

File No. 180425

Committee Item No. 1

Board Item No. 6

### COMMITTEE/BOARD OF SUPERVISORS

#### AGENDA PACKET CONTENTS LIST

Committee: Government Audit and Oversight  
Board of Supervisors Meeting:

Date: Sept. 5, 2018  
Date: Sept. 11, 2018

#### Cmte Board

- Motion
- Resolution
- Ordinance
- Legislative Digest
- Budget and Legislative Analyst Report
- Youth Commission Report
- Introduction Form
- Department/Agency Cover Letter and/or Report
- MOU
- Grant Information Form
- Grant Budget
- Subcontract Budget
- Contract/Agreement
- Form 126 – Ethics Commission
- Award Letter
- Application
- Public Correspondence

#### OTHER

- OEWD Presentation - September 5, 2018
- CBD Annual Report - FY2016-2017
- CPA Report - FY2016-2017
- OEWD Letter - April 20, 2018
- Referral FYI - May 2, 2018

Prepared by: John Carroll  
Prepared by: John Carroll

Date: August 31, 2018  
Date: Sept. 6, 2018

1 [Tourism Improvement District and Moscone Expansion District - Annual Report -  
2 FY2016-2017]

3 **Resolution receiving and approving the annual report for the Tourism Improvement**  
4 **District and Moscone Expansion District for FY2016-2017, submitted as required by the**  
5 **Property and Business Improvement District Law of 1994 (California Streets and**  
6 **Highways Code, Sections 36600, et seq.), Section 36650, and the District's management**  
7 **agreement with the City, Section 3.4.**

8  
9 WHEREAS, On October, 2008, pursuant to the Property and Business Improvement  
10 District Law of 1994 (the "Act"), California Streets and Highways Code, Sections 36600 *et*  
11 *seq.*, as augmented by Article 15 of the San Francisco Business and Tax Regulations Code,  
12 the Board of Supervisors adopted Resolution No. 430-08, expressing the City's intention to  
13 establish the Tourism Improvement District; and

14 WHEREAS, On December 16, 2008, the Board of Supervisors adopted Resolution  
15 No. 504-08 establishing the Tourism Improvement District ("Resolution to Establish") for a  
16 period of 15 years, commencing January 1, 2009; and

17 WHEREAS, On July 28, 2009, the Board of Supervisors adopted Resolution  
18 No. 323-09, authorizing an agreement with the owners' association for the  
19 administration/management of the Tourism Improvement District, and a management  
20 agreement (the "Management Contract") with the owners' association, the San Francisco  
21 Tourism Improvement District Management Corporation, was executed accordingly; and

22 WHEREAS, A copy of the Management Contract is on file with the Clerk of the Board  
23 of Supervisors in File No. 090819; and

24 WHEREAS, On December 10, 2013, the Board of Supervisors adopted Resolution  
25 No. 441-13 amending the Tourism Improvement District's Management District Plan to require

1 monthly, instead of quarterly, assessment collection and distribution by the Office of the  
2 Treasurer and Tax Collector; and

3 WHEREAS, On November 20, 2012, pursuant to the Property and Business  
4 Improvement District Law of 1994 (the "Act"), California Streets and Highways Code,  
5 Sections 36600 *et seq.*, as augmented by Article 15 of the San Francisco Business and Tax  
6 Regulations Code, the Board of Supervisors adopted Resolution No. 416-12, expressing the  
7 City's intention to establish the Moscone Expansion District; and

8 WHEREAS, On February 5, 2013, the Board of Supervisors adopted Resolution  
9 No. 026-13 establishing the Moscone Expansion District ("Resolution to Establish") for a  
10 period of 32 years, commencing July 1, 2013; and

11 WHEREAS, On December 10, 2013, the Board of Supervisors adopted Resolution  
12 No. 427-13 amending the Moscone Expansion District's Management District Plan to require  
13 monthly, instead of quarterly, assessment collection and distribution by the Office of the  
14 Treasurer and Tax Collector; and

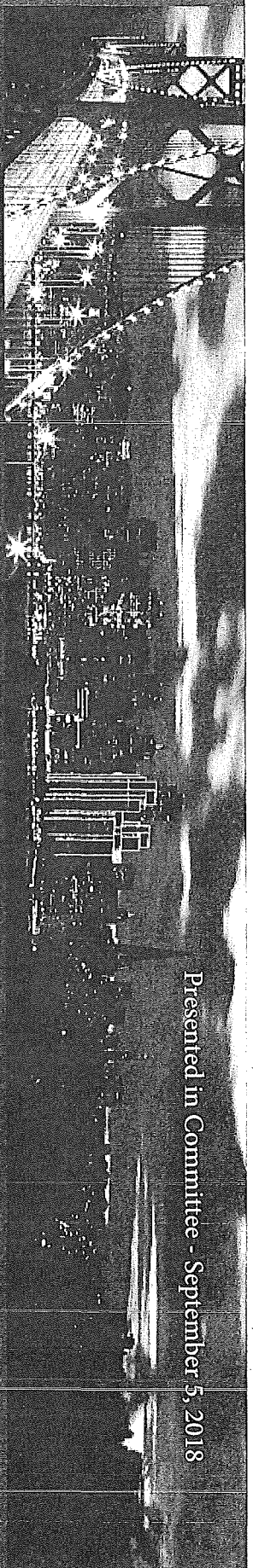
15 WHEREAS, The Tourism Improvement District and Moscone Expansion District have  
16 submitted for the Board's receipt and approval the Tourism Improvement District and  
17 Moscone Expansion District annual reports for FY2016-2017 as required by Section 36650 of  
18 the Act and Section 3.4 of the Management Contract; and

