

DDA Board of Directors

Thursday, February 14, 2019 at 1:30 p.m.

LOCATION

City Hall Conference Room 302A

Special Meeting

AGENDA

1. Call to order – Chair
2. Approval of minutes from October 22, 2018 (action required) – Chair
3. Review and accept the audited financial statements for FY 2018 (action required) – Finance Director
4. Review and accept the 6/30/18 Annual Report (action required) – Finance Director
5. Review and accept interim financials (action required) – Finance Director
6. Incremental Pass Through Agreement (action required) – Staff
7. Battle Rock Development Agreement (action required) – Staff
8. TIF District Reporting Requirements – Staff
 - a. Tax Incremental Financing Act, 2018 PA 57
9. Project Update – Staff
 - a. Heritage Tower
 - b. New Holland
 - c. Record Box
 - d. Battle Rock
 - e. Food Service Retail Storefront
10. Membership
11. Member/Citizen comment
12. Adjourn - Chair

Attachments:

- Agenda
- Minutes from October 22, 2018
- Audited financial Statements June 30, 2018
- DDA Annual report 2017-2018
- FY 19 interim financials

- Incremental Pass Through Agreement
- Development Agreement
- Tax Incremental Financing Act, 2018 PA 57 (with check list)
- Meeting Schedule 2019

**BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY
BOARD OF DIRECTORS**

Monday October 22nd, 2018

MEMBERS PRESENT: Robert Sharkey, Commissioner Susan Baldwin, Paul Conkey, Rebecca Fleury, Edward Guzzo, Ross Simpson

ABSENT: Kim Carter, Tom Harris, Commissioner Kate Flores

OTHERS PRESENT: Linda Morrison, John Hart, Ted Dearing and Sarah McGinnis

Call to order: Mr. Sharkey called the meeting to order at 3:32pm.

Approval of Minutes:

MOTION: Mr. Conkey moved that the Battle Creek Downtown Development Authority Board of Directors approve the meeting minutes from July 23rd, 2018 as presented. Mr. Simpson supported the motion. Unanimously approved.

MOTION: Mr. Conkey moved that the Battle Creek Downtown Development Authority Board of Directors approve the meeting minutes from October 1st, 2018 as presented. Mr. Simpson supported the motion. Unanimously approved.

Review Interim Financial statements:

Ms. Morrison reviewed the preliminary year end financial statements through June 30, 2018. The State Aid Revenue (replacement for personal property tax) from the State of Michigan has been approved. The DDA was facing a deficit and will no longer require support from the general fund. Ms. Morrison also reviewed the interim financial statements through 9/30/18.

MOTION: Ms. Baldwin moved that the Battle Creek Downtown Development Authority Board of Directors approve the preliminary year end and interim financial statements as presented. Mr. Simpson supported the motion. Unanimously approved.

Project Report – Ted Dearing/John Hart:

Heritage Tower project is moving forward. Construction is on-going and on track. This will have 85 residential, restaurant locations and retail space. New Holland will be moving forward in a few weeks. The Record Box purchase has closed, more details coming soon. The Battle Rock project is completing an environmental assessment. Current Kitchen and Bar started at Festival Market Square and is moving to River's Edge location. A food service retail location is beginning that is rented during the day by Café Rica and a local chocolatier will be using the facility in the evenings. The cargo shops have done really well. They are closing soon for winter. There are some reserved parking spaces that are being moved and new signs have been requested.

Membership:

We are still looking for a few more members. Please make any recommendations to Robert Sharkey.

Member/Citizen Comments:

Clara's on the River will be closed November 19th - November 22nd for major kitchen renovations. They will be open again the day after Thanksgiving.

Adjourn: 4:20pm

BATTLE CREEK DOWNTOWN
DEVELOPMENT AUTHORITY
(A Component Unit of the
City of Battle Creek, Michigan)

Year Ended
June 30, 2018

Financial
Statements and
Supplementary
Information

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BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

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INDEPENDENT AUDITORS' REPORT

December 26, 2018

To the Board of Directors of the
Battle Creek Downtown Development Authority
City of Battle Creek, Michigan

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, the business-type activities, and each major fund of the *Battle Creek Downtown Development Authority, a component unit of the City of Battle Creek, Michigan* (the "Authority") as of and for the year ended June 30, 2018, and the related notes to the financial statements, which collectively comprise the Authority'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.

Independent Auditors' Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit 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 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 Authority'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 opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, and each major fund of the Authority, as of June 30, 2018, and the respective changes in financial position and cash flows, where applicable, thereof, and the budgetary comparison for the general fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that management's discussion and analysis listed in the table of contents be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. 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.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Battle Creek Downtown Development Authority's basic financial statements. The supplementary schedules listed in the table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The supplementary schedules have not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on them.

A handwritten signature in black ink that reads "Rehmann Robson LLC". The signature is written in a cursive, flowing style.

MANAGEMENT'S DISCUSSION AND ANALYSIS

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Management's Discussion and Analysis

The Battle Creek Downtown Development Authority (the "Authority") was established March 6, 1979 pursuant to Public Act 197 of 1975. The Authority is a component unit of the City of Battle Creek, Michigan and presents this management discussion and analysis of its financial performance as an overview of financial activities for the fiscal year ended June 30, 2018.

Using this Annual Report

This discussion and analysis is intended to serve as an introduction to some of the Authority's basic financial statements. The basic financial statements include the following (among others):

- The statement of net position presents information on all of the Authority's assets, deferred outflows of resources, and liabilities with the difference reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the Authority is improving or deteriorating.
- The statement of activities presents information showing how the Authority's net position changed during the most recent fiscal year.
- The balance sheet and statement of revenues, expenditures and changes in fund balances - governmental funds focuses on *near-term inflows and outflows of spendable resources*, as well as on *balances of spendable resources available* at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financing
- The statement of revenues, expenditures and changes in fund balance - budget and actual - general fund presents information showing the comparison of the Authority's actual revenues and expenditures to what was budgeted.
- The notes to the basic financial statements provide additional information that is essential to a full understanding of the data provided in the basic financial statements.

Financial Analysis

The net position of the Authority is summarized for the purpose of determining the overall fiscal position. As shown below, the Authority's liabilities exceeded its assets and deferred outflows of resources by \$29,459,578 at the end of the fiscal year, of which \$1,246,750 was restricted for loan commitments and lending activities. That leaves a deficit balance of \$30,706,328 in unrestricted net position.

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Management's Discussion and Analysis

A comparative analysis of the data is presented below:

	Net Position					
	Governmental activities		Business-type activities		Total	
	2018	2017	2018	2017	2018	2017
Assets						
Current and other assets	\$ 747,839	\$ 305,402	\$ 1,446,746	\$ 1,455,008	\$ 2,194,585	\$ 1,760,410
Deferred outflows of resources						
Deferred charge on refunding	1,458,111	2,067,774	-	-	1,458,111	2,067,774
Liabilities						
Other liabilities	675,890	300,694	199,996	199,996	875,886	500,690
Long-term debt	32,236,388	33,955,320	-	-	32,236,388	33,955,320
Total liabilities	32,912,278	34,256,014	199,996	199,996	33,112,274	34,456,010
Net position						
Restricted for loan commitments and lending activity	-	-	1,246,750	1,255,012	1,246,750	1,255,012
Unrestricted (deficit)	(30,706,328)	(31,882,838)	-	-	(30,706,328)	(31,882,838)
Total net position	\$ (30,706,328)	\$ (31,882,838)	\$ 1,246,750	\$ 1,255,012	\$ (29,459,578)	\$ (30,627,826)

When comparing the current year change in net position of \$1,168,248 to the prior year change of \$989,709, the primary reason for the increase is a result of increased property tax revenue of \$155,273.

