

AUDITED FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY
For the Year Ended June 30, 2010

State of South Carolina



Office of the State Auditor

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September 20, 2010

The Honorable Mark Sanford, Governor
and
Members of the Authority
Patriots Point Development Authority
Mt. Pleasant, South Carolina

This report on the audit of the financial statements of the Patriots Point Development Authority for the fiscal year ended June 30, 2010, was issued by The Hobbs Group, P.A., Certified Public Accountants, under contract with the South Carolina Office of the State Auditor.

If you have any questions regarding this report, please let us know.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Richard H. Gilbert Jr.", written in a cursive style.

Richard H. Gilbert, Jr., CPA
Deputy State Auditor

RHGjr/trb

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June 30, 2010

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INDEPENDENT AUDITORS' REPORT

To the Office of the State Auditor and Board of Commissioners
Patriots Point Development Authority
Mount Pleasant, South Carolina

We have audited the accompanying financial statements of the business-type activities of Patriots Point Development Authority (the "*Authority*"), a non-major enterprise fund of the State of South Carolina, as of and for the years ended June 30, 2010 and 2009, which collectively comprise the Authority's basic financial statements, as listed in the accompanying table of contents. These financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the financial statements of the Patriots Point Naval & Maritime Museum Foundation (the "*Foundation*"), a discretely presented component unit of the Authority. Those financial statements were audited by other auditors whose report thereon has been furnished to us, and our opinions, insofar as they relate to the amounts included for the Foundation, are based on the report of other auditors.

We conducted our audits 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 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.

As discussed in Note A, the financial statements of the Authority are intended to present the financial position, changes in financial position, and cash flows of only that portion of the business-type activities of the State of South Carolina that is attributable to the transactions of the Authority, an enterprise fund of the State of South Carolina, and its component unit. They do not purport to, and do not, present fairly the financial position of the State of South Carolina as of June 30, 2010 and 2009, and the changes in its financial position and its cash flows, where applicable, for the years then ended in conformity with accounting principles generally accepted in the United States of America, and do not include other agencies, divisions, or component units of the State of South Carolina.

In our opinion, based on our audits and the report of other auditors, the financial statements referred to above present fairly, in all material respects, the financial position of the business-type activities of Patriots Point Development Authority and its discretely presented component unit, Patriot Point Naval & Maritime Museum Foundation, as of June 30, 2010 and 2009, and the respective changes in financial position and cash flows, where applicable, thereof for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Authority will continue as a going concern. As discussed in Note S to the financial statements, the Authority has a liability at December 1, 2010, that raises substantial doubt about the Authority's ability to continue as a going concern. Management's plans in regard to these matters are described in the required supplemental information. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

In accordance with *Government Auditing Standards*, we have also issued our report dated September 14, 2010, on our consideration of the Authority's internal control over financial reporting and 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 the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and budgetary comparison information on page 3 through 6 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquires of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquires, the basic financial statements, and other knowledge we determined during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

The Hobbs Group, P.A.

Columbia, South Carolina
September 14, 2010

REQUIRED SUPPLEMENTARY INFORMATION

Management's Discussion and Analysis

The following is a discussion and analysis of Patriots Point Development Authority's financial performance, providing an overview of the activities for the fiscal year ended June 30, 2010. Please read in conjunction with the financial statements, which follows this analysis.

Patriots Point Development Authority (the "Authority") was established through Section 51-13-710 of the Code of Laws of South Carolina. The Authority is part of the primary government of the State of South Carolina (the "State") and its funds are included in the State's Comprehensive Annual Financial Report. The activities of the Authority are accounted for as enterprise funds of the proprietary fund type. An enterprise fund accounts for operations that are financed, for the most part, and operated in a manner similar to private enterprises where the intent is that the cost of providing goods or services be recorded primarily through user charges and revenues. In fiscal year 2010 and 2009, the Authority received no State appropriated funds.

Using This Report

The audit report that follows consists of a series of financial statements and reflects the self-supporting activities of the Authority funded primarily through admission fees, gift shop sales, an overnight camping program and lease and commission income. The Authority financial statements consist of the Statement of Net Assets, the Statement of Revenues, Expenses and Changes in Net Assets, the Statement of Cash Flows and notes to the financial statements.

Statement of Net Assets, Statement of Revenues, Expenses and Changes in Net Assets and Statement of Cash Flows

The Statement of Net Assets and the Statement of Revenues, Expenses and Changes in Net Assets provide an indication of the Authority's financial health. The Statement of Net Assets includes all of the Authority's assets and liabilities using the accrual basis of accounting, which is similar to the accounting used by most private sector companies. The Statement of Revenues, Expenses and Changes in Net Assets reports all of the current year's revenues and expenses regardless of when cash is received or paid. The Statement of Cash Flows reports the cash provided and used by operating activities, as well as other cash sources such as investment income and cash payments for capital additions.

Financial Highlights

- The Authority's net assets decreased 3.0% to \$17,442,820 as a result of this year's operations.
- The total operating revenues from all sources were \$8,490,368.
- The total operating expenditures were \$9,034,755.
- Non-operating revenues totaled \$52,303.
- The Authority reported a decrease in net assets of \$492,084 for the year.
- The Authority reported unrestricted net assets of \$2,398,261 and total net assets of \$17,442,820 respectively at year-end.

Condensed Statement of Net Assets

	<u>June 30, 2010</u>	<u>June 30, 2009</u>
Assets		
Current assets	\$ 3,688,881	\$ 5,363,738
Noncurrent assets:		
Restricted cash	-	9,200,000
Property and equipment, net of accumulated depreciation	<u>24,244,559</u>	<u>14,171,376</u>
Total assets	<u>\$ 27,933,440</u>	<u>\$ 28,735,114</u>
Liabilities and net assets		
Current liabilities	\$ 9,808,907	\$ 865,532
Non-current liabilities	681,713	734,678
General obligation bond payable	-	9,200,000
Net assets		
Invested in capital assets	15,044,559	14,171,376
Unrestricted	<u>2,398,261</u>	<u>3,763,528</u>
	<u>17,442,820</u>	<u>17,934,904</u>
Total liabilities and net assets	<u>\$ 27,933,440</u>	<u>\$ 28,735,114</u>

The Authority's Net Assets decreased by \$492,084 for the year, which consisted of an \$801,674 decrease in total assets and a \$309,590 decrease in total liabilities.

Revenues, Expenses and Changes in Net Assets

	June 30, 2010	June 30, 2009
Operating revenues:		
Admissions	\$ 3,048,668	\$ 3,020,498
Gift shop sales	1,529,369	1,556,222
Scouting program revenues	1,565,295	1,554,336
Lease and commission income	1,896,600	1,894,610
Parking lot fees	317,306	300,917
Miscellaneous revenues	133,130	327,332
Total operating revenues	8,490,368	8,653,915
Operating expenses:		
Personnel services	2,824,900	3,108,473
Contractual services	2,730,539	2,175,278
Cost of goods sold	724,395	678,278
Employer payroll contributions	876,793	943,450
Depreciation	778,711	678,781
Supplies	308,536	379,207
Utilities	365,286	369,329
Insurance and rental charges	258,675	226,800
Travel	28,311	35,187
Interest	27,600	
Other	111,009	48,828
Total operating expenses	9,034,755	8,643,611
Operating income	(544,387)	10,304
Non-operating revenues:		
Loss on disposal of property	(268,729)	
Interest income, net	114,012	164,340
Sale of property easement	-	-
Voluntary nonexchange donations	207,020	40,637
Increase in net assets	(492,084)	215,281
Total fund equity, beginning of year - as previously reported	17,934,904	17,719,623
Total fund net assets, end of year	\$ 17,442,820	\$ 17,934,904

The Authority's operating income decreased by \$554,691 to (\$544,387) operating revenues decreased \$163,547, while operating expenses increased \$391,144.

The majority of the decrease in operating revenues is attributable to a decrease of \$194,202 in miscellaneous revenues, the Authority received \$200,000 from the Town of Mt. Pleasant in the prior fiscal year.

Major increases in operating expenses were \$555,261 in contractual services. The majority of the increase is associated with several projects during the fiscal year. Several of the projects contributing to the increase in contractual services were the development of a master plan, a cofferdam study for the USS YORKTOWN and transferring the USCG Cutter INGHAM to a museum in Florida.

Cash Flows

Cash and cash equivalents decreased approximately \$11,136,908 during the year to \$2,829,809 at year-end. The Authority spent approximately \$10,920,300 on capital projects during the fiscal year.

