MARAUDER DEVELOPMENT, LLC
(a wholly owned subsidiary of Central
State University Foundation)
Wilberforce, Ohio

### **FINANCIAL STATEMENTS**

August 31, 2020 and 2019



88 East Broad Street Columbus, Ohio 43215 IPAReport@ohioauditor.gov (800) 282-0370

Board of Trustees Marauder Development, LLC PO Box 64 Dayton, Ohio 45401

We have reviewed the *Independent Auditor's Report* of the Marauder Development, LLC, Montgomery County, prepared by Crowe LLP, for the audit period September 1, 2019 through August 31, 2020. 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 Marauder Development, LLC is responsible for compliance with these laws and regulations.

Keith Faber Auditor of State Columbus, Ohio

February 13, 2021



## MARAUDER DEVELOMENT, LLC Wilberforce, Ohio

#### FINANCIAL STATEMENTS August 31, 2020 and 2019

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#### INDEPENDENT AUDITOR'S REPORT

Board of Trustees and Management Marauder Development, LLC Wilberforce. Ohio

#### Report on the Financial Statements

We have audited the accompanying financial statements of Marauder Development, LLC (Marauder), a wholly owned subsidiary of Central State University Foundation, which comprise the balance sheets as of August 31, 2020 and 2019, and the related statement of operations and cash flows for the years then ended, and the related notes to the 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 Marauder as of August 31, 2020 and 2019, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

#### Report on Other Legal and Regulatory Requirements

In accordance with Government Auditing Standards, we have also issued our report dated December 7, 2020, on our consideration of Marauder'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 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 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 Marauder's internal control over financial reporting and compliance.

Crowe LLP

Columbus, Ohio December 7, 2020

#### MARAUDER DEVELOPMENT, LLC BALANCE SHEETS August 31, 2020 and 2019

ASSETS	<u>2020</u>	<u>2019</u>
Current Assets Cash and cash equivalents Receivable from the University Prepaid expenses Total current assets	\$ 989,110 763,200 2,025 1,754,335	\$ 1,180,761 - - - - - - - - - - - - - - - - - - -
Restricted cash and cash equivalents	3,035,824	2,573,551
Capital assets-net	8,930,239	9,328,372
Total assets	<u>\$ 13,720,398</u>	\$ 13,089,614
Current Liabilities  Management fees payable Payable to University for repairs and replacement Interest payable Current portion of long-term debt Total current liabilities  Long-term debt, net of unamortized financing costs	\$ 219,954 431,780 308,928 660,000 1,620,662	\$ - 325,087 625,000 950,087
of \$650,301 and \$746,499 for 2020 and 2019, respectively	10,477,238	11,025,396
Member's capital	1,622,498	1,114,131
Total liabilities and excess in member's capital	\$ 13,720,398	\$ 13,089,614

#### MARAUDER DEVELOPMENT, LLC STATEMENTS OF OPERATIONS Years ended August 31, 2020 and 2019

DEVENUE		2020		<u>2019</u>
REVENUES  Rental revenues	\$	3,142,200	\$	3,498,453
Interest income Total revenues		56,348 3,198,548		93,384 3,591,837
EXPENSES		<u> </u>		
Management fees		219,954		244,892
Operating expenses		1,342,396		1,296,474
Surplus expense		-		44,550
Depreciation and amortization expense		494,330		506,443
Interest expense		633,501		670,000
Total expenses	_	2,690,181	_	2,762,359
Net income		508,367		829,478
Member's Capital - Beginning of year		1,114,131		284,653
Member's Capital - End of year	\$	1,622,498	\$	1,114,131