	Change in Net Position					
	Governmental activities		Business-type activities		Total	
	2018	2017	2018	2017	2018	2017
Revenues						
Program revenues:						
Charges for services	\$ -	\$ -	\$ 3,482	\$ 4,595	\$ 3,482	\$ 4,595
Operating grants and contributions	1,687,876	1,670,097	16,003	14,875	1,703,879	1,684,972
General revenues:						
Property taxes	1,528,555	1,373,282	-	-	1,528,555	1,373,282
Rents and leases	23,701	45,138	-	-	23,701	45,138
Unrestricted investment earnings (loss)	(12,097)	5,017	7,876	3,443	(4,221)	8,460
Total revenues	3,228,035	3,093,534	27,361	22,913	3,255,396	3,116,447
Total expenses	2,051,525	2,092,390	35,623	34,348	2,087,148	2,126,738
Change in net position	1,176,510	1,001,144	(8,262)	(11,435)	1,168,248	989,709
Net position, beginning of year,	(31,882,838)	(32,883,982)	1,255,012	1,266,447	(30,627,826)	(31,617,535)
Net position, end of year	\$ (30,706,328)	\$ (31,882,838)	\$ 1,246,750	\$ 1,255,012	\$ (29,459,578)	\$ (30,627,826)

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Management's Discussion and Analysis

Governmental funds. As of the end of the current fiscal year, the Authority's governmental funds reported combined ending fund balances of \$155,539 a decrease of \$16,099 from the prior year. This is a result of lower than expected investment earnings and property tax revenue.

The fund balance of the Authority's general fund decreased by \$10,314 during the current fiscal year. This fluctuation is a result of the property tax revenues being less than projected.

Proprietary fund. The Authority's proprietary fund provides the same type of information found in the government-wide financial statements, but in more detail.

The net position of the revolving loan enterprise fund at the end of the year amounted to \$1,246,750 all of which is restricted for loan commitments and lending activity. The fund had a decrease in total net position for the year of \$8,262. This decrease is a result of the increase in administrative expenses this year.

General Fund Budgetary Highlights

The general fund original adopted budget reflected revenues in excess of expenditures and an addition to fund balance of \$53,771. Mid-year budget adjustments were made to reflect an increase in the projected property tax revenues collections resulting in a budgeted increase in fund balance of \$62,998. Ultimately actual revenues were short of the budget (primarily in the personal property tax line item) in an amount greater than expenditures. This results in the small use of fund balance for the fiscal year of \$10,314.

Long-term Debt

At the end of the current fiscal year, the Battle Creek Downtown Development Authority had total debt outstanding of \$31,400,000, along with \$836,388 of unamortized bond issuance premiums. During fiscal year 2018, the City and Authority issued \$9,260,000 of refunding bonds to advance refund \$6,125,000 of the 2008 downtown development refunding bonds and \$3,675,000 of the 2013 downtown development refunding bonds.

Economic Factors

Battle Creek Downtown Development Authority's expenses are governed by the laws of the State of Michigan and bond indenture covenants. These laws and covenants determine how bond proceeds are spent and how and when debt retirement payments are made. During 2018, community development expenses were \$671,149, which included support for the Kellogg Arena, downtown economic development costs, and administrative expenses.

Contacting the Battle Creek Downtown Development Authority

This financial report is designed to provide a general overview of the Battle Creek Downtown Development Authority's finances and to show accountability for the money it receives and expends. The financial statements are available on the City's website: www.battlecreekmi.gov. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the City Finance Director, P.O. Box 1717, Battle Creek, MI 49016-1717.

BASIC FINANCIAL STATEMENTS

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BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Statement of Net Position

June 30, 2018

	Governmental Activities	Business-type Activities	Total
Assets			
Cash and cash equivalents	\$ -	\$ 49,206	\$ 49,206
Investments	-	1,076,789	1,076,789
Accounts receivable	583,105	56,389	639,494
Taxes receivable	128,460	-	128,460
Interest receivable	36,274	1,844	38,118
Loans receivable, net:			
Due within one year	-	21,943	21,943
Due in more than one year	-	240,575	240,575
Total assets	747,839	1,446,746	2,194,585
Deferred outflows of resources			
Deferred charge on refunding	1,458,111	-	1,458,111
Liabilities			
Accounts payable and accrued liabilities	461,865	199,996	661,861
Accrued interest payable	212,050	-	212,050
Unearned revenue	1,975	-	1,975
Long-term debt:			
Due within one year	1,389,484	-	1,389,484
Due in more than one year	30,846,904	-	30,846,904
Total liabilities	32,912,278	199,996	33,112,274
Net position			
Restricted for loan commitments and lending activity	-	1,246,750	1,246,750
Unrestricted (deficit)	(30,706,328)	-	(30,706,328)
Total net position	\$ (30,706,328)	\$ 1,246,750	\$ (29,459,578)

The accompanying notes are an integral part of these financial statements.

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Statement of Activities

For the Year Ended June 30, 2018

Functions/Programs	Expenses	Program Revenues		Net (Expense) Revenue
		Charges for Services	Operating Grants and Contributions	
Governmental activities				
Community development	\$ 671,149	\$ -	\$ 1,687,876	\$ 1,016,727
Interest on long-term debt	1,380,376	-	-	(1,380,376)
Total governmental activities	2,051,525	-	1,687,876	(363,649)
Business-type activities				
Revolving loans	35,623	3,482	16,003	(16,138)
Total	\$ 2,087,148	\$ 3,482	\$ 1,703,879	\$ (379,787)

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BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Statement of Activities

For the Year Ended June 30, 2018

	Governmental Activities	Business-type Activities	Total
Changes in net position			
Net expense	\$ (363,649)	\$ (16,138)	\$ (379,787)
General revenues:			
Property taxes	1,528,555	-	1,528,555
Rents and leases	23,701	-	23,701
Unrestricted investment earnings (loss)	(12,097)	7,876	(4,221)
Total general revenues	1,540,159	7,876	1,548,035
Change in net position	1,176,510	(8,262)	1,168,248
Net position (deficit), beginning of year	(31,882,838)	1,255,012	(30,627,826)
Net position (deficit), end of year	\$ (30,706,328)	\$ 1,246,750	\$ (29,459,578)

concluded.

The accompanying notes are an integral part of these financial statements.

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Balance Sheet Governmental Funds June 30, 2018

	General	Pipeline Bonds Debt Service	Total Governmental Funds
Assets			
Accounts receivable	\$ 583,105	\$ -	\$ 583,105
Taxes receivable	128,460	-	128,460
Interest receivable	36,274	-	36,274
Total assets	\$ 747,839	\$ -	\$ 747,839
Liabilities			
Accounts payable	\$ 461,865	\$ -	\$ 461,865
Unearned revenue	1,975	-	1,975
Total liabilities	463,840	-	463,840
Deferred inflows of resources			
Unavailable revenue - property taxes	128,460	-	128,460
Fund balances			
Unassigned	155,539	-	155,539
Total liabilities, deferred inflows of resources and fund balances	\$ 747,839	\$ -	\$ 747,839

The accompanying notes are an integral part of these financial statements.

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Reconciliation

Fund Balances for Governmental Funds
to Net Position of Governmental Activities
June 30, 2018

Fund balances - total governmental funds	\$	155,539
Amounts reported for governmental activities in the statement of net position are different because:		
Deferred charges on refunding are not reported in the governmental funds, whereas they are capitalized and amortized for statement of net position.		1,458,111
The focus of governmental funds is on short-term financing. Accordingly, some assets will not be available to pay for current-period expenditures. Those assets (such as certain receivables) are offset by deferred inflows of resources in the governmental funds, and thus are not included in fund balance.		
Unavailable taxes receivable		128,460
Certain liabilities, such as bonds payable, are not due and payable in the current period and therefore are not reported in the funds.		
Bonds payable		(31,400,000)
Accrued interest on bonds		(212,050)
Unamortized bond premium		<u>(836,388)</u>
Net position of governmental activities	\$	<u><u>(30,706,328)</u></u>

The accompanying notes are an integral part of these financial statements.

