

THE DCU CENTER

**INDEPENDENT AUDITORS' REPORT
ON FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

FOR THE FISCAL YEAR ENDED JUNE 30, 2017

THE DCU CENTER
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TABLE OF CONTENTS

	Page
Independent Auditors' Report.....	1
Management's Discussion and Analysis	5
Financial Statements	11
Statement of net position	12
Statement of revenues, expenses and change in net position.....	13
Statement of cash flows.....	14
Notes to the financial statements.....	15
Supplementary Information.....	21
Schedule of management fees.....	22
Schedule of food and beverage management fees	23

Independent Auditors' Report

Independent Auditors' Report

To the Worcester Civic Center Commission and SMG Board Members
The DCU Center
City of Worcester, Massachusetts

Report on the Financial Statements

We have audited the accompanying financial statements of the DCU Center (Center), an operating activity of the City of Worcester that is attributable to the transactions of the Center as maintained by SMG, as of and for the year ended June 30, 2017, and the related notes to the 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 the financial reporting provisions of the City of Worcester, Massachusetts (City). Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Basis for Adverse Opinion on U.S. Generally Accepted Accounting Principles

As described in Note 1, the financial statements are prepared on the basis of the financial reporting provisions of the City and SMG agreement, which is a basis of accounting other than accounting principles generally accepted in the United States of America, to meet the requirements of the City.

The effects on the financial statements of the variances between the basis of accounting described in Note 1 and accounting principles generally accepted in the United States of America, although not reasonably determinable, are presumed to be material.

Adverse Opinion on U.S. Generally Accepted Accounting Principles

In our opinion, because of the significance of the matter discussed in the “Basis for Adverse Opinion on U.S. Generally Accepted Accounting Principles” paragraph, the financial statements referred to above do not present fairly, in accordance with accounting principles generally accepted in the United States of America, the financial position of the Center, as of June 30, 2017, and the respective changes in financial position and cash flows thereof for the year then ended.

Unmodified Opinion on City’s Basis of Accounting

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Center, as of June 30, 2017, and the respective changes in financial position and cash flows thereof for the year then ended, in accordance with the financial reporting provisions of the City as described in Note 1.

Emphasis of a Matter

As discussed in Note 1, the financial statements present only the financial position, changes in financial position and cash flows of only that portion of the Center’s activities that is attributable to the transactions of the Center as maintained by SMG.

Other Matters

Other Information

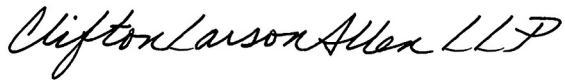
Our audit was conducted for the purpose of forming an opinion on the Center’s financial statements. The management’s discussion and analysis and supplementary information is presented for purposes of additional analysis and is not a required part of the financial statements.

The supplementary information is the responsibility of management and was derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. Such information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information is fairly stated, in all material respects, in relation to the financial statements as a whole.

The management’s discussion and analysis section has not been subjected to the auditing procedures applied in the audit of the Center’s financial statements and, accordingly, we do not express an opinion or provide any assurance on it.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 13, 2017 on our consideration of the Center's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Center's internal control over financial reporting and compliance.

A handwritten signature in black ink that reads "CliftonLarsonAllen LLP". The script is cursive and fluid, with the letters connected in a continuous line.

CliftonLarsonAllen LLP

Boston, MA
October 13, 2017

Management's Discussion and Analysis

DCU CENTER
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2017

This section of the Center's annual financial report presents a discussion and analysis of the Center's financial activities during the fiscal year ended June 30, 2017 to assist readers of the financial statements in understanding the financial activities of the Center. Please read it in conjunction with the financial statements, which follow this section.

Financial Highlights

- The assets of the Center equaled its liabilities (i.e., net position) at the close of fiscal year 2017.
- Operating income of the Center was \$1,045,093 for the fiscal year ended June 30, 2017.

Overview of the Financial Statements

The City, acting through the Worcester Civic Center Commission, has a management services agreement (management agreement) with SMG. These financial statements report the financial activities of the Center as maintained by SMG.

The financial statements do not reflect any assets, liabilities, net position, revenues and expenses under control of the City as these items are reflected only on the City's financial statements.

