

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM  
PUBLIC FACILITIES DISTRICT  
(A COMPONENT UNIT OF KING COUNTY)**

Financial Statements and Accountants' Report  
with Supplementary Information

December 31, 2009

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*Accountants' Report*

*Board of Directors  
Washington State Major League Baseball Stadium Public Facilities District  
Seattle, Washington*

Certified Public  
Accountants  
and Consultants

We have compiled the accompanying balance sheet of Washington State Major League Baseball Stadium Public Facilities District (the District), a component unit of King County, Washington, as of December 31, 2009, and the related statement of revenues, expenses, and change in net assets, and statement of cash flows for the year then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying financial statements or management's discussion and analysis, and, accordingly, do not express an opinion or any other form of assurance on them.

The management discussions and analysis, on pages 2 through 4, are not a required part of the basic financial statements but are supplementary information required by the Governmental Accounting Standards Board. We have compiled the supplementary information from information that is the representation of management, without audit or review. Accordingly, we do not express an opinion or any other form of assurance on the supplementary information.

We are not independent with respect to the Organization.

*Clark Nuber P. S.*

Certified Public Accountants  
March 3, 2010

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM  
PUBLIC FACILITIES DISTRICT**

***Management's Discussion and Analysis  
December 31, 2009***

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The discussion and analysis of Washington State Major League Baseball Stadium Public Facilities District's (the District) financial performance provides an overall review of the District's financial activities for the year ended December 31, 2009. The information should be read in conjunction with the financial statements.

***Overview of the Financial Statements***

The District's financial statements consist of the management's discussion and analysis (this section), and financial statements required by the Governmental Accounting Standards Board (GASB). The financial statements include the District's financial statements and notes to the financial statements.

- The financial statements provide information about the District's overall financial position and results of operations. These statements, which are presented on the accrual basis, consist of the Balance Sheet, Statement of Revenues, Expenses, and Changes in Net Assets, and the Statement of Cash Flows.
- The financial statements also include a "Notes to Financial Statements" section that provides additional information that is essential to a full understanding of the data provided in the District's statements.

The District's statements report information about the organization as a whole using accounting methods substantially similar to those used by private sector companies and private, non-profit corporations. The Balance Sheet includes all of the District's assets and liabilities. All of the current year's revenues and expenses are accounted for in the Statement of Revenues, Expenses, and Changes in Net Assets regardless of when cash is received or paid.

***Financial Highlights***

- The District's net assets decreased by \$10,851,563 as a result of current year operations. The decrease is primarily attributed to the normal annual depreciation of the District's capital assets.
- The District's total fixed assets decreased by \$12,060,696, which included capital improvements of the Ball Park facilities of \$926,236, offset by depreciation expense totaling \$12,912,883.

***Financial Analysis***

**Overall Analysis** - The District's overall financial position did not change significantly from the previous year. Net Assets decreased by \$10,851,563. This decline can be primarily attributed to the annual depreciation of the District's fixed assets.

**Total Assets** - Total assets decreased by \$14,804,541 from \$443,352,816 at December 31, 2008, to \$428,548,275 at December 31, 2009. The most significant component of this decrease was depreciation of the fixed assets, which was partially offset by the current year capital improvements. Increases and decreases in assets are as follows:

- **Cash and Cash Equivalents** - The District invests most of its cash and cash equivalents in the King County Investment Pool. Total cash and cash equivalents at December 31, 2009, decreased by \$2,741,634 from the prior year.

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM  
PUBLIC FACILITIES DISTRICT**

***Management's Discussion and Analysis  
December 31, 2009***

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***Financial Analysis - Continued***

- Interest Receivable - Interest receivable decreased by \$13,546 from the prior year.
- Prepaid Expenses - Prepaid expenses increased by \$11,335 from the prior year due to prepayment of insurance premiums.
- Fixed Assets - Fixed assets of the District consist of the baseball stadium, parking garage, land, and office furniture and equipment. The Baseball Club of Seattle, LP (the Mariners) incurred \$923,397 in unanticipated maintenance and capital improvement expense (unanticipated capital costs) of the ballpark, for which the Mariners will seek reimbursement from the District from the Excess Revenue Fund. Additionally, the District sold a piece of land not currently used in operation with a cost of \$74,049.