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Statement of Revenues, Expenditures and Changes in Fund Balances

Governmental Funds

For the Year Ended June 30, 2018

	General	Pipeline Bonds Debt Service	Total Governmental Funds
Revenues			
Property taxes	\$ 1,460,590	\$ -	\$ 1,460,590
Intergovernmental	1,687,876	-	1,687,876
Unrestricted investment earnings (loss)	(12,097)	-	(12,097)
Rents and leases	23,701	-	23,701
Total revenues	3,160,070	-	3,160,070
Expenditures			
Community development	671,149	-	671,149
Debt service:			
Principal	-	1,305,000	1,305,000
Interest and fiscal charges	-	1,393,026	1,393,026
Total expenditures	671,149	2,698,026	3,369,175
Revenue over (under) expenditures	2,488,921	(2,698,026)	(209,105)
Other financing sources (uses)			
Issuance of refunding debt	-	9,260,000	9,260,000
Payment to refunding bond escrow agent	-	(10,022,866)	(10,022,866)
Premium on issuance of refunding debt	-	955,872	955,872
Transfers in	-	2,499,235	2,499,235
Transfers out	(2,499,235)	-	(2,499,235)
Total other financing sources (uses)	(2,499,235)	2,692,241	193,006
Net change in fund balances	(10,314)	(5,785)	(16,099)
Fund balances, beginning of year	165,853	5,785	171,638
Fund balances, end of year	\$ 155,539	\$ -	\$ 155,539

The accompanying notes are an integral part of these financial statements.

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Reconciliation

Net Changes in Fund Balances of Governmental Funds
to Change in Net Position of Governmental Activities
For the Year Ended June 30, 2018

Net change in fund balances - total governmental funds	\$ (16,099)
Amounts reported for governmental activities in the statement of activities are different because:	
Bond proceeds provide current financial resources to governmental funds in the period issued, but issuing bonds increases long-term debt in the statement of net position. Repayment of bond principal is an expenditure in the governmental funds, but the repayment reduces long-term debt in the statement of net position.	
Principal payments on long-term debt	1,305,000
Proceeds from issuance of refunding bond	(9,260,000)
Premium on issuance of long-term debt	(955,872)
Payment to refunding bond escrow agent	10,022,866
Amortization of deferred charge on refunding	(460,876)
Amortization of bond issuance premium	829,804
Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds.	
Change in unavailable taxes receivable	67,965
Some expenses reported in the statement of activities do not require the use of current financial resources and therefore are not reported as expenditures in the funds.	
Change in accrued interest payable on bonds	<u>(356,278)</u>
Change in net position of governmental activities	<u><u>\$ 1,176,510</u></u>

The accompanying notes are an integral part of these financial statements.

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Statement of Revenues, Expenditures and Changes in Fund Balance

Budget and Actual - General Fund

For the Year Ended June 30, 2018

	Original Budget	Final Budget	Actual	Actual Over (Under) Final Budget
Revenues				
Property taxes	\$ 1,649,256	\$ 1,706,860	\$ 1,460,590	\$ (246,270)
Intergovernmental	1,596,961	1,631,089	1,687,876	56,787
Unrestricted investment earnings (loss)	500	-	(12,097)	(12,097)
Rents and leases	24,201	23,701	23,701	-
Total revenues	3,270,918	3,361,650	3,160,070	(201,580)
Expenditures				
Community development	666,100	790,934	671,149	(119,785)
Revenues over (under) expenditures	2,604,818	2,570,716	2,488,921	(81,795)
Other financing uses				
Transfers out	(2,551,047)	(2,507,718)	(2,499,235)	(8,483)
Net change in fund balance	53,771	62,998	(10,314)	(73,312)
Fund balance, beginning of year	165,853	165,853	165,853	-
Fund balance, end of year	\$ 219,624	\$ 228,851	\$ 155,539	\$ (73,312)

The accompanying notes are an integral part of these financial statements.

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Statement of Net Position

Revolving Loan Enterprise Fund

June 30, 2018

Assets

Current assets:

Cash and cash equivalents	\$ 49,206
Investments	1,076,789
Accounts receivable	56,389
Interest receivable	1,844
Current portion of loans receivable, net	<u>21,943</u>
Total current assets	<u>1,206,171</u>

Noncurrent assets -

Loans receivable, net of current portion	<u>240,575</u>
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Total assets 1,446,746

Liabilities, all current

Accounts payable	<u>199,996</u>
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Net position

Restricted for loan commitments and lending activity	<u><u>\$ 1,246,750</u></u>
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The accompanying notes are an integral part of these financial statements.

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Statement of Revenues, Expenses and Changes in Fund Net Position

Revolving Loan Enterprise Fund

For the Year Ended June 30, 2018

Operating revenues	
Charges for services	\$ 3,482
Loan loss recovery	16,003
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Total operating revenues	19,485
Operating expenses	
Professional services	35,623
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Operating loss	(16,138)
Nonoperating revenues	
Investment earnings	7,876
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Change in net position	(8,262)
Net position, beginning of year	1,255,012
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Net position, end of year	\$ 1,246,750
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The accompanying notes are an integral part of these financial statements.

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Statement of Cash Flows

Revolving Loan Enterprise Fund
For the Year Ended June 30, 2018

Cash flows from operating activities	
Loans collected from borrowers	\$ 20,733
Interest and fees on loans	5,214
Payments from Battle Creek Unlimited, Inc.	2,895
Administrative and other expenses paid	<u>(37,014)</u>
Net cash used in operating activities	<u>(8,172)</u>
Cash flows from investing activities	
Purchase of investments	(128,523)
Proceeds from sale of investments	150,799
Investment income received	<u>7,876</u>
Net cash provided by investing activities	<u>30,152</u>
Net change in cash and cash equivalents	21,980
Cash and cash equivalents, beginning of year	<u>27,226</u>
Cash and cash equivalents, end of year	<u>\$ 49,206</u>
Reconciliation of operating loss to net cash used in operating activities	
Operating loss	\$ (16,138)
Adjustments to reconcile operating loss to net cash used in operating activities:	
Changes in assets and liabilities:	
Accounts receivable	2,895
Interest receivable	(112)
Loans receivable	<u>5,183</u>
Net cash used in operating activities	<u>\$ (8,172)</u>

The accompanying notes are an integral part of these financial statements.

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NOTES TO FINANCIAL STATEMENTS

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Notes to Financial Statements

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity

These financial statements present the activities of the Battle Creek Downtown Development Authority (the "Authority"). The Authority was established March 6, 1979 pursuant to Public Act 197 of 1975. The primary purpose of the Authority is to revitalize and encourage economic activity in the downtown business district. The Authority's activities are primarily funded through tax increment financing, bonded debt and revolving loans.

The Authority is a component unit of the City of Battle Creek, Michigan (the "City") because the City appoints the Authority's Board of Directors, it has the ability to significantly influence the Authority's operations and it is financially accountable for the Authority. Accordingly, the Authority is presented as a discrete component unit in the City's financial statements and is an integral part of that reporting entity.

Government-wide and Fund Financial Statements

The statements of net position and activities display information about the financial activities of the Authority. Eliminations have been made to minimize the double-counting of internal activities. These statements distinguish between the Authority's governmental and business-type activities. Governmental activities generally are financed through taxes and other nonexchange transactions. Business-type activities are financed in whole or in part by fees charged to external parties for revolving loans.

The statement of activities presents a comparison between direct expenses and program revenues for the business-type activity of the Authority and for each function of the Authority's governmental activities. Direct expenses are those that are specifically associated with a program or function and, therefore, are clearly identifiable to a particular function. Program revenues include (a) fees and charges paid by the recipients of goods or services offered by the programs and (b) grants and contributions that are restricted to meeting the operational or capital requirements of a particular program. Revenues that are not classified as program revenues, including all taxes, are presented as general revenues.

The fund financial statements provide information about the Authority's funds. Separate statements for each fund category - governmental and proprietary - are presented. The emphasis of fund financial statements is on major governmental and enterprise funds, each displayed in a separate column.

