



OHIO AUDITOR OF STATE
KEITH FABER



**CUYAHOGA COUNTY CONVENTION FACILITIES DEVELOPMENT CORPORATION
CUYAHOGA COUNTY
DECEMBER 31, 2022**

TABLE OF CONTENTS

TITLE	PAGE
Independent Auditor's Report	1
Prepared by Management:	
Management's Discussion and Analysis	5
Basic Financial Statements:	
Statement of Net Position	10
Statement of Revenues, Expenses, and Changes in Net Position	11
Statement of Cash Flows	12
Notes to the Basic Financial Statements	13
Independent Auditor's Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Required by <i>Government Auditing Standards</i>	21

This page intentionally left blank.

OHIO AUDITOR OF STATE KEITH FABER



88 East Broad Street
Columbus, Ohio 43215
ContactUs@ohioauditor.gov
(800) 282-0370

INDEPENDENT AUDITOR'S REPORT

Cuyahoga County Convention Facilities Development Corporation
Cuyahoga County
1 St. Clair Avenue, N.E.
Cleveland, Ohio 44114

To the Board of Directors:

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of the Cuyahoga County Convention Facilities Development Corporation, Cuyahoga County, Ohio (the Corporation), a component unit of Cuyahoga County, as of and for the year ended December 31, 2022, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements as listed in the table of contents.

In our opinion, the accompanying financial statements referred to above present fairly, in all material respects, the financial position of the Cuyahoga County Convention Facilities Development Corporation, Cuyahoga, Ohio as of December 31, 2022, and the changes in financial position and its cash flows for the year then ended in accordance with the accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are required to be independent of the Corporation, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Corporation's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS and *Government Auditing Standards*, we

- exercise professional judgment and maintain professional skepticism throughout the audit.
- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- obtain an understanding of internal control relevant to the audit 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 Corporation's internal control. Accordingly, no such opinion is expressed.
- evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Corporation's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis be presented to supplement the basic financial statements. Such information is the responsibility of management and, 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 Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated September 1, 2023, on our consideration of the Corporation's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is solely 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 the effectiveness of the Corporation's 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 Corporation's internal control over financial reporting and compliance.



Keith Faber
Auditor of State
Columbus, Ohio

September 1, 2023

This page intentionally left blank.

Cuyahoga County Convention Facilities Development Corporation

Management's Discussion and Analysis

For the Year Ended December 31, 2022

Unaudited

This discussion and analysis of the Cuyahoga County Convention Facilities Development Corporation's (the Corporation) financial performance provides an overall review of the Corporation's financial activities for the year ended December 31, 2022. Readers should also review the basic financial statements and notes to enhance their understanding of the Corporation's financial performance.

Financial Highlights

Key financial highlights for 2022 are as follows:

- The Corporation's expenses exceeded revenues by \$5,824,204, thus decreasing both the net position and the cash balance of the Corporation. Included in the \$5,824,204 is a \$9,000,000 expense representing the Corporation's contribution towards the Convention Center's renovation.
- The Corporation is cognizant of providing the best public services while staying within projected revenues.
- In accordance with the Corporation's Agreement with Cuyahoga County, a capital improvement plan was conducted during 2016 which established the Corporation's initial and future capital cash reserve amounts. The Corporation has continued to fund these cash reserve bank accounts and at December 31, 2022 these reserve accounts total \$3,622,953.

Using this Annual Financial Report

This annual report consists of a series of financial statements and notes to those statements. These statements are organized so the readers can understand the Cuyahoga County Convention Facilities Development Corporation as a financial whole.

Overview of the Financial Statements

The Corporation's financial statements are prepared on the accrual basis in accordance with generally accepted accounting principles promulgated by the Governmental Accounting Standard Board (GASB). The financial information of the Corporation is accounted for in a single enterprise fund with revenues recognized when earned, not when received. Expenses are recognized when incurred, not when they are paid. See the notes to the financial statements for a summary of the Corporation's significant accounting policies.

Following this management's discussion and analysis are the basic financial statements of the Corporation together with the notes, which are essential to a full understanding of the data contained in the financial statements. Included in the financial statements for the Corporation are the following:

- Statement of Net Position – This statement presents information on all of the Corporation's assets and liabilities, with the difference between the two reported as net position.
- Statement of Revenues, Expenses and Changes in Net Position – This statement includes all operating and nonoperating revenues and expenses for the Corporation and shows the change in the Corporation's net position during the most recent year.
- Statement of Cash Flows – This statement reports cash and cash equivalent activities for the year resulting from operating, capital and investing activities. A reconciliation of operating income with cash provided from operations is included.