**Total Liabilities** - Total liabilities decreased by \$3,952,978 from \$45,474,052 at December 31, 2008, to \$41,521,074 at December 31, 2009. The most significant component of this decrease was a decrease in deferred sales taxes due to the payment made. Increases and decreases in liabilities are as follows:

- Accounts and Wages Payable - Accounts and wages payable decreased by \$107,291 primarily due to timing differences of year-end accruals.
- Deferred Sales Tax Payable - Overall payable balance decreased by \$3,271,098 from \$19,626,591 at December 31, 2008, to \$16,355,493 at December 31, 2009. The District made the fifth of ten installment payments in 2009.
- Obligation Under Excess Revenue Fund - The obligation decreased by \$574,589 from \$25,707,296 at December 31, 2008, to \$25,132,707 at December 31, 2009. The District and the Mariners mutually approved the unanticipated capital costs incurred in 2009 totaling \$923,397 that will be reimbursed to the Mariners from the Excess Revenue Fund. The District made payment of \$1,497,986 toward the fund.

**Net Assets** - At December 31, 2009, net assets of the District were \$387,027,201 compared to \$397,878,764 at December 31, 2008. Increase and Decrease in net asset categories are as follows:

- Invested in Capital Assets Net of Related Debt - Balance decreased by \$8,215,009 at December 31, 2009, from December 31, 2008. The decrease is due to depreciation of capital assets totaling \$12,912,883, as well as a decrease in liabilities related to Deferred Sales Tax Payable and Obligations under Excess Revenue Fund totaling \$3,845,687.
- Unrestricted - Net assets in unrestricted net assets decreased by \$2,636,554 at December 31, 2009, from December 31, 2008.

**Operating Revenues** - During 2009, the District recorded rent revenues from the Mariners totaling \$887,396, compared to \$872,563 in 2008. The increase in rent revenue was in accordance with increases set forth in the lease agreement with the Mariners. Additionally, the District recorded admissions tax revenue of \$1,497,986. In 2009, the District also recognized non-operating revenues, which consisted of investment income totaling \$167,489 and recognized a gain from the sale of a piece of land not currently used in operation of \$282,889.

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM  
PUBLIC FACILITIES DISTRICT**

**Management's Discussion and Analysis  
December 31, 2009**

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**Financial Analysis - Continued**

**Operating Expenses** - Operating expenses of the District consisted primarily of insurance, professional fees, and personnel costs, which are summarized as follows:

	<u>2009</u>	<u>2008</u>
Insurance	\$ 152,899	\$ 149,611
Professional Fees	396,887	485,547
Personnel	66,513	61,351
Other	<u>17,444</u>	<u>13,593</u>
Total Operating Expenses	<u>\$ 633,743</u>	<u>\$ 710,102</u>

**Budget**

The District's operating results are consistent with its operating budgets.

**Capital Assets and Long Term Debt Activity**

The District's capital assets include the baseball stadium, parking garage, related land, and furniture, fixtures and equipment. The baseball stadium and parking garage are under long-term lease with the Mariners. In 2009, the District's total capital assets balance decreased by \$12,060,696 from the prior year due to depreciation, offset by capital improvements.

The District's long-term debts include Deferred Sales Tax Payable and Obligation under Excess Revenue Fund. In 2009, the deferred sales tax payable balance decreased by \$3,271,098 due to the fifth installment payment made. In 2009, the District and the Mariners mutually approved the unanticipated capital costs incurred in 2009 totaling \$923,397, which will be reimbursed to the Mariners from the Excess Revenue Fund. The District made a payment of \$1,497,986 toward the Obligation under Excess Revenue Fund. See Note 9 of the financial statements for further discussion of the Obligation Under Excess Revenue Fund.

**Other Potentially Significant Factors Impacting Next Year**

The District was granted a sales and use tax deferral certificate by State of Washington Department of Revenue on qualifying acquisitions made for five years after the completion of the ballpark. The fifth of ten installment payments was made December 31, 2009.

**Contacting the District's Financial Management**

This financial report is designed to provide a general overview of the District's finances and to show the District's accountability for the funds it receives. If you have questions about this report or need additional financial information, contact the District, at P.O. Box 94445, Seattle, WA 98124.