Measurement Focus, Basis of Accounting and Financial Statement Presentation

The government-wide and proprietary funds financial information is reported using the *economic resources measurement focus* and the *accrual basis of accounting*. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows.

Governmental fund financial information is reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the Authority considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Property taxes and interest are considered to be susceptible to accrual. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures are recorded only when payment is due.

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Notes to Financial Statements

The Authority reports the following major governmental funds:

The *general fund* is the Authority's primary operating fund. It accounts for all financial resources of the Authority, except those accounted for and reported in another fund.

The *pipeline bonds debt service fund* is used to account for and report financial resources that are restricted or committed to expenditure for principal and interest.

The Authority reports the following major enterprise fund -

The *revolving loan enterprise fund* is used to account for loans made to local businesses.

Generally, the effect of interfund activity has been eliminated from the government-wide financial statements.

Fund Balances

Governmental funds report *nonspendable fund balance* for amounts that cannot be spent because they are either (a) not in spendable form or (b) legally or contractually required to be maintained intact. *Restricted fund balance* is reported when externally imposed constraints are placed on the use of resources by grantors, contributors, or laws or regulations of other governments. *Committed fund balance* is reported for amounts that can only be used for specific purposes pursuant to constraints imposed by formal action of the government's highest level of decision-making authority, the Board. A formal resolution of the Board is required to establish, modify, or rescind a fund balance commitment. The Authority currently has no assigned fund balance as the Board has not yet given authority for the making of such assignments; assigned fund balances are neither restricted nor committed. Unassigned fund balance is the residual classification for the general fund.

When the government incurs an expenditure for purposes for which various fund balance classifications can be used, it is the government's policy to use restricted fund balance first, then committed, assigned, and finally unassigned fund balance.

Capital Assets

The Authority has no capital assets for which it holds legal ownership. Infrastructure assets (e.g., roads, bridges, curbs, sidewalks, storm sewers and similar items), along with water and wastewater subsystems constructed by the Authority, are not recorded as the Authority's capital assets, even though the Authority may be obligated to repay the debt issued to finance the related projects. Such capital assets become the property of the City when they are placed into service and, accordingly, are reported in the City's capital assets.

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Notes to Financial Statements

Deferred Outflows of Resources

In addition to assets, the statement of financial position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element represents a consumption of net position that applies to one or more future periods and will not be recognized as an outflow of resources (expense/expenditure) until then. The government only has one item that qualifies for reporting in this category, which is the deferred charge on refunding reported in the government-wide statement of net position. A deferred charge on refunding results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt.

Long-term Obligations

In the government-wide financial statements, long-term debt is reported as a liability. Bond discounts are deferred and amortized over the life of the bonds using the effective interest method. Bonds payable are reported net of the applicable bond discount.

In the fund financial statements, governmental fund types recognize bond discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

Deferred Inflows of Resources

In addition to liabilities, the statement of net position and/or governmental funds balance sheet will sometimes report a separate section for deferred inflows of resources. This separate financial statement element represents an acquisition of net position that applies to one or more future periods and so will not be recognized as an inflow of resources (revenue) until that time. The governmental funds report unavailable revenues, which arises only under a modified accrual basis of accounting, from property taxes. These amounts are deferred and recognized as an inflow of resources in the period that the amounts become available.

Budgetary Information

The general fund is under formal budgetary control and its budget is prepared on the same modified accrual basis used to reflect actual results. The Authority follows the City budget process in establishing the budgetary data reflected in the financial statements:

- The Authority submits a proposed budget to the City Manager. After review and approval, the City Manager submits a recommended operating budget to the City Commission. The budget is legally adopted through a City Commission resolution prior to the beginning of the budgetary year for the Authority's funds.
- The budget is adopted on a basis consistent with generally accepted accounting principles. Budgeted amounts are as originally adopted or amended by the City Commission during the year.

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Notes to Financial Statements

2. CASH AND INVESTMENTS

The Authority’s cash and cash equivalents are considered to be cash on hand, demand deposits, short-term investments with original maturities of three months or less from the date of acquisition, and deposits in the City’s cash and investment pool.

State statutes authorize the Authority to deposit in the accounts of federally insured banks, credit unions, and savings and loan associations, and to invest in obligations of the U.S. Treasury, certain commercial paper, repurchase agreements, bankers acceptances, and mutual funds composed of otherwise legal investments. The Authority and City’s investment policies follow the State’s guidelines.

At year-end, the Authority had negative equity in the City’s internal cash management pool in the amount of \$428,879 which is included in the accounts payable. Because it is infeasible to allocate risk to individual component units or pool participants, aggregate cash and investment categorizations are presented in the City’s basic financial statements.

The Authority’s remaining deposits and investments, which are entirely recorded in the revolving loan fund (business-type activity), include the following:

Deposits	\$	49,206
Investments		<u>1,076,789</u>
 Total		 <u><u>\$ 1,125,995</u></u>

Deposits

Custodial Credit Risk - Deposits. In the case of deposits, this is the risk that in the event of a bank failure the Authority’s deposits may not be returned to it. As of June 30, 2018, the carrying amounts of the Authority’s deposits were \$49,206 and the bank balance was \$49,206. The full amount is FDIC insured.

Investments

At year end, the revolving loan fund’s investment balances were as follows:

	Fair Value	Rating
U.S. agencies	\$ 322,889	AA+ S&P
Municipal bonds	715,000	A- S&P
Money market account	<u>38,900</u>	AAA S&P
	 <u><u>\$ 1,076,789</u></u>	

Custodial Credit Risk - Investments. For investments, custodial credit risk is the risk that, in the event of the failure of the counterparty, the revolving loan fund will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. Although uninsured and unregistered, the revolving loan fund investments are not exposed to custodial credit risk since the securities are held by the counterparty’s trust department in the revolving loan fund’s name.

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Notes to Financial Statements

Concentration of Credit Risk. At June 30, 2018, the investment portfolio of the revolving loan fund was concentrated as follows:

Investment Type	Issuer	% of Portfolio
U.S. agencies	Federal National Mortgage Association	13.36%
	Federal Home Loan Mortgage Corporation	16.63%
Municipal bonds	Michigan Municipal Bond Authority	66.40%
Money market account	Fifth Third Securities	3.61%

Interest Rate Risk. As of June 30, 2018, the maturities of the revolving loan fund's investments were as follows:

Investment Type	Fair Value	Investments Maturities (fair value by years)			
		Less Than 1 Year	1-5 Years	6-10	More Than 10
U.S. agencies	\$ 322,889	\$ -	\$ -	\$ -	\$ 322,889
Municipal bonds	715,000	-	-	240,000	475,000
Money market account	38,900	38,900	-	-	-
	<u>\$ 1,076,789</u>	<u>\$ 38,900</u>	<u>\$ -</u>	<u>\$ 240,000</u>	<u>\$ 797,889</u>

Fair Value. The revolving loan fund categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; and Level 3 inputs are significant unobservable inputs. These levels are determined by the revolving loan fund's investment manager, and are determined at the fund level based on a review of the investment's class, structure, and what kind of securities are held in funds. The investment manager will request the information from the fund manager, if necessary.

The revolving loan fund's recurring fair value measurements as of June 30, 2018 were related to its investments in government agency funds, municipal bonds, and a money market account. The investments in government agency funds and municipal bonds are valued using significant other observable inputs of the underlying securities and bonds (Level 2 inputs). The money market account is valued using quoted prices in active markets (Level 1 inputs).

3. LOANS RECEIVABLE

The details of loans receivable outstanding as of June 30, 2018 are as follows:

Total loans outstanding	\$ 342,496
Less allowance for loan losses	<u>(79,978)</u>
Net loans outstanding	<u>\$ 262,518</u>

Of this amount, \$21,943 is expected to be collected within one year.

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Notes to Financial Statements

4. TRANSFERS

For the year ended June 30, 2018, interfund transfers are summarized as follows:

Transfers In	Transfers Out
	General
Pipeline bonds debt service	<u>\$ 2,499,235</u>

Transfers into the debt service fund are used to move receipts restricted to or allowed for debt service from the funds collecting the receipts to the debt service fund as debt service payments become due.

