FINANCIAL STATEMENTS SEPTEMBER 30, 2016

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Independent Auditors' Report

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Board of Directors Clayton Recreation, Sports and Wellness Commission, Inc. St. Louis, Missouri

Report On The Financial Statements

We have audited the accompanying financial statements of the business-type activities of Clayton Recreation, Sports And Wellness Commission, Inc. (the Commission), as of and for the years ended September 30, 2016 and 2015, and the related notes to the financial statements, which collectively comprise the Commission's basic financial statements as listed in the table of contents.

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.

Auditors' 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. 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 auditors' 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 respective financial position of the Commission as of September 30, 2016 and 2015, and the respective changes in its financial position and cash flows thereof for the year then ended in accordance with 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 that the Management's Discussion and Analysis on pages 3 through 6 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

April 25, 2017

RubinBrown LLP

MANAGEMENT'S DISCUSSION AND ANALYSIS

As management of the Clayton Recreation, Sports and Wellness Commission, Inc. (the Commission) we offer readers of the financial statements this narrative overview and analysis of the financial activities for the fiscal years ended September 30, 2016, 2015 and 2014.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the Commission's basic financial statements. The Commission's financial statements presented in this report consist of the Statement of Net Position; Statement of Revenues, Expenses, and Changes in Net Position; and Statement of Cash Flows. The Statement of Net Position provides information about the nature and amounts of investments in resources (assets) and the obligations to creditors (liabilities). It also provides the basis for assessing the liquidity and financial flexibility of the Commission. The revenues and expenses are accounted for in the Statement of Revenues, Expenses, and Changes in Net Position. This statement reports the revenues and expenses during the time periods indicated, and can be used to determine whether the Commission has successfully recovered all of its costs through user fees and other charges. The primary purpose of the Statement of Cash Flows is to provide information about the Commission's cash receipts and cash payments. This statement reports cash receipts, cash payments, and net changes in cash resulting from activities related to operations, capital and related financing, non-capital financing, and investing.

The following is a summary of financial position for the fiscal years 2016, 2015 and 2014:

	September 30,							
	2016	2015	2014					
ASSETS								
Current assets	\$ 261,106 \$	368,125 \$	374,006					
Capital assets	11,563,344	12,003,534	12,508,613					
Total Assets	11,824,450	12,371,659	12,882,619					
LIABILITIES								
Current liabilities	534,168	572,913	694,588					
Total Liabilities	534,168	572,913	694,588					
NET POSITION								
Investment in capital assets	11,563,344	12,003,534	12,508,613					
Unrestricted deficiency	(273,062)	(204,788)	(320,582)					
Total Net Position	\$ 11,290,282 \$	11,798,746 \$	12,188,031					

Management's Discussion And Analysis (Continued)

BALANCE SHEET

2016 and 2015

The Commission's net position at September 30, 2016 decreased \$508,464 to \$11,290,282 from the prior year. The change is primarily due to the provision for depreciation expense of \$561,177 and an operating loss before depreciation of \$190,483. These items were partially offset by contributions totaling \$200,000 from affiliated entities, the City of Clayton and the School District of Clayton, and utility reimbursements of \$41,681 from BJC/Oasis.

2015 and 2014

The Commission's net position at September 30, 2015 decreased \$389,285 to \$11,798,746 from the prior year. The change is primarily due to the provision for depreciation expense of \$581,521 and an operating loss before depreciation of \$95,099. These items were partially offset by contributions totaling \$200,000 from affiliated entities, the City of Clayton and the School District of Clayton, and utility reimbursements of \$39,005 from BJC/Oasis.

	September 30,						
		2016	2015	2014			
Operating revenues	\$	2,896,904 \$	2,915,457 \$	2,966,141			
Operating expenses		3,648,564	3,544,445	3,675,899			
Operating loss		(751,660)	(628,988)	(709,758)			
Nonoperating revenues, net		243,196	239,703	462,705			
Change in net position		(508,464)	(389,285)	(247,053)			
Net position, beginning of year		11,798,746	12,188,031	12,435,084			
Net position, end of year	\$	11,290,282 \$	11,798,746 \$	12,188,031			

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION

2016 and 2015

Operating revenues in fiscal year 2016 decreased by \$18,553 to \$2,896,904 or .64%, and expenses increased by \$104,119 to \$3,648,564 or 2.9% compared to the prior year ended September 30, 2015. Contributions from affiliates (City of Clayton and School District of Clayton) in fiscal year 2016 remained consistent with 2015 at \$200,000, and are included in non-operating revenue.