This discussion and analysis is intended to serve as an introduction to the Center's financial statements. The Center's financial statements comprise two components: 1) financial statements, and 2) notes to the financial statements. This report also contains supplementary information in addition to the financial statements themselves.

Financial Statements

The statement of net position presents information of the Center's assets, liabilities and deferred inflows/outflows of resources (as maintained by SMG), with the difference reported as net position. The management agreement between the City and SMG requires surplus distributions be made to the City unless there are projected cash flow shortfalls. Therefore, increases and decreases to net position over time is reflective of whether surplus distributions have been made or have been withheld for cash flow purposes.

The statement of revenues, expenses and changes in net position presents information showing how the Center's net position changed during fiscal 2017. All changes in net position are reported as soon as the underlying event causing the change takes place. Therefore, all of the current year's revenues and expenses are accounted for in the statement of revenues, expenses and changes in net position regardless of when cash is received or paid.

The statement of cash flows presents information showing how changes in balance sheet accounts and income affect cash and cash equivalents.

The financial statements can be found on pages 12-14.

Notes to the Financial Statements

The notes provide additional information that is essential to a full understanding of the data provided in the financial statements.

The notes to the financial statements can be found on pages 15 through 20.

DCU CENTER
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2017

Supplementary Information

In addition to the financial statements and accompanying notes, this report also presents supplementary information related to management fees.

The supplementary information can be found on pages 22 and 23.

Financial Analysis

The following tables present current year and prior year data on the financial statements. As noted earlier, net position may serve as a useful indicator of financial position. In the Center's case, assets equaled liabilities at the close of the most recent fiscal year and are summarized as follows:

	<u>2017</u>	<u>2016</u>
Current assets.....	\$ 3,178,097	\$ 5,764,306
Noncurrent assets.....	<u>39,000</u>	<u>36,750</u>
Total assets.....	<u>3,217,097</u>	<u>5,801,056</u>
Current liabilities.....	3,178,097	5,764,306
Noncurrent liabilities.....	<u>39,000</u>	<u>36,750</u>
Total liabilities.....	<u>3,217,097</u>	<u>5,801,056</u>
Net position.....	\$ <u>-</u>	\$ <u>-</u>

The Center's total net position did not change during the recent fiscal year and is summarized as follows:

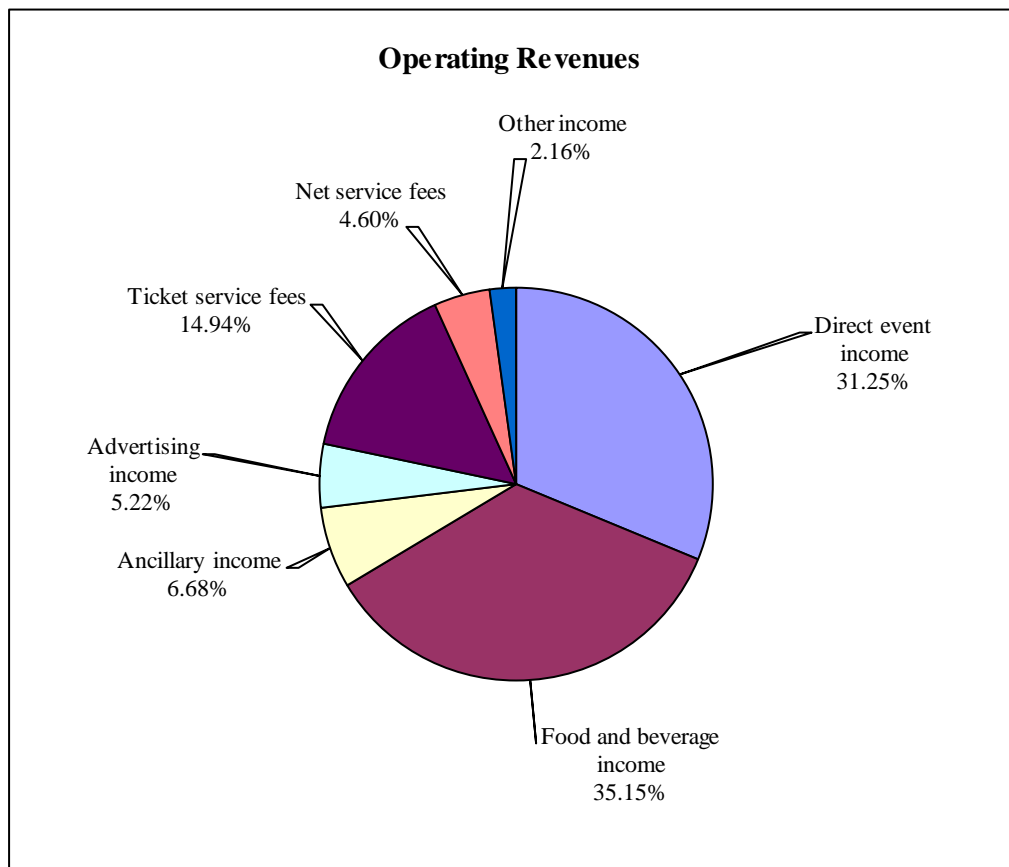
	<u>2017</u>	<u>2016</u>
Operating revenues.....	\$ 6,665,387	\$ 6,312,456
Operating expenses.....	<u>5,620,294</u>	<u>5,721,634</u>
Operating income.....	1,045,093	590,822
Nonoperating expenses (surplus distribution to City).....	<u>(1,045,093)</u>	<u>(832,529)</u>
Change in net position.....	-	(241,707)
Net position - beginning.....	<u>-</u>	<u>241,707</u>
Net position - ending.....	\$ <u>-</u>	\$ <u>-</u>

