

**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, 2016 AND JUNE 30, 2015**

**PREPARED BY
DEPARTMENT OF ECONOMIC DEVELOPMENT
WARREN D. HARRIS
DIRECTOR**

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 - Don Barnett
Nancy Leavitt
Paul Harris

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

Table of Contents

	Page
Introductory Section:	
List of Commissioners	1
Organizational Chart	2
Letter of Transmittal	3-4
Financial Section:	
Report of the Independent Auditors	5-6
Management’s Discussion and Analysis.....	8-13
Basic Financial Statements:	
Entity-wide Financial Statements:	
Statements of Net Position	14
Statements of Activities.....	15-16
Fund Financial Statements:	
Governmental Fund Financial Statements	
Balance Sheets.....	17
Statements of Revenues, Expenditures, and Changes in Fund Balance	18
Proprietary Fund Financial Statements:	
Statements of Net Position	19
Statements of Revenues, Expenses, and Changes in Fund Net Position	20
Statements of Cash Flows	21
Notes to Financial Statements.....	22-48
Supplementary Information - Schedules:	
General and Other Expenses – Authority Operations	49
Land and Building Inventory for Resale	50
Construction in Progress	51
EDIP Accounts Payable	52
Nonoperating Revenue from the City of Virginia Beach	53
Compliance Section:	
Report of the Independent Auditors on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i>	54-55

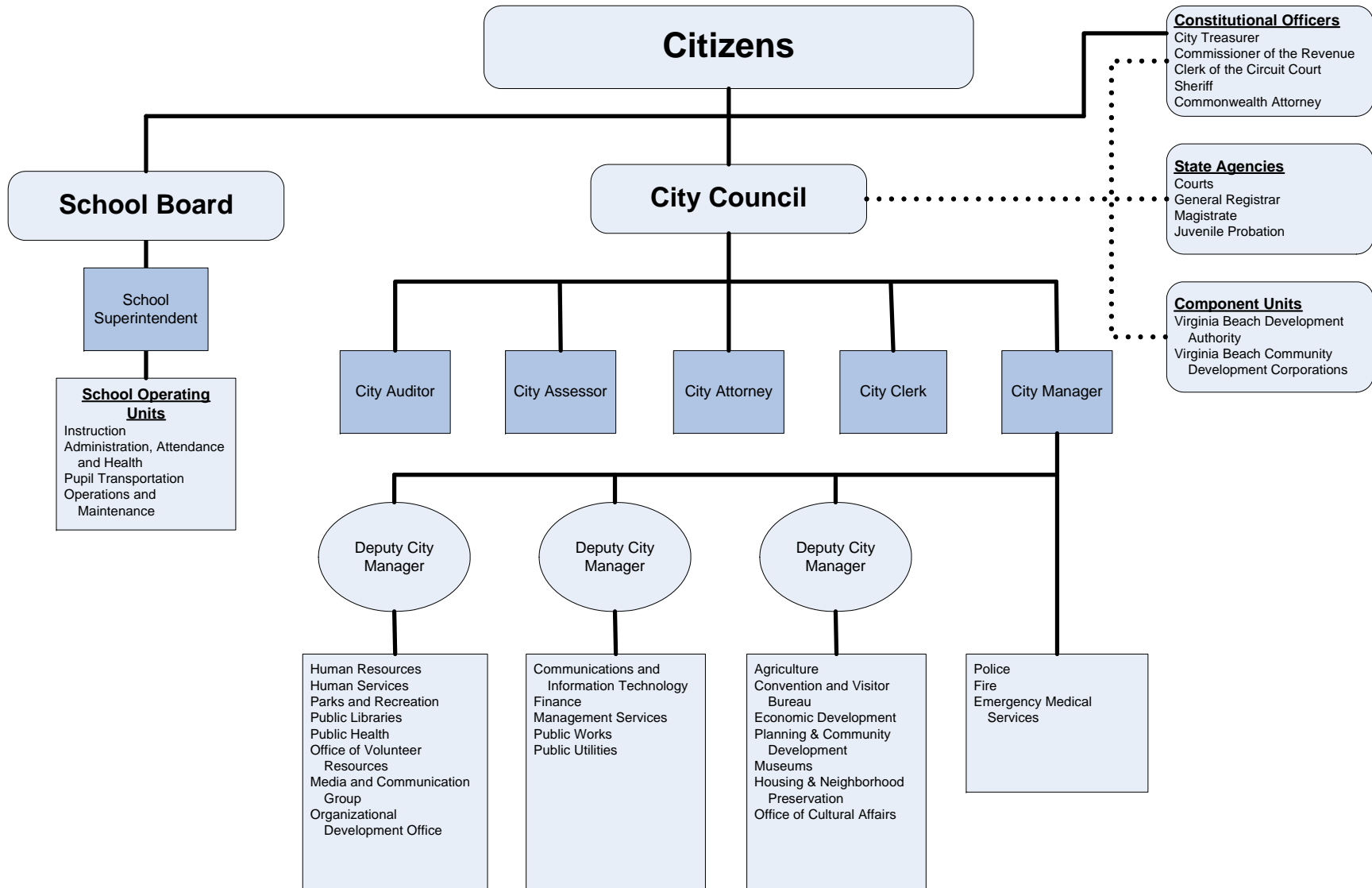
INTRODUCTORY SECTION

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

Commissioners

David L. Bernd Commissioner
Linwood O. Branch Commissioner
Bryan D. Cuffee Commissioner
Michael H. Levinson Commissioner
Stephen J. McNulty Commissioner
Jerrold L. Miller Commissioner
Shewling Moy Commissioner
Peter Mueller Commissioner
Charles M. Salle Commissioner
Joseph E. Strange Commissioner
Dorothy L. Wood Commissioner

Operating Structure





September 20, 2016

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, 2016 and 2015 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

During fiscal year 2016, the Authority recorded the creation of nearly 1,500 new jobs and investment of more than \$372 million by 38 projects. The City of Virginia Beach finished the year with a 3.8% unemployment rate, one full percentage point lower than the end of last fiscal year.

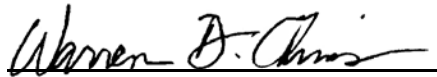
Significant growth occurred among each of our target business sectors, including six announcements by SWaM (Small, Women-and-Minority-Owned) certified businesses and five announcements by international businesses. Additionally, the \$1.86 million worth of local incentive grants leveraged nearly \$64 million in new private investment, a ratio of 34 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,



Warren D. Harris
Director, Virginia Beach Department of Economic Development

FINANCIAL SECTION

Report of Independent Auditor

The Commissioners
City of Virginia Beach Development Authority

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, 2016 and 2015 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.

Auditor's Responsibility

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

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

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, and each major fund of the Authority, as of June 30, 2016 and 2015, 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's 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 on pages 1 – 4 and supplementary information schedules presented on pages 49 – 53 are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The supplementary information schedules presented on pages 49 – 53 are the responsibility of management and were derived from and relate 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 information schedules are fairly stated in all material respects in relation to the basic financial statements as a whole.

