

***EAST PROVIDENCE WATERFRONT
SPECIAL DEVELOPMENT
DISTRICT COMMISSION***

**Financial Statements
For the Fiscal Year Ended June 30, 2014**

**Including Independent Audit Report of
Certified Public Accountants**

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION
FOR THE FISCAL YEAR ENDED JUNE 30, 2014**

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INTRODUCTORY SECTION

This Section Contains the Following Subsections:

List of Commission Members

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION**

As of June 30, 2014

VOTING MEMBERS

William J. Fazioli – Chairman

John Gregory

Paul Moura

Jacob Harpootian

Bruce B. Chick

Steven Hardcastle

Luis Torrado

John Pesce

Peter Willey

EX-OFFICIO MEMBERS

Paul Lemont, City Manager

Jeanne Boyle, Executive Director

Michael Walker, Economic Development Corporation (Director's designee)

Terrance Gray, Asst. Director, Rhode Island Department of Environmental
Management (Director's designee)

Michael Lewis, Director, Rhode Island Department of Transportation

FINANCIAL SECTION

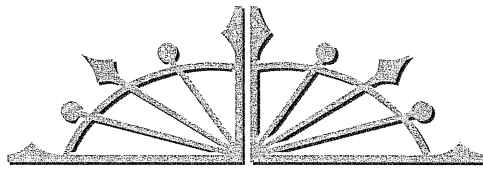
This Section Contains the Following Subsections:

Independent Auditors' Report

Management's Discussion and Analysis

Basic Financial Statements

Required Supplementary Information



BAXTER DANSEREAU & ASSOCIATES, LLP

Accounting, Consulting & Tax Services

Partners
William J. Baxter, Jr., CPA
Paul L. Dansereau, CPA

INDEPENDENT AUDITOR'S REPORT

To the Honorable Members of the
East Providence Waterfront Special
Development District Commission
East Providence, Rhode Island

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of the East Providence Waterfront Special Development District Commission (Commission) as of and for the year ended June 30, 2014, and the related notes to the financial statements, which collectively comprise the Commission's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America 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 opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, and each major fund of the East Providence Waterfront Special Development District Commission as of June 30, 2014, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and budgetary comparison information on pages 3-10 and 23 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.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Commission's basic financial statements. The introductory section is presented for purposes of additional analysis and is not a required part of the basic financial statements.

The introductory and statistical sections have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.



Baxter Dansereau & Associates, LLP

West Warwick, Rhode Island

March 31, 2015

MANAGEMENTS' DISCUSSION AND ANALYSIS

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION**
Management's Discussion and Analysis
For the Year Ended June 30, 2014
(Un-audited)

Our discussion and analysis of the East Providence Waterfront Special Development District Commission's financial performance provides an overview of the Commission's financial activities for the fiscal year ended June 30, 2014. Please read it in conjunction with the Commission's financial statements that follow this section.

Financial Highlights

- The Commission's net position decreased as a result of the current year's operations. On a government-wide basis, the assets of the governmental activities of the Commission exceeded its liabilities at June 30, 2014 by \$174,871.
- The Commission's Government-wide operating expenses were \$200,300, a [\$6,272,149] decrease from the prior year due to expenses related to the EDA grant of \$6,410,770 for fiscal year 2013.
- As of the close of the fiscal year, the Commission's governmental funds reported combined ending fund balances of \$174,871; \$60,521 of this amount is unassigned in the General Operating Fund.
- In the Commission's general operating fund, the unassigned fund balance was \$60,521 or 80% of the total general fund expenditures and other uses of funds [\$75,741] for fiscal year 2014. The current fiscal year's revenues and other financing sources exceeded expenditures and other uses of funds (net change in fund balances) by \$44,226 after a prior period adjustment of \$1,505.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the Commission's basic financial statements. These basic financial statements consist of three components:

- Government-wide financial statements
- Fund financial statements
- Notes to financial statements

In addition to the basic financial statements, this report also contains other supplementary information.

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION**
Management's Discussion and Analysis
For the Year Ended June 30, 2014
(Un-audited)

The Commission's basic financial statements and other supplementary financial information provide information about all of the Commission's activities. They provide both a short-term and a long-term view of the Commission's financial health.

Government-wide financial statements - are designed to provide readers with a broad overview of the Commission's finances in a manner similar to that of private-sector businesses. They are presented on the accrual basis of accounting where revenues and expenditures are recognized in the period they occur as opposed to the period in which they are collected or paid.

