

**CARTER STREET CORPORATION**

FINANCIAL STATEMENTS

JUNE 30, 2013



**HENDERSON HUTCHERSON  
& MCCULLOUGH, PLLC**

# CARTER STREET CORPORATION

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JUNE 30, 2013

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**HENDERSON HUTCHERSON  
& MCCULLOUGH, PLLC**

Certified Public Accountants

## **INDEPENDENT AUDITOR'S REPORT**

To the Board of Directors  
Carter Street Corporation  
Chattanooga, Tennessee

### **Report on the Financial Statements**

We have audited the accompanying basic financial statements of Carter Street Corporation, a Tennessee nonprofit organization, as of June 30, 2013, and for the year then ended, and the related notes to the financial statements, as listed in the index to report.

### ***Management's Responsibility for the Financial Statements***

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

### ***Auditor's Responsibility***

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

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

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

***Opinion***

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Carter Street Corporation as of June 30, 2013, and the changes in its financial position and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

***Other Matters***

In accordance with *Government Auditing Standards*, we have issued our report dated September 23, 2013, on our consideration of Carter Street 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 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 internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Chattanooga, Tennessee  
September 23, 2013

Henderson Hutcherson  
& McCullough, PLLC

# CARTER STREET CORPORATION

## STATEMENT OF NET ASSETS

JUNE 30, 2013

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<b>ASSETS</b>	
<b>CURRENT ASSETS</b>	
Cash	\$ 1,418,028
Event receivables, net of allowance of \$4,150	232,556
Prepaid expenses	68,866
Inventories	<u>53,633</u>
Total current assets	1,773,083
<b>CAPITAL ASSETS</b>	<u>9,758,506</u>
<b>TOTAL ASSETS</b>	<u>\$ 11,531,589</u>
<b>LIABILITIES AND NET ASSETS</b>	
<b>CURRENT LIABILITIES</b>	
Accounts payable	\$ 33,623
Accrued expenses	129,104
Deferred revenue	20,000
Advance deposits	<u>220,885</u>
Total current liabilities	<u>403,612</u>
<b>NET ASSETS</b>	
Invested in capital assets, net of related debt	9,758,506
Unrestricted	<u>1,369,471</u>
Total net assets	<u>11,127,977</u>
<b>TOTAL LIABILITIES AND NET ASSETS</b>	<u>\$ 11,531,589</u>

# CARTER STREET CORPORATION

## STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS

YEAR ENDED JUNE 30, 2013

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<b>OPERATING REVENUE</b>	\$ 5,761,935
<b>COST OF OPERATING</b>	<u>2,449,695</u>
Net operating revenue	<u>3,312,240</u>
<b>OPERATING EXPENSES</b>	
Administrative expenses	1,976,809
Maintenance and supplies	384,579
General operating expenses	<u>1,092,530</u>
Total operating expenses	<u>3,453,918</u>
Net loss from operations before depreciation and amortization	(141,678)
Less depreciation and amortization	<u>623,234</u>
Net loss from operations	<u>(764,912)</u>
<b>NONOPERATING REVENUE</b>	
City appropriation	100,000
CVB appropriation	<u>200,000</u>
Total nonoperating revenue	<u>300,000</u>
Net loss before capital contributions	(464,912)
<b>CAPITAL CONTRIBUTIONS</b>	<u>200,000</u>
<b>DECREASE IN NET ASSETS</b>	(264,912)
<b>NET ASSETS</b>	
Beginning of year	<u>11,392,889</u>
End of year	<u>\$ 11,127,977</u>

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

# CARTER STREET CORPORATION

## STATEMENT OF CASH FLOWS

YEAR ENDED JUNE 30, 2013

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<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	
Cash received from customers	\$ 5,659,215
Cash paid to suppliers	(3,182,988)
Cash paid to employees	<u>(2,818,994)</u>
Net cash from operating activities	<u>(342,767)</u>
<b>CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES</b>	
Capital contributions	200,000
Cash paid for capital assets	<u>(362,755)</u>
Net cash from capital and related financing activities	<u>(162,755)</u>
<b>CASH FLOWS FROM NONCAPITAL AND RELATED FINANCING ACTIVITIES</b>	
Receipts from City of Chattanooga and Chattanooga Visitor's Bureau	<u>300,000</u>
Net cash from noncapital and financing activities	<u>300,000</u>
<b>NET DECREASE IN CASH</b>	<b>(205,522)</b>
Cash - beginning of year	<u>1,623,550</u>
Cash - end of year	<u>\$ 1,418,028</u>

