

Port of Houston Authority
of Harris County, Texas —
Promotion and Development Fund

Financial Statements as of and for the
Years Ended December 31, 2014 and 2013
Independent Auditors' Report



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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Port Commission
Port of Houston Authority of Harris County
Houston, Texas

Report on the financial statements

We have audited the accompanying financial statements of the Port of Houston Authority of Harris County, Texas - Promotion and Development Fund (the "Fund"), which collectively comprise the statements of net position and the related statements of revenues, expenses and changes in net position and statements of cash flows as of and for the year ended December 31, 2014 and 2013 and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Fund's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.



Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Fund as of December 31, 2014 and 2013, and the changes in financial position and cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1, the financial statements present only the Promotion and Development Fund and do not purport to, and do not, present fairly the financial position of the Port of Houston Authority of Harris County, Texas as of December 31, 2014 and 2013, the changes in its financial position, or its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other matters

Required supplementary information

Accounting principles generally accepted in the United States of America require that the management discussion and analysis be presented to supplement the basic financial statements. Such information, although not a required 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. This required supplementary information is the responsibility of management. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America. These limited procedures consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained 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.

Grant Thornton LLP

Houston, Texas
April 21, 2015

PORT OF HOUSTON AUTHORITY OF HARRIS COUNTY, TEXAS — PROMOTION AND DEVELOPMENT FUND

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED) YEAR ENDED DECEMBER 31, 2014

As management of the Port of Houston Authority of Harris County, Texas — Promotion and Development Fund (the "Fund"), a fund of the Port of Houston Authority of Harris County, Texas (the "Authority"), we offer readers of the Fund's basic financial statements this narrative overview and analysis of the financial activities of the Fund for the fiscal years ended December 31, 2014 and 2013. All amounts, unless otherwise indicated, are expressed in rounded dollars.

The Port Commission, consistent with Section 60.202 of the Texas Water Code, created and maintains the Fund in amounts not to exceed five percent of its gross income from operations (operating revenues) in each calendar year. The Fund is used for activities connected with: (a) advertising, developing, and promoting the Port Authority and the Port of Houston; (b) furthering the general welfare of the Port Authority and the Port of Houston; and (c) improving the Port Authority's relations with steamship and rail lines, shippers, freight interests, governmental officials, and others who are interested or may be interested in the Port of Houston.

FINANCIAL HIGHLIGHTS

The net position of the Fund at December 31, 2014, 2013 and 2012 was \$4,748,839, \$3,421,966, and \$4,021,465 respectively, and is considered unrestricted net position.

The Fund's total liabilities at December 31, 2014, 2013 and 2012 were \$35,064, \$34,958, and \$206,506 respectively.

Port of Houston Authority of Harris County, Texas — Promotion and Development Fund Statements of Net Position

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Current and other assets	<u>\$ 4,783,903</u>	<u>\$ 3,456,924</u>	<u>\$ 4,227,971</u>
Total assets	<u>4,783,903</u>	<u>3,456,924</u>	<u>4,227,971</u>
Current liabilities	<u>35,064</u>	<u>34,958</u>	<u>206,506</u>
Total liabilities	<u>35,064</u>	<u>34,958</u>	<u>206,506</u>
Net position — unrestricted	<u>\$ 4,748,839</u>	<u>\$ 3,421,966</u>	<u>\$ 4,021,465</u>

**Port of Houston Authority of Harris County, Texas —
Promotion and Development Fund
Statements of Changes in Revenues, Expenses and Changes in Net Position**

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Revenues:			
Current fund contributions	\$ 7,326,706	\$ 4,101,512	\$ 4,520,627
Advertising contributions	-	-	535
Nonoperating revenue (expenses), net	<u>9,834</u>	<u>(118,602)</u>	<u>13,450</u>
 Total revenue	 7,336,540	 3,982,910	 4,534,612
 Total operating expenses	 <u>6,009,667</u>	 <u>4,582,409</u>	 <u>4,263,670</u>
 Change in net position	 1,326,873	 (599,499)	 270,942
 Net position – January 1	 <u>\$ 3,421,966</u>	 <u>\$ 4,021,465</u>	 <u>\$ 3,750,523</u>
 Net position – December 31	 <u>\$ 4,748,839</u>	 <u>\$ 3,421,966</u>	 <u>\$ 4,021,465</u>

Revenues, reflecting primarily contributions from the Current fund of the Authority, increased \$3,353,630 or 84% in 2014 to \$7,336,540. These contributions provide the cash funding necessary to support the expenditures of the Fund and to maintain an “uncommitted” Fund balance of \$2,000,000. Uncommitted fund balance represents the current bank balance less open purchase orders and other commitments made by the Authority for future expenditures.

