

# STATE OF NORTH CAROLINA

## **USS NORTH CAROLINA BATTLESHIP COMMISSION**

WILMINGTON, NORTH CAROLINA

FINANCIAL STATEMENT AUDIT REPORT

FOR THE YEAR ENDED SEPTEMBER 30, 2008

OFFICE OF THE STATE AUDITOR

BETH A. WOOD, CPA

STATE AUDITOR

# USS NORTH CAROLINA BATTLESHIP COMMISSION WILMINGTON, NORTH CAROLINA

### FINANCIAL STATEMENT AUDIT REPORT

FOR THE YEAR ENDED SEPTEMBER 30, 2008

BOARD OF COMMISSIONERS
MICHAEL S. FOX, CHAIRMAN

### **ADMINISTRATIVE OFFICERS**

CAPTAIN DAVID R. SCHEU, SR., USN (RET), EXECUTIVE DIRECTOR

LINDA A. CARLISLE, SECRETARY, DEPARTMENT OF CULTURAL RESOURCES

# Office of the State Auditor



2 S. Salisbury Street 20601 Mail Service Center Raleigh, NC 27699-0601 Telephone: (919) 807-7500 Fax: (919) 807-7647 Internet http://www.ncauditor.net

#### **AUDITOR'S TRANSMITTAL**

The Honorable Beverly E. Perdue, Governor
The General Assembly of North Carolina
Board of Commissioners, USS North Carolina Battleship Commission

We have completed a financial statement audit of USS North Carolina Battleship Commission for the year ended September 30, 2008, and our audit results are included in this report. You will note from the independent auditor's report that we determined that the financial statements are presented fairly in all material respects.

Our consideration of internal control over financial reporting and compliance and other matters based on an audit of the financial statements disclosed a certain deficiency that is detailed in the Audit Findings and Responses section of this report. The Commission's response is included following the finding.

*North Carolina General Statutes* require the State Auditor to make audit reports available to the public. Copies of audit reports issued by the Office of the State Auditor may be obtained through one of the options listed in the back of this report.

Beth A. Wood, CPA

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State Auditor

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#### INDEPENDENT AUDITOR'S REPORT

Board of Commissioners USS North Carolina Battleship Commission Wilmington, North Carolina

We have audited the accompanying basic financial statements of USS North Carolina Battleship Commission (the "Commission"), for the year ended September 30, 2008, as listed in the table of contents. These financial statements are the responsibility of the Commission's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free 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 the significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As discussed in Note 1, the financial statements present only the USS North Carolina Battleship Commission and do not purport to, and do not, present fairly the financial position of the State of North Carolina as of September 30, 2008, the changes in its financial position, or, where applicable, its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of USS North Carolina Battleship Commission as of September 30, 2008, and the changes in its financial position and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 13 to the financial statements, the Commission implemented Governmental Accounting Standards Board Statement No. 45, Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions, and Statement No. 50, Pension Disclosures, during the year ended September 30, 2008.

#### INDEPENDENT AUDITOR'S REPORT (CONCLUDED)

In accordance with *Government Auditing Standards*, we have also issued our report dated July 17, 2009 on our consideration of the Commission's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on 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.

The Management's Discussion and Analysis, as listed in the table of contents, is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Beth A. Wood, CPA

Ist A. Wood

State Auditor

July 17, 2009

## USS NORTH CAROLINA BATTLESHIP COMMISSION MANAGEMENT'S DISCUSSION AND ANALYSIS

This section of the financial report presents Management's Discussion and Analysis and provides an overview of the financial activities of the USS North Carolina Battleship Commission (the "Commission") for the fiscal year ended September 30, 2008. Since management's discussion and analysis is designed to focus on current activities, resulting change, and currently known facts, please read it in conjunction with the Commission's financial statements and notes to the financial statements. The basic financial statements include a Statement of Net Assets, Statement of Revenues, Expenses, and Changes in Net Assets, Statement of Cash Flows, and Notes to the Financial Statements. Responsibility for the completeness and fairness of this information rests with the Commission.

While the financial statements reflect on the Commission as a whole, the Commission is an enterprise, non-appropriated fund activity of the State of North Carolina that is required by general statute to be self-sufficient for its annual operations. Funding for the annual operation of the Commission is met primarily from revenues generated through admissions to tour the ship and gift shop sales, hence a principal focus on the Statement of Revenues, Expenses, and Change in Net Assets.

#### **Financial Highlights**

For fiscal year 2008, the 200,957 visitors to the Battleship reflected a 1.3% increase in visitation over the previous year. Also, unusually good weather with no hurricanes and relatively stable, although high, gasoline prices during the year were considered contributory to the visitation increase. Increased overall revenue, however, was offset by increased expenses across virtually all categories which reduced the margin compared to last year.

The following table summarizes the major categories of net assets and their corresponding changes.

Condensed	Statement	of Net	Accete

	Net Assets s of 09/30/08 n thousands)	as	Net Assets of 09/30/07 n thousands)	 Increase ( Decrease)	Percent (Change)	
Current Assets	\$ 1,489.87	\$	2,261.90	\$ (772.03)	(34.13)	
Noncurrent Assets						
Unrestricted and Restricted						
Investments	5,260.84		4,511.86	748.98	16.60	
Capital Assets, Nondepreciable	629.64		629.64	0.00	0.00	
Capital Assets, Depreciable, Net	 1,705.27		1,825.45	 (120.18)	(6.58)	
Total Assets	9,085.62		9,228.85	 (143.23)	(1.55)	
Current Liabilities	115.86		100.49	15.37	15.30	
Noncurrent Liabilities	 86.65		83.73	 2.92	3.49	
Total Liabilities	 202.51		184.22	18.29	9.93	
Net Assets						
Invested in Capital Assets	2,334.91		2,454.97	(120.06)	(4.89)	
Restricted	2,404.90		2,544.00	(139.10)	(5.47)	
Unrestricted	 4,143.30		4,045.52	 97.78	2.42	
Total Net Assets	\$ 8,883.11	\$	9,044.49	\$ (161.38)	(1.78)	

#### MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)

The 34.13% decrease in current assets and 16.60% increase in investments were primarily due to the transfer of \$1.0 million excess operating funds to the nonoperating investment portfolio.

