TEAM SAN JOSE, INC. dba SAN JOSE CONVENTION & VISITORS BUREAU AUDITED FINANCIAL STATEMENTS JUNE 30, 2011 AND 2010

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JUNE 30, 2011 AND 2010

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors Team San Jose, Inc. dba San Jose Convention & Visitors Bureau San Jose, California

We have audited the accompanying statements of financial position of Team San Jose, Inc. dba San Jose Convention & Visitors Bureau (the Organization) as of June 30, 2011 and 2010 and the related statements of activities and changes in net assets and cash flows for the years then ended. These financial statements are the responsibility of the management of the Organization. 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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Team San Jose, Inc. dba San Jose Convention & Visitors Bureau as of June 30, 2011 and 2010 and the changes in their net assets and their cash flows for the years then ended in conformity with auditing standards generally accepted in the United States of America.

Petrinovich Pugh & Company, LLP

Petins Pyp & Confany, LLP

San Jose, California January 5, 2012

STATEMENTS OF FINANCIAL POSITION

JUNE 30, 2011 AND 2010

ASSETS	2011	2010		
Current assets:				
Cash and cash equivalents	\$ 1,163,475	\$ 540,111		
Investments	460,705	779,270		
Accounts receivable, net of allowance for doubtful	,	110,210		
accounts of \$55,509 and \$38,063, respectively	105,110	390,834		
Other receivables	25,159	167,570		
Prepaid expenses	17,349	40,744		
Total current assets	1,771,798	1,918,529		
Property and equipment:				
Leasehold improvements	24,509	7,941		
Furniture and equipment	93,364	93,364		
Computer equipment	104,355	104,355		
	222,228	205,660		
Less accumulated depreciation	(190,205)	(171,798)		
Net property and equipment	32,023	33,862		
Security deposits	←	1,638		
	\$ 1,803,821	\$ 1,954,029		
LIABILITIES AND NET ASSETS				
Current liabilities:				
Accounts payable	\$ 33,767	\$ 124,683		
Accrued expenses	371,884	382,298		
Deferred revenues	93,531	100,756		
Current portion of capital lease obligations		12,531		
Total current liabilities	499,182	620,268		
Net assets:				
Unrestricted:				
Undesignated	980,609	768,083		
Board designated	324,030	565,678		
Total unrestricted net assets	1,304,639	1,333,761		
	\$ 1,803,821	\$ 1,954,029		

STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS

JUNE 30, 2011 AND 2010

	 2011		2010
Revenues:			
City of San Jose	\$ 3,796,517	\$	3,846,575
Management fee	400,000		150,000
Convention services	180,705		274,429
Membership	154,665		154,682
Visitor services	22,370		30,125
Investment return	1,442		8,501
Other income			48,637
Revenues before donated products and services	4,555,699		4,512,949
Donated products and services	 94,836		94,836
Total revenues	 4,650,535		4,607,785
Expenses:			
Convention marketing and promotion	2,756,402		2,605,302
General and administrative	1,269,593		1,511,854
Management services	430,342		36,839
Convention services	90,631		146,867
Visitor services	37,282		66,581
Interest expense	 571		2,633
Expenses before donated products and services	 4,584,821		4,370,076
Donated products and services	94,836		94,836
Total expenses	 4,679,657		4,464,912
Total (decrease) increase in net assets	(29,122)		142,873
Net assets, beginning of year	 1,333,761	_	1,190,888
Net assets, end of year	\$ 1,304,639	\$	1,333,761