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

The *Statement of Activities* presents information, which shows how the Commission's net position changed during the fiscal year. All changes in the net position of the Commission are reported when the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in the future fiscal periods.

The *Statement of Activities* distinguishes functions of the Commission which are supported by intergovernmental revenues (governmental activities) from other functions that are intended to recover all, or a significant portion, of their costs through user fees and charges (business-type activities). The Commission's governmental activities include general government and administration, personal services, materials & supplies, general obligations, and interest expenses

The government-wide financial statements are reported on pages 11 through 12.

Fund financial statements – A *fund* is a grouping and self-balancing set of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The Commission, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the Commission are governmental funds.

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

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION**
Management's Discussion and Analysis
For the Year Ended June 30, 2014
(Un-audited)

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental funds balance sheet and the governmental fund statements of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between the government-wide financial statements and the fund financial statements (governmental funds).

Information is presented separately in the *Governmental Fund Balance Sheet* and in the *Governmental Fund Statement of Revenues, Expenditures, and Changes in Fund Balances* for the General Fund, and the EDA Grant Fund, which is considered a major fund for financial reporting.

Notes to Financial Statements - The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements are presented on pages 16 through 22.

Other Information - In addition to the basic financial statements and accompanying notes, this report also presents certain supplementary information pertinent to the Commission's operations. Required Supplementary information is presented on page 23.

Analysis of the Commission's Net Position

As noted earlier, the Commission's net position may serve, over time, as a useful indicator of a government's financial position and an important determinant of its ability to finance services in the future. On a government-wide basis, the assets of the Commission exceeded its liabilities at June 30, 2014 by \$174,871.

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION**
Management's Discussion and Analysis
For the Year Ended June 30, 2014
(Un-audited)

EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION
Net Position

	Governmental Activities 2014	Governmental Activities 2013
Current and other assets	\$ 177,759	943,582
Total assets	177,759	943,582
Other liabilities	2,888	632,960
Total liabilities	2,888	632,960
Net Position:		
Net investment in capital assets	-	-
Restricted for:		
Economic development programs	3,000	182,977
Small business development programs	111,350	107,285
Unrestricted	60,521	20,360
Total Net Position	\$ 174,871	\$ 310,622

The largest portion \$111,350 of the Commission's net position consists of funds restricted for economic and small business development projects. Consequently, these assets are not available for future operational spending. The remaining balance of the Commission's unrestricted net position may be used to meet the entity's ongoing obligations.

As of June 30, 2014, the Commission reports positive balances in all categories of Net Position for the governmental entity as a whole.

Analysis of the Commission's Operations

The following analysis provides a summary of the Commission's operations for the year ended June 30, 2014. Governmental activities decreased the Commission's net position by \$137,256, or 44.1% for the current period.

Total expenses were \$200,300 for the fiscal year ended 2014. This decrease from the prior year is mainly due to the expenses related to the EDA Grant that were one time only.

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION**
Management's Discussion and Analysis
For the Year Ended June 30, 2014
(Un-audited)

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION**
Change in Net Position

	Governmental Activities 2014	Governmental Activities 2013
	<u>2014</u>	<u>2013</u>
Revenues:		
Program revenues:		
Charges for services	39,419	-
Grants and contributions	13,500	6,649,432
General revenues:		
Application fees	2,493	73,973
Investment earnings	4,676	1,640
Miscellaneous fees	2,956	10,919
Total revenues	<u>63,044</u>	<u>6,735,964</u>
Expenses:		
Personnel services and benefits	16,748	19,689
Materials and services	-	6,366,000
Public safety	183,552	86,760
Total expenses	<u>200,300</u>	<u>6,472,449</u>
Increase (decrease) in Net Position before	(137,256)	263,515
Net Position - beginning	310,622	47,107
Prior Period Adjustment	1,505	-
Net Position - beginning - restated	312,127	47,107
Net Position - ending	<u>174,871</u>	<u>310,622</u>

Financial Analysis of the Commission's Funds

Governmental Funds

The Commission implemented the provisions of Governmental Accounting Standards Board Statement 54, *Fund Balance Reporting and Governmental Fund Type Definitions* (GASB 54) in fiscal year 2013. GASB 54 establishes criteria for classifying fund balances into specifically defined classifications and clarifies the definitions for governmental funds. GASB 54 defines the following five categories of fund balance:

**EAST PROVIDENCE WATERFRONT SPECIAL
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Nonspendable – items that cannot be spent because they are not in a spendable form or legally or contractually required to be maintained intact..