5. LONG-TERM DEBT

Following is a summary of the Authority's debt outstanding as of June 30, 2018:

	Interest Rate	Date of Maturity	Outstanding Principal
Limited tax general obligation bonds			
2017 downtown development refunding	2.836% - 3.984%	5/1/2034	\$ 22,260,000
2018 downtown development refunding	2.000% - 5.000%	5/1/2025	<u>9,140,000</u>
Total limited tax general obligation bonds			<u>\$ 31,400,000</u>

Annual debt service requirements to maturity for the Authority's debt are as follows:

Year Ending June 30,	Authority Obligation	
	Principal	Interest
2019	\$ 1,270,000	\$ 1,272,297
2020	1,435,000	1,208,797
2021	1,515,000	1,137,047
2022	1,610,000	1,061,297
2023	1,620,000	980,797
2024-2028	9,570,000	3,838,239
2029-2033	11,750,000	1,917,569
2034	<u>2,630,000</u>	<u>104,779</u>
	<u>\$ 31,400,000</u>	<u>\$ 11,520,822</u>

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Notes to Financial Statements

Refunded Debt

During fiscal year 2018, the City and Authority issued \$9,260,000 of refunding bonds to advance refund \$6,125,000 of the 2008 downtown development refunding bonds and \$3,675,000 of the 2013 downtown development refunding bonds to provide resources to purchase U.S. government securities that were placed in an irrevocable trust to generate resources for all future debt service payments. As a result, the refunded bonds are considered to be defeased and the liability has been removed from the governmental activities. The refunding resulted in a net savings of \$851,329 and an economic gain of \$760,830.

Changes in Long-term Debt

Long-term liability activity for the year ended June 30, 2018, is as follows:

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
General obligation bonds	\$ 33,245,000	\$ 9,260,000	\$ (11,105,000)	\$ 31,400,000	\$ 1,270,000
Issuance premiums	710,320	955,872	(829,804)	836,388	119,484
	<u>\$ 33,955,320</u>	<u>\$ 10,215,872</u>	<u>\$ (11,934,804)</u>	<u>\$ 32,236,388</u>	<u>\$ 1,389,484</u>

6. PROPERTY TAXES

Property tax revenue is derived pursuant to a tax increment financing agreement between the Authority and applicable taxing districts. Real and personal property taxes are levied and attach as an enforceable lien on properties located within the boundaries of the tax increment financing district. The City bills and collects the taxes on behalf of the Authority. Delinquent taxes on ad valorem real property are purchased by Calhoun County. Property tax revenue is recognized when levied in the government-wide financial statements and in the fund financial statements to the extent that it is available to pay current obligations.

Except for property taxes captured from local schools that exceed contractual obligations, the Authority is entitled to all taxes levied on property within the Downtown Development Authority district to the extent that the current taxable value exceeds the base year taxable value. The base year of initial properties was 1979, the inception date of the Authority. The base year on other properties is determined by the date of entry into the district; the Authority district was expanded in 1985, 1987 and 1993, and was reduced in 2000.

Renaissance zone property is tax abated property against which property taxes are not currently levied, but in the near future may return or revert to the ad valorem tax rolls. Similarly, industrial and commercial facility tax properties are abated personal property that receive up to a 50% reduction in the millage rate for a stated number of years as approved by the City of Battle Creek, Michigan (or applicable taxing jurisdiction).

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Notes to Financial Statements

The captured increments in taxable value for the 2017 levy are summarized below:

Ad valorem property	\$ 31,489,575
IFT* / CFT** / other property	<u>4,298,256</u>
Total	<u>\$ 35,787,831</u>

- * IFT - Industrial Facility Tax
- ** CFT - Commercial Facility Tax

7. CONTINGENCIES

The Authority is currently involved in various tax appeals pending before the Michigan Tax Tribunal. The appeals cover various commercial and industrial properties for 2018. Due to the large number of appeals currently before the Tribunal, the time frame for resolution of these matters is unknown at this time. An estimate of the Authority's maximum exposure is approximately \$741,000 in taxable value. The City and Authority are vigorously defending all litigation.

The Authority has filed various tax increment capture and personal property tax exemption loss forms with the Michigan Department of Treasury for their review and have received reimbursement. Any disallowed claims, including amounts already collected, may constitute a liability of the applicable funds. Any amounts which may be adjusted by the Department of Treasury cannot be determined at this time although the government expects such amounts, if any, to be immaterial.



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SUPPLEMENTARY INFORMATION

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Continuing Bond Disclosures (Unaudited)

1. State Equalized Value (SEV) and Taxable Value (TV) of Ad Valorem Tax Roll

Assessed Value as of	Year of Tax Levy	Fiscal Year Ended	Ad Valorem SEV	
			December 31,	June 30,
			Amount	% Change
2016	2017	2018	\$ 201,195,723	-4.23%
2015	2016	2017	210,078,194	-31.80%
2014	2015	2016	308,053,399	0.69%
2013	2014	2015	305,941,698	-1.06%
2012	2013	2014	309,216,375	-1.29%
2011	2012	2013	313,271,287	-2.84%
2010	2011	2012	322,432,246	-2.95%
2009	2010	2011	332,233,669	-3.22%
2008	2009	2010	343,277,363	10.49%
2007	2008	2009	310,687,476	1.02%

Note - Tax Year 2016 is the first year for Eligible Manufacturing Personal Property Exemption per legislative action.

2. Taxable Value (TV) of Ad Valorem Tax Roll by Use

Fiscal Year Ended	Homestead			
	Residential	Agriculture	Commercial	Industrial
June 30,				
2018	\$ 7,949,920	\$ -	\$ 22,032,102	\$ 25,928,056
2017	8,175,733	-	22,021,857	33,948,507
2016	8,587,134	-	22,858,332	131,717,181
2015	8,407,623	-	22,525,895	131,321,583
2014	8,354,061	-	18,819,482	129,906,757
2013	9,048,307	-	18,652,976	130,111,440
2012	9,523,796	-	19,044,320	134,949,930
2011	10,042,466	-	19,279,450	136,840,201
2010	10,051,578	-	18,296,458	143,316,212
2009	10,284,801	-	15,760,790	129,141,330



Ad Valorem TV

Amount	% Change
\$ 189,567,453	-6.00%
201,662,381	-33.08%
301,356,020	0.05%
301,190,549	-0.74%
303,449,276	-0.82%
305,957,010	-2.37%
313,385,680	-1.68%
318,737,466	-2.27%
326,124,199	12.56%
289,733,792	-0.21%

Non-Homestead			
Residential	Commercial	Industrial	Total
\$ 7,465,451	\$ 55,854,549	\$ 70,337,375	\$ 189,567,453
7,250,523	55,048,340	75,217,421	201,662,381
6,954,462	56,513,117	74,725,794	301,356,020
7,283,692	57,198,866	74,452,890	301,190,549
7,544,110	57,193,504	81,631,362	303,449,276
7,428,078	59,315,986	81,400,223	305,957,010
7,192,250	61,049,642	81,625,742	313,385,680
7,702,316	62,896,208	81,976,825	318,737,466
8,114,642	63,191,315	83,153,994	326,124,199
7,423,407	56,768,585	70,354,879	289,733,792

continued...