#### MARAUDER DEVELOPMENT, LLC STATEMENTS OF CASH FLOWS Years ended August 31, 2020 and 2019

		<u>2019</u>		<u>2018</u>
Cash Flows from Operating Activities  Net income	\$	E00 267	æ	920 479
Adjustments to reconcile net income	Ф	508,367	\$	829,478
to net cash from operating activities				
Depreciation		398,133		398,133
Amortization of issuance costs		96,198		108,310
Amortization of bond discount		15,644		17,294
Increase (decrease) in liabilities				
Prepaid expenses		4,905		(230)
Receivable from the University		(763,200)		- (0.4.0.0.7.4)
Management fees payable		219,954		(212,974)
Repair and replacement fees payable		431,780		(44.000)
Accrued interest payable	-	(16,159)		(41,266)
Net cash provided by operating activities		895,622		1,098,745
Cash Flows from Financing Activities				
Repayment of bonds payable		(625,000)		(1,530,000)
Net Increase in Cash and Cash Equivalents		270,622		(431,255)
Cash and Cash Equivalents - Beginning of year		3,754,312		4,185,567
Cash and Cash Equivalents - End of year	\$	4,024,934	\$	3,754,312
Supplemental disclosures of cash flow information Cash paid during the year for interest	\$	634,016	\$	693,972

#### NOTE 1 - NATURE OF ENTITY AND SIGNIFICANT ACCOUNTING POLICIES

The financial statements of Marauder Development, LLC (Marauder) have been prepared on the accrual basis of accounting. The following significant accounting policies are described below to enhance the usefulness of the financial statements to the reader. Marauder is a wholly owned subsidiary of Central State University Foundation (the "Foundation"), which was formed for the construction and financing of the Central State University Housing Project. Marauder has entered into a 40-year lease agreement with Central State University (the "University") for land upon which student housing was constructed for use by the University. Marauder also has entered into an agreement with the University for the management of the housing project, for which it pays a fee of 7% of gross rental receipts.

<u>Cash and Cash Equivalents</u>: Marauder considers all demand bank deposits as cash. Marauder considers all highly liquid investments available for current use with an initial maturity of three months or less to be cash equivalents.

Marauder maintains commercial checking and savings accounts in several financial institutions. These accounts are guaranteed by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. As of August 31, 2020 and 2019, amounts held in financial institutions that exceeded insured limits were approximately \$1,950,000 and \$2,110,000, respectively.

<u>Restricted Cash and Cash Equivalents</u>: Restricted assets represent various bond trust account balances established in accordance with bond legislation for specific purposes.

<u>Capital Assets</u>: Capital assets include the building and furniture related to the construction of the student housing project. Capital assets are defined as assets with an initial, individual cost of more than \$1,000 and an estimated useful life in excess of three years. Depreciation is computed on the straight-line basis over the following estimated useful lives:

<u>Description</u>	<u>Years</u>
Building	40
Building improvements	15
Furniture	7

Impairment or Disposal of Long-lived Assets: Marauder reviews the recoverability of long-lived assets, including buildings and equipment, and other assets, when events or changes in circumstances occur that indicate that the carrying value of the asset may not be recoverable. The assessment of possible impairment is based on the ability to recover the carrying value of the asset from the expected future pretax cash flows (undiscounted and without interest charges) of the related operations. If these cash flows are less than the carrying value of such asset, an impairment loss is recognized for the difference between estimated fair value and carrying value. The measurement of impairment requires management to make estimates of these cash flows related to long-lived assets, as well as other fair value determinations. There was no impairment recorded for the years ended August 31, 2020 and 2019.

<u>Financing Costs</u>: The unamortized financing costs include consulting fees, attorney's fees and other fees incurred in connection with the bond obligations. These costs are netted against the long-term debt balance and are amortized on the interest method over the lives of the bonds and are included as amortization expense. The balance at August 31, 2020 and 2019 was \$650,301 and \$746,499, respectively. Accumulated amortization at August 31, 2020 and 2019 was \$1,664,867 and \$1,568,670, respectively.

#### NOTE 1 - NATURE OF ENTITY AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

<u>Recognition of Revenue</u>: Rental revenue is derived from leasing housing facilities (which were constructed and financed by Marauder as noted previously) to Central State University on behalf of their students. Rental revenue is recognized based on occupancy.

