.86	3.97
Unrestricted	-	-	-	50.57	30.51	30.31	50.57	30.51	30.31
Total net position	<u>\$ -</u>	<u>0.33</u>	<u>0.28</u>	<u>93.99</u>	<u>67.89</u>	<u>64.88</u>	<u>93.99</u>	<u>68.22</u>	<u>65.16</u>

At June 30, 2018 and 2017, the total assets of the Authority were \$173.58 and \$152.33 million, respectively; total liabilities were \$79.27 and \$83.77 million, respectively; while combined net position was \$93.99 million and \$68.22 million, respectively.

In fiscal year 2018 and 2017, the Authority's business-type long-term liabilities decreased by \$4.31 million and \$14.27 million, respectively. The fiscal year 2018 and 2017 decreases were primarily due to annual debt service payments.

Regarding the Authority's business-type activities, the Authority's land and building inventory increased by \$21.72 million in 2018 and decreased \$.17 million in 2017. The fiscal year 2018 increase was mainly attributable to the transfer of the Biomedical Park from the City to the Authority. The fiscal year 2017 decrease was primarily due to the sale of 3.5 acres of land in Corporate Landing Industrial Park.

Regarding the Authority's governmental activities, capital expenses of \$.05 million were incurred in 2017 as a result of costs associated with ongoing projects. In 2018, these ongoing projects were transferred to business-type activities capital assets where they incurred \$.89 million of costs in 2018. The balance of ending construction in progress was \$1.22 million and \$.33 million in fiscal years 2018 and 2017, respectively.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
Component Unit of the City of Virginia Beach, Virginia

Management's Discussion and Analysis

Changes in Net Position:

The following chart shows the revenue and expenses for the current and prior fiscal years:

Table 2									
Changes in Net Position									
Years Ended June 30, 2018, 2017 and 2016									
(in millions)									
	Governmental			Business-Type			Total		
	Activities			Activities					
	2018	2017	2016	2018	2017	2016	2018	2017	2016
Revenues									
Program Revenue:									
Charges for services	\$ -	-	-	4.17	3.63	2.96	4.17	3.63	2.96
Operating grants and contributions	-	-	-	16.78	11.85	10.88	16.78	11.85	10.88
Capital grants and contributions	-	0.05	-	0.25	0.10	0.17	0.25	0.15	0.17
General Revenue:									
Other	-	-	-	0.03	0.03	0.03	0.03	0.03	0.03
Total revenues	-	0.05	-	21.23	15.61	14.04	21.23	15.66	14.04
Expenses									
Authority Operations	-	-	-	17.58	12.60	11.07	17.58	12.60	11.07
Special Items:									
Contribution from Primary Government	-	-	-	26.51	-	-	26.51	-	-
Transfer to Primary Government	-	-	-	(4.39)	-	-	(4.39)	-	-
Transfer of infrastructure between funds	(0.33)	-	-	0.33	-	-	-	-	-
Total special items	(0.33)	-	-	22.45	-	-	22.12	-	-
Change in net position	(0.33)	0.05	-	26.10	3.01	2.97	25.77	3.06	2.97
Net Position - Beginning of Year	0.33	0.28	0.28	67.89	64.88	61.91	68.22	65.16	62.19
Net Position - End of Year	\$ -	0.33	0.28	93.99	67.89	64.88	93.99	68.22	65.16

REVENUES

Revenues attributable to governmental activities were in the form of contributions, for economic development projects, from the City of Virginia Beach, option deposit revenue, and investment earnings. For the fiscal years ended June 30, 2018 and 2017, revenues from business-type activities (excluding special items) totaled \$21.23 million and \$15.61 million, respectively. This included revenue derived from land and asset sales, industrial revenue bond fees, lease income, investment earnings, and support agreement funding from the City of Virginia Beach.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Management's Discussion and Analysis

EXPENSES

The expenses of the business-type activities included cost of land sold, depreciation/amortization, selling and administrative expenses, and interest on outstanding debt obligations. For the fiscal years ended June 30, 2018 and 2017, these expenses totaled \$17.58 million and \$12.60 million, respectively.

FINANCIAL ANALYSIS OF THE AUTHORITY'S FUNDS

The Authority's governmental fund activities had reflected support from the City of Virginia Beach as well as expenditures on Town Center infrastructure and the Pedestrian Bridge across Virginia Beach Boulevard. In fiscal year 2018 these activities were recorded as business-type activities and are no longer reflected in the governmental fund. The ending fund balance of the governmental fund for fiscal year 2018 and 2017 was \$0 and \$.33 million, respectively.

The proprietary fund includes total net position of \$93.99 million and \$67.89 million at June 30, 2018 and 2017, respectively. In fiscal year 2018 and 2017, operating revenues from land sales, industrial revenue bond fees, lease income, and miscellaneous revenue totaled \$4.17 million and \$3.63 million, respectively, while operating expenses for cost of land and selling and administrative expenses totaled \$13.66 million and \$9.65 million, respectively.

CAPITAL ASSETS AND DEBT ADMINISTRATION

CAPITAL ASSETS

As of June 30, 2018 and 2017, the Authority had invested \$104.85 million and \$106.76 million (see note 5), respectively, in various capital assets and infrastructure as reflected in Table 3.

Table 3									
Capital Assets									
As of June 30, 2018, 2017, and 2016									
(in millions)									
	Governmental			Business-Type			Total		
	Activities			Activities					
	2018	2017	2016	2018	2017	2016	2018	2017	2016
Non-depreciable assets:									
Land	\$ -	-	-	19.33	19.33	19.33	19.33	19.33	19.33
Other assets and capitalized costs	-	-	-	1.13	1.13	1.13	1.13	1.13	1.13
Construction in progress	-	0.33	0.28	1.22	-	-	1.22	0.33	0.28
Other capital assets:									
Buildings/equipment	-	-	-	119.93	119.93	121.27	119.93	119.93	121.27
Accumulated depreciation on other capital assets	-	-	-	(36.76)	(33.63)	(31.84)	(36.76)	(33.63)	(31.84)
Total net capital assets	\$ -	0.33	0.28	104.85	106.76	109.89	104.85	107.09	110.17

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Management’s Discussion and Analysis

Major capital asset additions in fiscal year 2018 included:

- Town Center Project – Phase VI infrastructure construction including streets, curbs and gutters, sidewalks, underground utilities, and other capitalized costs - \$814,241

There were no major capital asset reductions in fiscal year 2018.

LONG-TERM DEBT

Table 4									
Long-Term Debt									
As of June 30, 2018, 2017, and 2016									
(in millions)									
	Governmental			Business-Type			Total		
	Activities			Activities					
	2018	2017	2016	2018	2017	2016	2018	2017	2016
Bonds and notes payable									
Public facility revenue bonds	-	-	-	65.60	70.06	77.08	65.60	70.06	77.08
Other long-term liabilities:									
Bond premium	-	-	-	1.92	1.89	1.68	1.92	1.89	1.68
Bond discount	-	-	-	(0.06)	(0.05)	(0.01)	(0.06)	(0.05)	(0.01)
Total Long-Term Debt	\$ 0.00	0.00	0.00	67.46	71.90	78.75	67.46	71.90	78.75

For detailed information on the Authority’s long-term liabilities, please refer to Note 7 in notes to the financial statements.

CONTACTING THE AUTHORITY’S FINANCIAL MANAGEMENT

This financial report is designed to provide users (citizens, taxpayers, customers, clients, investors and creditors) with a general overview of the Authority’s finances and to demonstrate the Authority’s accountability for the funds it receives. Questions concerning this report or requests for additional information should be directed to Director of Economic Development, Virginia Beach Development Authority, 4525 Main Street, Suite 700, Virginia Beach, VA 23462, telephone (757) 385-6464, or visit the Authority’s website at www.yesvirginiabeach.com.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
Component Unit of the City of Virginia Beach, Virginia

Statements of Net Position
June 30, 2018 and 2017

	<u>Governmental Activities</u>	<u>Business-Type Activities</u>	<u>Total 2018</u>	<u>Governmental Activities</u>	<u>Business-Type Activities</u>	<u>Total 2017</u>
Assets						
Cash and cash equivalents (note 2)	\$ —	8,900,690	8,900,690	—	9,302,712	9,302,712
Restricted cash and cash equivalents (notes 2 and 3)	—	2,579,182	2,579,182	1,120,862	2,028,495	3,149,357
Receivables, net (note 4)	—	75,491	75,491	—	42,350	42,350
Receivables, restricted (note 4)	—	13,093,779	13,093,779	—	10,382,888	10,382,888
Land/Building inventory	—	44,078,965	44,078,965	—	22,362,431	22,362,431
Capital assets (note 5)						
Other non-depreciable assets and capitalized costs	—	1,130,390	1,130,390	—	1,130,390	1,130,390
Construction in progress	—	1,223,812	1,223,812	334,146	—	334,146
Land	—	19,326,870	19,326,870	—	19,326,870	19,326,870
Building and equipment, net of accumulated depreciation						
net of accumulated depreciation	—	83,170,116	83,170,116	—	86,299,335	86,299,335
Total capital assets	—	104,851,188	104,851,188	334,146	106,756,595	107,090,741
Total assets	—	173,579,295	173,579,295	1,455,008	150,875,471	152,330,479
Deferred Outflows of Resources						
Debt refundings resulting in loss transactions	—	728,068	728,068	—	862,121	862,121
Liabilities						
Accounts payable and accrued liabilities (note 6)	—	9,371,612	9,371,612	1,000,000	9,339,368	10,339,368
Liabilities payable from restricted assets (note 6)	—	41,500	41,500	—	11,500	11,500
Unearned Revenue	—	2,388,598	2,388,598	120,862	1,399,013	1,519,875
Long-term liabilities (note 7)						
Due within one year	—	7,288,840	7,288,840	—	7,413,840	7,413,840
Due in more than one year	—	60,173,763	60,173,763	—	64,484,426	64,484,426
Total liabilities	—	79,264,313	79,264,313	1,120,862	82,648,147	83,769,009
Deferred Inflows of Resources						
Debt refundings resulting in gain transactions	—	1,050,356	1,050,356	—	1,203,216	1,203,216
Net Position						
Net Investment in Capital Assets	—	37,066,298	37,066,298	334,146	34,517,234	34,851,380
Restricted, other purposes (note 3)	—	6,354,357	6,354,357	—	2,855,578	2,855,578
Unrestricted	—	50,572,039	50,572,039	—	30,513,417	30,513,417
Total net position	\$ —	93,992,694	93,992,694	334,146	67,886,229	68,220,375