**WASHINGTON STATE MAJOR LEAGUE BASEBALL  
PUBLIC FACILITIES DISTRICT**

***Balance Sheet***  
***December 31, 2009***

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***Assets***

Current Assets	
Cash and cash equivalents	\$ 5,546,437
Interest receivable	8,466
Prepaid expenses	11,841
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Total Current Assets	5,566,744
Fixed Assets	
Baseball stadium	491,641,430
Parking garage	24,873,877
Land	38,424,405
Furniture, fixtures and equipment	64,981
Accumulated depreciation	(132,023,162)
	<hr/>
Total Fixed Assets	422,981,531
	<hr/>
<b>Total Assets</b>	<b>\$ 428,548,275</b>

***Liabilities and Assets***

Current Liabilities	
Accounts payable	\$ 28,841
Wages and vacation payable	4,033
	<hr/>
Total Current Liabilities	32,874
Deferred sales tax payable	16,355,493
Obligation under excess revenue fund	25,132,707
	<hr/>
Total Liabilities	41,521,074
Net Assets	
Invested in capital assets net of related debt	381,493,331
Unrestricted	5,533,870
	<hr/>
Total Net Assets	387,027,201
	<hr/>
<b>Total Liabilities and Net Assets</b>	<b>\$ 428,548,275</b>

*See accompanying notes and accountant's report.*

**WASHINGTON STATE MAJOR LEAGUE BASEBALL  
PUBLIC FACILITIES DISTRICT**

***Statement of Revenues, Expenses, and Changes in Net Assets  
For the Year Ended December 31, 2009***

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***Operating Revenues***

Admission tax revenue	\$ 1,497,985
Ballpark rent	<u>887,396</u>
Total Operating Revenues	2,385,381

***Operating Expenses***

Increase in Net Assets from Operating Activities	<u>1,751,638</u>
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***Non-Operating Revenues***

Interest earnings	167,489
Unrealized investment loss	(140,696)
Other	<u>282,889</u>
Total Non-Operating Revenues	<u>309,682</u>

***Non-Operating Expenses***

Depreciation	<u>(12,912,883)</u>
Total Non-Operating Expenses	<u>(12,912,883)</u>
Decrease in Net Assets from Non-Operating Activities	<u>(12,603,201)</u>

**Total Decrease in Net Assets** **(10,851,563)**

Net Assets - January 1, 2009 397,878,764

**Net Assets - December 31, 2009** **\$ 387,027,201**

*See accompanying notes and accountant's report.*

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM  
PUBLIC FACILITIES DISTRICT**

***Statement of Cash Flows***  
***For the Year Ended December 31, 2009***

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<b>Cash Flows from Operating Activities:</b>	
Payment on operating expenses	\$ (752,369)
Payment on deferred sales tax payable	(3,271,098)
Admission tax revenue	1,497,985
Rent	887,396
	<hr/>
<b>Cash Used in Operating Activities</b>	<b>(1,638,086)</b>
<b>Cash Flows from Investing Activities:</b>	
Interest earnings	181,035
Investment loss on cash equivalents	(140,696)
Proceeds from sale of fixed assets	356,938
Payment for fixed assets	(2,839)
	<hr/>
<b>Cash Provided by Investing Activities</b>	<b>394,438</b>
<b>Cash Flows from Capital and Related Financing Activities:</b>	
Payment of obligation under excess revenue fund	(1,497,986)
	<hr/>
<b>Net Cash Used in Capital and Related Financing Activities</b>	<b>(1,497,986)</b>
<b>Net Cash Used</b>	<b>(2,741,634)</b>
Cash and Cash Equivalents - January 1, 2009	8,288,071
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<b>Cash and Cash Equivalents - December 31, 2009</b>	<b>\$ 5,546,437</b>
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***Reconciliation to Operating Income***

Operating income	\$ 1,751,638
Changes in assets/liabilities	
Accounts payable	(105,378)
Wages payable	(1,913)
Prepaid expenses	(11,335)
Deferred sales tax payable	(3,271,098)
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<b>Cash Used in Operating Activities</b>	<b>\$ (1,638,086)</b>
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*See accompanying notes and accountant's report.*

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM  
PUBLIC FACILITIES DISTRICT**

***Notes to Financial Statements  
December 31, 2009***

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***Note 1 - Summary of Significant Accounting Policies***

**The Reporting Entity**

The Washington State Major League Baseball Stadium Public Facilities District (PFD or the District) was created through the passage of EHB 2115 and King County Ordinance 12000, which was approved by the Metropolitan King County Council on October 24, 1995. The District operates as a municipal corporation of the State of Washington and was formed to site, design, build and operate a major league baseball park.

**Basis of Accounting**

The PFD uses the accrual basis of accounting. Expenses are recorded at the time liabilities are incurred and revenues are recorded when earned.

**Accounting Standards**

The PFD is not applying the Statements and Interpretations issued by the Financial Accounting Standards Board after November 30, 1989.

**Cash and Cash Equivalents**

Cash and cash equivalents consist of cash and pooled investments managed by the King County Treasury Division. The King County Treasury Division Manager pools and invests all short-term cash surpluses not otherwise invested by individual funds of the County. Earnings from these pooled investments are allocated to the PFD based upon the PFD's proportionate share in the pooled investments.