<u>Surplus Expense</u>: The agreement with the University requires that the year-end balance in the surplus account held by the trustee, less applicable amounts for management fees that have not been funded to the management fee accounts, is paid at 90 percent to the University as a land/lease payment, with the remaining 10 percent to the Foundation. The trustee is required to calculate this surplus from the audited financial statements beginning with the August 31, 2005 year-end. Based on the information provided by the trustee, the amount calculated to be paid for the years ended August 31, 2020 and 2019 was \$0 and \$44,550, respectively. The trustee has paid the surplus fee for all applicable years.

Management Fee: During 2020 and 2019, Marauder incurred a management fee of \$219,954 and \$244,892, respectively, to the University for administrative services. In 2019, the amount was paid in August and no accrual was necessary.

Repair and Replacement Costs: During 2020 and 2019, Marauder incurred repair and replacement costs of \$431,780 and \$416,307, respectively, to the University. In 2019, the amount was paid in August and no accrual was necessary.

<u>Income Taxes</u>: Marauder is treated as a pass-through entity for federal income tax purposes. Marauder's taxable income or loss is passed through to the Foundation, which is a tax-exempt entity. The Foundation files income tax returns in the U.S. federal and various state jurisdictions. With few exceptions, the Foundation is no longer subject to tax examinations by tax authorities for years before June 30, 2014. As of August 31, 2020 and 2019, Marauder's unrecognized tax benefits were not significant. There were no significant penalties or interest recognized during the year or accrued at year end. Marauder does not expect the total amount of unrecognized tax benefits to significantly change in the next 12 months.

<u>Estimates</u>: The preparation of financial statements in conformity with generally accepted accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statement and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

<u>Subsequent Events</u>: The financial statements and related disclosures include evaluation of events through and including December 7, 2020, the date the financial statements were issued.

#### **NOTE 2 - RESTRICTED CASH AND CASH EQUIVALENTS**

As required by the bond indenture, Marauder maintains restricted cash balances in the following accounts:

	<u>2020</u>	<u>2019</u>
Debt interest account	\$ 308,961	\$ 341,720
Repair and replacement fund	768,037	298,132
Debt principal fund	660,190	630,746
Redemption fund	10,152	10,064
Debt reserve fund	1,288,484	1,293,159
Total restricted	\$ 3,035,824	<u>\$ 2,573,551</u>

(Continued)

#### **NOTE 3 - CAPITAL ASSETS**

Details of capital assets are summarized as follows:

	<u>2020</u>	<u>2019</u>
Building Building improvements Furniture Total capital assets	\$ 15,267,051 246,851 <u>859,653</u> 16,373,555	\$ 15,267,051 246,851 859,653 16,373,555
Less accumulated depreciation	(7,443,316)	(7,045,183)
Net	<u>\$ 8,930,239</u>	\$ 9,328,372

Depreciation expense on property and equipment totaled \$398,133 for 2020 and \$398,133 for 2019.

#### **NOTE 4 – LONG-TERM DEBT**

For the year ended August 31, 2020, changes in debt consisted of the following:

	Interest Rate	Maturity	Balance September 1, 2019	<u>Additions</u>	<u>Payments</u>	Balance August 31, <u>2020</u>
Revenue Bonds Series 2002	3.0%-5.625%	2030	\$ 3,648,549	\$ 5,544	\$ (285,000)	\$ 3,369,093
Revenue Bonds Series 2004	3.3%-5.1%	2035	8,748,346	10,100	(340,000)	8,418,446
Total			\$ 12,396,895	\$ 15,644	\$ (625,000)	11,787,539
Less current portion						(660,000)
Less unamortized fi	nancing costs					(650,301)
Long-term portion						\$ 10,477,238

#### NOTE 4 – LONG-TERM DEBT (Continued)

For the year ended August 31, 2019, changes in debt consisted of the following:

