

**WAYNE COUNTY CIVIC FACILITY
DEVELOPMENT CORPORATION**

FINANCIAL STATEMENTS

DECEMBER 31, 2014

WAYNE COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Wayne County Civic Facility Development Corporation
Lyons, New York

Report on the Financial Statements

We have audited the accompanying financial statements of Wayne County Civic Facility Development Corporation (a nonprofit local development corporation), which comprise the statements of financial position as of December 31, 2014 and 2013, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free 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 opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Wayne County Civic Facility Development Corporation as of December 31, 2014 and 2013, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The management's discussion and analysis on pages 3 - 6, which is the responsibility of management, is presented for purposes of additional analysis and is not a required part of the financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the 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 March 27, 2015, on our consideration of Wayne County Civic Facility Development Corporation'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 Wayne County Civic Facility Development Corporation's internal control over financial reporting and compliance.

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

EFP Rotenberg, LLP
Rochester, New York
March 27, 2015

WAYNE COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION
Management's Discussion and Analysis
For the Years Ended December 31, 2014 and 2013

As management of the Wayne County Civic Facility Development Corporation (the "Corporation") we offer readers of the Corporation's financial statements this narrative overview and analysis of the financial activities of the Corporation for the periods ended December 31, 2014 and 2013. This narrative should be read in conjunction with the Corporation's audited financial statements.

Financial Highlights

- There were no transactions completed by the Corporation in 2014 or 2013. The Corporation completed its first transaction in 2011: A \$19,775,000 Civic Facilities Revenue Bond was issued for the expansion/modernization and renovation of certain departments of the Newark-Wayne Hospital in Newark, New York.

Overview of the Financial Statements

This discussion and analysis are intended to serve as an introduction to the Corporation's basic financial statements. This report includes the independent auditors' report, financial statements, and notes to financial statements that will enhance the reader's understanding of the financial condition of the Corporation.

Required Financial Statements - The financial statements are prepared using the accrual basis of accounting. The financial statements include:

Statements of Financial Position - Presents all assets, liabilities and net assets of the Corporation at December 31, 2014 and 2013. The statements provide information about the amounts and investments in resources (assets) and the obligations to creditors (liabilities).

Statements of Activities - Presents the financial activity for the periods ended December 31, 2014 and 2013 and displays how this activity changed the Corporation's net assets. The statements provide information on the Corporation's operations and can be used to determine if the Corporation has recovered all of its costs through grants, user fees and other charges.

Statements of Cash Flows - Presents the cash provided and used in operations, investments and financing activities during 2014 and 2013 and how it affected the cash balance at December 31, 2014 and 2013, respectively.

Notes to Financial Statements - Provides information regarding the Corporation and explains in more detail the information included in the financial statements.

Financial Analysis

The Corporation's net assets may serve over time as a useful indicator of its financial position. In the case of the Corporation, assets exceeded liabilities by \$165,770 at December 31, 2014.

WAYNE COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION
Management's Discussion and Analysis
For the Years Ended December 31, 2014 and 2013

The Corporation's major asset is cash. A condensed version of the Corporation's statements of financial position follows:

Table 1
Condensed Statements of Financial Position
(In Thousands of Dollars)

	<u>2014</u>	<u>2013</u>	<u>Dollar Change</u>	<u>% Change</u>	<u>2012</u>	<u>Dollar Change</u>	<u>% Change</u>
Assets							
Cash	\$ 164.7	\$ 173.7	\$ (9.0)	(5.2)	\$ 183.1	\$ (9.4)	(5.1)
Other assets	<u>1.1</u>	<u>1.1</u>	<u>-</u>	<u>-</u>	<u>1.2</u>	<u>(0.1)</u>	<u>(8.3)</u>
Total assets	<u>\$ 165.8</u>	<u>\$ 174.8</u>	<u>\$ (9.0)</u>	<u>(5.1)</u>	<u>\$ 184.3</u>	<u>\$ (9.5)</u>	<u>(5.2)</u>
Net Assets							
Net assets -							
unrestricted	<u>\$ 165.8</u>	<u>\$ 174.8</u>	<u>\$ (9.0)</u>	<u>(5.1)</u>	<u>\$ 184.3</u>	<u>\$ (9.5)</u>	<u>(5.2)</u>
Total net assets	<u>\$ 165.8</u>	<u>\$ 174.8</u>	<u>\$ (9.0)</u>	<u>(5.1)</u>	<u>\$ 184.3</u>	<u>\$ (9.5)</u>	<u>(5.2)</u>

- Cash and unrestricted net position decreased as a result of the operating deficit for the year.