The introductory section 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 it.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated September 19, 2016, on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control over financial reporting and compliance.

A handwritten signature in cursive script that reads "Cheryl Bekant LLP".

Virginia Beach, Virginia
September 19, 2016

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, 2016 and 2015. 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 \$2.97 million in fiscal year 2016 and \$5.46 million in fiscal year 2015. In fiscal year 2016, the increase was due to the reduction in outstanding debt. In fiscal year 2015, the increase was due to the reduction in outstanding debt and acquisition of land.
- The Authority's governmental net position was unchanged in fiscal year 2016 and decreased by \$1.23 million in fiscal year 2015. In fiscal year 2015, the decrease was mainly due to the transfer of constructed assets.
- The Authority provided economic development services, as requested by the Virginia Beach City Council, for the Town Center Project that is accounted for in the Authority's Governmental Fund. When projects or phases of projects are complete, the associated costs are capitalized and transferred out of the Governmental Fund and into the Authority's Proprietary Fund or 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, 2016, 2015 and 2014									
(in millions)									
	Governmental			Business-Type			Total		
	Activities			Activities					
	2016	2015	2014	2016	2015	2014	2016	2015	2014
Current and other assets	\$ 1.12	0.12	0.50	43.04	41.37	57.32	44.16	41.49	57.82
Capital assets	0.28	0.28	1.51	109.89	113.01	96.31	110.17	113.29	97.82
Total assets	1.40	0.40	2.01	152.93	154.38	153.63	154.33	154.78	155.64
Deferred Outflows	-	-	-	0.83	0.95	1.07	0.83	0.95	1.07
Current and other liabilities	1.12	0.12	0.50	8.76	6.71	4.58	9.88	6.83	5.08
Long-term liabilities	-	-	-	78.75	85.17	93.08	78.75	85.17	93.08
Total liabilities	1.12	0.12	0.50	87.51	91.88	97.66	88.63	92.00	98.16
Deferred Inflows	-	-	-	1.37	1.54	0.59	1.37	1.54	0.59
Net position:									
Net Investment in Capital Assets	0.28	0.28	1.51	30.60	27.65	3.71	30.88	27.93	5.22
Restricted - other purposes	-	-	-	3.97	4.15	24.69	3.97	4.15	24.69
Unrestricted	-	-	-	30.31	30.11	28.05	30.31	30.11	28.05
Total net position	\$ 0.28	0.28	1.51	64.88	61.91	56.45	65.16	62.19	57.96

At June 30, 2016 and 2015, the total assets of the Authority were \$154.33 and \$154.78 million, respectively; total liabilities were \$88.63 and \$92.00 million, respectively; while combined net position was \$65.16 and \$62.19 million, respectively.

In fiscal year 2016 and 2015, the Authority's business-type long-term liabilities decreased by \$6.42 million and \$7.91 million, respectively. The fiscal year 2016 and 2015 decreases were primarily due to annual debt service payments.

Regarding the Authority's business-type activities, the Authority's land and building inventory was unchanged in 2016 and increased \$1.08 million in 2015. The fiscal year 2015 increase was primarily due to the transfer in of 18.25 acres of land in London Bridge Commerce Center.

Regarding the Authority's governmental activities, no capital expenses were incurred in 2016 and \$4.0 million were incurred in fiscal year 2015 as a result of costs associated with ongoing projects. During fiscal year 2015, capital assets in the amount of \$1.30 million were transferred to the City. These transactions resulted in an ending construction in progress balance of \$.28 million in both fiscal years 2016 and 2015, 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:

	Governmental Activities			Business-Type Activities			Total		
	2016	2015	2014	2016	2015	2014	2016	2015	2014
Revenues									
Program Revenue:									
Charges for services	\$ -	-	-	2.96	5.45	3.73	2.96	5.45	3.73
Operating grants and contributions	-	-	-	10.88	9.78	12.05	10.88	9.78	12.05
Capital grants and contributions	-	0.40	0.74	0.17	0.23	0.17	0.17	0.63	0.91
General Revenue:									
Other	-	-	-	0.03	0.02	0.13	0.03	0.02	0.13
Total revenues	-	0.40	0.74	14.04	15.48	16.08	14.04	15.88	16.82
Expenses									
Authority Operations	-	-	-	11.07	11.64	10.14	11.07	11.64	10.14
Special Items:									
Impairment of obsolete assets	-	(0.33)	-	-	-	-	-	(0.33)	-
Contribution from Primary Government	-	-	-	-	1.62	-	-	1.62	-
Transfer of infrastructure to City	-	(1.30)	-	-	-	-	-	(1.30)	-
Total special items	-	(1.63)	-	-	1.62	-	-	(0.01)	-
Change in net position	-	(1.23)	0.74	2.97	5.46	5.94	2.97	4.23	6.68
Net Position - Beginning of Year	0.28	1.51	0.77	61.91	56.45	50.51	62.19	57.96	51.28
Net Position - End of Year	\$ 0.28	0.28	1.51	64.88	61.91	56.45	65.16	62.19	57.96

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, 2016 and 2015, revenues from business-type activities (excluding special items) totaled \$14.04 and \$15.48 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, 2016 and 2015, these expenses totaled \$11.07 and \$11.64 million, respectively.

FINANCIAL ANALYSIS OF THE AUTHORITY’S FUNDS

The Authority’s governmental fund activities reflect support from the City of Virginia Beach as well as expenditures on Town Center infrastructure and the Pedestrian Bridge across Virginia Beach Boulevard. The ending fund balance of the governmental fund for both fiscal year 2016 and 2015 was \$.28 million.

The proprietary fund includes total net position of \$64.88 and \$61.91 million at June 30, 2016 and 2015, respectively. In fiscal year 2016 and 2015, operating revenues from land sales, industrial revenue bond fees, lease income, reliance certificates, and miscellaneous revenue totaled \$2.96 and \$5.45 million, respectively, while operating expenses for cost of land and selling and administrative expenses totaled \$7.53 and \$7.49 million, respectively.

CAPITAL ASSETS AND DEBT ADMINISTRATION

CAPITAL ASSETS

As of June 30, 2016 and 2015, the Authority had invested \$110.17 and \$113.29 million (see note 5), respectively, in various capital assets and infrastructure as reflected in Table 3.

Table 3									
Capital Assets									
As of June 30, 2016, 2015, and 2014									
(in millions)									
	Governmental			Business-Type			Total		
	Activities			Activities					
	2016	2015	2014	2016	2015	2014	2016	2015	2014
Non-depreciable assets:									
Land	\$ -	-	-	19.33	19.33	18.82	19.33	19.33	18.82
Other assets and capitalized costs	-	-	-	1.13	1.13	1.13	1.13	1.13	1.13
Construction in progress	0.28	0.28	1.51	-	-	-	0.28	0.28	1.51
Other capital assets:									
Buildings/equipment	-	-	-	121.27	121.27	102.22	121.27	121.27	102.22
Accumulated depreciation on other capital assets	-	-	-	(31.84)	(28.72)	(25.86)	(31.84)	(28.72)	(25.86)
Total net capital assets	\$ 0.28	0.28	1.51	109.89	113.01	96.31	110.17	113.29	97.82

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 2015 included:

- Town Center Block 11 – The purchase of Block 11 Parking Garage located in Town Center on January 23, 2015 - \$20,119,490.
- Town Center Project – Phase V infrastructure construction including streets, curbs and gutters, sidewalks, underground utilities, and other capitalized costs - \$400,429.