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Continuing Bond Disclosures (Unaudited)

3. Taxable Value (TV) of Ad Valorem Tax Roll by Class

Fiscal Year Ended June 30,	Real	Personal	Total
2018	\$ 130,293,036	\$ 59,274,417	\$ 189,567,453
2017	135,273,270	66,389,111	201,662,381
2016	136,919,762	164,436,258	301,356,020
2015	137,122,735	164,067,814	301,190,549
2014	139,718,189	163,731,087	303,449,276
2013	143,493,137	162,463,873	305,957,010
2012	145,766,488	167,619,192	313,385,680
2011	152,222,017	166,515,449	318,737,466
2010	154,054,943	172,069,256	326,124,199
2009	134,513,489	155,220,303	289,733,792

4. Taxable Value (TV) of the Industrial Facilities Tax Roll by Class

Fiscal Year Ended June 30,	Real	Personal	Total
2018	\$ 10,206,000	\$ 2,305,130	\$ 12,511,130
2017	10,891,863	2,706,002	13,597,865
2016	11,247,160	11,803,020	23,050,180
2015	11,380,799	12,718,056	24,098,855
2014	11,267,549	13,918,060	25,185,609
2013	10,445,996	15,346,973	25,792,969
2012	10,395,375	18,179,425	28,574,800
2011	3,844,597	17,454,949	21,299,546
2010	6,411,357	22,056,665	28,468,022
2009	14,945,099	27,788,914	42,734,013

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BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Continuing Bond Disclosures (Unaudited)

5. Property Tax Collections

Fiscal Year Ended June 30,	Taxes Levied	Collections to March 1	MBT Reimbursement	Total Collected
2018	\$ 1,604,095	\$ 1,604,095	\$ -	\$ 1,604,095
2017	2,084,461	2,084,461	-	2,084,461
2016	3,216,185	3,216,185	1,809,449	5,025,634
2015	3,328,965	3,328,965	1,797,567	5,126,532
2014	3,750,487	3,750,487	1,488,727	5,239,214
2013	3,507,220	3,507,220	1,855,085	5,362,305
2012	3,699,017	3,699,017	2,047,872	5,746,889
2011	3,740,618	3,740,618	2,149,027	5,889,645
2010	4,253,023	4,253,023	2,199,899	6,452,922
2009	4,360,392	4,360,392	2,557,159	6,917,551

Note - Starting in 2009 levied and collections to March 1 amounts are lower than prior year due to industrial and commercial exemptions per legislative action.

Note - Starting in 2017 levied and collections to March 1 amounts are lower than prior year due to capture loss in the current year.

6. Captured Property Tax Rates (per \$1,000 of value)

Fiscal Year Ended June 30,	(1) City	(2) Schools	(1) State Education Tax	County
2018	15.7490	18.0000	6.0000	5.3779
2017	15.4190	18.0000	6.0000	5.3779
2016	14.7360	18.0000	6.0000	5.3779
2015	14.7360	18.0000	6.0000	5.3779
2014	14.7360	18.0000	6.0000	5.3779
2013	14.7360	18.0000	6.0000	5.3779
2012	14.7360	18.0000	6.0000	5.3779
2011	14.4760	18.0000	6.0000	5.3779
2010	14.4760	18.0000	6.0000	5.3779
2009	14.4760	18.0000	6.0000	5.3779

(1) Levied on homestead and non-homestead properties.

(2) Levied on non-homestead properties only.

continued...

BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY

Continuing Bond Disclosures (Unaudited)

7. Taxable Value of Ten Largest Ad Valorem Taxpayers (Fiscal Year Ended June 30, 2018)

Taxpayer	Product or Service	Taxable Value	% of Taxable Value
1 Kellogg Company	Breakfast foods	\$61,111,066	32.24%
2 Kraft Foods Inc.	Breakfast foods	14,024,759	7.40%
3 Consumers Energy Co.	Electric utility	10,369,823	5.47%
4 Semco Energy Inc.	Natural gas utility	9,818,998	5.18%
5 North Pointe Woods	Office building	4,658,433	2.46%
6 Conagra Foods Inc.	Breakfast foods	4,488,902	2.37%
7 Trilogy Healthcare	Health care	3,171,797	1.67%
8 Graham Group, The	Medical office building	2,790,450	1.47%
9 Somerset Capital Group LTD	Investing	2,539,361	1.34%
10 Fifth Third Bank	Banking	2,532,726	1.34%
		<u>\$ 115,506,315</u>	<u>60.94%</u>

8. Taxable Value of Three Largest IFT Taxpayers (Fiscal Year Ended June 30, 2018)

Taxpayer	Product or Service	Taxable Value	% of Taxable Value
1 Cello-Foil Products, Inc.	Packaging	\$ 1,905,609	15.23%
2 Kellogg Company	Breakfast foods	1,562,674	12.49%
3 Covance Laboratories Inc.	Research and drug development	465,709	3.72%
		<u>\$ 3,933,992</u>	<u>31.44%</u>

concluded.

**ANNUAL REPORT
2017-18
Battle Creek Downtown Development Authority**

INTRODUCTION

This report on the status of the Battle Creek Downtown Development Authority is submitted to the Battle Creek City Commission in accordance with section 15 (3) of Act 197 of the Public Acts of 1975. Also in conformance with the Enabling Act, this report shall be published once in a Battle Creek general area newspaper. This report covers fiscal year 2017-18.

AMOUNT OF REVENUES, EXPENDITURES AND FUND BALANCE

	General	Debt Service Pipeline Bonds	Nonmajor Capital Projects
REVENUES			
Tax Increment Revenues	\$ 1,484,490	\$ -	\$ -
Tax Increment Revenues - Prior Period Delinquent Collections and other	(23,900)		
State Reimbursement of Tax Increment Revenue Decrease	1,687,876		
Interest	(12,097)	-	-
Other	23,701	-	-
Total revenues	3,160,070	-	-
EXPENDITURES			
Legal, professional and administrative	5,600	-	-
Community development	2,726	-	-
Bond issuance costs			
Debt service:			
Principal	-	1,305,000	-
Interest	-	1,201,218	-
Bond issuance costs	-	191,808	-
Total expenditures	8,326	2,698,026	-
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	3,151,744	(2,698,026)	-
OTHER FINANCING SOURCES (USES)			
Contributions:			
Kellogg Arena	(370,000)	-	-
Debt Service	-	-	-
Other Projects	(112,825)	-	-
Operating transfers in		2,499,235	-
Operating transfers out:			
Capital projects	-	-	-
Debt Service	(2,679,235)		
Refunding bond proceeds	-	9,260,000	-
Premium on refunding bonds	-	955,872	-
Payment to refunding bond escrow agent	-	(10,022,866)	-
Total other financing sources (uses)	(3,162,060)	2,692,241	-
EXCESS (DEFICIENCY) OF REVENUES AND OTHER FINANCING SOURCES OVER EXPENDITURES AND OTHER USES	(10,314)	(5,785)	-
FUND BALANCES - Beginning of Year, as restated	165,853	5,785	-
FUND BALANCES-End of Year:			
Reserved for debt service	-	-	-
Unreserved, Undesignated	-	-	-
FUND BALANCES - End of Year	\$ 155,539	\$ 0	\$ -

THE AMOUNT OF PRINCIPAL AND INTEREST ON ANY OUTSTANDING BONDED INDEBTEDNESS

The Battle Creek Downtown Development Authority, as of June 30, 2018, had two bond issues outstanding with principal balance of \$31,400,000 and interest due of \$11,520,822 if paid at maturity.

THE INITIAL ASSESSED VALUE AND CAPTURED ASSESSED VALUE OF THE PROJECT AREA

The Initial Assessed Value, i.e. the aggregate State Equalized/Taxable Value of all real and personal property not exempt from taxation, located within the defined development area at the time of the adoption of the development plan was \$134,732,208. The Captured Taxable Value of the property in the district for 2017-18 was \$35,787,831. The Authority has voted to allow 100% of County property taxes collected within the district based on 2002-2003 taxable values to revert to Calhoun County. However, taxes collected based on the increment above the 2002-2003 taxable value will be captured at 100%. For 2004-2005 only, 100% of the property taxes collected for Willard Library were captured. Additionally, 100% of property taxes collected within the district revert to Calhoun Intermediate School District, Kellogg Community College, as well as the Battle Creek Schools' building and site levy. All of the captured taxes generated by operating millages of the City of Battle Creek, Battle Creek School District and Lakeview School District are retained. Amounts that revert to taxing units are not included in revenue amounts shown on these statements.