Capital Asset and Long-term Debt Activity

Construction in progress at year end was \$580,310. The Authority has \$10,490,620 long-term debt for the year ended June 30, 2010. The Authority borrowed \$9,200,000 from the Bond Proceeds Account of the General Obligation State Capital Improvement Bonds, Series 2004A of the State of South Carolina. The Authority borrowed the money for the emergency dry-docking and critical maintenance repairs to the USS LAFHEY.

The following addresses Note S in the financial statements regarding the Authority's ability to continue as a going concern. The Patriots Point Development Authority took the \$9.2 million emergency loan from the office of the State Treasurer in order to get the historic WWII destroyer, ex-LAFHEY safely to drydock prior to the height of the 2009 hurricane season. The Authority accepted the loan because maritime professionals had told the Authority that due to the extremely fragile condition of the ex-LAFHEY's hull, it would be highly unlikely the vessel could survive a hurricane. The Authority recognized the gravity of the situation and costs associated with the sinking of the vessel, including the costs of salvaging the vessel, drydocking the vessel for repairs, and the potential for extensive environment cleanup of the Charleston Harbor Marina complex, the historic Charleston Harbor, and the Cooper and Wando rivers. On July 26, 2010, Patriots Point Development Authority chairman, John Hagerty sent Joint Bond Review Committee chairman, Senator Hugh Leatherman a letter and packet outlining the challenges the Authority faced with the ex-LAFHEY and the Authority's plan to repay the \$9.2 million loan.

Known facts expected to have a significant effect on financial position and results of operations

In considering the Authority's budget for fiscal year 2010, the Authority Board and staff were cautious as to the growth of revenues and expenditures. The budget demonstrates the financial priorities used in the agency's decision making process, namely 1) increasing visitation to the Museum 2) improvements needed to sustain and maintain YORKTOWN and the other existing Museum ships as the core of the Naval and Maritime Museum far into the future, 3) future development of the museum to include reinterpretation of exhibits in the Museum to appeal more effectively to the changing visitor demographics, 4) enhancement and improvement in the various education programs we offer, and 5) continuous development of the property's remaining acreage to improve the entire Patriots Point complex as a tourism destination and a community activity hub.

Request for Information

This financial report is designed to provide a general overview of the Patriots Point Development Authority's finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Controller, Patriots Point Development Authority, 40 Patriots Point Road, Mt. Pleasant, South Carolina, 29464.

FINANCIAL STATEMENTS

STATEMENTS OF NET ASSETS
PATRIOTS POINT DEVELOPMENT AUTHORITY

	June 30,	
	2010	2009
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 2,829,809	\$ 4,766,717
Accounts receivable	550,549	296,080
Prepaid expenses	8,796	8,796
Inventories	293,762	282,535
Interest receivable	5,965	9,610
Total Current Assets	3,688,881	5,363,738
Restricted cash		9,200,000
Property and equipment, net of accumulated depreciation	24,244,559	14,171,376
TOTAL ASSETS	\$ 27,933,440	\$ 28,735,114
LIABILITIES AND NET ASSETS		
Current Liabilities		
Accounts payable	\$ 67,696	\$ 350,005
Interest payable	27,600	0
Accrued payroll and related liabilities	295,464	277,422
Compensated absences and related liabilities, current	16,136	22,882
Deferred revenues, current	202,011	215,223
General obligation bond payable, current	9,200,000	0
Total Current Liabilities	9,808,907	865,532
Compensated absences and related liabilities, non-current	268,557	258,449
Deferred revenues, non-current	413,156	476,229
General obligation bond payable	0	9,200,000
TOTAL LIABILITIES	\$ 10,490,620	\$ 10,800,210
Net Assets		
Invested in capital assets, net of related debt	15,044,559	14,171,376
Unrestricted	2,398,261	3,763,528
TOTAL NET ASSETS	\$ 17,442,820	\$ 17,934,904

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

STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
PATRIOTS POINT DEVELOPMENT AUTHORITY

	For the Years Ended June 30,	
	2010	2009
Operating Revenues		
Admissions	\$ 3,048,668	\$ 3,020,498
Gift shop sales	1,529,369	1,556,222
Scouting program revenues	1,565,295	1,554,336
Lease and commission income	1,896,600	1,894,610
Parking lot fees	317,306	300,917
Miscellaneous	133,130	327,332
Total Operating Revenues	8,490,368	8,653,915
Operating Expenses		
Personnel services	2,824,900	3,108,473
Contractual services	2,730,539	2,175,278
Cost of goods sold	724,395	678,278
Employer payroll contributions	876,793	943,450
Depreciation	778,711	678,781
Supplies	308,536	379,207
Utilities	365,286	369,329
Insurance and rental charges	258,675	226,800
Travel	28,311	35,187
Interest	27,600	0
Other	111,009	48,828
Total Operating Expenses	9,034,755	8,643,611
Operating Income (Deficit)	(544,387)	10,304
Non-operating Revenues (Expenses)		
Interest income	114,012	164,340
Voluntary nonexchange donations	207,020	40,637
Loss on disposal of fixed asset	(268,729)	0
Non-operating Revenues (Expenses)	52,303	204,977
Increase (Decrease) in Net Assets	(492,084)	215,281
Total net assets, at beginning of year	17,934,904	17,719,623
TOTAL NET ASSETS, AT END OF YEAR	\$ 17,442,820	\$ 17,934,904

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

STATEMENTS OF CASH FLOWS
PATRIOTS POINT DEVELOPMENT AUTHORITY

	For the Years Ended June 30,	
	2010	2009
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received from admission and gift shop sales	\$ 4,578,037	\$ 4,576,720
Other operating cash receipts	133,130	327,332
Cash received from parking lot fees	317,306	300,917
Cash received from lease and rental activities	3,131,141	3,425,230
Cash received from donations	14,020	40,637
Cash paid for employee wages and benefits	(3,701,693)	(4,045,193)
Cash paid to suppliers for goods and services	(3,580,265)	(2,895,341)
Cash paid for general and administrative expenses	(1,218,618)	(1,079,993)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(326,942)	650,309
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Purchase of property and equipment	(10,920,333)	(715,946)
Proceeds from general obligation bond	(9,200,000)	9,200,000
NET CASH PROVIDED BY (USED IN) CAPITAL AND RELATED FINANCING ACTIVITIES	(20,120,333)	8,484,054
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest income received on deposits and investments	110,367	165,036
NET CASH PROVIDED BY INVESTING ACTIVITIES	110,367	165,036
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(20,336,908)	9,299,399
Cash and cash equivalents, beginning of year	13,966,717	4,667,318
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ (6,370,191)	\$ 13,966,717
RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES:		
Operating income	\$ (544,387)	\$ 10,304
Voluntary nonexchange donations for operating maintenance	14,020	40,637
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation	778,711	678,781
(Increase) decrease in assets and increase (decrease) in liabilities:		
Accounts receivable	(254,469)	76,558
Inventories	(11,227)	(3,450)
Accounts payable	(282,309)	(58,977)
Interest payable	27,600	0
Accrued payroll and related liabilities	18,042	(11,010)
Compensated absences and related liabilities	3,362	17,740
Deferred revenues	(76,285)	(100,274)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	\$ (326,942)	\$ 650,309

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

STATEMENTS OF FINANCIAL POSITION - COMPONENT UNIT
PATRIOTS POINT NAVAL & MARITIME MUSEUM FOUNDATION

	June 30,	
	2010	2009
Assets		
Cash and cash equivalents	\$ 503,374	\$ 579,687
Accounts receivable	13,940	6,994
Unconditional promises to give, net of discount of \$10,465 and \$14,846, respectively	49,535	90,154
Property and equipment, net of accumulated depreciation of \$2,449 and \$1,186, respectively		1,261
TOTAL ASSETS	<u>\$ 566,849</u>	<u>\$ 678,096</u>
Liabilities		
Accrued expenses	\$ 0	\$ 10,000
Total Liabilities	0	10,000
Net Assets		
Unrestricted	159,192	106,543
Temporarily restricted	407,657	561,553
Total Net Assets	<u>566,849</u>	<u>668,096</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 566,849</u>	<u>\$ 678,096</u>

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

STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS - COMPONENT UNIT
PATRIOTS POINT NAVAL & MARITIME MUSEUM FOUNDATION