Restricted – items that are restricted by external parties or imposed by grants, laws or legislation.

Committed – items that have been committed by formal action by the entity's highest level of decision-making authority.

Assigned – items that have been allocated by committee action where the government's intent is to use the funds for a specific purpose.

Unassigned – items that have no restrictions placed on them.

The focus of the Commission's governmental funds is to provide information on near-term inflows, outflows and balances of spendable resources. Such information is useful in assessing the Commission's financing requirements. In particular, the unassigned fund balance may serve as a useful measure of the Commission's net resources available for spending at the end of the fiscal year. The Fund Balance section of the Balance Sheet for Governmental Funds is presented in the format required by the Government Accounting Standards Board (GASB) Statement 54.

General Fund

Restricted

Economic development: The restricted amount of \$3,000 is for the completion of the economic development assistance grant to be spent in fiscal year 2015.

Small business development: The restricted amount of \$111,350 is for the disbursing of funds to approved small businesses within the city to promote growth and employment. The Commission plans to loan out the funds during fiscal year 2015.

Unassigned

The General Fund Unassigned fund balance in 2014 is \$60,521.

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION**
Management's Discussion and Analysis
For the Year Ended June 30, 2014
(Un-audited)

Financial Highlights

Eaton Industries / US Economic Development Administration (USEDA) Grant

The Waterfront Commission was awarded a grant from the US Economic Development Administration (EDA) for \$5 million to assist Eaton Corporation, a business that was previously located in Warwick, RI but needed to move due to repeated flooding. Eaton has also invested nearly \$11 million in private funds into the project.

The grant and relocation of Eaton to East Providence allowed the State of Rhode Island to retain a manufacturer that currently employs over two hundred people in high-wage, highly-skilled positions with the potential for significant growth. Eaton Corp recently provided volunteers and \$108,000 to renovate the dilapidated playground at an East Providence elementary school.

Odd Fellows Hall

Located on Warren Ave., this imposing 1889 building is one of the few remaining original structures in the area known as Watchemoket Square and has been nominated for the National Register. The building was awarded a grant from the RI Historic Preservation and Heritage Commission to perform a structural survey of the building. The Waterfront Commission provided a \$7,500 match for the grant, which was reimbursed by the RIHPHC. The most pressing issue is the building's exposure to incoming rain from numerous holes in the roof that has led to extensive water damage. All of the mechanical systems need to be upgraded.

Kettle Point

The property known as "Kettle Point" in the Southern Waterfront District is being developed by Kettle Point LLC in partnership with the owner BP Corporation. The 40-acre site will be completely remediated. The project will have 407 residential units, a mix of for-rent apartment units and for-sale residences that will be a mixture of park-under townhouses, condominiums, duplex units and single-family dwellings. There will be parking provided for the public to access the East Bay Bike Path, public open space, and direct access to the waterfront. The \$78 million project was approved by the Waterfront Commission in May 2013 and is currently seeking permits from State agencies. The first phase of the project is projected to be complete in 2016. The developer was also approved for a \$10.3 million tax increment financing (TIF) agreement with the City of East Providence and negotiated with the assistance of the Waterfront Commission.

Village on the Waterfront LLC/Chevron

"Village on the Waterfront" (VOTW) is a multi-phased, mixed-use project on a twenty-six acre site owned by Chevron on Veteran's Memorial Parkway. The project will have 604 residential units as a mix of one and two-bedroom condominiums or townhouses; approximately 30,000 square feet of office/commercial/retail space; and public open space, including direct waterfront access, a fishing pier,

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION**
Management's Discussion and Analysis
For the Year Ended June 30, 2014
(Un-audited)

and an extension of the East Bay Bike Path. The developer, Providence Realty Investment, is currently remediating and re-grading of the site, including the removal of existing pipes and walls. They expect to begin above-ground work in 2016. The VOTW project will represent a total investment of \$200 million in the East Providence Waterfront. An estimated \$1 million per year in net new property taxes will be generated when the project is complete.

US Small Business Administration Grant

The Commission was awarded a \$235,000 grant from the US Small Business Administration (SBA) to give loans for "green" improvements to businesses in the Waterfront District. The Commission recently loaned \$18,000 to Hot Rides, Inc., an existing business that sells used and specialty automobiles. The loan funds paid for energy-saving infrared heaters.