CAPTURED VALUES	Current Taxable Value	Initial (base year)	
		Assessed Value	Captured Value
Ad valorem PRE Real	\$ 11,970,944	\$ 1,785,039	\$ 10,185,905
Ad valorem non-PRE Real	\$ 110,454,893	\$ 68,673,536	\$ 41,781,357
Ad valorem industrial personal	\$ 18,276,860	\$ 48,071,368	\$ (29,794,508)
Ad valorem commercial personal	\$ 21,371,708	\$ 2,570,135	\$ 18,801,573
Ad valorem utility personal	\$ 11,385,591	\$ 1,047,850	\$ 10,337,741
Ad valorem other personal	\$ -	\$ 9,304,075	\$ (9,304,075)
IFT New Facility real property 0% SET exemption	\$ 1,777,424	\$ -	\$ 1,777,424
IFT New Facility real property 100% SET exemption	\$ 215,702	\$ -	\$ 215,702
IFT New Facility personal property on industrial class land	\$ 2,305,130	\$ -	\$ 2,305,130
TOTAL	177,758,252	131,452,003	46,306,249

TAX INCREMENT REVENUES RECEIVED

From local school districts-operating	\$ 723,652
From intermediate school districts	\$ 5,933
From State Education Tax (SET)	\$ 342,386
From state share of IFT and other specific taxes**	\$ 35,465
From municipalities (city, twp, village)	\$ 400,511
Payment to Pennfield Twp - PA 425	\$ (23,457)
	\$ 1,484,490

Respectfully Submitted

Robert Sharkey, Chair of the Board
Battle Creek Downtown Development Authority

City of Battle Creek
Downtown Development Authority

Interim Statement of Revenues, Expenditures and Changes in Fund Balance

Budget and Actual

Fiscal Year To Date: 12/31/18

	Adopted Budget	7/1/18-12/31/0/18 Transactions	Budget Variance Positive/(Negative)
<u>GENERAL FUND</u>			
GENERAL REVENUES:			
Tax Increment Revenue	\$ 1,623,155	\$ 1,344,494	-278,661
State Aid Revenue (Personal Property Tax Replacement)	1,817,933	1,449,833	-368,100
Prior Year Revenue	0	0	0
Rents	23,700	12,982	-10,718
Interest earnings	0	24	24
Miscellaneous	0	0	0
Total General Revenues	3,464,788	2,807,332	
EXPENDITURES:			
Debt Service -			
2008/2013 Bonds - Pipeline Refunding	Term 2022/2025/2034	2,543,797	636,148
2013 Capital Improvement Bonds	2033	180,000	38,554
Total Debt Service		2,723,797	1,907,649 141,446
General Operating Expenditures:			
Administration		8,200	17,911
CBD maintenance		100,000	-
Kellogg Arena support		370,000	185,000
Economic Development Fund support		120,000	60,000
Downtown Special Project		40,000	-
Total General Operating Expenditures		638,200	262,911
TOTAL GENERAL FUND REVENUES	3,464,788	2,807,332	-657,456
TOTAL GENERAL FUND EXPENDITURES	3,361,997	937,614	2,424,383
EXCESS REVENUES OVER (UNDER) OPER. EXPENDITURES			
	\$ 102,791	\$ 1,869,719	1,766,928
Fund Balance, beginning of year	155,540	155,540	
Fund Balance, end of year (GENERAL FUND)	\$ 258,331	\$ 2,025,259	

**BATTLE CREEK DOWNTOWN DEVELOPMENT AUTHORITY/
BATTLE CREEK BROWNFIELD REDEVELOPMENT AUTHORITY TAX
INCREMENT PASS THROUGH AGREEMENT**

WHEREAS, the Battle Creek Downtown Development Authority (hereafter "BCDDA") is entitled to capture taxes attributable to an increase in the taxable value of real estate and personal property over a certain base amount with respect to property located within the downtown Battle Creek, Michigan area (the "DDA District"); and

WHEREAS, the Battle Creek Brownfield Redevelopment Authority (hereafter "BCBRA") has approved a Brownfield Plan for the proposed rehabilitation of 50 West Michigan Ave., Battle Creek, Michigan (hereafter "BRA Site No. _____"), which proposes the capture of future incremental tax increases within a portion of said DDA District; and

WHEREAS, the BCDDA has passed a Resolution dated _____, in which it agrees to the pass through of future tax incremental revenues to the BCBRA attributable to the rehabilitation of 50 West Michigan Ave., Battle Creek, Michigan.

NOW, THEREFORE

The BCDDA agrees that all future tax incremental revenue attributable to the rehabilitation of 50 West Michigan Ave., Battle Creek, Michigan, shall be captured by the BCBRA to be used in accordance with the BCBRA Site No. _____)

Battle Creek Downtown Development Authority

Date: _____, 2019 By: _____

Its:

DEVELOPMENT AGREEMENT
(50 West Michigan Avenue)

This Development Agreement (“Agreement”) is made as of **DATE** (“Effective Date”) by and between 50 West Michigan Ave, LLC (“Developer/Owner”), a Michigan limited liability company whose address is 1111 Capital Avenue, SW, Battle Creek, Michigan 49015 and the Battle Creek Downtown Development Authority (“DDA”), a Michigan statutory downtown development authority created and operating pursuant to PA 197 of 1975, whose address is c/o City of Battle Creek, 10 N. Division Street, Battle Creek, Michigan 49037. DDA and the Developer/Owner may be referred to herein collectively as “Parties” or individually as “Party.”

Via board authorization on April 23, 2018, the DDA board of directors approved a budget amendment for fiscal year 2018 including a \$110,000 contribution to 50 West Michigan Ave, LLC for a proposed project (“Project”) at 50 W. Michigan Avenue (“Premises”) in downtown Battle Creek and adopted a budget for fiscal year 2019 that included an additional \$40,000 for the Project. The budget amendment and fiscal year 2019 budget were approved via Resolutions 138 and 139 on May 1, 2018 by the Battle Creek City Commission.

It is a precondition to the release of funds from DDA to Developer/Owner that Developer/Owner and DDA enter into this Agreement. Accordingly, Developer/Owner and DDA hereby agree as follows:

1. **Special Development Obligations.** Developer/Owner shall fulfill all of the following obligations related to use of funds related to the project and other matters (“Special Development Obligations”) on time and in full:

- a. Developer/Owner shall invest a minimum of \$2.5 million (\$2,500,000) (“Develop/Owner Investment”) in building construction and improvements (collectively “Building Improvements”) at the Premises (excluding furniture, fixtures and equipment) on or before the one-year anniversary of the release of funds from the DDA (“Fulfillment Date”). The Building Improvements shall include the “Hard Costs” described and referred to within the MCRP Application Developer/Owner submitted to MCRP dated March 21, 2014, copy attached.
- b. On or before the Fulfillment Date, Developer/Owner shall employ at the Premises a minimum of three (3) full-time employees (“Employment Milestone”) and shall maintain employment of such number of employees at the Premises for a period of not less than one (1) year following the issuance of a certificate of occupancy for use of the Premises in connection with the Project (“End Date”).
- c. In connection with achieving the Employment Milestone, Developer/Owner will solicit employment applications from and is encouraged to hire residents of the City of Battle Creek;
- d. For the first 12 months following the issuance of a certificate of occupancy, Developer/Owner shall only allow the Premises to be used for a beginner and advanced

rock climbing gym and fitness facility with office and retail space and ancillary uses or other uses and purposes approved by DDA in writing in advance based on DDA's assessment and determination of what uses and purposes promote economic development and are otherwise in the best interest of the City of Battle Creek, which approval shall not be unreasonably withheld.

- e. Developer/Owner shall promptly (but in any event within ten (10) days following a request) provide written reports and documentation to DDA as reasonably requested by DDA from time to time to inform DDA of Developer/Owner's progress with respect to fulfillment of the Special Development Obligations.

