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April 26, 2018

To the Board of Directors
Growth Organization of Topeka/Shawnee County, Inc.

We have audited the financial statements of Growth Organization of Topeka/Shawnee County, Inc. for the year ended December 31, 2017 and have issued our report thereon dated April 26, 2018. Professional standards require that we provide you with information about our responsibilities under auditing standards generally accepted in the United States of America, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our engagement letter to you dated March 8, 2018. Professional standards also require that we communicate to you the following information related to our audit.

SIGNIFICANT FINDINGS FROM THE AUDIT

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by Growth Organization of Topeka/Shawnee County, Inc. are described in Note 2 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during 2017. We noted no transactions entered into by the Company during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimates affecting the financial statements were:

Management's estimate of the functional allocation of expenses is based on information, judgment and experience. We evaluated the key factors and assumptions used to develop the estimates in determining that it is reasonable in relation to the financial statements taken as a whole.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.



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Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. Management has corrected all such misstatements. In addition, none of the misstatements detected as a result of audit procedures and corrected by management were material, either individually or in the aggregate, to the financial statements taken as a whole.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated April 26, 2018.

Management Consultations with Other Independent Accountants

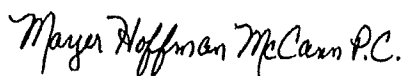
In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Organization's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Company's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

This information is intended solely for the use of Growth Organization of Topeka/Shawnee County, Inc. and is not intended to be and should not be used by anyone other than these specified parties.

Very truly yours,



Mayer Hoffman McCann P.C.

**GROWTH ORGANIZATION OF
TOPEKA/SHAWNEE COUNTY, INC.**

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2017 AND 2016





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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Growth Organization of Topeka/Shawnee County, Inc.
Topeka, Kansas

Report on the Financial Statements

We have audited the accompanying statements of financial position of Growth Organization of Topeka/Shawnee County, Inc., as of December 31, 2017 and 2016, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the 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.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Growth Organization of Topeka/Shawnee County, Inc. as of December 31, 2017 and 2016, and the changes in net assets and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Mayer Hoffman McCann P.C.

Mayer Hoffman McCann P.C.
Topeka, Kansas
April 26, 2018

GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC.
STATEMENTS OF FINANCIAL POSITION

	December 31,	
	2017	2016
<u>ASSETS</u>		
Current assets:		
Cash and cash equivalents	\$ 13,043,023	\$ 10,534,966
Investments	5,915,873	5,886,539
Pledges receivable, less allowance for uncollectible pledges of \$15,000 in 2017 and \$50,000 in 2016	12,600	613,411
Grants receivable	6,602	-
Prepaid expenses	33,996	38,189
Restricted funds	2,113,181	2,378,250
Total current assets	21,125,275	19,451,355
Property and equipment, net	1,492	2,222
Other assets:		
Land held for economic development	7,307,656	7,542,208
Total other assets	7,307,656	7,542,208
Total assets	\$ 28,434,423	\$ 26,995,785
<u>LIABILITIES AND NET ASSETS</u>		
Current liabilities:		
Deferred grant revenue - JEDO	\$ 17,004,732	\$ 14,477,956
Accounts payable	65,609	13,887
Due to Greater Topeka Chamber of Commerce	6,518	2,445
Due to Greater Topeka Chamber of Commerce Foundation	9,500	9,500
Due to Greater Topeka Partnership	14,640	-
Accrued expenses	28,734	42,090
Agency funds	250,738	327,681
Improvement and training incentives	2,017,181	1,478,250
Total current liabilities	19,397,652	16,351,809
Other liabilities:		
KFCP Improvement and Fire Station Fund	203,158	203,158
Total liabilities	19,600,810	16,554,967
Net assets:		
Unrestricted		
Undesignated	1,417,357	1,385,200
Board designated	7,403,656	8,442,207
Total unrestricted	8,821,013	9,827,407
Temporarily restricted	12,600	613,411
Total net assets	8,833,613	10,440,818
Total liabilities and net assets	\$ 28,434,423	\$ 26,995,785

