



**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Financial Statements

June 30, 2013 and 2012

(With Independent Auditors' Reports Thereon)

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Table of Contents

	Page
Management's Discussion and Analysis (Unaudited)	1
Organizational Chart	4
Authority Members	5
Independent Auditors' Report	6
Statements of Net Position	8
Statements of Revenue, Expenses and Changes in Net Position	9
Statements of Cash Flows	10
Notes to Financial Statements	12
Independent Auditors' Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of the Financial Statements Performed in Accordance with <i>Government Auditing Standards</i>	27

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Management's Discussion and Analysis (Unaudited)

June 30, 2013 and 2012

This section of the Convention Center Authority of the Metropolitan Government of Nashville and Davidson County (Authority) annual financial report presents management's discussion and analysis (MD&A) of financial performance during the years ended June 30, 2013 and 2012. This MD&A should be read in conjunction with the Authority's financial statements and footnotes.

Overview of the Financial Statements

The Authority's financial report consists of this MD&A, financial statements, and footnotes to the financial statements. The Authority's financial statements are prepared using accounting principles generally accepted in the United States of America as applied to governmental units using the economic resources measurement focus and the accrual basis of accounting where revenues are recognized when earned and expenses recognized when incurred, regardless of the timing of related cash flows.

All assets and liabilities of the Authority at June 30, 2013 and 2012 are included in the Statements of Net Position. For the years ended June 30, 2013 and 2012, the Authority's revenues and expenses are reported in the Statement of Revenue, Expenses, and Changes in Net Position. The Statement of Cash Flows reports receipts, cash payments and net changes in cash resulting from operating, financing and investing activities.

Financial Analysis

The Authority's net position as of June 30, 2013, 2012, and 2011 were as follows (in thousands of dollars):

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Current assets	\$ 67,961	137,074	89,680
Capital assets	665,375	528,555	315,213
Other noncurrent assets	39,515	61,569	327,763
Total assets	<u>\$ 772,851</u>	<u>727,198</u>	<u>732,656</u>
Current liabilities	\$ 34,264	41,365	79,128
Revenue bonds payable	624,262	624,342	624,422
Total liabilities	<u>\$ 658,526</u>	<u>665,707</u>	<u>703,550</u>
Net position:			
Net investment in capital assets	\$ 46,857	—	—
Restricted for debt retirement	43,546	40,169	29,106
Restricted for construction	19,000	21,322	—
Unrestricted	4,922	—	—
Total net position	<u>\$ 114,325</u>	<u>61,491</u>	<u>29,106</u>

The Authority was created to develop, acquire, construct and then operate a new convention center (the Music City Center) within the boundaries of The Metropolitan Government of Nashville and Davidson County (Metropolitan Government). During the year ended June 30, 2010, the Authority issued revenue bonds for and began construction of the Music City Center. Construction was substantially completed and operations of the

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Management's Discussion and Analysis (Unaudited)

June 30, 2013 and 2012

Music City Center began in May of 2013. As more fully described in the financial statements and footnotes, the Authority's assets consist primarily of cash, accounts receivable and other items related to operations, cash and investments restricted for construction and debt service, and capital assets related to the Music City Center. Liabilities consist of current amounts payable related to operations, construction and debt service, and the revenue bonds payable. The components of net position reflect the nature of the underlying assets and liabilities.

The Authority's change in net position for the years ended June 30, 2013, 2012, and 2011 were as follows (in thousands of dollars):

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Operating revenue	\$ 883	—	—
Operating expense	(6,503)	—	—
Operating income (loss)	(5,620)	—	—
Nonoperating revenue (expense)	29,093	32,385	29,626
Capital contributions	29,361	—	—
Net increase in net position	<u>\$ 52,834</u>	<u>32,385</u>	<u>29,626</u>

As noted above, the Authority began operations of the Music City Center in May of 2013. Nonoperating revenue (expense) is related to tourism tax revenues pledged by the Metropolitan Government and remitted to the Authority, interest income earned on invested bond proceeds and debt service reserve funds, and interest expense on the revenue bonds. Capital contributions consist of initial land and development costs for the Music City Center which were incurred by the Metropolitan Government and contributed to the Convention Center Authority in conjunction with the opening of the Music City Center.

Capital Assets and Long-Term Debt

During the year ended June 30, 2013, the Authority incurred costs related to land of \$4,244,955 and spent \$105,727,270 for construction of the Music City Center. Additionally, land and buildings with a value of \$29,360,691 were contributed to the Authority by the Metropolitan Government upon completion of construction. During the year ended June 30, 2012, the Authority incurred costs related to land of \$3,803,784 and spent \$209,947,526 for construction of the Music City Center. During the year ended June 30, 2011, the Authority acquired land at an estimated cost of \$25,787,837 and spent \$208,998,370 for construction of the Music City Center. The assets related to the Music City Center became depreciable when operations began in May of 2013. Additional information on the Authority's capital assets can be found in note 5 to the financial statements.

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Management's Discussion and Analysis (Unaudited)

June 30, 2013 and 2012

During the period ended June 30, 2010 the Authority issued revenue bonds totaling \$623,215,000, plus a premium of \$1,301,329, to finance the construction of the Music City Center. As more fully described in note 7 to the Financial Statements, the revenue bonds were issued in three series: Series 2010A-1, Series 2010A-2, and Series 2010B. The ratings on the revenue bonds issued were as follows.

	Series A Bonds	Series B Bonds
Moody's	A2	AA3
Standard and Poors	A	A
Fitch	A+	A+

Other Matters

As more fully described in note 10 to the Financial Statements, the Authority Board entered into an agreement with Omni Hotels to develop a premier convention center hotel adjacent to the Music City Center. The hotel is expected to be operated as a Four-Diamond hotel under the American Automobile Association (AAA) designation. Omni will privately finance the hotel at its sole expense, and the Authority will make annual payments to Omni from certain tourism taxes generated by the hotel and pledged to the Authority by the Government.

