



**INDUSTRIAL DEVELOPMENT AUTHORITY (IDA)
INVESTMENT REVENUE BONDS - BALLSTON SKATING FACILITY
*(A Private-Purpose Trust Fund of Arlington County, Virginia)***

**FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2020 AND JUNE 30, 2019
(WITH REPORT OF INDEPENDENT AUDITORS THEREON)**

Report of Independent Auditor

Trustees of the Industrial Development
Authority of Arlington County
Arlington County, Virginia

Report on the Financial Statements

We have audited the accompanying financial statements of the Industrial Development Authority Investment Revenue Bond Fund - Ballston Skating Facility Project (the "Skating Facility"), a private-purpose trust fund of Arlington County, Virginia, which comprise the statements of fiduciary net position, statements of changes in fiduciary net position, and statements of cash flows as of and for the years ended June 30, 2020 and 2019, and the related notes to the financial statements, which collectively comprise the Skating Facility's basic 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 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 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 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 the Skating Facility, as of June 30, 2020 and 2019, and the changes in its financial position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1, the financial statements present only the Industrial Development Authority Investment Revenue Bond Fund - Ballston Skating Facility Project, a private-purpose trust fund of Arlington County, Virginia, and do not purport to, and do not, present fairly the financial position of the Arlington County, Virginia as of June 30, 2020 and 2019, the changes in its financial position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

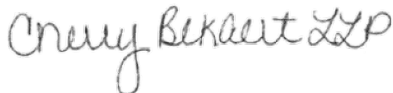
Other Matters

Required Supplementary Information

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing 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. Our opinion on the basic financial statements is not affected by the missing information.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated November 6, 2020 on our consideration of the Skating Facility'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 solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Skating Facility's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control over financial reporting and compliance.



Tysons Corner, Virginia
November 6, 2020

**INDUSTRIAL DEVELOPMENT AUTHORITY - INVESTMENT REVENUE BONDS
BALLSTON SKATING FACILITY**

(A Private Purpose Trust Fund of Arlington County, Virginia)

STATEMENTS OF FIDUCIARY NET POSITION
June 30, 2020 and 2019

	<u>2020</u>	<u>2019</u>
ASSETS:		
CURRENT ASSETS:		
Cash and cash equivalents	\$2,160,271	\$3,330,130
Accounts receivable	476,813	-
Total current assets	<u>2,637,084</u>	<u>3,330,130</u>
CAPITAL ASSETS:		
Building and improvements	28,837,666	28,837,666
Less-accumulated depreciation	<u>(8,635,144)</u>	<u>(7,994,307)</u>
Net capital assets	<u>20,202,522</u>	<u>20,843,359</u>
 Total assets	 <u>22,839,606</u>	 <u>24,173,489</u>
DEFERRED OUTFLOWS OF RESOURCES:		
Loss on refunding bonds, net of accumulated amortization of \$167,904 and \$152,640	 <u>157,080</u>	 <u>172,344</u>
Total deferred outflows of resources	<u>157,080</u>	<u>172,344</u>
LIABILITIES:		
SHORT-TERM LIABILITIES:		
Interest payable	476,813	499,976
Vouchers payable	5,000	5,000
Unearned revenues	-	695,809
Revenue bonds payable	<u>1,260,000</u>	<u>1,205,000</u>
Total short-term liabilities	<u>1,741,813</u>	<u>2,405,785</u>
LONG-TERM LIABILITIES:		
Revenue bonds payable	<u>19,480,000</u>	<u>20,740,000</u>
Total long-term liabilities	<u>19,480,000</u>	<u>20,740,000</u>
Total liabilities	<u>21,221,813</u>	<u>23,145,785</u>
NET POSITION:		
Restricted for other purpose	<u>1,774,873</u>	<u>1,200,048</u>
Total net position	<u><u>\$1,774,873</u></u>	<u><u>\$1,200,048</u></u>

The notes to the financial statements are an integral part of this statement

**INDUSTRIAL DEVELOPMENT AUTHORITY - INVESTMENT REVENUE BONDS
BALLSTON SKATING FACILITY**

(A Private Purpose Trust Fund of Arlington County, Virginia)