2015 and 2014

Operating revenues in fiscal year 2015 decreased by \$50,684 to \$2,915,457 or 1.7%, and expenses decreased by \$131,454 to \$3,544,445 or 3.5% compared to the prior year ended September 30, 2014. Contributions from affiliates (City of Clayton and School District of Clayton) in fiscal year 2015 decreased by \$226,416 to \$200,000 and are included in non-operating revenue.

Management's Discussion And Analysis (Continued)

STATEMENT OF CASH FLOWS

The Commission's rate structure is designed to collect sufficient revenues to cover operating expenses. The net cash used in operating activities was used primarily for normal operating items.

CAPITAL ASSETS

The Commission's investment in capital assets includes building, improvements, furniture, and fitness equipment. Capital assets in fiscal year 2016 increased by \$80,648 to \$20,571,815 and accumulated depreciation increased by \$520,838 to \$9,008,471. Capital assets in fiscal year 2015 decreased by \$38,723 to \$20,491,167 and accumulated depreciation increased by \$466,356 to \$8,487,633.

The following is a comparative summary of capital assets.

	September 30,							
		2016		2015		2014		
Building and improvements	\$	19,048,313	\$	18,989,790	\$	19,045,446		
Furniture and equipment		1,523,502		1,501,377		1,484,444		
Total Capital Assets		20,571,815		20,491,167		20,529,890		
Less: Accumulated depreciation		9,008,471		8,487,633		8,021,277		
Net Capital Assets	\$	11,563,344	\$	12,003,534	\$	12,508,613		

Additional information on capital assets can be found in Note 3 of the Notes to Financial Statements.

OVERALL ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The Commission's overall net position including depreciation expense decreased \$508,464 in fiscal year 2016, decreased \$389,285 in fiscal year 2015 and decreased \$247,053 in 2014. The Commission's net position, excluding depreciation expense, increased \$52,713 in fiscal year 2016, increased \$144,604 in fiscal year 2015, and increased \$334,468 in fiscal year 2014.

OVERALL OUTLOOK FOR NEXT YEAR

As in years past, the revenue stream for annual passes continues to be an important avenue of access for many people in the community, including residents, non-residents and corporate citizens alike. Once again, this is not expected to change for the upcoming year. The Commission's income reflects growth of 6.64% in annual passes for FY17, due in large part to a membership fee increase implemented on October 1, 2016. Increased member amenities, such as free and reduced-fee member services, are gauged each year and continue to drive membership sales, particularly for families. Daily fees and facility rentals continue to be consistent sources of revenue for the facility. A somewhat conservative budget was approved for FY17, but the Commission is optimistic that it will maintain the current high quality of service to its patrons.

Management's Discussion And Analysis (Continued)

SUMMARY

This report is intended to provide our customers and other interested parties with a general overview of the financial position of the Commission and to indicate accountability for the revenues received. Questions about this report or requests for additional information should be directed to the City of Clayton Parks and Recreation Director, Patty DeForrest, at 314-290-8464 or Director of Finance and Administration, Janet K. Watson, at 314-290-8445.

BALANCE SHEET

Assets

		Septem	ber a	30,
		2016		2015
Current Assets				
Cash	\$	176,859	\$	177,440
Accounts receivable		41,988		$143,\!276$
Prepaid expenses		42,259		47,409
Total Current Assets		261,106		368,125
Capital Assets		10.040.010		10.000.500
Building and improvements		19,048,313		18,989,790
Furniture and equipment		1,523,502		1,501,377
T A 1.11		20,571,815		20,491,167
Less: Accumulated depreciation		9,008,471		8,487,633
Total Capital Assets		11,563,344		12,003,534
	\$	11,824,450	\$	12,371,659
Liabilities And Net Position				_
Current Liabilities				
Accounts payable	\$	121,807	\$	107,598
Accrued salaries and payroll taxes	Ψ	46,566	Ψ	102,817
Accrued compensated absences		15,084		23,295
Deferred revenue - memberships		350,411		338,903
Deposits		300		300
Total Current Liabilities		534,168		572,913
Net Position				
Net investment in capital assets		11,563,344		12,003,534
Unrestricted		(273,062)		(204,788)
Total Net Position		11,290,282		11,798,746
	\$	11,824,450	\$	12,371,659