See accompanying notes to financial statements.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Statement of Activities
Year Ended June 30, 2018

<u>Functions/Programs</u>	<u>Program Revenues</u>				<u>Net (Expense) Revenue and Changes in Net Position</u>		
	<u>Expenses</u>	<u>Charges for Services</u>	<u>Operating Grants and Contributions</u>	<u>Capital Grants and Contributions</u>	<u>Governmental Activities</u>	<u>Business-Type Activities</u>	<u>Total 2018</u>
Governmental activities							
Development activities	\$ —	—	—	—	—	—	—
Business-type activities							
Authority operations	17,576,083	4,170,520	16,777,228	253,683	—	3,625,348	3,625,348
Total	\$ <u>17,576,083</u>	<u>4,170,520</u>	<u>16,777,228</u>	<u>253,683</u>	<u>—</u>	<u>3,625,348</u>	<u>3,625,348</u>
General Revenues:							
Unrestricted investment earnings					\$ —	34,233	34,233
Special Items:							
Contribution from City- Biomedical Park and Owl's Creek golf course					—	26,505,981	26,505,981
Transfer out of Convention Center hotel site to City						(4,393,243)	(4,393,243)
Transfer of infrastructure					(334,146)	334,146	—
Total general revenues and special items					<u>(334,146)</u>	<u>22,481,117</u>	<u>22,146,971</u>
Change in net position					(334,146)	26,106,465	25,772,319
Net position - beginning of year					334,146	67,886,229	68,220,375
Net position - end of year					\$ <u>—</u>	<u>93,992,694</u>	<u>93,992,694</u>

See accompanying notes to financial statements.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Statement of Activities
Year Ended June 30, 2017

<u>Functions/Programs</u>	<u>Expenses</u>	<u>Program Revenues</u>			<u>Net (Expense) Revenue and Changes in Net Position</u>		
		<u>Charges for Services</u>	<u>Operating Grants and Contributions</u>	<u>Capital Grants and Contributions</u>	<u>Governmental Activities</u>	<u>Business-Type Activities</u>	<u>Total 2017</u>
Governmental activities							
Development activities	\$ —	—	—	55,008	55,008	—	55,008
Business-type activities							
Authority operations	12,600,400	3,633,404	11,846,485	99,431	—	2,978,920	2,978,920
Total	\$ 12,600,400	3,633,404	11,846,485	154,439	55,008	2,978,920	3,033,928
General Revenues:							
Unrestricted investment earnings					\$ —	33,711	33,711
Total general revenues and special items					—	33,711	33,711
Change in net position					55,008	3,012,631	3,067,639
Net position - beginning of year					279,138	64,873,598	65,152,736
Net position - end of year					\$ 334,146	67,886,229	68,220,375

See accompanying notes to financial statements.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
Component Unit of the City of Virginia Beach, Virginia

Balance Sheets - Governmental Fund
Special Projects
June 30, 2018 and 2017

	2018	2017
Assets		
Restricted cash and cash equivalents (notes 2 and 3)	\$ —	1,120,862
Total assets	—	1,120,862
Liabilities and Fund Balance		
Liabilities (note 6)		
Accounts payable and accrued liabilities	—	1,000,000
Unearned Revenue	—	120,862
Total liabilities	—	1,120,862
Fund balance		
Unreserved	—	—
Total fund balances	—	—
Total liabilities and fund balance	\$ —	1,120,862
Reconciliation to Statement of Net Position:		
Ending fund balance	\$ —	—
Adjustments for the Statement of Net Position:		
Capital assets used in government activities are not current financial resources and therefore not reported in the governmental fund	—	334,146
Net Position of Governmental Activities	\$ —	334,146

See accompanying notes to financial statements.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
Component Unit of the City of Virginia Beach, Virginia

Statements of Revenues, Expenditures, and Changes in Fund Balance - Governmental Fund
Special Projects
Years Ended June 30, 2018 and 2017

	2018	2017
Revenues		
City Contributions:		
Town Center Infrastructure	\$ —	55,008
Total revenues	—	55,008
Expenditures		
Construction:		
Town Center Infrastructure	—	55,008
Total expenditures	—	55,008
Excess of revenues over expenditures	—	—
Net change in fund balance	—	—
Fund balance at beginning of year	—	—
Fund balance at end of year	\$ —	—
Reconciliation to Statement of Activities		
Net change in fund balance	\$ —	—
Adjustment for the Statement of Activities		
Transfer of infrastructure to Proprietary Fund	(334,146)	—
Governmental funds report capital outlays as expenditures while governmental activities capitalize such costs	—	55,008
Changes in net position of governmental activities	\$ (334,146)	55,008

See accompanying notes to financial statements.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
Component Unit of the City of Virginia Beach, Virginia

Statements of Net Position - Proprietary Fund
Authority Operations
June 30, 2018 and 2017

	2018	2017
Assets		
Current assets:		
Cash and cash equivalents (note 2)	\$ 8,900,690	9,302,712
Receivables, net (note 4)	75,491	42,350
Receivables, restricted (note 4)	6,037,907	2,867,156
Total current assets	15,014,088	12,212,218
Noncurrent assets:		
Restricted cash and cash equivalents (notes 2 and 3)	2,579,182	2,028,495
Receivables, restricted (note 4)	7,055,872	7,515,732
Receivables, net (note 4)	-	-
Land/building inventory	44,078,965	22,362,431
Capital assets (note 5)		
Other non-depreciable assets and capitalized costs	1,130,390	1,130,390
Construction in Progress	1,223,812	—
Land	19,326,870	19,326,870
Buildings and equipment	119,933,212	119,933,212
Less accumulated depreciation	(36,763,096)	(33,633,877)
Total noncurrent assets	158,565,207	138,663,253
Total assets	173,579,295	150,875,471
Deferred Outflows of Resources		
Debt refundings resulting in loss transactions	728,068	862,121
Liabilities		
Current liabilities:		
Accounts payable (note 6)	8,436,277	8,314,919
Accrued liabilities (note 6)	935,335	1,024,449
Liabilities payable from restricted assets (note 6)	41,500	11,500
Unearned liabilities (note 6)	2,388,598	1,399,013
Bonds, notes, and loans payable (note 7)	7,288,840	7,413,840
Total current liabilities	19,090,550	18,163,721
Bonds, notes and loans payable (note 7)	60,173,763	64,484,426
Total liabilities	79,264,313	82,648,147
Deferred Inflows of Resources		
Debt refundings resulting in gain transactions	1,050,356	1,203,216
Net Position		
Net Investment in Capital Assets	37,066,298	34,517,234
Restricted - other purposes (note 3)	6,354,357	2,855,578
Unrestricted	50,572,039	30,513,417
Total net position	\$ 93,992,694	67,886,229

See accompanying notes to financial statements.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
Component Unit of the City of Virginia Beach, Virginia

Statements of Revenues, Expenses and Changes in Fund Net Position - Proprietary Fund
Authority Operations
Years Ended June 30, 2018 and 2017

	2018	2017
Operating Revenues:		
Land sales	\$ 1,240,800	735,000
Industrial revenue bond fees (note 8)	139,356	130,396
Lease income (note 10)	2,669,134	2,711,616
Virginia Beach National Golf Course revenue (note 10)	118,980	53,415
Miscellaneous income	2,250	2,977
Total operating revenues	4,170,520	3,633,404
Operating Expenses:		
Cost of land sold	2,222,853	167,741
Virginia Beach National Golf Course (note 10)	118,980	53,415
General and other expenses	6,050,037	4,509,093
Depreciation	3,129,219	3,129,219
Garage operations	2,142,065	1,793,858
Total operating expenses	13,663,154	9,653,326
Operating loss	(9,492,634)	(6,019,922)
Nonoperating Revenues (Expenses):		
City of Virginia Beach	17,000,371	11,911,816
Construction expenses	(1,223,812)	—
Charity Golf Tournament revenues	30,540	34,100
Charity Golf Tournament expenses	(47,086)	(17,497)
Interest income	34,233	33,711
Interest expense (note 9)	(2,642,031)	(2,929,577)
Total nonoperating revenues (expenses)	13,152,215	9,032,553
Income before transfers and capital contributions	3,659,581	3,012,631
Other Financing Sources (Uses):		
Capital Contributions - Transfer of land from City	26,505,981	—
Capital Distributions - Transfer of land to City	(4,393,243)	—
Capital Distributions - Transfer of infrastructure	334,146	—
Change in net position	26,106,465	3,012,631
Total net position at beginning of year	67,886,229	64,873,598
Total net position at end of year	\$ 93,992,694	67,886,229

See accompanying notes to financial statements.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
Component Unit of the City of Virginia Beach, Virginia

Statements of Cash Flows - Proprietary Fund
Authority Operations
Years Ended June 30, 2018 and 2017

	2018	2017
Cash flows from operating activities:		
Receipts from customers and users	\$ 4,111,331	3,628,535
EDIP cash receipts	3,000,000	1,000,000
Other operating cash receipts (disbursements)	30,000	1,500
Cash payments to suppliers of goods and services	(9,523,095)	(6,067,352)
Net EDIP activities	(3,431,582)	(1,189,323)
Net cash provided by (used in) operating activities	(5,813,346)	(2,626,640)
Cash flows from capital and related financing activities:		
Principal Repayment on Long-Term Debt	(7,413,840)	(14,901,280)
Proceeds from bond issuance	2,955,000	7,880,000
Interest Paid on Long-Term Debt	(3,007,282)	(3,350,455)
Capital contributions from City	13,179,251	12,661,817
Construction expenses	(889,666)	—
Charity Golf Outing Proceeds, net	(16,547)	16,601
Transfer from Special Fund	1,120,862	—
Net cash provided by (used in) capital and related financing activities	5,927,778	2,306,683
Cash flows from investing activities:		
Interest	34,233	33,711
Net cash provided by (used in) investing activities	34,233	33,711
Net increase (decrease) in cash and cash equivalents	148,665	(286,246)
Cash and cash equivalents at beginning of year	11,331,207	11,617,453
Cash and cash equivalents at end of year	\$ 11,479,872	11,331,207
Classified as:		
Current assets	\$ 8,900,690	9,302,712
Restricted assets	2,579,182	2,028,495
	\$ 11,479,872	11,331,207
Reconciliation of operating income to net cash provided by operating activities:		
Operating income (loss)	\$ (9,492,634)	(6,019,922)
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation and amortization expense	3,225,071	3,225,071
Effects of Changes in operating assets and liabilities		
Receivables, net	2,970,811	996,631
Accounts and other payables	(24,233,128)	(660,679)
Land Inventory	21,716,534	(167,741)
Net cash provided by (used in) operating activities	\$ (5,813,346)	(2,626,640)
Noncash transactions:		
Amortization on bond discount/premium	\$ (161,477)	(165,626)
EDIP Appropriations	\$ 2,540,140	2,661,138

See accompanying notes to financial statements.

