

**COMMUNITY MARITIME PARK ASSOCIATES, INC.  
(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**

**FINANCIAL STATEMENTS AND  
SUPPLEMENTARY INFORMATION**

**SEPTEMBER 30, 2014**

**COMMUNITY MARITIME PARK ASSOCIATES, INC.  
(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**

**FINANCIAL STATEMENTS AND  
SUPPLEMENTARY INFORMATION**

**SEPTEMBER 30, 2014**

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VINCE J. WHIBBS SR. COMMUNITY  
**MaritimePark**<sup>™</sup>  
PENSACOLA, FL

December 8, 2014

Mr. James J. Reeves, Chairman  
And Board of Trustees  
Community Maritime Park Associates, Inc.  
Pensacola, Florida

As required by the Community Maritime Park Associates (CMPA) and the City of Pensacola (City), the audited annual financial statements have been prepared and are submitted herein.

The financial statements were compiled by the accounting firm of Warren Averett, LLC, and audited by the independent accounting firm of Saltmarsh, Cleaveland & Gund. Staff from the CMPA and City of Pensacola were instrumental in preparing the financial statements and related Management's Discussion and Analysis (MD&A). CMPA management believes that the report is a fair representation of the CMPA's financial position and results of operations as measured by the financial activity of the corporation, that presented data is accurate in all material aspects and that all disclosures necessary to enable the reader to gain maximum understanding of the CMPA's financial affairs have been included.

This report has been presented in accordance with Generally Accepted Accounting Principles (GAAP). These principles require that management provide an overview and analysis to accompany the basic financial statements in the form of MD&A. This letter of transmittal is designed to complement the MD&A and should be read in conjunction with it.

The staff is dedicated to the stewardship and safeguarding of the CMPA's assets to carry out the obligations of the Maritime Park project. Special thanks to the CMPA staff, the City of Pensacola, and Warren Averett, LLC who contributed to its preparation and to you, the Chairman and Trustees of the CMPA, for your guidance, oversight and management in support of a fiscally sound company.

Respectfully submitted,

Edward E. Spears  
Executive Director

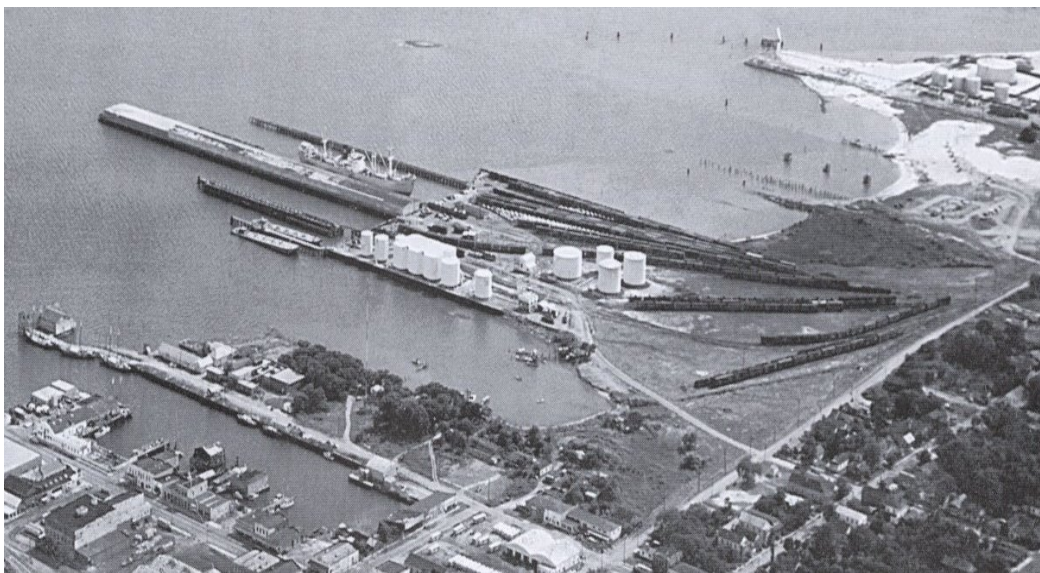
## Management's Letter of Transmittal

### History and Overview

The Vince Whibbs, Sr. Community Maritime Park is a master planned, public/private, urban renewal project on a former industrial, 32-acre parcel located on Pensacola Bay, in Pensacola, Florida. The property, significant in the city's unequalled 450 years of history, was utilized as the Panton-Leslie trading post as early as 1784. The peninsula saw many expansions and changes in use as the Pensacola waterfront evolved. Last utilized in the 1980's as a petroleum depot and sea-to-rail transfer station, the site has sat fallow for over 30 years. The City of Pensacola acquired the property to ensure a public use for the site. The Community Maritime Park was approved by the Pensacola City Council in 2005 and affirmed, via referendum, in September 2006. Since that time, project professionals have designed, permitted and constructed all elements of the project, with the exception of the breakwater/marina project which is anticipated to be constructed in 2015.



Panton-Leslie Trading Post, located on the Maritime Park property, circa 1850's



Trillium Fuel Depot and Sea/Rail Transfer Station, circa 1960's



Property Pre-Construction

The CMPA, a State of Florida not-for-profit, 501(c)(3) corporation, was created in 2005 to carry out the construction of the public amenities and as the agent to the City for the private improvements. The CMPA, an instrumentality of the City of Pensacola, is governed by a 12 member Board of Trustees, appointed by the Pensacola City Council (51%) and the CMPA Board (49%). CMPA employs an executive director and ancillary support staff. The Board meets monthly and holds special meetings as necessary. Currently, the CMPA has three appointed sub-committees to carry out specific aspects of the Maritime Park Project: the Design Development Committee, focusing on project design; the Operations and Audit Committee, focusing on the management and finances of the project; and the Executive Committee focusing on overall issues of the corporation. Activities are carried out under two contracts between the CMPA and the City of Pensacola, the Master Lease and Master Development Agreement. Both contracts are executed and in full force and effect as of the date of this report.

The Community Maritime Park Conceptual Design was created by Urban Design Associates, Inc., adopted by the Pensacola City Council and ratified by the citizens of Pensacola via referendum in September 2006. The Design Criteria Package, commissioned in 2007, was created by an exceptional team of architects and engineers, including Caldwell Associates Architects, Urban Design Associates, HKS Architects, Sasaki, Inc., Hatch Mott MacDonald, Qore, Inc., and others. The CMPA entered into a development agreement with Maritime Park Development Partners (MPDP) in 2009 to carry out the development of the public and private improvements and a Design-Build contract with Magi Construction, LLC (Magi), a joint venture of MPDP and HOAR Construction, in May 2010 for the actual construction of the public improvements. Also in 2009, the CMPA entered into an agreement with a team lead by Hatch, Mott, McDonald and Morette Construction, to serve as the Owner's Representative for the project. The Owner's Representative provides independent, third party review and approval of all design, bidding, construction and payment on behalf of the CMPA. The Owner's Representative contract was extended in 2011 through the end of construction in April 2012.