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION

	For The Years Ended September 30,				
	_	2016	CIIID	2015	
Operating Revenues					
Admissions	\$	1,980,118	\$	2,023,687	
Programs	•	702,859	•	697,475	
Rentals		175,405		150,111	
Child care		13,400		16,397	
Miscellaneous		25,122		27,787	
Total Operating Revenues		2,896,904		2,915,457	
Operating Expenses					
Building operations		1,034,643		1,060,898	
Administration		1,124,033		1,123,108	
Aquatics		419,267		356,318	
Fitness		419,635		370,472	
Sports		58,183		68,947	
Summer quest		21,500		20,499	
General recreation		10,126		10,314	
Depreciation		561,177		533,889	
Total Operating Expenses		3,648,564		3,544,445	
Operating Loss		(751,660)		(628,988)	
Nonoperating Revenues (Expenses)					
Contributions from affiliates		200,000		200,000	
Utility reimbursement		41,681		39,005	
Investment income		1,515		698	
Total Nonoperating Revenues (Expenses)		243,196		239,703	
Change In Net Position		(508,464)		(389,285)	
Net Position - Beginning Of Year		11,798,746	1.	2,188,031	
Net Position - End Of Year	\$	11,290,282	\$ 1	1,798,746	

STATEMENT OF CASH FLOWS

	For The Years				
		Ended Sept	emb	er 30,	
		2016		2015	
Cash Flows From Operating Activities					
Cash received from operations	\$	3,009,700	\$	2,863,312	
Cash paid for operations		(3,131,902)		(3,052,384)	
Net Cash Used In Operating Activities		(122,202)		(189,072)	
Cash Flows From Noncapital Financing Activities		44.004		20.00	
Utility reimbursement		41,681		39,005	
Contributions from affiliates		200,000		200,000	
Net Cash Flows Provided By Noncapital Financing Activities		241,681		239,005	
Cash Flows Used In Capital And Related Financing Activities					
Purchases of furniture and equipment		(121,575)		(113,841)	
T drondsos of furmoure and equipment		(121,010)		(110,011)	
Cash Flows Provided By Investing Activities					
Investment income		1,515		698	
Net Decrease In Cash		(581)		(63,210)	
Cash - Beginning Of Year		177,440		240,650	
Cash - End Of Year	\$	176,859	\$	177,440	
Reconciliation Of Operating Loss To Net Cash					
Used In Operating Activities					
Operating loss	\$	(751,660)	\$	(628,988)	
Adjustments to reconcile operating loss to net cash	Φ	(731,000)	φ	(020,300)	
used in operating activities:		501 177		#99 000	
Depreciation		561,177		533,889	
Loss on disposal of capital assets		588		85,031	
Changes in assets and liabilities:				(== =	
(Increase) decrease in accounts receivable		101,288		(53,616)	
(Increase) decrease in prepaid expenses		$5,\!150$		(3,713)	
Increase (decrease) in accounts payable		14,209		(130,692)	
Increase (decrease) in accrued salaries, payroll taxes and					
compensated absences		(64,462)		7,546	
Increase in deferred revenue - memberships		11,508		1,471	
Net Cash Used In Operating Activities	\$	(122,202)	\$	(189,072)	

NOTES TO FINANCIAL STATEMENTS September 30, 2016 And 2015

1. Summary Of Significant Accounting Policies

Clayton Recreation, Sports and Wellness Commission, Inc. (the Commission), a nonprofit organization, was legally incorporated in 1997 (with activity commencing on July 1, 1998) with the purposes of providing educational, recreation, athletic and wellness programs, community-based activities and related activities, and owning and operating a new athletic/recreation facility and renovated community center for the benefit of the City of Clayton, Missouri (the City) and the School District of Clayton, St. Louis, Missouri (the School District).

The financial statements of the Commission have been prepared in conformity with U.S. generally accepted accounting principles (GAAP) as applied to local governments based upon its relationship with the City and the School District. The more significant accounting policies of the Commission are described below:

Reporting Entity

The financial statements of the Commission include the financial activities of the Commission and any component units, entities which are financially accountable to the Commission. The Commission does not have any component units.

Basis Of Accounting And Measurement Focus

All activities of the Commission are accounted for within a single proprietary (enterprise) fund. An enterprise fund is used to account for operations that are financed and operated in a manner similar to private business enterprises - where the intent of the governing body is that the costs (including depreciation) of providing services to the public on a continuing basis be financed or recovered primarily through user charges.