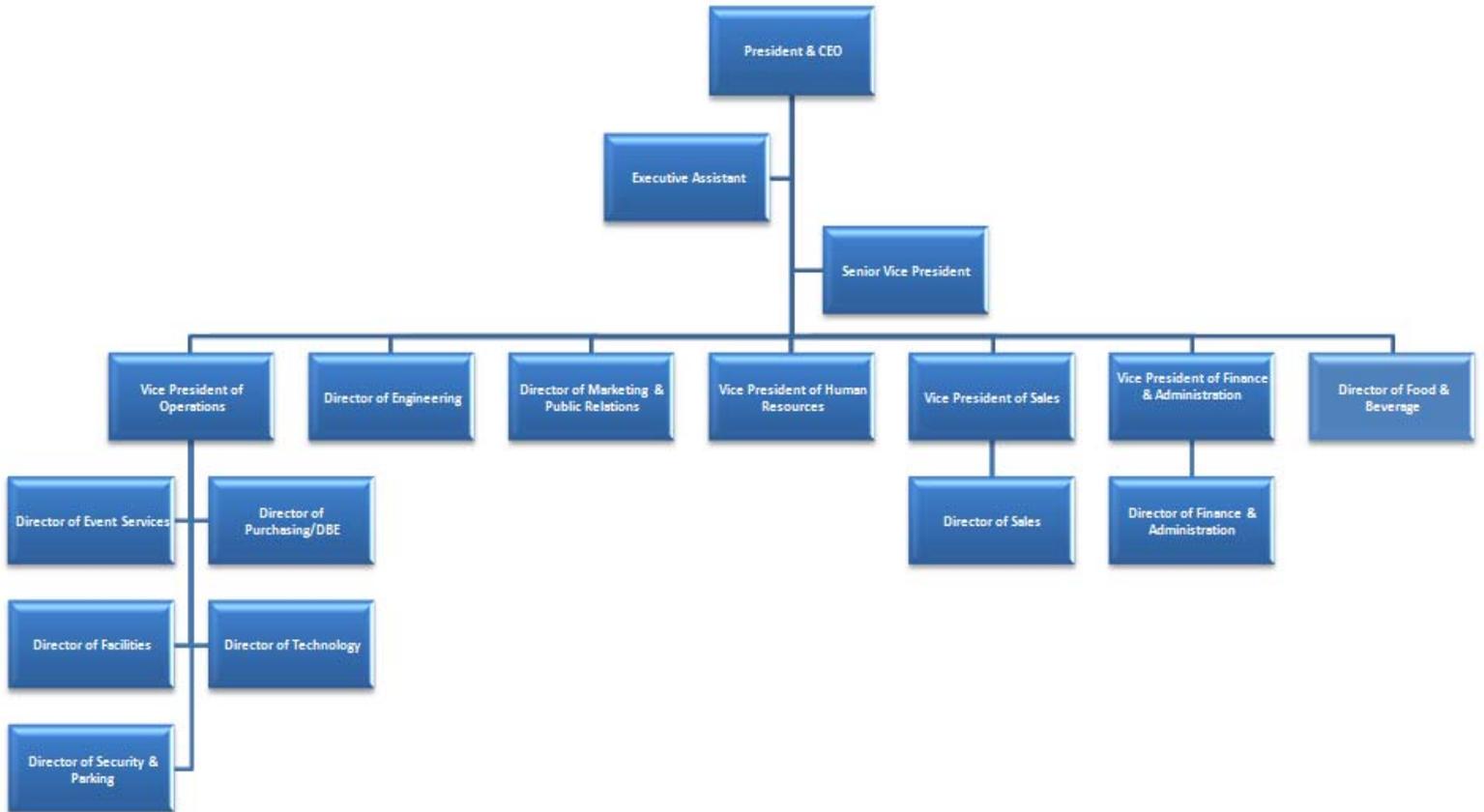
Additionally, the Authority entered into agreements with Omni Hotels and the Country Music Foundation, Inc. regarding a connector between the hotel and the Country Music Hall of Fame. The connector will be owned by the Authority and leased to the Hall of Fame. Under the terms of the agreement, the Authority is responsible for a portion of possible additional construction costs.

As more fully described in note 10 to the Financial Statements, an appeal to the Tennessee Supreme Court related to one of the parcels of land for the Music City Center was denied on October 16, 2013. The Authority Board is contractually obligated for any potential additional costs related to the one remaining outstanding condemnation case. All related amounts have been accrued at June 30, 2013.

Requests for additional financial information should be directed to Finance Department – Division of Accounts, 700 Second Avenue South, Suite 310, Nashville, TN 37210.

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Organizational Chart



**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Authority Members

Marty Dickens, Chair

Mark Arnold

Francis Guess

Ken Levitan

Vonda McDaniel

Willie McDonald

Luke Simmons

Mona Lisa Warren

Leo Waters



KPMG LLP
Suite 1000
401 Commerce Street
Nashville, TN 37219-2422

Independent Auditors' Report

The Audit Committee
Convention Center Authority of the Metropolitan
Government of Nashville and Davidson County:

Report on the Financial Statements

We have audited the accompanying financial statements of the Convention Center Authority of the Metropolitan Government of Nashville and Davidson County (the Authority), a component unit of the Metropolitan Government of Nashville and Davidson County, which comprise the statements of net position as of June 30, 2013 and 2012, and the related statements of revenue, expenses, and changes in net position and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Authority as of June 30, 2013 and 2012, and its changes in financial position, and cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.



Emphasis of Matter

As discussed in note 2 to the financial statements, in 2013 the Authority adopted Governmental Accounting Standards Board Statement No. 65, *Items Previously Reported as Assets and Liabilities*. The 2012 financial statements have been restated for the retrospective application of the new accounting guidance. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

U.S. generally accepted accounting principles require that the information in the Management’s Discussion and Analysis on pages 1 through 3 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management’s responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Supplementary and Other Information

Our audits were conducted for the purpose of forming an opinion on the basic financial statements. The introductory sections on pages 4 through 5 are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information has not been subjected to the auditing procedures applied in the audits of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 30, 2013 on our consideration of the Authority’s internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority’s internal control over financial reporting and compliance.

