

**WASHINGTON STATE MAJOR LEAGUE BASEBALL
STADIUM PUBLIC FACILITIES DISTRICT**

Financial Statements

For the Year Ended December 31, 2019

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Independent Accountant's Compilation Report

**To the Board of Directors
Washington State Major League Baseball Stadium
Public Facilities District
Seattle, Washington**

Management is responsible for the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of Washington State Major League Baseball Stadium Public Facilities District (the District) as of and for the year ended December 31, 2019, which collectively comprise the District's basic financial statements as listed in the table of contents, and the related notes to the financial statements in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the American Institute of Certified Public Accountants. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that management's discussion and analysis, on pages 2 through 6, 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. This information is the representation of management. This information was subject to our compilation engagement; however, we have not audited or reviewed the required supplementary information and, accordingly, do not express an opinion, a conclusion, nor provide any form of assurance on such information.



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April 23, 2020



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**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM
PUBLIC FACILITIES DISTRICT**

**Management's Discussion and Analysis
December 31, 2019**

The Management's Discussion and Analysis of Washington State Major League Baseball Stadium Public Facilities District (the District) is designed to:

- Assist the reader in focusing on significant financial issues.
- Provide an overview of the District's financial activity.
- Identify changes in the District's financial position and their ability to meet future challenges.

The Management's Discussion and Analysis focuses on the current year's activities, resulting changes and currently known facts. Therefore, it should be read in conjunction with the District's financial statements.

Reporting Entity

The District is governed by a seven-member board of directors. Four directors are appointed by the King County Executive subject to confirmation by the King County Council, while the remaining three directors are appointed by the Governor based on one recommendation each from the Speaker of the House and the Majority Leader of the Senate. The mission of the District is to maintain and enhance the baseball park in order to promote the success of Major League Baseball in the State of Washington, enhance fan enjoyment and contribute to an economically successful, safe, desirable, innovative, and walkable stadium neighborhood.

Overview of the Financial Statements

The District's financial statements consist of Management's Discussion and Analysis (this section), and financial statements required by the Governmental Accounting Standards Board (GASB). The financial statements include the District's financial statements and notes to the financial statements.

- The financial statements provide information about the District's overall financial position and results of operations. These statements, which are presented on the accrual basis, consist of the balance sheet, statement of revenues, expenses, and change in net position, and the statement of cash flows.
- The financial statements also include a "Notes to Financial Statements" section that provides additional information that is essential to a full understanding of the data provided in the District's statements.

The District's statements report information about the organization as a whole using accounting methods substantially similar to those used by private sector companies and private nonprofit corporations. The balance sheet includes all of the District's assets, deferred outflows, liabilities, deferred inflows and net position. All of the current year's revenues and expenses are accounted for in the statement of revenues, expenses, and change in net position regardless of when cash is received or paid.

Fund Financial Statements - The fund financial statements are the traditional reporting format for governments. A fund is a fiscal and accounting entity with a self-balancing set of accounts used to account for specific activities or meet certain objectives. The District only has one fund type, proprietary funds.

Proprietary funds are used by governments to account for their business-type activities and use the same basis of accounting utilized in private industry. Business-type activities provide specific goods or services to a group of customers that are paid for by fees charged to those customers. There is a direct relationship between the fees paid and the services rendered.

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**Management's Discussion and Analysis
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The District has one type of proprietary fund, enterprise funds. Enterprise funds are used to report any activity for which a fee is charged to external users for goods or services.

Financial Highlights

- The District's net position increased by \$2,463,534 as a result of a capital contribution of \$3,250,000 received in 2019 which was partially offset by \$786,466 in loss after nonoperating revenues. Total operating revenues of \$12,494,922, which included a new revenue sharing revenue stream totaling \$5,763,965, was not adequate to cover total operating expenses of \$13,885,047.
- The District's total capital assets increased by \$2,002,324, primarily due to additions of \$15,262,505 offset by annual depreciation expense totaling \$13,260,181.

Financial Analysis

Overall Analysis - The District's overall financial position did not change significantly from the previous year.

Balance Sheet As of December 31,	2019	2018
Current assets	\$ 20,158,171	\$ 18,104,910
Net capital assets	317,381,536	315,379,212
Total Assets	\$ 337,539,707	\$ 333,484,122
Current liabilities	\$ 2,867,660	\$ 1,275,609
Total Liabilities	2,867,660	1,275,609
Invested in capital assets, net of related debt	317,381,536	315,379,212
Unrestricted	17,290,511	16,829,301
Total Net Position	334,672,047	332,208,513
Total Liabilities and Net Position	\$ 337,539,707	\$ 333,484,122

Total Assets - Total assets increased by \$4,055,585 during 2019. The most significant components of this increase were the additions to fixed assets and the new neighborhood improvement fund.