STATEMENTS OF CASH FLOWS

JUNE 30, 2011 AND 2010

	2011			2010
Cash flows from operating activities:				
(Decrease) increase in net assets	\$	(29,122)	\$	142,873
Adjustments to reconcile (decrease) increase in net assets				
to net cash provided by (used for) operating activities:			`	
Depreciation		18,407		26,315
Allowance for doubtful accounts		17, 44 6		8,893
Net unrealized and realized loss		1,568		1,260
Changes in certain current assets and liabilities:				
Accounts receivable		268,278		(118,697)
Other receivables		142,411		(151,719)
Prepaid expenses		23,395		16,117
Accounts payable		(90,916)		(63,858)
Accrued expenses		(10,414)		(248,519)
Deferred revenues		(7,225)		(12,280)
Net cash provided by (used for) operating activities		333,828		(399,615)
Cash flows from investing activities:				
Decrease in security deposit		1,638		-
Proceeds from sale of investments		500,000		560,000
Purchases of property and equipment		(16,568)		(8,762)
Purchases of investments		(183,003)		(369,761)
Net cash provided by investing activities	-	302,067		181,477
Cash flows from financing activities:				
Principal payments on capital lease obligations		(12,531)		(17,020)
Net cash used for financing activities		(12,531)		(17,020)
Net increase (decrease) in cash and cash equivalents		623,364		(235,158)
Cash and cash equivalents, beginning of year		540,111		775,269
Cash and cash equivalents, end of year	\$	1,163,475	\$	540,111

STATEMENTS OF CASH FLOWS

JUNE 30, 2011 AND 2010

	2	2011		2010
ø				
Supplemental disclosures of cash flow information:				
Cash paid during the year for: Interest on capital lease obligations	\$	571	\$	2,633
intorcet on capital loade obligations	Ψ	<u> </u>	Ψ	2,000

Supplemental disclosure of non-cash investing and financing activities:

During the year ended June 30, 2010, the Organization wrote off \$4,465 in fully depreciated assets.

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2011 AND 2010

NOTE A - SIGNIFICANT ACCOUNTING POLICIES

<u>Organization</u>: On February 1, 2009, the San Jose Convention & Visitors Bureau and Team San Jose, Inc. merged and now operate under the name Team San Jose, Inc. dba San Jose Convention & Visitors Bureau (the Organization). The Organization is organized and incorporated as a nonprofit corporation in the state of California to promote San Jose, California as a site for meetings, conventions, trade shows, as a destination for pleasure travel and to manage the convention and cultural services of the San Jose McEnery Convention Center. Under an agreement with the City of San Jose, certain expenditures made by the Organization in connection with its activities are reimbursed by the City of San Jose.

<u>Basis of Presentation</u>: The financial statements are prepared using the accrual basis of accounting and in accordance with ASC Subtopic 958-205, *Presentation of Financial Statements for Not-for-Profit Entities*. Accordingly, the classification of the Organization's net assets and its revenues and expenditures is based on the existence or absence of donor-imposed restrictions. The provisions of this standard require amounts of each of three classes of net assets - permanently restricted, temporarily restricted, and unrestricted - be displayed in the statement of financial position and the change in each of those classes of net assets be presented in the statement of activities. To date, there have been no permanently or temporarily restricted assets received. Unrestricted net assets represent the portion of expendable funds that are available for support of the Organization's operations.

The Organization has the following categories of unrestricted net assets:

<u>Undesignated Funds</u>: Undesignated funds are the cumulative excess of revenues over expenditures, less current board designated funds and committed funds, since the inception of the Organization.

<u>Board Designated Funds</u>: Board designated funds are unrestricted net assets designated by the Board of Directors as a reserve for unexpected changes in the economy, changes in contracts or specific projects. Effective June 30, 2011, the reserve was changed from the budgeted loss of the following fiscal year plus one month's operating expenses to the minimum of one month's operating expenses. As of June 30, 2010, \$565,678 had been set aside as a specific reserve for use during the year ended June 30, 2011. Similarly, as of June 30, 2011, \$324,030 has been specifically set aside for use for year ending June 30, 2012.