KPMG LLP

Nashville, Tennessee
October 30, 2013

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Statements of Net Position

June 30, 2013 and 2012

Assets	2013	2012
Current assets:		
Cash and cash equivalents	\$ 7,238,192	—
Accounts receivable	628,039	—
Accrued interest receivable	98	—
Due from the primary government	304,919	6,100
Prepaid expenses	248,668	—
Restricted for construction funds:		
Cash and cash equivalents	33,956,653	89,195,439
Investments	—	20,446,829
Accrued interest receivable	1,017	529,684
Prepaid expenses	1,042,686	1,883,404
Due from the primary government	—	83,844
Accounts receivable	—	202
Restricted for debt service and reserve funds:		
Cash and cash equivalents	20,509,877	20,509,877
Accrued interest receivable	31,037	53,605
Due from the primary government	3,185,049	3,761,180
Accounts receivable	814,901	603,493
Total current assets	67,961,136	137,073,657
Other noncurrent and capital assets:		
Restricted for debt service and reserve funds:		
Cash and cash equivalents	14,267,009	21,638,147
Investments	25,247,763	39,931,356
Total noncurrent assets	39,514,772	61,569,503
Capital assets:		
Land	77,103,374	72,262,175
Art collection	1,177,844	—
Buildings and improvements	587,617,203	—
Furniture, machinery and equipment	1,989,739	—
Construction work in progress	—	456,293,069
Less accumulated depreciation	(2,513,607)	—
Total capital assets	665,374,553	528,555,244
Total other noncurrent and capital assets	704,889,325	590,124,747
Total assets	772,850,461	727,198,404
Liabilities and Net Position		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 1,992,265	—
Accrued payroll	557,896	—
Due to the primary government	7,615	—
Unearned revenue	940,728	6,100
Liabilities payable from restricted assets:		
Construction funds:		
Accounts payable and accrued liabilities	9,164,635	20,771,220
Accrued payroll	102,847	78,363
Due to the primary government	3,561	—
Unearned revenue	984,625	—
Debt service and reserve funds:		
Accrued interest payable	20,509,877	20,509,877
Due to the primary government	69	—
Total current liabilities	34,264,118	41,365,560
Long-term revenue bonds payable	624,261,428	624,341,923
Total liabilities	658,525,546	665,707,483
Net position:		
Investment in capital assets	46,857,088	—
Restricted for debt retirement	43,545,690	40,169,331
Restricted for construction	19,000,000	21,321,590
Unrestricted	4,922,137	—
Total net position	\$ 114,324,915	61,490,921

See accompanying notes to financial statements.

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Statements of Revenue, Expenses and Changes in Net Position
Years ended June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Operating revenue:		
Charges for services	\$ 575,340	—
Other revenue	307,524	—
Total operating revenue	<u>882,864</u>	<u>—</u>
Operating expense:		
Personal services	1,955,828	—
Contractual services	1,705,376	—
Supplies and materials	202,754	—
Depreciation	2,513,607	—
Other	125,202	—
Total operating expense	<u>6,502,767</u>	<u>—</u>
Operating income (loss)	<u>(5,619,903)</u>	<u>—</u>
Nonoperating revenue (expense):		
Tourism tax revenue	33,805,943	31,442,301
Investment income (loss)	(277,906)	942,782
Interest expense	(4,667,745)	—
Other revenue	232,914	—
Total nonoperating revenue (expense)	<u>29,093,206</u>	<u>32,385,083</u>
Income before capital contributions	23,473,303	32,385,083
Capital contributions	29,360,691	—
Increase in net position	<u>52,833,994</u>	<u>32,385,083</u>
Net position, beginning of year	61,490,921	36,404,920
Effect of adoption of GASB 65	—	(7,299,082)
Net position, beginning of year, as restated	<u>61,490,921</u>	<u>29,105,838</u>
Net position, end of year	<u>\$ 114,324,915</u>	<u>61,490,921</u>

See accompanying notes to financial statements.

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Statements of Cash Flows

Years ended June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Cash flows from operating activities:		
Receipts from customers	\$ 1,201,897	—
Payments to suppliers	(33,478)	—
Payments to employees	(1,090,408)	—
Net cash (used in) provided by operating activities	<u>78,011</u>	<u>—</u>
Cash flows from capital and related financing activities:		
Acquisition and construction of capital assets	(98,707,860)	(223,209,923)
Interest paid	(41,019,923)	(41,019,754)
Interest subsidy	12,933,801	13,522,008
Capital contributions	1,984,624	—
Net cash (used in) provided by capital and related financing activities	<u>(124,809,358)</u>	<u>(250,707,669)</u>
Cash flows from noncapital financing activities:		
Payments from primary government	<u>33,955,962</u>	<u>34,179,832</u>
Net cash provided by (used in) noncapital financing activities	<u>33,955,962</u>	<u>34,179,832</u>
Cash flows from investing activities:		
Purchases of investments	(23,639,973)	(205,280,279)
Proceeds from sales and maturities of investments	57,988,000	365,275,135
Interest income	1,055,626	3,894,494
Net cash provided by (used in) investing activities	<u>35,403,653</u>	<u>163,889,350</u>
Net changes in cash and cash equivalents	(55,371,732)	(52,638,487)
Cash and cash equivalents at beginning of year	<u>131,343,463</u>	<u>183,981,950</u>
Cash and cash equivalents at end of year	<u>\$ 75,971,731</u>	<u>131,343,463</u>

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Statements of Cash Flows

Years ended June 30, 2013 and 2012

	2013	2012
Reconciliation of operating income (loss) to net cash provided by operating activities:		
Operating income (loss)	\$ (5,619,903)	—
Adjustments to reconcile operating income (loss) to net cash provided by operating activities:		
Depreciation and amortization	2,513,607	—
Changes in assets and liabilities:		
Accounts receivable	(308,071)	—
Accounts payable	1,992,239	—
Accrued payroll	557,896	—
Due to the primary government	7,615	—
Unearned revenue	934,628	—
Total adjustments	5,697,914	—
Net cash provided by operations	\$ 78,011	—
Schedule of noncash capital and related financing activities:		
Amortization of bond premium	\$ 80,495	80,495
Capital contributions	29,360,691	—
Schedule of noncash investing activities:		
Unrealized gain (loss) on investments	\$ (754,440)	(958,733)

See accompanying notes to financial statements.