DCU CENTER
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2017

Operating Revenues

Total operating revenues were \$6,665,387, which was a \$352,931 or 5.6% increase from the previous fiscal year. Increases to direct event income (\$360,242 or 20.9%), ancillary income (\$82,740 or 22.8%), and ticket service fees (\$54,572 or 5.8%) were primarily caused by an increase in events with high ticket prices, including highly attended concerts by popular artists. A decrease to food and beverage income (\$100,549 or 4.1%) was due to a decrease in the overall volume of events and the decrease to advertising income (\$55,733 or 13.8%) was primarily the result of an agreement with the Railers hockey team in which the Railers receive a portion of advertising income.

Operating Revenues by Source



Operating Expenses

Total operating expenses were \$5,620,234, which was a \$101,400 or 1.77% decrease from the previous fiscal year. The primary cause of the decrease is the non-recurring bad debt expense incurred in fiscal year 2016..

DCU CENTER
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2017

Requests for Information

This financial report is designed to provide a general overview of the Center's finances for interested parties. Questions concerning any of the information provided in this report or request for additional financial information should be addressed to the City of Worcester's Finance Director, City Hall, Worcester, Massachusetts 01608.

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Financial Statements

THE DCU CENTER
STATEMENT OF NET POSITION
JUNE 30, 2017

ASSETS

Current:

Restricted cash and cash equivalents.....	\$	2,829,640
Account receivables, net of allowance for uncollectibles of \$41,572.....		181,778
Prepaid expenses.....		35,499
Inventory.....		<u>131,180</u>

Total current assets..... 3,178,097

Noncurrent:

Restricted cash and cash equivalents.....		<u>39,000</u>
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Total assets..... 3,217,097

LIABILITIES

Current:

Accounts payable.....		832,525
Accrued expenses.....		543,727
Due to City of Worcester.....		484,316
Advance deposits and ticket sales.....		1,150,911
Unearned revenue.....		<u>166,618</u>

Total current liabilities..... 3,178,097

Noncurrent:

Advance deposits and ticket sales.....		<u>39,000</u>
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Total liabilities..... 3,217,097

NET POSITION

Unrestricted.....	\$	<u><u>-</u></u>
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The accompanying notes are an integral part of the financial statements.