Concentration of Credit Risk: Financial instruments that potentially subject the Organization to concentration of credit risk consist principally of cash and cash equivalents and accounts receivable. The Organization has deposits with a financial institution in excess of \$250,000, the federally insured limit. Certain non-interest bearing accounts have unlimited coverage. As of June 30, 2011 and 2010, the Organization had approximately \$591,000 and \$271,000, respectively, in deposits in excess of the federally insured limit. Risk associated with cash and cash equivalents is mitigated by maintaining deposits with credit worthy financial institutions. Accounts receivable mainly consist of amounts due from public members, contract revenue from the City of San Jose and management fees from the City of San Jose to manage the Convention & Cultural Facilities of the San Jose McEnery Convention Center. The Organization grants credit to its members, substantially all of whom are located in the Santa Clara County area. Allowances are made for any receivables which are considered to be uncollectible.

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2011 AND 2010

NOTE A - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition:

<u>City of San Jose</u>: The Organization receives a majority of its revenues from the City of San Jose. The Organization has an agreement with the City of San Jose through December 31, 2011. Under the agreement, payments are made to the Organization based upon its budget as approved by the City of San Jose. Revenues are recognized based upon the approved budget over the contract year.

The Organization has an agreement with the City of San Jose effective July 1, 2009 through June 30, 2011. The Organization is currently in negotiation with the City of San Jose to renew the agreement. Under the agreement, fixed payments are made to the Organization based upon its budget as approved by the City of San Jose. Revenues are recognized based upon the approved budget over the contract year. The Organization receives two fees (executive management fee and an incentive fee) from the City of San Jose to operate the San Jose McEnery Convention Center. The executive management fee is a reimbursement of salary for the executive staff of the Organization, which has been recorded as a reduction of general and administrative expenses on the statements of activities and changes in net assets. The executive management fee amounted to \$150,000 as of June 30, 2011.

<u>Membership</u>: Membership fees are recognized as revenue ratably over the period of the membership. Deferred revenues consist of membership dues billed but not recognized as revenue.

<u>Convention and Visitors Services</u>: Convention and visitors service revenue include housing and registration services. The revenue is recognized when service is provided.

<u>Donated Products and Service</u>: The Organization receives various donated products and services in connection with providing services to its members. Donated products and services are recorded at their estimated fair market value. During the fiscal years ended June 30, 2011 and 2010, the Organization received free use of its facilities from the City of San Jose. The Organization has valued the use of the facilities at \$6,928 per month and has recorded it in donated products and services. In addition, during the years ended June 30, 2011 and 2010, the Organization also received free usage of the Event Business Management Software from the City of San Jose. The Organization has valued the use of the software at \$975 per month and has recorded it in donated products and services.

<u>Cash Equivalents</u>: For purposes of the statements of financial position and cash flows, the Organization considers all highly liquid instruments with original maturity of ninety days or less to be cash equivalents.

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2011 AND 2010

NOTE A - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Securities: The financial statements are prepared in accordance with ASC Subtopic 958-320, Investments - Debt and Equity Securities Held by Not-for-Profit Entities. Under ASC Subtopic 958-320, investments in marketable securities with readily determinable fair values and all investments in debt securities are reported at their fair values in the statements of financial position. Realized gains or losses resulting from the sale of securities are calculated on an adjusted cost basis. Adjusted cost basis for this purpose is the market value of the security at the beginning of the year, or the cost if purchased during the year. Unrealized gains or losses are based on the difference between adjusted cost basis and the market value of the security. Realized and unrealized gains and losses are included in investment return in the statements of activities and changes in net assets. Dividends and interest income are accrued when earned.

<u>Accounts Receivable</u>: The Organization uses the allowance method of accounting for losses arising from uncollectible accounts receivable. Under this method, accounts receivable are written off to allowance for doubtful accounts in the period they are deemed to be uncollectible. An allowance for doubtful accounts is computed based upon historical data and management estimates of uncollectible accounts.

<u>Property and Equipment</u>: Property and equipment are stated at cost and depreciated over the estimated useful life between three and seven years using the straight-line method. Major repairs or replacements of property and equipment are capitalized. Maintenance, repairs and minor replacements are charged to operations as incurred. For the years ended June 30, 2011 and 2010, depreciation expense was \$18,407 and \$26,315, respectively.