WAYNE COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION
Management's Discussion and Analysis
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A condensed version of the Corporation's statements of activities follows:

Table 2
Condensed Statements of Activities
(In Thousands of Dollars)

	<u>2014</u>	<u>2013</u>	<u>Dollar Change</u>	<u>% Change</u>	<u>2012</u>	<u>Dollar Change</u>	<u>% Change</u>
Revenues							
Miscellaneous income	\$ 0.4	\$ 0.1	\$ 0.3	300.0	\$ -	\$ 0.1	100.0
Total revenues	<u>0.4</u>	<u>0.1</u>	<u>0.3</u>	<u>300.0</u>	<u>-</u>	<u>0.1</u>	<u>100.0</u>
Expenses							
Insurance expense	1.4	1.6	(0.2)	(12.5)	1.6	-	-
Donation expense	5.0	5.0	-	-	9.0	(4.0)	(44.4)
Professional fees	<u>3.0</u>	<u>3.0</u>	<u>-</u>	<u>-</u>	<u>3.0</u>	<u>-</u>	<u>-</u>
Total expenses	<u>9.4</u>	<u>9.6</u>	<u>(0.2)</u>	<u>(2.1)</u>	<u>13.6</u>	<u>(4.0)</u>	<u>(29.4)</u>
Change in Net Assets	(9.0)	(9.5)	0.5	5.3	(13.6)	4.1	30.1
Net Assets - Beginning	<u>174.8</u>	<u>184.3</u>	<u>(9.5)</u>	<u>(5.2)</u>	<u>197.9</u>	<u>(13.6)</u>	<u>(6.9)</u>
Net Assets - Ending	<u>\$ 165.8</u>	<u>\$ 174.8</u>	<u>\$ (9.0)</u>	<u>(5.1)</u>	<u>\$ 184.3</u>	<u>\$ (9.5)</u>	<u>(5.2)</u>

- No project activity is reported for 2014 and 2013. Expenses are incurred for the ongoing support of operations.

WAYNE COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION
Management's Discussion and Analysis
For the Years Ended December 31, 2014 and 2013

Another important factor in the consideration of fiscal condition is the Agency's cash position and statements of cash flows. A condensed version of the Corporation's statements of cash flows follows:

Table 3
Condensed Statements of Cash Flows
(In Thousands of Dollars)

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Cash Flow from Operating Activities			
Change in net assets	\$ (9.0)	\$ (9.5)	\$ (13.6)
Change in prepaid expenses	<u>-</u>	<u>0.1</u>	<u>-</u>
Net change in cash	<u>(9.0)</u>	<u>(9.4)</u>	<u>(13.6)</u>
Cash - Beginning	<u>173.7</u>	<u>183.1</u>	<u>196.7</u>
Cash - Ending	<u>\$ 164.7</u>	<u>\$ 173.7</u>	<u>\$ 183.1</u>

- Cash decreased as a result of the decrease in net assets for the year.

Capital Assets

The Corporation has no capital assets.

Long-Term Debt

The Corporation has no long-term debt.

Contacting the Corporation

This financial report is designed to provide a general overview of the Corporation's finances for interested individuals. Questions regarding this report or requests for additional information should be directed to Wayne County Civic Facility Development Corporation, 9 Pearl Street, Lyons, New York 14489, Attention: Executive Director.

WAYNE COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION
Statements of Financial Position
December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
ASSETS		
Current Assets		
Cash	\$ 164,697	\$ 173,718
Prepaid expenses	<u>1,073</u>	<u>1,073</u>
Total current assets	<u>165,770</u>	<u>174,791</u>
Total Assets	<u>\$ 165,770</u>	<u>\$ 174,791</u>
NET ASSETS		
Net Assets - Unrestricted	<u>\$ 165,770</u>	<u>\$ 174,791</u>

The accompanying notes are an integral part of these financial statements.

WAYNE COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION
Statements of Activities
For the Years Ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Revenues		
Miscellaneous income	\$ <u>410</u>	\$ <u>95</u>
Total revenues	<u>410</u>	<u>95</u>
Expenses		
Insurance expense	1,431	1,571
Donation expense	5,000	5,000
Professional fees	<u>3,000</u>	<u>3,000</u>
Total expenses	<u>9,431</u>	<u>9,571</u>
Change in Net Assets	(9,021)	(9,476)
Net Assets - Beginning	<u>174,791</u>	<u>184,267</u>
Net Assets - Ending	<u>\$ 165,770</u>	<u>\$ 174,791</u>

The accompanying notes are an integral part of these financial statements.