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CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2018 and 2017

(1) Summary of Significant Accounting Policies

Narrative Profile

The City of Virginia Beach (the City) Development Authority (the Authority) was established by an act of the Virginia General Assembly in 1964 to facilitate expansion of the City's tax base through increased business investment and to create employment opportunities within the City. A commission composed of eleven commissioners appointed by the Virginia Beach City Council governs the Authority.

The Authority is considered a component unit of the City for reporting purposes and, as such, will be a blended component unit in the Comprehensive Annual Financial Report of the City of Virginia Beach. Future funding and ongoing cash flows of the Authority are dependent on the City.

In evaluating how to define the Authority, for financial reporting purposes, management has determined that there are no entities over which the Authority exercises significant influence. Significant influence or accountability is based primarily on operational or financial relationships with the Authority. Since the Authority does not exercise significant influence or accountability over other entities, it has no component units.

The financial statements of the Authority have been prepared in conformity with accounting principles generally accepted in the United States of America, as specified by the Governmental Accounting Standards Board (GASB). The more significant of the Authority's accounting policies are described below.

The Authority assists in the business/industry location and retention process by acquiring, developing and reselling land, issuing Industrial Revenue Bonds, and administering the Economic Development Investment Program (EDIP). Beginning in 1995, the Authority's mission was expanded to include facilitating economic development projects for the City in order to contribute to the City's economic growth and financial health. This facilitation has been in the structuring of public-private partnerships between the City and private entities.

(A) *Basis of Financial Reporting*

GASB has established requirements and a reporting model for the annual financial reports of state and local governments. The Statement was developed to make annual reports easier to understand and more useful to the people who use governmental financial information to make decisions and includes:

Management's Discussion and Analysis – GASB Statement No. 34 requires that financial statements be accompanied by a narrative introduction and analytical overview of the government's financial activities in the form of "management's discussion and analysis" (MD&A). This analysis is similar to analysis the private sector provides in their annual reports.

Entity-Wide Financial Statements – The reporting model includes financial statements prepared using full accrual accounting for all of the government's activities. This approach includes not just current assets and liabilities (such as cash and accounts payable) but also capital assets, deferred outflows/inflows of resources, and long-term liabilities (such as buildings and infrastructure, including bridges and roads, and general obligation debt). Accrual accounting also reports all of the revenues and costs of providing services each year, not just those received or paid in the current year or soon thereafter.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2018 and 2017

Statement of Net Position – The Statement of Net Position is designed to display the financial position of the Authority (government and business-type activities). Governments report all capital assets, including infrastructure, and deferred outflows/inflows of resources in the government-wide statement of net position and report depreciation expense – the cost of “using up” capital assets – in the statement of activities. The net position of a government will be broken down into three categories: 1) net investment in capital assets; 2) restricted; and 3) unrestricted.

Statement of Activities – The government-wide Statement of Activities reports expenses and revenues in a format that focuses on the cost of each of the Authority’s functions. The expense of individual functions is compared to the revenues generated directly by the function (for instance, through user charges or intergovernmental grants).

(B) *Entity–Wide and Fund Financial Statements*

The basic financial statements include both entity-wide (based upon the Authority as a whole) and fund financial statements. Both the entity-wide and fund financial statements (within the basic financial statements) categorize primary activities as either governmental or business type. In the entity-wide statement of net position, both the governmental and business-type activities columns are reflected on a full accrual, and economic resources basis, which incorporates long-term assets and receivables as well as long-term debt and obligations. As a general rule, the effect of interfund activity has been eliminated from the entity-wide financial statements. The restricted cash and cash equivalents is used for specific purposes and capital projects. When both restricted and unrestricted resources are available for use, it is the Authority’s policy to use restricted resources first, then unrestricted resources as they are needed.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment is offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. The program revenues must be directly associated with the function or a business-type activity. Program revenues include: 1) charges to customers or applicants who purchase, use or directly benefit from goods, services, or privileges provided by a given function or segment; and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. The Authority does not allocate indirect expenses.

(C) *Measurement Focus and Basis of Accounting*

The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. All governmental funds are accounted for using the current financial resources measurement focus. With this measurement focus, only current assets and current liabilities generally are included on the balance sheet in the fund statements. Long-term assets and long-term liabilities are included in the entity-wide statements. Operating statements of the governmental funds present increases (i.e., revenues and other financing sources) and decreases (i.e., expenditures and other financing uses) in net current assets.

The entity-wide Statement of Net Position, Statement of Activities, and Proprietary Fund statements are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and deferred outflows and all liabilities and deferred inflows associated with the operation of these activities are included on the statement of net position. Operating statements present increases (e.g., revenues) and decreases (e.g., expenses) in net total position.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2018 and 2017

The statement of net position, statement of activities, and financial statements of the Proprietary Fund are presented on the accrual basis of accounting. Under this method of accounting, revenues are recognized when earned and expenses are recorded when liabilities are incurred without regard to receipt or disbursement of cash. Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the Authority Operations fund include the sale of land within Authority corporate parks, administrative fees for the issuance of Industrial Revenue Bonds, and lease income. Operating expenses include the cost of land sold, selling and administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses. When both restricted and unrestricted assets are available for use, it is the Authority's policy to apply restricted assets first, then unrestricted assets as needed.

The fund financial statements of the Special Projects Fund are maintained and reported on the modified accrual basis of accounting using the current financial resources measurement focus. Under this method of accounting, revenues are recognized when susceptible to accrual (i.e. when they become measurable and available). Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. The only revenue source that meets the "susceptible to accrual" criteria is city contributions. For this purpose, the Authority considers the revenues to be available if they are collected within 45 days of year-end. Expenditures, other than accrued interest on long-term debt, are recorded when the fund liability is incurred.

The Authority reports the following major governmental fund:

The **Special Projects Fund** is used to account for the financial resources for the acquisition or construction of ongoing economic development projects conducted on behalf of the City. The fund was closed as of June 30, 2018.

The Authority reports the following major proprietary fund:

The **Authority Operations Fund** accounts for the activities of the Authority which charges fees for Industrial Revenue Bonds, acquires, develops, and resells land, and administers the EDIP.

(D) Capital Assets

All capital assets are stated at cost. Capital assets are defined as assets with initial, individual costs exceeding a \$5,000 threshold. Depreciation is computed on the straight-line method over the following estimated useful lives:

Buildings	40 years
Improvements	5-10 years
Equipment	5-10 years

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2018 and 2017

A full month's depreciation is taken in the month an asset is placed in service unless otherwise stated. When property and equipment are disposed, the cost of those assets and depreciation are removed from the respective accounts, and the resulting gain or loss is recorded in the Authority's Proprietary Fund.

(E) *Land/Building Inventory*

Land is stated at acquisition cost plus improvements and capitalized interest, if applicable, but not in excess of net realizable value. Transfers of land from the City to the Authority are recorded at the same carrying value so that no gain or loss is recognized. Capitalized costs of projects are assigned to individual components of the projects based on specific identification. If specific identification is not practicable, capitalized costs are allocated to each parcel benefited, based on relative fair value before construction. As land is sold, all costs associated with that land are charged to cost of land sold.

In fiscal year 2018, the City transferred approximately 155 acres of land located in the Princess Anne Commons area and 69.3 acres of land located at the Owl's Creek golf course to the Authority. These transfers increased the land inventory on the Authority's books by \$24,473,581 and \$2,032,400; respectively.

In fiscal year 2018, the Authority sold approximately 69.3 acres of land located at Owl's Creek golf course to Owl Creek Energy. This sale decreased the property inventory on the Authority's books by \$2,222,853.

In fiscal year 2018, the Authority transferred approximately 5.7 acres of land and a building located in the northeastern corner of the Virginia Beach Convention Center parking lot to the City. The building and land transfers decreased the Authority's land/building inventory by \$406,603 and \$3,986,640; respectively.

In fiscal year 2017, the Authority sold approximately 3.5 acres of land located in Corporate Landing to Telefonica. This sale decreased the land inventory on the Authority's books by \$167,741.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2018 and 2017

(F) *Miscellaneous*

Cash, Cash Equivalents, and Investments

The Authority has defined cash and cash equivalents to include cash on hand, demand deposits, and cash with fiscal agents. Investments are stated at amortized cost or at their fair value. Interest earnings on investments are allocated to the appropriate restricted cash account based on the average monthly cash balance. For purposes of the statement of cash flows, all highly liquid debt instruments and certificates of deposit, regardless of maturity date, are grouped into cash and cash equivalents.

Restricted Cash

Restricted cash includes: 1) option deposits on land; 2) excess funds from Town Center option land note and bond proceeds; 3) funds for capital and structural improvements and repairs and maintenance to the Social Services facility; 4) funds for the EDIP; 5) funds for the Bio-Initiative; 6) funds for capital and structural improvements and repairs and maintenance to the Virginia Beach National Golf Course facility; 7) funds for capital and structural improvements for the assets located in Town Center; 8) funds held for the design of the pedestrian bridge; 9) cash on deposit for the ITA study and 10) funds held for the Vibe District Matching Grant program. These funds are designated for a specific purpose in accordance with the project or use of funds.

Accounts Receivable

Where appropriate, trade receivables are shown net of an allowance for doubtful accounts.

Bond Premiums and Discounts

Bond premiums and discounts are deferred and amortized over the life of the bonds using the straight-line method, which approximates the effective interest method. Bonds are reported net of the applicable bond premium or discount. Per City policy, premiums and discounts are only allocated to the Authority when the related bonds are issued to acquire an asset that will be owned by the Authority.