LONG-TERM DEBT

Table 4									
Long-Term Debt									
As of June 30, 2016, 2015, and 2014									
(in millions)									
	Governmental			Business-Type			Total		
	Activities			Activities					
	2016	2015	2014	2016	2015	2014	2016	2015	2014
Bonds and notes payable									
Public facility revenue bonds	-	-	-	77.08	83.37	89.33	77.08	83.37	89.33
Notes payable	-	-	-	-	-	0.95	-	-	0.95
Other long-term liabilities:									
Bond premium	-	-	-	1.68	1.82	2.85	1.68	1.82	2.85
Bond discount	-	-	-	(0.01)	(0.02)	(0.04)	(0.01)	(0.02)	(0.04)
Total Long-Term Debt	\$ -	-	-	78.75	85.17	93.09	78.75	85.17	93.09

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, 2016 and 2015

	<u>Governmental Activities</u>	<u>Business-Type Activities</u>	<u>Total 2016</u>	<u>Governmental Activities</u>	<u>Business-Type Activities</u>	<u>Total 2015</u>
Assets						
Cash and cash equivalents (note 2)	\$ —	9,047,695	9,047,695	—	9,190,560	9,190,560
Restricted cash and cash equivalents (notes 2 and 3)	1,120,862	2,569,758	3,690,620	120,862	1,898,356	2,019,218
Receivables, net (note 4)	—	34,231	34,231	—	32,565	32,565
Receivables, restricted (note 4)	—	8,857,355	8,857,355	—	7,715,711	7,715,711
Land/Building inventory	—	22,530,172	22,530,172	—	22,530,172	22,530,172
Capital assets (note 5):						
Other non-depreciable assets and capitalized costs	279,138	1,130,390	1,409,528	279,138	1,130,390	1,409,528
Land	—	19,326,870	19,326,870	—	19,326,870	19,326,870
Other capital assets, net of accumulated depreciation	—	89,428,554	89,428,554	—	92,557,773	92,557,773
Total capital assets	<u>279,138</u>	<u>109,885,814</u>	<u>110,164,952</u>	<u>279,138</u>	<u>113,015,033</u>	<u>113,294,171</u>
Total assets	<u>1,400,000</u>	<u>152,925,025</u>	<u>154,325,025</u>	<u>400,000</u>	<u>154,382,397</u>	<u>154,782,397</u>
Deferred Outflows of Resources						
Debt refundings resulting in loss transactions	—	833,758	833,758	—	951,465	951,465
Liabilities						
Accounts payable and accrued liabilities (note 6)	—	1,307,238	1,307,238	—	1,252,207	1,252,207
Liabilities payable from restricted assets (note 6)	1,120,862	7,457,388	8,578,250	120,862	5,461,610	5,582,472
Long-term liabilities (note 7):						
Due within one year	—	6,921,280	6,921,280	—	6,284,634	6,284,634
Due in more than one year	—	71,827,052	71,827,052	—	78,881,544	78,881,544
Total liabilities	<u>1,120,862</u>	<u>87,512,958</u>	<u>88,633,820</u>	<u>120,862</u>	<u>91,879,995</u>	<u>92,000,857</u>
Deferred Inflows of Resources						
Debt refundings resulting in gain transactions	—	1,372,227	1,372,227	—	1,541,238	1,541,238
Net Position						
Net Investment in Capital Assets	279,138	30,599,013	30,878,151	279,138	27,259,083	27,538,221
Restricted, other purposes (note 3)	—	3,969,725	3,969,725	—	4,151,255	4,151,255
Unrestricted	—	30,304,860	30,304,860	—	30,502,291	30,502,291
Total net position	<u>\$ 279,138</u>	<u>64,873,598</u>	<u>65,152,736</u>	<u>279,138</u>	<u>61,912,629</u>	<u>62,191,767</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, 2016

Functions/Programs	Expenses	Program Revenues			Net (Expense) Revenue and Changes in Net Position		
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business-Type Activities	Total 2016
Governmental activities:							
Development activities	\$ —	—	—	—	—	—	—
Business-type activities:							
Authority operations	11,073,194	2,960,804	10,881,424	166,763	—	2,935,797	2,935,797
Total	\$ 11,073,194	2,960,804	10,881,424	166,763	—	2,935,797	2,935,797
General Revenues:							
Unrestricted investment earnings					\$ —	25,172	25,172
Total general revenues and special items					—	25,172	25,172
Change in net position					—	2,960,969	2,960,969
Net position - beginning of year					279,138	61,912,629	62,191,767
Net position - end of year					\$ 279,138	64,873,598	65,152,736

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, 2015

Functions/Programs	Expenses	Program Revenues			Net (Expense) Revenue and Changes in Net Position		
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business-Type Activities	Total 2015
Governmental activities:							
Development activities	\$ —	—	—	400,429	400,429	—	400,429
Business-type activities:							
Authority operations	11,645,160	5,449,690	9,780,831	230,303	—	3,815,664	3,815,664
Total	\$ 11,645,160	5,449,690	9,780,831	630,732	400,429	3,815,664	4,216,093
General Revenues:							
Unrestricted investment earnings					\$ —	15,932	15,932
Special Items:							
Transfer in of London Bridge Commerce Center					—	1,624,500	1,624,500
Impairment of Obsolete Assets					(324,729)	—	(324,729)
Cost participation in Town Center parking lot					(1,302,185)	—	(1,302,185)
Total general revenues and special items					(1,626,914)	1,640,432	13,518
Change in net position					(1,226,485)	5,456,096	4,229,611
Net position - beginning of year					1,505,623	56,456,533	57,962,156
Net position - end of year					\$ 279,138	61,912,629	62,191,767

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, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Assets		
Restricted cash and cash equivalents (notes 2 and 3)	\$ 1,120,862	120,862
Total assets	<u>1,120,862</u>	<u>120,862</u>
Liabilities and Fund Balance		
Liabilities (note 6):		
Liabilities payable from restricted assets	1,120,862	120,862
Total liabilities	<u>1,120,862</u>	<u>120,862</u>
Fund balance:		
Unreserved	—	—
Total fund balances	<u>—</u>	<u>—</u>
Total liabilities and fund balance	<u>\$ 1,120,862</u>	<u>120,862</u>
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	<u>279,138</u>	<u>279,138</u>
Net Position of Governmental Activities	<u>\$ 279,138</u>	<u>279,138</u>