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Notes to Financial Statements

June 30, 2013 and 2012

(1) Summary of Significant Accounting Policies

(a) Reporting Entity

The Convention Center Authority of the Metropolitan Government of Nashville and Davidson County (the Authority) was formed by Resolution of the Metropolitan Council of the Metropolitan Government of Nashville and Davidson County, Tennessee (the Metropolitan Government) on August 10, 2009 (date of inception) under the State of Tennessee Convention Center Authorities Act of 2009. The Authority is governed by a nine member Board of Directors appointed by the Mayor and confirmed by the Metropolitan Council. The Authority is responsible for the acquisition, development, construction and operations of a new convention center – the Music City Center. Operations of the Music City Center began in May of 2013.

The Authority is a public nonprofit corporation and public instrumentality of the Metropolitan Government and is a component unit of the Metropolitan Government. The Authority and the Metropolitan Government have entered into an Interlocal Agreement for the Metropolitan Government to provide comprehensive financial management services to the Authority, among other services. Accordingly, the accounting policies of the Authority are the same as those adopted by the Metropolitan Government.

The accounting policies of the Authority conform to accounting principles generally accepted in the United States of America as applied to governmental units. The Authority's most significant accounting policies are summarized below.

(b) Basis of Accounting

The financial statements are reported 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 related cash flows.

(c) Assets, Liabilities, Revenue and Expenses

Cash and cash equivalents – Cash and cash equivalents include amounts in demand deposits and highly liquid short-term investments with maturity dates within three months of the date of acquisition.

Investments – Investments consist primarily of U.S. government securities and are stated at fair value. The Authority also invests in the Metropolitan Government's Investment Pool, which is invested in the Tennessee Local Government Investment Pool (LGIP) maintained and managed by the State of Tennessee. The LGIP is not registered with the Securities and Exchange Commission (SEC) but does operate in a manner consistent with the SEC's Rule 2a7 of the Investment Company Act of 1940. Accordingly, the Authority's investments in the LGIP have been determined based on the Pool's share price. Investment income consists of interest earned on investments and realized and unrealized appreciation or depreciation in the fair value of investments.

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Notes to Financial Statements

June 30, 2013 and 2012

Amounts due from and due to the Metropolitan Government – Amounts due from the Metropolitan Government consist primarily of certain tourism tax revenues collected by the Metropolitan Government and pledged to the Authority for the repayment of revenue bonds, which are accrued as those taxes are earned by the Metropolitan Government. Such amounts are remitted to the Authority and are reported as tourism tax revenue, a nonoperating revenue of the Authority. Amounts due to the Metropolitan Government consist primarily of payments due for services provided by the Metropolitan Government to the Authority that are accrued as those services are provided and for reimbursement for certain goods and services purchased by the Metropolitan Government on behalf of the Authority.

Restricted assets and liabilities – Restricted assets consist of bond proceeds restricted for construction and for debt service reserve funds and of amounts accumulated for debt service and construction. Assets in the debt service reserve funds and assets in the debt service funds are held by a trustee and are not available to the Authority for other purposes. When both restricted and unrestricted resources are available for use, it is the Authority's policy to use restricted resources first, then unrestricted resources as they are needed.

Capital assets – Major outlays for capital assets and improvements and all expenses incurred in support of construction are capitalized as projects are constructed. Net interest cost incurred during the construction of facilities is capitalized as part of the cost of those facilities. Capitalized interest totaled \$23,404,961 and \$27,826,328 for the years ended June 30, 2013 and 2012, respectively. Capital assets are generally defined as assets with individual cost in excess of \$5,000 and a useful life in excess of one year. Depreciation is provided using the straight-line method over the estimated useful lives of the respective assets. The estimated lives range from 3 to 50 years. Depreciation began in May of 2013 when the facility was placed in service.

Compensated absences – General policy of the Authority for former employees of the Metropolitan Government, for contract construction management employees, and for employees hired by the Authority, permits the accumulation, within certain limitations, of unused vacation days and sick leave. For Metropolitan Government employees retained by the Authority vacation days may accumulate to an amount equal to three times the current annual vacation accrual rate. For employees hired directly by the Authority a maximum of 10 vacation days may be carried forward to the next year. Although sick pay may accumulate for all employees, no amounts are vested in the event of employee termination. Accumulated unpaid vacation pay is reported with accrued payroll.

Bond premiums – Bond premiums are deferred and amortized over the term of the related bonds.

Operating and nonoperating revenues and expenses – Operating revenues and expenses generally result from providing services and producing and delivering goods and services in connection with the Authority's ongoing operations. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

Tourism tax revenue – The tourism tax revenue consists of 3% of the 6% Hotel/Motel Tax authorized by Tennessee Code Annotated (TCA) Section 7-4-102, \$2.00 of the \$2.50 Hotel Room

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Notes to Financial Statements

June 30, 2013 and 2012

Occupancy Tax authorized by TCA Section 7-4-202, the \$2.00 Contracted Vehicle Tax authorized by TCA Section 7-4-203, the 1% Rental Vehicle Surcharge Tax authorized by TCA Section 67-4-1908, an allocation of state and local sales and use taxes derived from incremental sales tax growth within a Tourism Development Zone (TDZ) authorized by TCA Section 7-88-101, and an allocation of Campus Sales Tax, consisting of state and local sales and use taxes collected on the premises of the Music City Center campus and on any convention center hotels.

Capital contributions – Capital contributions represent land and development costs for the Music City Center incurred by the Metropolitan Government prior to the formation of the Authority. The value of those costs were contributed to the Authority upon the opening of the Music City Center and is included in land and building and improvements.