Construction of the stadium and related infrastructure was completed in March 2012. Construction of the amphitheatre and final completion of the project was concluded in June 2012.



Project Under Construction

The public financing necessary to finance the project was secured through the City issuing \$45.6 million in bonds in December 2009. In addition to the bond funding, the CMPA was awarded a federal New Market Tax Credit (NMTC) allocation by a partnership of three Community Development Entities, headed by the Capital Trust Agency (CTA-CDE), of Gulf Breeze Florida. Under the direction of Mr. Ed Gray, Executive Director of CTA-CDE, the allocation was sold and generated an additional \$12 million for the project. Under the NMTC structure, the City of Pensacola was designated as the Disbursing Agent which monitors expenses to budget and controls the funding requests. The Disbursing Agent provides an additional safeguard for project funds. In FY 2014 the Community Development Entities requested that CTA-CDE assume this responsibility in an effort to reduce the associated bank fees.

The CMPA also received private donations going toward the public improvements. The first, \$600,000 from Skip and Martha Ann Hunter was donated for the Amphitheatre project. The second, \$2,250,000 from Quint and Rishy Studer, was donated for the general project. Also, the Community Redevelopment Agency has provided for a \$500,000 loan to construct the amphitheater back of house addition. Currently, the total project budget is \$56,007,502.

The project is an award winning mixed-use development that has re-established a dynamic public waterfront on the western half of Downtown Pensacola. The project features public amenities, including: an expansive public waterfront park; a community multi-use facility suitable for baseball and other athletic events, festivals, and other community activities; a performing arts amphitheater; promenades; parking and all necessary ancillary uses, including infrastructure and site improvements. Private improvements envisioned for the property include: commercial; office; retail; residential; restaurant; hospitality and entertainment. In August 2012, the first lease for private development was approved by the CMPA and City of Pensacola. Construction of the private development, Maritime Place, a 77,000 square foot, \$16,000,000 office building, was completed on time in October, 2014. The building is 100% leased and tenants have occupied the various office spaces. In June, 2013, the second lease for private development was executed. Maritime One is currently under construction and

is expected to be completed in early 2015. Maritime One is a 27,000 square foot, \$4,000,000 mixed use building. Maritime One is significant in that it includes a residential component. As of the date of this report, the CMPA, through its realtor, CBRE, Inc., has an open Request for Proposals (RFP), for the remaining private development. Responses are due in early December, 2014. It is expected that further private development will be generated from this solicitation.



Completed Project



## Operations and Maintenance

With the conclusion of the construction project, the CMPA has transitioned from a construction management project to an operations and management project. The CMPA has entered into two agreements for operations and management aspects. The first, a non-exclusive use agreement, is with Northwest Florida Professional Baseball, LLC (NFPB). This agreement allows NFPB to utilize the stadium for its Double-A Minor League Baseball Team, the Pensacola Blue Wahoos. The Blue Wahoos are under a four-year contract as the Double A affiliate of the Cincinnati Reds Major League Baseball Team. NFPB is also given non-exclusive rights to schedule other events in the stadium through cooperation with the CMPA. The agreement is for 10 years with two 5 year extension options, for a total of 20 years. The Blue Wahoos held their inaugural season in the Maritime Park Stadium from April to September 2012. The team led the Southern League in attendance for the 2012 season and achieved 40 sell out games. The Maritime Park Stadium hosted over 325,000 fans for the inaugural season. The Blue Wahoos were named the Southern League's "Organization of the Year" and team president Bruce Baldwin was named "Executive of the Year". The Community Maritime Park Stadium was named "Ball Park of the Year" by Baseballparks.com. The second year of baseball at the Maritime Park provided as successful as the first. Attendance topped 315,000 for the 70 home games, despite heavy rainfall during the summer months in Pensacola. The 2014 baseball season concluded with 311,687 fans attending 33 sell-out games over the 70 game home stand which resulted in second best in the Southern League for attendance.



Pensacola Blue Wahoos Playing at the Maritime Park Stadium

## Analysis

The Community Maritime Park construction project is completed. The only construction aspect that is pending is the breakwater project. On June 3, 2013, the CMPA received a long awaited permit from



the United States Army Corps of Engineers to build the breakwater on the southwest corner of the Maritime Park. CMPA has earmarked funds for this project since 2010. Previous bids proved outside of the available budget. In 2014, the CMPA re-bid the project. The bids were close enough to available budget for the CMPA to approach the City's Community Redevelopment Agency (CRA) to provide the gap funding in the form of a loan. The CRA approved a loan of up to \$210,000 in October 2014. The CMPA expects to execute a construction contract for the Breakwater in November 2014 and the project to be completed by Summer, 2015.

The CMPA has made final payment to the General Contractor for the project. Some warranty issues remain, but all outstanding issues such as the stormwater pond liner have been successfully resolved. The CMPA sought and received a de-certification from the state of Florida Department of Environmental Protection to remove the liner from the pond. The liner that was on the surface was successfully removed by the General Contractor. No further issues with the liner have occurred.

With the completion of the breakwater project in 2015, the public construction aspect of the Maritime Park project will be completed. Currently, staff and the Board are focused on operations and management and private development.

### Opportunities and Threats

The majority of construction and expenditures for the public portion of the Community Maritime Park project took place in 2011, with final completion in Spring 2012. The Board, staff, general contractor and Construction Owner's Representative worked diligently to complete the construction on time and within budget.

In December 2010 and January 2011, the CMPA voted to terminate the contract with the Master Developer. The CMPA has filed suit in Federal Court against MPDP for "fraud in the inducement" and is seeking repayment of fees and damages. In 2012, the CMPA won Summary Judgment from the U.S. District Courts granting all aspects of the CMPA's complaint against MPDP. Oral arguments were completed in January 2013 to hear evidence and testimony to determine the financial aspects of the case to CMPA. The Court has frozen disbursement of all profit to MPDP in anticipation of those funds being forfeited to CMPA. Final judgment in CMPA's favor was issued by the Court in February 2014. The funds that were being held by the Court were released to CMPA and returned to the Construction Fund. MPDP has appealed the ruling. Hearings on the appeal will be held in January, 2015 in Atlanta, Ga.

In 2012, the first land lease for construction of private development was approved by the CMPA and City of Pensacola. Maritime Place, LLC is owned by Quint and Rishy Studer and is the new home the Studer Group consulting firm, EmCare, Inc. and a local law firm. The building is 77,000 square feet and was constructed at a cost of \$16,000,000. Maritime Place was completed and opened in October 2014.

In June, 2013, the second lease for private development was executed. Maritime One is currently under construction and expected to be completed in early 2015. Maritime One is a 27,000 square foot, \$4,000,000 mixed use building. Maritime One is significant in that it is the first development on the property to include a residential component.