Total Liabilities - Total liabilities increased by \$1,592,051 during 2019 and was related to outstanding accounts payable balance at year end. The majority of the outstanding accounts payable balance was related to ballpark capital improvements. There was no new debt obligation.

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM
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**Management's Discussion and Analysis
December 31, 2019**

Financial Analysis (Continued)

Net Position - Increases and decreases in net position categories are as follows:

Invested in Capital Assets - Balance increased by \$2,002,324 during 2019. The increase is primarily due to the addition of capital assets totaling \$15,262,505, which was partially offset by depreciation to capital assets totaling \$13,260,181.

Unrestricted - Unrestricted net position increased by \$461,210 from \$16,829,301 at **December 31, 2018**, to \$17,290,511 at December 31, 2019.

**Statements of Revenues, Expenses and Change in Net Position
For the Years Ended December 31,**

	<u>2019</u>	<u>2018</u>
Operating revenues	\$ 12,494,922	\$ 7,073,130
Operating expenses	<u>(13,885,047)</u>	<u>(14,702,081)</u>
Total Operating Loss	(1,390,125)	(7,628,951)
Nonoperating revenues	<u>603,659</u>	<u>277,258</u>
Total Change in Net Position	(786,466)	(7,351,693)
Net position, beginning of year	332,208,513	339,560,206
Capital contribution	<u>3,250,000</u>	<u></u>
Net Position, End of Year	<u><u>\$ 334,672,047</u></u>	<u><u>\$ 332,208,513</u></u>

Operating Revenues - During 2019, operating revenues increased \$5,421,792 primarily due to the addition of the Mariner revenue sharing stream totaling \$5,763,965 and an increase of \$856,305 in ballpark rent income. These increases are due to the implementation of a new lease agreement which established an Annual Revenue Sharing program with the Mariners Club and increased the ballparks base rental income (See Note 6 for more detail). These revenue increases were partially offset by a decrease of \$856,305 in admission tax revenue due to a 22% decrease in paid attendance from \$2.3 million in 2018 to \$1.8 million in 2019. The other main revenue streams remain consistent from the previous year.

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM
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**Management's Discussion and Analysis
December 31, 2019**

Financial Analysis (Continued)

Operating Expenses - Operating expenses of the District consisted of the following for the years ended December 31:

	<u>2019</u>	<u>2018</u>
Depreciation	\$ 13,260,181	\$ 13,083,530
Professional fees	551,733	1,476,338
Insurance	33,982	116,892
Other	32,001	18,721
Personnel	<u>7,150</u>	<u>6,600</u>
Total Operating Expenses	<u>\$ 13,885,047</u>	<u>\$ 14,702,081</u>

Total operating expenses reflected a decrease of \$817,034 in 2019 primarily due to a decrease of \$993,685 in general and administrative expenses when compared to prior year. In 2018, the District incurred significant amounts of legal fees and consulting fees due to the execution of the new long-term lease with the Mariners. The decrease in operating expenses was offset by an increase of \$176,651 in depreciation expense due to additions of capital assets (see Capital Assets and Long-Term Debt Activity).

Nonoperating Revenues - Nonoperating revenues reflected an increase of \$326,401 from prior year due to an increase of \$203,129 in interest earnings and the District reported an increase in unrealized gain on investment of \$123,272 over the prior year.

Capital Contribution - During the year ended December 31, 2019, there was \$3,235,000 of capital contributions from the Mariners and no withdrawals.

Budget

The District's operating results are consistent with its operating budgets.

Capital Assets and Long-Term Debt Activity

The District's capital assets include the baseball stadium, parking garage, related land, and furniture, fixtures and equipment. The baseball stadium and parking garage are under a long-term lease with the Mariners. In 2019, the District's total capital assets balance increase by \$2,002,324 from the prior year primarily due to improvements made to the baseball stadium.

There was no new debt obligation in 2019.

Financial Summary and Economic Factors That Will Affect the Future

Prior to the COVID-19 pandemic, the Mariners had anticipated a decline in attendance in 2020. This anticipated decline in attendance along with the expectation that at least half of the season will be cancelled due to COVID-19 could lead to a 75% to 80% reduction in the District's revenues including revenue sharing, admission tax revenue and parking tax revenue.