Cuyahoga County Convention Facilities Development Corporation

Management's Discussion and Analysis

For the Year Ended December 31, 2022

Unaudited

Financial Analysis

Table 1 reflects the net position for 2022 as compared to net position for 2021.

(Table 1)
Net Position

	2022	2021	Change
Assets			
Current and Other Assets	\$163,400,232	\$198,033,397	(\$34,633,165)
Capital Assets, Net	11,328,481	10,290,830	1,037,651
<i>Total Assets</i>	<u>174,728,713</u>	<u>208,324,227</u>	<u>(33,595,514)</u>
Liabilities			
Current Liabilities	3,612,878	3,346,684	266,194
Long-term Liabilities			
Due Within One Year	29,427,505	28,040,805	1,386,700
Due in More Than One Year	124,629,284	154,053,488	(29,424,204)
<i>Total Liabilities</i>	<u>157,669,667</u>	<u>185,440,977</u>	<u>(27,771,310)</u>
Net Position			
Investment in Capital Assets	9,655,167	8,164,964	1,490,203
Unrestricted	7,403,879	14,718,286	(7,314,407)
<i>Total Net Position</i>	<u>\$17,059,046</u>	<u>\$22,883,250</u>	<u>(\$5,824,204)</u>

The assets of the Corporation exceeded its liabilities at the close of 2022 by \$17,059,046 (net position), \$7,403,879 of which is unrestricted. Net position decreased, due to decreases in both assets and liabilities. The decrease in assets is due to a decrease in cash in segregated capital accounts as well as the financed purchase receivable, partially offset by an increase in the Corporation's net capital assets. The decrease in liabilities is due to the annual payment of principal on the loan payable. The majority of the Corporation's net position relates to its capital repair reserve bank accounts which totaled \$3,622,953 at December 31, 2022.

The Corporation and Cuyahoga County started improvements to the Cleveland Convention Center during 2022. The Corporation has contributed \$9,000,000 towards these improvements. A portion of the payment is presented as nonoperating intergovernmental expense on the Statement of Revenues, Expenses and Changes in Net Position. The Corporation is overseeing the improvements and facilitates all payments to the contractors. Once invoices are approved by both parties, Cuyahoga County is passing the payment onto the Corporation who then pays the invoices. This amount is shown as nonoperating intergovernmental revenue on the Statement of Revenues, Expenses and Changes in Net Position. The payment to the contractors is presented as nonoperating pass through county construction payments made expense.

During the prior year, the Corporation was awarded \$239,074 under the Coronavirus Aid, Relief and Economic Security Act (CARES Act). The grant passed through the County to the Corporation and was awarded to reimburse the Corporation for health and safety expenditures incurred.

Cuyahoga County Convention Facilities Development Corporation

Management's Discussion and Analysis

For the Year Ended December 31, 2022

Unaudited

Table 2 shows the changes in net position for 2022 as compared to the changes in net position for 2021.

(Table 2)
Changes in Net Position

	<u>2022</u>	<u>2021</u>	<u>Change</u>
Revenues			
Operating Revenues	\$22,729,376	\$12,683,767	\$10,045,609
Non-Operating Revenues:			
Intergovernmental	1,219,073	239,074	979,999
Interest	8,169,198	9,487,829	(1,318,631)
<i>Total Revenues</i>	<u>32,117,647</u>	<u>22,410,670</u>	<u>9,706,977</u>
Expenses			
Operating Expenses	19,559,846	12,126,134	7,433,712
Non-Operating Expenses	18,382,005	9,483,832	8,898,173
<i>Total Expenses</i>	<u>37,941,851</u>	<u>21,609,966</u>	<u>16,331,885</u>
<i>Change in Net Position</i>	(5,824,204)	800,704	(6,624,908)
<i>Net Position Beginning of Year</i>	<u>22,883,250</u>	<u>22,082,546</u>	<u>800,704</u>
<i>Net Position End of Year</i>	<u>\$17,059,046</u>	<u>\$22,883,250</u>	<u>(\$5,824,204)</u>

The Corporation's expenses exceeded revenues by \$5,824,204 mainly due to the \$9,000,000 contribution distributed for the renovation project for the Cleveland Convention Center.