The CMPA has received a permit for the construction of the breakwater in the southwest corner of the property. This final aspect has been re-bid and construction is expected to start before the end of 2014. In September 2014, the CMPA entered into a multi-year agreement with the University of West Florida to play a minimum of two years of NCAA Division II football at the Maritime Park Stadium. UWF will be fielding a football team for the first time in school history starting in 2016. All home game will be played at the stadium from September through December annually. Additional years are included, until such time as UWF builds an on-campus stadium.

### Conclusion

The CMPA's Board of Trustees and staff have worked diligently to complete the Community Maritime Park construction project on time and on budget. The Maritime Park stadium, amphitheatre and surrounding grounds were a major success during the inaugural fiscal year 2012 and have continued to be a popular destination since. The stadium, parks and amphitheatre are now a focal point of community activities. Fiscal Year 2014 ended better than anticipated bringing in approximately \$722,000 in use fee, variable attendance surcharge and variable ticket surcharge revenues as well as approximately \$2,000 in net profits from the event and parking management contract. The momentum is expected to continue and increase with additional entertainment opportunities in the third full year of operation. Private development is also expected to increase the activities and opportunities at the Park for years to come. It is expected that FY 2015 will see 200-300 employees located at the office buildings, creating a high level of daily activity and vibrancy. It is also expected that the first residences will be living at the Maritime Park in 2015 and the breakwater project will be completed.

The Maritime Park's future success will rely on the continued close supervision by the Board of Trustees, the professionalism of the staff and the expertise of the teams of consultants and advisors working on the project.



VINCE J. WHIBBS SR. COMMUNITY  
**MaritimePark**<sup>™</sup>  
PENSACOLA, FL

**Community Maritime Park Associates, Inc.**

**2013-2014 Board of Trustees**

Mr. James J. Reeves, Chair  
Dr. Jimmy Jones, Vice Chair  
Ms. Ann Hill, Secretary  
Mr. Fred Gunther, Treasurer

Mrs. Alexis Bolin, Trustee  
Mr. Buddy McCormick, Trustee  
Mr. John Mering, Trustee  
Mr. Lloyd Reshard, Trustee  
Col. Jim Smith (ret), Trustee  
Mr. Justin Spence, Trustee  
Mr. Mark Taylor, Trustee  
Mrs. Kelly Wieczorak, Trustee

**Staff**

Edward E. Spears, Executive Director  
Amanda Bills, Certified Public Accountant

**Legal Counsel**

Lisa Minshew, Esquire  
Edward P. Fleming, Esquire



## INDEPENDENT AUDITOR'S REPORT

Board of Trustees  
Community Maritime Park Associates, Inc.  
Pensacola, Florida

We have audited the accompanying financial statements of the governmental activities, each major fund, and the government-wide activities of Community Maritime Park Associates, Inc. ("CMPA"), (a component unit of the City of Pensacola, Florida), as of and for the year ended September 30, 2014, and the related notes to the financial statements, which collectively comprise CMPA'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. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Board of Directors  
Community Maritime Park Associates, Inc.

## **Opinions**

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial positions of the governmental activities, each major fund, and the entity-wide activities of CMPA as of September 30, 2014, and the respective changes in financial position thereof for the year then ended in conformity 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 3 through 6 be presented to supplement the basic financial statements. Such information, although not 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 CMPA's financial statements as a whole. Management's letter of transmittal is presented for purposes of additional analysis and is not a required part of the financial statements. Management's letter of transmittal 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.



Pensacola, Florida  
December 8, 2014

**FINANCIAL STATEMENTS AND  
SUPPLEMENTARY INFORMATION**

This Section contains the following subsections:

MANAGEMENT'S DISCUSSION AND ANALYSIS

BASIC FINANCIAL STATEMENTS



**MANAGEMENT'S DISCUSSION  
AND ANALYSIS**

**COMMUNITY MARITIME PARK ASSOCIATES, INC.**  
**(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**SEPTEMBER 30, 2014**

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Our discussion and analysis of the Community Maritime Park Associates, Inc.'s (CMPA) financial performance provides an overview of the CMPA's financial activities for the fiscal year ended September 30, 2014. Please read it in conjunction with the CMPA's financial statements which immediately follow this discussion.

## **OVERVIEW OF THE FINANCIAL STATEMENTS**

This discussion and analysis is intended to serve as an introduction to the CMPA's basic financial statements. The basic financial statements are comprised of three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to the financial statements.

### Government-Wide Financial Statements

The *government-wide financial statements*, which consist of the following two statements, are designed to provide readers with a broad overview of the CMPA's finances, in a manner similar to a private-sector business.

The *statement of net position* presents the CMPA's assets and liabilities, with the difference between the two reported as *net position*. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the CMPA is improving or deteriorating.

The *statement of activities* presents the change in the CMPA's net position during the year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, *regardless of the timing of related cash flows*. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods.

### Fund Financial Statements

A *fund* is a grouping of related accounts used to maintain control over resources that have been segregated for specific activities or objectives. The CMPA only has one category of funds - governmental funds - and maintains three funds, the General Fund, the Capital Maintenance Special Revenue Fund, and the Construction Capital Project Fund.

*Governmental funds* are used to account for essentially the same functions reported as *governmental activities* in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on *near-term inflows and outflows of spendable resources*, as well as on *balances of spendable resources* available at the end of the fiscal year. Such information may be useful in evaluating the CMPA's near-term financing requirements.

**COMMUNITY MARITIME PARK ASSOCIATES, INC.**  
**(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**SEPTEMBER 30, 2014**

Notes to the Financial Statements

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

**GOVERNMENT-WIDE FINANCIAL ANALYSIS**

As noted earlier, net position may serve over time as a useful indicator of financial position. The following table reflects the condensed Government-wide Statement of Net Position. A comparative analysis of government-wide data is presented as follows:

Community Maritime Park Associates, Inc.'s Net Position

	2014	2013
Current and Other Assets	\$ 2,833,602	\$ 2,614,607
Capital Assets	48,616,496	50,676,126
Total Assets	51,450,098	53,290,733
Current Liabilities	537,138	467,866
Long-term Liabilities	54,538,178	54,609,265
Total Liabilities	55,075,316	55,077,131
Invested in capital assets, net of related debt	(5,940,684)	(3,948,287)
Restricted	2,422,374	2,183,757
Unrestricted	(106,908)	(21,868)
Net Position	\$ (3,625,218)	\$ (1,786,398)

During 2010, the CMPA received proceeds from six notes payable, which were used to finance the construction of the Community Maritime Park. Generally accepted accounting principles applicable to governments requires the government's capital asset activity to be presented as a component of net position, net of related debt. At fiscal year end, the CMPA's investment in capital assets totals approximately \$48.6 million, and was financed primarily by the proceeds of debt.

Restricted net position increased roughly \$240,000 primarily from the receipt of approximately \$160,000 in funds restricted for capital repair and maintenance. Approximately \$1.7 million of the restricted net position balance is representative of the remaining construction cash on hand which is earmarked for the breakwater construction.



