

Southern Ohio Diversification Initiative
Pike County, Ohio

Consolidated Financial Statements
For the Year Ended September 30, 2019



Whited Seigneur Sams & Rahe, LLP
CERTIFIED PUBLIC ACCOUNTANTS

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KEITH FABER



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Board of Trustees
Southern Ohio Diversification Initiative
PO Box 517
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We have reviewed the *Independent Auditor's Report* of the Southern Ohio Diversification Initiative, Pike County, prepared by Whited, Seigneur, Sams & Rahe CPAs, LLP, for the audit period October 1, 2018 through September 30, 2019. 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 Southern Ohio Diversification Initiative is responsible for compliance with these laws and regulations.

A handwritten signature in cursive script that reads "Keith Faber".

Keith Faber
Auditor of State
Columbus, Ohio

April 9, 2020

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Southern Ohio Diversification Initiative
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March 26, 2020

Members of the Board
Southern Ohio Diversification Initiative

Independent Auditor's Report

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Southern Ohio Diversification Initiative (a nonprofit organization) (the Initiative) and its subsidiary, which comprise the consolidated statement of financial position as of September 30, 2019, and the related consolidated statements of activities and cash flows for the year 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 consolidated 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 consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

As described in Note 1 of the financial statements, the Organization implemented Financial Accounting Standards Board (FASB) Accounting Standards Update No. 2016-14, *Not-for-Profit (Topic 958) – Presentation of Financial Statements of Not-for-Profit Entities*. Our opinion is not modified with respect to that matter.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Southern Ohio Diversification Initiative and its subsidiary as of September 30, 2019 and the changes in their net assets and their cash flows for the year then ended in conformity with the accounting principles generally accepted in the United States of America.

Other Matters

Other Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying supplementary information identified in the table of contents, is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the consolidated financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated March 26, 2020 on our consideration of the Initiative'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 the Initiative's internal control over financial reporting and compliance.

Respectfully submitted,



WHITED SEIGNEUR SAMS & RAHE, CPAs, LLP

Southern Ohio Diversification Initiative
Pike County, Ohio
Consolidated Statement of Financial Position
September 30, 2019

Assets

Current Assets:

| | |
|-----------------------------|----------------|
| Cash and Cash Equivalents | \$ 208,065 |
| Investments | 500,000 |
| Accounts Receivable | 3,876 |
| Prepaid Expenses | 11,458 |
| TOTAL CURRENT ASSETS | 723,399 |

Property and Equipment:

| | |
|-----------------------------------|------------------|
| Construction in Progress | 78,912 |
| Land | 2,016,600 |
| Land Improvements | 895 |
| Building | 426,594 |
| Infrastructure | 2,529,040 |
| Vehicles | 35,189 |
| Equipment | 38,165 |
| Furniture and Fixtures | 6,688 |
| Less: Accumulated Depreciation | (1,254,616) |
| NET PROPERTY AND EQUIPMENT | 3,877,467 |

Other Assets:

| | |
|---------------------------|----------------|
| Lease Receivable | 196,611 |
| TOTAL OTHER ASSETS | 196,611 |

| | |
|--------------|---------------------|
| TOTAL ASSETS | \$ 4,797,477 |
|--------------|---------------------|

Liabilities and Net Assets

Current Liabilities:

| | |
|----------------------------------|----------------|
| Accounts Payable | \$ 254,329 |
| Due to Other Governments | 411,855 |
| Accrued Expenses | 10,938 |
| Note Payable | 200,968 |
| TOTAL CURRENT LIABILITIES | 878,090 |

| | |
|-------------------|---------|
| TOTAL LIABILITIES | 878,090 |
|-------------------|---------|

Net Assets:

| | |
|---------------------------------------|------------------|
| Noncontrolling Deficit in SOAR, Inc. | (66,222) |
| Net Assets without Donor Restrictions | 3,985,609 |
| TOTAL NET ASSETS | 3,919,387 |

| | |
|----------------------------------|---------------------|
| TOTAL LIABILITIES AND NET ASSETS | \$ 4,797,477 |
|----------------------------------|---------------------|

SEE ACCOMPANYING NOTES AND AUDITOR'S REPORT

Southern Ohio Diversification Initiative
Pike County, Ohio
Consolidated Statement of Activities
For the Fiscal Year Ended September 30, 2019

