



bhm cpa group, inc.
CERTIFIED PUBLIC ACCOUNTANTS

WEST CENTRAL OHIO PORT AUTHORITY
CLARK COUNTY

REGULAR AUDIT

For the Year Ended December 31, 2018
Fiscal Year Audited Under GAGAS: 2018

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OHIO AUDITOR OF STATE
KEITH FABER



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Board of Directors
West Central Ohio Port Authority
3130 East Main Street
Springfield, Ohio 45505

We have reviewed the *Independent Auditor's Report* of the West Central Ohio Port Authority, Clark County, prepared by BHM CPA Group, Inc., for the audit period January 1, 2018 through December 31, 2018. Based upon this review, we have accepted these reports in lieu of the audit required by Section 117.11, Revised Code. The Auditor of State did not audit the accompanying financial statements and, accordingly, we are unable to express, and do not express an opinion on them.

Our review was made in reference to the applicable sections of legislative criteria, as reflected by the Ohio Constitution, and the Revised Code, policies, procedures and guidelines of the Auditor of State, regulations and grant requirements. The West Central Ohio Port Authority is responsible for compliance with these laws and regulations.

A handwritten signature in black ink that reads 'Keith Faber'.

Keith Faber
Auditor of State
Columbus, Ohio

July 29, 2019

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WEST CENTRAL OHIO PORT AUTHORITY
CLARK COUNTY

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Independent Auditor's Report

West Central Ohio Port Authority
Clark County
3130 E. Main Street
Springfield, Ohio 45505

Members of the Board of Directors:

Report on the Financial Statements

We have audited the accompanying financial statements of the business-type activities of the West Central Ohio Port Authority, Clark County, Ohio (the Port Authority), as of and for the year ended December 31, 2018, and the related notes to the financial statements, which collectively comprise the Port Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for preparing and fairly presenting these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes designing, implementing, and maintaining internal control relevant to preparing and fairly presenting financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to opine on these financial statements based on our audit. We audited in accordance with auditing standards generally accepted in the United States of America and the financial audit standards in the Comptroller General of the United States' *Government Auditing Standards*. Those standards require us to plan and perform the audit to reasonably assure the financial statements are free from material misstatement.

An audit requires obtaining evidence about financial statement amounts and disclosures. The procedures selected depend on our judgment, including assessing the risks of material financial statement misstatement, whether due to fraud or error. In assessing those risks, we consider internal control relevant to the Port Authority's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not to the extent needed to opine on the effectiveness of the Port Authority's internal control. Accordingly, we express no opinion. An audit also includes evaluating the appropriateness of management's accounting policies and the reasonableness of their significant accounting estimates, as well as our evaluation of the overall financial statement presentation.

We believe the audit evidence we obtained is sufficient and appropriate to support our audit opinions.

Opinion

In our opinion, the financial statements, referred to above present fairly, in all material respects, the financial position of the business-type activities of the West Central Ohio Port Authority, Clark County, Ohio, as of December 31, 2018, and the changes in financial position and its cash flows for the year then ended in accordance with the 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 this presentation to include *Management's discussion and analysis* listed in the table of contents to supplement the basic financial statements. Although this information is not part of the basic financial statements, the Governmental Accounting Standards Board considers it essential for placing the basic financial statements in an appropriate operational, economic, or historical context. We applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, consisting of inquiries of management about the methods of preparing the information and comparing the information for consistency with managements responses to our inquiries to the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not opine or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to opine or provide any other assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated June 20, 2019, on our consideration of the Port Authority's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. That report describes the scope of our internal control testing over financial reporting and compliance, and the results of that testing, and does not opine on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Port Authority's internal control over financial reporting and compliance.

BHM CPA Group

BHM CPA Group Inc.
Piketon, Ohio
June 20, 2019

**WEST CENTRAL OHIO PORT AUTHORITY
CLARK COUNTY**

**MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2018**

This Management Discussion and Analysis (MD&A) of West Central Ohio Port Authority's (the Port Authority) financial performance provides an overall review of the financial activities for the year ended December 31, 2018. The intent of this discussion and analysis is to look at the Port Authority's financial performance as a whole; readers should also review the basic financial statements and the notes to the basic financial statements to enhance their understanding of the Port Authority's financial performance.

The MD&A is an element of the reporting model adopted by the Governmental Accounting Standards Board (GASB) in its Statement No. 34, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments*, issued in June 1999. Certain comparative information between the current year and the prior year is required to be presented, and is presented in the MD&A.