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, 2016 and 2015

	2016	2015
Revenues		
City Contributions:		
Town Center Infrastructure	\$ —	400,429
Total revenues	—	400,429
Expenditures		
Construction:		
Town Center Infrastructure	—	400,429
Total expenditures	—	400,429
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 Primary Government	—	(1,302,185)
Impairment of obsolete assets	—	(324,729)
Governmental funds report capital outlays as expenditures while governmental activities capitalize such costs	—	400,429
Changes in net position of governmental activities	\$ —	(1,226,485)

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, 2016 and 2015

	2016	2015
Assets		
Current assets:		
Cash and cash equivalents (note 2)	\$ 9,047,695	9,190,560
Receivables, net (note 4)	34,231	32,565
Receivables, restricted (note 4)	2,870,406	2,889,900
Total current assets	11,952,332	12,113,025
Noncurrent assets:		
Restricted cash and cash equivalents (notes 2 and 3)	2,569,758	1,898,356
Receivables, restricted (note 4)	5,986,949	4,825,811
Receivables, net (note 4)	—	—
Land/building inventory	22,530,172	22,530,172
Capital assets (note 5):		
Other non-depreciable assets and capitalized costs	1,130,390	1,130,390
Land	19,326,870	19,326,870
Buildings and equipment	121,275,212	121,275,212
Less accumulated depreciation	(31,846,658)	(28,717,439)
Total noncurrent assets	140,972,693	142,269,372
Total assets	152,925,025	154,382,397
Deferred Outflows of Resources		
Debt refundings resulting in loss transactions	833,758	951,465
Liabilities		
Current liabilities:		
Accounts payable (note 6)	83,922	132,011
Accrued liabilities (note 6)	1,223,316	1,120,196
Liabilities payable from restricted assets (note 6)	10,088	88
Bonds, notes, and loans payable (note 7)	6,921,280	6,284,634
Total current liabilities	8,238,606	7,536,929
Long-term liabilities:		
Liabilities payable from restricted assets (note 6)	7,447,300	5,461,522
Bonds, notes and loans payable (note 7)	71,827,052	78,881,544
Total liabilities	87,512,958	91,879,995
Deferred Inflows of Resources		
Debt refundings resulting in gain transactions	1,372,227	1,541,238
Net Position		
Net Investment in Capital Assets	30,599,013	27,259,083
Restricted - other purposes (note 3)	3,969,725	4,151,255
Unrestricted	30,304,860	30,502,291
Total net position	\$ 64,873,598	61,912,629

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, 2016 and 2015

	2016	2015
Operating Revenues		
Land sales	\$ —	2,360,539
Industrial revenue bond fees (note 8)	273,092	277,471
Lease income (note 10)	2,660,844	2,755,574
Virginia Beach National Golf Course revenue (note 10)	26,743	56,106
Miscellaneous income	125	—
Total operating revenues	2,960,804	5,449,690
Operating Expenses		
Cost of land sold	—	670,512
Virginia Beach National Golf Course (note 10)	26,743	56,106
General and other expenses (schedule A)	2,737,878	2,252,864
Depreciation	3,129,219	2,858,442
Garage operations	1,640,377	1,648,024
Total operating expenses	7,534,217	7,485,948
Operating loss	(4,573,413)	(2,036,258)
Nonoperating Revenues (Expenses)		
City of Virginia Beach (schedule E)	11,018,017	9,970,109
Charity Golf Tournament revenues	30,170	41,025
Charity Golf Tournament expenses	(52,573)	(41,929)
Sale of Capital Asset	—	(578,220)
Interest income	25,172	15,932
Interest expense (note 9)	(3,486,404)	(3,539,063)
Total nonoperating revenues (expenses)	7,534,382	5,867,854
Income before transfers and capital contributions	2,960,969	3,831,596
Other Financing Sources (Uses)		
Capital Contributions - Transfer of land from City	—	1,624,500
Change in net position	2,960,969	5,456,096
Total net position - beginning of year	61,912,629	56,456,533
Total net position - end of year	\$ 64,873,598	61,912,629

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, 2016 and 2015

	2016	2015
Cash flows from operating activities:		
Receipts from customers and users	\$ 2,978,631	5,920,464
EDIP cash receipts	1,500,000	500,000
Other operating cash disbursements	(10,235)	(21,789)
Cash payments to suppliers of goods and services	(4,301,798)	(4,132,355)
Net EDIP activities	(1,520,796)	(527,708)
Net cash provided by (used in) operating activities	(1,354,198)	1,738,612
Cash flows from capital and related financing activities:		
Principal Repayment on Long-Term Debt	(6,284,634)	(6,641,730)
Interest Paid on Long-Term Debt	(3,643,416)	(4,010,252)
Capital contributions from City	11,808,017	9,970,109
Reimbursement of expenses from bond proceeds	—	399,712
Charity Golf Outing Proceeds, net	(22,404)	(904)
Net cash provided by (used in) capital and related financing activities	1,857,563	(283,065)
Cash flows from investing activities:		
Interest	25,172	15,932
Net cash provided by investing activities	25,172	15,932
Net increase in cash and cash equivalents	528,537	1,471,479
Cash and cash equivalents - beginning of year	11,088,916	9,617,437
Cash and cash equivalents - end of year	\$ 11,617,453	11,088,916
Classified as:		
Current assets	\$ 9,047,695	9,190,560
Restricted assets	2,569,758	1,898,356
	\$ 11,617,453	11,088,916
Reconciliation of operating loss to net cash provided by operating activities:		
Operating loss	\$ (4,573,413)	(2,036,258)
Adjustments to reconcile operating loss to net cash provided by operating activities:		
Depreciation and amortization expense	3,225,071	2,954,294
Changes in assets and liabilities:		
Receivables, net	1,507,592	948,985
Accounts and other payables	(1,513,448)	(1,205,121)
Land Inventory	—	1,076,713
Net cash provided by (used in) operating activities	\$ (1,354,198)	1,738,613
Noncash transactions:		
Amortization on bond discount/premium	\$ (133,212)	(204,971)
EDIP Appropriations	2,661,138	2,990,437
Refunding Bonds	—	9,436,392
Acquisition of Town Center capital assets and land with City bond proceeds	—	20,119,490

See accompanying notes to financial statements.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

(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 accounting policies of the Authority 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, 2016 and 2015

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.i., revenues) and decreases (e.i., 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, 2016 and 2015

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 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

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.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

(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. 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.

There were no purchases/sales of land or buildings for resale during fiscal year 2016.

In fiscal year 2015, the Authority sold approximately 9.12 acres of land located in Corporate Landing to Green Flash of Virginia. This sale decreased the land inventory on the Authority's books by \$436,895.

In fiscal year 2015, the City transferred approximately 18.25 acres of land located in London Bridge Commerce Center to the Authority. This transfer increased the Authority's land inventory by \$1,624,500.

(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, repairs, and maintenance to the assets located in Town Center; 8) funds held for the design of the pedestrian bridge and 9) cash on deposit for the ITA study.

Accounts Receivable

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

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

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 and premium 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 and premium of a refunding bond. The deferred inflow is being amortized over the remaining life of the refunded debt.