2.Development Grants. Within thirty (30) days following the receipt of a building permit, DDA shall pay Developer/Owner one hundred and fifty thousand dollars (\$150,000) as a Development Grant provided Developer/Owner is not then in default of any Special Development Obligations. All proceeds of the Development Grants shall be invested in Building Improvements at the Premises (excluding furniture, fixtures and equipment), supplementing the Developer/Owner Investment.

3. **Other Grants.** DDA shall use its best efforts to assist Developer/Owner in identifying and obtaining grants and incentives to assist with the development of the Premises as described in this Agreement. Developer/Owner acknowledges that DDA does not guarantee receipt by Developer/Owner of any identified grant or incentive.

4. **Time of Essence.** Time is of the essence with respect to the Special Development Obligations and other matters set forth in this Agreement.

5. **Specific Performance.** DDA and Developer/Owner may sue to specifically enforce their rights hereunder.

6. **Force Majeure.** For the purpose of any of the provisions of this Agreement, neither of the parties and none of their successors in interest shall be considered in breach of or default of their respective obligations if performance is delayed due to acts of God, force majeure, fire, earthquake, flood, explosion, war, invasion, insurrection, riot, terrorism, mob violence, sabotage, equipment, facilities, materials or supplies in the open market, failure of transportation, strike, lockout, action of labor unions, a taking by eminent domain, requisition, laws or orders of government or of civil , military or naval authorities or any other cause whether similar or dissimilar, to the foregoing, not within the reasonable control of the party whose performance is required, including reasonable delays for adjustment of insurance, it being the purpose and intent of this Section that in the event of the occurrence of any such delays, the time or times for the performance of the covenants, provisions and agreements of this Agreement shall be extended for the period of the delay (including any time reasonably required to recommence performance due to such delay).

7. **General.** This Agreement may not be modified, changed, supplemented, or terminated, except by agreement and written instrument signed by the Parties.

8. **Choice of Law.** This Agreement shall be governed by and construed under the laws of the State of Michigan.

9. **Assignment of Agreement.** Neither Party may assign its rights or delegate its obligations under this Agreement without the consent of the other Party, which such consent will not be unreasonably withheld. Developer/Owner's rights and liabilities under this Agreement shall inure to the benefit of and shall be an obligation of the Develop/Owner's successors and assigns, if any.

10. **Headings.** The headings of this Agreement are for purposes of reference only and shall not limit or define the meaning of any provisions of this Agreement.

11. **Waiver.** No waiver of any of the provisions of this Agreement shall be deemed or shall constitute a waiver of any other provisions, whether or not similar, nor shall any waiver be a continuing waiver. No waiver shall be binding unless executed in writing to the Party making the waiver.

12. **Severability.** If any provision of this Agreement is held by a court of competent jurisdiction to be invalid, void or unenforceable, the remainder of the provisions of this Agreement shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

13. **Counterparts.** This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Agreement delivered by e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Agreement.

[Signatures Appear on the Following Page]

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement as of the Effective Date defined above.

DEVELOPER/OWNER:

50 West Michigan Ave, LLC

By: _____
Its Owner

DDA:

Downtown Development Authority

By: _____
Robert J. Sharkey, Board Chair

Tax Increment Financing Act, 2018 PA 57

Tax increment authorities and municipalities face new transparency and reporting requirements under a recently signed law.

The Recodified Tax Increment Financing Act, 2018 PA 57 (“Act 57”) was signed by Gov. Rick Snyder on March 15, 2018. It consolidates the legislative authority to create and operate tax increment authorities (other than brownfield redevelopment authorities) into a single statute and repealed the following acts:

- Downtown Development Authority Act (1975 PA 197)
- Tax Increment Finance Authority Act (1980 PA 450)
- Local Development Finance Authority Act (1986 PA 281)
- Nonprofit Street Railway Act (1867 PA 35)
- Corridor Improvement Authority Act (2005 PA 280)
- Water Resource Improvement Tax Increment Finance Authority Act (2008 PA 94)
- Neighborhood Improvement Authority Act (2007 PA 61)

While all authorities created or operating under the consolidated statutes will continue under Act 57, Act 57 also repealed the Historical Neighborhood Tax Increment Finance Authority Act (2004 PA 530) and the Private Investment Infrastructure Funding Act (2010 PA 250).

Act 57 states that a bond, note, or any other obligation or refunding of any obligation issued by an authority or by the municipality that created the authority under a statute repealed by Act 57 shall continue in effect under its original terms under the corresponding part of Act 57.

Act 57 imposes new, uniform reporting requirements on most authorities and their related municipalities, authorizes the Michigan Department of Treasury to enforce Act 57, and prohibits authorities in breach of these reporting requirements from capturing tax increment revenues in excess of the amounts necessary to pay bonded indebtedness and other obligations of the authority for the period of noncompliance. The initial reporting requirement occurs within 90 days of Act 57’s effective date of Jan. 1, 2019, when each authority must send Treasury a copy of, or an email link to, its currently adopted development plan or its currently adopted tax increment finance plan.

Act 57 also requires an authority to submit a comprehensive annual report to Treasury and the governing bodies of its related municipality and of each taxing unit levying taxes subject to capture by the authority. The annual report is due at the same time as the authority’s annual audit under the Uniform Budgeting and Accounting Act, 1968 PA 2 (generally within six months of the end of its fiscal year), and must include detailed information related to the capture and use of tax increment revenues.

Commencing 180 days after the end of an authority’s current fiscal year as of the effective date, Act 57 will require a municipality that has created an authority to provide access to a prescribed list of authority records and documents either electronically on the municipality’s regularly operated website or at a physical location within the municipality. These records include an authority’s board minutes, along with financial (budgets and audits), administrative (staff contact information), and operational (development and tax increment financing plans and current authority contracts) records for a five-year phase-in period. Additionally, the municipality must include an annual synopsis of the authority’s activities, including information related to unused captured tax increment revenues, and, for the immediately preceding fiscal year, lists of the authority’s accomplishments, projects and investments, and events and promotional campaigns.

In addition to the reporting requirements, an authority must hold at least two informational meetings each year and 14-day advance notice to the public and to the governing body of each taxing unit.

Tax Incremental Financing Act, 2018 PA 57 – Check List

- Send Treasury a copy of, or an email link to, the currently adopted development plan
- Submit a comprehensive annual report to Treasury
 - o Include the governing bodies of its related municipality and of each taxing unit levying taxes subject to capture by the authority.
 - o Due at the same time as the authority's annual audit (generally within six months of the end of its fiscal year).
 - o Include detailed information related to the capture and use of tax increment revenues.
- Provide access to a prescribed list of authority records and documents (commencing 180 days after the end of the current fiscal year (June 30, 2019)).
 - o Board minutes
 - o Financials (budgets and audits)
 - o Administration (staff with contact information)
 - o Operation (tax incremental financing plan and current authority contracts) for a five-year phase-in period
 - o Annual synopsis of the authority's activities
 - Includes information related to unused captured tax increment revenues
 - List of Authority's accomplishments, projects and investments and events and promotional campaigns.
- Public informational meetings
 - o Hold at least two informational meetings each year
 - 14-day advanced notice to the public and the governing body of each taxing unit.



**NOTICE
OF
DOWNTOWN DEVELOPMENT AUTHORITY
MEETINGS FOR THE YEAR 2019**

**CITY HALL ROOM 302A
10 N. DIVISION STREET
BATTLE CREEK, MICHIGAN
3:30 P.M.**

Monday, January 28, 2019

Monday, April 22, 2019 (informational meeting)

Monday, July 22, 2019

Monday, October 28, 2019 (informational meeting)

Minutes of the Meeting may be obtained by contacting the City Clerk's Office.

The City of Battle Creek will provide reasonable auxiliary aids and services, such as signers for the hearing impaired and audio tapes of printed materials being considered in the meeting, upon notice to the City of Battle Creek. Individuals with disabilities requiring auxiliary aids or services should contact the City of Battle Creek by writing or calling the following:

Victoria Houser
Office of the City Clerk
P. O. Box 1717
10 N. Division
Battle Creek, MI 49016
(269) 966-3348 (Voice/TDD)