Estimates – Estimates are used in the preparation of financial statements and require management to make assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(d) Recently Issued Accounting Standards

The Authority continually monitors planned changes and pronouncements in accounting policies that may have an impact on the presentation of its financial statements. The Authority plans to review the following new accounting pronouncements to determine their potential applicability and impact.

GASB Statement No. 66, *Technical Corrections – 2012 – an amendment of GASB Statements No. 10 and No. 62*, required for fiscal periods beginning after December 15, 2012. This Statement improves accounting and financial reporting by resolving conflicting guidance that resulted from the issuance of Statements No. 10, *Accounting and Financial Reporting for Risk Financing and Related Insurance Issues*, and No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. Management is in the process of determining the effects that the adoption of this Statement will have on the Authority's financial statements.

(2) New Accounting Standard

The Authority adopted GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*, for the year ended June 30, 2013. The Statement established accounting and financial reporting standards that, among other things, recognized as outflows or inflows of resources, certain items that were previously reported as assets and liabilities. As a result, costs related to the issuance of bonds previously deferred were reclassified as if they had been reported as an outflow of resources when incurred. The impact on the financial statements was a decrease in beginning net position of \$7,299,082 as of July 1, 2011.

(3) Cash and Investments

The Authority is authorized by policy to invest funds that are not immediately needed in: United States Treasury Bills, Bonds and Notes; The State of Tennessee Local Government Investment Pool; most bonds issued by U.S. government Agencies; other Municipal Obligations; and other investments such as

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Notes to Financial Statements

June 30, 2013 and 2012

repurchase agreements. The Authority is authorized to invest in these instruments either directly or through the Metropolitan Government's Investment Pool, which is invested in the State of Tennessee Local Government Investment Pool.

At June 30, 2013, the Authority had the following deposits and investments:

<u>Investment type</u>	<u>Fair value</u>	<u>Weighted average maturity (in years)</u>
Unrestricted funds:		
Cash on deposit	\$ 22,700	—
Metropolitan Government investment pool	<u>7,215,492</u>	0.31
Cash and cash equivalents	<u>7,238,192</u>	
Construction funds:		
Cash on deposit	9,758,621	—
Metropolitan Government investment pool	<u>24,198,032</u>	0.31
Cash and cash equivalents	<u>33,956,653</u>	
Debt service and reserve funds:		
Metropolitan Government investment pool	110	0.31
U.S. Treasury money market funds	<u>34,776,776</u>	—
Cash and cash equivalents	<u>34,776,886</u>	
U.S. government agencies	<u>25,247,763</u>	6.24
Total cash and investments	<u>\$ 101,219,494</u>	

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Notes to Financial Statements

June 30, 2013 and 2012

At June 30, 2012, the Authority had the following deposits and investments:

<u>Investment type</u>	<u>Fair value</u>	<u>Weighted average maturity (in years)</u>
Construction funds:		
Cash on deposit	\$ 70,458,080	—
Certificate of deposit	8,000,000	0.08
Metropolitan Government investment pool	10,608,971	0.28
U.S. Treasury money market funds	128,388	—
Cash and cash equivalents	<u>89,195,439</u>	
U.S. government agencies	17,226,540	0.13
Municipal obligations	<u>3,220,289</u>	5.98
Investments	<u>20,446,829</u>	
Debt service and reserve funds:		
Metropolitan Government investment pool	21,320,884	0.28
U.S. Treasury money market funds	<u>20,827,140</u>	—
Cash and cash equivalents	<u>42,148,024</u>	
U.S. government agencies	<u>39,931,356</u>	3.77
Total cash and investments	<u>\$ 191,721,648</u>	

(a) Cash

Custodial credit risk is the risk that in the event of a bank failure, the Authority's deposits may not be returned to it. As of June 30, 2013 and 2012, all deposits and certificates of deposit were insured or collateralized as required by State of Tennessee law.

(b) Investments

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The Investment Policy places no specific limit on the weighted average maturity of the investment portfolios. However, the average maturity of the portfolios are monitored and managed so that the changing interest rates will cause only minimal deviations in the net asset value. As of June 30, 2013, the investments of the Authority had weighted average maturities as noted on the preceding tables.

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The Investment Policy limits investments in corporate obligations to prime banker acceptances that are eligible for purchase by the Federal Reserve System and commercial paper that is rated at least A1 or the equivalent by at least two nationally recognized rating agencies.

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Notes to Financial Statements

June 30, 2013 and 2012

Concentration of credit risk is the risk of loss attributed to the magnitude of the Authority's investment in a single issuer. The Investment Policy limits single issuer exposure to 10% except for securities of the U.S. government or its agencies.

Custodial credit risk is the risk that, in the event of a failure of the counterparty to a transaction, the Authority will not be able to recover the value of investment or collateral securities that are in the possession of an outside party. There is not a policy with regard to custodial credit risk of investments; however, as of June 30, 2013 and 2012, all investments were insured or registered or the securities were held by the Authority or its agent in the Authority's name.

(4) Accounts Receivable

Accounts receivables of \$1,442,940 at June 30, 2013 consisted of \$308,071 for operating events, \$319,968 for a grant, and \$814,901 of accrued tourism taxes. Accounts receivable of \$603,695 at June 30, 2012 consisted primarily of accrued tourism taxes.

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Notes to Financial Statements

June 30, 2013 and 2012

(5) Capital Assets

During the year ended June 30, 2013, the Authority incurred costs of \$4,244,955 related to land and spent \$105,727,270 for construction related activities of the Music City Center. Additionally, land and buildings with a value of \$29,360,691 were contributed by the Metropolitan Government upon completion of construction. During the year ended June 30, 2012, the Authority incurred costs of \$3,803,784 related to land and spent \$209,947,526 for construction related activities of the Music City Center. These assets became depreciable in May of 2013 when the operation of the Music City Center began.