(2) Cash and Cash Equivalents

The Authority's June 30, 2016 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.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

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 \$2.34 million and \$2.33 million invested in certificates of deposit and certificates of deposit account registry services programs at June 30, 2016 and 2015, respectively.

The reconciliations of total cash and cash equivalents to the entity-wide financial statements at June 30, 2016 and 2015 are as follows:

	Governmental Activities/ Special Projects Fund	Business-Type Activities/ Authority Operations Fund	Total 2016
Cash and Cash Equivalents -			
Bank of Hampton Roads	\$ —	9,047,695	9,047,695
Restricted Cash and Cash Equivalents -			
Option deposits	—	10,000	10,000
Town Center Option Land	—	422	422
ITA Study	—	88	88
Bio-Initiative	—	789,755	789,755
Social Services Facility	—	921,759	921,759
EDIP	—	499,993	499,993
EDIP Town Center	1,000,000	—	1,000,000
Virginia Beach National Capital Reserve	—	151,103	151,103
Town Center Special Service District	—	196,638	196,638
Pedestrian Bridge	120,862	—	120,862
Total Restricted Cash			
and Cash Equivalents	1,120,862	2,569,758	3,690,620
Total	\$ 1,120,862	11,617,453	12,738,315

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

Notes to Financial Statements

June 30, 2016 and 2015

	Governmental Activities/ Special Projects Fund	Business-Type Activities/ Authority Operations Fund	Total 2015
Cash and Cash Equivalents - Wells Fargo	\$ —	9,190,560	9,190,560
Restricted Cash and Cash Equivalents -			
Town Center Option Land	—	422	422
Town Center Land Sale Proceeds	—	501	501
ITA Study	—	88	88
Social Services Facility	—	935,673	935,673
EDIP	—	520,788	520,788
Virginia Beach National Capital Reserve	—	95,691	95,691
Town Center Special Service District	—	345,193	345,193
Pedestrian Bridge	120,862	—	120,862
Total Restricted Cash and Cash Equivalents	120,862	1,898,356	2,019,218
Total	\$ 120,862	11,088,916	11,209,778

(3) Restricted Cash and Cash Equivalents

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 \$10,000 and \$0 in the Authority Operations Fund at June 30, 2016 and 2015, respectively.

Restricted cash at June 30, 2016 and 2015 included \$422 of unexpended loan proceeds from the Town Center property financing. These proceeds will be used to reimburse the EDIP account for Town Center expenses.

In fiscal year 2015, the remaining Town Center option land was sold for \$1,003,040, which was the Authority's estimated cost to carry the land based on the Town Center note payable. Those sale proceeds were used to fully extinguish that note payable while leaving excess proceeds of \$501. These excess proceeds were returned to the purchaser in fiscal year 2016.

Bio-Initiatives funding of \$790,000 was provided to the Authority in fiscal year 2016 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 Bio-Medical cluster. Bio-Initiative cash at June 30, 2016 and 2015 was \$789,755 and \$0, respectively.

The Social Services Facility reserve accounts at June 30, 2016 and 2015 were \$921,759 and \$935,673, 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).

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

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, 2016 and 2015 were \$499,993 and \$520,788 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 Special Fund at June 30, 2016, the balance of the Town Center Phase VI funding was \$1,000,000.

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, 2016 and 2015, the balance of the Virginia Beach National capital reserve account was \$151,103 and \$95,691, respectively.

In fiscal year 2003, City Council approved a resolution creating a Special Service District (SSD) encompassing the redeveloped blocks in Town Center. Property owners within the SSD paid an additional tax as well as the City's real estate tax to fund enhanced services within Town Center. The account balance at June 30, 2016 and 2015 was \$196,638 and \$345,193, respectively. Since the free parking garages are considered an enhanced service in Town Center, a consultant was engaged to determine the amount of funding that should be placed into a reserve for capital maintenance and repairs for the parking garages. Per the consultant's findings, the SSD places \$0.20 per square foot for each parking garage into a reserve specifically for capital purposes. These capital reserves are held by the City within a CIP fund to be used for future expenses.

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, 2016 and 2015 was \$120,862 for both years.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

(4) Receivables

Receivables at June 30, 2016 and 2015 consist of the following:

		Governmental Activities/ Special Projects Fund	Business-type Activities/ Authority Operations Fund	Total 2016
Authority Operations	\$	—	34,231	34,231
Vanguard Landing loan		—	2,850,406	2,850,406
Virginia Beach National long-term maintenance		—	20,000	20,000
EDIP appropriations from City		—	5,986,949	5,986,949
Gross accounts receivable		—	8,891,586	8,891,586
Less: Allowance for Uncollectibles		—	—	—
Accounts receivable, net	\$	—	8,891,586	8,891,586
		—	—	—
		Governmental Activities/ Special Projects Fund	Business-type Activities/ Authority Operations Fund	Total 2015
Authority Operations	\$	—	32,565	32,565
Town Center Garage Operations		—	17,781	17,781
Vanguard Landing loan		—	2,850,406	2,850,406
Oceanside Inn rent		—	1,842	1,842
Virginia Beach National long-term maintenance		—	19,871	19,871
EDIP appropriations from City		—	4,825,811	4,825,811
Gross accounts receivable		—	7,748,276	7,748,276
Less: Allowance for Uncollectibles		—	—	—
Accounts receivable, net	\$	—	7,748,276	7,748,276

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 Authority is serving as a conduit for the pass through of the 15-year secured loan. The agreement calls for annual repayments beginning February 2022, with all principal being due February 2029.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

(5) Capital Assets

The following schedules summarize the capital assets of the Authority as of June 30, 2016 and 2015:

	<u>Balance</u> <u>June 30, 2015</u>	<u>Increase</u>	<u>Decrease</u>	<u>Balance</u> <u>June 30, 2016</u>
Governmental Activities				
Non-depreciable assets:				
Construction in progress	\$ 279,138	—	—	279,138
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	<u>20,457,260</u>	—	—	<u>20,457,260</u>
Depreciable assets:				
Buildings	120,710,147	—	—	120,710,147
Equipment and fixtures	565,065	—	—	565,065
Total depreciable assets	<u>121,275,212</u>	—	—	<u>121,275,212</u>
Less Accumulated Depreciation for:				
Buildings	(28,384,040)	(3,106,533)	—	(31,490,573)
Equipment and fixtures	(333,399)	(22,686)	—	(356,085)
Total accumulated depreciation	<u>(28,717,439)</u>	<u>(3,129,219)</u>	—	<u>(31,846,658)</u>
Capital Assets, Net	\$ <u>113,015,033</u>	<u>(3,129,219)</u>	—	<u>109,885,814</u>