Deferred Outflows and Inflows of Resources

Deferred outflows of resources consist of the amount by which the principal of a refunding bond that exceeded the net carrying amount of the refunded debt. The deferred outflow is being amortized over the remaining life of the refunded debt.

Deferred inflows of resources consist of the amount by which the net carrying amount of refunded debt exceeded the principal of a refunding bond. The deferred inflow is being amortized over the remaining life of the refunded debt.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2018 and 2017

(G) On-behalf payments- Compensation

The Authority's operations are managed by City employees as part of shared responsibilities for the Authority and the City. The City also provides accounting, cash collections, debt service and legal services for the Authority. Due to the shared responsibilities of the employees, the portion of their time spent managing the Authority is immaterial the Authority.

(2) Cash and Cash Equivalents

The Authority's June 30, 2018 bank balance was fully covered by the Federal Depository Insurance Corporation (FDIC) or collateralized in accordance with the Virginia Security for Public Deposits Act (the Act). Under the Act, banks and savings and loans holding public deposits in excess of the amounts insured by FDIC must pledge collateral to secure those public deposits in amounts set by regulations or action of the Treasury Board. Banks and savings and loans holding public deposits have two methods to secure Virginia public deposits: the dedicated method or the pooled method.

Under the dedicated method, public depositories can secure public deposits without accepting the contingent liability for the losses of public deposits of other qualified public depositories. Because the Commonwealth can only look to the collateral pledged by the depository choosing the dedicated method to cover any losses of deposits if the depository fails, the collateral required to be pledged and the reporting requirements under the dedicated method are more stringent than under the pooled method. Depositories choosing the dedicated method must pledge collateral between 105% to 130% of the public deposit balances net of FDIC based on the financial condition of the depository. Dedicated depositories are required to report their public deposit balances and the market value of pledged collateral on a weekly basis.

Under the pooled method, public depositories accept a contingent liability for the possible loss of public deposits from the failure of other public depositories that choose the pooled method. In the event of the failure of a pooled depository, the Treasury Board would first look to the collateral pledged by the failed depository to recover the loss of public deposits. If the realized value of the pledged collateral of the failed depository is not sufficient to cover the loss of public deposits at the failed depository, the Treasury Board will assess the remaining loss against the other depositories in the pool based on average public deposit balances held by pooled depositories during the previous twelve months.

For pooled banks and savings and loans, the collateral requirements approved by the Treasury Board in February 2009 are now effective. For the first \$50 million in public deposits, the bank is required to pledge 50% collateral. For public deposits between \$50 million and \$250 million, the bank is required to pledge 75% collateral. For public deposits over \$250 million, the bank is required to pledge 100% collateral. Based on their financial condition, the Treasury Board may require some pooled banks to pledge 100% collateral.

The Treasury Board is responsible for monitoring compliance with the collateralization and reporting requirements of the Act and for notifying local officials of compliance by banks and savings and loans.

The Authority had a balance of \$1.87 million and \$2.36 million invested in certificates of deposit and certificates of deposit account registry services programs at June 30, 2018 and 2017, respectively.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2018 and 2017

The reconciliations of total cash and cash equivalents to the entity-wide financial statements at June 30, 2018 and 2017 are as follows:

	Governmental Activities/ Special Projects Fund	Business-Type Activities/ Authority Operations Fund	Total 2018
Cash and Cash Equivalents - Union Bank	\$ -	8,900,690	8,900,690
Restricted Cash and Cash Equivalents -			
Option deposits	-	40,000	40,000
Town Center Option Land	-	-	-
ITA Study	-	88	88
Bio Initiative	-	885,871	885,871
Social Services	-	265,786	265,786
EDIP	-	324,550	324,550
EDIP Town Center	-	764,549	764,549
Virginia Beach National Capital Reserve	-	125,976	125,976
Security Deposits		1,500	1,500
TCC Wet Lab rent		-	-
Vibe District Matching Grant		50,000	50,000
Pedestrian Bridge	-	120,862	120,862
Total Restricted Cash and Cash Equivalents	-	2,579,182	2,579,182
Total	\$ -	11,479,872	11,479,872

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2018 and 2017

	Governmental Activities/ Special Projects Fund	Business-Type Activities/ Authority Operations Fund	Total 2017
Cash and Cash Equivalents - Bank of Hampton Roads	\$ -	9,302,712	9,302,712
Restricted Cash and Cash Equivalents -			
Option deposits	-	10,000	10,000
Town Center Option Land	-	422	422
ITA Study	-	88	88
Bio Initiative	-	1,195,527	1,195,527
Social Services	-	318,890	318,890
EDIP	-	310,670	310,670
EDIP Town Center	1,000,000	-	1,000,000
Virginia Beach National Capital Reserve	-	186,898	186,898
Security Deposits	-	1,500	1,500
TCC Wet Lab rent	-	4,500	4,500
Pedestrian Bridge	120,862	-	120,862
Total Restricted Cash and Cash Equivalents	<u>1,120,862</u>	<u>2,028,495</u>	<u>3,149,357</u>
Total	<u>\$ 1,120,862</u>	<u>11,331,207</u>	<u>12,452,069</u>

(3) Restricted Cash and Cash Equivalents

Restricted cash and cash equivalents are designated for a specific purpose as noted in the summary of significant accounting policies note (F).

Option deposits held in escrow are not available for operations. The deposits are normally applied to the sale price of optioned land if the sale is consummated, or forfeited in the event the option holder elects not to exercise the option. In the event the Authority is unable to satisfy its obligations stated in the option agreements, the option deposits would be fully refundable to the option holder. Option deposits were \$40,000 and \$10,000 in the Authority Operations fund at June 30, 2018 and 2017, respectively.

Bio Initiatives funding of \$0 and \$650,000 was provided to the Authority in fiscal years 2018 and 2017, respectively, to support focus areas identified by the Bio-Medical Task Force. The programs goal is to drive new companies and start-ups to our region, especially to the Princess Anne Commons Biomedical cluster. Bio Initiative cash at June 30, 2018 and 2017 was \$885,871 and \$1,195,527, respectively.

The Social Services Facility reserve accounts at June 30, 2018 and 2017 were \$265,786 and \$318,890, respectively. These funds are reserved for capital and structural improvements, maintenance, and repairs to the facility in accordance with the lease agreement (See note 10).

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The EDIP accounts were established in February 1994 through funds that the City appropriated from the Capital Improvement Program EDIP Project for economic development activities. This program represents annual funding from the City to the Authority to be used for on-site and off-site infrastructure needs as well as training expenses for businesses meeting certain criteria. Businesses having received EDIP awards or projects having received EDIP funding are reimbursed for qualifying expenses out of these accounts. EDIP cash and cash equivalents in the Operations Fund at June 30, 2018 and 2017 were \$324,550 and \$310,670 respectively. During fiscal year 2016, City Council approved \$1,000,000 of EDIP funding to be used to partially fund the public obligations as set forth in the Town Center Phase VI Support Agreement. In the Operations Fund at June 30, 2018, the balance of the Town Center Phase VI funding was \$764,549.

Beginning in April of 2008, the VBDA began receiving 5% of gross receipts from Virginia Beach National Golf Course (formerly known as TPC Golf Course) to fund capital maintenance and repairs to the facility. These payments are received on a monthly basis per the management agreement. At June 30, 2018 and 2017, the balance of the Virginia Beach National capital reserve account was \$125,976 and \$186,898, respectively.

During fiscal year 2008, City Council approved \$200,000 of CIP funding for the design of the pedestrian bridge across Virginia Beach Boulevard in addition to the \$200,000 in an existing CIP account. The Authority was responsible for awarding and administering the contract with the architect throughout the design process. The balance of the funding at June 30, 2018 and 2017 was \$120,862 for both years.

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(4) Receivables

Receivables at June 30, 2018 and 2017 consist of the following:

	Governmental Activities/ Special Projects Fund	Business-type Activities/ Authority Operations Fund	Total 2018
Authority Operations	\$ -	75,491	75,491
Due from City of Virginia Beach	-	3,144,702	3,144,702
Vanguard Landing loan	-	2,850,406	2,850,406
Virginia Beach National long-term maintenance	-	32,654	32,654
Heron Ridge basic rent	-	10,145	10,145
EDIP appropriations from City	-	7,055,872	7,055,872
Gross accounts receivable	-	13,169,270	13,169,270
Less: Allowance for Uncollectibles	-	-	-
Accounts receivable, net	\$ -	13,169,270	13,169,270

	Governmental Activities/ Special Projects Fund	Business-type Activities/ Authority Operations Fund	Total 2017
Authority Operations	\$ -	42,350	42,350
Vanguard Landing loan	-	2,850,406	2,850,406
Virginia Beach National long-term maintenance	-	16,750	16,750
EDIP appropriations from City	-	7,515,732	7,515,732
Gross accounts receivable	-	10,425,238	10,425,238
Less: Allowance for Uncollectibles	-	-	-
Accounts receivable, net	\$ -	10,425,238	10,425,238

In fiscal year 2014, the Authority authorized an interest-free loan of \$2,850,406 to Vanguard Landing Inc. for a project that provides residential and employment opportunities for persons with intellectual difficulties. The agreement calls for annual repayments beginning February 2022, with all principal being due February 2029.