**Fixed Assets**

Fixed assets include the Baseball Stadium and Furniture, Fixtures, and Equipment. Baseball Stadium includes all costs associated with the development and construction of the Ballpark Project. Furniture, Fixtures, and Equipment include items with a cost greater than or equal to \$500.

Fixed assets are valued at historical costs, and depreciated on a straight-line basis based over their estimated useful lives. Furniture, Fixtures, and Equipment are depreciated over 3 or 5 years. The Baseball Stadium is depreciated over 40 years from the date it was placed in service.

**Compensated Absences Payable**

District employees earn 12 days of sick leave and 10 to 15 days of vacation per year, depending on the employee's length of service. An unlimited amount of sick leave and two times the annual vacation allotment may be accrued. An employee leaving the employment of the PFD is entitled to be paid for all unused vacation. Unused sick leave is forfeited upon termination of employment. The accrual for unused vacation is included in wages and vacation payable in the accompanying balance sheet.

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM  
PUBLIC FACILITIES DISTRICT**

***Notes to Financial Statements  
December 31, 2009***

***Note 2 - Fixed Assets***

The following is a summary of changes in fixed assets:

	<i>Balance</i> <u>12/31/2008</u>	<i>Increases</i>	<i>Non-cash</i> <u>Increase</u>	<i>Decreases</i>	<i>Balance</i> <u>12/31/2009</u>
Fixed Asset Cost:					
Baseball stadium	\$ 490,715,194	\$ 2,839	\$ 923,397	\$ -	\$ 491,641,430
Parking garage	24,873,877				24,873,877
Land	38,498,454			(74,049)	38,424,405
Furniture, fixtures, equipment	<u>64,981</u>				<u>64,981</u>
Total Fixed Assets	554,152,506	2,839	923,397	(74,049)	555,004,693
Accumulated Depreciation:					
Baseball stadium	113,448,675	12,291,036			125,739,711
Parking garage	5,596,623	621,847			6,218,470
Land					
Furniture, fixtures, equipment	<u>64,981</u>				<u>64,981</u>
Total Accumulated Depreciation	<u>119,110,279</u>	<u>12,912,883</u>			<u>132,023,162</u>
<b>Total Net Fixed Assets</b>	<b><u>\$ 435,042,227</u></b>	<b><u>\$ (12,910,044)</u></b>	<b><u>\$ 923,397</u></b>	<b><u>\$ (74,049)</u></b>	<b><u>\$ 422,981,531</u></b>

The following is a summary of the major components of Baseball Stadium and Parking Garage:

General construction	\$ 383,422,362
Other project costs	75,153,101
Architectural and engineering	26,491,166
Environmental	11,508,482
Indirect district costs	12,764,403
Permits	2,347,824
Mitigation	2,857,314
Project management	1,028,881
Legal Fees	591,468
Special project costs	<u>350,306</u>
<b>Total Project</b>	<b><u>\$ 516,515,307</u></b>

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM  
PUBLIC FACILITIES DISTRICT**

***Notes to Financial Statements  
December 31, 2009***

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***Note 3 - Employee Benefit Plans***

All employees of the District can participate in either the Public Employees' Retirement System (PERS) or the Stadium PFD Retirement Plan. Employer contributions are paid by the District in accordance with rates specified by the individual plans. Total payroll covered by all systems for the year ended December 31, 2009, was \$34,554.

**Public Employees' Retirement System**

The State Legislature established PERS in 1947 under RCW chapter 41.40. PERS is a cost-sharing multiple-employer system. The PFD Board of Directors adopted participation in the PERS Plan in 1996. PFD did not have any employee participating in PERS during 2009.

**Stadium PFD Retirement Plan**

Employees are able to select the Stadium PFD Retirement Plan (the Plan) as an alternative benefit plan to PERS. The Plan is designated as a profit sharing plan in accordance with section 401(a)(27)(B) of the Internal Revenue Code.

The District makes all contributions to the Plan. No contributions by Participants are required or permitted other than rollover contributions authorized by the Plan. The contributions are discretionary but shall be no less than the greater of seven and one-half percent of employee wages or the amount that would be required by PERS. All contributions to the Plan vest immediately. Actual contributions made to the Plan in 2009 were \$2,734.