One of the Corporation's primary operating revenues is charges for services for the use of the Cleveland Convention Center. These receipts represented 76.14 percent of the total operating revenues received during the year. The increase from the prior year is because the Convention Center opened up again. During 2020 and 2021, the Convention Center shut down during part of the year due to the coronavirus pandemic.

The Corporation's primary operating expenses are contractual services for running the Cleveland Convention Center in addition to vendors used for special events held there. These expenses represent 72.48 percent of the total operating expenses incurred during the year. The Corporation also had expenses for personal services related to the management of the Cleveland Convention Center. These expenses represented 1.33 percent of total operating expenses incurred during the year. The overall increase in expenses is a result of the reopening of the Convention Center.

Cuyahoga County Convention Facilities Development Corporation

Management's Discussion and Analysis

For the Year Ended December 31, 2022

Unaudited

Capital Assets and Debt Administration

Capital Assets

Total capital assets increased from the prior year due to additional construction in progress, equipment and build out costs incurred. Information relative to capital assets is identified in Note 5 to the basic financial statements.

Debt

At December 31, 2022, the Corporation had outstanding loans payable in the amounts of \$152,383,475 and \$1,673,314 payable to Cuyahoga County for the Cleveland Convention Center building and Levy for the Starbucks and restaurant build out, respectively. Information relative to debt is identified in Note 6 to the basic financial statements.

Currently Known Facts and Conditions

The Corporation has assumed the responsibility to manage the Cleveland Convention Center (the Center). The Corporation has contracted with ASM to operate the Center. ASM is the nation's largest and most experienced convention center and facility management firm. With this partnership, the Corporation is certain the Center will be profitable and maintain their distinctions.

The challenge for all governments is to provide quality services while staying within the restrictions imposed by limited funding. Management is continually reviewing plans to determine the most efficient use of funds and resources.

Contacting the Corporation's Management

This financial report is designed to provide our citizens and creditors with a general overview of the Corporation's finances and to demonstrate accountability for the money it receives. If you have any questions about this report or need additional financial information, contact George Hillow at Cuyahoga County Convention Facilities Development Corporation, 1 St. Clair NE, Cleveland, OH 44114, or by email at ghillow@cccfdc.com.

Basic Financial Statements

Cuyahoga County Convention Facilities Development Corporation

Statement of Net Position

December 31, 2022

Assets

Current Assets:

Equity in Pooled Cash and Cash Equivalents	\$6,354,684
Cash in Segregated Capital Accounts	3,622,953
Accounts Receivable	548,356
Intergovernmental Receivable	359,082
Financed Purchase Receivable	29,223,768
Prepaid Items	131,682
	<hr/>

Total Current Assets 40,240,525

Noncurrent Assets:

Financed Purchase Receivable	123,159,707
Capital Assets:	
Construction in Progress	3,297,614
Depreciable Capital Assets, Net	8,030,867
	<hr/>

Total Noncurrent Assets 134,488,188

Total Assets 174,728,713

Liabilities

Current Liabilities:

Accounts Payable	1,781,229
Contracts Payable	359,082
Loans Payable	29,427,505
Unearned Revenue	1,472,567
	<hr/>

Total Current Liabilities 33,040,383

Long-Term Liabilities:

Loans Payable (net of current portion) 124,629,284

Total Liabilities 157,669,667

Net Position

Net Investment in Capital Assets	9,655,167
Unrestricted	7,403,879
	<hr/>

Total Net Position \$17,059,046

See accompanying notes to the basic financial statements

Cuyahoga County Convention Facilities Development Corporation

*Statement of Revenues,
Expenses and Changes in Net Position
For the Year Ended December 31, 2022*

Operating Revenues	
Charges for Services	\$17,305,609
Other	5,423,767
	<hr/>
<i>Total Operating Revenues</i>	<i>22,729,376</i>
	<hr/>
Operating Expenses	
Personal Services	260,001
Contractual Services	14,178,372
Materials and Supplies	3,924,888
Depreciation	1,196,339
Other	246
	<hr/>
<i>Total Operating Expenses</i>	<i>19,559,846</i>
	<hr/>
<i>Operating Income</i>	<i>3,169,530</i>
	<hr/>
Non-Operating Revenue (Expenses)	
Intergovernmental Revenue	1,219,073
Intergovernmental Expense	(9,000,000)
Pass through County Construction Payments Made	(1,219,073)
Interest and Fiscal Charges	(8,162,932)
Interest	8,169,198
	<hr/>
<i>Total Non-Operating Revenues (Expenses)</i>	<i>(8,993,734)</i>
	<hr/>
<i>Change in Net Position</i>	<i>(5,824,204)</i>
	<hr/>
<i>Net Position Beginning of Year</i>	<i>22,883,250</i>
	<hr/>
<i>Net Position End of Year</i>	<i>\$17,059,046</i>
	<hr/>