	For the Year Ended June 30, 2010			For the Year Ended June 30, 2009		
	Unrestricted	Temporarily Restricted	Total	Unrestricted	Temporarily Restricted	Total
Public Support and Revenues						
Contributions	\$ 82,389	\$ 4,338	\$ 86,727	\$ 4,239	\$ 58,371	\$ 62,610
Photo concession income	60,966		60,966	62,308		62,308
Special events/other income	6,000		6,000	45,760	10,000	55,760
Interest income	2,992		2,992	18,854		18,854
Net assets released from restrictions	158,324	(158,324)	0	52,199	(52,199)	0
Total Public Support and Revenues	310,671	(153,986)	156,685	183,360	16,172	199,532
Expenses						
Museum Foundation Program Services:						
Education program	218,711		218,711	2,653		2,653
PPDA programs	25,700		25,700	143,239		143,239
Supporting Services:						
Management and general	13,521		13,521	54,088		54,088
Fundraising and special events			0	56,913		56,913
Total Expenses	257,932	0	257,932	256,893	0	256,893
Increase (Decrease) in Net Assets	52,739	(153,986)	(101,247)	(73,533)	16,172	(57,361)
Net assets, beginning of year	106,543	561,553	668,096	180,076	545,381	725,457
NET ASSETS, END OF YEAR	<u>\$ 159,282</u>	<u>\$ 407,567</u>	<u>\$ 566,849</u>	<u>\$ 106,543</u>	<u>\$ 561,553</u>	<u>\$ 668,096</u>

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

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY
June 30, 2010

NOTE A -- ORGANIZATION AND REPORTING ENTITY

Reporting Entity – Patriots Point Development Authority (the “Authority”), also known as the Naval and Maritime Museum, was established through Section 51-13-710 of the Code of Laws of South Carolina. The Authority is dependent on the State of South Carolina (the “State”) for debt financing and appointment of its Board by the Governor. Although the Authority operates somewhat independently, it lacks full corporate powers. In addition, the Authority is financially accountable to and dependent on the State and is subject to various State procurement, budget, personnel, and other regulations. The Authority is a part of the primary government of the State of South Carolina and its funds are included in the State’s Comprehensive Annual Financial Report. The Authority is reported as a separate non-major enterprise fund of the State of South Carolina. The core of a financial reporting entity is the primary government, which has a separately elected governing body. An organization other than a primary government, such as the Authority, may serve as a nucleus for a reporting entity when it issues separate financial statements.

The Authority was formed by the State to develop and improve the Patriots Point area in Charleston County, South Carolina, and assist developing Patriots Point by acquiring, constructing, equipping, and maintaining museum buildings, aquariums, laboratories, public exhibits, entertainment facilities, historical monuments, and lodging at Patriots Point. The Authority has a statutory mandate to improve the Patriots Point area in order to provide a self-sufficient place of naval and maritime history, a repository of state and national heritage and other educational and recreational activities fostering pride and patriotism.

Management’s stated mission is to 1) establish, develop and operate a national museum of ships, naval and maritime equipment, artifacts, manuscripts, art and other historic military displays for the purpose of fostering patriotism, generating pride and respect for the United States of America and for memorializing all soldiers, sailors, and airmen who have given their lives in the service of their country, and 2) develop and enhance Patriots Point and its contiguous water areas to support the operation of its historic ships and aircraft, provide a place of education and recreation, and stimulate national and international travel by providing museums, attractions, lodging and accommodations.

During 1974 and 1975, the Authority acquired land, from which it now operates on the Charleston Harbor, in the Town of Mt. Pleasant, across the Cooper River from the City of Charleston. The Authority currently displays for tour the USS YORKTOWN aircraft carrier, destroyer USS LAFFEY, submarine USS CLAMAGORE, and INGRAM Coast Guard Cutter, and various aircraft and other military exhibits. The Authority owns the Patriots Point golf course, which is managed and leased by GINN-LA Fund IV Charleston PP Golf, LLC. On August 20, 2009, the USS Ingham was transported to Florida where it stopped for repairs before traveling to Key West to join the USS Mohawk CGC Memorial Museum as an additional to their fleet permanently.

The Authority operates a gift shop. A hotel and a marina have been developed on parcels leased from the Authority. Primary sources of operating revenue are museum admissions, sales at the museum gift shop, educational programs such as the youth education and camping programs, and commissions from lease functions, on-site vending franchises and the Patriots Point Links. Additional income from landside leases has, for some years, been dedicated to a capital fund for maintenance of the historic museum ships and other capital projects at Patriots Point. The Authority charges fees for its goods and services and parking lot to users external to the State of South Carolina (the public).

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE A -- ORGANIZATION AND REPORTING ENTITY - Continued

Component Unit – The financial statements include the accounts of the Authority, as the primary government-reporting unit, and the accounts of Patriots Point Naval & Maritime Museum Foundation (the “Foundation”), its component unit. The Authority is part of the primary government of the State of South Carolina. However, based on the nature and significance of the Foundation’s relationship with the State of South Carolina, the Foundation is not a component unit of the State of South Carolina. The Foundation is a legally separate nonprofit organization that was formed in April 1976 to build an endowment fund to be expended annually by the Foundation Trustees for the exclusive benefit of the Naval and Maritime Museum and to receive and manage such assets, including development, annual giving and endowment funds, as may be derived for the benefit of the Museum. The board of the Foundation is self-perpetuating and consists of four voting positions and a fifth nonvoting position held by the executive director of the Authority. Although the Authority does not control the timing or amount of receipts from the Foundation, the majority of resources or income thereon that the Foundation holds and invests is restricted to the activities of the Authority. Because these restricted resources held by the Foundation can only be used by, or for the benefit of, the Authority, the Foundation is considered a component unit of the Authority. The Foundation is reported in separate financial statements because of the difference in its reporting model, as further described below. The Internal Revenue Service has declared the Foundation to be exempt from federal and state taxes under IRS code section 501(c) (3). Financial statements for the Foundation can be obtained by mailing a request to: Patriots Point Naval & Maritime Museum Foundation, 171 Church Street, Suite 120, Charleston, South Carolina 29401.

The Foundation is a private not-for-private organization that reports its financial activity under Financial Accounting Standards Board (“FASB”) Statements. Most significant to the Foundation’s operations and reporting are FASB Statement of Financial Accounting Standards (“SFAS”) Statement No. 116 (FASB ASC 958-605) Accounting for Contributions Received and Contributions Made, and SFAS No. 117 (FASB ASC 958-205) Financial Statements of Not-for-Profit Organizations. Under SFAS No. 117 (FASB ASC 958-205), the Foundation is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, which represents the expendable resources that are available for operations at management’s discretion; temporarily restricted net assets, which represents resources restricted by donors as to purpose or by the passage of time; and permanently restricted net assets, which represents resources whose use by the Foundation is limited by donor-imposed stipulations that neither expire by passage of time nor can be fulfilled or otherwise removed by actions of the Foundation. The Foundation presently has no permanently restricted net assets. No modifications have been made to the Foundation’s financial information in the Authority’s financial reporting entity for these differences. However, significant note disclosures to the Authority’s financial statements have been incorporated into the Authority’s notes to the financial statements.

NOTE B -- SUMMARY OF SIGNIFICANT ACCOUNT POLICIES

The accompanying financial statements present the financial position, results of operations, and cash flows solely of the Authority and the Foundation in conformity with accounting principles generally accepted in the United States of America. They do not include any other agencies or funds of the State, nor do they present the financial position of the State of South Carolina, the results of its operations, or its cash flows.

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE B -- SUMMARY OF SIGNIFICANT ACCOUNT POLICIES - Continued

Basis of Accounting: The Authority prepares its financial statements on the accrual basis of accounting in accordance with generally accepted accounting principles. Accordingly, revenues are recognized in the accounting period in which they are earned and become measurable; expenses are recognized in the period incurred if measurable. It is the policy of the Authority to use the guidance in Government Accounting Standards Board ("GASB") 9 to distinguish between operating and non-operating revenues and expenses. The Authority accounts for its activities (operations of the maritime museum, which includes revenues from admissions, scout camping and activities, a golf course lease, leases of other parcels being developed and various concessions) as operating revenues and expenses using the economic resources measurement focus and the accrual basis of accounting. For the Authority, non-operating revenues include interest income and voluntary non-exchange private donations.

The accounting policies of the Authority conform to generally accepted accounting principles in the United States of America applicable to governmental proprietary activities as prescribed by the GASB, the recognized standard setting body in the United States of America for governmental entities. The Authority applies all financial accounting and reporting pronouncements issued by the GASB and all FASB, and the predecessor organizations to the FASB, that are still in effect and issued by FASB (or predecessor organizations) on or before November 30, 1989, when not in conflict with GASB pronouncements. In accordance with GASB Statement 20, the Authority has elected not to implement FASB Statements 103 and after, and FASB Interpretations 39 and after.