Changes in Net Assets without Donor Restrictions

Revenues, Gains, and Other Support:

| | | |
|---|----|----------------|
| Charges for Services | \$ | 152,615 |
| Rent Income | | 25,057 |
| Other | | 27,920 |
| Interest Income | | 10,426 |
| TOTAL REVENUES, GAINS, AND OTHER SUPPORT | | 216,018 |

Expenses:

Management and General:

| | | |
|-----------------------|--|----------------|
| Personnel Costs | | 428,829 |
| Professional Fees | | 12,382 |
| Contract Labor | | 47,455 |
| Property Tax | | 9,594 |
| Utilities | | 21,263 |
| Administrative | | 30,841 |
| Interest Expense | | 5,570 |
| Depreciation | | 79,984 |
| TOTAL EXPENSES | | 635,918 |

CHANGE IN NET ASSETS (419,900)

Net assets, beginning of year 4,339,287

Net assets, end of year \$ 3,919,387

Southern Ohio Diversification Initiative
Pike County, Ohio
Consolidated Statement of Cash Flows
For the Fiscal Year Ended September 30, 2019

Cash Flows From Operating Activities:

| | |
|--|------------------|
| Cash Received from Customers | \$ 181,419 |
| Cash received from Rent | 25,057 |
| Cash Received from Other Sources | 28,619 |
| Cash Paid to Suppliers | (181,551) |
| Economic Development | (1,433) |
| Cash Paid to Employees for Services and Benefits | (417,819) |
| Net Cash Used for Operating Activities | <u>(365,708)</u> |

Cash Flows From Non-capital Financing Activities:

| | |
|---|-----------------|
| Proceeds from Note | (10,000) |
| Net Cash Provided by Non-capital Financing Activities | <u>(10,000)</u> |

Cash Flows From Capital and Related Financing Activities:

| | |
|--|-----------------|
| Interest Payments | (5,570) |
| Principal Payments | (15,842) |
| Net Cash Used for Capital and Related Financing Activities | <u>(21,412)</u> |

Cash Flows From Investing Activities:

| | |
|---|----------------|
| Interest Income | 10,426 |
| Proceeds from Sale of Investments | 501,500 |
| Principal Repayment on Lease Receivable | 16,511 |
| Net Cash Provided By Investing Activities | <u>528,437</u> |

| | |
|--|-------------------|
| Net Decrease in Cash and Investments | 131,317 |
| Cash and Investments Beginning of Year | <u>76,748</u> |
| Cash and Investments End of Year | <u>\$ 208,065</u> |

Reconciliation of Change in Net Assets to Net Cash Used for Operating Activities:

| | |
|--|---------------------|
| Net Loss | \$ (419,900) |
| Depreciation | 79,984 |
| Interest Income Not Included in Operating Activities | (10,426) |
| Deficit Investment in SOAR | (1,433) |
| Interest Payment Not Included in Operating Activities | 5,570 |
| Adjustments to Reconcile Net Loss to Net Cash Used for Operating Activities: | |
| Decrease in Accounts Receivable | (78,861) |
| Decrease in Prepaid Expenses | (1,954) |
| Increase in Accounts Payable | 63,734 |
| Decrease in Accrued Expenses | (2,422) |
| Total Adjustments | <u>(19,503)</u> |
| Net Cash Used for Operating Activities | <u>\$ (365,708)</u> |

SEE ACCOMPANYING NOTES AND AUDITOR'S REPORT

Southern Ohio Diversification Initiative
Pike County
Notes to the Consolidated Financial Statements
For the Fiscal Year Ended September 30, 2019

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. DESCRIPTION OF THE ENTITY

The Southern Ohio Diversification Initiative (the Initiative) was chartered in July of 1997 as a non-profit Ohio corporation organized under Title XVII, Chapters 1724 and 1702, Ohio Revised Code, the Not for Profit Corporation Law of Ohio filed with the Secretary of State. The sole purpose for which the Initiative was formed is to advance, encourage, and promote the industrial, economic, commercial and civic development of Pike, Scioto, Jackson and Ross Counties, in the State of Ohio. The Initiative acts as a Community Reuse Organization (CRO) to deal with the impact of the planned closing of the Portsmouth Gaseous Diffusion Plant located in Pike County, Ohio. The Initiative has been officially recognized by the U.S. Department of Energy as a CRO. The Initiative operates under the direction of a fifteen-member board of trustees. An appointed staff consisting of an executive director and a financial manager are responsible for fiscal control of the resources of the Initiative. The Initiative serves Jackson, Pike, Ross and Scioto Counties.