See accompanying notes to the basic financial statements

Cuyahoga County Convention Facilities Development Corporation

Statement of Cash Flows

For the Year Ended December 31, 2022

Increase (Decrease) in Cash and Cash Equivalents

Cash Flows from Operating Activities

Cash Received from Customers	\$17,714,254
Cash Received from Cuyahoga County on Financed Purchase Receivable	27,837,068
Other Cash Receipts	5,423,767
Cash Payments to Employees for Services	(260,001)
Cash Payments for Goods and Services	(17,990,199)
Other Cash Payments	<u>(246)</u>

Net Cash Provided by Operating Activities 32,724,643

Cash Flows from Noncapital Financing Activities

Intergovernmental (8,655,482)

Cash Flows from Capital and Related Financing Activities

Principal Payments - Loans Payable	(28,037,504)
Interest Payments - Loans Payable	(8,162,932)
Payments for Capital Acquisitions	<u>(2,830,624)</u>

Net Cash Used in Capital and Related Financing Activities (39,031,060)

Cash Flows from Investing Activities

Interest on Investments	6,266
Interest from Financed Purchase Receivable	<u>8,162,932</u>

Net Cash Provided by Investing Activities 8,169,198

Net Increase in Cash and Cash Equivalents (6,792,701)

Cash and Cash Equivalents Beginning of Year 16,770,338

Cash and Cash Equivalents End of Year \$9,977,637

Reconciliation of Operating Income to Net Cash Provided by Operating Activities

Operating Income	\$3,169,530
Adjustments:	
Depreciation	1,196,339
(Increase) Decrease in Assets:	
Accounts Receivable	360,906
Lease Receivable	27,837,068
Prepaid Items	1,572
Increase (Decrease) in Liabilities:	
Accounts Payable	111,489
Unearned Revenue	<u>47,739</u>

Net Cash Provided by Operating Activities \$32,724,643

Noncash Capital Transactions

During 2021, the Corporation had accounts payable in the amount of \$252,116 related to capital acquisitions.

See accompanying notes to the basic financial statements

Cuyahoga County Convention Facilities Development Corporation

*Notes to the Basic Financial Statements
For The Year Ended December 31, 2022*

Note 1 - Description of the Entity

The Cuyahoga County Convention Facilities Development Corporation, (the Corporation) is a body corporate and politic established to exercise the rights and privileges conveyed to it by the constitution and laws of the State of Ohio. The Corporation was formed on December 12, 2013 pursuant to Chapter 1702 of the Ohio Revised Code. The Corporation is directed by a nine-member Board of Directors (the Board) comprised of three individuals nominated by the Cuyahoga County Executive, three individuals nominated by the Cuyahoga County Council, two individuals nominated by the joint selection of the Cuyahoga County Executive and the Cuyahoga County Council, and an individual nominated by the joint selection of Destination Cleveland and the Greater Cleveland Partnership. The Board accepts or rejects these nominations. The Corporation promotes the common good and general welfare of residents of Cuyahoga County by enhancing the creation of new employment opportunities and supporting economic growth by overseeing the management of the Cleveland Convention Center.

The Corporation is a discretely presented component unit of Cuyahoga County's Annual Comprehensive Financial Report, in accordance with the provisions of Governmental Accounting Standards Board Statement No. 14. The Corporation's management believes the accompanying financial statements include all activities over which the Corporation is financially accountable.

Note 2 - Summary of Significant Accounting Policies

The financial statements of the Corporation have been prepared in conformity with generally accepted accounting principles (GAAP) as applied to governmental units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The Corporation's more significant accounting policies are described below.

Basis of Presentation

The Corporation's basic financial statements consist of a statement of net position, a statement of revenues, expenses and changes in net position, and a statement of cash flows.

The Corporation uses single enterprise fund accounting to maintain its financial records during the year. A fund is defined as a fiscal and accounting entity with a self-balancing set of accounts. Enterprise accounting focuses on the determination of operating income, change in net position, financial position, and cash flows. Enterprise accounting may be used to account for any activity for which a fee is charged to external users for goods or services.