STATEMENTS OF CHANGES IN FIDUCIARY NET POSITION

For the Years Ended June 30, 2020 and 2019

	<u>2020</u>	<u>2019</u>
REVENUES:		
Rental income	<u>\$2,368,407</u>	<u>\$2,369,148</u>
OPERATING EXPENSES:		
Depreciation	<u>640,837</u>	<u>640,837</u>
Total operating expenses	<u>640,837</u>	<u>640,837</u>
Operating income	<u>1,727,570</u>	<u>1,728,311</u>
NON-OPERATING REVENUES (EXPENSES):		
Interest income	30,926	43,432
Interest expense	(1,163,407)	(1,219,148)
Amortization on loss of refunding	(15,264)	(15,264)
Finance charges	<u>(5,000)</u>	<u>(5,000)</u>
Total non-operating expenses, net	<u>(1,152,745)</u>	<u>(1,195,980)</u>
Net income	574,825	532,331
Net position, beginning of year	<u>1,200,048</u>	<u>667,717</u>
Net position, end of year	<u><u>\$1,774,873</u></u>	<u><u>\$1,200,048</u></u>

The notes to the financial statements are an integral part of this statement

**INDUSTRIAL DEVELOPMENT AUTHORITY (IDA)
INVESTMENT REVENUE BONDS
BALLSTON SKATING FACILITY
(A Private-Purpose Trust Fund of Arlington County, Virginia)**

NOTES TO FINANCIAL STATEMENTS

June 30, 2020 and 2019

I. ORGANIZATION AND BUSINESS CONDITIONS

The County is committed to encouraging continuing economic development, including the area around Ballston, including the relocation to the County of private businesses to strengthen the business climate, and to making sports and recreation facilities available to the citizens of the County. To further these ends, on December 14, 2004, the County Board approved a resolution to assist the Washington Capitals Hockey Club (the "Capitals"), a professional team of the National Hockey League, in the development and construction of a skating facility and related improvements. The Skating Facility was built on the eighth (top) level of the existing Ballston Public Parking Garage, which is owned by the County, adjacent to the Ballston Commons Mall. In 1984, the County had assisted in the development of Ballston Commons Mall, by constructing the existing seven-level parking garage. Under the current arrangements, the County leases the land on which the Garage is built and owns certain rights in the Garage pursuant to a ground lease between the May Department Stores Company ("May"), as lessor, and the County, as lessee. In July 2005, May was acquired by Federated Department Stores, Inc. ("FDS").

The Skating Facility contains approximately 95,000 square feet of constructed space and houses, among other amenities, two ice sheets suitable for National Hockey League use, one of which is convertible to host sports and events that do not require the ice surface; locker rooms and other training facilities for the Capitals; changing rooms for youth and adult hockey teams and figure skaters; a pro shop; rooms for public use; and corporate office space for the Capitals. The development also includes public parking.

As part of the agreement, the County agreed to construct an eighth level slab (the "Eighth Level Slab") on top of the Garage, to lease the Eighth Level Slab to the Industrial Development Authority of Arlington County, Virginia (the "IDA"), and to acquire the rights necessary to assist the development and construction of the project on the Garage pursuant to a Skating Facility Agreement, among the County, FDS, and certain other parties.

The IDA agreed to acquire the rights necessary to undertake development and construction of the Skating Facility pursuant to the Deed of Lease and Grant of Air Rights, and, as a third party beneficiary, under the Skating Facility Agreement. The County is currently leasing the Eighth Level Slab to the IDA and the IDA is leasing back to the County a portion of the Eighth Level Slab on which the County is operating the Parking Facilities.

In 2005, the IDA negotiated a Development Agreement with the Capitals under which the IDA developed and constructed the Skating Facility. The IDA issued \$35,700,000 Series 2005 IDA Skating Facility Taxable Revenue Bonds (the "Bonds") to provide financing for the Skating Facility and, if necessary, the Parking Facilities.

On April 22, 2010 the IDA issued \$30,120,000 Series 2010 IDA Taxable Revenue Refunding Bonds ("Refunding Bonds") with an average interest rate of 5.37% to refund \$35,200,000 of outstanding Bonds. The net proceeds of \$29,781,467 (after payment of \$338,533 in underwriting fees, insurance, and other

issuance costs) plus an additional \$5,418,533 debt service reserve fund and debt service fund monies were used as payment on the Bonds. The 2005 Bonds were issued as a floating rate obligation, with interest payable monthly based off of a spread to the London Interbank Offered Rate (LIBOR). The Bonds were redeemed in full at par on May 3, 2010 without penalty and there was no Net Present Value (NPV) savings given that the Bonds were floating rate obligation callable at any time.