To facilitate the efficient processing of excess personal property received from the Portsmouth Gaseous Diffusion Plant, the Initiative has a 75% ownership interest in a limited liability company, Southern Ohio Asset Recovery, LLC. These consolidated financial statements incorporate the financial statements for Southern Ohio Asset Recovery, LLC.

B. BASIS OF ACCOUNTING

Basis of accounting refers to when revenues and expenses are recognized in the accounts and reported in the financial statements. Basis of accounting relates to the timing of the measurements made, regardless of the measurement focus applied.

For financial statement presentation purposes, the Initiative utilizes the accrual basis of accounting and the accompanying consolidated financial statements include the accounts of the Initiative and Southern Ohio Asset Recovery, LLC. Inter-organization balances and transactions have been eliminated in consolidation. Southern Ohio Asset Recovery, LLC has a fiscal year end of December 31 while the Initiative has a fiscal year end of September 30. Any material inter-organization balances and transactions have been eliminated between the September 30 year end and the December 31 year end. Under this method of accounting, revenues are recognized when they are earned. The Initiative reports gifts of cash, grants and other assets as net assets with donor-restrictions if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, net assets with donor-restricted are reclassified to net assets without donor restrictions and reported in the statement of activities as net assets released from donor restrictions.

Expenses are recognized under the accrual basis of accounting when the liability is incurred.

C. FINANCIAL STATEMENT PRESENTATION

During 2019, the Initiative adopted ASU 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*. This guidance intends to improve net asset classification requirements and the information presented in the financial statements and notes about a not-for-profit entity's liquidity, financial performance, and cash flows.

A description of each of the categories is as follows:

Net Assets without Donor Restrictions – These assets are used for continuing activities and operations of the Initiative at the discretion of the Initiative's governing body.

Southern Ohio Diversification Initiative
Pike County
Notes to the Consolidated Financial Statements
For the Fiscal Year Ended September 30, 2019

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

C. FINANCIAL STATEMENT PRESENTATION (continued)

Net Assets with Donor Restrictions – A donor-imposed restriction that either permits the Initiative to expend the donated assets as specified by the donor or the restriction stipulates that resources be maintained permanently but permits the Initiative to expend part or all of the income or other economic benefit derived from the donated asset.

There were no restrictions on the Initiative’s net assets as of September 30, 2019.

D. COMPENSATED ABSENCES

Accumulated vacation leave and accumulated compensatory time are recorded as an expense and liability of the Initiative as the benefits accrue to the employees. Sick leave is accrued at 3.7 hours of sick leave per pay period to a maximum accrual of 960 hours. Vacation leave is accrued according to years of service with a maximum accrual of 160 hours. There were \$4,955 and \$0 in accrued vacation leave and accrued sick leave payable as of year-end. These balances were recorded as accrued expenses in the accompanying financial statements.

E. CASH AND INVESTMENTS

The Initiative’s cash and investments consist of cash on hand, deposits and certificates of deposit.

For purposes of the statement of cash flows and for presentation on the statement of financial assets, investments with a maturity of three months or less at the time of purchase are considered to be cash equivalents. Investments with an initial maturity of more than three months are reported as investments.

F. PROPERTY AND EQUIPMENT

The property and equipment values were determined based on original acquisition costs at the time of purchase. Donated property and equipment are capitalized at estimated fair market value on the date donated. The Initiative has established \$500 as the threshold for which property and equipment are to be reported. The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend asset lives are not capitalized. Improvements that extend the useful life or increase the capacity of operating efficiency of the asset are capitalized at cost. Depreciation has been provided based on the MACRS method over the following useful lives:

| <u>Description</u> | <u>Estimated Lives</u> |
|------------------------|------------------------|
| Land Improvements | 5 years |
| Buildings | 40 years |
| Infrastructure | 40 years |
| Vehicles | 5 years |
| Furniture and Fixtures | 7 years |

G. INCOME TAXES

The Initiative is a not for profit corporation and is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. The Initiative is also exempt from Ohio income tax. All IRS Form 990, Return of Organization Exempt from Income Tax, have been timely filed and are subject to examination by the IRS, generally for three years after they are filed. The Initiative's subsidiary is a limited liability company that files separate partnership tax returns. All subsidiary tax returns have been timely filed and are subject to examination by the IRS, generally for three years after they are filed.