THE DCU CENTER
STATEMENT OF REVENUES, EXPENSES AND CHANGE IN NET POSITION
FOR THE YEAR ENDED JUNE 30, 2017

OPERATING REVENUES

Direct event income.....	\$ 2,083,139
Food and beverage income.....	2,342,616
Ancillary income.....	445,023
Advertising income.....	348,195
Ticket service fees.....	995,578
Net service fees.....	306,739
Other income.....	144,097

TOTAL OPERATING REVENUES.....	6,665,387
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OPERATING EXPENSES

Salaries, wages and payroll taxes.....	2,986,971
Utilities.....	968,149
Fringe benefits.....	497,508
Maintenance.....	379,596
Supplies.....	325,698
Insurance.....	83,741
Food and beverage management fee.....	75,000
Food and beverage incentive fee.....	32,791
Data processing.....	68,905
Professional fees.....	75,503
Office.....	43,394
Travel and entertainment.....	23,850
Bank service charges.....	26,253
Advertising.....	18,195
Dues and subscriptions.....	7,845
Employee training.....	2,739
Other.....	4,156

TOTAL OPERATING EXPENSES.....	5,620,294
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OPERATING INCOME.....	1,045,093
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NONOPERATING REVENUES (EXPENSES)

Surplus distributions to the City of Worcester.....	(1,045,093)
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CHANGE IN NET POSITION.....	-
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NET POSITION AT BEGINNING OF YEAR.....	-
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NET POSITION AT END OF YEAR.....	\$ -
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The accompanying notes are an integral part of the financial statements.

THE DCU CENTER
STATEMENT OF CASH FLOWS
FOR THE FISCAL YEAR ENDED JUNE 30, 2017

CASH FLOWS FROM OPERATING ACTIVITIES

Receipts from customers and users.....	\$ 3,739,526
Payments to vendors.....	(2,825,915)
Payments to employees.....	<u>(2,489,463)</u>

NET CASH FROM OPERATING ACTIVITIES..... (1,575,852)

CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES

Surplus distributions to the City of Worcester.....	<u>(592,603)</u>
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NET CHANGE IN CASH AND CASH EQUIVALENTS..... (2,168,455)

CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR 5,037,095

CASH AND CASH EQUIVALENTS AT END OF YEAR..... \$ 2,868,640

**RECONCILIATION OF OPERATING INCOME TO NET CASH
FROM OPERATING ACTIVITIES**

Operating income..... \$ 1,045,093

Adjustments to reconcile operating income to net cash from operating activities:

Adjustments requiring current cash flows:

Effect of changes in operating assets and liabilities:

Account receivables.....	367,664
Prepaid expenses.....	63,475
Inventory.....	(15,634)
Accounts payable.....	551,257
Accrued expenses.....	69,449
Due to City of Worcester.....	(379,265)
Advance deposits and ticket sales.....	(2,926,844)
Unearned revenue.....	<u>(351,047)</u>

Total adjustments..... (2,620,945)

NET CASH FROM OPERATING ACTIVITIES..... \$ (1,575,852)

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

DCU CENTER
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2017

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. General

The DCU Center (Center) is a proprietary activity of the City of Worcester, Massachusetts (City). The City has a management services agreement (management agreement) with SMG. These financial statements have been prepared in accordance with the financial reporting provisions of the City as stated in the management agreement. This basis of accounting differs from accounting principles generally accepted in the United States of America in that these financial statements omit all fixed assets, associated debt and management fee expense and associated liabilities paid by the City. See the *Measurement Focus, Basis of Accounting and Basis of Presentation* below for further discussion of this departure from generally accepted accounting principles.

The significant accounting policies are described herein.

The financial statements have been prepared in accordance with the financial reporting provisions of the management agreement as noted above. This basis of accounting differs from accounting principles generally accepted in the United States of America as noted above.

B. Reporting Entity

The activities of the Center are directed by the five member Worcester Civic Center Commission (Commission) appointed by the City Manager. The Center is comprised of a convention center and arena. The convention center accommodates a variety of functions including trade shows, exhibitions, conventions, meetings, entertainment events and banquets. The arena is a 14,800 seat civic arena that hosts a variety of entertainment events, sporting events, and exhibitions.

C. Implementation of New Accounting Principles

For the year ending June 30, 2017, the Center implemented the following pronouncement issued by the GASB:

- GASB Statement No. 74, Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans
- GASB Statement No. 77, Tax Abatement Disclosures
- GASB Statement No. 78, Pensions Provided through Certain Multiple-Employer Defined Benefit Pension Plans
- GASB Statement No. 80, Blending Requirements for Certain Component Units – an amendment of GASB Statement No. 14
- GASB Statement No. 82, Pension Issues – an amendment of GASB Statements No. 67, No. 68, and No. 73

The implementation of these GASB Statements had no reporting impact for the Center.