# CARTER STREET CORPORATION

## STATEMENT OF CASH FLOWS

YEAR ENDED JUNE 30, 2013

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### RECONCILIATION OF OPERATING NET LOSS TO NET CASH USED BY OPERATING ACTIVITIES

Net loss from operations	\$ (764,912)
Adjustments to reconcile operating net loss to net cash used by operating activities:	
Depreciation and amortization	623,234
Net change in:	
Event receivables	(108,078)
Inventories	(2,405)
Prepaid expenses	(32,813)
Accounts payable and accrued expenses	(65,508)
Advanced deposits	(12,285)
Deferred revenues	<u>20,000</u>
Net cash provided by operating activities	<u>\$ (342,767)</u>

# CARTER STREET CORPORATION

## NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2013

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### NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### **Reporting Entity**

Carter Street Corporation (the Corporation) is a nonprofit corporation organized by the City of Chattanooga, Tennessee (the City) and Hamilton County, Tennessee (the County). The Corporation serves as the coordinating body for the development, operation and management of the City of Chattanooga/Hamilton County Convention and Trade Center and parking garage and is lessor of the adjoining hotel.

Generally accepted accounting principles require that the basic financial statements present the accounts and operations of the Corporation and its component units, entities for which the corporation is considered to be financially accountable. Blended component units, although legally separate entities, are, in substance, part of the Corporation's operations, and data from these units, if any, are combined with data of the Corporation. Each discretely presented component unit, if any, would be reported in a separate column in the combined basic financial statements to emphasize that it is legally separate from the Corporation. As of June 30, 2013, and for the fiscal year then ended, the Corporation had no discretely presented component units or any component units required to be blended in these basic financial statements.

#### **Basis of Presentation**

Basis of accounting refers to when revenues and expenditures or expenses are recognized in the accounts and reported in the financial statements. The accompanying basic financial statements are presented using the accrual basis of accounting. In accordance with principles generally accepted in the United States of America, the Corporation applies all applicable Financial Accounting Standards Board (FASB) pronouncements issued on or before November 30, 1989, and all applicable Governmental Accounting Standards Board pronouncements. The measurement focus is upon determination of financial position, changes in net assets, and changes in cash flows. The generally accepted accounting principles used are those applicable to similar business in the private sector. Revenues are recognized when earned and expenses are recognized when incurred. All assets and liabilities (whether current or non-current) associated with the Corporation's activities are included in the statement of net assets. The reported net assets are segregated into invested in capital assets (net of related debt), restricted and unrestricted components.

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# CARTER STREET CORPORATION

## NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2013

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### NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### **Event Receivables**

The carrying amount of event receivables is reduced by an allowance that reflects management's best estimate of the amounts that will not be collected. Management reviews each receivable balance that exceeds 60 days from the invoice date, and, based on historical bad-debt experience and management's evaluation of customer credit worthiness, management estimates that portion, if any, of the balance that will not be collected. No interest is charged on delinquent receivables.

#### **Inventories**

Inventories are recorded at the lower of cost (first-in, first-out method) or market.

#### **Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

#### **Capital Assets**

Capital assets are stated at cost or fair value, if donated, less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the depreciable assets. Additions and major renewals are capitalized and depreciated over their estimated useful lives. Repairs, maintenance and minor renewals are charged to operating expenses as incurred.

#### **Compensated Absences**

The Corporation's policy is to compensate all full-time employees for earned but unused vacation pay. The accompanying financial statements include a liability for compensated absences.

#### **Cash Flows**

For purposes of reporting cash flows, cash and cash equivalents include cash on hand and cash in bank.