See Notes to the Financial Statements

GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC.
STATEMENTS OF ACTIVITIES

	Years ended December 31,			
	2017		2016	
	Unrestricted	Temporarily Restricted	Total	Temporarily Restricted
Support and revenues:				
JEDO grant revenue	\$ 2,473,224	\$ -	\$ 2,473,224	\$ -
Private contributions and pledges	(40,086)	21,460	(18,626)	37,142
Other grant revenue	27,442	-	27,442	-
Events and other	50,331	-	50,331	-
Interest and investment income	30,511	-	30,511	-
Net assets released from restrictions	622,271	(622,271)	-	(671,241)
Total support and revenues:	3,163,693	(600,811)	2,562,882	(634,099)
Expenses:				
Program expenses:				
Economic development	3,817,458	-	3,817,458	-
Total program expenses	3,817,458	-	3,817,458	-
Supporting services expense:				
General and administrative expenses	96,744	-	96,744	-
Fundraising	255,885	-	255,885	-
Total supporting expense	352,629	-	352,629	-
Total expenses	4,170,087	-	4,170,087	-
Change in net assets	(1,006,394)	(600,811)	(1,607,205)	(634,099)
Net assets, beginning of year	9,827,407	613,411	10,440,818	1,247,510
Net assets, end of year	\$ 8,821,013	\$ 12,600	\$ 8,833,613	\$ 613,411
				\$ 10,440,818

See Notes to the Financial Statements

GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC.
STATEMENTS OF CASH FLOWS

	Years ended December 31,	
	2017	2016
Cash flows from operating activities:		
Contributions, grants and other support	\$ 5,653,356	\$ 5,852,621
Cash paid to employees and suppliers	(3,406,712)	(1,989,049)
Cash incentives refunded (paid)	25,684	(173,400)
Interest received	30,511	14,750
	2,302,839	3,704,922
Cash flows from investing activities:		
Net purchases of short term investments	(29,334)	(2,353,777)
Reimbursement for improvements	234,552	102,986
	205,218	(2,250,791)
Net increase in cash and cash equivalents	2,508,057	1,454,131
Cash and cash equivalents at beginning of year	10,534,966	9,080,835
Cash and cash equivalents at end of year	\$ 13,043,023	\$ 10,534,966
Reconciliation of change in net assets to net cash flows from operating activities		
Cash flows from operating activities:		
(Decrease) increase in net assets	\$ (1,607,205)	\$ (1,233,124)
Adjustments to reconcile change in net assets to net cash flows from operating activities		
Discount on pledges	-	(20,466)
Depreciation	730	2,627
Decrease (increase) in operating assets		
Pledges receivable	600,811	654,565
Grants receivable	(6,602)	-
Due from Greater Topeka Chamber of Commerce	-	1,560
Prepaid expenses	4,193	(1,629)
Restricted funds	265,069	379,454
Increase (decrease) in operating liabilities		
Deferred JEDO grant revenue	2,526,776	3,395,388
Accounts payable	51,722	(12,085)
Due to Greater Topeka Chamber of Commerce	4,073	2,445
Due to Greater Topeka Chamber of Commerce Foundation	-	1,500
Due to Greater Topeka Partnership	14,640	-
Accrued expenses	(13,356)	42,090
Agency funds	(76,943)	170,893
Improvement and training incentives payable	538,931	118,546
KFCP Improvement and Fire Station Fund	-	203,158
	3,910,044	4,938,046
Net cash flows from operating activities	\$ 2,302,839	\$ 3,704,922

See Notes to the Financial Statements

GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC.
NOTES TO THE FINANCIAL STATEMENTS

(1) **History and organization**

The Growth Organization of Topeka/Shawnee County, Inc. was organized to encourage business and industry to locate and develop within the greater Topeka area and to otherwise promote the common economic interest of greater Topeka. The Organization receives funding through a grant from the Joint Economic Development Organization (JEDO) and by donations from the business community.