Southern Ohio Diversification Initiative
Pike County
Notes to the Consolidated Financial Statements
For the Fiscal Year Ended September 30, 2019

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

H. ESTIMATES

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

I. ACCOUNTS RECEIVABLE

Accounts receivable and revenue are recorded when services are performed. The Initiative reports receivables at net realizable value. Management does not book an allowance for doubtful accounts due to past experience of collectability.

J. DUE TO OTHER GOVERNMENTS

The Initiative receives excess personal property from the United States Department of Energy (DOE) Portsmouth Gaseous Diffusion Plant. The Initiative may transfer the property to businesses, municipalities, or organizations in the region in order to create new employment opportunities or provide assistance to residents affected by the plant downsizing. The Initiative may also sell the property if it would have limited value in job creation. In consideration for the property transferred, DOE is due 50% of the value of assets with an original acquisition cost of \$50,000-\$250,000. Property with a value of \$50,000 or less is provided at no cost to the Initiative. Consideration for excess personal property with an initial acquisition value of more than \$250,000 will be determined on a case by case basis, using 50% of estimated fair market value as a starting point. As of September 30, 2019, the Initiative has determined that \$411,855 was owed to the United States Department of Energy.

K. DATE OF MANAGEMENT'S REVIEW

In preparing these financial statements, management has evaluated subsequent events and transactions for potential recognition through March 26, 2019, the date the financial statements were available to be issued.

L. FUNCTIONAL EXPENSE

The Initiative has determined the costs incurred for the year ending September 30, 2019 are all management and general in nature and has been reflected as such on the Consolidated Statement of Activities.

NOTE 2 – AVAILABILITY AND LIQUIDITY

The Initiative has \$711,941 of financial assets available at the balance sheet date to meet cash needs for general expenditure consisting of cash of \$208,065, a certificate of deposit of \$500,000, and service fee receivables of \$3,876. None of these financial assets are subject to restrictions that make it unavailable for general expenditure within one year of the balance sheet date. The Initiative has a goal to maintain cash on hand sufficient to meet three months of normal operating expense.

Southern Ohio Diversification Initiative
Pike County
Notes to the Consolidated Financial Statements
For the Fiscal Year Ended September 30, 2019

NOTE 3 - CASH AND INVESTMENTS

Deposits - Custodial credit risk for deposits is the risk that in the event of bank failure, the Initiative's deposits may not be returned. According to state law, public depositories must give security for all public funds on deposit in excess of those funds that are insured by the Federal Deposit Insurance Corporation (FDIC) or by any other agency or instrumentality of the federal government. These institutions may either specifically collateralize individual accounts in lieu of amounts insured by the FDIC, or may pledge a pool of government securities valued at least 105% of the total value of public monies on deposit at the institution. The Initiative's policy is to deposit money with financial institutions that are able to abide by the laws governing insurance and collateralization of public funds.

Deposits: At September 30, 2019, the carrying amount of the Initiative's deposits was \$708,065 and the bank balance was \$690,147. Of the bank balance:

1. \$440,147 was covered by federal depository insurance.
2. \$250,000 was collateralized by the financial institutions' public entity deposit pools in the manner described above.

NOTE 4 - RISK MANAGEMENT

The Initiative is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. For fiscal year 2019, the Initiative contracted with Liberty Mutual Insurance Company for real property, building contents, and vehicle insurance coverage.

Coverages provided by the program are as follows:

| | |
|--------------------------------|------------------------------------|
| General Liability | \$2 million Annual Aggregate Limit |
| Automobile | \$1 million |
| Property | \$1.229 million |
| Crime | \$500 thousand |
| Directors & Officers Liability | \$1 million |
| Umbrella | \$2 million |

Health insurance was provided by a private carrier, Medical Mutual of Ohio, for the year. Workers' compensation benefits are provided through the State Bureau of Workers' Compensation. The Initiative has not incurred significant reductions in insurance coverage from coverage in the prior year by major category of risk. Settled claims resulting from these risks have not exceeded commercial insurance coverage in any of the past three years.

NOTE 5 - PENSION PLAN

All employees of the Initiative contribute into a simple IRA, a privately defined benefit pension plan. The Initiative contributes 3% of an employee's gross wages into the plan. An hourly employee must work six months prior to becoming eligible for the plan. A member is fully vested immediately and can retire at the age of 62. One employee was participating in the plan in 2019.