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(5) Capital Assets

The following schedules summarize the capital assets of the Authority as of June 30, 2018 and 2017:

	Balance			Balance
	June 30, 2017	Increase	Decrease	June 30, 2018
Governmental Activities				
Non-depreciable assets:				
Construction in progress	\$ 334,146	-	(334,146)	-
Business-Type Activities/Authority				
Operations Fund:				
Non-depreciable assets:				
Other non-depreciable assets	\$ 1,130,390	-	-	1,130,390
Construction in progress	-	1,223,812	-	1,223,812
Land	19,326,870	-	-	19,326,870
Total non-depreciable assets	20,457,260	1,223,812	-	21,681,072
Depreciable Assets:				
Buildings	119,368,147	-	-	119,368,147
Equipment and fixtures	565,065	-	-	565,065
Total depreciable assets	119,933,212	-	-	119,933,212
Less Accumulated Depreciation for:				
Buildings	(33,255,106)	(3,106,533)	-	(36,361,639)
Equipment and fixtures	(378,771)	(22,686)	-	(401,457)
Total accumulated depreciation	(33,633,877)	(3,129,219)	-	(36,763,096)
Net Depreciable Assets	86,299,335	(3,129,219)	-	83,170,116
Capital Assets, Net	\$ 106,756,595	(1,905,407)	-	104,851,188

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	Balance			Balance
	June 30, 2016	Increase	Decrease	June 30, 2017
Governmental Activities				
Non-depreciable assets:				
Construction in progress	\$ 279,138	55,008	-	334,146
Business-Type Activities/Authority				
Operations Fund:				
Non-depreciable assets:				
Other non-depreciable assets	\$ 1,130,390	-	-	1,130,390
Land	19,326,870	-	-	19,326,870
Total non-depreciable assets	20,457,260	-	-	20,457,260
Depreciable Assets:				
Buildings	120,710,147	-	(1,342,000)	119,368,147
Equipment and fixtures	565,065	-	-	565,065
Total depreciable assets	121,275,212	-	(1,342,000)	119,933,212
Less Accumulated Depreciation for:				
Buildings	(31,490,573)	(3,106,533)	1,342,000	(33,255,106)
Equipment and fixtures	(356,085)	(22,686)		(378,771)
Total accumulated depreciation	(31,846,658)	(3,129,219)	1,342,000	(33,633,877)
Net Depreciable Assets	89,428,554	(3,129,219)	-	86,299,335
Capital Assets, Net	\$ 109,885,814	(3,129,219)	-	106,756,595

At June 30, 2018 and 2017, depreciation expense related to capital assets was \$3,129,219 and \$3,129,219, respectively, and has been charged to the Authority's Operations Fund.

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(6) Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities at June 30, 2018 and 2017 consist of the following:

	Governmental Activities/ Special Projects Fund	Business-Type Activities/ Authority Operations Fund	Total 2018
Accounts payable	\$ -	\$ 214,886	\$ 214,886
Accounts Payable-CIP	-	10,496	10,496
Accounts Payable-City	-	65,923	65,923
Accounts Payable-EDIP	-	8,144,972	8,144,972
Total Accounts Payable	<u>-</u>	<u>8,436,277</u>	<u>8,436,277</u>
Accrued interest	-	935,335	935,335
Total Accrued Liabilities	<u>\$ -</u>	<u>\$ 935,335</u>	<u>\$ 935,335</u>
Option deposits	-	40,000	40,000
Security deposits	-	1,500	1,500
Total Liabilities payable from restricted assets	<u>\$ -</u>	<u>\$ 41,500</u>	<u>\$ 41,500</u>
Advances from City	-	1,223,812	1,223,812
Golf Course	-	157,965	157,965
Pedestrian Bridge	-	120,862	120,862
ITA Study	-	88	88
Bio Initiative	-	885,871	885,871
Total Unearned Revenues	<u>\$ -</u>	<u>\$ 2,388,598</u>	<u>\$ 2,388,598</u>

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	Governmental Activities/ Special Projects Fund	Business-Type Activities/ Authority Operations Fund	Total 2017
Accounts payable	\$ -	\$ 149,909	\$ 149,909
Accounts Payable-CIP	-	10,496	10,496
Accounts Payable-City	-	328,112	328,112
Accounts Payable-EDIP	1,000,000	7,826,402	8,826,402
Total Accounts Payable	<u>1,000,000</u>	<u>8,314,919</u>	<u>9,314,919</u>
Accrued interest	-	1,024,449	1,024,449
Total Accrued Liabilities	<u>\$ -</u>	<u>\$ 1,024,449</u>	<u>\$ 1,024,449</u>
Option deposits	-	10,000	10,000
Security deposits	-	1,500	1,500
Total Liabilities payable from restricted assets	<u>\$ -</u>	<u>\$ 11,500</u>	<u>\$ 11,500</u>
Advances from City	-	-	-
Golf Course	-	203,398	203,398
Pedestrian Bridge	120,862	-	120,862
ITA Study	-	88	88
Bio Initiative	-	1,195,527	1,195,527
Total Unearned Revenues	<u>\$ 120,862</u>	<u>\$ 1,399,013</u>	<u>\$ 1,519,875</u>

On December 7, 2006, the City Council appropriated \$350,000 for the operating expenses associated with the TPC Golf Course facility. After all expenses were incurred, the remaining funding was retained for future capital maintenance and repairs to the facility. In addition, the Authority began receiving 5% of gross revenues on a monthly basis from Virginia Beach National Golf Course (formerly known as TPC) in April of 2008, and this funding is restricted for capital repairs and maintenance to the facility. At June 30, 2018 and 2017, the outstanding balance in the accounts payable-Golf Course account was \$157,965 and \$203,398.

At June 30, 2018 and 2017, unused CIP funding for the Burton Station project was \$10,496 for both years. Funding for this CIP project was on deposit from the City. This funding will be used for future expenses related to the associated project.

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The Authority also received funding from the City's CIP to pay for the design of the Pedestrian Bridge across Virginia Beach Boulevard. At June 30, 2018 and 2017, \$120,862 of funding remained for the design fees for both years.

Bio Initiatives funding of \$0 and \$650,000 was provided to the Authority in fiscal years 2018 and 2017 to support focus areas identified by the Bio-Medical Task Force. The program's goal is to drive new companies and start-ups to our region, especially to the Princess Anne Commons Biomedical cluster. Bio Initiative cash at June 30, 2018 and 2017 was \$885,871 and \$1,195,527, respectively.

(7) Long-Term Debt

(A) Revenue Bonds

The Authority issues revenues bonds from time to time for the purpose of financing capital improvements and new projects. In February 1998, the Authority issued \$9,800,000 of Series 1998 Lease Revenue Bonds. The purpose of the bonds was to purchase a new building (Social Services Facility) from the City of Virginia Beach. The Series 1998 Lease Revenue Bonds' interest rates ranged from 4.3% to 5.0%. The principal was paid annually and interest was paid semi-annually with rental payments received from the City (see note 10) with final payment due December 2017. These bonds were refinanced in June 2012 and again in June 2014.

In May of 2005, the Authority acted as the conduit issuer for \$94,900,000 in Series 2005A Public Facility Revenue Bonds and \$9,000,000 in Series 2005B Taxable Public Facility Revenue Bonds at the request of the City of Virginia Beach. The Authority's financial statements only reflect \$21,080,000 in Series 2005A Public Facility Revenue Bonds and \$9,000,000 in Series 2005B Taxable Public Facility Revenue Bonds. In fiscal year 2005, \$22,130,000 of 2005 bond proceeds were used to purchase a portion of the 31st Street Parking Garage and the 9th Street Parking Garage. In fiscal year 2006, the Authority used a portion of the 2005 bond proceeds in the amount of \$13,616,672 to purchase the Block 10 Parking Garage located in Town Center. The City's share of the bond proceeds were used to finance various public facilities, including the replacement of the Convention Center, construction of a parking facility for the Virginia Aquarium and Marine Science Center, Open Space site acquisition, construction of an Emergency Communications Operation Center, and various equipment and software used for the operation of the City. The Authority and the City entered into support agreements, dated September 1, 2003 and May 1, 2005, whereby the City supports all Authority financial obligations (principal and interest payments) with regard to the bonds. The source of the City's support for the Town Center Public Parking Garage portion of these issues is the CBD-South Tax Increment Financing District. The Authority's bond proceeds are presented in the business-type activity statements. The Bonds' interest rates ranged from 4.0% to 5.0% for Series 2005A and 4.75% to 5.0% for Series 2005B. The final payment on Series 2005A was May 2015. Series 2005B bonds were fully refinanced as Series 2016B bonds in November 2016.

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In June of 2007, the Authority acted as the conduit issuer for \$96,835,000 in Series 2007A Public Facility Revenue Bonds and \$4,030,000 in Series 2007B Taxable Public Facility Revenue Bonds at the request of the City of Virginia Beach. The Authority's financial statements only reflect \$21,555,000 in Series 2007A Public Facility Revenue Bonds and \$4,030,000 in Series 2007B Taxable Public Facility Revenue Bonds. In fiscal year 2008, the bond proceeds were used to purchase the Block 7 Parking Garage, the Block 7 Conference Center, and the Pedestrian Bridge connecting Block 7 and Block 12 located in Town Center. The City's share of the bond proceeds were used to finance various public facilities, including the replacement of the Pavilion Theater and the Convention Center, the construction of the Sandler Center for the Performing Arts, Open Space Site acquisition, a Revenue Assessment and Collection System, a City/School Human Resource Payroll System, and an Automatic Vehicle Locator System. The Authority and the City entered into a support agreement, dated June 1, 2007, whereby the City supports all Authority financial obligations (principal and interest payments) with regard to the bonds. The source of the City's support for the Town Center Public Parking Garage, Pedestrian Bridge, and Conference Center portion of these issues is the CBD-South Tax Increment Financing District. The Authority's bond proceeds are presented in the business-type activity statements. The Bonds' interest rates were 5.00% for Series 2007A and the rates ranged from 5.85% to 6.50% for Series 2007B. In June 2015, \$9,705,000 in Series 2007A bonds was refinanced as Series 2015B bonds. In November 2016, \$2,805,000 in Series 2007B bonds was refinanced as Series 2016B bonds. The final payment on Series 2007B bonds was July 2016. The final payment on Series 2007A was due July 2018.

In June of 2014, the Authority acted as the conduit issuer for \$44,975,000 in Series 2014A Public Facility Revenue Bonds at the request of the City of Virginia Beach. The Authority's financial statements only reflect \$18,781,631 in Series 2014A Public Facility Revenue Bonds. In fiscal year 2015, the bond proceeds were used to purchase the Block 11 Parking Garage located in Town Center. The City's share of the bond proceeds were used to finance various public facilities, including the replacement of the Bow Creek Community Recreation Center, the construction of the consolidated Old Donation Center/Kemps Landing Magnet school, a Revenue Assessment and Collection System, renovation to school HVAC systems, and roadway improvements at Burton Station Road, Centerville Turnpike, Laskin Road, Pacific Avenue, and Greenwich Road. The Authority and the City entered into a support agreement, dated June 1, 2014, whereby the City supports all Authority financial obligations (principal and interest payments) with regard to the bonds. The source of the City's support for the Town Center Public Parking Garage portion of these issues is the CBD-South Tax Increment Financing District. The Authority's bond proceeds are presented in the business-type activity statements. The Bonds' interest rates ranged from 2.00% to 5.00% for Series 2014A. The final payment on Series 2014A is due May 2034.