	Balance June 30, 2012	Increases	Decreases	Balance June 30, 2013
Capital assets, not being depreciated:				
Land	\$ 72,262,175	4,841,199	—	77,103,374
Art collection	—	1,177,844	—	1,177,844
Construction in progress	<u>456,293,069</u>	<u>134,491,717</u>	<u>(590,784,786)</u>	<u>—</u>
Total capital assets, not being depreciated	<u>528,555,244</u>	<u>140,510,760</u>	<u>(590,784,786)</u>	<u>78,281,218</u>
Capital assets, being depreciated:				
Buildings and improvements	—	587,617,203	—	587,617,203
Furniture, machinery and equipment	<u>—</u>	<u>1,989,739</u>	<u>—</u>	<u>1,989,739</u>
Total capital assets, being depreciated	<u>—</u>	<u>589,606,942</u>	<u>—</u>	<u>589,606,942</u>
Less accumulated depreciation:				
Buildings and improvements	—	(2,455,113)	—	(2,455,113)
Furniture, machinery and equipment	<u>—</u>	<u>(58,494)</u>	<u>—</u>	<u>(58,494)</u>
Total accumulated depreciation	<u>—</u>	<u>(2,513,607)</u>	<u>—</u>	<u>(2,513,607)</u>
	<u>\$ 528,555,244</u>	<u>727,604,095</u>	<u>(590,784,786)</u>	<u>665,374,553</u>

(6) Unearned Revenue

Unearned revenue of \$1,925,353 at June 30, 2013 represents \$940,728 of deposits received for events scheduled to begin in future years and \$984,625 of deposits received to support concessionaire construction.

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Notes to Financial Statements

June 30, 2013 and 2012

(7) Long-Term Revenue Bonds Payable

Long-term debt activity during the year ended June 30, 2013, and descriptions of the amounts outstanding are as follows.

	<u>Balance June 30, 2012</u>	<u>Additions</u>	<u>Repayments/ amortization</u>	<u>Balance June 30, 2013</u>
The Convention Center Authority of the Metropolitan Government of Nashville and Davidson County:				
2010A-1, bearing interest at 3.35% to 5.00% payable semi- annually, maturing through July 1, 2026	\$ 51,730,000	—	—	51,730,000
Tourism Tax Revenue Bonds Federally Taxable, Series 2010A-2 (Build America Bonds – Direct Payment), bearing interest at 7.431% payable semi-annually, maturing on July 1, 2043	152,395,000	—	—	152,395,000
Subordinate Tourism Tax Revenue Bonds Federally Taxable, Series 2010B (Build America Bonds – Direct Payments), bearing interest at 4.862% to 6.731% payable semi-annually, maturing through July 1, 2043	419,090,000	—	—	419,090,000
Original issue premium	1,126,923	—	(80,495)	1,046,428
	<u>\$ 624,341,923</u>	<u>—</u>	<u>(80,495)</u>	<u>624,261,428</u>

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Notes to Financial Statements

June 30, 2013 and 2012

Long-term debt activity during the period from June 30, 2012, and descriptions of the amounts outstanding are as follows.

	<u>Balance June 30, 2011</u>	<u>Additions</u>	<u>Repayments/ amortization</u>	<u>Balance June 30, 2012</u>
The Convention Center Authority of the Metropolitan Government of Nashville and Davidson County:				
2010A-1, bearing interest at 3.35% to 5.00% payable semi- annually, maturing through July 1, 2026	\$ 51,730,000	—	—	51,730,000
Tourism Tax Revenue Bonds Federally Taxable, Series 2010A-2 (Build America Bonds – Direct Payment), bearing interest at 7.431% payable semi-annually, maturing on July 1, 2043	152,395,000	—	—	152,395,000
Subordinate Tourism Tax Revenue Bonds Federally Taxable, Series 2010B (Build America Bonds – Direct Payments), bearing interest at 4.862% to 6.731% payable semi-annually, maturing through July 1, 2043	419,090,000	—	—	419,090,000
Original issue premium	1,207,418	—	(80,495)	1,126,923
	<u>\$ 624,422,418</u>	<u>—</u>	<u>(80,495)</u>	<u>624,341,923</u>

In April 2010 the Authority issued Tourism Tax Revenue Bonds, Series 2010A-1 for \$51,730,000, Series 2010A-2 for \$152,395,000, and Series 2010B for \$419,090,000, for a combined principal amount of \$623,215,000, plus original issue premium of \$1,301,329. The purpose of the bonds is to pay the costs associated with planning, designing, engineering, acquiring, constructing, equipping, furnishing, improving, repairing, refurbishing and opening the Music City Center.

The land for the Music City Center was purchased prior to the creation of the Convention Center Authority by the Metropolitan Development and Housing Agency (MDHA), a component unit of the Metropolitan Government, through a bank loan. In conjunction with the issuance of the Tourism Tax Revenue Bonds, the MDHA bank loan was retired, and the land was transferred to the Authority.

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Notes to Financial Statements

June 30, 2013 and 2012

The bond proceeds were used as follows:

Establishment of debt service reserve funds	\$ 40,040,199
Establishment of capitalized interest funds	22,287,870
Payment of bond issue costs	7,299,082
Retirement of MDHA Loan	46,313,567

The remaining \$508,575,611 was deposited in construction funds to be drawn down as the Music City Center is constructed. The capitalized interest funds were applied to interest payable during construction.

The Series 2010A-1 bonds are tax exempt, and the Series 2010A-2 and Series 2010B bonds are Federally taxable and were issued as Build America Bonds (BABs) under an irrevocable election under Section 54 of the Internal Revenue Code. BABs qualify for a 35% credit from the Federal Government on interest payable on the bonds. The Metropolitan Government is required to file requests for these interest credits no earlier than 90 days prior to each scheduled interest payment. Subsequent to issuance of the bonds, the Federal Government has reduced the credit by approximately 8.7%. The Authority is not anticipating restoration of the credit to the original amount; however, the reduction is not expected to have a material impact on the ability to meet future debt payments.