The Commission previously made a \$73,000 loan to My Laundry Hamper to purchase energy-efficient washing machines and dryers; a \$40,000 loan to SD Concept Engineering, a high-end automotive prototype and fabrication firm that purchased a waste-oil furnace and to make electrical and insulation upgrades for improved efficiency.

Request for Information

The financial report is designed to provide our citizens, taxpayers and creditors with a general overview of the Commission's finances and to show the Commission's accountability for the tax dollars received. If you have questions about this report or need additional financial information, contact the City of East Providence City Planner's Office, 145 Taunton Avenue, Room 201, East Providence RI 02914, Telephone number (401) 435-7530.

Jeanne Boyle
Executive Director

BASIC FINANCIAL STATEMENTS

The Basic Financial Statements include
the Government-Wide Financial Statements,
the Fund Financial Statements and the
Notes to the Financial Statements

Government Wide Financial Statements

The Government Wide Financial Statements include
the Statement of Net Position and the
Statement of Activities

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION**
Statement of Net Position
June 30, 2014

	Governmental Funds
ASSETS	
Cash and Investments	\$ 81,446
Accounts receivable	11
Loans receivable	96,302
TOTAL ASSETS	177,759
 LIABILITIES	
Accounts payable	2,888
TOTAL LIABILITIES	2,888
 Net Position	
Net investment in capital assets	-
Restricted for:	
Economic development programs	3,000
Small business development programs	111,350
Unrestricted	60,521
TOTAL Net Position	\$ 174,871

**See auditor's report and
accompanying notes to these financial statements**

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION**
Statement of Activities
For the Year Fiscal Ended June 30, 2014

Functions/Programs	Program revenues			Net (Expense) Revenue and Changes in Net Position
Primary government	Expenses	Charges for Services	Operating Grants and Contributions	Primary Government
Total governmental activities				Governmental Activities
Personal services & benefits	\$ 16,748	-	-	\$ (16,748)
General operations	183,552	39,419	13,500	(130,633)
Total governmental activities	\$ 200,300	\$ 39,419	\$ 13,500	(147,381)
General revenues:				
Private application fees				2,493
Investment earnings				4,676
Miscellaneous				2,956
Total general revenues				10,125
Change in Net Position				
				(137,256)
Net Position - beginning of the year				
				310,622
Prior period adjustment - see note 6				
				1,505
Net Position - beginning of the year - restated				
				312,127
Net Position - end of the year				
				\$ 174,871

See auditor's report and accompanying notes to these financial statements

FUND FINANCIAL STATEMENTS

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION**
Balance Sheet
Governmental Funds
June 30, 2014

	<u>General Fund</u>	<u>EDA Grant Fund</u>	<u>Totals</u>
ASSETS			
Cash and investments	\$ 78,446	\$ 3,000	\$ 81,446
Accounts receivable	11	-	11
Loans receivable	96,302	-	96,302
TOTAL ASSETS	<u>\$ 174,759</u>	<u>\$ 3,000</u>	<u>\$ 177,759</u>
 LIABILITIES			
Accounts payable and accrued expenses	\$ 2,888	\$ -	\$ 2,888
TOTAL LIABILITIES	<u>2,888</u>	<u>-</u>	<u>2,888</u>
 FUND BALANCES			
<i>Restricted for:</i>			
Economic development programs	-	3,000	3,000
Small business development programs	111,350	-	111,350
<i>Unassigned:</i>			
	60,521	-	60,521
TOTAL FUND BALANCES	<u>171,871</u>	<u>3,000</u>	<u>174,871</u>
 TOTAL LIABILITIES AND FUND BALANCES	 <u>\$ 174,759</u>	 <u>\$ 3,000</u>	

Amounts reported for governmental activities in the statement of Net Position are different because:

Other long-term assets are not available to pay for current-period expenditures and therefore are deferred in the funds.

N/A

Some liabilities, including notes and leases payable, are not due and payable in the current period and therefore are not reported in the funds.