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM
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**Management's Discussion and Analysis
December 31, 2019**

Contacting the District's Financial Management

This financial report is designed to provide a general overview of the District's finances and to show the District's accountability for the funds it receives. If you have questions about this report or need additional financial information, contact the District at P.O. Box 94445, Seattle, WA 98124.

WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM
PUBLIC FACILITIES DISTRICT

Balance Sheet
December 31, 2019

Assets

Current Assets:

Cash and cash equivalents (Note 5)	\$ 19,991,977
Accounts receivable	146,255
Other receivables	7,464
Prepaid expenses	12,475

Total Current Assets **20,158,171**

Capital Assets Net of Accumulated Depreciation (Note 2):

Baseball stadium	515,903,015
Parking garage	24,873,877
Furniture, fixtures and equipment	82,967

Less accumulated depreciation 540,859,859
(261,902,728)

278,957,131

Capital Assets Not Being Depreciated (Note 2):

Land	<u>38,424,405</u>
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Total Capital Assets **317,381,536**

Total Assets **\$ 337,539,707**

Liabilities and Net Position

Current Liabilities:

Accounts payable	<u>\$ 2,867,660</u>
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Total Current Liabilities **2,867,660**

Net Position:

Invested in capital assets	317,381,536
Unrestricted	<u>17,290,511</u>

Total Net Position **334,672,047**

Total Liabilities and Net Position **\$ 337,539,707**

See accompanying notes and independent accountant's compilation report.

WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM
PUBLIC FACILITIES DISTRICT

Statement of Revenues, Expenses and Change in Net Position
For the Year Ended December 31, 2019

Operating Revenues:	
Revenue sharing (Note 6)	\$ 5,763,965
Admission tax revenue (Note 6)	4,566,271
Ballpark rent (Note 6)	1,500,000
Parking tax revenue (Note 6)	651,925
Restaurant tax revenue	<u>12,761</u>
Total Operating Revenues	12,494,922
Operating Expenses:	
General and administrative	624,866
Depreciation	<u>13,260,181</u>
Total Operating Expenses	<u>13,885,047</u>
Total Operating Loss	(1,390,125)
Nonoperating Revenues:	
Interest earnings	452,370
Unrealized investment gain	<u>151,289</u>
Total Nonoperating Revenues	<u>603,659</u>
Change in Net Position	(786,466)
Net position, January 1, 2019	332,208,513
Capital contribution	<u>3,250,000</u>
Net Position, December 31, 2019	<u>\$ 334,672,047</u>

See accompanying notes and independent accountant's compilation report.

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM
PUBLIC FACILITIES DISTRICT**

**Statement of Cash Flows
For the Year Ended December 31, 2019**

Cash Flows From Operating Activities:	
Cash receipts from revenue sharing	\$ 5,763,965
Cash receipts from ballpark rent	4,566,271
Cash receipts from rental income	1,500,000
Cash receipts from parking taxes	609,965
Cash receipts from restaurant taxes	12,761
Cash payments for operating expenses	<u>(689,416)</u>
Total Cash Provided by Operating Activities	11,763,546
Cash Flows From Capital and Related Financing Activities:	
Capital contribution	<u>3,250,000</u>
Net Cash Provided by Capital and Related Financing Activities	3,250,000
Cash Flows From Investing Activities:	
Interest earnings	605,143
Payment for capital assets	<u>(13,596,654)</u>
Total Cash Used in Investing Activities	<u>(12,991,511)</u>
Net Change in Cash and Cash Equivalents	2,022,035
Cash and cash equivalents, January 1, 2019	<u>17,969,942</u>
Cash and Cash Equivalents, December 31, 2019	<u>\$ 19,991,977</u>
Reconciliation to Operating Loss:	
Operating loss	\$ (1,390,125)
Adjustment to reconcile net cash provided by operating activities-	
Depreciation	13,260,181
Changes in assets/liabilities-	
Accounts receivable	(41,960)
Accounts payable	(73,800)
Prepaid expenses	<u>9,250</u>
Total Cash Provided by Operating Activities	<u>\$ 11,763,546</u>
Noncash investing activities:	
Capital asset purchases in accounts payable	\$ 1,665,851

See accompanying notes and independent accountant's compilation report.