The Commission's financial statements are presented on the accrual basis of accounting, where revenues are recognized as earned and expenses are recognized when the related liability is incurred. The accounting and financial reporting treatment applied to the Commission is determined by its measurement focus. The transactions of the Commission are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and all liabilities associated with the operations are included on the statement of financial position.

Notes To Financial Statements (Continued)

Revenues and expenses are categorized as either operating or nonoperating. Operating revenues and expenses include charges that are assessed to the beneficiaries of the service and the cost of providing the service. Nonoperating and other activities primarily include investment income, utility reimbursements and contributions from affiliates.

When both restricted and unrestricted resources are available for use, it is the Commission's policy to use restricted resources first, and then unrestricted resources as they are needed.

Accounts Receivable

In the opinion of management, all receivables are collectible in full; therefore, no allowance for doubtful accounts is provided.

Capital Assets

The Commission defines capital assets as assets with an initial cost of more than \$1,000 and an estimated useful life in excess of one year. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated property and equipment are recorded at estimated fair market value at the date of the donation.

The cost of normal maintenance and repairs that do not add to the value of the asset or materially extend the asset's life is not capitalized.

Depreciation is being computed on the straight-line method, using asset lives as follows:

Assets	Years
Building and improvements	7 - 40 years
Furniture and equipment	5 - 10 years

Compensated Absences

The Commission allows all full-time employees to accumulate unused sick leave up to a maximum of 130 days. Earned vacation time is required to be used within one year of accrual. Upon termination, accumulated vacation will be paid to the employee. Sick leave is not paid upon termination, but will be paid only upon illness while in the employment of the Commission.

Statement Of Cash Flows

For purposes of the statement of cash flows, the Commission considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Notes To Financial Statements (Continued)

Income Taxes

The Commission is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code.

Use Of Estimates

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

2. Deposits And Investments

The Commission follows the City's investment policy, since the Commission's funds are pooled with the City's funds. The Commission has pooled cash deposits with the City at September 30, 2016 and 2015 of \$175,759 and \$176,340, respectively. The Commission held petty cash of \$1,100 in 2016 and 2015. The City and the Commission take a conservative, "prudent person" approach to their investment purchases and management. The focus of this policy is to invest public funds in safe and secure investments with sufficient liquidity to enable the Commission to meet the cash flow demands of operations while obtaining the best rate of return, given the investment risk and cash flow restraints of the policy.

Custodial credit risk for deposits is the risk that in the event of a bank failure, the Commission's deposits may not be returned or the Commission will not be able to recover collateral securities in the possession of an outside party. The Commission's bank deposits are required by state law to be secured by the deposit of certain securities specified at RSMo 30.270 with the Commission or trustee institution. The value of the securities must amount to the total of the Commission's cash not insured by the Federal Deposit Insurance Corporation (FDIC).

As of September 30, 2016 and 2015, the Commission's bank balances with the City were entirely secured or collateralized with securities held by the City or by its agent in the City's name.

Investment Policy

The objectives of the City's investment policy are the following:

<u>Legality</u>: Every investment shall be made in accordance with applicable federal, state and local statutory provisions.

Notes To Financial Statements (Continued)

<u>Safety</u>: Safety of principal is the foremost objective of the investment policy. Investments shall be undertaken in a manner that seeks to ensure the preservation of capital.

<u>Liquidity</u>: The investment portfolio must remain sufficiently liquid to enable the Commission to meet all operating requirements, which might be reasonably anticipated.

<u>Return on Investment</u>: The Commission's investment portfolio shall be managed with the objective of obtaining a market rate of return throughout budgetary and economic cycles, taking into account the Commission's investment risk constraints and the cash flow characteristics of the portfolio.

These objectives support the Commission's conservative and prudent approach to investment management. The policy also addresses qualified institutions, appropriate investments, collateralization, safekeeping, institutional diversification of the portfolio, maximum maturities, performance standards, and reporting requirements.

Investment Types And Maturities

The policy limits investments to bonds, bills or notes of the United States or an agency thereof, negotiable or nonnegotiable certificates of deposit, savings accounts and other interest-earning deposit accounts of authorized financial institutions, or repurchase agreements (with acceptable collateral in an amount greater than the amount of the repurchase agreement including accrued interest) through approved financial institutions with a previously signed Master Repurchase Agreement. In accordance with the City's policy, the City tries to maintain a high level of liquidity to allow the Commission to meet its operating requirements. Unless matched to a specific cash flow, the Commission will not invest in securities maturing more than three years from the date of purchase, unless circumstances warrant other consideration.

Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The City's investment policy does not address credit quality standards.