	Interest Rate	Maturity	Balance September 1, <u>2018</u>	<u>Additions</u>	<u>Payments</u>	Balance August 31, <u>2019</u>
Revenue Bonds Series 2002	3.0%-5.625%	2030	\$ 4,846,753	\$ 6,796	\$ (1,205,000)	\$ 3,648,549
Revenue Bonds Series 2004	3.3%-5.1%	2035	9,062,848	10,498	(325,000)	8,748,346
Total			\$ 13,909,601	\$ 17,294	<u>\$ (1,530,000)</u>	12,396,895
Less current portion						(625,000)
Less unamortized fir	nancing costs					(746,499)
Long-term portion						<u>\$ 11,025,396</u>

Principal and interest payments on long-term debt are as follows:

Year Ending	Series 2002 Bonds		Series 20	_	
August 31,	<u>Principal</u>	<u>Interest</u>	<u>Principal</u>	Interest	<u>Total</u>
2021 2022 2023 2024 2025 2026-2030 2031-2035	\$ 300,000 320,000 335,000 360,000 380,000 1,700,000	\$ 178,019 161,356 143,753 124,850 104,500 192,775	\$ 360,000 375,000 395,000 415,000 435,000 2,530,000 3,245,000	\$ 422,775 404,400 385,150 364,900 343,650 1,354,560 621,562	\$ 1,260,794 1,260,756 1,258,903 1,264,750 1,264,750 6,262,460 3,873,105
2036 Total	\$ 3,395,000	\$ 905,253	750,000 \$ 8,505,000	19,125 \$ 3,916,122	1,540,607 \$ 16,721,375

During 2002, Marauder issued \$8,870,000 of Student Housing Revenue Bonds, Series 2002, dated December 1, 2002, to retire commercial loans used to finance the construction of the 2002 University Housing Project. The unamortized bond discount was \$25,907 and \$31,451 at August 31, 2020 and 2019. respectively, and is being amortized to interest expense on the interest method over the life of the bonds. The bonds mature on September 1 in various amounts ranging from \$285,000 on September 1, 2019, to \$440,000 on September 1, 2028, subject to prior mandatory sinking fund redemptions. During 2019, \$415,000 of bonds due on September 1, 2030, \$490,000 of bonds due on September 1, 2029, and \$25,000 of bonds due on September 1, 2028 were called and retired in addition to \$275,000 scheduled to be retired on September 1, 2018. During 2016, \$200,000 of bonds due on September 1, 2032, \$545,000 of bonds due on September 1, 20131, and \$105,000 of bonds due on September 1, 2030 were called and retired in addition to the \$235,000 scheduled to be retired on September 1, 2015. During 2015, \$85,000 of bonds due on September 1, 2032 were called and retired in addition to \$225,000 scheduled to be retired on September 1, 2014. During the year ending August 31, 2014, \$335,000 of bonds due on September 1, 2032 were called and retired in addition to \$215,000 scheduled to be retired on September 1, 2013. Interest. at rates varying from 5.0 to 5.625 percent per annum, is payable semiannually on March 1 and September 1. The bonds are collateralized by the building.

#### NOTE 4 – LONG-TERM DEBT (Continued)

During 2004, Marauder issued \$12,150,000 in University Housing Revenue Bonds, Series 2004, to finance construction of the 2004 University Housing Project. The unamortized bond discount is \$86,554 and \$96,654 at August 31, 2020 and 2019, respectively, and is being amortized to interest expense on the interest method over the life of the bonds. The bonds mature on September 1 in various amounts ranging from \$340,000 on September 1, 2019, to \$750,000 on September 1, 2035, subject to prior mandatory sinking fund redemptions. Interest, at rates varying from 3.3 to 5.1 percent per annum, is payable semiannually on March 1 and September 1. The bonds are collateralized by the building.

Bond Legislation provides that Marauder Development, LLC, will charge rates sufficient for the excess of revenues over expenditures to equal not less than 120 percent of the aggregate amount of principal and interest requirements on the bonds payable during the year (coverage ratio). As of August 31, 2020 and 2019, Marauder Development, LLC is in compliance with these requirements.

#### NOTE 5 - REDUCED SPRING SEMESTER RENTAL REVENUES

As a result of the Novel Coronavirus Disease (COVID-19), the President of the United States declared that the COVID-19 outbreak in the United States constituted a national emergency effective March 1, 2020. As a result, Central State University made adjustments to its operations and academic delivery based on the spread of COVID-19 throughout the United States and State of Ohio.