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# CARTER STREET CORPORATION

## NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2013

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### NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### **Net Assets**

The Corporation's financial statements utilize a net asset presentation. Net assets are categorized as invested in capital assets (net of related debt), restricted and unrestricted.

Invested in capital assets (net of related debt) is intended to reflect the portion of net assets which is associated with non-liquid capital assets less outstanding capital assets related debt.

Restricted net assets represent net assets that have third party (statutory, bond covenant or granting agency) limitations on their use. The Corporation's policy is generally to use any restricted assets first, as appropriate opportunities arise. As of June 30, 2013, the Corporation has no restricted net assets.

Unrestricted net assets represent net assets that are not subject to donor-imposed stipulations. While management may have categorized and segmented portions for various purposes, the Corporation has the unrestricted authority to revisit or alter these managerial decisions.

#### **Advertising Costs**

The Corporation's policy is to expense advertising costs as incurred. Advertising costs included in expense totaled \$29,878.

#### **Tax Status**

The Corporation has obtained approval for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### **Uncertain Tax Positions**

The Corporation is considered an exempt organization from Federal and state income taxes. However, in the event that the organization partakes in an activity that could jeopardize this tax-exempt status, the Corporation would be subject to income tax.

The Corporation follows the guidance of FASB Accounting Standards Codification (ASC) Topic 740, *Income Taxes*, which specifies the accounting for uncertainty in income taxes recognized in an entity's financial statements. Based on its evaluation, the Corporation has concluded that there are no significant uncertain tax positions requiring disclosure, and there are no material amounts of unrecognized tax benefits. The Corporation's evaluation was performed for tax years ended June 30, 2010 through June 30, 2013, for federal income tax, the years that remain subject to examination by major tax jurisdictions as of June 30, 2013.

# CARTER STREET CORPORATION

## NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2013

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### **NOTE 2 – RENTAL REVENUE LEASES**

The Corporation has leased certain air rights along with 350 parking spaces to a private developer for the construction of a luxury hotel. The annual rental payments are due from the hotel at a minimum of \$300,000 plus a percentage of net cash flow as defined in the lease agreement. The lease expires in 2025 and provides for two successive fifteen-year renewal options.

### **NOTE 3 – RETIREMENT PLANS**

The Corporation maintains a defined contribution employee benefit plan. The plan covers substantially all employees who have attained the age of 21 and have at least one year of service with the Corporation. The plan provides that the Corporation shall make an annual matching contribution up to 1.5% of eligible participants' annual compensation. The Corporation shall also make a profit sharing contribution equal to 5% of eligible participants' annual compensation. Employees are 100% vested in the plan upon completion of three consecutive years of service. The Corporation's expense and contribution to the plan was \$100,723 for the year ended June 30, 2013.

### **NOTE 4 – RISK OF LOSS**

The Corporation is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees and natural disasters. Commercial insurance is purchased by the Corporation to cover the risk of loss. There have been no losses greater than insurance coverage over the last three years.

### **NOTE 5 – CASH AND INVESTMENTS**

The Corporation invests excess cash in interest-bearing accounts and overnight cash investments with local depository institutions as authorized by the Board of Directors and in accordance with applicable state laws. The Corporation's policy with respect to cash and overnight cash investments is to maximize investment earnings while maintaining an acceptable level of risk.

At June 30, 2013, the Corporation held no amounts in investments.

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# CARTER STREET CORPORATION

## NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2013

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### NOTE 5 – CASH AND INVESTMENTS (Continued)

Custodial credit risk – The Corporation’s policies limit deposits and investments to those instruments allowed by applicable state laws. State statutes require that all deposits with financial institutions must be collateralized by securities whose market value is equal to 105 percent of the value of the uninsured deposits. Those deposits must be covered by federal depository insurance or the Tennessee Bank Collateral Pool, by collateral held by the Corporation’s agent in the Corporation’s name, or by the Federal Reserve Bank acting as third party agents. State statutes also authorize the Corporation to invest in repurchase agreements utilizing obligations of the United States or its agencies as the underlying securities. Statutes also require that securities underlying repurchase agreements must have a market value of at least equal to the amount of funds invested in the repurchase transaction. At June 30, 2013, all deposits were entirely covered by the Federal Deposit Insurance Corporation or the Tennessee Bank Collateral Pool.