**COMMUNITY MARITIME PARK ASSOCIATES, INC.**  
**(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**SEPTEMBER 30, 2014**

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Community Maritime Park Associates, Inc.'s Changes in Net Position

	<u>2014</u>	<u>2013</u>
Revenues:		
Community Redevelopment Agency funding	\$ 1,894,745	\$ 1,894,745
Private donations	7,909	84,864
Intergovernmental	248,000	269,924
User and other fee based income	722,858	787,678
Insurance proceeds	10,352	-
Lawsuit proceeds	397,425	-
Miscellaneous	<u>9,511</u>	<u>1,878</u>
	3,290,800	3,039,089
 Expenses	 <u>5,129,620</u>	 <u>5,162,613</u>
 Change in Net Position	 (1,838,820)	 (2,123,524)
Net Position, beginning of year	<u>(1,786,398)</u>	<u>337,126</u>
Net Position, end of year	<u>\$ (3,625,218)</u>	<u>\$ (1,786,398)</u>

Total revenues increased approximately \$250,000 over fiscal year 2013 primarily due to the receipt of proceeds from the settlement of the lawsuit with the original park developer totaling approximately \$400,000.

Expenses remained consistent with no significant changes in park operations during the year.

**FINANCIAL ANALYSIS OF THE CMPA'S GOVERNMENTAL FUNDS**

As of the end of fiscal year 2014, the CMPA's governmental funds reported an ending fund balance of approximately \$2.5 million, an increase of approximately \$160,000. The increase was primarily the result of the lawsuit proceeds disclosed above which helped offset additional capital outlay costs incurred in the construction fund related to the construction costs for the breakwater. In addition, 2014 was the first year of repayment of the Community Redevelopment Agency (CRA) note payable.

**GENERAL FUND BUDGET**

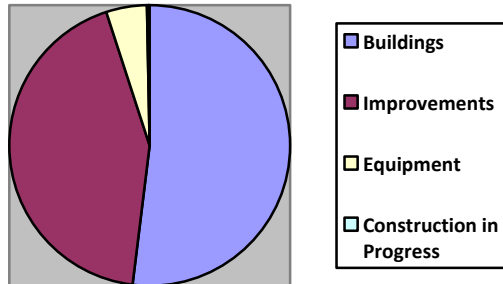
The CMPA adopts a budget which is used for internal monitoring purposes; however, it is not considered a "legal budget" for Florida compliance purposes.

**COMMUNITY MARITIME PARK ASSOCIATES, INC.**  
**(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**SEPTEMBER 30, 2014**

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## **CAPITAL ASSETS AND DEBT ADMINISTRATION**

The CMPA's investment in capital assets as of September 30, 2014, amounts to \$48,616,496, which consists entirely of the Community Maritime Park consisting of construction in progress, buildings, improvements and equipment.



During the year ended September 30, 2014, the CMPA made interest only payments related to the debt used to finance the project. The debt requires payments of interest only (at rates ranging from .50160% to 4.641%) through May 2017. Beginning July 1, 2017, principal and interest are payable monthly through maturity in May 2040. In 2014, the CMPA also began making principal and interest payments on a \$486,639 note payable to the City's Community Development Agency (CRA) for the Hunter Amphitheater back of the house loan which is payable over 20 years at a fixed 3% interest rate.

## **ECONOMIC FACTORS**

Facts, decisions or conditions that are expected to have a significant effect on the financial position or results of operations for the CMPA in fiscal year 2015 include the anticipated responses to a recently released Request for Proposals for the development of the private parcels at the Community Maritime Park. Responses are expected to be received in December 2014 and will be evaluated by CBRE, Inc., the listing agent for the parcels, and presented to the CMPA Board and the City for review. During fiscal year 2014 CMPA entered into a multi-year agreement with the University of West Florida to play a minimum of two years of NCAA Division II football at the Maritime Park Stadium beginning in 2016. CMPA will receive rental fees, a percentage of gross concession revenue and ticket sales surcharges for each home game played.

Additional revenue sources are being identified and researched by the CMPA Board and the City, as the CMPA's vendor for event management services. Potential revenue sources include advertising signage and developing non-baseball events. The City expanded the scope of its current agreement with SMG, an entertainment management firm, for event promotion and booking services at the Hunter Amphitheater and other locations at the Maritime Park. It is anticipated that events will occur in Spring 2015. The potential for variable ticket sales surcharge revenue and return of profit from the City's Neighborhood Services Department to CMPA cannot be estimated at this time.

## **BASIC FINANCIAL STATEMENTS**

**Community Maritime Park Associates, Inc.**  
**(A Component Unit of the City of Pensacola, Florida)**  
**FUND BALANCE SHEET / STATEMENT OF NET POSITION**  
**September 30, 2014**

**Fund Balance Sheet**

	<b>General Fund</b>	<b>Capital Maintenance Special Revenue Fund</b>	<b>Construction Capital Project Fund</b>	<b>Total</b>	<b>Adjustments (Note 12)</b>	<b>Statement of Net Position</b>
<b>Assets</b>						
Cash - unrestricted	\$ 17,935	\$ --	\$ --	\$ 17,935	\$ --	\$ 17,935
Cash - restricted	--	225,800	386,177	611,977	--	611,977
Cash - restricted for construction	--	--	1,696,686	1,696,686	--	1,696,686
Accounts receivable-NFPB	358,845	145,856	--	504,701	--	504,701
Due from City of Pensacola	--	2,303	--	2,303	--	2,303
Capital assets:						
Construction in progress	--	--	--	--	88,863	88,863
Depreciable, net	--	--	--	--	48,527,633	48,527,633
<b>Total assets</b>	<b>\$ 376,780</b>	<b>\$ 373,959</b>	<b>\$ 2,082,863</b>	<b>\$ 2,833,602</b>	<b>48,616,496</b>	<b>51,450,098</b>
<b>Liabilities</b>						
Accounts payable	\$ 39,941	\$ --	\$ 34,448	\$ 74,389	--	74,389
Unearned revenues	116,312	--	--	116,312	--	116,312
Due to City of Pensacola	152,938	--	--	152,938	--	152,938
Accrued interest	--	--	--	--	174,497	174,497
Non-current liabilities:						
Due within one year	--	--	--	--	19,002	19,002
Due in more than one year	--	--	--	--	54,538,178	54,538,178
<b>Total liabilities</b>	<b>309,191</b>	<b>--</b>	<b>34,448</b>	<b>343,639</b>	<b>54,731,677</b>	<b>55,075,316</b>
<b>Fund Balance / Net Position</b>						
Fund balance - unassigned	67,589	--	--	67,589		
Fund balance - restricted	--	373,959	2,048,415	2,422,374		
<b>Total fund balance</b>	<b>67,589</b>	<b>373,959</b>	<b>2,048,415</b>	<b>2,489,963</b>		
<b>Total liabilities and fund balance</b>	<b>\$ 376,780</b>	<b>\$ 373,959</b>	<b>\$ 2,082,863</b>	<b>\$ 2,833,602</b>		
Net position						
Net investment in capital assets					(5,940,684)	(5,940,684)
Restricted for capital improvements					2,422,374	2,422,374
Unrestricted					(106,908)	(106,908)
<b>Total net position</b>					<b>\$ (3,625,218)</b>	<b>\$ (3,625,218)</b>