As of September 30, 2008, the Battleship had recorded \$4.9 million invested in capital assets, \$2.6 million in accumulated depreciation, and \$2.3 million in net capital assets. The following table depicts the changes in the two years presented.

Capital Assets, Net For the Years Ended September 30, 2008 and 2007 (in thousands)

	2008	2007	Increase (Decrease)	Percent Change
Capital Assets		 	 	
Land	\$ 97.43	\$ 97.43	\$ 0.00	0.00
Buildings	1,114.82	1,114.82		
Machinery and Equipment	929.52	982.84	(53.32)	(5.43)
Infrastructure	2,310.11	2,310.11		
CIP	 532.22	 532.22	 	
Total	4,984.10	5,037.42	(53.32)	(1.06)
Less: Accumulated Depreciation	 2,649.18	 2,582.45	 66.73	2.58
Net Capital Assets	\$ 2,334.92	\$ 2,454.97	\$ (120.05)	(4.89)

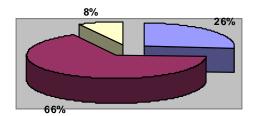
The Statement of Revenues, Expenses, and Changes in Net Assets reflects an overall decrease in net assets for the current fiscal year ending September 30, 2008. This decrease relates primarily to an increase in operating expenses and the performance of the equity markets. The following table identifies variances between the two fiscal years.

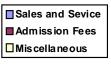
Operating Revenue
For the Years Ended September 30, 2008 and 2007
(in thousands)

	2008	2007	Increase (Decrease)	Percent Change
Operating Revenue Sales and Services Admission Fees Miscellaneous	\$ 772.48 1,950.16 238.91	\$ 763.06 1,968.11 192.68	\$ 9.42 (17.95) 46.23	1.23 (0.91) 23.99
Total	2,961.55	2,923.85	37.70	1.29
Less Operating Expenses	2,686.83	2,401.21	285.62	11.89
Net Operating Income	274.72	522.64	(247.92)	(47.44)
Nonoperating and Other Revenue Capital Gifts Investment Income (Loss)	43.79 (479.90)	28.66 510.58	15.13 (990.48)	52.79 (193.99)
Total	(436.11)	539.24	(975.35)	(180.87)
Increase (Decrease) in Net Assets Net Assets, Beginning of Year	(161.39) 9,044.50	1,061.88 7,982.61	(1,223.27) 1,061.89	(115.20) 13.30
Net Assets, End of Year	\$ 8,883.11	\$ 9,044.49	\$ (161.38)	(1.78)

#### MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)

With the primary sources of revenue from sales and fees essentially flat, the 1.29% increase in total operating revenue resulted from funds received from an increasing number of events and programs. The following is a graphic illustration of operating revenues by source as described above.





The following table identifies variances between the two fiscal years for the components of operating expenses.

Operating Expenses
For the Years Ended September 30, 2008 and 2007
(in thousands)

			Increase	Percent
	2008	2007	(Decrease)	Change
Operating Expense				
Personal Services	\$ 1,250.12	\$ 1,163.02	\$ 87.10	7.49
Supplies and Materials	68.78	48.74	20.04	41.12
Services	692.32	667.90	24.42	3.66
Rental/Lease	101.37	0.00	101.37	100.00
Cost of Goods Sold	269.12	280.95	(11.83)	(4.21)
Insurance and Bonding	18.61	19.39	(0.78)	(4.02)
Other	171.63	101.39	70.24	69.28
Depreciation	 114.88	119.82	 (4.94)	(4.12)
Total	\$ 2,686.83	\$ 2,401.21	\$ 285.62	11.89

Total operating expenses for fiscal year 2008 increased by 11.89% over fiscal year 2007. Personal services reflects a 7.49% increase due to an annual legislatively mandated 2.5% cost of living salary increase for staff, the restructuring of the Executive Director's and Assistant Director's salary, and the filling of vacant positions with permanent full-time employees. Other reasons for the increase in operating expenses were emergency repair contracts for \$76,000 and increased costs of supplies, cost of goods sold and other categories. Additionally, the rental/lease category was extracted from services to make operating leases visible.

#### MANAGEMENT'S DISCUSSION AND ANALYSIS (CONCLUDED)

#### **Financial Outlook**

As it has for virtually all businesses, the state of the economy requires a more conservative approach to revenue projections and a more stringent control of discretionary expenditures. With tourists opting for shorter duration vacations closer to home, the Commission's marketing focus has shifted more towards advertising in-state and in neighboring states.

In the longer term, the Commission has begun discussions of the need for a drydocking of the Battleship for underwater hull maintenance and preservation. This is an ambitious undertaking that will require the Battleship to be towed to a port with a drydock capable of taking a 728 foot vessel. While off-site, a new mooring plan will need to be constructed, as well as a new visitor's center since the current one will be nearing the end of its 25 years useful life. Funding for this capital project will require a commitment from the North Carolina General Assembly, as well as other sources.