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

	<u>Balance</u>			<u>Balance</u>
	<u>June 30, 2014</u>	<u>Increase</u>	<u>Decrease</u>	<u>June 30, 2015</u>
Governmental Activities				
Non-depreciable assets:				
Construction in progress	\$ 1,505,623	400,429	(1,626,914)	279,138
Business-Type Activities/Authority				
Operations Fund:				
Non-depreciable assets:				
Other non-depreciable assets	\$ 1,130,390	—	—	1,130,390
Land	18,263,370	1,063,500	—	19,326,870
Town Center land and				
capitalized interest	560,749	19,429	(580,178)	—
Total non-depreciable assets	<u>19,954,509</u>	<u>1,082,929</u>	<u>(580,178)</u>	<u>20,457,260</u>
Depreciable Assets:				
Buildings	101,654,157	19,055,990	—	120,710,147
Equipment and fixtures	565,065	—	—	565,065
Total depreciable assets	<u>102,219,222</u>	<u>19,055,990</u>	<u>—</u>	<u>121,275,212</u>
Less: Accumulated Depreciation for:				
Buildings	(25,555,407)	(2,828,633)	—	(28,384,040)
Equipment and fixtures	(303,590)	(29,809)	—	(333,399)
Total accumulated depreciation	<u>(25,858,997)</u>	<u>(2,858,442)</u>	<u>—</u>	<u>(28,717,439)</u>
Capital Assets, Net	\$ <u>96,314,734</u>	<u>17,280,477</u>	<u>(580,178)</u>	<u>113,015,033</u>

At June 30, 2016 and 2015, depreciation expense related to capital assets was \$3,129,219 and \$2,858,442, respectively, and has been charged to the Authority's Operations Fund.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

(6) Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities at June 30, 2016 and 2015 consist of the following:

	Governmental Activities/ Special Projects Fund	Business-type Activities/ Authority Operations Fund	Total 2016
Accounts payable	\$ —	46,461	46,461
Accounts payable-Golf Course	—	170,603	170,603
Accounts payable-Pedestrian Bridge	120,862	—	120,862
Accounts payable-CIP	—	10,496	10,496
Accounts payable-City	—	26,965	26,965
Accounts payable-ITA Study	—	88	88
Accounts payable-EDIP	1,000,000	6,486,942	7,486,942
Accounts payable-Bio-Initiative	—	789,755	789,755
Total accounts payable	<u>1,120,862</u>	<u>7,531,310</u>	<u>8,652,172</u>
Accrued interest	—	1,223,316	1,223,316
Option deposits	—	10,000	10,000
Total accrued liabilities	<u>—</u>	<u>1,233,316</u>	<u>1,233,316</u>
Accounts payable and accrued liabilities \$	<u>1,120,862</u>	<u>8,764,626</u>	<u>9,885,488</u>

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

	Governmental Activities/ Special Projects Fund	Business-type Activities/ Authority Operations Fund	Total 2015
Accounts payable	\$ —	29,731	29,731
Accounts payable-Golf Course	—	114,922	114,922
Accounts payable-Pedestrian Bridge	120,862	—	120,862
Accounts payable-CIP	—	10,496	10,496
Accounts payable-City	—	91,784	91,784
Accounts payable-ITA Study	—	88	88
Accounts payable-EDIP	—	5,346,600	5,346,600
Total accounts payable	<u>120,862</u>	<u>5,593,621</u>	<u>5,714,483</u>
Accrued interest	—	1,099,961	1,099,961
Unearned Revenues	—	20,235	20,235
Total accrued liabilities	<u>—</u>	<u>1,120,196</u>	<u>1,120,196</u>
Accounts payable and accrued liabilities \$	<u>120,862</u>	<u>6,713,817</u>	<u>6,834,679</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, 2016 and 2015, the outstanding balance in the accounts payable-Golf Course account was \$170,603 and \$114,922, respectively.

At June 30, 2016 and 2015, 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.

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, 2016 and 2015, \$120,862 of funding remained for the design fees for both years.

Bio-Initiatives funding of \$790,000 was provided to the Authority in fiscal year 2016 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 Bio-Medical cluster. Bio-Initiative cash at June 30, 2016 and 2015 was \$789,755 and \$0, respectively.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

(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 is paid annually and interest is 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 payments on Series 2005A were May 2015 and 2005B are due May 2025.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

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. The final payments on Series 2007A and 2007B are due July 2018 and July 2027, respectively.

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.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

(B) Notes Payable – Town Center

On March 6, 2000, the Authority and Town Center Associates, L.L.C. entered into an agreement for the development of the Town Center. Financing for the purchase of the land for future phases beyond Phase I of this project was obtained from First Union National Bank/Wachovia in the amount of \$5,500,000. Total advances on this loan may not exceed \$11,135,000, to include accrued interest through December 2006. The original loan agreement was signed on June 8, 2000 and called for semiannual interest payments starting November 30, 2000, with all principal and interest due December 1, 2006. Under the terms of this agreement, the Authority was not required to make any principal or interest payments on this loan until November of 2008; and the intention is to not make principal or interest payments, except to the extent funds are available from the sale of this land. \$1,211,153 had been added to the original principal of the loan in the form of interest. The loan was secured by a surety agreement provided by Town Center Associates, L.L.C.

In November of 2012, the Authority approved the Phase V Development Agreement. This agreement specifies that in the event the developer does not construct improvements on the remainder of the Town Center land before April of 2015, the developer has an obligation to make payments to the City in an amount totaling \$2,950,000 beginning in 2015. The payments will be offset by taxes generated on the remaining option land should the developer timely make those improvements.

In May 2013, the Authority approved extending the Town Center note payable to May 2014. The interest rate for the note is the LIBOR rate plus 1.70%.

In April 2014, the Authority approved extending the Town Center note payable through April 2015. The interest rate for the note is the LIBOR rate plus 2.25%.

In April 2015, the remaining Town Center land was sold to the developer and the sale proceeds were used to fully extinguish the remaining outstanding balance of \$947,939.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

(C) Long-term debt activities for the year ended June 30, 2016 and 2015 were as follows:

	<u>Balance</u> <u>June 30, 2015</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance</u> <u>June 30, 2016</u>	<u>Amounts</u> <u>Due Within</u> <u>One Year</u>
Business-type activities/Authority					
Operations Fund					
Bonds and notes payable:					
Public facility revenue bonds	\$ 83,365,703	—	(6,284,634)	77,081,069	6,921,280
	83,365,703	—	(6,284,634)	77,081,069	6,921,280
Add: Bond premium	1,818,199	—	(138,680)	1,679,519	—
Less: Bond discount	(17,724)	—	5,468	(12,256)	—
Business- Type Activities/Authority					
Long-Term Debt	\$ 85,166,178	—	(6,417,846)	78,748,332	6,921,280

	<u>Balance</u> <u>June 30, 2014</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance</u> <u>June 30, 2015</u>	<u>Amounts</u> <u>Due Within</u> <u>One Year</u>
Business-type activities/Authority					
Operations Fund					
Bonds and notes payable:					
Public facility revenue bonds	\$ 89,328,101	9,436,393	(15,398,791)	83,365,703	6,284,634
Notes payable-Town Center Option Land	947,939	—	(947,939)	—	—
	90,276,040	9,436,393	(16,346,730)	83,365,703	6,284,634
Add: Bond premium	2,848,272	—	(1,030,073)	1,818,199	—
Less: Bond discount	(43,991)	—	26,267	(17,724)	—
Business- Type Activities/Authority					
Long-Term Debt	\$ 93,080,321	9,436,393	(17,350,536)	85,166,178	6,284,634

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

The requirements to amortize all long-term bonds and notes payable as of June 30, 2016, including interest payments of \$20,941,891 are summarized as follows:

<u>Fiscal Year</u>	<u>Principal</u>	<u>Interest</u>
2017	\$ 6,921,280	\$ 3,525,455
2018	7,333,840	3,190,960
2019	7,073,840	2,836,214
2020	7,249,119	2,509,056
2021	7,669,285	2,114,600
2022-2026	29,511,090	5,339,441
2027-2031	8,461,095	1,216,320
2032-2036	2,861,520	209,845
	<u>\$ 77,081,069</u>	<u>\$ 20,941,891</u>

(D) 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. These bonds were called on May 1, 2015.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

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 \$268,607. 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. These bonds are expected to be called July 1, 2017.