<u>Impairment of Long-Lived Assets</u>: The Organization accounts for impairment of assets under ASC 360-10-45, *Property, Plant and Equipment - Other Presentation Matters*, which requires the Organization to review long-lived assets for impairment when circumstances indicate the carrying amount of an asset may not be recoverable based on the undiscounted future cash flows of the asset. If the carrying amount of the asset is determined not to be recoverable, a write down to fair value is recorded. During the years ended June 30, 2011 and 2010, no impairment of assets was recorded.

<u>Income Taxes</u>: The Organization is exempt from taxation on its nonprofit activity under Internal Revenue Code Section 501(c)(6) and California Revenue and Taxation Code Section 23701(e). The Organization is subject to tax on income unrelated to its exempt activities.

The Organization has adopted ASC 740-10-25, *Recognition of Income Taxes*, which clarifies the accounting for uncertainty in income taxes recognized in the Organization's financial statements in accordance with ASC 740-10-25 and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC 740-10-25 also provides guidance on derecognition and measurement of a tax position taken or expected to be taken in a tax return.

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2011 AND 2010

NOTE A - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes (continued):

The Organization files income tax returns in the U.S. federal jurisdiction and the state of California. The Organization 's federal income tax returns for the tax years 2007 and forward remain subject to examination by the Internal Revenue Service. The Organization 's California income tax returns for the tax years 2006 and forward remain subject to examination by the Franchise Tax Board.

The Organization did not have unrecognized tax benefits as of June 30, 2011 and does not expect this to change significantly over the next 12 months. In connection with the adoption of ASC 740-10-25, the Organization will recognize interest and penalties accrued on any unrecognized tax benefits as a component of income tax expense. As of June 30, 2011, the Organization believes that there is no interest or penalty to accrue related to uncertain tax positions.

<u>Advertising</u>: Advertising expense consists of collateral, brochures, promotional materials and special promotions. The Organization follows the policy of charging the costs of advertising to expense as incurred. Advertising expense was approximately \$285,000 and \$325,000 for the years ended June 30, 2011 and 2010, respectively.

<u>Use of Estimates</u>: 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 and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE B - INVESTMENTS

Investments consist of the following:

•	2011	2010
Money market fund	\$ 455,705	\$ 621,153
Certificates of deposit	, _	153,117
TSJ Events, LLC	5,000	5,000
•	<u>\$ 460,705</u>	<u>\$ 779,270</u>

These investments are unrestricted. Investment return is classified as unrestricted in the statement of activities and changes in net assets. The following schedule summarizes the investment return:

		11	2010		
Interest income Realized and unrealized loss	·	3,010 <u>1,568</u>)	\$ 	9,761 (1,260)	
	<u>\$1</u>	<u>1,442</u>	<u>\$</u>	<u>8,501</u>	

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2011 AND 2010

NOTE B - INVESTMENTS (CONTINUED)

There was no investment expense related to the above investments for the years ended June 30, 2011 and 2010.

NOTE C - ACCRUED EXPENSES

Accrued expenses consist of the following:

	ä	2011	2010
Vacation Bonuses Other	u de la companya de l	\$ 175,535 97,619 <u>98,730</u>	\$ 194,729 104,449 83,120
		<u>\$ 371,884</u>	<u>\$ 382,298</u>

NOTE D - COMMITMENTS

The Organization leases certain office equipment under non-cancelable operating lease agreements that periodically expire through the year ending June 30, 2014. Future minimum lease payments for all leases are as follows:

Year ending June 30,	
2012	\$ 10,553
2013	8,281
2014	 555
	\$ 19 389

Equipment capitalized under capital leases at June 30 is as follows:

	2011	2010		
Equipment Less accumulated depreciation	\$ 62,368 (62,368)	\$ 62,368 (50,934)		
	<u>\$</u>	<u>\$ 11,434</u>		

TEAM SAN JOSE, INC. dba SAN JOSE CONVENTION & VISITORS BUREAU NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2011 AND 2010

NOTE D - COMMITMENTS (CONTINUED)

The Organization occupied a building owned by the City of San Jose, which the Organization was not charged rent through 2011. The fair market value of the free rent has been valued at \$83,136 for the years ended June 30, 2011 and 2010 and has been recorded in donated products and services revenue and expense. Rent expense charged to operations was approximately \$4,000 and \$6,000 for the years ended June 30, 2011 and 2010, respectively.