D. Measurement Focus, Basis of Accounting and Basis of Presentation

The Center's financial statements are reported using the current financial resources measurement focus and use the accrual basis of accounting, whereby revenues are recorded when earned and expenses are recorded when the liabilities are incurred, but long-term assets and any associated debt are recorded only at the City level. Generally accepted accounting principles require the economic resource measurement focus for proprietary funds. Additionally, management fees are paid to SMG by the City and are not included in the expenses or liabilities of the Center.

DCU CENTER
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2017

Operating revenues and expenses are segregated from nonoperating items. Operating revenues consist primarily of direct event income, food and beverage income, ticket service fees and advertising income. Operating expenses result from providing services in connection with the Center's principal operations. All revenues and expenses not meeting the definition of operating are reported as nonoperating revenues and expenses, consisting primarily of surplus distributions to the City in accordance with the management agreement.

E. Cash and Cash Equivalents

Cash and cash equivalents are considered to be cash on hand, demand deposits and short-term investments with an original maturity of three months or less from the date of acquisition.

F. Accounts Receivable

Accounts receivable consist primarily of amounts owed for arena and convention center events, superbox seats and advertising fees. Management provides for losses on uncollectible accounts receivable principally on the basis of past collection experience applied to ongoing evaluations of the receivables. The allowance for uncollectible accounts at June 30, 2017 totaled \$41,572.

G. Prepaid Expenses

Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid expenses.

H. Inventories

Inventories consist of food and beverage and are stated at cost based on last purchase price.

I. Restricted Assets

Assets are reported as restricted when limitations on their use change the nature of the availability of the asset. Such limitations are externally imposed by the management agreement and other third parties.

J. Due to City of Worcester

Amounts due to the City consist primarily of surplus distributions owed to the City in accordance with the management agreement.

K. Advance Deposits and Ticket Sales and Unearned Revenue

Advance deposits and ticket sales and unearned revenue consist of monies received in advance for convention center and arena events and monies received in advance from advertising contracts.

L. Deferred Outflows of Resources

In addition to assets, the statement of net position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until that time.

The Center does not have items that qualify for reporting in this category.

DCU CENTER
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2017

M. Deferred Inflows of Resources

In addition to liabilities, the statement of net position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time.

The Center does not have items that qualify for reporting in this category.

N. Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure for contingent assets and liabilities at the date of the basic financial statements and the reported amounts of the revenues and expenses during the fiscal year. Actual results could vary from estimates used.

NOTE 2 - DEPOSITS AND INVESTMENTS

The management agreement requires SMG to maintain separate operating bank accounts established at a banking institution located in the City. SMG's corporate policy guidelines suggest limiting investments to overnight sweep accounts, United States Treasury bills with maturities of 30-60 days, certificates of deposit with maturities of 90 days, mutual funds that have a constant per share purchase and redemption price and mutual funds that invest in United States government obligations.

Deposits - Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of a bank failure, the Center's deposits may not be recovered. The Center's policy for custodial credit risk of deposits is to maintain FDIC insurance coverage for all deposits. As of June 30, 2017, \$2,813,114 of the Center's bank balance of \$3,063,114 was uninsured and uncollateralized and therefore exposed to custodial credit risk.

Restricted Cash

Cash reported as restricted is based on limitations imposed by the management agreement, which requires cash either be distributed to the City quarterly or be held for the subsequent quarter's operations.

NOTE 3 - DUE TO THE CITY OF WORCESTER

The following represents a summary of amounts owed to the City at June 30, 2017:

Description	Amount
Surplus distribution for the fiscal year ended June 30, 2017.....	\$ 452,490
Audit fee accrual for the fiscal year ended June 30, 2017.....	19,000
Miscellaneous.....	12,826
Total.....	<u>\$ 484,316</u>

DCU CENTER
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2017

NOTE 4 - FUNDING FROM THE CITY OF WORCESTER

A. Cash Flow Requirements

The management agreement contains provisions for the City to advance funds to SMG to meet the Center's cash flow requirements. The City may advance funds to SMG based on the following:

- No later than fifteen days prior to the beginning of each quarter, SMG submits a quarterly cash flow projection report to the City Manager, specifying cash flow requirements for the operation of the Center each month for the next two ensuing quarters. If the cash flow projection indicates a cash flow deficit for any month, the City may advance funds to SMG no later than the first business day of any such month.
- At any time, SMG may notify the City in writing of the need for additional cash flow required to sustain the operation of the Center for any period up to four weeks. Such notification shall indicate the amount of funding required and shall state in detail the reason for the need for additional funding and the reason such need was not included in prior cash flow projections. No later than fifteen days after receipt of such notice, the City may advance funds to SMG.