(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.

As of June 30, 2016 and 2015, there were Industrial Revenue Bonds outstanding with an aggregate principal amount payable of \$97,901,077 and \$180,221,715, respectively.

(9) Interest Cost

The Authority capitalizes interest cost related to construction in progress. The following is a summary of interest cost incurred during 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Interest cost capitalized	\$ —	17,470
Interest cost expensed to income	3,486,404	3,539,063
Total interest cost incurred	<u>\$ 3,486,404</u>	<u>3,556,533</u>

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

(10) Lease Income

Lease income as reflected in the Statements of Revenues, Expenses, and Changes in Net Position was \$2,660,844 and \$2,755,574, respectively, for the years ended June 30, 2016 and 2015. The following is a detailed list of the revenue earned:

	<u>2016</u>	<u>2015</u>
Social Services Facility	\$ 789,800	783,625
Amphitheater rent	211,903	205,373
Virginia Beach National Operations Rent/Profit-Sharing	91,490	78,208
Heron Ridge Basic Rent / Profit-Sharing	7,369	—
300 Atlantic Avenue Hotel	191,614	186,033
Town Center Garage	249,406	270,838
31st Street Garage	341,716	406,043
9th Street Garage	509,058	564,791
110 S Independence Boulevard Building	268,488	260,663
	<u>\$ 2,660,844</u>	<u>2,755,574</u>

(A) Social Services Facility

In 1998, the Authority entered into a 20-year operating lease with the City that expires February 1, 2018. The City pays 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>2016</u>	<u>2015</u>
Social Services Facility (including land)	\$ 9,497,137	9,497,137
Less accumulated depreciation	(3,188,287)	(3,013,359)
Net investment in property held for lease	<u>\$ 6,308,850</u>	<u>6,483,778</u>

Minimum future rental income on this lease as of June 30, 2016 is as follows:

2017	\$690,300
2018	\$690,200

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

(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 term of the lease is 35 years.

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.

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.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

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

	<u>2016</u>	<u>2015</u>
Virginia Beach National Golf Course (including land) \$	4,636,163	4,636,163
Less: accumulated depreciation	<u>(1,365,350)</u>	<u>(1,231,234)</u>
Net investment in property held for lease	<u>\$ 3,270,813</u>	<u>3,404,929</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.

(E) 300 Atlantic Avenue Hotel

In June 2002, as part of the amended and restated 31st Street Project Development Agreement and other documents, the Authority agreed to purchase the property and building improvements, at 300 Atlantic Avenue, known as Beach Quarters Inn. The purchase of this property occurred in October 2002. In August 2012, the Authority approved a lease agreement with Pinnacle Holdings VIII, LLC. The initial lease term is for five years beginning October 1, 2012 and expiring September 30, 2017. The rent was \$184,190.73 per annum, escalating 3% each year, and is paid in equal installments in June, July, and August.

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

	<u>2016</u>	<u>2015</u>
300 Atlantic Avenue Hotel (including land) \$	2,200,000	2,200,000
Less: accumulated depreciation	<u>(1,342,000)</u>	<u>(1,342,000)</u>
Net investment in property held for lease	<u>\$ 858,000</u>	<u>858,000</u>

There is no future rental income on this lease due to subsequent events (See Note 10).

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

(F) 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, 2016, parking and vault spaces were being leased at monthly rates of approximately \$118 per space and \$1 to \$2 per rental square foot, respectively.

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

	<u>2016</u>	<u>2015</u>
Town Center Block 4 Garage (including land)	\$ 22,875,431	22,875,431
Less: accumulated depreciation	(7,352,999)	(6,811,674)
Net investment in property held for lease	<u>\$ 15,522,432</u>	<u>16,063,757</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, 2016, residential parking spaces were being leased at monthly rates of approximately \$63 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>2016</u>	<u>2015</u>
Town Center Block 10 Garage (including land)	\$ 13,616,672	13,616,672
Less: accumulated depreciation	(3,445,044)	(3,119,528)
Net investment in property held for lease	<u>\$ 10,171,628</u>	<u>10,497,144</u>

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

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

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

	<u>2016</u>	<u>2015</u>
Town Center Block 12 Garage (including land)	\$ 4,465,983	4,465,983
Less: accumulated depreciation	<u>(1,015,718)</u>	<u>(926,750)</u>
Net investment in property held for lease	<u>\$ 3,450,265</u>	<u>3,539,233</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, 2016, residential and commercial parking spaces were being leased at monthly rates of approximately \$63 and \$118 per space, respectively.

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

	<u>2016</u>	<u>2015</u>
Town Center Block 7 Garage (including land)	\$ 17,041,170	17,041,170
Less: accumulated depreciation	<u>(3,524,128)</u>	<u>(3,113,550)</u>
Net investment in property held for lease	<u>\$ 13,517,042</u>	<u>13,927,620</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, 2016, residential and commercial parking spaces were being leased at monthly rates of approximately \$63 and \$118 per space, respectively.

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

	<u>2016</u>	<u>2015</u>
Town Center Block 11 Garage (including land)	\$ 20,119,490	20,119,490
Less: accumulated depreciation	<u>(674,900)</u>	<u>(198,500)</u>
Net investment in property held for lease	<u>\$ 19,444,590</u>	<u>19,920,990</u>

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

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

(G) 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>2016</u>	<u>2015</u>
31st Street Garage (including land)	\$ 17,507,500	17,507,500
Less: accumulated depreciation	<u>(3,790,179)</u>	<u>(3,448,208)</u>
Net investment in property held for lease	<u>\$ 13,717,321</u>	<u>14,059,292</u>

Minimum future rental income before operations/maintenance credits on this lease as of June 30, 2016 is as follows:

2017	\$401,458
2018	\$401,458
2019	\$401,458
2020	\$401,458
2021	\$401,458

(H) 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 are under a long-term lease agreement that was signed prior to the Authority's purchase of 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>2016</u>	<u>2015</u>
9th Street Garage (including land)	\$ 9,750,000	9,750,000
Less: accumulated depreciation	<u>(2,762,500)</u>	<u>(2,518,750)</u>
Net investment in property held for lease	<u>\$ 6,987,500</u>	<u>7,231,250</u>

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

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

(I) 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, expiring September 30, 2016, and includes up to five (5) additional one-year terms.