Effective March 22, 2020, all students were required to move-off campus and all face-to-face courses at the University moved to remote and online delivery for the remainder of the Spring 2020 semester. Students were refunded a proportionate share of unused rental fees, less amounts owed on their accounts. Total potential Spring 2020 dormitory rental fees payable under the University Housing Bonds agreement would have been approximately \$1,860,000. Actual rental fees recognized for the Spring 2020 semester total \$1,153,200. This amount, combined with the Fall 2019 rental fees, is sufficient to maintain a 120% coverage ratio required by the bond covenant on an annual basis for the academic year. Students returned to campus for the Fall 2020 semester and occupancy in the residence halls owned by Marauder exceeded 80% at the beginning of the semester.

The extent to which the coronavirus may impact business activity will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions required to contain the coronavirus or treat its impact, among others.



# INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF THE FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

Management and the Board of Trustees Marauder Development, LLC

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Marauder Development, LLC ('Marauder'), which comprise the balance sheet as of August 31, 2020, and the related statements of operations, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated the same day as this report.

#### **Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered Marauder'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 Marauder's internal control. Accordingly, we do not express an opinion on the effectiveness of Marauder'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 and therefore, material weaknesses or significant deficiencies may exist that were not identified. We did identify a certain deficiency in internal control, described in the accompanying schedule of findings and responses as item 2020-001 that we consider to be a material weakness.

#### **Compliance and Other Matters**

As part of obtaining reasonable assurance about whether Marauder's financial statements are free of 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 an instance of noncompliance or other matters that are required to be reported under *Government Auditing Standards* and which are described in the accompanying schedule of findings and responses as item 2020-001.

#### Marauder's Response to Finding

Marauder's response to the finding identified in our audit are described in the accompanying schedule of findings and responses. Marauder's response was not subjected to the auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on it.

#### **Purpose of this Report**

The purpose of this 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 entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Crowe LLP

Columbus, Ohio December 7, 2020

#### MARAUDER DEVELOPMENT, LLC SCHEDULE OF FINDINGS AND RESPONSES August 31, 2020

#### FINDING 2020-001 - INTERNAL CONTROLS OVER FINANCIAL REPORTING

Criteria: Based on the Trust Indenture and Loan Agreement all gross receipts

related to the ownership, operation or leasing of the Facility are to be deposited upon receipt into the accounts maintained by Marauder.

Condition: All of the Spring 2020 rent revenues were not transferred into the

Marauder account by Central State University (University).

Context: The University pursuant to a management agreement in place during

the fiscal year with the Central State University Foundation (Foundation) was required to promptly deposit the gross receipts into an account at

US Bank.

\$1,860,000 was the original amount of the facility revenue for the Spring 2020 semester related to the housing. However, due to the pandemic, all students were required to move off campus effective March 22, 2020 and finish the semester on-line. A credit was given for approximately 38% of the semester revenue totaling \$706,800 resulting in a net amount of \$1,153,200 expected revenue for the Spring 2020 semester. When compared to what was deposited, there was a shortfall of \$763,200.

Effect: Revenue was understated and non-compliance with the Trust Indenture

and Loan Agreement.

Cause: The University did not transfer all revenues collected.

Repeat Finding: No

Recommendation: We recommend that all revenues related to the housing are transferred

upon receipt as directed by the Trust Indenture and Loan Agreement.

Response: The University failed to deposit the dorm fees in the amount of \$763,200

into the US Bank account for Spring 2020 and failed to timely notify the Foundation of its failure to deposit the funds. The University's failure to perform its duties pursuant to the management agreement with the

Foundation caused this negative audit finding.





## CENTRAL STATE UNIVERSITY FOUNDATION - MARAUDER DEVELOPMENT, LLC MONTGOMERY COUNTY

#### **AUDITOR OF STATE OF OHIO CERTIFICATION**

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



Certified for Release 2/25/2021

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