The increase in contributions in 2014 results from both increased funding received from the Authority tied to a growth in expenditures associated primarily with events surrounding the Authority’s Centennial milestone as well as a rise in the value of open purchase orders at year-end 2014.

Revenue in 2013 decreased \$551,702 or 12% from 2012; the decrease was due primarily to decreased contributions from the Authority of \$419,115.

Contribution amounts from the Authority, representing funds “set aside” for the purposes authorized in Section 60.202 of the Texas Water Code, represented 2.3%, 2.0% and 1.9% of gross income from operations (operating revenues) of the Authority for the years ended December 31, 2014, 2013 and 2012, respectively.

Expenses increased \$1,427,528 or 31% in 2014 to \$6,009,667 resulting primarily from additional expenses associated with the Authority’s Centennial activities and hosting the Americas Breakbulk conference. Expenses increased \$318,739 or 7% in 2013 to \$4,582,409. The increase was primarily due to recognition of MV Sam Houston payroll costs, \$491,068, partially offset by a decrease in printing and production, \$105,694.

OVERVIEW OF FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the Fund's basic financial statements. The Fund's basic financial statements comprise the following: (1) statements of net position; (2) statements of revenues, expenses, and changes in net position; (3) statements of cash flows; and (4) notes to financial statements. The basic financial statements can be found on pages 6 through 10 of this report.

The statements of net position present information on all of the Fund's assets and liabilities with the difference between the two reported as net position.

The statements of revenues, expenses and changes in net position present information showing how the Fund's net position changed during the fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of the related cash flows.

The Fund follows enterprise fund accounting and reporting requirements, including the accrual basis of accounting and application of all Governmental Accounting Standards Board (GASB) pronouncements.

FINANCIAL ANALYSIS

The Fund's net position reflects the contributions from the Authority as determined by the Texas Water Code. These funds are held as cash in interest earning bank deposits.

REQUESTS FOR INFORMATION

The financial report is designed to provide a general overview of the Fund's finances for all those with an interest in the Fund's finances and does not provide a general overview of the Authority's finances. Questions concerning any of the information provided in this report, or requests for additional information, should be addressed to the Office of the Controller, Port of Houston Authority, 111 East Loop North, Houston, Texas 77029.

**PORT OF HOUSTON AUTHORITY OF HARRIS COUNTY, TEXAS —
PROMOTION AND DEVELOPMENT FUND**

**STATEMENTS OF NET POSITION
AS OF DECEMBER 31, 2014 AND 2013**

	<u>2014</u>	<u>2013</u>
ASSETS:		
Cash	\$ 4,726,403	\$ 3,380,257
Prepaid expenses	<u>57,500</u>	<u>76,667</u>
Total Assets	<u>\$ 4,783,903</u>	<u>\$ 3,456,924</u>
LIABILITIES AND NET POSITION:		
LIABILITIES:		
Accounts payable and accrued liabilities	<u>\$ 35,064</u>	<u>\$ 34,958</u>
Total Liabilities	35,064	34,958
NET POSITION – Unrestricted	<u>4,748,839</u>	<u>3,421,966</u>
Total Liabilities and Net Position	<u>\$ 4,783,903</u>	<u>\$ 3,456,924</u>

See accompanying notes to financial statements.