Financial Highlights

Key financial highlights for 2018 are as follows:

- Total net position increased by \$244,678 in 2018 compared to a decrease of \$88,671 in 2017. This increase was primarily due to a \$50,808 increase in use and trackage fees, \$36,491 increase in lease receipts - property, \$84,533 increase in maintenance fees, \$105,578 gain on sale of land, and a \$377,217 increase in revenue from economic development partners. These positive changes to the net position were partially offset by a \$26,866 increase in legal fees, \$11,363 increase in administration – Clark County TCC, \$26,432 increase in depreciation, and \$254,729 increase in economic development costs.
- Total assets increased by \$387,842 which represents a 2.82 percent increase from the prior year. The increase was primarily due to a \$348,189 increase in cash and cash equivalents and \$66,294 increase in accounts receivable. This increase was offset, in part, by a \$25,829 decrease in net capital assets.
- Total liabilities increased by \$143,164 which represents a 114.32 percent increase from the prior year. This increase was due to an increase in accounts payable of \$183,548 due primarily to timing of payments on capital and economic development projects offset, in part, by a \$40,827 decrease in prepaid revenues.
- The 2018 net operating loss of \$10,122 decreased by \$123,492 from the operating loss of \$133,614 for 2017, due to increases of \$177,190 in operating revenues and \$53,698 in operating expenses. Operating revenues increased during 2018 due to a \$36,491 increase in lease receipts primarily due to a lease with an economic development partner effective late in 2017, \$84,533 increase in maintenance fees and \$28,427 increase in use fees primarily due to a 28% increase in the number of carloads transported during the year, and \$22,381 increase in trackage rights caused by an increase in "overhead" traffic being routed onto the Port Authority's tracks and a 0.6 percent rate increase. Operating expenses increased in 2018 primarily due to an increase of \$26,866 in special counsel legal fees, \$11,363 in Administration – Clark County TCC, and \$26,432 in depreciation expense. These were partially offset in part by a \$8,310 decrease in real estate service and \$9,331 in repairs and maintenance.

Using this Financial Report

This financial report contains the basic financial statements of the Port Authority, as well as the Management's Discussion and Analysis and notes to the basic financial statements. The basic financial statements include a statement of net position, statement of revenues, expenses and changes in net position, and a statement of cash flows. As the Port Authority reports its operations using enterprise fund accounting, all financial transactions and accounts are reported as one activity, therefore the entity wide and the fund presentation information is the same.

**WEST CENTRAL OHIO PORT AUTHORITY
CLARK COUNTY**

MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2018

Statement of Net Position

The statement of net position answers the question, "How did we do financially during the year?" This statement includes all assets and liabilities, both financial and capital, and short-term and long-term, using the accrual basis of accounting and the economic resources focus, which is similar to the accounting used by most private-sector companies. This basis of accounting takes into account all revenues and expenses during the year, regardless of when the cash is received or paid.

Net position is reported in three broad categories (as applicable):

Net Investment in Capital Assets: This component of net position consists of all capital assets, reduced by the outstanding balances of any bonds, mortgages, notes or other borrowing that are attributable to the acquisition, construction or improvement of those assets.

Restricted Net Position: This component of net position consists of restricted assets which constraints are placed on asset by grantors, contributors, laws, regulations, etc.

Unrestricted Net Position: Consists of net position that does not meet the definition of "Net Investment in Capital Assets" or "Restricted Net Position."

Table 1 provides a summary of the Port Authority's net position for 2018 compared with 2017.

**Table 1
Condensed Statement of Net Position**

	<u>2018</u>	<u>2017</u>
Assets:		
Current and other assets	\$ 920,360	506,689
Capital assets, net	<u>13,232,460</u>	<u>13,258,289</u>
Total Assets	<u>14,152,820</u>	<u>13,764,978</u>
Liabilities:		
Current liabilities	<u>268,398</u>	<u>125,234</u>
Total Liabilities	<u>268,398</u>	<u>125,234</u>
Net Positions		
Net investment in capital assets	13,232,460	13,258,289
Unrestricted	<u>651,962</u>	<u>381,455</u>
Total Net Position	<u>\$ 13,884,422</u>	<u>13,639,744</u>

Total net position of the Port Authority increased by \$244,678 in 2018 or 1.79 percent compared to a decrease of \$88,671 in 2017.

As noted in Table 1 above, the unrestricted net position as of December 31, 2018 increased by \$270,507. The net investment in capital assets, component of net position, decreased by \$25,829 resulting from current year capital asset acquisitions totaling \$775,404 offset by current year depreciation of \$781,956 and land disposal of \$19,277.

**WEST CENTRAL OHIO PORT AUTHORITY
CLARK COUNTY**

MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2018

Table 2 shows the changes in revenues and expenses for the Port Authority for 2018 and 2017.

**Table 2
Statement of Revenues, Expenses and Change in Net Position**

	<u>2018</u>	<u>2017</u>
Operating Revenues:		
Use and Trackage Fees - Operations	\$ 438,618	387,810
Lease Receipts - Property	136,724	100,233
Maintenance Fees	428,779	344,246
Document Fees	6,333	975
Non-Operating Revenues:		
Economic Development Revenues	531,855	154,638
Gain on sale of assets	105,578	-
Interest Income	4,246	47
Total Revenues	<u>1,652,133</u>	<u>987,949</u>
Operating Expenses:		
Legal Fees	52,917	26,051
Real Estate Service	11,013	19,323
Bookkeeping Service	10,800	10,800
Accounting Service	14,500	14,500
Administration - Clark County TCC	63,051	51,688
Planning - Clark County TCC	5,000	5,000
Taxes, Licenses and Fees	33,996	33,548
Insurance - Bond	364	364
Audit Fees	5,123	5,111
Amortization of Organizational Costs	812	812
Depreciation	781,956	755,524
Nuisance & Abatement	6,639	4,273
Repairs and Maintenance	28,517	37,848
Miscellaneous Expense	5,888	2,036
Non-Operating Expenses:		
Economic Development Costs	406,016	151,287
Total Expenses	<u>1,426,592</u>	<u>1,118,165</u>
Excess (Loss) Before Contributions	225,541	(130,216)
Capital Contributions	<u>19,137</u>	<u>41,545</u>
Change in Net Position	244,678	(88,671)
Net Position at the Beginning of Year	<u>13,639,744</u>	<u>13,728,415</u>
Net Position at the End of Year	\$ <u>13,884,422</u>	\$ <u>13,639,744</u>