Fund Accounting: The Authority uses an enterprise fund to report its financial position and the results of its operations. A fund is a separate fiscal and accounting entity with a self-balancing set of accounts. Fund accounting is designed to demonstrate legal compliance and to aid management by segregating transactions related to certain government functions or activities. The activities of the Authority are accounted for within an Enterprise Fund of the Proprietary Fund category. Enterprise Funds account for business-like activities that provide goods and services to the public financed primarily through user charges. A Proprietary Fund is used to account for activities similar to those found in the private sector. The measurement focus of Proprietary Funds is based upon determination of change in net assets, financial position, and cash flows.

Cash and Cash Equivalents: The amounts shown in the financial statements as cash and cash equivalents represent petty cash, cash on hand with the State Treasurer, and cash invested in various instruments by the State Treasurer as part of the State's internal cash management pool.

Because the cash management pool operates as a demand deposit account, amounts invested in the pool are classified as cash and cash equivalents. The pool includes some long-term investments such as obligations of the United States and certain agencies of the United States, obligations of the State of South Carolina and certain of its political subdivisions, certificates of deposit, and collateralized repurchase agreements. The State's internal cash management pool consists of a general deposit account and several special deposit accounts.

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE B -- SUMMARY OF SIGNIFICANT ACCOUNT POLICIES - Continued

The State records each agency's equity interest in the general deposit account; however, all earnings on the account are credited to the General Fund of the State. The Authority records and reports its deposits in the general deposit account at cost. The Authority reports its deposits in the special deposit accounts at fair value. Investments held by the pool are reported at fair value. Interest earnings are allocated based on the percentage of the Authority's accumulated daily income receivable to the total income receivable of the pool. Realized gains and losses are allocated daily and are included in the accumulated income receivable. Unrealized gains or losses arising from changes in the fair value of investments held by the pool are accrued and allocated at year-end based on the Authority's percentage ownership in the pool.

Although the cash management pool includes some long-term investments, it operates as a demand deposit account; therefore, for credit and other risk information pertaining to the cash management pool see the footnote on deposits.

Allowance for Bad Debts: The Authority considers accounts receivable to be fully collectible; accordingly, no allowance for bad debt is required.

Inventories: Inventories represent gift shop merchandise for resale and are carried at the lower of cost or market. Cost is determined on the average cost basis.

Property and Equipment: Purchased property and equipment are recorded at cost and are depreciated over the estimated useful lives of the assets on a straight-line basis. The estimated useful lives are as follows:

Depreciable land improvements	5-50 years
Building and improvements	5-25 years
Machinery and equipment	5-10 years
Depreciable works of art & historic treasures	10-25 years

Donated assets are capitalized at fair market value as of the date of donation. Fair market value is generally determined as the price at which an asset would change hands if both buyer and seller are willing parties and have knowledge of all related facts.

Self-constructed assets are accounted for by the cost of labor and materials involved in constructing the asset.

Expenditures for purchases of property and equipment or for major improvements that are greater than \$5,000 for machinery and equipment, \$100,000 for buildings and improvements, and \$100,000 for depreciable land improvements; and have a useful life greater than one year; and extend the useful life of property and equipment are capitalized. Maintenance and repairs, which do not significantly improve or extend the life of respective assets, are expensed as incurred.

Deferred Revenues: The Authority receives rent, camping deposits, and initial lease amounts for future periods. The camping deposits are recognized as revenue when the camping trip occurs. The advance

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE B -- SUMMARY OF SIGNIFICANT ACCOUNT POLICIES - Continued

rents and leases are recognized as revenue proportionately over the time period for which the amounts properly apply.

Compensated Absences and Related Liabilities: Generally all permanent full-time State employees and certain part-time employees scheduled to work at least one-half of the agency's workweek are entitled to accrue and carry forward at calendar year-end maximums of 180 days sick leave and 45 days annual vacation leave based upon maximum payout guidelines of the State of South Carolina. Upon termination of State employment, employees are entitled to be paid for accumulated unused annual vacation leave, but are not entitled to any payment for unused sick leave. The compensated absences liability includes accrued annual leave and compensatory time earned for which the employees are entitled to paid time off or payment at termination. That liability is calculated at fiscal year-end current salary costs and the cost of the salary-related benefit payments.

Budget Policy: The appropriation as enacted by the General Assembly becomes the legal operating budget for the Authority. The Appropriation Act authorizes expenditures from funds appropriated from the General Fund of the State and authorizes expenditures of total funds. The Total Funds column in the Appropriation Act for each individual budgetary unit authorizes expenditures from all budgeted resources. A revenue budget is not adopted for individual budgetary units. The General Assembly enacts the budget through passage of line-item appropriations by program within budgetary unit and within budgetary fund category, State General Fund or other budgeted funds. Budgetary control is maintained at the line-item level of the budgetary entity. Agencies may process disbursement vouchers in the State's budgetary accounting system only if enough cash and appropriation authorization exist. For the current year, the Authority received no State General fund appropriations. Generally accepted accounting principles do not require budgetary comparisons to be presented for proprietary funds; therefore, none are included in these statements.

Estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Reclassifications: Certain financial data from the year ending June 30, 2009 has been reclassified in order to be comparative with June 30, 2010 data. These reclassifications had no effect on net assets.

Component Unit Accounting Policies

Cash and Cash Equivalents: For the Foundation, cash and cash equivalents include all monies in banks and certificates of deposit with an original maturity of three months or less.

Revenue Recognition: The Foundation reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. Contributions are considered to be available for unrestricted use unless specifically restricted by the donor.

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE B -- SUMMARY OF SIGNIFICANT ACCOUNT POLICIES - Continued

Functional Expenses: The Foundation reports expenses as charged directly to program or management and general categories based on specific identification.

NOTE C -- DEPOSITS

Deposits Held by State Treasurer - All deposits and investments of the Authority are under control of the State Treasurer who, by law, has sole authority for investing State funds. State law requires full collateralization of all State Treasurer bank balances. The State Treasurer must correct any deficiencies in collateral within seven days. At June 30, 2010 and 2009, all State Treasurer bank balances were fully insured or collateralized with securities held by the State or its agents in the State's name. With respect to investments in the State's internal cash management pool, all of the State Treasurer's investments are insured or registered or are in investments for which the securities are held by the State or its agents in the State's name.

The amounts by component as of June 30 are as follows:

	2010	2009
Cash on hand	\$ 9,406	\$ 9,406
Deposits held by State Treasurer	2,820,403	13,957,311
TOTAL	\$ 2,829,809	\$ 13,966,717

Information pertaining to the reported amounts, fair value, credit and other risks as required by GASB Statement No. 40, *Deposit and investment Risk Disclosures*, of the State Treasurers investments is disclosed in the Comprehensive Annual Financial Report of the State of South Carolina. Copies of this report may be obtained from the South Carolina Office of the Comptroller General, 1200 Senate Street, 305 Wade Hampton Office Building, Columbia, South Carolina 29201 or by visiting the Comptroller General's website at <http://www.cg.state.sc.us/>.

During 2009, The Authority had cash restricted for capital improvements of \$9,200,000, which consist of the bond proceeds for the Laffey repairs (See Note G).

Component Unit

Cash and cash equivalents consist of the following at June 30:

	2010	2009
Bank Accounts	\$ 89,210	\$ 349,687
Certificates of Deposit	414,164	230,000
TOTAL	\$ 503,374	\$ 579,687

Concentration of Credit Risk - The Foundation did not have any uninsured amounts at June 30, 2010. Insurance provided by the Federal Deposit Insurance Corporation (FDIC) does not cover the total cash held by the Foundation as of June 30, 2009 by \$393,810 in deposits.