NOTE 6 - CONTINGENCIES

The Initiative was not involved in any litigation as of September 30, 2019.

Southern Ohio Diversification Initiative
Pike County
Notes to the Consolidated Financial Statements
For the Fiscal Year Ended September 30, 2019

NOTE 7 – NOTE PAYABLE

During fiscal year 2013 the Initiative entered into a loan agreement in the amount of \$300,025 for the purpose of constructing a facility for the Ohio Valley Regional Development Commission (OVRDC). This loan was originally issued in December 2012 at 2.5% interest for an eight-month period and then it was renegotiated and extended into a twelve-month loan at 2.75% interest. The note matures in December 2019 and will be renewed. The Initiative is making monthly payments of \$1,769.91. The loan is being secured with the certificate of deposit.

The facility is owned by the Initiative; however, the Initiative entered into a long-term capital lease with OVRDC whereby OVRDC will make monthly rental payments to the Initiative in the amount of \$1,769.91 which provides the Initiative with sufficient cash flow to make the principal and interest payments on the loan. OVRDC utilizes the facility and the Initiative has recorded a lease receivable on their financial statements which will be amortized over twenty years using the same interest rate as the loan. The Initiative has not recorded the facility on their financial statements as it is structured as a long-term capital lease.

NOTE 8 – CHANGE IN OWNERSHIP INTEREST OF LIMITED LIABILITY COMPANY

On October 10, 2018, the Initiative entered into an amendment of the ownership interest in Southern Ohio Asset Recovery, LLC and changed the ownership interest from 51 percent to 75 percent. This change in ownership has been recognized as a change in net assets in the consolidating statement of activities and changed the Noncontrolling Deficit in SOAR, Inc. in the Consolidated Statement of Financial Position in the accompanying financial statements.

NOTE 9 – NEW ACCOUNTING STANDARDS

The Financial Accounting Standards Board (FASB) has adopted the following standards updates that will be effective in coming years. The Organization has not early implemented these changes.

Accounting Standards Update No. 2016-02, *Leases (Topic 842)*, will require that lessees record nearly all leases on the balance sheet. Lessors will see some changes too, largely made to align with the revised lessee model and the FASB's new revenue recognition guidance. This Update will be effective for most not-for-profits for fiscal years beginning after December 15, 2020.

Accounting Standards Update 2014-09, *Revenue from Contracts with Customers*, will eliminate the transaction- and industry-specific revenue recognition guidance under current U.S. GAAP and replace it with a principle-based approach for determining revenue recognition. This Update will be effective for most not-for-profits for fiscal years beginning after December 15, 2018.

Accounting Standards Update 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash*, require that a statement of cash flows explains the change in during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts on the statement of cash flows. The amendments in this Update do not provide a definition of restricted cash or restricted cash equivalents. The amendment will be effective for fiscal years beginning after December 15, 2018.



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

March 26, 2020

Members of the Board
Southern Ohio Diversification Initiative

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Southern Ohio Diversification Initiative (a nonprofit organization) (the Initiative), which comprise the consolidated statement of financial position as of September 30, 2019, and the related consolidated statements of activities, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated March 26, 2020.

Internal Control Over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered the Initiative's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Initiative's internal control. Accordingly, we do not express an opinion on the effectiveness of Southern Ohio Diversification Initiative's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Initiative's consolidated 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 determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instance of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the organization'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 organization's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Respectfully submitted,

A handwritten signature in cursive script that reads "Whited Seigneur Sams & Rahe".

WHITED SEIGNEUR SAMS & RAHE CPAs, LLP

Southern Ohio Diversification Initiative
Pike County, Ohio
Consolidating Statement of Financial Position
September 30, 2019