A Cooperation Agreement between the County and the IDA states that, subject to appropriation of funds by the County Board, the County will deliver to the IDA sufficient funds so that the IDA can, among other things, make payments with respect to the Refunding Bonds and otherwise carry out its obligations under the Development Agreement if necessary.

The IDA owns the Skating Facility and is currently leasing it to the Capitals, or an affiliate, pursuant to a Deed of Lease (the "Capitals Lease"), between the IDA and the Capitals, under which the Capitals have furnished, equipped and are operating the Skating Facility. Under the Capitals Lease, the Capitals will make annual payments of rent that are equal to debt service on the Refunding Bonds. Under the Cooperation Agreement, the IDA agrees to remit to the County all revenues received from the leasing of the Skating Facility, including those derived under the Capitals Lease. All revenues generated at or out of the Skating Facilities shall be the property of Lessee and applied to costs of the Skating Facilities including, without limitation, Rent and operating expenses directly related to the Skating Facilities.

To further secure its obligations to make payments with respect to the Refunding Bonds, the IDA will, if required, grant a lien on and security interest in all of its right, title and interest in the Skating Facility, including its leasehold interest in the Eighth Level Slab, under a Leasehold Deed of Trust and Security Agreement between the IDA and certain individual trustees for the benefit of the trustee for the Refunding Bonds.

II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Reporting Entity

The IDA-Skating Facility is included in the financial reporting entity of the County.

Basis of Presentation

The County, of which the IDA Ballston Skating Facility "the Trust" is a private-purpose trust fund, maintains its accounting system in accordance with the specifications required by the Auditor of Public Accounts of the Commonwealth of Virginia. The accompanying financial statements were prepared in conformity with generally accepted accounting principles for local government entities.

Measurement Focus and Basis of Accounting

The Trust's financial statements have been prepared following the flow of economic resources measurement focus and the accrual basis of accounting. Under this method, revenues, which include interest and other investment income on invested funds, are recorded at the time they are earned. Expenses, including interest, are recorded when the related liability is incurred.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and deposits in money market funds.

Use of Estimates

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

Capital Assets

Capital assets are defined by the County as assets with an initial, individual cost of more than \$5,000 (amount not rounded) and an estimated useful life in excess of three years. Capital assets are stated at cost for the Ice Skating Facility. Depreciation is calculated using the straight-line method over the 45-year life for the building, depreciation is calculated monthly, starting the month following the acquisition.

Deferred Outflows of Resources

A deferred outflow of resources represents a consumption of net position that applies to a future period and so will not be recognized as an outflow of the resources (expenditure) until the future period. At June 30, 2020 and 2019, the Skating Facility had deferred outflows of resources of \$157,080 and \$172,344 respectively, representing a loss on the refunding of bonds.

III. CASH AND INVESTMENTS

Custodial Credit Deposits

The carrying value of the Trust totaled \$2,160,271 and \$3,330,130 and the bank balance totaled \$2,260,271 and \$3,430,130 at June 30, 2020 and 2019 respectively. The total bank balance is insured up to the insurable maximum deposit of \$250,000 covered by Federal Depository Insurance and the remainder protected under the provisions of the Virginia Security for Public Deposits Act. These deposits are invested in cash and short term investments by the Bank of New York Mellon as trustee for the IDA Ballston Skating Facility.

Custodial Credit Risk Investment Securities

Custodial risk is the risk that in the event of a failure by a counter party, the Fund will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The Treasurer's investment policy requires that all securities be clearly held in the name of the fund and held in safekeeping by a third party in compliance with Section 2.2-4515 of the Code of Virginia. As a result, the Fund has no custodial credit risk.

Investment Policy

In accordance with the Code of Virginia, the Treasurer's investment policy permits investment in obligations of the United States or agencies thereof, obligations of State and municipal governments as well as agencies thereof, commercial paper, bankers' acceptances, repurchase agreements, corporate notes, mutual funds, Virginia Investment Pool (VIP) and the Virginia Local Government Investment Pool (LGIP), a 2a-7 like pool. Depository accounts and certificates may also be used.

Credit Risk

The Code of Virginia authorizes the investment in various instruments as described above. The Fund will only invest in securities with "prime quality" credit ratings by at least one nationally recognized rating agency.