**WEST CENTRAL OHIO PORT AUTHORITY
CLARK COUNTY**

MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2018

Total income of the Port Authority reported for the year was \$664,184 higher than that reported for the previous year. There was an increase in trackage fees of \$22,381 over the prior year based on a significant increase in "overhead" traffic being routed onto the Port Authority's tracks during 2018 and a 0.6 percent rate increase. The increase in use fees of \$28,427 was due to a 28% increase in the number of carloads transported during the year – 5,258 railcars served in 2018 compared to 4,097 railcars in 2017, and a rate increase of 0.5%. The increase in maintenance fees of \$84,533 was due to a 28% increase in the number of carloads transported during the year as noted above. There was an increase of \$377,217 in revenue from economic development partners as the Port Authority continues to expand their involvement in this area. An increase of \$105,578 resulted from the sale of land in 2018.

Total expenses of the Port Authority reported for the year were \$308,427 higher than those reported for the previous year. The increase in 2018 was due to \$26,866 in special counsel legal fees, \$11,363 in Administration – Clark County TCC, \$26,432 in depreciation expense, and \$254,729 in economic development costs. These were partially offset by a \$8,310 decrease in real estate service and \$9,331 in repairs and maintenance.

Capital Assets

At December 31, 2018 capital assets of the Port Authority were \$23,394,229 off-set by \$10,161,769 in accumulated depreciation resulting in net capital assets of \$13,232,460. Table 3 shows the categories of capital assets maintained by the Port Authority and total accumulated depreciation, at December 31, 2018 and 2017.

**Table 3
Capital Assets, Net of Depreciation**

	<u>2018</u>	<u>2017</u>
Land	\$ 1,186,091	1,205,368
Construction in Progress	19,137	15,840
Equipment and Appendices	3,595,830	3,440,058
Spur	207,951	207,951
Railroad	<u>18,385,220</u>	<u>17,768,885</u>
Total capital assets	23,394,229	22,638,102
Less accumulated depreciation	<u>(10,161,769)</u>	<u>(9,379,813)</u>
Totals	<u>\$ 13,232,460</u>	<u>13,258,289</u>

The \$756,127 increase in total capital assets was due to Mechanicsburg Track Rehab project of \$600,495, US 42 crossing in South Charleston of \$71,477, culvert 208.8 upgrade on the South Charleston line of \$12,626, Edgewood Road crossing replacement of \$23,411, Old Springfield Road crossing repair of \$37,417, Stickney culvert repair project of \$10,841 and \$19,137 construction in progress project consisting of the Belmont & James crossing design contract offset by \$19,277 in land sales. The \$15,840 in construction in progress at December 31, 2017 consisted of the Mechanicsburg Track Rehab project which was completed in 2018. Depreciation expense for 2018 and 2017 were \$781,956 and \$755,524, respectively.

See Note 5 of the notes to the basic financial statements for more detailed information on the Port Authority's capital assets.

**WEST CENTRAL OHIO PORT AUTHORITY
CLARK COUNTY**

MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2018

Contacting the Port Authority

This financial report is designed to provide a general overview of the finances of the West Central Ohio Port Authority and to show the Port Authority's accountability for the monies it receives to all vested and interested parties, as well as meeting the annual reporting requirements of the State of Ohio. Any questions about the information contained within this report or requests for additional financial information should be directed to: West Central Ohio Port Authority, Springview Government Center, 3130 East Main Street, Suite 2B, Springfield, Ohio 45505.

WEST CENTRAL OHIO PORT AUTHORITY
CLARK COUNTY
STATEMENT OF NET POSITION
DECEMBER 31, 2018

Assets:

Current assets:

Cash and Cash Equivalents	\$	665,043
Accounts Receivable		<u>245,790</u>
Total current assets		<u>910,833</u>

Non-current assets:

Nondepreciable Capital Assets		1,205,228
Depreciable Capital Assets, Net		12,027,232
Organizational Costs		<u>9,527</u>
Total non-current assets		<u>13,241,987</u>
Total Assets		<u>14,152,820</u>

Liabilities:

Current liabilities:

Accounts Payable		193,673
Accrued Real Estate Taxes		33,991
Prepaid Rents		<u>40,734</u>
Total liabilities		<u>268,398</u>

Net Position:

Net Investment in Capital Assets		13,232,460
Unrestricted		<u>651,962</u>
Total net position	\$	<u><u>13,884,422</u></u>

See accompanying notes to the basic financial statements.