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

	<u>2016</u>	<u>2015</u>
110 S Independence Blvd (including land)	\$ 5,033,213	5,033,213
Less: accumulated depreciation	(659,266)	(561,597)
Net investment in property held for lease	<u>\$ 4,373,947</u>	<u>4,471,616</u>

Minimum future rental income on this lease as of June 30, 2016 is as follows: 2017, \$67,531.

(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 2016 and 2015, the City had advanced funding for the following capital projects:

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 2016 and 2015, 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 2016 and 2015, \$0 and \$400,429 was used to fund infrastructure costs related to Town Center, respectively. During fiscal year 2015, infrastructure assets in the amount of \$1,302,184 were completed and transferred to the City.

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 includes \$4,000,000, funded from the Authority's EDIP and \$3,700,000 from the City's CIP Program. Funding for Phase III includes \$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. Phase V of this project includes \$3,500,000, which was funded through the Authority's EDIP program.

CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY

Component Unit of the City of Virginia Beach, Virginia

Notes to Financial Statements

June 30, 2016 and 2015

(12) Subsequent Events

In May 2016, the Development Authority approved a purchase agreement of \$735,000 for approximately 3.5 acres of land in Corporate Landing to Telefonica International Wholesale Services USA Inc. The purchase agreement allows for a due diligence period of 100 days during which Telefonica may inspect the property. If the results of any inspection during this due diligence period are deemed unsatisfactory to Telefonica, they have the right to terminate the agreement. In September 2016, Telefonica requested an additional extension of 120 days.

In April 2016, the City of Virginia Beach authorized the transfer the approximately 155 acres of land located between Princess Anne Road and Landstown Center Way to the Development Authority as a potential site for the development of a Bio-Medical Park. The property's estimated value is \$22.039 million. The land must be subdivided and a plat will be prepared before the conveyance to the Development Authority can be completed. An approved plat is not expected to be received until fiscal year 2017.

In August 2016, the Development Authority notified Pinnacle Holdings VIII that they were in violation of their lease of the 300 Atlantic Avenue hotel for failing to pay the July and August 2016 rent installments. If the unpaid rent was not remitted immediately, then the Development Authority would proceed with evicting Pinnacle Holdings VIII and terminating the lease. The eviction was carried out and the Development Authority intends to have the building demolished sometime in fiscal year 2017.

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, 2016 and 2015

	<u>2016</u>	<u>2015</u>
General expenses:		
Leases	\$ 1,849,932	1,331,008
Amphitheater box seating	30,343	24,225
Independent audit fees	18,000	18,000
Amortization	95,852	95,852
Gifts and donations	47,500	12,500
Leasehold improvements	286,532	270,428
Total general expenses	<u>2,328,159</u>	<u>1,752,013</u>
Other expenses:		
Architecture and engineering	220,573	333,634
Park maintenance - Corporate Landing	35,240	36,173
Utilities - Corporate Landing fountain	215	3,108
Commissioner Stipend	5,550	4,200
Miscellaneous	148,141	123,736
Total other expenses	<u>409,719</u>	<u>500,851</u>
Total general and other expenses	\$ <u><u>2,737,878</u></u>	<u><u>2,252,864</u></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, 2016 and 2015

Description:	2016	2015
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	9,878,630	10,315,525
Current - cost of sales	—	(436,895)
Corporate Landing Office Park - ending inventory June 30	<u>9,878,630</u>	<u>9,878,630</u>
London Bridge Commerce Park - beginning inventory July 1	1,624,500	—
Land transferred from City	—	1,624,500
London Bridge Commerce Park - ending inventory June 30	<u>1,624,500</u>	<u>1,624,500</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>
Town Center Parking Lot - beginning inventory July 1	—	110,892
Current - cost participation	—	(110,892)
Town Center Parking Lot - ending inventory June 30	<u>—</u>	<u>—</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>
Headquarters Hotel Site Land - beginning inventory July 1	3,986,640	3,986,640
Land transferred from City	—	—
Headquarters Hotel Site Land - ending inventory June 30	<u>3,986,640</u>	<u>3,986,640</u>
Headquarters Hotel Site Building - beginning inventory July 1	406,603	406,603
Land transferred from City	—	—
Headquarters Hotel Site Building - ending inventory June 30	<u>406,603</u>	<u>406,603</u>
Total ending inventory	<u>\$ 22,530,172</u>	<u>22,530,172</u>

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

Schedules of Construction in Progress
June 30, 2016

	<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	—	—	—	—	—
	<u>\$ —</u>	<u>—</u>	<u>—</u>	<u>279,138</u>	<u>279,138</u>

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

Schedules of EDIP Accounts Payable
June 30, 2016 and 2015

	2016	2015
Balance Forward	\$ 5,346,600	3,260,801
Funding sources:		
EDIP City Appropriation - fiscal year	2,661,138	2,990,437
Reimbursement for construction management/design expenses	—	399,712
Reimbursement for APZ-1 awards and fees paid	300,136	19,863
Interest earned - fiscal year	79	484
Total Funding Available	<u>8,307,953</u>	<u>6,671,297</u>
Expenses:		
EDIP awards paid	(460,674)	(729,124)
APZ-1 awards and expenses paid	(227,370)	(75,000)
Engineering studies, legal fees and miscellaneous expenses	(132,967)	(72,801)
Town Center expenditures	—	(447,772)
Total Expenditures	<u>(821,011)</u>	<u>(1,324,697)</u>
Total Accounts Payable - Economic Development Program	\$ <u>7,486,942</u>	<u>5,346,600</u>

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

Schedules of Nonoperating Revenue from City of Virginia Beach
Years Ended June 30, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Central Business District - South payment of debt service for Town Center Note and Public Facility Revenue Bonds	\$ 7,459,543	6,852,013
9th Street Garage payment of debt service for Public Facility Revenue Bonds	686,680	671,017
31st Street Garage payment of debt service for Public Facility Revenue Bonds	1,092,027	1,078,245
Virginia Beach Amphitheater Capital Improvement Program	166,763	230,303
EDIP Part D projects	129,654	72,801
APZ-1 reimbursement of engineering fees		8,930
Bio-Initiative funding	245	—
Town Center Garage - Special Service District	1,483,105	1,056,800
Total Nonoperating Revenue From City of Virginia Beach	<u>\$ 11,018,017</u>	<u>9,970,109</u>

COMPLIANCE SECTION

**Report of Independent Auditor 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**

The Commissioners
City of Virginia Beach Development Authority

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities, the business-type activities, and each major fund of the City of Virginia Beach Development Authority (the "Authority"), as of and for the years ended June 30, 2016 and 2015, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements, and have issued our report thereon dated September 19, 2016.

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 results of that testing, and not to provide an opinion on the effectiveness of the entity'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 entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in black ink that reads "Cheryl Bekant LLP". The signature is written in a cursive, flowing style.

Virginia Beach, Virginia
September 19, 2016