N/A

Net Position of governmental activities

\$ 174,871

**See auditor's report and
accompanying notes to these financial statements**

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION**
**Statement of Revenues, Expenditures
and Changes in Fund Balances**
Governmental Funds
For the Fiscal Year Ended June 30, 2014

	<u>General Fund</u>	<u>EDA Grant Fund</u>	<u>Totals</u>
Revenues:			
Private application fees	\$ 2,493	\$ -	\$ 2,493
Grant revenue - state	13,500	-	13,500
Rental income	39,419	-	39,419
Investment earnings	4,676	-	4,676
Other revenue	2,956	-	2,956
Total general revenues	<u>63,044</u>	<u>-</u>	<u>63,044</u>
Expenses:			
Personnel			
Salaries	14,993	-	14,993
Payroll taxes	1,755	-	1,755
General operations	59,068	124,484	183,552
Total expenses	<u>75,816</u>	<u>124,484</u>	<u>200,300</u>
Excess of revenues over (under) expenditures before other financing sources (uses)	<u>(12,772)</u>	<u>(124,484)</u>	<u>(137,256)</u>
Other financing sources (uses)			
Transfers from (to) other funds	55,493	(55,493)	-
Total other financing sources (uses)	<u>55,493</u>	<u>(55,493)</u>	<u>-</u>
Net change in fund balances	42,721	(179,977)	(137,256)
Total fund balances - beginning	127,645	182,977	310,622
Prior period adjustment - See Note 6	1,505	-	1,505
Total fund balances - beginning - restated	<u>129,150</u>	<u>182,977</u>	<u>312,127</u>
Total fund balances - end of the year	<u>\$ 171,871</u>	<u>\$ 3,000</u>	<u>\$ 174,871</u>

See auditor's report and accompanying notes to these financial statements

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION
Reconciliation of the Statement of Revenues,
Expenditures, and Changes in Fund Balances of Governmental Funds
to the Statement of Activities
For the Fiscal Year Ended June 30, 2014**

Net change in fund balances-total governmental funds \$ (137,256)

Per the Government Accounting Standards Board (GASB) issuance of GASB Statement 34 - *Basic Financial Statements - and Managements Discussion and Analysis - for State and Local Governments* this statement of reconciliation would be presented to reflect the differences of financial statement presentations between the "Government - Wide Financial Statements" and the "Fund Financial Statements which are both discussed in the notes to the financial statements under "Basis of Accounting". For this years financial presentation there are no reconciling items to be recognized so there is no difference in the "Net Change in Fund Balances - Total Governmental Funds" and the "Change in Net Position of Governmental Activities"

Change in Net Position of governmental activities. \$ (137,256)

**See auditor's report and
accompanying notes to these financial statements**

NOTES TO FINANCIAL STATEMENTS

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2014**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the East Providence Waterfront Special Development District Commission, (District) (an Independent Rhode Island entity and body corporate), have been prepared in conformity with accounting principles generally accepted in the United States of America as applicable to governmental entities. In certain circumstances, summaries of the District's significant accounting policies have been presented throughout the notes to the basic financial statements in conjunction with other disclosures to which they relate.

The District complies with generally accepted accounting principles (GAAP). Generally accepted accounting principles (GAAP) include all relevant Governmental Accounting Standards Board (GASB) pronouncements. In the government-wide Statement of Net Position and Statement of Activities, Financial Accounting Standards Board (FASB) pronouncements have been applied unless those pronouncements conflict with or contradict GASB pronouncements, in which case, GASB prevails. The accounting and reporting framework and the more significant accounting policies are discussed in subsequent subsections of these notes.

Reporting Entity

The East Providence Waterfront Special Development District Commission was created by Rhode Island State Law Chapter 345 enacted on 7/17/2003. The Commission was created to oversee, plan, implement and administer the development of the areas within the District as outline in the charter established by the State of Rhode Island and the City of East Providence. The Commission functions and conducts its business and activities in a manner consistent with plans approved for the district by the City and the Commission, and as appropriate or necessary, by the Rhode Island Economic Development Corporation.

The Commission is made up of nineteen members as follows: five members appointed by the City Council with a 4 year term; five members appointed by the Governor, one with an expertise in the following areas: architecture, planning, labor, finance, and commercial real estate for a 4 year term; the Mayor and Governor jointly appoint one member who acts as chairperson for a 4 year term; there are eight ex officio, non-voting members as follows: the City Manager, the City Planning Director, the Publics Works Director, the Executive Director of the RI Economic Development Corp., the Director of the Department of Transportation, the Director of the Department of Environmental Management or an associate director designated by the director.

BASIS OF ACCOUNTING

Government – Wide Financial Statements

The statement of net position and statement of activities display information about the reporting entity as a whole. They include all funds of the reporting entity. Governmental activities generally are financed through taxes, intergovernmental revenues, and other non-exchange revenues but in the case of this entity operational revenues are also realized through developer application fees.