WEST CENTRAL OHIO PORT AUTHORITY
CLARK COUNTY
STATEMENT OF REVENUES, EXPENSES, AND CHANGE IN NET POSITION
FOR THE YEAR ENDED DECEMBER 31, 2018

Operating Revenues:

Use and Trackage Fees - Operations	\$	438,618
Lease Receipts - Property		136,724
Maintenance Fees		428,779
Document Fees		6,333
Total Operating Revenues		1,010,454

Operating Expenses:

Legal Fees - General Counsel		23,580
Legal Fees - Special Counsel		29,337
Real Estate Service		11,013
Bookkeeping Service		10,800
Accounting Service		14,500
Administration - Clark County TCC		63,051
Planning - Clark County TCC		5,000
Taxes, Licenses and Fees		33,996
Insurance - Bond		364
Audit fees		5,123
Amortization of Organizational Costs		812
Depreciation		781,956
Nuisance & Abatement		6,639
Repairs and Maintenance		28,517
Miscellaneous Expense		5,888
Total Operating Expenses		1,020,576

Operating Loss		(10,122)
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Non-Operating Revenue (Expenses):

Interest Income		4,246
Gain on sale of assets		105,578
Economic Development Revenue		531,855
Economic Development Costs		(406,016)
Total Non-Operating Revenue (Expenses)		235,663

Change before contributions		225,541
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Capital contributions		19,137
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Change in net position		244,678
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Net position at the Beginning of Year		13,639,744
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Net position at the End of Year	\$	13,884,422
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See accompanying notes to the basic financial statements.

WEST CENTRAL OHIO PORT AUTHORITY
CLARK COUNTY
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2018

Cash Flow From Operating Activities:

Cash received from customers	\$	958,461
Cash payments to suppliers for goods and services		(229,993)
Other operating revenue		1,950
		730,418
Net Cash Provided by Operating Activities		730,418

Cash Flow from Capital and Related Financing Activities:

Capital acquisitions		(775,404)
Sale of property		124,856
Grants and capital contributions received		19,137
Cash receipt from economic development partners		474,777
Cash disbursement for economic development costs		(229,841)
		(386,475)
Net Cash Used in Capital and Related Financing Activities		(386,475)

Cash Flows From Investing Activities:

Interest Income		4,246
		4,246
Net Change in Cash and Cash Equivalents		348,189
Cash and Cash Equivalents at the Beginning of Year		316,854
		316,854
Cash and Cash Equivalents at the End of Year	\$	665,043

RECONCILIATION OF OPERATING LOSS TO NET CASH PROVIDED BY OPERATING ACTIVITIES:

Operating Loss	\$	(10,122)
Adjustments to reconcile Operating Loss to Net Cash Provided by Operating Activities:		
Amortization Expense		812
Depreciation Expense		781,956
Change in Accounts Receivables		(66,294)
Change in Prepaid Rents		16,250
Change in Accrued Real Estate Taxes		443
Change in Accounts Payables		7,373
		740,540
Total Adjustments		740,540
Net Cash Provided by Operating Activities	\$	730,418

See accompanying notes to the basic financial statements.

**WEST CENTRAL OHIO PORT AUTHORITY
CLARK COUNTY**

NOTES TO THE BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2018

1. DESCRIPTION OF THE REPORTING ENTITY

The West Central Ohio Port Authority is a governmental subdivision established for the purpose of exercising the rights and privileges conveyed to it by the constitution and laws of the State of Ohio.

On February 27, 1990, the Clark County Commission entered into an agreement to become part of a jointly governed organization with the Fayette County Commission for the purpose of purchasing and operating 27.13 miles of railroad between South Charleston, Ohio, in Clark County and Washington Court House, Ohio, in Fayette County. The purpose of forming the jointly governed organization was to protect the economic security of the agricultural community in southeastern Clark County by outright purchase of railway over which to transport grain and other commodities to market outlets. In accordance with the Ohio Revised Code, 4582.20.1, the Port Authority was established and named the Clark County – Fayette County Port Authority.

On August 16, 1993, the Clark County – Fayette County Port Authority signed an agreement of Joinder with Champaign County. The purpose of the agreement was to extend the territorial limits of the Port Authority in order to purchase two additional rail segments. The first segment runs between Springfield, Ohio, in Clark County and Bellefontaine, Ohio, in Logan County. The second segment runs between Springfield, Ohio, and Mechanicsburg, Ohio, in Champaign County. Because of the territorial change, the name of the organization was changed from the Clark County – Fayette County Port Authority to the West Central Ohio Port Authority.

The Port Authority is governed by a board of directors, two of whom are appointed by the commissioners of Champaign County, two of whom are appointed by the commissioners of Clark County, two by the commissioners of Fayette County and one by a majority action of the three counties. The Port Authority provides the services which are defined by Chapter 4582 of the Ohio Revised Code and which services include but are not limited to the power to purchase, construct, re-construct, enlarge, improve, equip, develop, sell, exchange, lease, convey other interest in, and operate Port Authority facilities.