The Series 2010A Bonds are payable from tourism tax revenues received by the Metropolitan Government.

The Series 2010B Bonds are payable from the remaining tourism tax revenues available after the payment of the 2010A Bonds and from net operating revenues, which are the remaining project operating revenues after the payment of operating expenses. The Series 2010B Bonds are additionally secured by a pledge of the Metropolitan Government's nontax revenues of the General Fund of the General Services District, subject to the prior pledge and application of certain requirements related to bonds issued by the Sports Authority, a component unit of the Metropolitan Government.

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Notes to Financial Statements

June 30, 2013 and 2012

All of the bonds are subject to Federal arbitrage regulations. Annual maturities of revenue bonds outstanding, related interest and anticipated Federal interest credits for interest payable on BABs are outlined below.

	<u>Principal</u>	<u>Interest</u>	<u>Federal credit</u>
Year ending June 30:			
2014	\$ —	41,019,754	(12,345,592)
2015	—	41,019,754	(12,345,592)
2016	3,220,000	40,939,255	(12,345,592)
2017	7,865,000	40,681,034	(12,311,062)
2018	10,315,000	40,262,134	(12,222,519)
2019 – 2023	69,175,000	191,336,900	(58,745,012)
2024 – 2028	86,660,000	169,343,938	(53,438,596)
2029 – 2033	107,160,000	137,245,873	(43,856,919)
2034 – 2038	133,755,000	95,502,308	(30,517,762)
2039 – 2043	166,895,000	43,366,004	(13,857,606)
2044	38,080,000	1,326,242	(423,801)
	<u>\$ 623,125,000</u>	<u>842,043,196</u>	<u>(262,410,053)</u>

(8) Employee Benefit Plans

Certain employees of the Metropolitan Government's Nashville Convention Center were retained by the Authority to manage and operate the Music City Center. Those Metropolitan Government employees continue to be eligible to participate in the pension, other post-employment benefit, and deferred compensation 457 plans of the Metropolitan Government. Employees hired directly by the Authority are eligible to participate in the Authority's deferred compensation 401K plan.

(a) Pension Plans (Metropolitan Government employees)

The Metropolitan Government sponsors or guarantees several single-employer pension plans, including (a) the closed City Plan (City Plan), (b) the Davidson County Employees' Retirement Plan (County Plan), both of which were closed to new members on April 1, 1963, and (c) the Metropolitan Employees' Benefit Trust Division A or B (Metro Plan). Division A of the Metro Plan was established at the inception of the Metropolitan Government on April 1, 1963, and was closed to new members on July 1, 1995. Division B of the Metro Plan was established on July 1, 1995.

All plans of the Metropolitan Government were established by or continue under the authority of the Metropolitan Charter, Article XIII, effective April 1, 1963. Approval of the Metropolitan Council is required to establish and amend benefit provisions. Article XIII also requires that all pension plans be actuarially sound. Administrative costs of the plans are financed by plan assets. The plans are administered by the Metropolitan Employee Benefit Board, an independent board created by the Metropolitan Charter. The financial position and results of operations of the pension plans are

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Notes to Financial Statements

June 30, 2013 and 2012

reported as fiduciary funds of the Metropolitan Government and, accordingly, are not included in the financial statements of the Authority.

Substantially all of the employees of the Authority who were previously employed by the Nashville Convention Center are members of the Metro Plan. Periodic contributions by the Authority to the Metro Plan are at actuarially determined rates that are designed to accumulate sufficient assets to pay benefits when due. Contributions to closed plans are made on a pay-as-you-go basis whereby contributions are made in amounts sufficient to cover benefits paid during the year. Actuarially required employer contributions are not computed because the plans are closed and there are few active employees. Employees do not contribute to any of the Metro pension plans.

Normal retirement for employees occurs at age 65 for Division A and age 60 for Division B, and entitles employees to a lifetime monthly benefit as determined under the Metro Plan. Benefits fully vest on completing 5 years of service for employees employed on or between October 1, 2001 and December 31, 2012 who vest before leaving employment.

Actuarially determined net pension obligations are reported in the government-wide statements of the Metropolitan Government; accordingly, no additional liability has been accrued in the financial statement of the Authority.

Contributions by the Authority to the various Metro Plans totaled \$82,166 for the year ended June 30, 2013.

(b) *Other Post-Employment Benefit (OPEB) Plans (Metropolitan Government employees)*

Retirees in the Metro, City or County Plans may elect to participate in the Metropolitan Employees' Medical Benefit Plan (Benefit Plan), a single-employer defined benefit healthcare plan. The Benefit Plan is administered by the Employee Benefit Board and provides medical, dental and life insurance. The other post-employment benefits were authorized by the Metropolitan Charter and Code. The financial position and results of operation of the Benefit Plan are reported an internal service fund of the Metropolitan Government and, accordingly, are not included in the financial statements of the Authority.

The contribution requirements of the Benefit Plan members and the Metropolitan Government are established and may be amended by the Employee Benefit Board. The required contribution is based on projected pay-as-you-go financing requirements under which contributions are made in amounts sufficient to cover benefits paid, administrative costs, and anticipated inflationary increases. For health insurance, the Metropolitan Government contributes 75% of all premium payments, and the retirees contribute 25%. The Metropolitan Government also provides a 50% matching contribution on dental insurance for retirees that choose to participate. Finally, the Metropolitan Government provides life insurance at no charge to retirees.

As the Metropolitan Government has assumed the responsibility for funding these benefits, the Authority has accrued no liability as of June 30, 2013. Actuarially determined other post-employment benefits are reported in the government-wide statements of the Metropolitan

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Notes to Financial Statements

June 30, 2013 and 2012

Government; accordingly, no additional liability has been accrued in the financial statements of the Authority.

(c) *Deferred Compensation 457 Plan (Metropolitan Government employees)*

The Metropolitan Government offers its employees a deferred compensation plan created in accordance with Internal Revenue Code Section 457. The plan, available to all employees, permits deferral of a portion of salary until future years. The deferred compensation is not available to employees until termination, retirement, death or unforeseeable emergency. Because the assets are held in a trustee capacity, they are not included in the financial statements of the Metropolitan Government. No contributions are made to this plan by the Metropolitan Government.