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In March of 2018, the Authority acted as the conduit issuer for \$33,395,000 in Series 2018A Public Facility Revenue Bonds at the request of the City of Virginia Beach. The Authority's financial statements only reflect \$2,955,000 in Series 2018A Public Facility Revenue Bonds. In fiscal year 2019, the bond proceeds were used to purchase the Block 9 public plaza and elevate the Zeiders American Dream Theater located in Town Center. The City's share of the bond proceeds were used to finance various public facilities, including the modernization/replacement of John B. Dey Elementary, Thoroughgood Elementary, and Princess Anne Middle Schools, the construction of the Adam Thoroughgood House Visitor Center, a Revenue Assessment and Collection System, and roadway improvements at 19th Street, 29th Street, Burton Station Road, Laskin Road, Pacific Avenue, and Greenwich Road. The Authority and the City entered into a support agreement whereby the City supports all Authority financial obligations (principal and interest payments) with regard to the bonds. The source of the City's support for the Town Center Public Parking Garage portion of these issues is the CBD-South Tax Increment Financing District. The Authority's bond proceeds are presented in the business-type activity statements. The Bonds' interest rates ranged from 3.00% to 5.00% for Series 2018A. The final payment on Series 2018A is due April 2038.

(B) Long-term debt activities for the year ended June 30, 2018 and 2017 were as follows:

	<u>Balance June 30, 2017</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance June 30, 2018</u>	<u>Amounts Due Within One Year</u>
Business-type activities/Authority					
Operations Fund					
Bonds and notes payable:					
Public facility revenue bonds	\$ 70,059,789	2,955,000	(7,413,840)	65,600,949	7,288,840
	70,059,789	2,955,000	(7,413,840)	65,600,949	7,288,840
Add: Bond premium	1,885,696	207,061	(169,171)	1,923,586	-
Less: Bond discount	(47,219)	(22,407)	7,694	(61,932)	-
Business- Type Activities/Authority					
Long-Term Debt	\$ <u>71,898,266</u>	<u>3,139,654</u>	<u>(7,575,317)</u>	<u>67,462,603</u>	<u>7,288,840</u>

	<u>Balance June 30, 2016</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance June 30, 2017</u>	<u>Amounts Due Within One Year</u>
Business-type activities/Authority					
Operations Fund					
Bonds and notes payable:					
Public facility revenue bonds	\$ 77,081,069	7,880,000	(14,901,280)	70,059,789	7,413,840
	77,081,069	7,880,000	(14,901,280)	70,059,789	7,413,840
Add: Bond premium	1,679,519	384,908	(178,731)	1,885,696	-
Less: Bond discount	(12,256)	(48,068)	13,105	(47,219)	-
Business- Type Activities/Authority					
Long-Term Debt	\$ <u>78,748,332</u>	<u>8,216,840</u>	<u>(15,066,906)</u>	<u>71,898,266</u>	<u>7,413,840</u>

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The requirements to amortize all long-term bonds and notes payable as of June 30, 2018, including interest payments of \$14,492,708 are summarized as follows:

<u>Fiscal Year</u>	<u>Principal</u>	<u>Interest</u>
2019	7,288,840	2,789,084
2020	7,449,119	2,468,114
2021	7,854,285	2,082,695
2022	8,446,500	1,692,175
2023	8,461,398	1,299,203
2024-2028	18,922,767	3,167,489
2029-2033	5,499,200	886,405
2034-2038	1,678,840	107,543
	<u>\$ 65,600,949</u>	<u>\$ 14,492,708</u>

(C) Advance Refunding Revenue Bonds

On May 25, 2010, the City issued \$98.035 million of Public Facility Refunding Revenue Bonds, Series 2010B and \$40.45 million of Public Facility Refunding Revenue Bonds, Series 2010C. The refunding bonds combined with \$19.03 million in premiums to provide resources to purchase U.S. Government, State and Local Government Series securities that were placed in an irrevocable trust for the purpose of generating resources for all future debt service payments of \$137.5 million of Public Facility Revenue bonds. Included in the bonds sold were \$37.015 million in Public Facility Refunding Revenue Bonds to refund debt currently held by the Virginia Beach Development Authority (VBDA). As a result, the refunded bonds are considered to be defeased and the liability has been removed from the VBDA's statement of net position. The principal and premium of the refunding bonds exceeded the net carrying amount of the old debt currently held by VBDA by \$1,540,000. This amount is being amortized over the remaining life of the refunded debt, which is equal to the life of the new debt issued. This current and advance refunding was undertaken to reduce total debt service payments over the next 13 years by \$6.36 million and resulted in an economic gain of \$4.1 million.

In June 2014, the City issued \$20.32 million of Public Facility Refunding Revenue Bonds, Series 2014B. The refunding achieved debt service savings by refinancing all or portions of certain Public Facility Revenue Bonds, Series 2005A previously issued by the Authority on behalf of the City. Included in the bonds sold were \$5.206 million in Public Facility Refunding Revenue Bonds to refund debt currently held by the VBDA. As a result, the refunded bonds are considered to be defeased and the liability has been removed from the VBDA's statement of net position. The net carrying amount of the old debt exceeded the principal and premium of the refunding bonds by \$289,016. This amount is being amortized over the remaining life of the refunded debt, which is equal to the life of the new debt issued. This advance refunding was undertaken to reduce total debt service payments over the next 11 years by \$.48 million and resulted in an economic gain of \$.41 million.

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In June 2015, the City issued \$34.89 million of Public Facility Refunding Revenue Bonds, Series 2015B. The refunding achieved debt service savings by refinancing all or portions of certain Public Facility Revenue Bonds, Series 2007A previously issued by the Authority on behalf of the City. Included in the bonds sold were \$9.436 million in Public Facility Refunding Revenue Bonds to refund debt currently held by the VBDA. As a result, the refunded bonds are considered to be defeased and the liability has been removed from the VBDA's statement of net position. The net carrying amount of the old debt exceeded the principal and premium of the refunding bonds by \$640,447. This amount is being amortized over the remaining life of the refunded debt, which is equal to the life of the new debt issued. This advance refunding was undertaken to reduce total debt service payment over the next 12 years by \$.95 million and resulted in an economic gain of \$.83 million.

In November 2016, the City issued \$7.88 million of Public Facility Refunding Revenue Bonds, Series 2016B. The refunding achieved debt service savings by refinancing all or portions of certain Public Facility Revenue Bonds, Series 2005B and 2007B previously issued by the Authority on behalf of the City. The full balance of the bonds sold was to refund debt currently held by the VBDA. As a result, the refunded bonds are considered to be defeased and the liability has been removed from the VBDA's statement of net position. The net carrying amount of the old debt fell under the principal and discount/premium of the refunding bonds by \$166,839. This amount is being amortized over the remaining life of the refunded debt, which is equal to the life of the new debt issued. This advance refunding was undertaken to reduce total debt service payment over the next 12 years by \$1.2 million and resulted in an economic gain of \$1.14 million.

Defeased Debt – In current and prior years, the City defeased certain general obligation, public improvement, and public utility bonds by placing funds in irrevocable escrow accounts to provide for future debt service payments on the defeased debt. Accordingly, the escrow account assets and liabilities for the defeased debt are not included in the City's financial statements. At June 30, 2018, the outstanding balance of the defeased debt, including current year defeased debit, attributable to the Authority is \$0, and is considered in-substance defeased.

(8) Conduit Debt - Industrial Revenue Bonds

Periodically, the Authority has issued Industrial Revenue Bonds to provide financial assistance to private-sector entities for the acquisition and construction of industrial and commercial facilities deemed to be in the public interest. The bonds are secured by the property financed and are payable solely from payments received on the underlying mortgage loans. Upon repayment of the bonds, ownership of the acquired facilities transfers to the private-sector entity served by the bond issuance. The Authority is never obligated in any manner for repayment of the bonds. Accordingly, the bonds are not reported as liabilities in the accompanying financial statements. The Authority is required to pay bond fees, as of June 30, 2018 and 2017, the Authority paid bond fees in the amount of \$139,356 and \$130,396, respectively.

As of June 30, 2018 and 2017, there were Industrial Revenue Bonds outstanding with an aggregate principal amount payable of \$78,194,941 and \$90,040,620, respectively.

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(9) Interest Cost

The Authority capitalizes interest cost related to construction in progress. The following is a summary of interest cost incurred during 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Interest cost capitalized	\$ —	—
Interest cost expensed to income	<u>2,642,031</u>	<u>2,929,577</u>
Total interest cost incurred	<u>\$ 2,642,031</u>	<u>2,929,577</u>

(10) Lease Income

Lease income as reflected in the statements of revenues, expenses, and changes in net position was \$2,669,134 and \$2,711,616, respectively for the years ended June 30, 2018 and 2017. The following is a detailed list of the revenue earned:

	<u>2018</u>	<u>2017</u>
Social Services Facility	\$ 740,200	790,300
Amphitheater rent	243,844	233,789
Virginia Beach National Operations Rent/Profit-Sharing	90,774	73,544
Heron Ridge Basic Rent / Profit Sharing	10,145	5,006
Town Center Garage	296,439	249,165
31st Street Garage	343,819	307,095
9th Street Garage	883,977	744,865
110 S Independence Blvd Building	23,186	274,852
Tidewater Community College Wet Lab Space	22,500	4,500
Town Center Block 11 office sublease	14,250	28,500
	<u>\$ 2,669,134</u>	<u>2,711,616</u>

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(A) Social Services Facility

In 1998, the Authority entered into a 20-year operating lease with the City that expired February 1, 2018. The City paid basic rent equal to the amounts required to pay the principal and interest of the Lease Revenue Bonds Series 1998, which were refinanced as Public Facility Revenue Bonds in 2012. In addition, \$50,000 had been paid semi-annually and placed in a reserve to be used as needed for capital and structural improvements, maintenance, and repair of the facility (see note 3).

The following schedule shows the composition of the Authority's investment in property under this lease:

	<u>2018</u>	<u>2017</u>
Social Services Facility (including land)	\$ 9,497,137	9,497,137
Less accumulated depreciation	(3,538,143)	(3,363,215)
Net investment in property held for lease	<u>\$ 5,958,994</u>	<u>6,133,922</u>

As of June 30, 2018, the Lease Revenue Bonds Series 1998 were paid off. There is no minimum future rental income on this lease as of June 30, 2018.