WAYNE COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION
Statements of Cash Flows
For the Years Ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Cash Flows from Operating Activities		
Change in net assets	\$ (9,021)	\$ (9,476)
Change in assets and liabilities		
Prepaid insurance	<u>-</u>	<u>140</u>
Net Change in Cash	(9,021)	(9,336)
Cash - Beginning	<u>173,718</u>	<u>183,054</u>
Cash - Ending	<u>\$ 164,697</u>	<u>\$ 173,718</u>

The accompanying notes are an integral part of these financial statements.

WAYNE COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION
Notes to Financial Statements

Note 1. Summary of Significant Accounting Policies and Nature of Organization

Nature of Organization - The Wayne County Civic Facility Development Corporation (the Corporation) was incorporated on May 20, 2011 for the purpose of supporting the operation of not-for-profit corporations and institutions in Wayne County to increase employment opportunities for its residents. The Corporation serves as Wayne County's designated economic development entity on behalf of issuers of bonds, notes and other instruments to support projects undertaken by not-for-profit corporations and institutions within the County.

Measurement Focus and Basis of Accounting - The Corporation prepares its financial statements on the accrual basis of accounting.

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

Basis of Presentation - The Corporation prepares its financial statements in accordance with Accounting Standards Codification (ASC) 958-205, *Financial Statements of Not-for-Profit Organizations*. Under ASC 958-205, the Corporation is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets and permanently restricted net assets. These classes are established in accordance with their nature and purpose, in observation of any third party limitations or restrictions placed on the use of these resources. Any donor-restricted contribution whose restrictions are met in the same reporting period or any gifts of long-lived assets are reported as unrestricted support. At December 31, 2014 and 2013, the Corporation did not have any temporarily restricted or permanently restricted net assets.

Unrestricted Net Assets - Unrestricted net assets represent net assets that are not subject to donor imposed stipulations and are generally available for support of the Corporation's activities. The Board of Directors has discretionary control over these resources to carry out the operations of the Corporation in accordance with its by-laws.

Cash and Cash Equivalents - For the purposes of the statements of net assets and cash flows, cash and cash equivalents include deposits, certificates of deposit, and all highly liquid debt instruments with original maturities of three months or less. At December 31, 2014 and 2013, there were no cash equivalents. The Corporation maintains cash and cash equivalents at financial institutions which periodically may exceed insured limits.

Related Parties - The Corporation is related through common management with the Wayne County Industrial Development Agency (IDA), Wayne Economic Development Corporation (EDC), and, Wayne County Industrial Sustainability Development Corporation (ISDC), which also promote economic development in the County.

Income Taxes - The Corporation is a nonprofit corporation and is exempt from income tax under New York State Article 14 as a local development corporation.

In accordance with ASC 740-10-50, *Accounting for Uncertainty in Income Taxes*, the Corporation recognizes the tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by taxing authorities. Management believes that the Corporation is currently operating in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no liability for unrecognized tax benefits has been included in the Corporation's financial statements.

WAYNE COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION
Notes to Financial Statements

Subsequent Events - Management has evaluated subsequent events through the date of the report which is the date the financial statements were available to be issued.

Note 2. Industrial Revenue Bonds

The Corporation has entered into the following conduit financing arrangements where the primary function of the Corporation is to arrange financing through the issuance of Industrial Revenue Bonds between the companies identified below and the bond holders. As conduit financing arrangements, the assets and liabilities resulting from the transactions are not recorded in these financial statements.

Although not part of the accounting system, New York State statute requires disclosure of these transactions as follows:

<u>Company</u>	<u>Date of Issuance</u>	<u>Date of Maturity</u>	<u>Outstanding End of Year</u>
Newark-Wayne Community Hospital - Series 2011A	2011	2041	\$ 10,500,000
Newark-Wayne Community Hospital - Series 2011B	2011	2015	885,000
Newark-Wayne Community Hospital - Series 2011C	2011	2021	<u>3,850,000</u>
Total			<u>\$ 15,235,000</u>

INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

To the Board of Directors
Wayne County Civic Facility Development Corporation
Lyons, New York

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 Wayne County Civic Facility Development Corporation (a nonprofit local development corporation), which comprise the statement of financial position as of December 31, 2014, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated March 27, 2015.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered Wayne County Civic Facility Development Corporation'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 opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Wayne County Civic Facility Development Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of Wayne County Civic Facility Development Corporation's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or 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 Wayne County Civic Facility Development Corporation's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

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 organization'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 organization's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

EFP Rotenberg, LLP

EFP Rotenberg, LLP
Rochester, New York
March 27, 2015