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM
PUBLIC FACILITIES DISTRICT**

**Notes to Financial Statements
For the Year Ended December 31, 2019**

Note 1 - Summary of Significant Accounting Policies

The accounting policies of Washington State Major League Baseball Stadium Public Facilities District (the District) conform to accounting principles generally accepted in the United States of America as applicable to special purpose governments. The following is a summary of the most significant policies.

The Reporting Entity - The District was created through the passage of EHB 2115 and King County Ordinance 12000, which was approved by the Metropolitan King County Council on October 24, 1995. The Washington State Governor and King County Executive appoint the District board members. The Governor and King County Council may remove District board members whom they have appointed or ratified. The District operates as a municipal corporation of the State of Washington and was formed to site, design, build and operate a major league baseball park.

Basis of Accounting - The District uses the accrual basis of accounting. Expenses are recorded at the time liabilities are incurred and revenues are recorded when earned.

Operating and Nonoperating Activity - Operating activities represent revenues and expenses related to the lease, including Mariner revenue sharing, restaurant tax, admission tax and parking tax revenues. Nonoperating activities are the revenues and expenses related to investments and debt.

Cash and Cash Equivalents - For the purpose of reporting cash flows, the District considers all highly liquid instruments purchased with an original maturity of three months or less and investments in the King County Treasury Division's Investment Pool to be cash equivalents. The King County Treasury Division Manager pools and invests all short-term cash surpluses not otherwise invested by individual funds of the County. Earnings from these pooled investments are allocated to the District based upon the District's proportionate share in the pooled investments.

Receivables - Receivables are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectable amounts through a charge to earnings and a credit to a valuation allowance based on its assessment of the current status of individual accounts. Balances which are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to receivables. Based on prior experience, management has determined that expected losses on balances outstanding are immaterial at December 31, 2019. Accordingly, no allowance for doubtful accounts has been recorded.

Capital Assets - Capital assets include land, the baseball stadium and furniture, fixtures and equipment. The baseball stadium includes all costs associated with the development and construction of the ballpark project. Furniture, fixtures and equipment include items with a cost greater than or equal to \$500 and an estimated useful life greater than one year.

Capital assets are valued at historical costs, and depreciated on a straight-line basis based over their estimated useful lives. Furniture, fixtures and equipment are depreciated over three or five years. The baseball stadium is depreciated over 40 years from the date it was placed in service.

Risk Management - The District is exposed to various risks of loss related to torts, theft of, damage to, or destruction of assets, errors and omissions, injuries to employees, and natural disasters. The District carries commercial insurance for risk of loss. The District did not settle any claims in excess of its commercial insurance coverage during the year ended December 31, 2019.

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM
PUBLIC FACILITIES DISTRICT**

**Notes to Financial Statements
For the Year Ended December 31, 2019**

Note 1 - Continued

Compensated Absences Payable - District employees earn 12 days of sick leave and 10 to 15 days of vacation per year, depending on the employee's length of service. An unlimited amount of sick leave and two times the annual vacation allotment may be accrued. An employee leaving the employment of the District is entitled to be paid for all unused vacation. Unused sick leave is forfeited upon termination of employment. There was no accrual for unused vacation in the accompanying statement of net position as no employees were employed by the District at December 31, 2019.

Subsequent Events - The District has evaluated subsequent events through April 23, 2020, the date on which the financial statements were available to be issued.

Note 2 - Capital Assets

The following is a summary of changes in capital assets:

	Balance December 31, 2018	Increases	Decreases	Balance December 31, 2019
Capital Assets Not Being Depreciated:				
Land	\$ 38,424,405	\$ -	\$ -	\$ 38,424,405
Total Capital Assets Not Being Depreciated	38,424,405			38,424,405
Capital Assets Being Depreciated:				
Capital assets cost-				
Baseball stadium	500,640,510	15,262,505		515,903,015
Parking garage	24,873,877			24,873,877
Furniture, fixtures and equipment	82,967			82,967
	525,597,354	15,262,505		540,859,859
Accumulated depreciation-				
Baseball stadium	(236,744,487)	(12,638,334)		(249,382,821)
Parking garage	(11,815,093)	(621,847)		(12,436,940)
Furniture, fixtures and equipment	(82,967)			(82,967)
	(248,642,547)	(13,260,181)		(261,902,728)
Total Capital Assets Being Depreciated, Net	276,954,807	2,002,324		278,957,131
Total Capital Assets, Net	\$315,379,212	\$ 2,002,324	\$ -	\$317,381,536

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM
PUBLIC FACILITIES DISTRICT**

**Notes to Financial Statements
For the Year Ended December 31, 2019**

Note 3 - Employee Benefit Plans

All employees of the District can participate in either the Public Employees' Retirement System (PERS) or the Stadium Public Facilities District (PFD) Retirement Plan (the Plan). Employer contributions are paid by the District in accordance with rates specified by the individual plans.