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE D -- PROPERTY AND EQUIPMENT

A summary of the changes in property and equipment for the year ended June 30, 2010 is shown below:

	June 30, 2009	Additions	Disposals	June 30, 2010
Capital assets not being depreciated:				
Land and improvements	\$ 4,462,939			\$ 4,462,939
Construction in progress	1,153,193	\$ 417,081	\$ (989,964)	580,310
Other capital assets				
Depreciable land improvements	2,084,879			2,084,879
Buildings and improvements	1,500,188			1,500,188
Machinery and equipment	674,443	69,304		743,747
Depreciable works of art and historic treasures	14,716,229	11,624,203	(639,830)	25,700,602
	<u>24,591,871</u>	<u>12,110,588</u>	<u>(1,629,794)</u>	<u>35,072,665</u>
Less accumulated depreciation for:				
Depreciable land improvements	(1,634,028)	(82,790)		(1,716,818)
Building and improvements	(1,483,341)	(6,118)		(1,489,459)
Machinery and Improvements	(594,530)	(38,990)		(633,520)
Depreciable works of art and historic treasures	(6,708,596)	(650,813)	371,100	(6,988,309)
Total Accumulated Depreciation	<u>(10,420,495)</u>	<u>(778,711)</u>	<u>371,100</u>	<u>(10,828,106)</u>
PROPERTY AND EQUIPMENT, NET	<u>\$ 14,171,376</u>	<u>\$ 11,331,877</u>	<u>\$ (1,258,694)</u>	<u>\$ 24,244,559</u>

Depreciation expense for the years ended June 30, 2010 and 2009 was \$778,711 and \$678,781, respectively. Property and equipment does not include certain exhibits to which the right of ownership resides with the government of the United States of America. Construction in progress reclassified during the fiscal year of \$989,964 in the aggregate relates to the fire alarm system, ship repairs, and improvements to the Clamagore, which have all been classified as depreciable works of art and historic treasures.

NOTE E -- ACCOUNTS PAYABLE

At June 30, accounts payable to third parties and the State are as follows:

	2010	2009
Accounts payable – third party	\$ 67,696	\$ 340,655
Accounts payable – State of South Carolina		
Intergovernmental	0	9,350
TOTAL	<u>\$ 67,696</u>	<u>\$ 350,005</u>

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE F -- DEFERRED REVENUES

Deferred revenues at June 30, are comprised of the following:

	2010	2009
College of Charleston lease	\$ 398,079	\$ 405,771
Camping deposits	132,043	138,360
Fort Sumter Tours	85,045	147,321
Total Deferred Revenues	615,167	691,452
Less: Deferred revenues, current	202,011	215,223
Deferred Revenues, non-current	\$ 413,156	\$ 476,229

College of Charleston – As part of the lease agreement between the Authority and College of Charleston, the Authority received a \$500,000 one-time lump sum payment in September 1998. The payment was initially recorded as deferred revenue and is being amortized, at a yearly amount of \$7,692, into lease income using the straight-line method over the term of the lease agreement.

Camping Deposits – Camping deposits represent amounts received and not yet earned for the rental of certain Authority facilities.

Fort Sumter Tours – During 2005, Fort Sumter Tours financed dredging operations for the Authority resulting in the addition of a depreciable asset, which is recorded in the Authority's property and equipment. In exchange for this asset, the Authority is recording the amount as a deferral of rent for the term of the lease.

NOTE G -- LONG TERM LIABILITIES

The Authority had the following outstanding debt at June 30, 2010:

General obligation state capital improvement bond, series 2004A, due in one lump-sum payment on December 1, 2010 with accrued interest at .3%.	\$ 9,200,000
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The summary below details the changes in debt obligations for the year ended June 30, 2010.

	July 01, 2009	Issued	Retired	June 30, 2010
General obligation bond	\$ 9,200,000	\$ 0	\$ 0	\$9,200,000

In December 2008, the Patriots Point operations department discovered critical problems with the hull of the destroyer USS Laffey of such significance that the Authority was faced with the possibility that it could sink at the dock if significant hull repairs are not immediately undertaken. On June 30, 2009, the Authority obtained a general obligation bond payable from the State Treasurer of the State of South Carolina for the purpose of funding the destroyer USS Laffey repairs.

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE G -- LONG TERM LIABILITIES - Continued

Current obligations at June 30, 2010 are due as follows:

Year Ending June 30,	General Obligation Bond	
	Principal	Interest
2011	\$ 9,200,000	\$ 55,283

NOTE H -- CONTRACTURAL SERVICES

Amounts shown in the financial statements as contractual services represent advertising, janitorial, maintenance, repairs, security, and other services generally obtained on a contractual basis.

NOTE I -- CONTRACTUAL COMMITMENTS

The Authority must maintain its attractions to draw for visitors and ensure safety. Under the donation agreement from the Department of Navy for the YORKTOWN, the Authority is required to perform routine maintenance as considered necessary to provide for appropriate presentation of the YORKTOWN. Costs associated with maintenance of the YORKTOWN and other exhibits are expensed as incurred. The revenue source for the ongoing maintenance is expected to be amounts generated from admissions to the exhibits of the Authority.

NOTE J -- LEASE AND COMMISSION INCOME

For the years ended June 30, lease and commission income is comprised of the following:

	2010	2009
Hotel/amenities lease (Parcel A)	\$ 299,894	\$ 303,143
Golf course lease	347,594	360,283
Food and beverage commissions	250,166	284,930
Marina lease	103,732	120,927
Athletic complex lease	153,296	148,895
Flight simulation commissions	84,884	81,681
Fort Sumter tour commissions	62,276	69,171
Land and other facility leases	82,027	69,409
Parcel A-1	32,731	41,171
Parcel B, C, D	360,000	295,000
Parcel E	120,000	120,000
Total lease and commission income	\$ 1,896,600	\$ 1,894,610

Lease and commission income receivable due to the Authority at June 30, 2010 and 2009 were \$410,480 and \$296,080, respectively.

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE J -- LEASE AND COMMISSION INCOME - Continued

Golf Course – The Authority leases certain real property and improvements erected thereon known as the Patriots Point Golf course (the “*golf course*”) to GINN-LA Fund IV Charleston PP Golf, LLC. The lease is automatically renewed at the start of four separate ten-year periods unless the lessee elects to terminate the lease as of the termination date of the then current term by giving written notice to the Authority at least 120 days prior to the termination date of the then current lease term. The lessee has not elected to terminate the lease agreement, and thus the lease period has been extended to December 31, 2011. The terms of the lease agreement provide for the lessee to pay the greater of a base or activity driven rent, as defined by the agreement. Lease revenue from the golf course for the years ending June 30, 2010 and 2009 totaled \$347,594 and \$360,283, respectively. Minimum future rental income payments have been calculated based on the previous three-year average rent.

Food and Beverage Commissions – On September 13, 2005, the Authority entered into a contract for the food and vending services on the property with Corporate Events and Catered Affairs (“CECA”). The terms of the contract began immediately on September 13, 2005, and continued through January 1, 2009. The contract automatically extended on the anniversary date at the prices, terms, and conditions contained in the original contract, for up to three additional one year periods. Either party may elect not to extend the contract on the anniversary date. If CECA elects not to extend on the anniversary date, it must notify the Authority in writing at least ninety days prior to the automatic renewal date. Under the contract with CECA, the Authority receives 20% of vending, CPO galley, and scout meal revenues, 25% of snack bar/concessions revenue, and 21% of catering revenue as a commission. Commission revenue for the year ending June 30, 2010, and 2009 totaled \$250,166 and \$284,930, respectively.

Athletic Complex Lease – The Authority entered into a nonrenewable land operating lease agreement effective April 1997, with College of Charleston to provide for an athletic complex situated on approximately 32 acres of land belonging to the Authority. The land lease agreement provides for the facilities to be owned and maintained by College of Charleston during the lease term. At the end of the lease, the premises and any improvements to the premises revert to the Authority. The annual lease amounts are as follows: year 1 through 5 \$90,000; year 6 \$120,000; year 7 through 65 the prior year lease amount plus any increases in the Consumer Price Index. The rent revenue during 2010 and 2009 was \$153,296 and \$148,895, respectively, which includes \$7,692 of deferred revenue released to revenue associated with the lease agreement for years ended June 30, 2010 and 2009.

Flight Simulation Commissions – The Authority entered into an agreement August 1996 with Flight Avionics of North America, Inc. to receive commissions on flight simulator revenues. The commission is calculated as 50% of the flight simulator net profit. Commission revenue for the year ending June 30, 2010, and 2009 totaled \$84,884 and \$81,681 respectively. The most recent contract term expires February 28, 2012.

Hotel, Marina, Land and Other Facility Leases – On February 26, 1996, the Authority entered into a 99-year non-renewable lease with Gulf Stream Capital Associates, LLC for the development of approximately 35.6 acres of the Authority’s property. The leased premises include land and land improvements consisting of the hotel building and three docks, including a harbor master building. The leasehold improvements are owned by the lessee during the lease period and at the expiration of the lease, ownership of the assets reverts to the lessor. The leased premises are sub-divided into parcels for the ease of administration and

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE J -- LEASE AND COMMISSION INCOME – Continued

orderly development. Parcel A contains a hotel. Parcel A-1 contains ten cottages, a clubhouse, and a pool.