Measurement Focus

The enterprise fund is accounted for on a flow of economic resources measurement focus. All assets and all liabilities associated with the operation of the Corporation are included on the statement of net position. The statement of changes in net position presents increases (i.e., revenues) and decreases (i.e., expenses) in total net position. The statement of cash flows provides information about how the Corporation finances and meets the cash flow needs of its enterprise activity.

Cuyahoga County Convention Facilities Development Corporation

Notes to the Basic Financial Statements
For The Year Ended December 31, 2022

Basis of Accounting

Basis of accounting determines when transactions are recorded in the financial records and reported on the financial statements. The Corporation's financial statements are prepared using the accrual basis of accounting. On the accrual basis, revenue is recorded on exchange transactions when the exchange takes place. Nonexchange transactions, in which the Corporation receives value without directly giving equal value in return, include capital contributions. Expenses are recognized at the time they are incurred.

Unearned Revenue Unearned revenue represents amounts under the accrual basis of accounting for which asset recognition criteria have been met, but for which revenue recognition criteria have not yet been met because such amounts have not yet been earned. For the Corporation, revenue received as of December 31, 2022, for 2023 services, has been recorded as unearned.

Cash and Cash Equivalents

To improve cash management, cash received by the Corporation is pooled. Individual fund integrity is maintained through the Corporation's records. The Corporation had no investments during the year or at the end of the year.

The Corporation has segregated bank accounts for monies held for various capital reserves. These accounts are presented as "cash in segregated capital accounts".

Investments with an original maturity of three months or less at the time of purchase are presented on the financial statements as cash equivalents.

Prepays

Payments made to vendors for services that will benefit periods beyond the current year, are recorded as prepaid items using the consumption method by recording a current asset for the period amount at the time of purchase and reflecting the expenditure/expense in the year in which the services are consumed.

Capital Assets

Capitalized assets utilized by the Corporation are reported on the statement of net position. All capital assets are capitalized at cost and updated for additions and retirements during the year. Donated capital assets are recorded at their acquisition values as of the date received. The Corporation maintains a capitalization threshold of two thousand five hundred dollars. Improvements are capitalized; the costs of normal maintenance and repairs that do not add to the value of the asset or materially extend an asset's life are not.

All capital assets are depreciated except for construction in progress. Improvements are depreciated over the remaining useful lives of the related capital assets. Depreciation is computed using the straight-line method over the following useful lives:

<u>Description</u>	<u>Estimated Lives</u>
Buildings and Improvements	15 years
Furniture and Fixtures	5 - 10 years
Equipment	5 years

Accrued Liabilities and Long-Term Obligations

All payables, accrued liabilities and long-term obligations are reported in the financial statements.

Cuyahoga County Convention Facilities Development Corporation

Notes to the Basic Financial Statements
For The Year Ended December 31, 2022

Operating Revenues and Expenses

Operating revenues are those revenues that are generated directly from the primary activity of the proprietary fund. For the Corporation, these revenues are for event income and certain payments from Cuyahoga County. Operating expenses are necessary costs incurred to provide the goods or services that are the primary activity of the Corporation. All revenues and expenses not meeting these definitions are reported as non-operating.

Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

Net Position

Net position represents the difference between assets and liabilities. Net investment in capital assets consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any borrowings used for the acquisition, construction or improvement of those assets. Net position is reported as restricted when there are limitations imposed on its use or through external restrictions imposed by creditors, grantors or laws or regulations of other governments. The Corporation applies restricted resources when an expense is incurred for purposes for which both restricted and unrestricted net position is available.

Note 3 – Deposits

Custodial Credit Risk Custodial credit risk for deposits is the risk that in the event of bank failure, the Corporation will not be able to recover deposits or collateral securities that are in the possession of an outside party. At December 31, 2022, \$9,794,209 of the Corporation's bank balance of \$10,044,209 was uncollateralized and uninsured. Although the securities were held by the pledging financial institutions' trust departments and all statutory requirements for the deposit of money had been followed, noncompliance with the Federal requirements could potentially subject the Corporation to a successful claim by the FDIC.

The Corporation has no deposit policy for custodial risk beyond the requirements of State statute. Ohio law requires that deposits be either insured or be protected by eligible securities pledged to and deposited either with the Corporation or a qualified trustee by the financial institution as security for repayment, or by a collateral pool of eligible securities deposited with a qualified trustee and pledged to secure the repayment of all public monies deposited in the financial institution whose market value at all times shall be at least one hundred five percent of the deposits being secured.