Concentrations of Credit Risk

The County's policy defines limits on the amounts that may be invested in various investments. The portfolio is in compliance with each of the stated limits as of June 30, 2020.

Interest Rate Risk and Fair Value Hierarchy

The Fund is not subject to interest rate risk or fair value fluctuations since all of the Fund's investments are short-term in nature, and thus, the fair values and holding values are the same.

IV. Long -Term Debt

Events of Default

Each of the following is an "Event of Default" under the Indenture: (1) payment of interest on any Bond is not made when due, (2) payment of principal of or premium, if any, on any bond is not made when due, (3) default in the observance or performance of any other covenant, condition or agreement on the part of the Authority under the indenture or Bonds, subject to certain rights of the Authority to notice and an opportunity to cure, (4) appointment of receiver for any substantial part of the Revenues and other funds of the Authority pledged pursuant to the Indenture or approval of any petition for reorganization of the Authority, and (5) the occurrence and continuation of an event of default under the Financial Agreement.

Bonds Payable

Annual debt service requirements to maturity for the Refunding Bonds are as follows:

Period Ending	Outstanding Balance	Principal	Interest	Annual Debt Service
2021	19,480,000	1,260,000	1,128,067	2,388,067
2022	18,155,000	1,325,000	1,064,443	2,389,443
2023	16,760,000	1,395,000	995,125	2,390,125
2024	15,290,000	1,470,000	919,962	2,389,962
2025	13,740,000	1,550,000	839,010	2,389,010
2026-2030	42,075,000	9,230,000	2,725,661	11,955,661
2031-2032	2,320,000	4,510,000	267,363	4,777,363
		20,740,000	7,939,631	28,679,631

Changes in Long -Term Liabilities

	Balance July 1	Additions	Reductions	Balance June 30	Due in one Year
IDA-Skating Taxable Revenue Refunding Bonds	\$21,945,000	\$-	\$1,205,000	\$20,740,000	\$1,260,000

Deferred Loss on Refunding Bonds

The \$324,984 Deferred Loss on Refunding Bonds was the difference in reacquisition price and net carrying amount are being amortized by the straight line method over the life of the bonds. Annual amortization of the deferred loss on refinancing bond for 2020 and 2019 was \$15,264.

V. Capital Assets

Capital asset activity for the year ended June 30, 2020:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets, being depreciated				
Skating Facility	\$28,837,666	\$-	\$-	\$28,837,666
Total capital assets	28,837,666	-	-	28,837,666
Less accumulated depreciation for:				
Skating Facility	7,994,307	640,837	-	8,635,144
Total accumulated depreciation	7,994,307	640,837	-	8,635,144
Capital assets, net	\$20,843,359	\$640,837	\$-	\$20,202,522

Capital asset activity for the year ended June 30, 2019:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets, being depreciated				
Skating Facility	\$28,837,666	\$-	\$-	\$28,837,666
Total capital assets	28,837,666	-	-	28,837,666
Less accumulated depreciation for:				
Skating Facility	7,353,470	640,837	-	7,994,307
Total accumulated depreciation	7,353,470	640,837	-	7,994,307
Capital assets, net	\$21,484,196	\$640,837	\$-	\$20,843,359

VI. Subsequent event

In order to meet the August 2020 debt payment and rent payment, the Capitals requested to use \$600,000 out of the cash balance that was restricted under the terms of the bond issue. The Capitals intend to repay the amount borrowed (\$600k) in two installments of \$300k each as part of their July 1, 2021, and January 1, 2022 payments.

**Report of Independent Auditor 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***

Trustees of the Industrial Development
Authority of Arlington County
Arlington County, Virginia

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 the Industrial Development Authority Investment Revenue Bond Fund - Ballston Skating Facility Project (the "Skating Facility"), a private-purpose trust fund of Arlington County, Virginia, as of and for the years ended June 30, 2020 and 2019, and have issued our report thereon dated November 6, 2020.

Internal Control over Financial Reporting

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

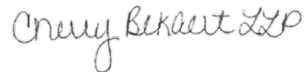
Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not 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 the Skating Facility's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters 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 Skating Facility'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 Skating Facility's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in cursive script that reads "Cray Bickert LLP".

Tysons Corner, Virginia
November 6, 2020