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

**Community Maritime Park Associates, Inc.**  
**(A Component Unit of the City of Pensacola, Florida)**  
**STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN**  
**FUND BALANCE / STATEMENT OF ACTIVITIES**  
**For the Year Ended September 30, 2014**

<u>Statement of Revenues, Expenditures and Changes in Fund Balance</u>						
	<u>General Fund</u>	<u>Capital Maintenance Special Revenue Fund</u>	<u>Construction Capital Project Fund</u>	<u>Total</u>	<u>Adjustments (Note 12)</u>	<u>Statement of Activities</u>
<b>Revenues</b>						
Community Redevelopment Agency funding	\$ --	\$ --	\$ 1,894,745	\$ 1,894,745	\$ --	\$ 1,894,745
Private donations	--	--	--	--	7,909	7,909
Intergovernmental	248,000	--	--	248,000	--	248,000
User and other fee based income	561,607	161,251	--	722,858	--	722,858
Insurance proceeds	10,352	--	--	10,352	--	10,352
Lawsuit proceeds	--	--	397,425	397,425	--	397,425
Miscellaneous	8,511	--	1,000	9,511	--	9,511
Total	<u>828,470</u>	<u>161,251</u>	<u>2,293,170</u>	<u>3,282,891</u>	<u>7,909</u>	<u>3,290,800</u>
<b>Expenditures / Expenses</b>						
General government:						
Bank fees	14	--	23,475	23,489	--	23,489
Depreciation	--	--	--	--	2,161,442	2,161,442
Insurance	152,237	--	--	152,237	--	152,237
Ad valorem tax	122,637	--	--	122,637	--	122,637
Miscellaneous	61,074	--	--	61,074	(57,872)	3,202
Payroll	101,133	--	--	101,133	--	101,133
Other contractual services	40,010	--	--	40,010	--	40,010
Professional fees	41,359	--	75,377	116,736	--	116,736
Repairs and maintenance	184,559	--	15,000	199,559	--	199,559
Utilities	186,667	--	--	186,667	--	186,667
Capital outlay	--	--	93,903	93,903	(93,903)	--
Debt service-						
Principal	9,361	--	--	9,361	(9,361)	--
Interest	7,299	--	2,008,049	2,015,348	7,160	2,022,508
Total	<u>906,350</u>	<u>--</u>	<u>2,215,804</u>	<u>3,122,154</u>	<u>2,007,466</u>	<u>5,129,620</u>
Excess of revenues over expenditures	<u>(77,880)</u>	<u>161,251</u>	<u>77,366</u>	<u>160,737</u>		
Changes in net position						(1,838,820)
<b>Fund balance / net position</b>						
<b>Beginning of year</b>	145,469	212,708	1,971,049	2,329,226		(1,786,398)
<b>End of year</b>	<u>\$ 67,589</u>	<u>\$ 373,959</u>	<u>\$ 2,048,415</u>	<u>\$ 2,489,963</u>		<u>\$ (3,625,218)</u>

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



**COMMUNITY MARITIME PARK ASSOCIATES, INC.**  
**(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2014**

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**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The Community Maritime Park Associates, Inc. (the “CMPA”), a non-profit corporation under the provisions of Chapter 617, Florida Statutes, was created in 2005 for the purpose of developing the public and private aspects of the Vince Whibbs, Sr. Community Maritime Park (“Park”). The CMPA is an agency of the City of Pensacola (the “City”), and the City appoints the majority of members of the CMPA’s Board of Trustees. The CMPA meets the criteria of a component unit, and accordingly, will be included in the financial statements of the City.

The CMPA has a Master Lease Agreement (“Master Lease”) and Master Development Agreement (“MDA”) with the City for the CMPA’s lease and development of the City-owned waterfront property located at the 300 block of Main Street.

**Basis of Presentation - Basis of Accounting**

Because of the CMPA’s relationship with the City, its financial statements are prepared in accordance with Governmental Accounting Standards Board (“GASB”) Statement No. 34, which requires the CMPA to present *basic financial statements* which are defined as follows:

The Statement of Net Position and the Statement of Activities report information using the *economic resources measurement focus* and the *accrual basis of accounting*. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows. These statements focus on CMPA’s activities, as a whole, and report all of the assets, liabilities, revenues, expenses, and gains and losses of the entity.

The Fund Balance Sheet and the Statement of Revenues, Expenditures, and Changes in Fund Balance report information using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be *available* when they are collectible within the current period or within sixty days after year-end. Expenditures are generally recorded when a liability is incurred, as under accrual accounting.

GASB Statement No. 34 requires disclosure of the reconciliation adjustments which convert the *fund financial statements* into *government-wide financial statements*. The CMPA has elected to present the respective *fund financial statements* and the *government-wide financial statements* in a combined format containing the reconciliation adjustments.

**COMMUNITY MARITIME PARK ASSOCIATES, INC.**  
**(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2014**

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**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - (Continued)**

**Governmental Funds**

The CMPA has three governmental funds.

General Fund: Used to account for all financial resources, except those required by law or administrative action to be accounted for in another fund. The general fund is always reported as a major fund in the governmental fund statements.

Special Revenue Fund (Capital Maintenance Fund): Used to account for the proceeds of the variable ticket surcharge and proceeds from the event and parking management contract with the City that are restricted for specific purposes of capital maintenance of the Park.

Capital Projects Fund: Used to account for financial resources earmarked or segregated for the acquisition and construction of the Community Maritime Park and other project-oriented activities and the debt service payments during the construction phase.

**Restricted Cash**

Unspent proceeds of long-term debt (Note 4), project support payments (Note 6), and monies held for capital maintenance and repairs are restricted as their use is limited for development of the Park, debt service, and capital maintenance needs.

**Accounts Receivable**

Receivables consist of amounts due under the multi-use facility agreement as disclosed in Note 9. Currently, management deems all amounts to be fully collectible and no allowance for doubtful collections is necessary.

**Capital Assets**

Purchases of capital assets (consisting of the Park project, buildings, improvements, and equipment), are capitalized at cost in the Statement of Net Position but are recorded as capital outlay expenditures in the Statement of Revenues, Expenditures, and Changes in Fund Balance. Contributed assets are recorded at their estimated fair value at the time of donation.

**COMMUNITY MARITIME PARK ASSOCIATES, INC.**  
**(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2014**

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**NOTE - 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - (Continued)**

**Fund Balance**

Fund balances are classified in a hierarchy based on the extent to which there are external and internal constraints on the spending of the fund balances. These classifications are restricted, committed, assigned, and unassigned.

**Net Position**

Net position represents the difference between assets and deferred outflows of resources and liabilities and deferred inflows of resources. Net investment in capital assets consists of capital assets, net of accumulated depreciation, reduced by the outstanding related debt. The restricted portion of net position is restricted for Park development and for future debt service payments.