(2) **Summary of significant accounting policies**

Basis of reporting - Assets, liabilities, net assets, revenues, and expenses are recognized on the accrual basis of accounting. Grant revenue is recognized at the time the funds are expended or are accrued for expenditure. Revenue from private contributions is recognized at the time the funds are received. Revenue from pledges is recognized in the period the pledge commitment is made by the donor.

The Organization reports information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Unrestricted net assets represent the portion of funds currently available to support of the Organization's operations. The Organization's Board of Directors may designate a portion of unrestricted net assets to be used for certain purposes. At December 31, 2017 and 2016, the Board has designated net assets for future incentives related to land held for economic development and certain amounts funded to restricted escrow accounts.

Temporarily restricted and permanently restricted net assets represent funds that are subject to donor imposed time or purpose restrictions. At December 31, 2017 and 2016, temporarily restricted net assets are recorded for outstanding pledges receivable due to an implied time restrictions as amounts are to be collected in future periods.

Fair value measurement – Assets recorded at fair value on the statement of financial position are categorized based upon the level of observability associated with the inputs used to measure their fair value. Fair value is defined as the amount that would be received to sell an asset in an orderly transaction between market participants at the measurement date. The availability of unobservable in the market, the determination of fair value requires more judgment.

The three-level hierarchy for fair value measurements is defined as follows:

- Level 1 – Inputs are unadjusted, quoted prices in active markets for identical assets at the measurement date.
- Level 2 – Inputs are other than quoted prices in active markets that are observable for the asset, either directly or indirectly, including inputs in markets that are not considered to be active.
- Level 3 – Inputs are unobservable and significant to the asset, and include situations where there is little, if any, market activity.

Management endeavors to utilize the best available information in measuring fair value.

GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC.
NOTES TO THE FINANCIAL STATEMENTS

Investments - The Organization invests in U.S. government securities money market funds, certificates of deposit and U.S. government securities. Investments, other than certificate of deposits, are stated at fair value. Certificate of deposits are carried at costs plus interest credited to date. Realized and unrealized gains and losses, dividends and interest on investments are reflected in the statement of activities.

Investment securities are exposed to various risks, such as interest rate, market fluctuation and credit risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in risks in the near term could materially affect investments and the amounts reported in the statements of financial position.

Management use of estimates –The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Pledges receivable - Unconditional promises to give that are expected to be received within one year are recorded at their net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of the estimated future cash flows. The discounts on those amounts are determined using risk-free rates applicable to the years in which the promises are received.

Conditional promises to give are not recorded until such time as the conditions are substantially met.

Land held for economic development - The Organization holds land for the development of the Kanza Fire and Central Crossing Commerce Parks in southwest Topeka, Kansas. The acquisition cost of the land and certain types of improvements are recorded as an asset on the Statement of Financial Position. Maintenance and certain utility extension costs that result in benefits beyond the park development are expensed as incurred. Management annually reviews the land held for economic development to determine whether carrying values have been impaired.

Land held for economic development is a board designated net asset.

Property and equipment - The Organization capitalizes all expenditures in excess of \$2,000 for property and equipment at cost. Depreciation is determined on the straight-line basis, with estimated useful lives as follows:

Equipment	3 - 5 years
Leasehold improvements	5 - 10 years

Maintenance and repairs which neither materially add to the value of the property nor appreciably prolong its life are charged to expenses as incurred.

Income taxes - The Organization is exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, is exempt from federal income taxes pursuant to Section 501(a) of the Code, and has been classified as other than a private foundation.

GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC.
NOTES TO THE FINANCIAL STATEMENTS

Expense allocation – The costs of providing various programs and other activities have been summarized on a functional basis. Accordingly, certain costs have been allocated among the programs and services benefited.

Cash defined for statements of cash flows – For purposes of the statement of cash flows, the Organization considers cash held in commercial banks with original maturities of three months or less to be cash and cash equivalents.

(3) Cash and cash equivalents

Cash and cash equivalents include repurchase agreements with a local bank. The repurchase agreements represent ownership interest in Federal Agency securities. Other bank deposits are generally maintained within FDIC-insured limits.