Note 4 – Receivables

Receivables at December 31, 2022, consisted of accounts (special event rental space) and a financed purchase receivable from Cuyahoga County. Most receivables, except the financed purchase receivable, are expected to be collected within one year. A portion of the accounts receivable includes an amount the Corporation will not collect within one year.

	Accounts Receivable	Estimated Uncollectible	Net Receivable
Allowance for Doubtful Accounts	<u>\$573,011</u>	<u>\$24,655</u>	<u>\$548,356</u>

Cuyahoga County Convention Facilities Development Corporation

*Notes to the Basic Financial Statements
For The Year Ended December 31, 2022*

The County entered into a financed purchase agreement with the Corporation for the Facility. During 2014, the Corporation assumed the financed purchase receivable in the amount \$360,272,155 from Merchandise Mart Properties, Inc. The County will make monthly payments through 2027. As of December 31, 2022, the financed purchase receivable is \$152,383,475.

The annual financed purchase requirements are as follows:

Year	Principal	Interest
2023	\$29,223,768	\$6,776,232
2024	30,679,546	5,320,454
2025	32,207,844	3,792,156
2026	33,812,273	2,187,727
2027	26,460,044	539,956
Total	\$152,383,475	\$18,616,525

Note 5 – Capital Assets

Capital asset activity for the fiscal year ended December 31, 2022, was as follows:

	Balance 12/31/2021	Additions	Deductions	Balance 12/31/2022
Capital Assets not being depreciated:				
Construction in Progress	\$1,280,454	\$2,487,209	(\$470,049)	\$3,297,614
Capital Assets being depreciated:				
Building and Improvements	8,755,197	0	0	8,755,197
Furniture and Fixtures	1,675,073	0	0	1,675,073
Equipment	2,115,847	216,830	0	2,332,677
Total Capital Assets being depreciated	12,546,117	216,830	0	12,762,947
Less Accumulated Depreciation				
Building and Improvements	(1,696,062)	(583,680)	0	(2,279,742)
Furniture and Fixtures	(739,503)	(212,787)	0	(952,290)
Equipment	(1,100,176)	(399,872)	0	(1,500,048)
Total Accumulated Depreciation	(3,535,741)	(1,196,339)	0	(4,732,080)
Total Capital Assets being Depreciated, net	9,010,376	(979,509)	0	8,030,867
Total Capital Assets, net	\$10,290,830	\$1,507,700	(\$470,049)	\$11,328,481

During 2022, the Corporation donated \$346,017 of construction in progress to Cuyahoga County per the 2022 project funding agreement.

Cuyahoga County Convention Facilities Development Corporation

*Notes to the Basic Financial Statements
For The Year Ended December 31, 2022*

Note 6 – Long-term Obligations

	Outstanding 12/31/2021	Additions	Reductions	Outstanding 12/31/2022	Amount Due in One Year
Loans from Direct Borrowings					
2014 County	\$180,220,543	\$0	\$27,837,068	\$152,383,475	\$29,223,768
2018 Levy	1,873,750	0	200,436	1,673,314	203,737
Total Loans from Direct Borrowings	<u>\$182,094,293</u>	<u>\$0</u>	<u>\$28,037,504</u>	<u>\$154,056,789</u>	<u>\$29,427,505</u>

The annual requirements to retire the loans payable are as follows:

Year	<i>From Direct Borrowings</i>		
	County		Levy
	Principal	Interest	Principal
2023	\$29,223,768	\$6,776,232	\$203,737
2024	30,679,546	5,320,454	203,737
2025	32,207,844	3,792,156	203,738
2026	33,812,273	2,187,727	203,737
2027	26,460,044	539,956	153,365
Total	<u>\$152,383,475</u>	<u>\$18,616,525</u>	<u>\$968,314</u>

During 2014, the Corporation assumed a loan payable in the amount \$360,272,155 from Merchandise Mart Properties, Inc. The loan has an interest rate of 4.87 percent.

During 2018, the Corporation signed an amendment to their Agreement with Levy in the amount of \$1,545,005 to be used towards the relocation of the current Au Bon Pain and build-out of a Starbucks. The repayment is on a straight-line basis, without interest, over seven years starting in 2020 with a final maturity in 2027.

During 2018, the Corporation signed another amendment to the Agreement with Levy in the amount of \$705,000 for a capital loan to also be used towards the relocation of Au Bon Pain and build-out of a Starbucks. There is no repayment schedule for the \$705,000 capital loan. Upon termination of the Agreement, for any reason, including without limitation expiration of the Agreement, the Corporation shall immediately pay back Levy the full amount of the capital loan, in addition to any amounts owed on the \$968,314, as a pre-condition to the effectiveness of the termination.