## USS North Carolina Battleship Commission Statement of Net Assets September 30, 2008

Exhibit A

ASSETS		
Current Assets: Cash and Cash Equivalents	\$	821,925.72
Restricted Cash and Cash Equivalents	Ψ	270,638.40
Receivables		19,145.54
Inventories		282,984.13
Prepaid Items		95,171.62
Total Current Assets		1,489,865.41
Noncurrent Assets:		
Investments		3,126,582.87
Restricted Investments		2,134,260.20
Capital Assets - Nondepreciable (Note 5)		629,644.98
Capital Assets - Depreciable, Net (Note 5)		1,705,269.93
Total Noncurrent Assets		7,595,757.98
Total Assets		9,085,623.39
LIABILITIES		
Current Liabilities:		
Accounts Payable and Accrued Liabilities (Note 6)		94,006.53
Unearned Revenue		6,625.00
Long -Term Liabilities - Current Portion (Note 7)		15,231.21
Total Current Liabilities		115,862.74
Noncurrent Liabilities:		
Long-Term Liabilities (Note 7)		86,649.81
Total Liabilities		202,512.55
		,
NET ASSETS		
Invested in Capital Assets		2,334,914.91
Restricted Expendable:		0.404.000.00
Restoration Projects		2,404,898.60
Unrestricted		4,143,297.33
Total Net Assets	\$	8,883,110.84

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

## USS North Carolina Battleship Commission Statement of Revenues, Expenses, and Changes in Net Assets Year Ended September 30, 2008

Exhibit B

REVENUES Operating Revenues:	
Sales and Services Admission Fees Miscellaneous	\$ 772,479.57 1,950,160.00 238,910.66
Total Operating Revenues	 2,961,550.23
EXPENSES Operating Expenses: Personal Services	1 250 116 27
Supplies and Materials Services Rental/Lease (Note 8)	1,250,116.27 68,781.68 692,322.36 101,369.23
Cost of Goods Sold Depreciation	269,115.77 114,878.65
Insurance and Bonding Other Operating Expenses	 18,615.91 171,629.44
Total Operating Expenses	 2,686,829.31
Operating Income	274,720.92
NONOPERATING EXPENSES Investment Losses, Net	(479,905.35)
Nonoperating Expenses	(479,905.35)
Loss Before Other Revenues	(205,184.43)
Capital Gifts	 43,791.72
Decrease in Net Assets	(161,392.71)
Net Assets, October 1, 2007	9,044,503.55
Net Assets, September 30, 2008	\$ 8,883,110.84

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

### USS North Carolina Battleship Commission Statement of Cash Flows Year Ended September 30, 2008

Year Ended September 30, 2008	Exhibit C
CASH FLOWS FROM OPERATING ACTIVITIES  Receipts from Customers Payments to Suppliers Payments to Employees	\$ 2,968,684.68 (1,362,357.24) (1,257,559.85)
Net Cash Provided by Operating Activities	 348,767.59
CASH FLOWS FROM CAPITAL FINANCING AND RELATED FINANCING ACTIVITIES	
Capital Gifts	 43,791.72
Cash Provided by Capital Financing and Related Financing Activities	 43,791.72
CASH FLOWS FROM INVESTING ACTIVITIES Investment Earnings Purchase of Investments and Related Fees	 86,096.96 (1,309,805.93)
Net Cash Used by Investing Activities	 (1,223,708.97)
Net Decrease in Cash and Cash Equivalents Cash and Cash Equivalents - October 1, 2007	(831,149.66) 1,923,713.78
Cash and Cash Equivalents - September 30, 2008	\$ 1,092,564.12
RECONCILIATION OF NET OPERATING REVENUES (EXPENSES) TO NET CASH PROVIDED BY OPERATING ACTIVITIES Operating Income Adjustments to Reconcile Operating Income to Net Cash Provided By	\$ 274,720.92
Operating Activities: Depreciation Changes in Net Assets and Liabilities:	114,878.65
Accounts Receivable Inventories Prepaid Items Accounts Payable and Accrued Liabilities Compensated Absences Unearned Revenue	 10,431.52 (71,048.49) 1,498.66 9,149.45 12,433.95 (3,297.07)
Net Cash Provided by Operating Activities	\$ 348,767.59
RECONCILIATION OF CASH AND CASH EQUIVALENTS Current Assets:	 
Cash and Cash Equivalents	\$ 821,925.72

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

NONCASH INVESTING, CAPITAL AND FINANCING ACTIVITIES

Restricted Cash and Cash Equivalents

Change in Fair Value of Investments

Total Cash and Cash Equivalents - September 30, 2008

270,638.40

1,092,564.12

(560,824.24)

\$

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# USS NORTH CAROLINA BATTLESHIP COMMISSION NOTES TO THE FINANCIAL STATEMENTS SEPTEMBER 30, 2008

#### NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

- **A. Financial Reporting Entity** The USS North Carolina Battleship Commission (the "Commission") is a part of the State of North Carolina and is not a separate legal or reporting entity. The Commission's accounts and transactions are included in the State of North Carolina's Comprehensive Annual Financial Report (CAFR) as an enterprise fund. The accompanying financial statements present only those accounts and transactions associated with the operations of the Commission.
- **B.** Basis of Presentation The accompanying financial statements are presented in accordance with accounting principles generally accepted in the United States of America as prescribed by the Governmental Accounting Standards Board (GASB).

Pursuant to the provisions of GASB Statement No. 34, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments*, the full scope of the Commission's activities is considered to be a single business-type activity and accordingly, is reported within a single column in the basic financial statements.

In accordance with GASB Statement No. 20, Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting, the Commission does not apply Financial Accounting Standards Board (FASB) pronouncements issued after November 30, 1989, for proprietary activities, unless the GASB amends its pronouncements to specifically adopt FASB pronouncements issued after that date.