**Revenues**

The CMPA's revenues consist primarily of intergovernmental project support payments and miscellaneous appropriations and user fees.

**Budgets**

The CMPA adopts a budget which is used for internal monitoring purposes but is not considered a "legal budget" for Florida compliance purposes.

**Income Taxes**

The Internal Revenue Service has determined the CMPA to be exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for federal or state income taxes has been recorded. The CMPA is not aware of any uncertain tax positions that would require disclosure or accrual in accordance with generally accepted accounting principles. With few exceptions, the CMPA is no longer subject to federal, state, or local income tax examinations by tax authorities for years before 2011.

**Events Occurring After Reporting Date**

The CMPA has evaluated events and transactions that occurred between September 30, 2014 and December 8, 2014, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

**COMMUNITY MARITIME PARK ASSOCIATES, INC.**  
**(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2014**

**NOTE 2 - CASH DEPOSITS**

The investment of surplus funds is governed by the provisions of Florida Statute 218.415 as to the type of investments that can be made. Deposits may be exposed to custodial credit risk (risk of loss in the event of a bank failure).

The CMPA manages its custodial credit risk by maintaining its deposits in financial institutions designated as "Qualified Public Depositories" by the State Treasurer. All deposits were fully insured through a combination of federal depository insurance and participation of the financial institutions in the multiple financial institution collateral pool as specified in Chapter 280, Florida Statutes (the Florida Security for Public Deposits Act). Accordingly, risk of loss due to bank failure is not considered significant.

At September 30, 2014, the reported amount of the CMPA's deposits was approximately \$2.3 million and the entire balance consisted of deposits with financial institutions.

**NOTE 3 - CAPITAL ASSETS**

Changes in capital assets for the year ended September 30, 2014, were as follows:

	Balance October 1, 2013	Increases	Decreases/ Transfers	Balance September 30, 2014
<i>Capital assets not depreciated:</i>				
Construction in progress	\$ -	\$ 88,863	\$ -	\$ 88,863
<i>Capital assets depreciated:</i>				
Buildings	26,500,299	-	-	26,500,299
Improvements	23,827,248	7,909	-	23,835,157
Equipment	3,553,918	5,040	-	3,558,958
Total capital assets depreciated	53,881,465	12,949	-	53,894,414
<i>Less accumulated depreciation:</i>				
Buildings	781,327	530,006	-	1,311,333
Improvements	1,698,300	1,141,616	-	2,839,916
Equipment	725,712	489,820	-	1,215,532
Total accumulated depreciation	3,205,339	2,161,442	-	5,366,781
Total capital assets, net	\$ 50,676,126	\$(2,059,630)	\$ -	\$ 48,616,496

For the year ended September 30, 2014, CMPA recorded \$2,161,442 in depreciation expense.

**COMMUNITY MARITIME PARK ASSOCIATES, INC.**  
**(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2014**

**NOTE 4 - LONG-TERM DEBT**

In order to finance the development and construction of the public improvements of the Park, in December 2009 the City issued \$6,715,000 of Redevelopment Revenue Bonds, Series 2009A and \$38,925,000 of Redevelopment Revenue Bonds, Series 2009B. Approximately \$39.8 million of such proceeds were loaned by the City to CTA Investment Fund, LLC (the "Investor") and combined with other funds of the Investor to make equity investments in three separate community development entities ("CDEs") and take advantage of New Market Tax Credits under Section 45D of the Internal Revenue Code of 1986 ("Code") and Section 288 of the Florida Statutes.

The CDEs made loans to CMPA on May 27, 2010 totaling \$54,079,902 to finance the public use portion of the Park. The loans all require monthly interest payments effective July 1, 2010 with monthly principal payments starting July 1, 2017 and continuing through final maturity in 2040.

The CDE debts outstanding at September 30, 2014 are as follows:

<u>CDE Lender</u>	<u>Loan Description</u>	<u>Rate</u>	<u>Amount</u>
USBCDE Sub-CDE LVI, LLC	USB Note A, Facility A	4.641%	\$ 7,388,161
USBCDE Sub-CDE LVI, LLC	USB Note B, Facility B	.5016%	<u>2,511,839</u>
			9,900,000
CTACDE Sub1, LLC	CTA Note A, Facility A	4.641%	20,604,482
CTACDE Sub1, LLC	CTA Note B, Facility B	.7295%	<u>7,895,518</u>
			28,500,000
CDF Development Sub VI, LLC	CDF Note A, Facility A	4.641%	11,820,983
CDF Development Sub VI, LLC	CDF Note B, Facility B	2.3349%	<u>3,858,919</u>
			<u>15,679,902</u>
			<u>\$ 54,079,902</u>

The notes may not be prepaid in full or part prior to May 27, 2017, and thereafter the notes may be prepaid in whole but not in part.

**COMMUNITY MARITIME PARK ASSOCIATES, INC.**  
**(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2014**

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**NOTE 4 - LONG-TERM DEBT (Continued)**

Facility A note proceeds were used to pay for all pre-development costs and expenses in connection with the construction project. Facility B note proceeds were used to (a) acquire, rehabilitate and/or construct the improvements, (b) refinance certain existing debt incurred in connection with the project, (c) pay loan costs, (d) fund amounts on deposit in the reserve accounts, and (e) pay interest on the loans. All notes are secured by (a) a mortgage; (b) assignment of construction documents; (c) a security agreement granting the lender a security interest in (i) construction documents and all other contract rights, construction contracts, architectural contracts, management contracts, plans and specifications, engineering reports, licenses, permits and approvals relating to or usable in connection with the construction, use, occupancy, operations, ownership or maintenance of the property; (ii) CMPA property that is now or hereafter on deposit with, in the possession of, under the control of or held by the lender, including cash, deposits, stocks, bonds, treasury obligations, other securities, investment property, financial assets, securities accounts, notes, documents, instruments, certificates of deposit, items, chattel paper, and other property; (iii) the project support payments (Note 6); (iv) construction disbursement account; (v) operating account; (vi) reserve accounts. Private improvements to the Park will not serve as collateral.

In May 2012, CMPA entered into an agreement with the Northwest Florida Professional Baseball, LLC, (“NFPB”) for \$57,872 for the replacement of the existing aluminum bench seating with individual box seating. This note was cancelled in consideration for use of office space as further disclosed in Note 9.

In March 2012, CMPA entered into a promissory note with the Community Redevelopment Agency (CRA) of the City of Pensacola to borrow up to \$500,000 to fund additional costs of the Park. The note was modified on September 15, 2013 to combine the total borrowed amount of \$471,931 and accrued unpaid interest of \$14,708, into one note totaling \$486,639 bearing interest fixed at 3% for 20 years. Annual debt service payments are \$33,321 and the loan matures on April 1, 2033.