Additionally, two more cottages are planned for construction on Parcel A-1. Parcel B-1 is the Marina, which was completed and opened for business on July 4, 1998. Development of parcels B, C, D, and E will include retail shops, restaurants, and rental condominiums. Development of parcels B, C and D are to commence in the near term and parcel E by March 1, 2016. The leased land is owned by the Authority, but will be maintained by the lessee. The Authority has the right to approve the master plan for each parcel prior to commencement of development of that parcel. Furthermore, the Authority has the right to review and approve all plans and specifications for construction.

After the pre-opening period which ended July 1997, lease payments are \$120,000 plus “percentage rents” per year thereafter for parcel A (the hotel). For Parcel A-1 (the cottages) lease payments are a minimum of \$62,875 as adjusted by the Consumer Price Index plus “percentage rents” as defined in the agreement beginning in calendar 2008 and ending July 1, 2095. Parcels B, C, and D minimum monthly lease payments increase \$5,000 annually, from \$10,000 beginning August 1, 2004 to \$30,000 by August 1, 2009, at which point lease payments are calculated based upon “percentage rents” as defined in the agreement until the termination of the lease on December 31, 2096. Parcel E minimum monthly lease payment is \$10,000 beginning September 1, 2007 until the termination of the lease on December 31, 2096. Lease revenue from parcel A (the hotel) & parcel A-1 (the cottages) was \$332,625 and \$344,314 for the years ending June 30, 2010 and 2009, respectively. Lease revenue for parcel B-1 (the marina) for the years ending June 30, 2010 and 2009 was \$103,732 and \$120,927, respectively.

Fort Sumter Tour Commissions – The Authority receives commissions and facility rent from Fort Sumter Tours, Inc. a tour boat operator who sells tickets from the Authority’s facility. The valuation basis for the commissions is 1.5% of gross receipts. The initial contract term, which ended January 31, 1991, had the option to renew for ten five-year terms, and Fort Sumter Tours has renewed the contract through January 31, 2011. In accordance with the dredging operations funded by Fort Sumter Tours mentioned in Note F, the Authority on this lease agreement will receive no cash, until all of the deferred revenue is recognized.

Historical Cost of Leased land and Improvements – The total historical cost and net value of land and depreciable land improvements leased to parties external to the State of South Carolina reporting entity, is as follows:

	Golf Course	Hotel, marina, Land, and other facilities
Capital assets not being depreciated:		
Land and improvements	\$ 1,430,055	\$ 2,500,660
Other capital assets:		
Depreciable land improvements	613,325	183,334
	<u>2,043,380</u>	<u>2,683,994</u>
Less: accumulated depreciation for		
Depreciable land improvements	613,325	183,334
Capital Assets, net	<u>\$ 1,430,055</u>	<u>\$ 2,500,660</u>

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE J -- LEASE AND COMMISSION INCOME - Continued

Future rental payments – A schedule of future minimum base rental income payments on non-cancellable leases of the golf courses, athletic complex, hotel, cottages, and marina are as follows:

	College of Charleston	Non-State of South Carolina Parties	Total
2011	\$ 120,000	\$ 1,171,804	\$ 1,291,804
2012	120,000	981,751	1,101,751
2013	120,000	791,698	911,698
2014	120,000	791,698	911,698
2015	120,000	791,698	911,698
2016 to 2020	600,000	3,958,490	4,558,490
2021 to 2025	600,000	3,958,490	4,558,490
2026 to 2030	600,000	3,958,490	4,558,490
2031 to 2035	600,000	3,958,490	4,558,490
2036 to 2040	600,000	3,958,490	4,558,490
2041 to 2045	600,000	3,958,490	4,558,490
2046 to 2050	600,000	3,958,490	4,558,490
2051 to 2055	600,000	3,958,490	4,558,490
2056 to 2060	600,000	3,958,490	4,558,490
2061 to 2065	210,000	3,958,490	4,288,490
2066 to 2070		3,958,490	3,958,490
2071 to 2075		3,958,490	3,958,490
2076 to 2080		3,958,490	3,958,490
2081 to 2085		3,958,490	3,958,490
2086 to 2090		3,958,490	3,958,490
2091 to 2095		3,958,490	3,958,490
2096 to 2100		1,704,933	1,704,933
Thereafter			
Total Future Rents	<u>\$ 6,210,000</u>	<u>\$ 69,569,422</u>	<u>\$ 75,899,422</u>

The above future lease revenues do not include any percentage which cannot reasonably be estimated.

NOTE K -- RELATED PARTY TRANSACTIONS

State of South Carolina and Agencies:

The Authority has significant transactions with the State of South Carolina and various State agencies. From time to time the Authority will provide rental facilities to other agencies that are part of the State of South Carolina reporting entity. For the years ended June 30, 2010 and 2009, no facility rentals were provided to other State Agencies.

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE K -- RELATED PARTY TRANSACTIONS - Continued

The Authority receives certain services at no cost from State agencies. The main services received by the Authority from State agencies are: maintenance of certain accounting records and payroll and disbursement processing from the State Comptroller General, check preparation and banking functions from the State Treasurer, and legal services from the State Attorney General. For certain of these services the Authority also utilizes the services of third parties.

Other services which are available at no cost from the various divisions of the State Budget and Control Board include retirement plan administration, personnel, management, assistance in the preparation of the State budget, review and approval of certain budget amendments, and other centralized functions.

The Authority had financial transactions with various State agencies during the years ended June 30, 2010 and 2009. Significant payments were made to divisions of the State Budget and Control Board for retirement and insurance plan contributions, office supplies, printing, telephone, and interagency mail services. The amounts of fiscal year 2010 and 2009 expenses applicable to these related party transactions are not readily available.

The Authority leases an athletic complex to College of Charleston. Both entities are part of the State of South Carolina reporting entity. Lease revenue during the years ended June 30, 2010 and 2009 was \$153,296 and \$148,895, respectively.

NOTE L -- RISK MANAGEMENT

The Authority is exposed to various risks of loss, which are property damage, automobile liability, injury and illness to employees, injury to visitors, injury to volunteers, tort liability, and business interruption. The Authority maintains State insurance coverage for each of these risks. In addition, the Authority maintains a commercial crime policy for theft. Management believes such coverage is sufficient to preclude any significant uninsured losses for the covered risks. There were no significant reductions in insurance coverage from coverage in the prior year. The costs of settled claims and claims/losses have not exceeded this coverage in any of the past three years for the insured risks or for self-insured employee fidelity losses in the past three years.

The Authority pays insurance premiums to certain other State agencies to cover risks that may occur in normal operations. The insurers promise to pay to or on behalf of the insured for covered economic losses sustained during the policy period in accordance with insurance policy and benefit program limits. State management believes it is more economical to manage certain risks internally and set aside assets for claim settlement. Several State funds accumulate assets and the State itself assumes substantially all risks for the following:

1. Claims of State employees for unemployment compensation benefits (Employment Security Commission);
2. Claims of covered employees for workers' compensation benefits for job-related illnesses or injuries (State Accident Fund);

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE L -- RISK MANAGEMENT - Continued

3. Claims of covered public employees for health and dental insurance benefits (Office of Insurance Services); and
4. Claims of covered public employees for long-term disability and group-life insurance benefits (Office of Insurance Services).

Employees elect health coverage either through a health maintenance organization or through the State's self-insured plan. All of the other coverage's listed above are through the applicable State self-insured plan except dependent and optional life premiums are remitted to commercial carriers.

The Authority and other entities pay premiums to the State's Insurance Reserve Fund (IRF) which issues policies, accumulates assets to cover the risks of loss, and pays claims incurred for covered losses related to the following Authority assets, activities, and/or events:

1. Theft of, damage to, or destruction of assets;
2. Real property, its contents, and other equipment;
3. Motor vehicles, aircraft, and watercraft (inland marine);
4. Torts;
5. Business interruptions; and
6. Natural disasters

The IRF is a self-insurer and purchases reinsurance to obtain certain services and specialized coverage and to limit losses in the areas of property, boiler and machinery, and automobile liability. Also, the IRF purchases reinsurance for catastrophic property insurance. Reinsurance permits partial recovery of losses from reinsurers, but the IRF remains primarily liable. The IRF purchases insurance for aircraft and ocean marine coverage. The IRFs' rates are determined actuarially.

State agencies and other entities are the primary participants in the State's Health and Disability Insurance Fund and in the IRF.