(B) Amphitheater

The Amphitheater Lease Agreement provides that Cellar Door Venues, Inc. (Cellar Door) will pay the Authority rent having three components: ground rent, basic rent, and supplemental rent. Ground rent is the sum of \$120,000 offset and reduced by the total amount of Amphitheater leasehold (real estate) taxes paid to the City during the calendar year. Cellar Door also pays basic rent to the Authority in an amount equal to 10% of adjusted ticket revenues (offset by admissions taxes paid to City), 5% of adjusted sponsorship revenues, and 5% of adjusted parking revenues paid during the year. Minimum basic rent was \$610,000 annually (before reduction of admissions taxes, parking and sponsorship revenues) until the City recovered its investment in 2008, after which time the Authority was able to retain an administrative fee. In addition, Cellar Door was also responsible for the payment of supplemental rent in the amount of \$200,000 every fifth year beginning in December of 2005. Supplemental rent was to be paid to the Authority until 2025, or until the City recovered its investment, which occurred in 2010. Section 3.2 of the Amphitheater Coordination Agreement provides that the Authority shall remit to the City an amount equal to all rent actually received from Cellar Door under the Lease Agreement, less an administrative fee. The lease expires September 30, 2035.

The Authority does not record any investment in the property.

Minimum future rental income on this lease cannot be determined in advance, but will be calculated based on the terms specified above.

(C) TPC Golf Course/Virginia Beach National Golf Course

In 1997, the Authority and TPC of Virginia Beach, L.L.C. (TPC) executed a sublease agreement, which ends in October 2037. The basic rent is offset and reduced by the total amount of taxes paid by TPC or TPC's concessionaires to the City during the calendar year.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

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Notes to Financial Statements

June 30, 2018 and 2017

On October 30, 2006, the sublease agreement between the Authority and TPC of Virginia Beach, L.L.C. was terminated, and the Authority purchased the course land and assets on December 29, 2006. TPC continued to operate the course through March 31, 2007, and basic rent for calendar year 2006 was due and received.

A new operating agreement between the Authority and Virginia Beach Golf Club, L.L.C. was signed on March 30, 2007, and the name of the course was changed to Virginia Beach National Golf Course effective April 1, 2007. The initial term of the agreement ended December 31, 2011, and was extended at the mutual option of the Authority and Virginia Beach Golf Club, L.L.C. for three additional two-year terms. The rent due to the Authority includes 10% of gross revenues paid monthly (5% for rent and 5% for future capital maintenance and repairs to the facility) as well as a profit sharing payment equal to 25% of net income generated by the Golf Course Facility in excess of \$100,000 during each calendar year.

Because of the start-up costs incurred by Virginia Beach Golf Club, the Authority agreed to an abatement of the monthly rental payments (but not profit sharing) during the period April 1, 2007 through March 31, 2008. Beginning April 1, 2008, the Authority began receiving monthly rental payments in the amount of 10% gross revenue in accordance with the lease agreement.

The following schedule shows the composition of the Authority's investment in property under this lease:

	<u>2018</u>	<u>2017</u>
Virginia Beach National Golf Course (including land)	\$ 4,636,163	4,636,163
Less accumulated depreciation	<u>(1,633,582)</u>	<u>(1,499,466)</u>
Net investment in property held for lease	<u>\$ 3,002,581</u>	<u>3,136,697</u>

Minimum future rental income on this lease cannot be determined in advance, but will be calculated based on the terms specified above.

(D) Heron Ridge Golf Course

In December 1997, the Authority and Heron Ridge Golf Club, L.C. (HRGC) executed a sublease agreement, which ends in December 2037. The basic rent is \$90,000 and is offset and reduced by the total amount of taxes paid by HRGC or HRGC's concessionaires to the City during the calendar year.

The Authority does not record any investment in the property.

Minimum future rental income on this lease cannot be determined in advance, but will be calculated based on the terms specified above.

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(E) Town Center

As part of the Town Center Phase I Development Agreement, the Authority has the right to lease the Developer up to 178 of the parking spaces in the Town Center Parking Garage (Block 4). The Master Agreement pertaining to this lease arrangement as well as the Authority's right to lease up to 10,196 square feet of vault space located in the Town Center Parking Garage (Block 4) was executed in December 2002 with a 30 year term. At June 30, 2018, parking and vault spaces were being leased at monthly rates of approximately \$125 per space and \$1 - \$2 per rental square foot, respectively.

The following schedule shows the composition of the Authority's investment in property under this lease:

	<u>2018</u>	<u>2017</u>
Town Center Block 4 Garage (including land)	\$ 22,875,431	22,875,431
Less accumulated depreciation	(8,435,649)	(7,894,324)
Net investment in property held for lease	<u>\$ 14,439,782</u>	<u>14,981,107</u>

Minimum future rental income on this lease cannot be determined in advance, but will be calculated based on the terms specified above.

As part of the Phase II Development Agreement, the Authority has the right to lease the Developer 85 of the parking spaces in the Town Center Parking Garage (Block 10). The agreement was executed in June 2003 with a 30 year term. At June 30, 2018, residential parking spaces were being leased at monthly rates of approximately \$65 per space.

The Authority also has the right to lease the Developer 1,365 square feet of storage space in the Town Center Parking Garage (Block 12). In June 2007, the Authority approved a lease agreement for the initial term of 20 years. The yearly rent is \$5 per square foot, escalating 3% each year. In the event that the Developer is unable to sublease the storage space, all rent payments are suspended while the storage space is vacant.

The following schedule shows the composition of the Authority's investment in property under the Block 10 lease:

	<u>2018</u>	<u>2017</u>
Town Center Block 10 Garage (including land)	\$ 13,616,672	13,616,672
Less accumulated depreciation	(4,096,076)	(3,770,560)
Net investment in property held for lease	<u>\$ 9,520,596</u>	<u>9,846,112</u>

Minimum future rental income on this lease cannot be determined in advance, but will be calculated based on the terms specified above.

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The following schedule shows the composition of the Authority's investment in property under the Block 12 lease:

	<u>2018</u>	<u>2017</u>
Town Center Block 12 Garage (including land)	\$ 4,465,983	4,465,983
Less accumulated depreciation	(1,193,654)	(1,104,686)
Net investment in property held for lease	<u>\$ 3,272,329</u>	<u>3,361,297</u>

Minimum future rental income on this lease cannot be determined in advance, but will be calculated based on the terms specified above.

As part of the Phase III Development Agreement, the Authority has the right to lease the Developer 72 of the parking spaces in the Town Center Parking Garage (Block 7). This agreement was executed in September 2005 with a 30 year term. At June 30, 2018, residential and commercial parking spaces were being leased at monthly rates of approximately \$65 and \$125 per space, respectively.

The following schedule shows the composition of the Authority's investment in property under this lease:

	<u>2018</u>	<u>2017</u>
Town Center Block 7 Garage (including land)	\$ 17,041,170	17,041,170
Less accumulated depreciation	(4,345,284)	(3,934,706)
Net investment in property held for lease	<u>\$ 12,695,886</u>	<u>13,106,464</u>

Minimum future rental income on this lease cannot be determined in advance, but will be calculated based on the terms specified above.

As part of the Phase V Development Agreement, the Authority has the right to lease the Developer 91 of the parking spaces in the Town Center Parking Garage (Block 11). This agreement was executed in October 2012 with a 30 year term. At June 30, 2018, residential and commercial parking spaces were being leased at monthly rates of approximately \$65 and \$125 per space, respectively.

The following schedule shows the composition of the Authority's investment in property under this lease:

	<u>2018</u>	<u>2017</u>
Town Center Block 11 Garage (including land)	\$ 20,119,490	20,119,490
Less accumulated depreciation	(1,627,700)	(1,151,300)
Net investment in property held for lease	<u>\$ 18,491,790</u>	<u>18,968,190</u>

Minimum future rental income on this lease cannot be determined in advance, but will be calculated based on the terms specified above.

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(F) 31st Street Garage

In July 2003, the 31st Street Garage Deed of Lease Agreement was executed. This provides that in 2005, Thirty-First Street, L.C. will begin paying the Authority parking rent having three components: basic rent, special basic rent, and additional rent. Basic rent is payable in equal monthly installments. Special basic rent is payable annually in advance on the first day of each lease year. Additional rent is based upon a percentage of hotel room revenues, not to exceed a maximum amount, and is payable at the end of each lease year. In addition, Thirty-First Street, L.C. is also responsible for the payment of retail rent in the amount of \$15 per square foot of retail space. Retail rent is payable in equal monthly installments. Article XIII.B.7 of the Development Agreement provides for an annual rent credit of \$260,000 for the first 25 years of the lease. The term of the lease is 65 years which expires June 30, 2070.

The following schedule shows the composition of the Authority's investment in property under this lease:

	<u>2018</u>	<u>2017</u>
31st Street Garage (including land)	\$ 17,507,500	17,507,500
Less accumulated depreciation	(4,474,121)	(4,132,150)
Net investment in property held for lease	<u>\$ 13,033,379</u>	<u>13,375,350</u>

Minimum future rental income before operations/maintenance credits on this lease as of June 30, 2018 is as follows: 2019, \$401,458; 2020, \$401,458; 2021, \$401,458; 2022, \$401,458; 2023, \$401,458.

(G) 9th Street Garage

On March 31, 2005, the Authority used proceeds from Public Facility Revenue Bonds to purchase the 9th Street Parking Garage for \$9,750,000. The garage consists of 664 spaces; however, only 610 spaces are available for public parking. The remaining 54 spaces were given to the seller as part of the purchase agreement for the Parking Garage. The garage is operated by the City of Virginia Beach. Public parking is available for purchase at rates established by the City of Virginia Beach.

The following schedule shows the composition of the Authority's investment in property under this lease:

	<u>2018</u>	<u>2017</u>
9th Street Garage (including land)	\$ 9,750,000	9,750,000
Less accumulated depreciation	(3,250,000)	(3,006,250)
Net investment in property held for lease	<u>\$ 6,500,000</u>	<u>6,743,750</u>

Minimum future rental income from this lease cannot be determined in advance, but will be calculated based on the terms above.

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June 30, 2018 and 2017

(H) 110 S Independence Blvd Building

In August 2009, the Authority purchased the former Circuit City building located at 110 South Independence Blvd for \$5,033,213. In September 2011, the Authority leased the building to Kline Imports Chesapeake. The initial lease term is for 5 years and expired September 15, 2016. The lease was extended and expired on July 31, 2017.