The Commissioners of Clark, Fayette and Champaign Counties have no authority regarding the day-to-day activities and business affairs of the Port Authority beyond the creation of the Port Authority and the appointment of its directors. All counties maintain their own accounting functions, are separate reporting entities, and their financial activities are not included within the financial statements of the Port Authority.

The general office of the Port Authority is located in the Springfield Township and within the Clark-Shawnee School District. These entities maintain their own accounting functions, are separate reporting entities, and their financial activities are not included within the financial statements of the Port Authority.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements of West Central Ohio Port Authority have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to governmental units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The more significant of the Port Authority's accounting policies are described below.

A. Basis of Presentation

Enterprise accounting is used to account for operations that are financed and operated in a manner similar to private business enterprises where the intent is that the costs (expenses, including depreciation) of providing goods or services to the general public on a continuing basis be financed or recovered primarily through user charges or where it has been decided that periodic determination of revenues earned, expenses incurred, and/or net income is appropriate for capital maintenance, public policy, management control, accountability or other purposes.

B. Measurement Focus and Basis of Accounting

The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. Enterprise accounting uses a flow of economic resources measurement focus. With this measurement focus, all assets and all liabilities are included on the statement of net position. Equity (i.e., net position) consists of retained earnings. The operating statements present increases (e.g., revenues) and decreases (e.g., expenses) in net position.

Basis of accounting refers to when revenues and expenditures or expenses are recognized in the accounts and reported in the financial statements. Basis of accounting relates to the timing of the measurements made.

The accrual basis of accounting is utilized for reporting purposes. Revenues are recognized when they are earned, and expenses are recognized when they are incurred.

C. Budgetary Data

Ohio Revised Code Section 4582.13 requires the Port Authority annually prepare a budget. No further approvals or actions are required under Section 4582 of the Ohio Revised Code.

D. Cash and Cash Equivalents

The Port Authority maintains a cash management program whereby cash is deposited with a banking institution in Clark County. The agreements restrict activity to certain deposits. These deposits are stated at cost which approximates market value. Investment procedures are restricted by the provisions of the Ohio Revised Code.

NOTES TO THE BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2018

E. Accounts Receivable

Receivables recorded on the Port Authority's financial statements are recorded to the extent that the amounts are determined material and substantiated not only by supporting documentation but also, by a reasonable, systematic method of determining their existence, completeness, valuation and collectability. Receivables at December 31, 2018 consisted of rent or lease account billings, maintenance fees, and use and trackage rights. All receivables are considered collectible in full.

F. Capital Assets and Depreciation

Property, plant and equipment are recorded at either historical cost for capital assets acquired by the Port Authority or acquisition value for donated capital assets and are depreciated using the straight-line method over the useful life of the assets as follows:

<u>Category</u>	<u>Threshold</u>	<u>Years</u>
Signals and equipment	\$ 10,000	14 Years
Track	\$ 10,000	30 Years
Office Equipment	\$ 1,000	10 Years

G. Capitalization of Interest

The Port Authority's policy is to capitalize net interest on construction projects until substantial completion of the project. Capitalized interest is amortized on a straight-line basis over the estimated useful life of the asset. For 2018, the Port Authority incurred no interest which was capitalized.

H. Organizational Costs

Organization costs were capitalized when the Port Authority was originally formed in 1990. Costs are amortized using the straight-line method over a 40 year period.

I. Operating and non-operating revenues and expenses

Operating revenues are those revenues that are generated directly at the Port Authority's primary mission. For the Port Authority, operating revenues include railroad track use and trackage fees, property lease income, railroad maintenance fees and related market and document fees. Operating expenses are necessary costs incurred to support the Port Authority's primary mission, including depreciation.

Non-operating revenues and expenses are those that are not generated directly by the Port Authority's primary mission. Various state grants, capital contributions, interest income, and expenses comprise the non-operating revenues and expenses of the Port Authority.

**WEST CENTRAL OHIO PORT AUTHORITY
CLARK COUNTY**

NOTES TO THE BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2018

J. Net Position

Net position represents the difference between assets and liabilities. Net investment in capital assets consist of capital assets, net of accumulated depreciation and net of related debt. Net position is reported as restricted when there are limitations imposed on their use through external restrictions imposed by creditors, grantors or laws or regulations of other governments. When appropriate, the Port Authority applies restricted resources when an expense is incurred for purposes for which both restricted and unrestricted net position is available.

K. Capital Contributions

Capital contributions arise from outside contributions of capital assets or outside contributions of resources restricted to capital acquisition and construction. The Port Authority had capital contributions of \$19,137 during 2018.

L. 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 reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

3. DEPOSITS AND INVESTMENTS

Ohio Law requires the classification of funds held by the Port Authority into three categories:

Active funds are those funds required to be kept in "cash" or "near cash" status for immediate use by the Port Authority. Such funds must be maintained either as cash in the Port Authority Treasury or in depository accounts payable or withdrawable on demand, including negotiable order of withdrawal (NOW) accounts.

Inactive funds are those funds not required for use within the current five year period of designation of depositories. Inactive funds may be deposited or invested only as certificates of deposit maturing no later than the end of the current period of designation of depositories.