**COMMUNITY MARITIME PARK ASSOCIATES, INC.**  
**(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2014**

**NOTE 5 - CHANGES IN LONG-TERM DEBT AND DEBT SERVICE REQUIREMENTS**

The following is a summary of changes in long-term debt for the year ended September 30, 2014:

	Balance October 1, 2013	Additions	Retirements	Balance September 30, 2014
USB Note A	\$ 7,388,161	\$ -	\$ -	\$ 7,388,161
USB Note B	2,511,839	-	-	2,511,839
CTA Note A	20,604,482	-	-	20,604,482
CTA Note B	7,895,518	-	-	7,895,518
CDF Note A	11,820,983	-	-	11,820,983
CDF Note B	3,858,919	-	-	3,858,919
NFPB note payable	57,872	-	(57,872)	-
CRA note payable	486,639	-	(9,361)	477,278
Totals	<u>\$ 54,624,413</u>	<u>\$ -</u>	<u>\$ (67,233)</u>	<u>\$ 54,557,180</u>

The annual debt service requirements to maturity for long-term debt are as follows:

Fiscal Year Ending September 30,	Principal	Interest	Total
2015	\$ 19,002	\$ 2,022,368	\$ 2,041,370
2016	19,572	2,021,798	2,041,370
2017	351,737	1,886,320	2,238,057
2018	1,386,140	1,985,267	3,371,407
2019	1,451,511	1,941,840	3,393,351
2020 - 2024	8,351,201	8,787,196	17,138,397
2025 - 2029	10,515,832	7,051,412	17,567,244
2030 - 2034	13,209,392	4,865,676	18,075,068
2035 - 2039	16,495,862	2,127,736	18,623,598
2040	2,756,931	41,936	2,798,867
Totals	<u>\$ 54,557,180</u>	<u>\$32,731,549</u>	<u>\$ 87,288,729</u>

**COMMUNITY MARITIME PARK ASSOCIATES, INC.**  
**(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2014**

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**NOTE 6 - PROJECT SUPPORT PAYMENTS**

CMPA, along with the City and the CRA, entered into an interlocal agreement whereby the CRA agreed to remit CRA tax increment financing (project support payments) to CMPA to be used for debt service payments. For the year ended September 30, 2014, CMPA recognized revenue of \$1,894,745 from the CRA.

Future annual project support payments to be remitted by the CRA are as follows:

Fiscal Year Ending <u>September 30,</u>	
2015	\$ 1,894,745
2016	1,894,745
2017	2,251,662
2018	3,337,560
2019	3,360,497
2020 – 2024	17,019,055
2025 – 2029	17,447,940
2030 – 2034	17,988,602
2035 – 2039	18,670,169
2040	<u>2,829,629</u>
Total	<u>\$ 86,694,604</u>

**NOTE 7 - GOVERNMENTAL FUND BALANCES**

Fund balance at year end consists of the following:

*Non-spendable* fund balances include amounts that cannot be spent because they are not in spendable form or are legally or contractually required to be maintained intact. There were no non-spendable fund balances as of September 30, 2014.

*Remaining* fund balances are classified as follows depending on the CMPA's ability to control the spending of these fund balances:

*Restricted* fund balances can only be used for specific purposes which are externally imposed by creditors, grantors, contributors, or laws or regulations or are imposed by law through constitutional provisions or enabling legislation. As of September 30, 2014, the CMPA had restricted fund balance in its Capital Projects Fund, consisting of \$2,048,415 for future construction and other costs associated with the public improvements for the Park; and \$373,959 in the Special Revenue Fund for capital maintenance of the Park.

**COMMUNITY MARITIME PARK ASSOCIATES, INC.**  
**(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2014**

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**NOTE 7 - GOVERNMENTAL FUND BALANCES (Continued)**

*Committed* fund balances can only be used for specific purposes imposed internally by the CMPA's formal action of highest level of decision making authority. As of September 30, 2014, there were no committed fund balances.

*Assigned* fund balances are fund balances intended to be used for specific purposes, but which do not meet the more formal criterion to be considered either restricted or committed. As of September 30, 2014, the CMPA had no assigned fund balances.

*Unassigned* fund balances represent the residual positive fund balance within the General Fund, which has not been restricted, committed, or assigned. As of September 30, 2014, the CMPA had unassigned fund balance in its General Fund, totaling \$67,589.

**NOTE 8 - MASTER LEASE AND SUBLEASES**

The City has leased property to the CMPA on which to construct, develop, operate and maintain public and private improvements (the Park), including a Community Multi-Use Facility. The term of the lease is for a period of sixty (60) years for \$1 per year. The master lease allows the CMPA to enter into agreements for use and lease of the public improvements. The CMPA also has the right to enter into sub-leases for any components of the private improvements portion of the Park, subject to approval by the City. Sub-leases must be at fair value, and the sub-lease revenues must be paid to the City.

The CMPA has entered into two ground sub-lease agreements for the proposed construction of office buildings which will provide for annual common area maintenance (CAM) charges relating to the Private Improvements. The combined revenue for the CAM charges for these leases is approximately \$13,000. CAM charges are due upon issuance of certificate of occupancy of the office buildings to be constructed per the sub-lease agreement. Certificate of occupancy is anticipated in fiscal year 2015 for each of the leases.

**NOTE 9 - MULTI-USE FACILITY AGREEMENT**

On July 20, 2011, CMPA and "NFPB", the owner of the Blue Wahoos "AA" minor league baseball franchise, entered into an agreement for NFPB's use of the baseball stadium at the Park. The term of the agreement is for 10 years, with two optional 5 year renewal periods, and requires NFPB to pay an annual use fee of \$175,000 to CMPA. For the year ended September 30, 2014, CMPA recognized \$175,000 of revenue from the user fee. Since the NFPB pays on a calendar year basis, \$43,750 was recognized as unearned revenue as of September 30, 2014.

**COMMUNITY MARITIME PARK ASSOCIATES, INC.**  
**(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2014**

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**NOTE 9 - MULTI-USE FACILITY AGREEMENT (Continued)**

NFPB pays CMPA a variable ticket sales surcharge and a variable attendance surcharge, based on the number and types of tickets sold. The annual minimum variable attendance surcharge is \$125,000 during the first 10 years of the agreement. CMPA is required to maintain a capital maintenance fund from the proceeds of the variable ticket sales surcharge for future repairs and maintenance. For the year ended September 30, 2014, NFPB paid CMPA approximately \$333,000 for the variable attendance surcharge, and \$159,000 for the variable ticket sales surcharge.

The agreement defines rights and obligations between NFPB and CMPA depending upon the nature of events held at the facility. In general, NFPB is entitled to revenue streams related to baseball home games and other NFPB events (excluding parking revenues). Revenues from community events (events promoted and/or staged by CMPA) accrue to the CMPA.

In 2014, long-term and short-term indebtedness totaling approximately \$105,000 owed by CMPA to NFPB was cancelled in exchange for CMPA providing additional office space to NFPB for the time period July 2011 through July 2021. As a result, unearned rent revenues of \$72,562 are recorded on the fund balance sheet/statement of net position for the value of rents to be earned in future periods.