Committed subsidies represent amounts which the Organization has committed for certain outside events that will occur between 2011 and 2018. Subsidies will be paid using future operating funds. As of the year ended June 30, 2011, the Organization has committed approximately \$326,000 for these events.

NOTE E - 401(k) PLAN

The Organization has a 401(k) Plan (the Plan) which allows eligible participants to contribute a percentage of compensation, up to a prescribed maximum, subject to the limitations of Internal Revenue Code Section 401(k). Eligible employees are those who are at least 18 years of age and have completed 250 hours of service within a Plan year. The Plan provides for the Organization to make matching or discretionary contributions. The Organization's contributions were approximately \$71,000 and \$89,000 for the years ended June 30, 2011 and 2010, respectively.

NOTE F - RELATED PARTY TRANSACTIONS

The Organization provides accounting and other administrative services to San Jose Hotels, Inc. (SJHI), a related party. The Organization is reimbursed for direct costs incurred, but is not reimbursed for staff time. During the years ended June 30, 2011 and 2010, the Organization charged SJHI \$21,440 and \$24,000, respectively, for administrative services. The Organization has receivables from SJHI in the amounts of \$17,143 and \$2,000 as of June 30, 2011 and 2010, respectively, which are included in accounts receivable and other receivables, respectively.

The Organization has receivables from Team San Jose Convention & Cultural Facilities (CCF), an affiliated activity, in the amounts of \$53,301 and \$167,570 as of June 30, 2011 and 2010, respectively, which are included in other receivables. The Organization has a payable to CCF in the amounts of \$3,156 and \$986 as of June 30, 2011 and 2010, respectively.

The organization has a payable to TSJ Events, LLC, a related party in the amount of \$10,897 as of June 30, 2011, which is included in other receivables.

TEAM SAN JOSE, INC. dba SAN JOSE CONVENTION & VISITORS BUREAU NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2011 AND 2010

NOTE G - FAIR VALUE MEASUREMENTS

ASC 820-10, Fair Value Measurements and Disclosures, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820-10 are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Organization has the ability to access.
- Level 2 Inputs to the valuation methodology include:
 - quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2011:

Money market funds: Valued at quoted prices in active markets for identical assets as of June 30, 2011.

Partnership investment: Valued at cost as of June 30, 2011 which approximates fair value.

TEAM SAN JOSE, INC. dba SAN JOSE CONVENTION & VISITORS BUREAU NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2011 AND 2010

NOTE G - FAIR VALUE MEASUREMENTS (CONTINUED)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Organization believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Organization's assets at fair value as of June 30, 2011.

	 Level 1	Level 2		Level 2 Level 3		Total	
Money market funds	\$ 455,705	\$	-		\$	\$	455,705
Partnership interest	 	- ·			5 <u>,</u> 000		5,000
	\$ 455,705	\$	<u>-</u>	\$ 5	5,000	\$	460,705

The Organization's level 3 assets for the year ended June 30, 2011 did not change from the balance at June 30, 2010.

The following table sets forth by level, within the fair value hierarchy, the Organization's assets at fair value as of June 30, 2010.

	 Level 1	<u> 1 </u>		Level 2		Level 3		Total	
Money market funds	\$ 621,153	\$	-		\$	\$	621,153		
Certificates of deposit Partnership interest	 -	1:	53,117		- - 5,000		153,117 5,000		
	\$ 621,153	\$ 18	53,117	\$	5,000	\$	779,270		

NOTE H - SUBSEQUENT EVENTS

Effective for financial periods ending after June 15, 2009, ASC Subtopic 855-10, Subsequent Events, requires additional disclosure for events or transactions that occur after the statement of financial position date. The Organization has no subsequent events as of January 5, 2012. The Company has not evaluated subsequent events after this date in the statements presented.