In the event that, for any reason, this Agreement is terminated, the Corporation hereby agrees, as a condition precedent to such termination (except in the case of Levy’s bankruptcy or termination due to a Corporate Fraud Scheme (as hereafter defined)), to pay Levy, in a single lump sum payment, all amounts owed to Levy, including without limitation, (a) the unamortized value of the pre-opening costs and the Au Bon Pain build-out costs on an annual straight line basis, without interest, over each year of the initial term of the Agreement (with no amortization for partial term years), (b) the unamortized value of the 2018 build-out costs on an annual straight line basis, without interest, over each year of the renewal term of the Agreement (with no amortization for partial term years), (c) any other amounts owed to Levy, and (d) an amount equal to the cost incurred by Levy for all products on hand at the facility that are not reasonably usable by Levy elsewhere. “Corporate Fraud Scheme” means an intentional and fraudulent scheme by Levy or any of its employees or agents against the Corporation that has a material adverse impact on the operations of the facility and that has not been cured by Levy.

Cuyahoga County Convention Facilities Development Corporation

Notes to the Basic Financial Statements
For The Year Ended December 31, 2022

Note 7 – Benefit and Postemployment Plan

The employees of the Corporation are eligible to participate in a Simplified Employee Pension (SEP) plan as provided for under Internal Revenue Code section 408(k). The Corporation makes a discretionary employer contribution for each employee participating in the plan.

Note 8 – Operating Agreement

On December 27, 2013, the County entered into an operating agreement with the Cuyahoga County Convention Facilities and Development Corporation (the Corporation). The Corporation is to operate the Facility solely as a convention center and medical or health industry showroom/office/educational facility and any legally permitted activities that are reasonably associated therewith, including without limitation trade and consumer shows, including setting the rates. This operating agreement expires in September, 2027. The agreement for operating the Facility falls under GASB Statement 94 “Public-Private Partnerships” which the Corporation will implement when required to do so.

Note 9 – Risk Management

Workers’ compensation coverage is provided by the State of Ohio. The Corporation pays the State Workers’ Compensation System a premium based on a rate per \$100 of salaries. This rate is calculated based on accident history and administrative costs.

During the year, the Corporation contracted with various vendors for the following types of insurance:

<u>Company</u>	<u>Type of Coverage</u>	<u>Coverage</u>	<u>Deductible</u>
Berkshire Hathaway Speciality Insurance Company	General Liability:		
	Each Occurrence	\$1,000,000	\$0
	Personal Injury	1,000,000	0
	General Aggregate	3,000,000	0
	Liquor Liability	1,000,000	0
Federal Insurance Company	Employment Practices	3,000,000	500,000
AIG Speciality Insurance Company	Professional Liability	2,000,000	250,000
United States Fire Insurance Company	Automobile Liability	1,000,000	1,000
Berkshire Hathaway Specialty Insurance Company	Umbrella Liability	25,000,000	0
	Employer Liability	1,000,000	0
Federal Insurance Company	Crime	5,000,000	100,000

Settled claims have not exceeded this commercial coverage in any of the past three years and there was no significant reduction in coverage from the prior year.

The Corporation participates in the Cuyahoga County self-insurance program to provide medical, prescription, dental, and vision insurances for employees. The Corporation pays a monthly premium averaging \$1,600.

Cuyahoga County Convention Facilities Development Corporation

*Notes to the Basic Financial Statements
For The Year Ended December 31, 2022*

Note 10 – Facilities Renovations

During 2022, the Corporation and Cuyahoga County entered into a project funding agreement for the renovation of the Facility (the Series 2022 Project). The County issued Economic Development revenue bonds, which, together with non-bond proceeds and the Corporation's capital funds, will be used to provide funds sufficient to partially fund the Series 2022 Project and the Corporation is willing to provide funds to partially fund the Series 2022 Project, on the terms set out in the agreement. The Corporation's 2022 contribution is \$8,655,482 which is reflected as an intergovernmental expense on the Statement of Revenues, Expenses and Changes in Net Position. The Corporation also contributed \$346,017 in capital assets to Cuyahoga County.

The Corporation is acting as Cuyahoga County's construction agent with respect to the Series 2022 Project. The Corporation has administrative involvement related to the Series 2022 Project. These payments are reflected as pass through County construction payments made on the Statement of Revenues, Expenses and Changes in Net Position.