- **C. Basis of Accounting** The financial statements of the Commission have been prepared using the economic resource measurement focus and the accrual basis of accounting. Under the accrual basis, revenues are recognized when earned, and expenses are recorded when an obligation has been incurred, regardless of the timing of the cash flows.
- **D.** Cash and Cash Equivalents This classification includes undeposited receipts, petty cash, and cash on deposit with private bank accounts.
- **E. Investments** Investments generally are reported at fair value, as determined by quoted market prices or estimated amounts determined by management if quoted market prices are not available. Because of the

#### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

inherent uncertainty in the use of estimates, values that are based on estimates may differ from the values that would have been used had a ready market existed for the investments. The net decrease in the fair value of investments is recognized as a component of investment income.

Money market funds not held by a governmental external investment pool are reported at cost, if purchased or at fair value at date of gift, if donated.

- **F.** Receivables Receivables consist of amounts due for commissions and various charges from vendors. Receivables of the Commission are considered fully collectable; accordingly, no allowance for doubtful accounts is required.
- **G. Inventory** Inventory, consisting of merchandise for resale, is valued at the lower of cost or market.
- **H.** Capital Assets Capital assets are stated at cost at date of acquisition or fair value at date of donation in the case of gifts. The Commission capitalizes assets that have a value or cost in excess of \$5,000 at the date of acquisition and an estimated useful life of more than one year.

Depreciation is computed using the straight-line method over the estimated useful lives of the assets, generally 15 to 50 years for general infrastructure, 25 to 30 years for buildings, and 3 to 20 years for equipment.

The Commission does not capitalize the Battleship exhibit or its art and artifact collections. The Battleship exhibit and its collections adhere to the Commission's policy to maintain for public exhibition, education or research; protect, keep unencumbered, care for and preserve; and requires proceeds from their sale to be used to acquire other collection items. Accounting principles generally accepted in the United States of America permit collections maintained in this manner to be charged to operations at time of purchase rather than be capitalized.

- I. Restricted Assets Certain resources are reported as restricted assets because restrictions on asset use change the nature or normal understanding of the availability of the asset. Resources that are not available for the current operations are reported as restricted include resources restricted or designated for the acquisition or construction of capital assets and resources whose use is limited by external parties.
- **J. Noncurrent Long-Term Liabilities** Noncurrent long-term liabilities include compensated absences that will not be paid within the next fiscal year.

**K.** Compensated Absences - The Commission's policy is to record the cost of vacation leave when earned. The policy provides for a maximum accumulation of unused vacation leave of 30 days which can be carried forward each January 1 or for which an employee can be paid upon termination of employment. When classifying compensated absences into current and noncurrent, leave is considered taken using a last-in, first-out (LIFO) method. Also, any accumulated vacation leave in excess of 30 days at December 31 is converted to sick leave. Under this policy, the accumulated vacation leave for each employee at September 30 equals the leave carried forward at the previous December 31 plus the leave earned, less the leave taken between January 1 and September 30.

In addition to the vacation leave described above, compensated absences include the accumulated unused portion of the special annual leave bonuses awarded by the North Carolina General Assembly. The bonus leave balance on December 31 is retained by employees and transferred into the next calendar year. It is not subject to the limitation on annual leave carried forward described above and is not subject to conversion to sick leave.

There is no liability for unpaid accumulated sick leave because the Commission has no obligation to pay sick leave upon termination or retirement. However, additional service credit for retirement pension benefits is given for accumulated sick leave upon retirement.

**L.** Net Assets – The Commission's net assets are classified as follows:

**Invested in Capital Assets** – This represents the Commission's total investment in capital assets.

**Restricted Net Assets** – **Expendable** – Expendable restricted net assets include resources for which the Commission is legally or contractually obligated to spend in accordance with restrictions imposed by external parties.

**Unrestricted Net Assets** – Unrestricted net assets include resources derived from admission fees, sales and services, unrestricted gifts, royalties, and interest income.

When both restricted and unrestricted funds are available for expenditure, the decision for funding is internally generated by management for the Commission.

M. Revenue and Expense Recognition – The Commission classifies its revenues and expenses as operating or nonoperating in the accompanying Statement of Revenues, Expenses, and Changes in Net Assets. Operating revenues and expenses generally result from providing services and

producing and delivering goods in connection with the Commission's principal ongoing operations. Operating revenues include all charges to customers. Operating expenses are all expense transactions incurred other than those related to capital and noncapital financing or investing activities as defined by GASB Statement No. 9, Reporting Cash Flows of Proprietary and Nonexpendable Trust Funds and Governmental Entities That Use Proprietary Fund Accounting.

Nonoperating revenues include activities that have the characteristics of nonexchange transactions. Revenues from nonexchange transactions and gifts to the Commission, as well as investment income, are considered nonoperating since these are either investing, capital or noncapital financing activities. Capital contributions are presented separately after nonoperating revenues and expenses.

#### NOTE 2 - DEPOSITS AND INVESTMENTS

**A. Deposits** – All funds of the Commission are deposited in board-designated official depositories and are required to be collateralized in accordance with *North Carolina General Statute* 115D-58.7. Official depositories may be established with any bank or savings and loan association whose principal office is located in North Carolina. Also, the Commission may establish time deposit accounts, money market accounts, and certificates of deposit. The amount shown on the Statement of Net Assets as cash and cash equivalents includes cash on hand totaling \$21,560.00, and deposits in private financial institutions with a carrying value of \$1,071,004.12, and a bank balance of \$1,031,861.81.