| | Parent Company Southern Ohio Diversification Initiative | Subsidiary Company Southern Ohio Asset Recovery, Inc. | Eliminations | Consolidated Totals |
|---|--|--|---------------------|--------------------------------|
| Assets | | | | |
| Current Assets: | | | | |
| Cash and Cash Equivalents | \$ 178,610 | \$ 29,455 | \$ - | \$ 208,065 |
| Investments | 500,000 | - | - | 500,000 |
| Accounts Receivable | 249,431 | - | (245,555) | 3,876 |
| Prepaid Expenses | 11,458 | - | - | 11,458 |
| TOTAL CURRENT ASSETS | 939,499 | 29,455 | (245,555) | 723,399 |
| Property and Equipment: | | | | |
| Construction in Progress | 78,912 | - | - | 78,912 |
| Land | 2,016,600 | - | - | 2,016,600 |
| Land Improvements | 895 | - | - | 895 |
| Building | 426,594 | - | - | 426,594 |
| Infrastructure | 2,529,040 | - | - | 2,529,040 |
| Vehicles | 35,189 | - | - | 35,189 |
| Equipment | 38,165 | - | - | 38,165 |
| Furniture and Fixtures | 6,688 | - | - | 6,688 |
| Less: Accumulated Depreciation | (1,254,616) | - | - | (1,254,616) |
| NET PROPERTY AND EQUIPMENT | 3,877,467 | - | - | 3,877,467 |
| Other Assets: | | | | |
| Lease Receivable | 196,611 | - | - | 196,611 |
| TOTAL OTHER ASSETS | 196,611 | - | - | 196,611 |
| TOTAL ASSETS | \$ 5,013,577 | \$ 29,455 | \$ (245,555) | \$ 4,797,477 |
| Liabilities and Net Assets | | | | |
| Current Liabilities: | | | | |
| Accounts Payable | \$ 50,929 | \$ 294,342 | \$ (90,942) | \$ 254,329 |
| Due to Other Governments | 411,855 | - | - | 411,855 |
| Accrued Expenses | 10,938 | - | - | 10,938 |
| Note Payable | 200,968 | - | - | 200,968 |
| Deficit Investment in SOAR, Inc. | 198,665 | - | (198,665) | - |
| TOTAL CURRENT LIABILITIES | 873,355 | 294,342 | (289,607) | 878,090 |
| TOTAL LIABILITIES | 873,355 | 294,342 | (289,607) | 878,090 |
| Net Assets: | | | | |
| Noncontrolling Interest in SOAR, Inc. | - | - | (66,222) | (66,222) |
| Net Assets without Donor Restrictions | 4,140,222 | (264,887) | 110,274 | 3,985,609 |
| TOTAL NET ASSETS | 4,140,222 | (264,887) | 44,052 | 3,919,387 |
| TOTAL LIABILITIES AND NET ASSETS | \$ 5,013,577 | \$ 29,455 | \$ (245,555) | \$ 4,797,477 |

Southern Ohio Diversification Initiative
Pike County, Ohio
Consolidating Statement of Activities
For the Fiscal Year Ended September 30, 2019

| | Parent Company Southern Ohio Diversification Initiative | Subsidiary Company Southern Ohio Asset Recovery, Inc. | Eliminations | Consolidated Totals |
|--|--|--|---------------------|--------------------------------|
| Changes in Net Assets without Donor Restrictions | | | | |
| Revenues, Gains, and Other Support: | | | | |
| Charges for Services | \$ 133,676 | \$ 108,448 | \$ (89,509) | \$ 152,615 |
| Rent Income | 25,057 | - | - | 25,057 |
| Other | 27,920 | - | - | 27,920 |
| Interest Income | 10,426 | - | - | 10,426 |
| TOTAL REVENUES, GAINS, AND OTHER SUPPORT | 197,079 | 108,448 | (89,509) | \$ 216,018 |
| Expenses: | | | | |
| Personnel Costs | 428,829 | - | - | 428,829 |
| Professional Fees | 8,782 | 93,109 | (89,509) | 12,382 |
| Contract Labor | 1,749 | 45,706 | - | 47,455 |
| Property Tax | 9,594 | - | - | 9,594 |
| Utilities | 21,263 | - | - | 21,263 |
| Administrative | 30,321 | 520 | - | 30,841 |
| Economic Development | 1,433 | - | (1,433) | - |
| Interest Expense | 5,570 | - | - | 5,570 |
| Depreciation | 79,984 | - | - | 79,984 |
| TOTAL EXPENSES | 587,525 | 139,335 | (90,942) | 635,918 |
| CHANGE IN NET ASSETS | (390,446) | (30,887) | 1,433 | (419,900) |
| Net assets, beginning of year | 4,609,993 | (234,000) | (36,706) | 4,339,287 |
| Change in Equity Percentage of Ownership | (56,160) | - | 56,160 | - |
| Equity in Loss of SOAR, Inc. - Subsidiary | (23,165) | - | 23,165 | - |
| Net assets, end of year | <u>\$ 4,140,222</u> | <u>\$ (264,887)</u> | <u>\$ 44,052</u> | <u>\$ 3,919,387</u> |