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2014**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fund Financial Statements

Fund financial statements of the reporting entity are organized into funds each of which is considered to be a separate accounting entity. Each fund is accounted for by providing a separate set of self-balancing accounts which constitute its assets, liabilities, fund equity, revenues, and expenditures/expenses. Funds are organized into three major categories: governmental, proprietary, and fiduciary. An emphasis is placed on major funds within the governmental and proprietary categories. A fund is considered major if it is the primary operating fund of the District or meets the following criteria:

- a) Total assets, liabilities, revenues, or expenditures/expenses of that individual governmental or enterprise fund are at least 10 percent of the corresponding total for all funds of that category or type, and
- b) Total assets, liabilities, revenues, or expenditures/expenses of the individual governmental fund or enterprise fund are at least 5 percent of the corresponding total for all governmental and enterprise funds combined.

The funds of the financial reporting entity are described below:

Governmental Funds

General Fund

The General Fund is the primary operating fund of the Commission and is always classified as a major fund. It is used to account for all activities except those legally or administratively required to be accounted for in other funds.

Major and Non-Major Funds

The funds are further classified as major or non-major as follows:

<u>Fund</u>	<u>Brief Description</u>
-------------	--------------------------

Major:

General:	See above for description
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Special Revenue:	EDA Grant Fund – This fund accounts for the construction and maintenance of the property at 10 New Road for development of business in the Waterfront District. Revenue Sources: Federal Grant and matching funds
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**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2014**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Measurement Focus (continued)

On the government-wide Statement of Net Position and the Statement of Activities governmental activities are presented using the economic resources measurement focus as defined in item (b) below, and utilize the accrual basis of accounting.

In the fund financial statements, the "current financial resources" measurement focus or the "economic resources" measurement focus is used as appropriate:

All governmental funds utilize a "current financial resources" measurement focus. Only current financial assets and liabilities are generally included on their balance sheets. Their operating statements present sources and uses of available spendable financial resources during a given period. These funds use fund balance as their measure of available spendable financial resources at the end of the period. Substantially all revenue of the governmental funds is recognized utilizing the modified accrual method of accounting, and as such, it is recognized as earned.

Basis of Accounting

In the government-wide Statement of Net Position and Statement of Activities governmental activities are presented using the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recorded when the liability is incurred or economic asset used. Revenues, expenses, gains, losses, assets, and liabilities resulting from exchange and exchange-like transactions are recognized when the exchange takes place.

In the fund financial statements, governmental funds are presented on the modified accrual basis of accounting. Under this modified accrual basis of accounting, revenues are recognized when "measurable and available". Measurable means knowing or being able to reasonably estimate the amount. Available means collectible within the current period or soon enough thereafter to pay current liabilities. Expenditures (including capital outlay) are recorded when the related fund liability is incurred, except for general obligation bond principal and interest which are reported when due.

Amounts reported as program revenues include charges to customers or applicants for licenses, fees, goods, services or privileges provided, operating grants and contributions, and capital grants and contributions. Internally dedicated resources are reported as general revenues rather than as program revenues.

Accounts Receivable

In the government-wide statements, receivables consist of all revenues earned at year-end and not yet received. Allowances for uncollectible accounts receivable are based on historical trends and the periodic aging of accounts receivable.

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2014**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In the fund financial statements, material receivables in governmental funds include revenue accruals such as grants and other similar intergovernmental revenues since they are usually both measurable and available. Non-exchange transactions collectible but not available are deferred in the fund financial statements in accordance with modified accrual, but not deferred in the government-wide financial statements in accordance with the accrual basis. Allowances for uncollectible receivables are based upon historical trends and the periodic aging of accounts receivable.

Cash Equivalents

Cash and cash equivalents are carried at cost. The District's cash and cash equivalents consist of cash on hand and demand deposits. All of the District's cash and cash equivalents are held in public deposit institutions, which are available on a daily basis.

Investments are stated at fair value. Investment income is recorded in the fund which it was earned.

Revenues and Expenses

Revenues for the Commission are recorded when the application fees are earned. The Grant revenue from the RI Economic Development Corporation is recognized when expenses relating to grant income are incurred. Expenses for the Commission are recorded when the related liability is incurred.

Use of Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities, and reported revenues and expenses. Actual results could differ from those estimates.