Custodial credit risk is the risk that in the event of a bank failure, the Commission's deposits may not be returned to it. The bank balance of demand and time deposits with the private financial institution at September 30, 2008, consisted of interest and non-interest bearing checking accounts totaling \$1,031,861.81. As of September 30, 2008, of the Commission's bank balance, \$931,861.81 was exposed to custodial credit risk as uninsured and uncollateralized.

**B.** Investments - As outlined in its cash management plan the Commission is authorized to invest excess funds for the purposes of earning additional income.

The following table presents the fair value of investments by type and investments subject to interest rate risk at September 30, 2008, for the Commission's investments. Interest rate risk is defined by GASB Statement No. 40 as the risk a government may face should interest rate

#### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

variances affect the fair value of investments. The Commission does not have a formal investment policy that addresses interest rate risk.

#### **Investments**

		Investment Maturities (in Years)									
	Fair Value	Less Than 1		1 to 5		6 to 10	_	More Than 10			
Investment Type Debt Securities											
U.S. Treasuries U.S. Agencies Mortgage Pass Throughs State and Local Government	\$ 510,761.23 52,827.96 274,638.54 53,361.17	\$ 499,525.44	\$	3,163.16 40,643.25 171,526.47 18,969.51	\$	8,072.63 12,184.71 103,112.07 34,391.66	\$	0.00			
Money Market Mutual Funds Domestic Corporate Bonds	2,928,683.95 106,528.05	 2,928,683.95	_	15,299.59	_	83,131.27	_	8,097.19			
Other Securities Other Mutual Funds	1,334,042.17	\$ 3,428,209.39	\$	249,601.98	\$	240,892.34	\$	8,097.19			
Total Investments	\$ 5,260,843.07										

*Credit Risk:* Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The Commission does not have a formal policy that addresses credit risk. As of September 30, 2008, the Commission's investments were rated as follows:

	Fair	AAA	AA			BBB		
	 Value	 Aaa	 Aa	_	A	 Baa	_	Unrated
U.S. Agencies	\$ 52,827.96	\$ 52,827.96	\$ 0.00	\$	0.00	\$ 0.00	\$	0.00
Mortgage Pass Throughs	274,638.54	274,638.54						
State and Local Government	53,361.17	53,361.17						
Money Market Mutual Funds	2,928,683.95							2,928,683.95
Domestic Corporate Bonds	 106,528.05	7,683.36	22,852.76		37,230.69	38,761.24		
Total	\$ 3,416,039.67	\$ 388,511.03	\$ 22,852.76	\$	37,230.69	\$ 38,761.24	\$	2,928,683.95

Rating Agency: Moody's/S&P/Fitch

#### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Custodial Credit Risk: For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Commission will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The Commission does not have a formal policy for custodial credit risk. The Commission's investments were exposed to custodial credit risk as follows:

Investment Type	Held by Counterparty
U.S. Treasuries	\$ 510,761.23
U.S. Agencies	52,827.96
Mortgage Pass Throughs	274,638.54
State and Local Governments	53,361.17
Money Market Mutual Funds	2,928,683.95
Domestic Corporate Bonds	 106,528.05
Total	\$ 3,926,800.90

A reconciliation of deposits and investments for the Commission to the basic financial statements at September 30, 2008, is as follows:

Cash on Hand Carrying Amount of Deposits with Private Financial Institutions Other Investments	\$ 21,560.00 1,071,004.12 5,260,843.07
Total Deposits and Investments	\$ 6,353,407.19
Current:	
Cash and Cash Equivalents	\$ 821,925.72
Restricted Cash and Cash Equivalents	270,638.40
Noncurrent:	
Investments	3,126,582.87
Restricted Investments	2,134,260.20
Total	\$ 6,353,407.19

#### NOTE 3 - RESERVE FUND

In accordance with *North Carolina General Statute* 143B-74.1 the Commission established, on January 6, 1984, a cash reserve fund for contingencies and emergencies beyond those occurring in the course of routine maintenance and operation. This reserve is equal to one-half of the authorized operating budget for that fiscal year.

Accordingly, 50% of the authorized normal operating budget for fiscal year 2008 of \$2,775,100.00 yields a reserve requirement of \$1,387,550.00. For reporting purposes this reserve is included in unrestricted net assets. At year-end, the value of the investment portfolio, described in Note 2, exceeded the reserve requirement; therefore, the \$3,873,293.07 excess is considered available for operations and restoration projects.

#### NOTE 4 - RESTORATION FUND

In 1998, the Commission undertook a capital campaign for the restoration of the Battleship North Carolina. The first project completed was replacement of the teak deck. Currently in design is restoration of the main deck interior spaces including a major HVAC package. Funds in excess of those needed for these projects are held in the Restoration Fund to fund future restoration projects. While the capital campaign has ended, contributions continue to be made to the fund. For the fiscal year ended September 30, 2008, the Commission received donations in the amount of \$43,791.72. Because of the restricted-use nature of the Restoration Fund; the long term portion of the portfolio is managed as a separate account by Franklin Street Partners.

At year-end, the fair value of the Franklin Street Partners Restoration Fund segment of the portfolio, summarized in Note 2, was \$2,134,260.20.