### NOTE 6 – NET OPERATING REVENUE

Details of net operating revenue for the year ended June 30, 2013, are as follows:

	<u>Events</u>	<u>Garage</u>	<u>Hotel Rental</u>	<u>Total</u>
Operating revenue	\$ 4,584,529	\$ 761,302	\$ 416,104	\$ 5,761,935
Cost of operating	<u>2,436,167</u>	<u>13,529</u>	<u>-</u>	<u>2,449,696</u>
	<u>\$ 2,148,362</u>	<u>\$ 747,773</u>	<u>\$ 416,104</u>	<u>\$ 3,312,239</u>

### NOTE 7 – RELATED PARTY TRANSACTIONS

The City and the County, through the Chattanooga Visitors Bureau (CVB), both appropriate funds to the Corporation for general operations throughout the year. For the period ended June 30, 2013, the City appropriated \$200,000 and the CVB appropriated \$300,000.

# CARTER STREET CORPORATION

## NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2013

### NOTE 8 – CAPITAL ASSETS

A summary of changes in capital assets for the year ended June 30, 2013, is as follows:

	<b>Balance</b>			<b>Balance</b>
	<b>June 30, 2012</b>	<b>Additions</b>	<b>Retirements</b>	<b>June 30, 2013</b>
Capital assets (non-depreciable)				
Land	\$ 2,709,075	\$ -	\$ -	\$ 2,709,075
Construction in process	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	2,709,075	-	-	2,709,075
Capital assets (depreciable)				
Trade center	14,428,742	9,432	-	14,438,174
Parking garage	5,258,411	293,150	-	5,551,560
Skybox	50,000	-	-	50,000
VIP/First TN Parking	22,000	-	-	22,000
Equipment	2,475,684	60,174	-	2,535,858
Furniture and fixtures	<u>644,496</u>	<u>-</u>	<u>-</u>	<u>644,496</u>
	<u>22,879,332</u>	<u>362,756</u>	<u>-</u>	<u>23,242,088</u>
Less accumulated depreciation				
Trade center	9,083,287	373,131	-	9,456,418
Parking garage	3,537,333	159,540	-	3,696,873
Skybox	17,500	2,500	-	20,000
VIP/First TN Parking	16,250	2,000	-	18,250
Equipment	2,342,461	86,063	-	2,428,524
Furniture and fixtures	<u>572,592</u>	<u>-</u>	<u>-</u>	<u>572,592</u>
	<u>15,569,423</u>	<u>\$ 623,234</u>	<u>\$ -</u>	<u>16,192,657</u>
Total capital assets	<u>\$ 10,018,986</u>			<u>\$ 9,758,506</u>

### NOTE 9 – SUBSEQUENT EVENTS

The Corporation has evaluated events and transactions subsequent to the statement of net assets date through the date of the auditor's report (the date the financial statements were available to be issued) for potential recognition or disclosure in the financial statements. Management has not identified any items requiring disclosure.



HENDERSON HUTCHERSON  
& MCCULLOUGH, PLLC

Certified Public Accountants

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

To the Board of Directors of  
Carter Street Corporation

We have audited, 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, the financial statements of Carter Street Corporation, which comprise the statement of financial position as of June 30, 2013, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements and have issued our report thereon dated September 23, 2013.

**Internal Control over Financial Reporting**

In planning and performing our audit of the financial statements, we considered Carter Street Corporation's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Carter Street Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of Carter Street 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 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 Carter Street 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 determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

## **Purpose of This Report**

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

Chattanooga, Tennessee  
September 23, 2013

Henderson Hutcherson  
& McCullough, PLLC

# **CARTER STREET CORPORATION**

## **SCHEDULE OF FINDINGS AND RESPONSES**

JUNE 30, 2013

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### **CURRENT YEAR FINDINGS**

None reported.

### **PRIOR YEAR FINDINGS**

None reported.