***Note 4 - Deferred Sales Tax Payable***

PFD was granted a Sales and Use Tax Deferral Certificate by the State of Washington Department of Revenue. State and local retail sales tax and use tax due on qualifying acquisitions made from July 25, 1996 to July 31, 1999 were deferred until five years after the completion of the Baseball Park. Qualifying acquisitions include material, labor, services utilized in the construction of the stadium, and machinery and equipment integral and necessary for the operation of the ballpark. Payments on the deferred taxes are due in ten annual installments, which started on December 31, 2004. At December 31, 2009, total sales taxes deferred were \$16,355,493.

***Note 5 - Contributed Capital***

Under King County Ordinance 12000, the County issued five series of general obligation bonds for the purpose of funding the construction of the Baseball Park and related parking facilities. Total par value of \$336,000,000 less any costs related to bond issuing were contributed to PFD. Additionally, the Mariners have contributed \$123,728,493 for the construction. The contributed capital is included in the net assets invested in capital assets net of related debt balance.

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM  
PUBLIC FACILITIES DISTRICT**

***Notes to Financial Statements  
December 31, 2009***

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***Note 6 - Deposits with Financial Institutions and Investments***

The King County Treasurer is the ex-officio treasurer for the District. In this capacity, the county treasurer receives deposits and transacts investments on the District's behalf. The District's deposits are covered entirely by federal depository insurance or uninsured but collateralized under the Public Deposit Protection Commission of the State of Washington (PDPC) collateral pool. The PDPC's agent in the name of the pool holds pledged securities under the PDPC pool.

Statutes authorize the District to: 1) deposit in any state bank or trust company, national banking association, stock savings bank, mutual savings bank, savings and loan association, and any branch bank engaged in banking in this state, if the institution has been approved by the PDPC to hold public deposits; and 2) invest in obligations of the United States Treasury and instrumentalities, banker's acceptances issued in the secondary market, commercial paper, primary certificates of deposits issued by PDPC qualified public depositories, and the State Treasurer's Investment Pool. The District is also authorized to enter into repurchase and reverse repurchase agreements.

All of the District's investments during the year and at year-end were insured or registered, or were held by the District or its agent in the District's name.

Investment Type	<u>Category 1</u>	<u>Category 2</u>	<u>Category 3</u>	<u>Market Value</u>
Investments with King County Pool	\$ 5,470,528	\$ -	\$ -	\$ 5,470,528
Key Bank of Washington – Petty Cash	3,345			3,345
Key Bank of Washington – Payroll	2,417			2,417
Key Bank of Washington – Paver Account	<u>70,147</u>	<u>                    </u>	<u>                    </u>	<u>70,147</u>
<b>Total</b>	<b><u>\$ 5,546,437</u></b>	<b><u>\$ -</u></b>	<b><u>\$ -</u></b>	<b><u>\$ 5,546,437</u></b>

***Note 7 - Final Project Budget***

The final Ballpark project budget is \$514 million. This includes land acquisition, construction and development costs for both the ballpark and parking garage. This exceeds the original project budget by approximately \$100,000,000. In the Development Agreement, the Lease Agreement, and the Agreement to Proceed to Construction between the District and The Baseball Club of Seattle, LP (The Mariners, or The Club), the Club agreed to make an initial contribution to the project of \$45,000,000 plus pay all additional costs overruns. The Club made payments of \$123,069,546 through December 31, 2009.

***Note 8 - Ballpark Rent***

The lease between the District and the Club runs through 2018, and calls for base rent of \$700,000 per year, with an annual CPI index adjustment. Rent for the 2009 season was \$887,396. The lease has two 5-year extension options.

**WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM  
PUBLIC FACILITIES DISTRICT**

***Notes to Financial Statements  
December 31, 2009***

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***Note 9 - Obligation Under Excess Revenue Fund***

Under the lease, the Excess Revenue Fund (the Fund) may be used to fund certain unanticipated Major Maintenance and Capital Improvement Expenses (collectively, "Unanticipated Capital Costs"). The Club has the right to obtain reimbursement from the Excess Revenue Fund for costs of repairs or maintenance that fall under the definition of "Unanticipated Capital Costs" it incurs, prior to funds being available in the fund. Obligations under the Fund require mutual approval of the PFD and the Club, and are limited to amounts available in the Fund and Fund revenues. The source of funding for the Excess Revenue is the 5% admission tax. This tax will fund the Excess Revenue Fund only after the taxable bond issue (the parking garage bonds) has been retired. The obligation to be paid under the Excess Revenue Fund is limited to amounts available in the Fund and cannot exceed the Fund revenues. Amounts accrued to the Fund totaled \$25,132,707 at December 31, 2009.