Equity Classifications

Government-Wide Statements

Equity is classified as net position and displayed in three components:

- a) Net Investment in capital assets - Consists of capital assets (including restricted capital assets) net of accumulated depreciation and reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets.
- b) Restricted - Consists of net positions with constraints placed on the use either by 1) external groups such as creditors, grantors, contributors, or laws or regulations of other governments, or 2) law through constitutional provisions or enabling legislation.
- c) Unrestricted - All other net positions that do not meet the definition of "restricted" or "Net investment in capital assets".

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2014**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Equity Classifications (continued)

Fund Financial Statements

The Commission has adopted and implemented the provisions and requirements of the Governmental Accounting Standards Board GASB Statement No. 54 - *Fund Balance Reporting and Governmental Fund Type Definitions*. Acceptance of this statement has changed the District's presentation of the elements of fund balances, a key indicator of inter-period equity. Listed below are the new fund balance categories and their definitions.

- ***Non-spendable*** – are balances that are not in a spendable form or are legally or contractually required to be maintained intact or are permanently precluded from conversion to cash. Examples are prepaid amounts, inventories, endowments and permanent funds.
- ***Restricted*** – requires that inflows and outflows of resources and balances be constrained to a specific purpose of enabling legislation, external parties or constitutional provisions.
- ***Committed*** – are balances with constraints imposed by the government using the highest level of decision-making authority. These constraints can only be removed or changed by the same decision making authority taking the same type of action.
- ***Assigned*** – are balances intended for a specific purpose and are constrained by the government's management but are neither restricted nor committed.
- ***Unassigned*** – is the amount of fund balance in the General Fund that has not been restricted, committed, or assigned to a specific purpose within the General Fund. It includes spendable amounts not subject to any intended use or constraint. It is the residual classification for general fund and is available for any purpose. The balance is not precluded by a management decision, law or constitutional provision in the general fund.

NOTE 2 - CASH DEPOSITS

Deposits are in various financial institutions and are carried at cost. The carrying amount of deposits is separately displayed on the balance sheet as "Cash and Cash Equivalents". A summary of bank balances and carrying amounts is as follows:

	<u>CARRYING AMOUNT</u>	<u>BANK BALANCE</u>
Insured (Federal depository insurance funds)	\$ 81,446	\$ 75,211
Uninsured or un-collateralized	<u>-0-</u>	<u>-0-</u>
TOTAL DEPOSITS	<u>\$ 81,446</u>	<u>\$ 75,211</u>

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2014**

NOTE 2 - CASH DEPOSITS *(continued)*

Under Rhode Island general law, depository institutions holding deposits of the State, its agencies or governmental subdivisions of the State, shall at a minimum, insure or pledge eligible collateral equal to one hundred percent (100%) of the deposits which are time deposits with maturities greater than sixty (60) days. Any of these institutions which do not meet minimum capital standards prescribed by federal regulators shall insure or pledge eligible collateral equal to one hundred percent (100%) of the deposits, regardless of maturity.

Custodial Credit Risk

Deposits: This is the risk that, in the event of failure of a depository financial institution, the Commission will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. As of June 30, 2014, \$-0- of the Commission's bank balance of \$81,446 was uninsured and uncollateralized.

Cash and investments of the Commission consist of the following at June 30, 2014

Cash and cash equivalents

Deposits with financial institutions	\$ 81,446
<i>Total cash and investments</i>	<u>\$ 81,446</u>

Cash and investments are classified in the accompanying financial statements as follows:

Statement of Net Position

Cash and cash equivalents	\$ 81,446
	<u>\$ 81,446</u>

NOTE 3 - DISCLOSURE OF SIGNIFICANT COMMITMENTS & CONTINGENCIES

In the ordinary course of business, the Commission becomes involved in various commitments and contingencies. Management does not expect any of these to result in a material change to the financial position of the commission.

The Commission participates in federally assisted programs. Management believes that the amounts, if any, of expenditures, which may be disallowed, would not be material to the financial position of the Commission.

NOTE 4 - LOANS RECEIVABLE

The Commission is the conduit for a Small Business Loan program. They loan funds out to local small business owners who have businesses in, or will move to the waterfront district. At the end of fiscal year 2014 there were three loans outstanding totaling \$96,302 to be collected over the next 5-7 years.

**EAST PROVIDENCE WATERFRONT SPECIAL
DEVELOPMENT DISTRICT COMMISSION
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2014**

NOTE 5 – RELATED PARTIES

The Commission reviews its records on an annual basis to determine if any related party transactions exist that would represent a conflict of interest with parties related to its officers and department heads. No such transactions were noted in the fiscal year ended June 30, 2014.