The Authority has recorded insurance premium expense as insurance and rental charges in the Statement of Revenues, Expenses and Changes in Net Assets. When applicable, these expenditures include, and the related liability has been recorded for, probable and reasonably estimable premium adjustments resulting from actual loss experience for workers compensation coverage provided by the insurer for the fiscal year for all entities it insures. The Authority is insured for such coverage under a retrospectively rated policy and premiums are accrued based on the ultimate cost of the experience to date of a group of entities.

In management's opinion, claims losses in excess of insurance coverage are unlikely and, if incurred, would be insignificant to the Authority's financial position. Furthermore, there is no evidence of asset impairment or other information to indicate that a loss expense and liability should be recorded at year-end. Therefore, no loss accrual has been recorded.

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE M -- INSURANCE, RETIREE SURCHARGE AND DEFERRED COMPENSATION

In accordance with the South Carolina Code of Laws and the annual Appropriation Act, the State of South Carolina provides post-employment health and dental and long-term disability benefits to retired State and school district employees and their covered dependents. All permanent full-time and certain permanent part-time employees of the Authority are eligible to receive these benefits. The Authority contributes to the Retiree Medical Plan (RMP) and the Long-term Disability Plan (LTDP), cost-sharing multiple-employer defined benefit postemployment healthcare and long-term disability plans administered by the Employee Insurance Program (EIP), a part of the State Budget and Control Board (SBCB). Generally, retirees are eligible for the health and dental benefits if they have established at least ten years of retirement service credit. For new hires May 2, 2008 and after, retirees are eligible for benefits if they have established twenty-five years of service for 100% employer funding and fifteen through twenty-four years of service for 50% employer funding. Benefits become effective when the former employee retires under a State retirement system. Basic long-term disability (BLTD) benefits are provided to active state, public school district and participating local government employees approved for disability.

The Authority recorded employer contribution expenses applicable to these benefits for active employees in the approximate amount of \$241,328 and \$268,538 for the years ended June 30, 2010 and 2009, respectively.

Section 1-11-710 and 1-11-720 of the South Carolina Code of Laws of 1976, as amended, requires these postemployment healthcare and long-term disability benefits be funded through annual appropriations by the General Assembly for active employees to the EIP and participating retirees to the SBCB except the portion funded through the pension surcharge and provided from other applicable sources of the EIP for its active employees who are not funded by State General Fund appropriations. Employers participating in the RMP are mandated by State statute to contribute at a rate assessed each year by the Office of the State Budget, 3.50% of annual covered payroll for 2010 and 2009, respectively. The EIP sets the employer contribution rate based on a pay-as-you-go basis. The Authority paid approximately \$83,346 and \$91,760 applicable to the surcharge included with the employer contribution for retirement benefits for the fiscal years ended June 30, 2010 and 2009, respectively. BLTD benefits are funded through a per person premium charged to State agencies, public school districts, and other participating local governments. The monthly premium per active employee paid to EIP was \$2.94 and \$3.23 for the fiscal years ended June 30, 2010 and 2009, respectively.

Effective May 1, 2008 the State established two trust funds through Act 195 for the purpose of funding and accounting for the employer costs of retiree health and dental insurance benefits and long-term disability insurance benefits. The South Carolina Retiree Health Insurance Trust Fund is primarily funded through the payroll surcharge. Other sources of funding include additional State appropriated dollars, accumulated EIP reserves, and income generated from investments. The Long Term Disability Insurance Trust Fund is primarily funded through investment income and employer contributions.

One may obtain complete financial statements for the benefit plans and the trust funds from Employee Insurance Program, 1201 Main Street, Suite 360, Columbia, SC 29201.

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE M -- INSURANCE, RETIREE SURCHARGE AND DEFERRED COMPENSATION - Continued

Several optional deferred compensation plans are available to State employees and employers of its political subdivisions. Certain employees of the Authority have elected to participate. The multiple-employer plans, created under Internal Revenue Code Sections 457, 401(k), and 403(b), are administered by third parties and are not included in the Comprehensive Annual Financial Report of the State of South Carolina. Compensation deferred under the plans is placed in trust for the contributing employee. The State has no liability for losses under the plans. Employees may withdraw the current value of their contributions when they terminate State employment. Employees may also withdraw contributions prior to termination if they meet requirements specified by the applicable plan. In years past, the agency has made contributions out of operating revenues to the 401(k) account of eligible Agency employees. The Agency did not make any contributions for the years ended June 30, 2010 and 2009.

Change in compensated absence obligation – The change in compensated absences and related liabilities for the year ended June 30, 2010 was as follows:

	July 01, 2009	Increase	Decrease	June 30, 2010	Due Within One Year
Compensated absences and related liabilities	\$ 281,331	\$ 179,503	\$ 176,141	\$ 284,693	\$ 16,136
	<u>\$ 281,331</u>	<u>\$ 179,503</u>	<u>\$ 176,141</u>	<u>\$ 284,693</u>	<u>\$ 16,136</u>

NOTE N -- SOUTH CAROLINA PENSION PLAN

The Retirement Division of the State Budget and Control board maintains four independent defined benefit plans and issues its own publicly available Comprehensive Annual Financial Report ("CAFR"), which includes financial statements and required supplementary information. A copy of the separately issued CAFR may be obtained by writing to the Retirement Division, 202 Arbor Lake Drive, Columbia, South Carolina 29223. Furthermore, the Division and the four pension plans are included in the CAFR of the State of South Carolina.

Substantially all active employees of the Authority are covered by a retirement plan through the South Carolina Pension Plan ("the Plan"), a cost sharing multiple employer defined benefit public employee retirement system.

Generally, all State employees are required to participate in and contribute to the Plan as a condition of employment unless exempted by law. This plan provides annuity benefits as well as disability and group life insurance benefits to eligible employees and retirees.

Under the Plan, employees are eligible for a full-service retirement annuity upon reaching age 65 or completion of 28 years credited service regardless of age. The benefit formula effective July 1, 1989, for the Plan is 1.82% of an employee's average final compensation multiplied by the number of years of credited service. Early retirement options with reduced benefits are available as early as age 55. Employees are vested for a deferred annuity after 5 years service and qualify for a survivor's benefit upon completion of

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE N -- SOUTH CAROLINA PENSION PLAN – Continued

15 years credited service. Disability annuity benefits are payable to employees totally and permanently disabled provided they have a minimum of 5 years credited service (this requirement does not apply if the disability is the result of a job related injury). A group-life insurance benefit equal to an employee's annual rate of compensation is payable upon the death of an employee with a minimum of one year of credited service.

Effective January 1, 2001, Section 9-1-2210 of the South Carolina Code of Laws allows employees eligible for service retirement to participate in the Teacher and Employee Retention Incentive ("TERI") Program. TERI participants may retire and begin accumulating retirement benefits on a deferred basis without terminating employment for up to five years. Upon termination of employment or at the end of the TERI period, whichever is earlier, participants will begin receiving monthly service retirement benefits which will include any cost of living adjustments granted during the TERI period. Because participants are considered retired during the TERI period, they do not make SCRS contributions, do not earn service credit, and are ineligible to receive group life insurance benefits or disability retirement benefits. Beginning July 1, 2005, TERI participants are required by state law to make SCRS contributions. Due to the South Carolina Supreme Court decision in Layman et al v. South Carolina Retirement System and the State of South Carolina, employees who chose to participate in the TERI Program prior to July 1, 2005 will not be required to make SCRS contributions.

From July 1, 1988 to June 30, 2005, employees participating in the Plan were required to contribute 6% of all compensation. On July 1, 2005, the required employee contribution increased to 6.25% and 6.5% on July 1, 2006. Effective July 1, 2006, the employer contribution rate became 11.40% which included a 3.35% surcharge to fund retiree health and dental insurance coverage. The Authority's actual contributions to the Plan for the three most recent fiscal years ending June 30, 2010, 2009, and 2008 were approximately \$191,700, \$197,940, and \$172,000, respectively, and equaled the required contribution of 8.05% (excluding the surcharge) for fiscal years 2008 and 2009, and 8.05% (excluding the surcharge) for fiscal year 2010. Also, the Authority paid employer group-life insurance contributions of approximately \$3,575 in the current fiscal year at the rate of .15% of compensation.