**NOTE 10 - PARK MANAGEMENT SERVICES AGREEMENT**

On March 27, 2012, CMPA and the City entered into an agreement for the City to provide park maintenance and landscaping services. Annually, CMPA pays the city actual costs incurred up to a maximum amount of \$248,945. For the year ended September 30, 2014, CMPA paid the City approximately \$147,000 for these services.

In addition, under this contract, the City is responsible for event scheduling and planning, management of outside kiosk sales, rentals, food service and other vendor services, and parking management. The fees charged by the City for these services are reduced by revenues earned by the City. If revenues earned by the City are not sufficient to cover its costs, the maximum amount payable by the CMPA is \$256,054. Furthermore, any revenues earned by the City in excess of its costs are payable to CMPA for deposit in the capital repair and maintenance fund. For the year ended September 30, 2014, the City paid approximately \$2,000 to CMPA under this contract.

**COMMUNITY MARITIME PARK ASSOCIATES, INC.  
(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)  
NOTES TO THE FINANCIAL STATEMENTS  
SEPTEMBER 30, 2014**

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**NOTE 11 - INTERGOVERNMENTAL APPROPRIATIONS**

**City Appropriations**

The City and the CMPA entered into an agreement in August 2012 for the City to pay \$75,000 to CMPA per fiscal year for the operation of public amenities and public spaces at the Park. The appropriation will commence with the adoption of the fiscal year 2014 budget and end on termination of the Master Lease. For the year ended September 30, 2014, the City paid approximately \$75,000 to CMPA under this agreement.

The City and the CMPA entered into another agreement in September 2013 for the City to pay \$35,000 to CMPA per fiscal year for the operation of public amenities and public spaces at the Park. The appropriation will commence with the adoption of the fiscal year 2015 budget and end on termination of the Master Lease.

**CRA Appropriations**

During fiscal year 2013, the CRA approved a miscellaneous appropriations agreement for fiscal year 2014 in an amount not to exceed \$320,000 to help fund the operation of public amenities and public spaces at the Park. The agreement is on a reimbursable basis for actual expenses incurred by the CMPA. For fiscal year 2014, CRA transferred \$173,000 to the CMPA to assist in funding operations. The remaining balance of \$147,000 will be carried forward by the CRA and will be available to the CMPA if needed in fiscal year 2015.

**NOTE 12 - RECONCILIATION OF GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS**

Explanation of certain differences between the balance sheet and the statement of net position:

Fund balance, September 30, 2014	\$ 2,489,963
Capital assets used in governmental activities are not financial resources, and therefore, are not reported in the fund balance sheet	48,616,496
Long-term debt and accrued interest are not due and payable in the current period and, therefore, are not reported in the fund balance sheet	
Accrued interest	(174,497)
Notes payable	<u>(54,557,180)</u>
Net position, September 30, 2014	<u>\$ (3,625,218)</u>

**COMMUNITY MARITIME PARK ASSOCIATES, INC.**  
**(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
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**NOTE 12 - RECONCILIATION OF GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS (Continued)**

Explanation of certain differences between the statement of revenues, expenditures, and changes in fund balance and the statement of activities:

Net changes in fund balance	\$ 160,737
Governmental funds report capital outlays as expenditures. However, in the statement of net position the costs of these assets are capitalized and they are depreciated over their estimated useful lives with depreciation expense reported in the statement of activities.	
Capital outlay is reported as an expenditure in the fund financials but is capitalized in the government-wide statements	93,903
Depreciation is reported in the government-wide statements	(2,161,442)
Capital contributions reported in government-wide statements	7,909
In the statement of activities, interest is accrued on outstanding debt, whereas in governmental funds, an interest expenditure is reported when due.	
Change in accrued interest	(7,160)
Cancellation of debt	57,872
Repayment of debt principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the statement of net position.	
Current period debt payments	9,361
Change in net position	<u>\$ (1,838,820)</u>

**NOTE 13 - CONTINGENCY**

**Tax Credit Status**

As indicated in Note 4, the financing agreements involved the use of New Market Tax Credits. Accordingly, the CMPA must maintain status as a qualified active low-income community business as defined in Section 45D of the Internal Revenue Code and Chapter 288 of the Florida Statutes. To induce participation of US Bank National Association (“USB”) and the CDE’s to make qualifying loans to the CMPA, CMPA entered into an indemnification agreement if an event or condition causes or results in a disallowance or recapture of all or any portion of the New Market Tax Credits pursuant to Section 45D of the Code or the Florida New Markets Development Program Act. Should a recapture event occur, the CMPA may have to compensate USB for incurred recapture losses. In the opinion of the CMPA, no recapture events have occurred.



**COMMUNITY MARITIME PARK ASSOCIATES, INC.**  
**(A COMPONENT UNIT OF THE CITY OF PENSACOLA, FLORIDA)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2014**

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**NOTE 13 - CONTINGENCY (Continued)**

**Litigation**

The CMPA had a contract with Maritime Park Development Partners, LLC (“Developer”) to serve as the project coordinator for the public improvement portion of the Park. In January 2011, the Developer contract was terminated by the CMPA and the CMPA filed suit against the Developer for repayment of fees and damages. On February 5, 2014, the District Court issued judgment in favor of CMPA for approximately \$1,624,000. Approximately \$400,000 in cash that was frozen by the Court’s prior injunction at the onset of litigation was obtained by CMPA via a writ of garnishment and was recognized as revenue during the year ended September 30, 2014. The ruling has been appealed by the Developer to the Eleventh Circuit. The CMPA has engaged legal counsel to defend against the appeal. Legal counsel of the CMPA believes the Eleventh Circuit will affirm the ruling of the District Court. Litigation in this matter is ongoing and no amounts are recorded in the financial statements for any recovery that might occur in addition to the cash obtained and recognized during the year ended September 30, 2014.

**NOTE 14 - RISK MANAGEMENT**

The CMPA is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. All necessary insurance policies, including property and general liability insurance, are secured for the CMPA by the City on a reimbursable basis. During the year, the CMPA had no significant reductions in insurance coverage from the prior year. In addition, there have been no settlements that exceeded the CMPA’s insurance coverage in any of the past three fiscal years.

**NOTE 15 - SUBSEQUENT EVENT**

In 2014 the CMPA issued a Request for Bids for the construction of the Breakwater Project which is the last remaining construction element at the Maritime Park. The bids received were more than the construction funds available in the budget so CMPA approached the City’s Community Redevelopment Agency (CRA) about providing the remaining funding in the form of a loan. The CRA approved a loan of up to \$210,000 in October 2014. The CMPA approved the loan in November 2014 and a loan agreement was executed to cover the costs of the project with a maximum amount of \$210,000 bearing interest at a fixed rate of 3%, payable semi-annually on each October 1 and April 1, commencing upon project completion and maturing on April 1, 2033. The CMPA plans to execute a construction contract for the Breakwater Project for approximately \$1,800,000. The project is expected to be completed by Summer 2015.