(4) Investments and fair value

Investments consist of the following at December 31,

	2017	2016
U.S. government securities money market fund	\$ 3,167,753	\$ 2,174,424
Certificates of deposit	2,748,120	3,712,115
Total Investments	\$ 5,915,873	\$ 5,886,539

The following table summarizes the investments recorded at fair value based on valuation hierarchy as of December 31, 2017:

	Fair Value	Level 1	Level 2	Level 3
Money market fund	\$ 3,167,753	\$ 3,167,753	\$ -	\$ -
Total Investments	\$ 3,167,753	\$ 3,167,753	\$ -	\$ -

The following table summarizes the investments recorded at fair value based on valuation hierarchy as of December 31, 2016:

	Fair Value	Level 1	Level 2	Level 3
Money market fund	\$ 2,174,424	\$ 2,174,424	\$ -	\$ -
Total Investments	\$ 2,174,424	\$ 2,174,424	\$ -	\$ -

The fair value of the money market fund is based on the carrying value of the accounts due to its short maturity, high liquidity, and low risk of default.

GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC.
NOTES TO THE FINANCIAL STATEMENTS

(5) Property and equipment

Property and equipment consists of the following as of December 31:

	<u>2017</u>	<u>2016</u>
Cost		
Equipment	\$ 157,778	\$ 157,778
Leasehold improvements	8,503	8,503
Total property and equipment	<u>166,281</u>	<u>166,281</u>
Accumulated depreciation	<u>(164,789)</u>	<u>(164,059)</u>
Net property and equipment	<u>\$ 1,492</u>	<u>\$ 2,222</u>

(6) Pledges receivable

Pledges receivable from donors consists of the following as of December 31:

	<u>2017</u>	<u>2016</u>
Receivable in less than one year	\$ 27,600	\$ 663,411
Less allowance for uncollectible pledges	<u>(15,000)</u>	<u>(50,000)</u>
	<u>\$ 12,600</u>	<u>\$ 613,411</u>

Pledges receivable are classified as Level 3 under the fair value hierarchy since the amount recognized is based on estimated future cash flows.

(7) Land held for economic development

The Organization owns a portion of land at the Kanza Fire and Central Crossing Commerce Parks in southwest Topeka, Kansas. The land is available for the Organization to transfer to companies for economic development.

(8) Restricted funds

Restricted funds represent amounts held in an escrow account for specific purposes. The escrow account is maintained for certain property improvements, training, and employment incentives. The following is a summary of funds held in escrow:

	<u>2017</u>	<u>2016</u>
Balance, January 1	\$ 2,378,250	\$ 2,757,704
Payments from escrow	(267,308)	(382,074)
Interest and other	2,239	2,620
Balance, Decemeber 31,	<u>\$ 2,113,181</u>	<u>\$ 2,378,250</u>

GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC.
NOTES TO THE FINANCIAL STATEMENTS

(9) Agency funds

The Organization acts as an agent on behalf of the Governor's Military Council. Cash held on behalf of the Governor's Military Council is classified as both cash and a corresponding liability.

(10) KFCP improvement and fire station fund

The Organization has an agreement with Mars requiring an amount equal to 10% of their annual property tax abatement to be paid by Mars to the Organization. The funds are to be used for Kanza Fire Commerce Park improvements and a fire station to serve the park.

(11) Related party transactions

The Organization has entered into a purchased services agreement with The Greater Topeka Chamber of Commerce (the Chamber) for certain services, resources, office space and equipment. Services provided by the Chamber to the Organization include bookkeeping, accounting and audit support, and support services to include communications and marketing, administrative and government relations. In addition, the agreement includes payment to the Chamber for a portion of the President's salary based on an estimate of the time spent serving the Organization. The terms of this agreement will be reviewed annually. During the year ended December 31, 2017 and 2016, the Organization paid \$300,000 and \$250,000, respectively, which were funded by private dollars, to the Chamber under this agreement.

At December 31, 2017 and 2016, the Organization owed the Greater Topeka Chamber of Commerce \$6,518 and \$2,445, respectively, for reimbursement of expenses and fees for participation in Chamber events and programs.