Interim funds are those funds not needed for immediate use but needed before the end of the current period of designation of depositories. Interim funds may be invested in the following securities:

1. United States treasury notes, bills, bonds, or any other obligation or security issued by the United States Treasury or any other obligation guaranteed as to principal or interest by the United States;

**WEST CENTRAL OHIO PORT AUTHORITY
CLARK COUNTY**

NOTES TO THE BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2018

2. Bonds, notes, debentures, or any other obligations or securities issued by any federal government agency or instrumentality, including but not limited to, the Federal National Mortgage Port Authority, Federal Home Loan Bank, Federal Farm Credit Bank, Federal Home Loan Mortgage Corporation, Government National Mortgage Port Authority, and Student Loan Marketing Port Authority. All federal agency securities shall be direct issuances of federal government agencies or instrumentalities;
3. Written repurchase agreements in the securities listed above provided that the market value of the securities subject to the repurchase agreement must exceed the principal value of the agreement by at least two percent and be marked to market daily, and that the term of the agreement must not exceed thirty days;
4. Interim deposits in eligible institutions apply for interim funds;
5. Bonds and other obligations of the State of Ohio;
6. No-load money market mutual funds consisting exclusively of obligations described in division (1) or (2) and repurchase agreements secured by such obligations, provided that investments in securities described in this division are made only through eligible institutions; and
7. The State Treasurer's investment pool (STAR Ohio).

As of December 31, 2018, the carrying amount of the Port Authority's deposits totaled \$665,043 and its bank balance was \$679,932. Based on the criteria described in GASB Statement No. 40, "Deposit and Investment Risk Disclosure," as of December 31, 2018, \$429,932 was exposed to custodial risk as discussed below, while \$250,000 was covered by the Federal Depository Insurance Corporation.

Protection of Authority's deposits is provided by the Federal Deposit Insurance Corporation (FDIC), by eligible securities pledged by the financial institution as security for repayment, or buy the financial institutions participation in the Ohio Pooled Collateral System (OPCS), a collateral pool of eligible securities deposited with a qualified trustee and pledged to the Treasurer of State to secure repayment of all public monies deposited in the financial institution.

4. USE AND LEASE RECEIPTS

Use and lease receipts are amounts received by the Port Authority for lease of railroad tracks. Amounts due at December 31, but uncollected, are recorded as revenue.

**WEST CENTRAL OHIO PORT AUTHORITY
CLARK COUNTY**

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FOR THE YEAR ENDED DECEMBER 31, 2018

5. CAPITAL ASSETS

A summary of the property, plant and equipment purchased as of December 31, 2018, follows. These assets are substantially leased to a third party:

	12/31/17			12/31/18
	Balance	Additions	Disposals	Balance
Capital assets not being depreciated:				
Land	\$ 1,205,368	-	19,277	1,186,091
Construction in Progress	15,840	19,137	15,840	19,137
	<u>1,221,208</u>	<u>19,137</u>	<u>35,117</u>	<u>1,205,228</u>
Capital assets being depreciated:				
Equipment and Appendices	3,440,058	155,772	-	3,595,830
Spur	207,951	-	-	207,951
Railroad	17,768,885	616,335	-	18,385,220
	<u>21,416,894</u>	<u>772,107</u>	<u>-</u>	<u>22,189,001</u>
Less Accumulated Depreciation on:				
Equipment and Appendices	(2,214,446)	(182,597)	-	(2,397,043)
Spur	(191,576)	(3,639)	-	(195,215)
Railroad	(6,973,791)	(595,720)	-	(7,569,511)
	<u>(9,379,813)</u>	<u>(781,956)</u>	<u>-</u>	<u>(10,161,769)</u>
Capital assets, net	<u>\$ 13,258,289</u>	<u>9,288</u>	<u>35,117</u>	<u>13,232,460</u>

6. SHORTLINE RAILROAD AGREEMENT

The Port Authority entered into a Shortline railroad operating agreement with the Indiana & Ohio Railroad, Inc., (IORY) on September 4, 1990, for operation as a shortline carrier. In light of current and ongoing operation and ownership of the Shortline, both parties entered into a revised and updated 2005 Agreement during 2006, terms of which went in effect retro-active as of May 1, 2005. The 2005 Agreement continues in effect until December 31, 2090, unless sooner terminated, and specifies that an additional 99 year term will be granted at the end of the initial term.

The 2005 Agreement permits (a) the Port Authority to terminate this Agreement: (i) upon an arbitration board determining that IORY has not performed services that would reasonably be expected of a similar carrier given the circumstances such termination to be effective as specified in a written notice provided by WESTCO PA to IORY; (ii) Upon the failure of IORY for a period of 90 days after the due date to pay any applicable Use and/or Trackage Fee and/or (b) IORY shall have the right to terminate this Agreement in the event that overhead traffic and online customer revenue base do not provide sufficient monetary return over and above associated expenses. Termination by IORY is to be effective 120 days after written notice by IORY to WESTCO PA.