The City retains the right to advance funds to SMG at levels that the City deems to be in its best interests. If the City fails to provide sufficient funding to cover cash flow deficits, SMG (upon request from the City or on its own initiative) shall submit a plan to reduce expenses to a level consistent with the funding available from the City. If SMG, after implementation of the plan to reduce expenses, believes the level of City funding will have a material adverse affect on their ability to perform its duties, SMG may elect to terminate the management agreement. The termination requires thirty days written notice and shall not occur more than sixty days after the effective date of the City's failure to provide sufficient funding to cover cash flow deficits.

During the fiscal year ended June 30, 2017, the City did not advance any funds to SMG related to cash flow requirements.

B. Capital Contribution

During calendar year 2007, SMG made a capital contribution for the Center's food and beverage operations in the amount of \$300,000. In accordance with the management agreement, the contribution is being amortized over a ten-year period, effective on October 1, 2007, on a straight-line, non-cash, non-interest bearing basis. In the event of the expiration or termination of the management agreement, the City shall pay (or cause any successor operator of the Center to pay) SMG the unamortized amount of the capital contribution as of the expiration or termination.

The unamortized balance of the capital contribution at June 30, 2017 totaled \$7,500.

DCU CENTER
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2017

NOTE 5 - MANAGEMENT FEES

A. Management Fees Payable to SMG by the City

The management agreement requires the City to pay management fees to SMG, which consist of a fixed fee and an incentive fee.

Fixed Fee

The fixed fee for the fiscal year ended June 30, 2017 totaled \$322,918. Since the fixed fee is paid by the City, it is not reported as an expense in the Statement of Revenues, Expenses and Change in Net Position.

The base annual fixed fee is adjusted based on the annual percentage change (over the twelve-month period ending in June of the preceding fiscal year) in the Consumer Price Index (All Items, All Urban Consumers, Boston-Brockton-Nashua Average, as published by the United States Department of Labor, Bureau of Labor Statistics). The base annual fixed fee was \$318,146 for the fiscal year ended June 30, 2016.

Incentive Fee

For the fiscal year ended June 30, 2017, the incentive fee equals fifty percent of the amount by which operating revenues exceed \$4,700,000; provided, that in no event shall the incentive fee exceed the fixed fee.

The incentive fee for the fiscal year ended June 30, 2017 totaled \$322,918. Since the incentive fee is paid by the City, it is not reported as an expense in the Statement of Revenues, Expenses and Change in Net Position.

B. Management Fees Payable to SMG Food and Beverage, LLC (SMGFB) by SMG

The Center has a food and beverage services agreement (food and beverage agreement) with SMGFB. The food and beverage agreement requires the Center to pay management fees to SMGFB, which consists of a fixed fee and an incentive fee.

Fixed Fee

The annual fixed fee is \$75,000 for each fiscal year of operations.

The fixed fee for the fiscal year ended June 30, 2017 totaled \$75,000 and is reported as food and beverage management fee in the Statement of Revenues, Expenses and Change in Net Position.

Incentive Fee

The incentive fee equals the sum of the following:

- Fifteen percent of gross food and beverage revenue in excess of the gross food and beverage revenue threshold (average gross food and beverage revenues for the prior two fiscal years)
- Twenty percent of net food and beverage operating income in excess of the net food and beverage operating income threshold (average net food and beverage operating income for the prior two fiscal years).

The incentive fee for the fiscal year ended June 30, 2017 totaled \$32,791 and is reported as food and beverage incentive fee in the Statement of Revenues, Expenses and Change in Net Position.

DCU CENTER
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2017

NOTE 6 - SURPLUS DISTRIBUTIONS TO THE CITY OF WORCESTER

The management agreement requires the Center, on a quarterly basis, to distribute surplus to the City. The management agreement defines surplus as the amount by which operating revenue for the prior quarter exceeded operating expenses for the prior quarter, less the projected cash flow shortfall for the subsequent quarter.