(d) *Deferred Compensation 401K Plan (Authority employees)*

The Authority offers a 401K deferred compensation plans to its employees hired directly by the Authority. Former employees of the Nashville Convention Center are not eligible to participate in this plan. The plan permits deferral of a portion of salary until future years. The deferred compensation is not available to employees until termination, retirement, death or unforeseeable emergency. Employees can contribute as much as is allowed by Federal law. The Authority matches 100% of employee contributions up to 3% of salary and 50% of employee contributions up to 5% of salary. Contributions by the Authority to the 401K Plan totaled \$4,228 for the year ended June 30, 2013.

(9) Risk Management

The Authority is exposed to various risks of loss incidental to its operations and has obtained several insurance policies after performing risk assessment analyses. The Authority retains risk up to \$4,000,000, and has obtained excess insurance for any claims above that amount. These policies provide insurance for property, builder's risk, worker's compensation, automobile, general liability and other exposures.

(10) Commitments and Contingencies

At June 30, 2013, the Authority had commitments of \$10,561,585 related to the construction of the Music City Center.

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Notes to Financial Statements

June 30, 2013 and 2012

On October 19, 2010, the Authority Board entered into a Development and Funding Agreement with Omni Nashville, LLC (Omni) to facilitate the development of a premier headquarters hotel adjacent to the Music City Center. Under the terms of the development and funding agreement, the Authority will pay Omni annual economic development payments and incentives from excess tourism tax revenues collected from the hotel over a period of twenty years. These payments will begin after the hotel opens for business, including the renting of rooms. The schedule of annual payments is expected to be as follows.

	Annual payment
Year ending June 30:	
2014	\$ 5,500,000
2015	8,000,000
2016	9,000,000
2017	10,000,000
2018 – 2026	12,000,000
2027 – 2033	15,000,000

On December 30, 2010, the Authority Board entered into a Development Agreement for the Country Music Hall of Fame and Museum Expansion with Omni, and into a Development, Lease and Operating Agreement with the County Music Foundation, Inc. (Hall of Fame). Under the terms of the agreements, Omni will construct a connector (expansion project) between its headquarters hotel and the Hall of Fame with funding from tax increment financing provided by the Metropolitan Development and Housing Agency. Once constructed, the connector will be owned by the Authority, which will then lease the connector to the Hall of Fame for an initial term of 60 years. Under the terms of the agreements, the Authority would be responsible for the first \$2,000,000 of any potential additional construction costs and for half of any potential additional construction costs up to \$1,500,000. Upon completion of the connector, the Hall of Fame will be responsible for all interior and exterior operating costs, maintenance and repairs. The Authority is required to establish a reserve fund using the majority of the rental income received from the Hall of Fame to cover future capital costs related to the connector.

**CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY**

Notes to Financial Statements

June 30, 2013 and 2012

On August 18, 2011, an order of judgment was entered against the Metropolitan Development and Housing Agency (MDHA) following the trial of an eminent domain case on the issue of compensation for one of the parcels of land condemned for the Music City Center. The Authority is contractually responsible for all costs associated with this judgment. The Authority had originally deposited \$14,800,000 for the parcel, followed by another \$1,300,000 after an earlier court action. The latest judgment was for an additional \$14,300,000, plus \$3,777,832 interest calculated at 10% interest per annum on the balance of the unpaid judgment through January of 2013. The verdict was contested. MDHA filed a motion for new trial, remittitur and/or a judgment notwithstanding the verdict asking the trial court to set aside the verdict. While these motions were ultimately denied by the trial court, MDHA appealed the jury verdict to the Tennessee Court of Appeals. Oral arguments were heard by the Court of Appeals on July 25, 2012, and the trial court's judgment was affirmed by the Court of Appeals on April 30, 2013. Thereafter on June 28, 2013, MDHA filed a Rule 11 Application for Permission to Appeal to the Tennessee Supreme Court, which was denied on October 16, 2013. The Authority has deposited with the court \$19,377,832, plus interest of \$178,000. Additional post-judgment interest payable through June 30, 2013 has been accrued.

There is one additional condemnation case related to a parcel of land for which a total of \$1,775,000 has been paid. This case is currently not set for trial.

(11) Related Party Transactions

In accordance with Ordinance Number BL2010-690 passed by the Metropolitan Council on June 15, 2010, and under the terms of an interlocal agreement between the Authority and the Metropolitan Government, on July 1, 2010, the Authority began to manage the existing Nashville Convention Center. Because the assets of the existing Nashville Convention Center are owned by the Metropolitan Government, the operations are accounted for as an enterprise fund of the Metropolitan Government.

The Authority has entered into an interlocal agreement with the Metropolitan Government for various financial and administrative services. Additionally, the Authority uses certain services provided by the Metropolitan Government's internal service agencies on a user charge basis.

(12) Subsequent Events

The Authority has evaluated subsequent events through October 30, 2013, the date the financial statements were available for issuance, and has determined that there are no subsequent events that require additional disclosure.



KPMG LLP
Suite 1000
401 Commerce Street
Nashville, TN 37219-2422

Independent Auditors' Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance With *Government Auditing Standards*

The Audit Committee
Convention Center Authority of the Metropolitan
Government of Nashville and Davidson County:

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the accompanying financial statements of the Convention Center Authority of the Metropolitan Government of Nashville and Davidson County (the Authority), a component unit of the Metropolitan Government of Nashville and Davidson County, which comprise the statement of net position as of June 30, 2013, and the related statements of revenue, expenses, and changes in net position and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated October 30, 2013.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Authority's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

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

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those



provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Authority's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

This report is intended solely for the information and use of management, the Finance and Audit Committee, and others within the entity, and is not intended to be and should not be used by anyone other than these specified parties.

KPMG LLP

Nashville, Tennessee
October 30, 2013