The amounts paid by the Authority for pension benefits and group life are included in employer payroll contributions expenses in the accompanying financial statements. Article X, Section 16, of the South Carolina Constitution requires that all State-operated retirement systems be funded on a sound actuarial basis. Title 9 of the South Carolina Code of Laws of 1976, as amended, prescribes requirements relating to membership, benefits, and employee/employer contributions for the pension plan. Employee and employer contribution rates to the Plan are actuarially determined. The surcharges to fund retiree health and dental insurance are not part of the actuarially established rates. Annual benefits, payable monthly for life, are based on length of service and on average final compensation (an annualized average of the employee's highest 12 consecutive quarters of compensation). The Plan does not make separate measurements of assets and pension benefit obligations for individual employers. Accordingly, information regarding the excess, if any, applicable to the Authority of the actuarial computed value of vested benefits over the total of the pension fund and any statement of net asset accruals, less any pension prepayments or deferred charges, is not available. By State law, the Authority's liability under the retirement plan is limited to the

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE N -- SOUTH CAROLINA PENSION PLAN – Continued

amounts appropriated on behalf of the Authority for the plan in the South Carolina Appropriation Act for applicable year. Accordingly, the Authority recognizes no contingent liability for unfunded costs associated with participation in the Plan. All actuarially required contributions due to the plan were met. At retirement, employees participating in the Plan receive additional service credit (at a rate of 20 days equals one month of service) for up to 90 days for accumulated unused sick leave.

NOTE O -- VOLUNTARY NONEXCHANGE DONATIONS

The Authority has a lease agreement with Fort Sumter Tours, Inc. expiring January 31, 2011. As a condition of the contract with Fort Sumter Tours, Inc., the Authority is obligated to provide dredging of the boat docking facilities at the Authority. The most recent dredging took place during fiscal year 2005, at a cost of approximately \$450,000 paid for by Fort Sumter Tours, Inc., and it is anticipated that additional dredging will be required every eight to ten years.

The Authority anticipates paying for the cost of future dredging from lease and other revenues.

As a condition of locating the Congressional Medal of Honor Museum at Patriots Point, the Authority is obligated to pay the Congressional Medal of Honor Society approximately \$36,000 per year during the period that the Congressional Medal of Honor Museum is located at the Authority. The contract with the Congressional Medal of Honor Museum Society is currently set to expire April 22, 2013.

Voluntary non-exchange donations represent amounts received by the authority: 1) to offset maintenance expenses on the LAFFEY from the Tin Can Sailors program (a group comprising largely of former sailors on the LAFFEY) 2) to assist in funding the construction of the Medal of Honor Museum on the YORKTOWN 3) to assist in funding the construction of an elevator on the YORKTOWN. All eligibility requirements for the donations are considered immediately satisfied upon receipt of the donations by the Authority. Voluntary Non-exchange Donations totaled \$207,020 and \$40,637, of which 14,020 and 40,637 represent cash donations, respectively, for the fiscal years ending June 30, 2010 and 2009

NOTE P -- COLD WAR SUBMARINE MEMORIAL

In 2003, the Authority received a Cold War Submarine Memorial (the “*Memorial*”) from the Cold War Submarine Memorial Foundation, Inc. The estimated costs associated with construction of the Memorial were \$850,000. The Memorial was donated to the Authority and as such the Authority incurred no costs associated with the Memorial. No amount has been recorded within these financial statements for the donation as the authoritative accounting guidance provides that additions such as this should not be recorded when the following conditions are met (such conditions are considered met): a) held for public exhibition and education, rather than for financial gain, b) protected and preserved, and c) subject to an organizational policy that requires the proceeds for any sale to be used to acquire other items for collections.

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE Q -- COMPONENT UNIT RESTRICTIONS ON NET ASSETS

The Foundation has recorded temporarily restricted net assets at June 30, as follows:

	2010	2009
American legion Exhibit Fund	\$ 3,600	\$ 3,600
Chapel Fund	260,843	257,339
US Coast Guard Fund	0	607
Combat Air Crew Honor Roll	4,691	4,691
Curator Fund	11,561	11,561
Hobson/Shipyard Fund	6,000	6,000
Laffey Association Fund	1,676	1,676
Marine Education Fund	102,629	260,256
Monterey Display Fund	5,475	5,475
MOWW Youth Development Foundation Fund	526	526
Naval Support Base Fund	947	947
POMFLANT Exhibit Fund	8,875	8,875
Scholarship Fund	834	0
Totals	<u>\$ 407,657</u>	<u>\$ 561,553</u>

The restrictions on these amounts are further described below:

American Legion Exhibit Fund – For the maintenance of the American Legion space on the USS Yorktown.

Chapel Fund – For construction of a non-denominational Seaman’s Chapel at Patriots Point.

US Coast Guard Fund – For maintaining, restoring and preserving the ship USS Ingham.

Cold War Submarine Memorial – For maintenance and updates. During the year ended 2009, the Memorial was approved for transfer to the Marine Education Center fund.

Combat Air Crew Honor Roll – For supporting activities associated with the Roll of Honor.

Curator Fund – To fund the benefactor plaque program and the ceremony associated with their induction into the Hall of Fame.

Hobson/Shipyard Display Fund – For maintaining, restoring and preserving the Shipyard Display.

Laffey Association Fund – For maintaining, restoring and preserving the ship USS Laffey.

Marine Education Center – For constructing a marine educational center at Patriot’s Point.

NOTES TO FINANCIAL STATEMENTS
PATRIOTS POINT DEVELOPMENT AUTHORITY

NOTE Q -- COMPONENT UNIT RESTRICTIONS ON NET ASSETS - Continued

Monterey Display Fund – For display aboard the aircraft carrier USS Yorktown.

MOWW – Youth Development Foundation Fund – For underwriting youth programs.

Naval Support Base Fund – For maintaining, restoring and preserving the Naval Support Base and its wide variety of displays.

POMFLANT Exhibit Fund – For maintaining, restoring and preserving a multi-faceted display constructed by the Navy as an historic tribute to Charleston Naval Station and Shipyard.

Scholarship Fund – For scholarships to qualifying students and/or student groups. Applications are made by the Authority to support students who are deemed disadvantaged.

NOTE R -- COMPONENT UNIT UNCONDITIONAL PROMISES TO GIVE

Unconditional promises to give of the Foundation are recorded as receivables and revenue when received. Pledges are recorded after being discounted to the anticipated net present value of the future cash flows.

Pledges are expected to be realized in the following periods:

	2010	2009
In one year or less	\$ 15,000	\$ 30,000
Between one and five years	45,000	75,000
Total unconditional promise to give	60,000	105,000
Less: discount	10,465	14,846
Unconditional promise to give, net	<u>\$ 49,535</u>	<u>\$ 90,154</u>

NOTE S -- GOING CONCERN

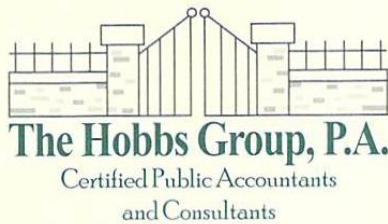
As of June 30, 2010, substantial doubt about the Authority's ability to continue as a going concern exists. As of December 1, 2010, the Authority has due to the State of South Carolina a note due in full for the amount of 9,200,000, plus accrued interest as described in Note G. At year end, the Authority does not have the financial resources to available fulfill its financial obligation to the state.

NOTE T -- SUBSEQUENT EVENTS

Management of the Authority have evaluated subsequent events through September 14, 2010, which represents the date the financial statements were available to be issued. Management of the component unit has evaluated subsequent events through August 30, 2010, the date the financials were available to be issued.

COMPLIANCE AND INTERNAL CONTROL

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REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER
MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH
GOVERNMENT AUDITING STANDARDS

The Office of the State Auditor and Board of Commissioners
Patriots Point Development Authority
Mount Pleasant, South Carolina

We have audited the financial statements of the business-type activities of Patriots Point Development Authority (the "Authority") as of and for the years ended June 30, 2010 and 2009 and have issued our report thereon dated September 14, 2010. We did not audit the financial statements of the Patriots Point Naval & Maritime Museum Foundation (the "Foundation"), a component unit of the Authority. The financial statements of the Foundation as of and for the years ended June 30, 2010 and 2009 were audited by other auditors whose report thereon has been furnished to us, and our opinion, insofar as it relates to the amounts included for that component unit, is based solely on the report of the other auditors. 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.

Internal Control over Financial Reporting

In planning and performing our audit, we considered the Authority's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control over financial reporting.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we considered to be material weaknesses, as defined above.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

This report is intended solely for the information and use of the State Auditor, management of the Authority, and the elected officials and management of the State of South Carolina and is not intended to be and should not be used by anyone other than these specified parties.

The Hobbs Group, P.A.

Columbia, South Carolina
September 14, 2010