**PORT OF HOUSTON AUTHORITY OF HARRIS COUNTY, TEXAS —
PROMOTION AND DEVELOPMENT FUND**

**STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013**

	<u>2014</u>	<u>2013</u>
REVENUES:		
Current fund contributions	\$ 7,326,706	\$ 4,101,512
	<hr/>	<hr/>
Total Revenues	<u>7,326,706</u>	<u>4,101,512</u>
EXPENSES:		
Fees and services	1,498,584	1,337,474
PHA sponsored events	1,239,896	636,986
Economic development support	852,322	699,387
Printing and production	706,209	361,279
MV Sam Houston	474,793	491,068
Advertising and promotion	421,617	297,322
Travel	279,471	324,485
Dues and subscriptions	144,781	114,904
Educational sponsorship	138,733	106,467
PHA table purchases	69,000	98,528
Maintenance	37,826	4,791
Materials	6,028	4,193
Other	140,407	105,525
	<hr/>	<hr/>
Total Expenses	<u>6,009,667</u>	<u>4,582,409</u>
OPERATING INCOME (LOSS)	1,317,039	(480,897)
NONOPERATING REVENUE (EXPENSES)	<u>9,834</u>	<u>(118,602)</u>
CHANGES IN NET POSITION	1,326,873	(599,499)
NET POSITION – January 1	<u>3,421,966</u>	<u>4,021,465</u>
NET POSITION – December 31	<u>\$ 4,748,839</u>	<u>\$ 3,421,966</u>

See accompanying notes to financial statements.

**PORT OF HOUSTON AUTHORITY OF HARRIS COUNTY, TEXAS —
PROMOTION AND DEVELOPMENT FUND**

**STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013**

	<u>2014</u>	<u>2013</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Cash received from the Authority	\$ 7,326,706	\$ 4,101,512
Cash paid for other services	(511,548)	(492,470)
Cash paid to suppliers	(5,478,846)	(4,191,000)
	<u>1,336,312</u>	<u>(581,958)</u>
Net cash provided by (used in) operating activities		
CASH FLOWS FROM FINANCING ACTIVITIES:		
Interest on bank deposits	9,834	12,143
	<u>9,834</u>	<u>12,143</u>
Net cash provided by financing activities		
NET INCREASE (DECREASE) IN CASH	1,346,146	(569,815)
CASH – January 1	<u>3,380,257</u>	<u>3,950,072</u>
CASH – December 31	<u>\$ 4,726,403</u>	<u>\$ 3,380,257</u>
RECONCILIATION OF OPERATING INCOME (LOSS) TO NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES:		
Operating income (loss)	1,317,039	(480,897)
Adjustment to reconcile operating income (loss) to net cash:		
Write off receivable from Port of Houston Authority	-	(130,746)
Changes in current assets and liabilities:		
Decrease / (increase) in prepaid expenses	19,167	(14,083)
Decrease in receivable from Port of Houston Authority	-	215,316
Increase / (decrease) in accounts payable and accrued liabilities	106	(171,548)
	<u>106</u>	<u>(171,548)</u>
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	<u>\$ 1,336,312</u>	<u>\$ (581,958)</u>

See accompanying notes to financial statements.

PORT OF HOUSTON AUTHORITY OF HARRIS COUNTY, TEXAS — PROMOTION AND DEVELOPMENT FUND

NOTES TO FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

1. ORGANIZATION AND PURPOSE

The Port of Houston Authority of Harris County, Texas — Promotion and Development Fund (the “Fund”), as designated by state statute, may be used for payment of advertising, development, or promotion expenditures of the Port of Houston Authority of Harris County, Texas (the “Authority”). These financial statements present only the operations and activities of the Fund and are not intended to present fairly the financial position and results of operations of the Authority.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The accounts of the Fund are maintained in the same manner as the Authority which follows enterprise fund accounting and reporting requirements including the accrual basis of accounting and application of GASB pronouncements.

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

Revenues – The primary source of resources for the Fund, reported as current fund contributions, consist of contributions from the Authority’s Current Fund in amounts not to exceed 5% of the annual gross operating revenues of the Authority.

Expenses – Expenditures of the Fund reflect those items which comply with the statutes as described above.

Operating and Non-operating Revenues and Expenses – Operating revenues and expenses consist of revenues and expenses that result from the ongoing activities of the Promotion and Development Fund. Non-operating revenues and expenses consist of those revenues and expenses that are related to financing activities and result from non-exchange transactions.

Net Position – Net position represents the residual interest in the Fund’s assets after liabilities are deducted. As no constraints are imposed by third parties, the Fund’s net position is classified as unrestricted.

3. CASH

The Fund’s cash of \$4,726,403 and \$3,380,257 as of December 31, 2014 and 2013, respectively, is held by the Authority’s depository institution in joint safekeeping at the Federal Reserve Bank in the Authority’s name or covered by federal deposit insurance through the Federal Depository Insurance Corporation. All cash amounts represent bank deposits.