#### NOTE 5 - CAPITAL ASSETS

A summary of changes in the capital assets for the year ended September 30, 2008, is presented as follows:

	Balance October 1, 2007 Increases		Decreases	Balance September 30, 2008		
Capital Assets, Nondepreciable: Land Construction in Progress	\$ 97,425.80 532,219.18	\$ 0.00	\$ 0.00	\$ 97,425.80 532,219.18		
Total Capital Assets, Nondepreciable	629,644.98			629,644.98		
Capital Assets, Depreciable: Buildings Machinery and Equipment General Infrastructure	1,114,823.35 982,843.81 2,310,109.37		53,322.03	1,114,823.35 929,521.78 2,310,109.37		
Total Capital Assets, Depreciable	4,407,776.53		53,322.03	4,354,454.50		
Less Accumulated Depreciation: Buildings Machinery and Equipment General Infrastructure	955,032.07 893,551.46 733,866.35	44,592.92 17,521.80 52,763.93	48,143.96	999,624.99 862,929.30 786,630.28		
Total Accumulated Depreciation	2,582,449.88	114,878.65	48,143.96	2,649,184.57		
Total Capital Assets, Depreciable, Net	1,825,326.65	(114,878.65)	5,178.07	1,705,269.93		
Capital Assets, Net	\$ 2,454,971.63	\$ (114,878.65)	\$ 5,178.07	\$ 2,334,914.91		

Construction project was suspended in prior years but plans are to move forward in the next fiscal year.

#### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

#### NOTE 6 - ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities at September 30, 2008, were as follows:

	Amount
Accounts Payable Accrued Payroll	\$ 71,479.17 22,527.36
Total Accounts Payable and Accrued Liabilities	\$ 94,006.53

#### NOTE 7 - LONG-TERM LIABILITIES

A summary of changes in the long-term liabilities for the year ended September 30, 2008 is presented as follows:

	Balance						Balance	Current		
		ttober 1, 2007		Additions	_	Reductions	ons September 30, 2008		Portion	
Compensated Absences	\$	89,447.07	\$	70,254.07	\$	57,820.12	\$	101,881.02	\$	15,231.21

#### NOTE 8 - OPERATING LEASE OBLIGATIONS

The Commission entered into operating leases for billboards and equipment. Future minimum lease payments under noncancelable operating leases consist of the following at September 30, 2008:

Fiscal Year	 Amount
2009 2010 2011	\$ 30,096.53 4,044.00 4,044.00
Total Minimum Lease Payments	\$ 38,184.53

Rental expense for all operating leases during the year was \$101,369.23.

#### NOTE 9 - PENSION PLANS

**A.** Retirement Plan - Each permanent full-time employee, as a condition of employment, is a member of the Teachers' and State Employees' Retirement System. The Teachers' and State Employees' Retirement System (System) is a cost sharing multiple-employer defined benefit pension plan administered by the North Carolina State Treasurer.

Benefit and contribution provisions for the Teachers' and State Employees' Retirement System are established by *North Carolina General Statutes* 135-5 and 135-8 and may be amended only by the North Carolina General Assembly. Employer and member contribution rates are set each year by the North Carolina General Assembly based on annual actuarial valuations. For the period October 1, 2007, through June 30, 2008, these rates were set at 3.05% of covered payroll for employers and 6% of covered payroll for members. The System was funded by employer and member contributions of 3.36% and 6%, respectively, of covered payroll for the period July 1, 2008, through September 30, 2008.

For the current fiscal year the Commission had a total payroll of \$927,989.24, of which \$857,875.90 was covered under the Teachers' and State Employees' Retirement System. Total employer and employee contributions for pension benefits for the year were \$26,830.07 and \$51,472.55, respectively.

Required employer contribution rates for the years ended September 30, 2007 and 2006, were 3.05% and 2.66%, respectively, while employee contributions were 6% each year. The Commission made 100% of its annual required contributions for the years ended September 30, 2008, 2007, and 2006, which were \$26,830.07, \$21,460.63, and \$16,060.05, respectively.

The Teachers' and State Employees' Retirement System's financial information is included in the State of North Carolina's *Comprehensive Annual Financial Report*. An electronic version of this report is available by accessing the North Carolina Office of the State Controller's Internet home page <a href="http://www.osc.state.nc.us/">http://www.osc.state.nc.us/</a> and clicking on "Financial Reports," or by calling the State Controller's Financial Reporting Section at (919) 981-5454.

**B.** Supplemental Retirement Income Plan - IRC Section 401(k) Plan – All members of the Teachers' and State Employees' Retirement System are eligible to enroll in the Supplemental Retirement Income Plan, a defined contribution plan, created under Internal Revenue Code Section 401(k). All costs of administering the Plan are the responsibility of the Plan participants. The voluntary contributions by employees amounted to \$1,740.00 for the year ended September 30, 2008.

#### NOTE 10 - OTHER POSTEMPLOYMENT BENEFITS

**A. Health Benefits** - The Commission participates in the Comprehensive Major Medical Plan (the Plan), a cost-sharing, multiple-employer defined

#### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

benefit health care plan that provides postemployment health insurance to eligible former employees. Eligible former employees include long-term disability beneficiaries of the Disability Income Plan of North Carolina and retirees of the Teachers' and State Employees' Retirement System. Coverage eligibility varies depending on years of contributory membership service in their retirement system prior to disability or retirement.

The Plan's benefit and contribution provisions are established by Chapter 135-7, Article 1, and Chapter 135, Article 3, of the General Statutes and may be amended only by the North Carolina General Assembly. The Plan does not provide for automatic post-retirement benefit increases.

By General Statute, a Retiree Health Benefit Fund (the Fund) has been established as a fund in which accumulated contributions from employers and any earnings on those contributions shall be used to provide health benefits to retired and disabled employees and applicable beneficiaries. By statute, the Fund is administered by the Board of Trustees of the Teachers' and State Employees' Retirement System and contributions to the fund are irrevocable. Also by law, Fund assets are dedicated to providing benefits to retired and disabled employees and applicable beneficiaries and are not subject to the claims of creditors of the employers making contributions to the Fund. Contribution rates to the Fund, which are intended to finance benefits and administrative expenses on a pay-as-you-go basis, are determined by the General Assembly in the Appropriations Bill.