**WEST CENTRAL OHIO PORT AUTHORITY
CLARK COUNTY**

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In accordance with the 2005 Agreement, IORY is required to perform at its own expense all routine maintenance on the Shortline up to the limits specified in the agreement and maintain the Shortline at not less than Federal Railroad Administration Class II track standards ("Class II Condition"). Any damage to the Shortline, other than normal wear, that occurs as a result of IORY operations shall be repaired at IORY's expense. The Port Authority is solely responsible for any extraordinary maintenance or capital improvements required to maintain the line to its current Class II condition.

The 2005 Agreement states that a use fee for any cars originating or terminating on the Shortline will be paid within thirty days after the close of the calendar quarter by the IORY to the Port Authority.

The 2005 Agreement also states that for use of Trackage by IORY or any other railroad authorized in writing by IORY and WESTCO PA for overhead (bridge) traffic, not originating or terminating on the Shortline, between Springfield (MP 202.7) and Fayne (MP 229.83), a distance of 27.13 miles, IORY shall pay directly to WESTCO PA, for each car (empty or loaded), locomotive and caboose handled by IORY over the Trackage pursuant to this Agreement. In addition, beginning in January 2014, trackage rights are also being paid for the joint trackage between Jeffersonville and Fayne, a distance of 4.82 miles. (For purposes of computing the fee, locomotives shall be counted as two cars. Trackage fee payments will be paid on a monthly basis on or before thirty (30) days after the close of the month in which the applicable Trackage Fees accrue.

The agreement restricts the use of both the use and trackage fees solely for extraordinary maintenance and/or capital expenditures directly related to rail infrastructure and freight operations over the Shortline Property.

The Port Authority is entitled to all revenue from rents, leases, and licenses that are derived from ownership of the real property, and related improvements. The Port Authority is responsible for any interest and principal payments which may be associated with its ownership.

The IORY is entitled to revenues derived from its operation of the Shortline, including switching fees, per diem and demurrage and other accessorial charges per IORY 8000 and 6001 series tariffs. IORY is responsible for all freight rail expenses associated with operation of the Shortline including the maintenance liability insurance coverage with benefits not less than \$5 million. The Port Authority is named as an additional insured on the policy.

Both parties agree to indemnify and hold harmless each other, its agents, directors, officers and employees, from and against liabilities from any claims, liabilities, costs or expenses (including reasonable attorneys' fees) for damage to any property, personal injuries or deaths caused by or resulting from any acts or omissions, its agents, employees, independent contractors or otherwise by their operations.

7. CONTINGENT LIABILITIES

Per an agreement signed on January 3, 1991, between the Indiana and Ohio Central Railroad and the Port Authority, the Port Authority agrees to repay the IORY contribution of \$116,170 toward the purchase of the railroad, upon the occurrence of any of the following conditions:

- Should the IORY no longer provide rail service for the line after the line remains unused for a period of twelve months,
- Should the railroad be sold, abandoned, or otherwise disposed of, the Port Authority will repay the IORY an amount equal to 4.04% of the net proceeds of the sale, or
- The Port Authority will repay the \$116,170 to IORY within three months of operation of the line by someone other than IORY.

There is no liability provision for any of these occurrences in the financial statements due to the remoteness of the occurrences.

8. RISK MANAGEMENT

The Port Authority is covered by general liability and public official liability insurance with the County Risk Sharing Authority. Coverage with a private carrier provides, bonding, liability insurance on the rails, right-of-way, theft and property damage. The Port Authority is co-insured with Indiana and Ohio Railroad for any operational liability.

There has been no significant reduction in coverage in relation to the prior year. Settled claims have not exceeded commercial coverage in any of the last three years.

9. RELATED PARTY

The Port Authority billed \$30,034 for maintenance fees to Heritage Mechanicsburg in 2018. Wes Bahan, a board member of the Port Authority, is the Assistant Manager of Heritage Mechanicsburg.

10. ECONOMIC DEVELOPMENT PROJECTS

Topre America, Inc.

In 2017, the Port Authority entered into an agreement with Topre America Corporation to facilitate the construction and equipping of a 175,000 square foot manufacturing facility to be located in the City of Springfield. Under the terms of the agreement, the Port Authority entered into a ground lease and project lease with Topre America, under which Topre America is responsible for obtaining financing and completing the construction of the building. Under the terms of the ground and project leases, the Port Authority is explicitly relieved of any obligation to maintain the building, undertake any capital repairs, or expend funds in connection with the building. Upon completion, the building title will be transferred to the Port Authority, and the Port Authority will lease the building back to Topre America. Under this lease, Topre America will make rental payments of \$1

**WEST CENTRAL OHIO PORT AUTHORITY
CLARK COUNTY**

NOTES TO THE BASIC FINANCIAL STATEMENTS
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per year for thirty-five years to the Port Authority and has a bargain purchase option to obtain the Port Authority's entire interest in the project for \$1 at the end of the lease. The Port Authority received an upfront payment of \$144,638 that was recognized when received. Additionally, Topre America will continue to be responsible for all maintenance and upkeep on the facilities. As a result, Topre America will record the asset and related depreciation in its financial statements, as a capital lease, and the Port Authority will recognize rental income.