The following schedule shows the composition of the Authority's investment in property under this lease:

	<u>2018</u>	<u>2017</u>
110 S Independence Blvd (including land)	\$ 5,033,213	5,033,213
Less accumulated depreciation	(854,604)	(756,935)
Net investment in property held for lease	<u>\$ 4,178,609</u>	<u>4,276,278</u>

There is no minimum future rental income for this property as of June 30, 2018. There was no impairment to the building.

(11) Advances from City of Virginia Beach

Advances from the City of Virginia Beach represent funds that have been provided, by the City, to the Authority for the construction of capital projects. When construction is complete, the capital asset reverts back to the City or is transferred to the Authority's Proprietary Fund. During fiscal year 2018 and 2017, the City had advanced funding for the following capital projects:

Dome Site Project – The project entails developing land located at the southern end of the Virginia Beach boardwalk. During fiscal year 2018 and 2017, \$75,425 and \$0 was used to fund initial costs related to the development of the site.

Pedestrian Bridge – The project involves the management of the design of the Pedestrian Bridge across Virginia Beach Boulevard in accordance with the contract between the Authority and PB Americas, Inc. During fiscal year 2018 and 2017, no amounts were used to fund the costs related to the design of the Pedestrian Bridge.

Town Center Infrastructure – The project is the result of a public/private investment partnership agreement between the City, the Authority, and Town Center Associates, L.L.C. During fiscal year 2018 and 2017, \$814,241 and \$0 was used to fund infrastructure costs related to Town Center, respectively.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

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Notes to Financial Statements

June 30, 2018 and 2017

The costs for the Town Center project include infrastructure for streets, curbs and gutters, sidewalks and underground utilities. The total funding used for Phase I of the project was \$6,357,000, of which \$5,000,000 is funded through the Authority's EDIP program and \$1,357,000 was funded through the City's CIP Program. Funding used for Phase II included \$4,000,000, funded from the Authority's EDIP and \$3,700,000 from the City's CIP Program. Funding for Phase III included \$1,000,000 funded from the Authority's EDIP and \$650,000 from the City's CIP Program. The Beacon Exchange, which took place in fiscal year 2009, included funding of \$4,260,000 from the Central Business South TIF as well as \$767,946 from the Authority's EDIP. Funding for Phase V and VI of this project included \$3,500,000 and \$1,000,000, respectively, which was funded through the Authority's EDIP program.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
Component Unit of the City of Virginia Beach, Virginia

Schedules of General and Other Expenses – Authority Operations
Years Ended June 30, 2018 and 2017

	<u>2018</u>	<u>2017</u>
General expenses:		
Leases	\$ 2,625,945	1,891,816
Amphitheater box seating	35,862	34,021
Independent audit fees	17,270	18,000
Amortization	95,852	95,852
Gifts and donations	15,000	39,500
Cavalier Hotel incentives	1,137,383	—
Leasehold improvements	277,887	1,465,798
Total general expenses	<u>4,205,199</u>	<u>3,544,987</u>
Other expenses:		
Architecture and engineering	559,481	334,379
Park maintenance – Corporate Landing	36,105	98,954
Utilities – Corporate Landing fountain	4,259	3,851
Commissioner Stipend	5,150	5,250
Disposal of Asset	270,741	277,800
Consultant fees	334,991	—
Purchase credit - Owl's Creek	476,000	—
Bond Issuance Cost	—	100,001
Miscellaneous	158,111	143,871
Total other expenses	<u>1,844,838</u>	<u>964,106</u>
Total general and other expenses	<u>\$ 6,050,037</u>	<u>4,509,093</u>

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
Component Unit of the City of Virginia Beach, Virginia

Schedules of Land and Building Inventory for Resale
June 30, 2018 and 2017

Description:	2018	2017
Oceana West Corporate Park – beginning inventory July 1	\$ 1,555,548	1,555,548
Current – cost of sales	—	—
Oceana West Corporate Park – ending inventory June 30	<u>1,555,548</u>	<u>1,555,548</u>
Corporate Landing Office Park – beginning inventory July 1	9,710,889	9,878,630
Current – infrastructure design	25,558	(167,741)
Corporate Landing Office Park – ending inventory June 30	<u>9,736,447</u>	<u>9,710,889</u>
Hunt Club 2 – beginning inventory July 1	200,305	200,305
Current – cost of sales	—	—
Hunt Club 2 – ending inventory June 30	<u>200,305</u>	<u>200,305</u>
Town Center Beacon Land – beginning inventory July 1	4,877,946	4,877,946
Current – cost of sales	—	—
Town Center Beacon Land – ending inventory June 30	<u>4,877,946</u>	<u>4,877,946</u>
Headquarters Hotel Site Land - beginning inventory July 1	3,986,640	3,986,640
Current - land transfer to City	(3,986,640)	—
Headquarters Hotel Site Land - ending inventory June 30	<u>—</u>	<u>3,986,640</u>
Headquarters Hotel Site Building - beginning inventory July 1	406,603	406,603
Current - land transfer to City	(406,603)	—
Headquarters Hotel Site Building - ending inventory June 30	<u>—</u>	<u>406,603</u>
London Bridge Commerce Park - beginning inventory July 1	1,624,500	1,624,500
Current – cost of sales	—	—
London Bridge Commerce Park - ending inventory June 30	<u>1,624,500</u>	<u>1,624,500</u>
Historic Kempsville - beginning inventory July 1	—	—
Current - land acquisition and preparation	1,295,063	—
Historic Kempsville - ending inventory June 30	<u>1,295,063</u>	<u>—</u>
Owl's Creek - beginning inventory July 1	—	—
Current – land transfer from City, preparation costs	2,032,400	—
Current - land acquisition and preparation	190,453	—
Current - cost of sales	(2,222,853)	—
London Bridge Commerce Park - ending inventory June 30	<u>—</u>	<u>—</u>
Bio Park - beginning inventory July 1	—	—
Current - land transfer from City	24,473,581	—
Current - infrastructure design	315,575	—
Bio Park - ending inventory June 30	<u>24,789,156</u>	<u>—</u>
Total ending inventory	\$ <u>44,078,965</u>	<u>22,362,431</u>

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
Component Unit of the City of Virginia Beach, Virginia

Schedules of Construction in Progress
June 30, 2018

	<u>Town Center Infrastructure</u>	<u>Dome Site</u>	<u>Headquarters Hotel</u>	<u>Pedestrian Bridge</u>	<u>Total</u>
Expended during the year ended June 30:					
2001	\$ 3,095,062	—	—	—	3,095,062
2002	956,014	—	—	—	956,014
2003	2,581,205	—	—	—	2,581,205
2004	(1,704,696)	—	—	—	(1,704,696)
2005	(4,901,962)	—	—	—	(4,901,962)
2006	34,449	—	—	—	34,449
2007	233,037	100,738	—	—	333,775
2008	1,445,110	10,200	527	272,603	1,728,440
2009	(1,628,463)	—	—	6,535	(1,621,928)
2010	98	—	—	—	98
2011	3,872	—	—	—	3,872
2012	2,300	—	206,805	—	209,105
2013	49,080	6,459	—	—	55,539
2014	736,650	—	—	—	736,650
2015	(901,756)	(117,397)	(207,332)	—	(1,226,485)
2016	—	—	—	—	—
2017	55,008	—	—	—	55,008
2018	814,241	75,425	—	—	889,666
	<u>\$ 869,249</u>	<u>75,425</u>	<u>—</u>	<u>279,138</u>	<u>1,223,812</u>

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
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Schedule of EDIP Accounts Payable
June 30, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Balance Forward	\$ 8,826,402	7,486,942
Funding sources:		
EDIP City Appropriation - fiscal year	2,540,140	2,528,783
Reimbursement for construction management/design expenses	212,868	—
Reimbursement for APZ-1 awards and fees paid	210,012	164,346
Interest earned - fiscal year	4,504	4,622
Total Funding Available	<u>11,793,926</u>	<u>10,184,693</u>
Expenses:		
EDIP awards paid	(947,481)	(829,921)
APZ-1 awards and expenses paid	(75,128)	(134,487)
Engineering studies, legal fees and miscellaneous expenses	(665,791)	(345,751)
Town Center expenditures	(311,087)	(48,132)
Dome Site studies and expenses paid	(81,925)	—
Historic Kempsville expenditures	(1,567,542)	—
Total Expenditures	<u>(3,648,954)</u>	<u>(1,358,291)</u>
Total Accounts Payable - Economic Development Program	\$ <u>8,144,972</u>	<u>8,826,402</u>

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
Component Unit of the City of Virginia Beach, Virginia

Schedule of Nonoperating Revenue from City of Virginia Beach
Years Ended June 30, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Central Business District - South payment of debt service for		
	\$ 7,800,543	7,740,209
9th Street Garage payment of debt service for Public Facility		
Revenue Bonds	578,972	580,287
31st Street Garage payment of debt service for Public Facility		
Revenue Bonds	1,351,406	1,360,940
Virginia Beach Amphitheater Capital Improvement Program	253,683	99,431
EDIP Part D projects	672,291	345,751
Vibe District Matching Grant program	50,000	—
Town Center Garage - Special Service District	2,142,065	1,597,220
110 S Independence Blvd maintenance reimbursement	28,234	—
Bio-Initiative funding	528,586	187,978
Cavalier Hotel annual incentive payment	1,137,383	—
Historic Kempsville initiative support	1,567,542	—
City Contributions - Town Center infrastructure	814,241	—
City Contributions - Dome Site development	75,425	—
Total Nonoperating Revenue From City of Virginia Beach	<u>\$ 17,000,371</u>	<u>11,911,816</u>

**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***

Commissioners, Virginia Beach Development Authority
Virginia Beach, Virginia

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 governmental activities, the business-type activities, and each major fund of the Virginia Beach Development Authority (the Authority), a component unit of the City of Virginia Beach, Virginia, as of and for the year ended June 30, 2018, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements, and have issued our report thereon dated October 2, 2018.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the 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 Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the 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 a 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 a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

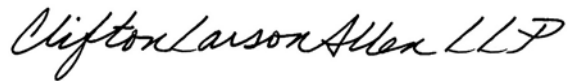
Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the 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 no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the result of that testing, and not to provide an opinion on the effectiveness of the 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 Authority's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



CliftonLarsonAllen LLP

Arlington, Virginia
October 2, 2018