NOTE 6 – PRIOR PERIOD ADJUSTMENT

The Commission recorded a deposit of \$1,505 into the Operating Account after the 2013 audit was completed. This resulted in the beginning cash balance having a variance to the audited financial statements in the immaterial amount of \$1,505. A prior period adjustment was recorded to bring the account back in line with the actual activity for fiscal year 2014. The net effect of this prior period adjustment is an increase of beginning fund balance.

NOTE 7 – OPERATING LEASES

In September of 2012 the Commission (tenant) executed a master lease for property located at 10 New Road in East Providence, Rhode Island from Ten New Road, LLC (landlord). The purpose of this lease was to create a conduit by which Eaton Corporation (sub-tenant) could sub-lease the property from the Commission for commercial purposes. The lease period for the Commission's lease with Ten New Road, LLC is for 15 years. Rent expense for years 1-8 total \$468,648 per year payable monthly at \$39,054 and years 9-15 will total \$548,952 per year payable monthly at \$45,746.

The sub-lease between Eaton Corporation and the District calls for Eaton Corporation to pay the District annual lease payments totaling \$508,068 with monthly payments of \$42,339 in years 1-8. In years 9-15 the total annual payments to the District will be \$588,372 with monthly payments of \$49,031. This results in a monthly net rental income for the Commission of \$3,285 totaling \$39,420 annually.

NOTE 8 - SUBSEQUENT EVENTS

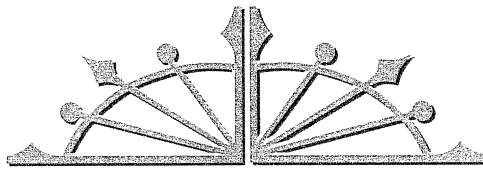
Management has evaluated subsequent events through March 31, 2015, the date the financial statements were available to be issued.

REQUIRED SUPPLEMENTARY INFORMATION

EAST PROVIDENCE WATERFRONT SPECIAL DEVELOPMENT DISTRICT COMMISSION
Budgetary Comparison Schedule
General Fund
Schedule of Revenue and Expenditures
For the Year Ended June 30, 2014

	<u>Budget</u>	<u>Actual</u>	Variance Favorable (Unfavorable)
Revenues			
General Revenues			
Private application fees	\$ 2,680	\$ 2,493	\$ (187)
Grant revenue - state	13,500	13,500	-
Rental income	39,420	39,419	(1)
Interest earned	5,000	4,676	(324)
Miscellaneous income	3,000	2,956	(44)
Total revenue	<u>\$ 63,600</u>	<u>\$ 63,044</u>	<u>\$ (556)</u>
Expenditures			
<i>Personnel:</i>			
Salaries	\$ 14,800	\$ 14,993	\$ (193)
Payroll taxes	2,200	1,755	445
Total personnel	<u>\$ 17,000</u>	<u>\$ 16,748</u>	<u>\$ 252</u>
Operation expenditures:			
Accounting	\$ 13,500	\$ 15,853	\$ (2,353)
Advertising	500	444	56
Bank fees	450	726	(276)
Business registration fees	575	560	15
Legal fees	20,000	9,763	10,237
Insurance	3,575	3,575	-
Outside services	7,500	28,072	(20,572)
Supplies	500	75	425
Total operating expenses	<u>\$ 46,600</u>	<u>\$ 59,068</u>	<u>\$ (12,468)</u>
Total expenditures	63,600	75,816	(12,216)
Excess of revenue over (under) expenditures and other financing sources	<u>\$ -</u>	<u>\$ (12,772)</u>	<u>\$ (12,772)</u>

**Auditors Report as Required by
Government Auditing Standards**



BAXTER DANSEREAU & ASSOCIATES, LLP

Accounting, Consulting & Tax Services

Partners
William J. Baxter, Jr., CPA
Paul L. Dansereau, CPA

**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***

INDEPENDENT AUDITOR'S REPORT

To the Honorable Members of the
East Providence Waterfront Special
Development District Commission
East Providence, Rhode Island

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities and each major fund of the East Providence Waterfront Special Development District Commission as of and for the year ended June 30, 2014, and the related notes to the financial statements, which collectively comprise the District's basic financial statements, and have issued our report thereon dated March 31, 2015.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Commission'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 Commission's internal control. Accordingly, we do not express an opinion on the effectiveness of the Commission's internal control over financial reporting.

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.


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 Commission'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.


Baxter Dansereau & Associates, LLP
West Warwick, Rhode Island
March 31, 2015