During the fiscal year ended June 30, 2017, surplus distributions totaled \$1,045,093 and are reported as surplus distributions to the City of Worcester in the Statement of Revenues, Expenses and Change in Net Position.

NOTE 7 - COMMITMENTS

In March 2014, the City, the Center and the Digital Federal Credit Union (DCU) amended a Naming Rights Agreement (agreement). The agreement is for the period of March 1, 2015 through February 28, 2025. As part of the agreement, an Event Development Fund (fund) was created. The fund is managed by SMG to purchase talent, underwrite events, or otherwise incentivize new events.

When promoting events directly, a normal and customary rental fee shall be paid to the Center when the event activities result in a profit. In this case, all monies in excess of the normal and customary rental and use fees shall be deposited into the fund. When the event results in a loss, such losses shall be offset by the City and the Center providing for the rent fee and all additional expenses paid out of the fund.

At the expiration or termination of the agreement, any monies remaining in the fund shall revert to the City to be used at the City's sole discretion.

In fiscal year 2014, DCU made a payment of \$200,000 to the Center for deposit into the fund. During fiscal year 2016, incentive fees of \$22,102 were deposited into the fund. None of the deposits have been expended as of June 30, 2017. The \$222,102 is included in advance deposits and ticket sales in the Statement of Net Position.

Supplementary Information

THE DCU CENTER
SCHEDULE OF MANAGEMENT FEES PAID BY THE CITY
FOR THE FISCAL YEAR ENDED JUNE 30, 2017

FIXED MANAGEMENT FEE PAID TO SMG BY CITY OF WORCESTER

Base fee.....	\$	318,146
Consumer Price Index (CPI) - annual percentage change 2015-2016 (A).....		<u>1.5%</u>
CPI adjustment to base fee (\$318,146 x 1.5%).....		<u>4,772</u>
Total fixed management fee.....		<u>322,918</u>

MANAGEMENT INCENTIVE FEE OWED TO SMG BY CITY OF WORCESTER

Operating revenues (as defined in the management agreement).....		6,624,382
Less: Incentive benchmark.....		<u>(4,700,000)</u>
Excess of operating revenues over incentive benchmark.....		1,924,382
Management incentive fee percentage.....		<u>50%</u>
Excess of operating revenues multiplied by incentive fee percentage.....		<u>962,191</u>
Management incentive fee cap (B).....		<u>322,918</u>
Total management incentive fee.....		<u>322,918</u>
Total management fees.....	\$	<u><u>645,836</u></u>

(A) Based on the Consumer Price Index, All Items, All Urban Consumers, Boston-Brockton-Nashua Average, as published by the United States Department of Labor, Bureau of Labor Statistics

(B) Cannot exceed fixed management fee

THE DCU CENTER
SCHEDULE OF FOOD AND BEVERAGE MANAGEMENT FEES PAID BY THE CENTER
FOR THE FISCAL YEAR ENDED JUNE 30, 2017

FIXED MANAGEMENT FEE PAID TO SMG FOOD AND BEVERAGE (SMGFB) BY SMG

Base fee.....	\$	75,000
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MANAGEMENT INCENTIVE FEE OWED TO SMGFB BY SMG

Gross Revenue Component

Gross food and beverage revenues (as defined in the food and beverage agreement).....	\$	4,073,922
Less: Gross food and beverage revenue threshold (A).....		(3,874,626)
Excess (deficiency) of gross revenues over threshold.....		199,296
Management incentive fee percentage.....		15%
Excess of gross revenues multiplied by incentive fee percentage.....		29,894

Net Operating Income Component

Net food and beverage operating income.....		1,623,901
Less: Net food and beverage operating income threshold (B).....		(1,609,416)
Excess (deficiency) of net operating income over threshold.....		14,485
Management incentive fee percentage.....		20%
Excess of net operating income multiplied by incentive fee percentage.....		2,897
Total management incentive fee.....	\$	32,791

(A) Average of the gross food and beverage revenues for the prior two fiscal years

(B) Average of the net food and beverage operating income for the prior two fiscal years