Concentration Of Credit Risk

The Commission's policy is to diversify its investments by institution, with the exception of bonds, bills or notes of the United States or any agency thereof.

Notes To Financial Statements (Continued)

Custodial Credit Risk

For investments, custodial credit risk is the risk that in the event of the failure of the counterparty to a transaction, the Commission will not be able to recover the value of the investments or collateral securities that are in the possession of an outside party. In accordance with the City's policy, the Commission addresses custodial risk by pre-qualifying institutions with which the Commission places investments, diversifying the investment portfolio, and maintaining a standard of quality for investments.

For deposits, custodial credit risk is the risk that in the event of bank failure, the Commission's deposits may not be returned. Protection of the Commission's deposits is provided by the Federal Deposit Insurance Corporation, by eligible securities pledged by the financial institution, or by a single collateral pool established by the financial institution.

3. Capital Assets

Capital assets activity for the fiscal years ended September 30, 2016 and 2015 was as follows:

	Balance -			Balance -
	October 1,			September 30,
	2015	Additions	Deletions	2016
Capital assets being depreciated:				
Building and improvements	\$ 18,989,790	\$ 58,523	\$ —	\$ 19,048,313
Furniture and equipment	1,501,377	63,052	(40,927)	1,523,502
Total Capital Assets				_
Being Depreciated	20,491,167	121,575	(40,927)	20,571,815
				_
Less: Accumulated depreciation for:				
Building and improvements	7,228,006	499,965	_	7,727,971
Furniture and equipment	1,259,627	61,212	(40,339)	1,280,500
Total Accumulated				_
Depreciation	8,487,633	561,177	(40,339)	9,008,471
Total Capital Assets, Net	\$ 12,003,534	\$ (439,602)	\$ (588)	\$ 11,563,344

Notes To Financial Statements (Continued)

	Balance -			Balance -
	October 1,			September 30,
	2014	Additions	Deletions	2015
Capital assets being depreciated:				
Building and improvements	\$ 19,045,446	\$ 53,222	\$ (108,878)	\$ 18,989,790
Furniture and equipment	1,484,444	60,619	(43,686)	1,501,377
Total Capital Assets				
Being Depreciated	20,529,890	113,841	(152,564)	20,491,167
Less: Accumulated depreciation for:				
Building and improvements	6,758,833	497,249	(28,076)	7,228,006
Furniture and equipment	1,262,444	36,640	(39,457)	1,259,627
Total Accumulated				
Depreciation	8,021,277	533,889	(67,533)	8,487,633
Total Capital Assets, Net	\$ 12,508,613	\$ (420,048)	\$ (85,031)	\$ 12,003,534

Depreciation expense for the years ended September 30, 2016 and 2015 totaled \$561,177 and \$533,889, respectively.

4. Long-Term Liabilities

The following is a summary of changes in the Commission's long-term liabilities for the fiscal years ended September 30, 2016 and 2015:

		alance - tober 1, 2015	Add	itions	Rec	luctions	_	alance - nber 30, 2016		Amount Due Within One Year
Compensated absences	\$	23,295	\$	29,181	\$	(37,392)	\$	15,084	\$	15,084
	Rs	ılance -					R	alance -		Amount Due
		tober 1, 2014	Add	itions	Rec	luctions		nber 30, 2015	C	Within One Year
Compensated absences	\$	21,883	\$	31,010	\$	(29,598)	\$	23,295	\$	23,295

Notes To Financial Statements (Continued)

5. Intergovernmental Agreement And Related Party Transactions

The City joined with the School District to construct and operate the Commission's recreational facility. Administration, accounting, and repair and maintenance of the facility will be shared in accordance with an agreement between the City and the School District. The City contributed approximately two-thirds of the construction costs, with the remainder contributed by the School District and various other organizations. The City and the School District are liable in accordance with the terms of the contract for any operational cash shortages. The total amount charged to the City and the School District amounted to \$200,000 for the years ended September 30, 2016 and 2015. Both the City and the School District are leasing three and nine acres of land, respectively, to the Commission for \$1 per year for 35 years.

At September 30, 2016 and 2015, accounts payable includes \$79,816 and \$61,708, respectively, which is owed to the School District.

6. Employee Retirement Benefit Plan

Substantially all full-time Commission employees are covered by a defined benefit pension plan which is operated by the City. Employees become eligible to participate in the plan on the start date of their full-time employment. The net pension liability associated with this plan is reported on the City's financial statements, as the Commission's share of this liability is immaterial.