Public Employees' Retirement System - The State Legislature established PERS in 1947 under RCW chapter 41.40. PERS is a cost-sharing multiple-employer system. The District's Board of Directors adopted participation in the PERS Plan in 1996. No District employees participated in PERS during 2019.

Stadium PFD Retirement Plan - Employees are able to select the Plan as an alternative benefit plan to PERS. The Plan is designated as a profit sharing plan in accordance with section 401(a)(27)(B) of the Internal Revenue Code. The District makes all contributions to the Plan. No contributions by participants are required or permitted other than rollover contributions authorized by the Plan. The contributions are discretionary but shall be no less than the greater of seven and one-half percent of employee wages or the amount that would be required by PERS. All contributions to the Plan vest immediately. No District employee participated in the Plan during 2019.

Note 4 - Contributed Capital

Under King County Ordinance 12000, the County issued five series of general obligation bonds for the purpose of funding the construction of the baseball park and related parking facilities. Total par value of \$336,000,000 less any costs related to bond issuance were contributed to the District. Additionally, the Baseball Club of Seattle, LP (the Mariners) contributed \$137,598,950 for the construction in prior years. During the year ended December 31, 2019, the Mariners contributed \$3,235,000. The contributed capital is included in the net position invested in capital assets.

Note 5 - Deposits With Financial Institutions and Investments

The King County Treasurer is the ex-officio treasurer for the District. In this capacity, the County Treasurer receives deposits and transacts investments on the District's behalf. The District's deposits are covered entirely by federal depository insurance or uninsured but collateralized under the Public Deposit Protection Commission of the State of Washington (PDPC) collateral pool. The PDPC's agent in the name of the pool holds pledged securities under the PDPC pool.

Statutes authorize the District to: 1) deposit in any state bank or trust company, national banking association, stock savings bank, mutual savings bank, savings and loan association, and any branch bank engaged in banking in this state, if the institution has been approved by the PDPC to hold public deposits; and 2) invest in obligations of the United States Treasury and instrumentalities, banker's acceptances issued in the secondary market, commercial paper, primary certificates of deposits issued by PDPC qualified public depositories, and the State Treasurer's Investment Pool. The District is also authorized to enter into repurchase and reverse repurchase agreements.

All of the District's investments during the year and at year end were insured or registered, or were held by the District or its agent in the District's name. The District does not have a custodial credit risk policy.

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM
PUBLIC FACILITIES DISTRICT**

**Notes to Financial Statements
For the Year Ended December 31, 2019**

Note 6 - Significant Revenues

The District's total revenues are primarily comprised of the following:

Revenue Sharing - The revenue sharing provision calls for a 1.5% tax on the first \$100 million in revenue subject to the admissions tax, then 2% of all revenue subject to the admissions tax above \$100 million with no minimum and no cap. The \$100 million revenue threshold will be adjusted every year by CPI escalation. The District will contribute 100% of the annual revenue share to the capital expenditure fund.

Admission Tax Revenue - This represents tax on ballpark admissions authorized by RCW 36.38.010.

Ballpark Rent - The original lease between the District and the Mariners, which expired on December 31, 2018, was amended and restated effective January 1, 2019. The amended 25 year lease calls for a minimum annual base rent of \$1,500,000 for each lease year during the term, with an annual CPI index adjustment. The lease has two renewal periods, each with a term of three lease years. Rent income for the 2019 season was \$1,500,000.

Parking Tax Revenue - This represents tax on parking facility charges authorized by RCW 36.100.220.

Note 7 - Stewardship, Compliance and Accountability

There have been no material violations of finance-related, legal or contractual provisions.

Note 8 - Subsequent Event Related to COVID-19

Prior to the COVID-19 pandemic, the Mariners had anticipated a decline in attendance in 2020. This anticipated decline in attendance along with the expectation that at least half of the season will be cancelled due to COVID-19 could lead to a 75% to 80% reduction in the District's revenues including revenue sharing, admission tax revenue and parking tax revenue.