The Organization also makes lease payments based on its proportionate share of space under a lease agreement between Security National Properties and the Greater Topeka Chamber of Commerce. Total lease expense for the years ended December 31, 2017 and 2016 was \$70,314 and \$70,280, respectively.

The Organization owed \$9,500 and \$9,500 at December 31, 2017 and 2016, respectively, to the Greater Topeka Chamber of Commerce Foundation for pledges collected on their behalf.

The Organization owed \$14,640 at December 31, 2017 to the Greater Topeka Partnership for pledges collected on their behalf.

The Organization made a contribution in the amount of \$75,000 in both 2017 and 2016 to 712 Innovations, LLC, a subsidiary of the Greater Topeka Chamber of Commerce Foundation. 712 Innovations, LLC was established to provide a makerspace/co-work space for economic development.

The Organization made a contribution in the amount of \$60,000 in both 2017 and 2016 to Heartland Visioning, a subsidiary of the Greater Topeka Chamber of Commerce Foundation.

GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC.
NOTES TO THE FINANCIAL STATEMENTS

(12) JEDO grant

JEDO is a separate legal entity authorized by Kansas Statute 12-2904(a) which was created by an inter-local agreement between the Board of Commissioners of Shawnee County and the City of Topeka. The Organization has an agreement with JEDO that provides for a grant to the Organization for the purpose of providing economic development services, including research, target marketing, existing business retention and expansion, new business recruitment, minority and women-owned businesses, infrastructure development, site acquisition and development, incentive funds, workforce training and expansion, and other such activities deemed necessary and appropriate. The term of the agreement was for one year with options to extend for successive periods of one year each unless either party terminates the agreement. During 2017, JEDO approved a new grant agreement with the Organization for a three - year period commencing January 1, 2018.

JEDO has approved the carryover of the 2017 and 2016 unexpended grant funds. This carryover is included in the deferred JEDO grant revenue at December 31, 2017 and 2016, and includes approximately \$974,000 and \$908,000 for the minority and women-owned business program at December 31, 2017 and 2016, respectively.

(13) Concentrations and major customers

The Organization received 97% and 87% of their total revenue from a grant with the Joint Economic Development Organization (JEDO) for the years ended December 31, 2017 and 2016, respectively. In the event this grant was discontinued, the activities of the Organization would be curtailed accordingly.

(14) 401(k) retirement plan

The Organization established a 401(k) retirement plan in which eligibility is reached when an employee has completed ninety days of continuous employment and is over the age 21. The 401(k) retirement plan is sponsored by the Association of Chamber of Commerce Executives.

The Organization's 401(k) retirement plan expense was \$24,189 and \$17,070 for the years ended December 31, 2017 and 2016, respectively.

GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC.
NOTES TO THE FINANCIAL STATEMENTS

(15) Incentives

The Organization enters into various incentive agreements covering several years and generally requiring maintenance of employment levels and other obligations. For the year ended December 31, 2017, the Organization received a net amount of \$25,684 for cash incentives paid and amounts recouped from employers that did not maintain employment levels or meet other requirements. For the year ended December 31, 2016, the Organization paid net cash incentives totaling \$146,224. At December 31, 2017, the Organization also has outstanding contingent incentive commitments to various companies expected to be payable as follows:

2018		\$ 1,834,400
2019		602,400
2020		419,400
2021		419,400
2022		373,800
Thereafter		<u>148,400</u>
Total		<u>\$ 3,797,800</u>

Improvements and training incentive liability includes the following at December 31:

	<u>2017</u>	<u>2016</u>
Funded and held in escrow (see Note 8)	\$ 2,113,181	\$ 2,378,250
Less board designated employment incentive held in escrow	<u>(96,000)</u>	<u>(900,000)</u>
Balance, December 31	<u>\$ 2,017,181</u>	<u>\$ 1,478,250</u>

(16) Subsequent events

The Organization has evaluated subsequent events through April 26, 2018, the date which the financial statements were available to be issued. No subsequent events were noted.