Southern Ohio Diversification Initiative
Pike County, Ohio
Consolidated Statement of Cash Flows
For the Fiscal Year Ended September 30, 2019

| | Parent Company Southern Ohio Diversification Initiative | Subsidiary Company Southern Ohio Asset Recovery, Inc. | Eliminations | Consolidated Totals |
|--|--|--|---------------------|--------------------------------|
| Cash Flows From Operating Activities: | | | | |
| Cash Received from Customers | \$ 21,771 | \$ 159,648 | \$ - | \$ 181,419 |
| Cash received from Rent | 25,057 | - | - | 25,057 |
| Cash Received from Other Sources | 28,619 | - | - | 28,619 |
| Cash Paid to Suppliers | (51,890) | (129,661) | - | (181,551) |
| Economic Development | (1,433) | - | - | (1,433) |
| Cash Paid to Employees for Services and Benefits | (417,819) | - | - | (417,819) |
| Net Cash Used for Operating Activities | <u>(395,695)</u> | <u>29,987</u> | <u>-</u> | <u>(365,708)</u> |
| Cash Flows From Non-capital Financing Activities: | | | | |
| Principal Payment on Note | - | (10,000) | - | (10,000) |
| Net Cash Provided by Non-capital Financing Activities | <u>-</u> | <u>(10,000)</u> | <u>-</u> | <u>(10,000)</u> |
| Cash Flows From Capital and Related Financing Activities: | | | | |
| Interest Payments | (5,570) | - | - | (5,570) |
| Principal Payments | (15,842) | - | - | (15,842) |
| Net Cash Used for Capital and Related Financing Activities | <u>(21,412)</u> | <u>-</u> | <u>-</u> | <u>(21,412)</u> |
| Cash Flows From Investing Activities: | | | | |
| Interest Income | 10,426 | - | - | 10,426 |
| Proceeds from Sale of Investments | 501,500 | - | - | 501,500 |
| Principal Repayment on Lease Receivable | 16,511 | - | - | 16,511 |
| Net Cash Provided By Investing Activities | <u>528,437</u> | <u>-</u> | <u>-</u> | <u>528,437</u> |
| Net Increase (Decrease) in Cash and Investments | 111,330 | 19,987 | - | 131,317 |
| Cash and Cash Equivalents Beginning of Year | <u>67,280</u> | <u>9,468</u> | <u>-</u> | <u>76,748</u> |
| Cash and Cash Equivalents End of Year | <u>\$ 178,610</u> | <u>\$ 29,455</u> | <u>\$ -</u> | <u>\$ 208,065</u> |
| Reconciliation of Change in Net Assets to Net Cash Provided By (Used for) Operating Activities: | | | | |
| Net Income (Loss) | \$ (390,446) | \$ (30,887) | \$ 1,433 | \$ (419,900) |
| Depreciation | 79,984 | - | - | 79,984 |
| Interest Income Not Included in Operating Activities | (10,426) | - | - | (10,426) |
| Deficit Investment in SOAR | - | - | (1,433) | (1,433) |
| Interest Payment Not Included in Operating Activities | 5,570 | - | - | 5,570 |
| Adjustments to Reconcile Net Income (Loss) to Net Cash Used for Operating Activities: | | | | |
| (Increase) Decrease in Accounts Receivable | (90,275) | 11,414 | - | (78,861) |
| Decrease in Prepaid Expenses | (1,954) | - | - | (1,954) |
| Increase in Accounts Payable | 14,274 | 49,460 | - | 63,734 |
| (Decrease) in Accrued Expenses | (2,422) | - | - | (2,422) |
| Total Adjustments | <u>(80,377)</u> | <u>60,874</u> | <u>-</u> | <u>(19,503)</u> |
| Net Cash Used for Operating Activities | <u>\$ (395,695)</u> | <u>\$ 29,987</u> | <u>\$ -</u> | <u>\$ (365,708)</u> |

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OHIO AUDITOR OF STATE KEITH FABER



SOUTHERN OHIO DIVERSIFICATION INITIATIVE

PIKE 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
APRIL 21, 2020**