Note 11 – Related Party Transactions

During 2022, the Corporation received \$36,000,000 in financed purchase payments and \$5,400,000 as required by various agreements from Cuyahoga County. For legal purposes, all payments made by the County to the Corporation are called monthly base rental payments in the agreements. The \$5,400,000 base rental payment is reflected as other operating revenue on the Statement of Revenues, Expenses and Changes in Net Position.

During 2022, the Corporation paid \$36,000,000 in loan repayments to Cuyahoga County as required by the loan agreements. The Corporation paid \$27,837,068 towards loan principal reduction during 2022 leaving a remaining balance of \$152,383,475 as of December 31, 2022.

In accordance with the Corporation's Amended and Restated Sublease and Operating Agreement with the County, the Corporation is required to calculate an annual surplus and remit that surplus to the County. At December 31, 2022, the Corporation did not have a surplus. The agreement for operating the Facility falls under GASB Statement 94 "Public-Private Partnerships" which the Corporation will implement when required to do so.

During 2022, the Cuyahoga County Convention Facilities Development Corporation paid \$14,663 for participation in the County's self-insurance program.

During 2022, the Corporation received \$1,599,372 from Cuyahoga County on behalf of the Cuyahoga County Common Pleas Courts for use of space at the Convention Center.

During 2022, the Corporation received \$859,991 from the County for the construction and remodeling of the building formerly known as the Global Center for Health Innovation into complimentary facilities to enhance the Convention Center. The Corporation also incurred payables of \$359,082 for additional work completed by vendors prior to December 31, 2022. The Corporation has recorded an intergovernmental payable to the County for this amount.

During 2022, the Corporation paid \$9,000,000 to the County for the construction and remodeling of the complementary facilities to enhance the Convention Center per the project funding agreement.

Cuyahoga County Convention Facilities Development Corporation

*Notes to the Basic Financial Statements
For The Year Ended December 31, 2022*

Note 12 – Capital Funding and Reserves

The Corporation adopted a capital funding and reserve requirement policy earmarking certain Corporation cash balances for capital repairs, improvements and equipment as follows:

<u>Capital Project Descriptions</u>	<u>Amount</u>
Capital Repair/Replacement	\$1,429,481
Capital Improvements	1,132,328
Food Service Equipment	1,055,159
Capital Equipment	4,985
Capital Disbursement Account	<u>1,000</u>
Total	<u>\$3,622,953</u>

Note 13 – Litigation

The Corporation is not party to legal proceedings as of December 31, 2022.

Note 14 – COVID-19

The United States and the State of Ohio declared a state of emergency in March of 2020 due to the COVID-19 pandemic. Ohio's state of emergency ended in June 2021 while the national state of emergency ended in April 2023. During 2022, the Corporation did not receive COVID-19 funding.

OHIO AUDITOR OF STATE KEITH FABER



88 East Broad Street
Columbus, Ohio 43215
ContactUs@ohioauditor.gov
(800) 282-0370

INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS REQUIRED BY GOVERNMENT AUDITING STANDARDS

Cuyahoga County Convention Facilities Development Corporation
Cuyahoga County
1 St. Clair Avenue, N.E.
Cleveland, Ohio 44114

To the Board of Directors:

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 (*Government Auditing Standards*), the financial statements of the Cuyahoga County Convention Facilities Development Corporation, Cuyahoga County, (the Corporation) as of and for the year ended December 31, 2022, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements, and have issued our report thereon dated September 1, 2023.

Report on Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Corporation's internal control over financial reporting (internal control) as a basis for designing 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 Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of the 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 a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Corporation'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 or significant deficiencies may exist that were not identified.

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Corporation'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 financial statements. 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 Corporation'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 Corporation's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



Keith Faber
Auditor of State
Columbus, Ohio

September 1, 2023

OHIO AUDITOR OF STATE KEITH FABER



CUYAHOGA COUNTY CONVENTION FACILITIES DEVELOPMENT CORPORATION

CUYAHOGA COUNTY

AUDITOR OF STATE OF OHIO CERTIFICATION

This is a true and correct copy of the report, which is required to be filed pursuant to Section 117.26, Revised Code, and which is filed in the Office of the Ohio Auditor of State in Columbus, Ohio.



Certified for Release 9/21/2023

88 East Broad Street, Columbus, Ohio 43215
Phone: 614-466-4514 or 800-282-0370

This report is a matter of public record and is available online at
www.ohioauditor.gov