In 2018, an amendment was made to the agreement to facilitate the construction and equipping of an approximate 138,000 square foot manufacturing facility at the previous project site. The Port Authority received a total of \$239,877 during 2018 that was recognized as economic development revenue.

Silfex, Inc.

In 2017, the Port Authority worked with Silfex, Inc to facilitate the construction and equipping of a 353,000 square foot manufacturing facility to be located in Clark County. Under the terms of the agreement, the Port Authority entered into a ground lease and project lease with Silfex, Inc, under which Silfex, Inc is responsible for obtaining financing and completing the construction of the building. Under the terms of the ground and project leases, the Port Authority is explicitly relieved of any obligation to maintain the building, undertake any capital repairs, or expend funds in connection with the building. Upon completion, the building title will be transferred to the Port Authority, and the Port Authority will lease the building back to Silfex, Inc. Under this lease, Silfex, Inc will make rental payments of \$57,077 per year for five years to the Port Authority and has a bargain purchase option to obtain the Port Authority's entire interest in the project for \$1 at the end of the lease. Additionally, Silfex, Inc will continue to be responsible for all maintenance and upkeep on the facilities. As a result, Silfex, Inc will record the asset and related depreciation in its financial statements, as a capital lease, and the Port Authority will recognize rental income.

Speedway LLC

In 2018, the Port Authority worked with Speedway LLC to facilitate the construction and equipping of a 140,000 square foot manufacturing facility to be located in Enon, Ohio. Under the terms of the agreement, the Port Authority entered into a ground lease and project lease with Speedway LLC, under which Speedway LLC is responsible for obtaining financing and completing the construction of the building. Under the terms of the ground and project leases, the Port Authority is explicitly relieved of any obligation to maintain the building, undertake any capital repairs, or expend funds in connection with the building. Upon completion, the building title will be transferred to the Port Authority, and the Port Authority will lease the building back to Speedway LLC. The Port Authority received an upfront payment of \$234,900 during 2018 that was recognized as economic development revenue. Under this lease, Speedway LLC will make rental payments of \$2,500 per year for ten years to the Port Authority and has a bargain purchase option to obtain the Port Authority's entire interest in the project for \$1 at the end of the lease. Additionally, Speedway LLC will continue to be responsible for all maintenance and upkeep on the facilities. As a result, Speedway LLC will record the asset and related depreciation in its financial statements, as a capital lease, and the Port Authority will recognize rental income.



Independent Auditor’s Report on Internal Control over Financial Reporting and on Compliance and other Matters Required by *Government Auditing Standards*

West Central Ohio Port Authority
Clark County
3130 E. Main Street
Springfield, Ohio 45505

Members of the Board of Directors:

We have audited, in accordance with auditing standards generally accepted in the United States and the Comptroller General of the United States’ *Government Auditing Standards*, the financial statements of the business-type activities of the West Central Ohio Port Authority, Clark County, Ohio, (the Port Authority) as of and for the year ended December 31, 2018, and the related notes to the financial statements, which collectively comprise the Port Authority’s basic financial statements and have issued our report thereon dated June 20, 2019.

Internal Control over Financial Reporting

As part of our financial statement audit, we considered the Port Authority’s internal control over financial reporting (internal control) to determine the audit procedures appropriate in the circumstances to the extent necessary to support our opinions on the financial statements, but not to the extent necessary to opine on the effectiveness of the Port Authority’s internal control. Accordingly, we have not opined on it.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, when performing their assigned functions, to prevent, or detect and timely correct misstatements. A *material weakness* is a deficiency, or combination of internal control deficiencies resulting in a reasonable possibility that internal control will not prevent or detect and timely correct a material misstatement of the Port Authority’s financial statements. 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 internal control deficiencies that might be material weaknesses or significant deficiencies. Given these limitations, we did not identify any deficiencies in internal control that we consider material weaknesses. However, unidentified material weaknesses may exist.

Members of the Board of Directors
West Central Ohio Port Authority
Report on Internal Control over Financial Reporting and on Compliance and Other Matters Required by
Government Auditing Standards
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Compliance and Other Matters

As part of reasonably assuring whether the Port Authority's financial statements are free of material misstatement, we tested its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could directly and materially affect the determination of financial statement amounts. However, opining on compliance with those provisions was not an objective of our audit and accordingly, we do not express an opinion. The results of our tests disclosed no instances of noncompliance or other matters we must report under *Government Auditing Standards*.

Purpose of this Report

This report only describes the scope of our internal control and compliance testing and our testing results and does not opine on the effectiveness of the Port Authority's internal control or on compliance. This report is an integral part of an audit performed under *Government Auditing Standards* in considering the Port Authority's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



BHM CPA Group Inc.
Piketon, Ohio
June 20, 2019

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OHIO AUDITOR OF STATE KEITH FABER



WEST CENTRAL OHIO PORT AUTHORITY

CLARK COUNTY

CLERK'S CERTIFICATION

This is a true and correct copy of the report which is required to be filed in the Office of the Auditor of State pursuant to Section 117.26, Revised Code, and which is filed in Columbus, Ohio.

Susan Babbitt

CLERK OF THE BUREAU

**CERTIFIED
AUGUST 8, 2019**