For the current fiscal year, the Commission contributed 4.1% of the covered payroll under the Teachers' and State Employees Retirement system. Required contribution rates for the period July 1, 2007 through September 30, 2007 were 4.1%. Contribution rates for the period October 1, 2007 through June 30, 2007 and the year ended September 30, 2006, were 3.8% and 3.8%, respectively. The Commission made 100% of its annual required contributions to the Plan for the years ended September 30, 2008, 2007 and 2006, which were \$35,172.91, \$30,156.30, and \$25,216.58, respectively. The Commission assumes no liability for retiree health care benefits provided by the programs other than its required contribution.

Additional detailed information about these programs is disclosed in the State of North Carolina's *Comprehensive Annual Financial Report*. An electronic version of this report is available by accessing the North Carolina Office of the State Controller's Internet home page <a href="http://www.ncosc.net/">http://www.ncosc.net/</a> and clicking on "Financial Reports" or by calling the State Controller's Financial Reporting Section at (919) 981-5454.

**B. Disability Income** - The Commission participates in the Disability Income Plan of North Carolina (DIPNC), a cost-sharing, multiple-employer defined benefit plan, to provide short-term and long-term disability benefits to eligible members of the Teachers' and State Employees' Retirement System. Benefit and contribution provisions are established by Chapter 135, Article 6, of the General Statutes, and may be amended only by the North Carolina General Assembly. The plan does not provide for automatic post-retirement benefit increases.

Disability income benefits are funded by actuarially determined employer contributions that are established in the Appropriations Bill by the General Assembly. For the fiscal year ended September 30, 2008, the Commission made a statutory contribution of .52% of covered payroll under the Teachers' and State Employees' Retirement System to the DIPNC. Required contribution rates for the years ended September 30, 2007 and 2006, were .52% and .52%, respectively. The Commission made 100% of it's annual contributions to the DIPNC for the years ended September 30, 2008, 2007, and 2006, which were \$4,460.95, \$4,046.65, and \$3,450.69, respectively. The Commission assumes no liability for long-term disability benefits under the Plan other than its contribution.

Additional detailed information about the DIPNC is disclosed in the State of North Carolina's *Comprehensive Annual Financial Report*.

#### NOTE 11 - RISK MANAGEMENT

The Commission is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions; injuries to employees; and natural disasters. These exposures to loss are handled via a combination of methods, and can include participation in State-administered insurance programs, purchase of commercial insurance, and self-retention of certain risks. There have been no significant reductions in insurance coverage from the previous year and settled claims have not exceeded coverage in any of the past three fiscal years.

Tort claims of up to \$1,000,000 are self-insured under the authority of the State Tort Claims Act. In addition, the State provides excess public officers' and employees' liability insurance up to \$5,000,000 via contract with a private insurance company. The premium, based on a composite rate, is paid by the Commission directly to the private insurer.

The State Property Fire Insurance Fund (Fund), an internal service fund of the State, insures all State owned buildings and contents for fire, extended coverage, and other property losses. Coverage for fire losses for all operations supported by the State's General Fund is provided at no cost to the

#### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Commission. Other operations not supported by the State's General Fund are charged for fire coverage. The Commission also purchased through the Fund, extended coverage and other property coverage such as sprinkler leakage, business interruption, vandalism, theft and "all risks" for buildings and contents. The Fund charges premiums for this coverage discounted from industry manual rates. The Fund insures fire losses up to \$2,500,000 per occurrence. All losses covered by the Fund are subject to a \$500 per occurrence deductible except for theft, which carries a \$1,000 per occurrence deductible. The Fund purchases excess insurance from a private insurer to cover losses over the amounts insured by the Fund. There have been no significant reductions in insurance coverage from the previous year and settled claims have not exceeded coverage in any of the past three fiscal years.

All State-owned vehicles are covered by liability insurance handled by the State Department of Insurance. The State is self-insured for the first \$500,000 of any loss through a retrospective rate plan. Excess insurance coverage is purchased through a private insurer to cover losses greater than \$500,000. The liability limits for losses incurring in-state are \$500,000 per claimant and \$5,000,000 per occurrence. The Commission is charged premiums to cover the cost of excess insurance and to pay for those losses falling under the self-insured retention.

The Commission is protected for losses from employee dishonesty and computer fraud for employees. This coverage is with a private insurance company and is handled by the North Carolina Department of Insurance with coverage of \$5,000,000 per occurrence with a \$75,000 deductible and a 10% participation in each loss above the deductible.

Employees and retirees are provided comprehensive major medical care benefits. Coverage is funded by contributions to the State Health Plan (Plan), a pension and other employee benefit trust fund of the State of North Carolina. The Plan has contracted with third parties to process claims.

The North Carolina Workers' Compensation Program provides benefits to workers injured on the job. All employees of the State and its component units are included in the program. When an employee is injured, the Commission's primary responsibility is to arrange for and provide the necessary treatment for work related injury. The Commission is responsible for paying medical benefits and compensation in accordance with the North Carolina Workers' Compensation Act. The Commission is self-insured for workers' compensation.

Term life insurance (death benefits) of \$25,000 to \$50,000 is provided to eligible workers. This self-insured Death Benefit Program is administered by the State Treasurer and funded via employer contributions. The employer contribution rate was .16% for the current fiscal year.

#### NOTES TO THE FINANCIAL STATEMENTS (CONCLUDED)

Additional details on the State-administered risk management programs are disclosed in the State's *Comprehensive Annual Financial Report*, issued by the Office of the State Controller.

#### NOTE 12 - THE FRIENDS OF THE BATTLESHIP NORTH CAROLINA

The Friends of the Battleship North Carolina, Inc. is a nonprofit organization that raises funds to provide additional resources to the USS North Carolina Battleship Commission and is not included in the reporting entity. During the fiscal year ended September 30, 2008, the organization made in-kind donations of \$22,146.14 to the Commission.

#### NOTE 13 - CHANGES IN FINANCIAL ACCOUNTING AND REPORTING

For the fiscal year ended September 30, 2008, the Commission implemented the following pronouncements issued by the Governmental Accounting Standards Board (GASB):

GASB Statement No. 45, Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions.

GASB Statement No. 50, Pension Disclosures.

GASB Statement No. 45, requires cost-sharing employers to recognize OPEB expense for their contractually required contributions to the plan generally consistent with the approach in adopted in GASB Statement No. 27, Accounting for Pensions by State and Local Governmental Employers, with modifications to reflect differences between pension benefits and OPEB.

GASB Statement No. 50, aligns financial reporting requirements for pensions with those of other postemployment benefits, to conform with GASB Statement No. 45. This Statement amends GASB Statement No. 27 to require note disclosure of the employer contribution rates and percentage of the amount contributed for the current and preceding two years and to disclose how the required contribution rates are established.

#### STATE OF NORTH CAROLINA Office of the State Auditor



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#### INDEPENDENT AUDITOR'S 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**

**Board of Commissioners** USS North Carolina Battleship Commission Wilmington, North Carolina

We have audited the financial statements of USS North Carolina Battleship Commission (the Commission) as of and for the year ended September 30, 2008, and have issued our report thereon dated July 17, 2009. As discussed in Note 1, the financial statements present only the USS North Carolina Battleship Commission and do not purport to, and do not, present fairly the financial position of the State of North Carolina as of September 30, 2008, the changes in its financial position, or, where applicable, its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 13 to the financial statements, the Commission implemented Governmental Accounting Standards Board Statement No. 45, Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions, and Statement No. 50, Pension Disclosures, during the year ended September 30, 2008.

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 Commission'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 Commission's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Commission's internal control over financial reporting.

Our consideration of internal control over financial reporting was for the limited purpose described in the preceding paragraph and would not necessarily identify all deficiencies in internal control over financial reporting that might be significant deficiencies or material

# INDEPENDENT AUDITOR'S 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 (CONTINUED)

weaknesses. However, as discussed below, we identified a deficiency in internal control over financial reporting that we consider to be a significant deficiency.

A control deficiency 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 misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the Commission's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the Commission's financial statements that is more than inconsequential will not be prevented or detected by the Commission's internal control. We consider the deficiency described in finding 1 in the Audit Findings and Responses section of this report to be a significant deficiency in internal control over financial reporting.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the Commission's internal control.

Our consideration of the internal control over financial reporting was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in the internal control that might be significant deficiencies and, accordingly, would not necessarily disclose all significant deficiencies that are also considered to be material weaknesses. However, we believe that the significant deficiency described above is not a material weakness.

#### Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Commission'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*.

The Commission's response to the finding identified in our audit is described in the Audit Findings and Responses section of this report. We did not audit the Commission's response and, accordingly, we express no opinion on it.

# INDEPENDENT AUDITOR'S 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 (CONCLUDED)

This report is intended solely for the information and use of management of the Commission, the Board of Commissioners, the Department of Cultural Resources, others within the entity, the Governor, the General Assembly, and the State Controller, and is not intended to be and should not be used by anyone other than these specified parties.

Beth A. Wood, CPA State Auditor

Set A. Wood

July 17, 2009

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#### **AUDIT FINDINGS AND RESPONSES**

#### **Matters Related to Financial Reporting**

The following audit finding was identified during the current audit and describes a condition that represents a significant deficiency in internal control.

Deficiencies in Financial Reporting

The Commission's financial statements contained misstatements that were corrected as a result of our audit. Without these corrections, the financial statements could have been misleading to readers. Misstatements included:

- Restricted cash was understated by \$270,638 because the Commission inappropriately classified the funds as noncurrent restricted investments.
- Noncurrent investments were understated by \$1,387,550 because the Commission inappropriately classified the funds as noncurrent restricted investments.
- Inventory was understated by \$67,229 due to the failure to record the change in inventory amounts for the year. As a result, cost of goods sold was overstated by the same amount.
- Notes to the financial statements required revisions to correct amounts and disclosures.

*Recommendation*: The Commission should place greater emphasis on the year-end financial reporting process and implement effective internal controls to ensure complete and accurate financial statements.

Commission Response: The Commission concurs with the finding.

- \$270.638 has been restated as restricted cash.
- The \$1,387,550 has been restated as noncurrent unrestricted investments. In prior years, the restricted investments included both those earmarked for restoration and those statutorily set aside for contingencies and emergencies. In future years, restricted investments will include only those funds limited by use.
- Correcting journal entries for \$67,229 have been made and procedures have been implemented to properly make adjustments to year end inventory which impacts financial statements.
- Notes to the financial statements have been corrected.

#### **AUDIT FINDINGS AND RESPONSES (CONCLUDED)**

In addition to corrections already made to financial reporting for the year ending 30 Sept 2008, the following will/have been implemented:

- The most recent upgrades to the proprietary accounting software will allow direct export into an Excel format for use by the State Auditors.
- The Executive Director and Comptroller will closely review notes to the financial statements for accuracy prior to submission and to comply with the most current proforma.
- Timely submission of the exhibits will occur no later than December 31.
- The Executive Director and Comptroller will monitor the Audit Report Findings and Recommendations of other agencies for applicability to the USS North Carolina Battleship Commission.

#### **ORDERING INFORMATION**

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