19 WHEREAS, The Annual Report is on file with the Clerk of the Board of Supervisors in  
20 File No. 180425, and are incorporated herein by reference as though fully set forth; and

21 WHEREAS, Supporting documents, including, but not limited to, a transmittal letter and  
22 memorandum report from the City's Office of Economic and Workforce Development, dated  
23 April 20, 2018, and documentation from the Tourism Improvement District and Moscone  
24 Expansion District for the Annual Report is on file with the Clerk of the Board of Supervisors in  
25 File No. 180425; now, therefore, be it

1 RESOLVED, That the Board of Supervisors hereby receives and approves the annual  
2 report for the Tourism Improvement District and Moscone Expansion District for  
3 FY2016-2017.

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Presented in Committee - September 5, 2018

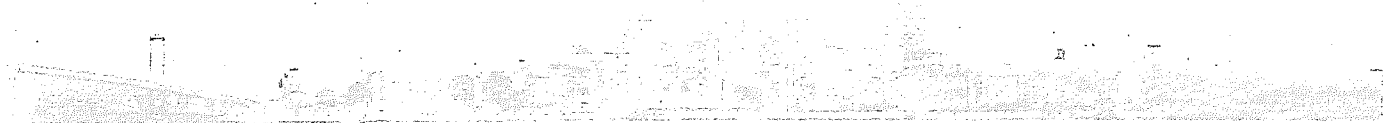
# San Francisco Tourism Improvement District & Moscone Expansion District

**SAN FRANCISCO**  
Office of Economic and Workforce Development

# Legislative Overview

**Community Benefit Districts (CBDs) /  
Property Business Improvement Districts  
(PBIDs) are governed by:**

- **State law**
  - “1994 Act”
- **Local law**
  - “Article 15”



# Review Process

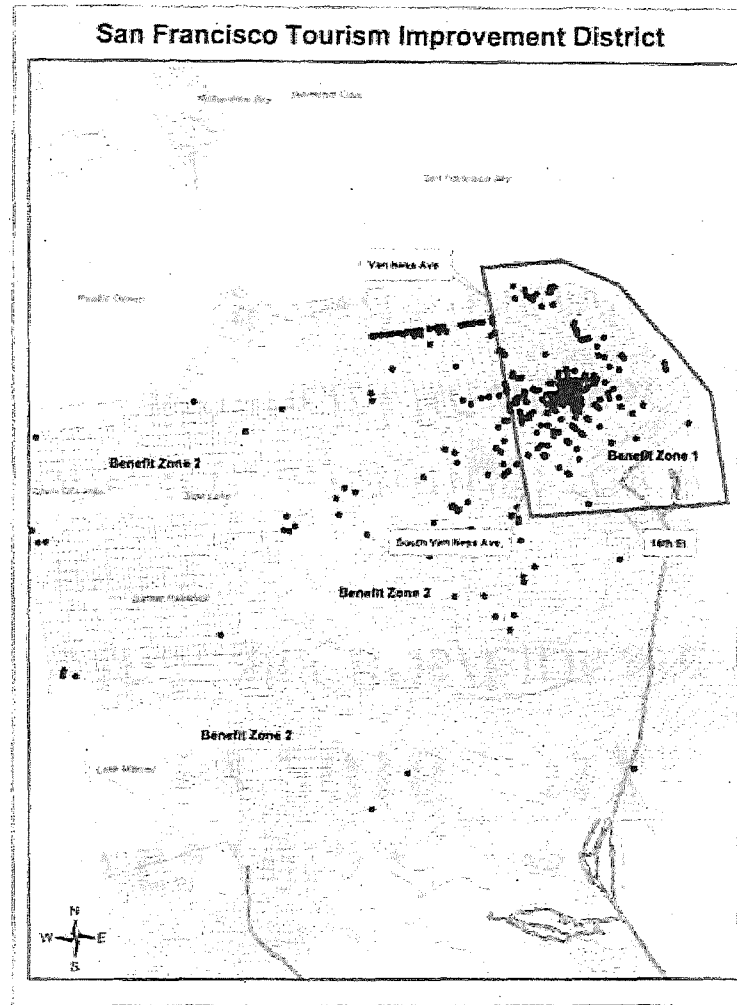
## **This resolution covers the Annual Reports (TID & MED) for FY 2016-2017**

- OEWD ensures that all CBDs/BIDs are meeting their management plans.
- OEWD staff conducts an annual review of Annual Reports and CPA Financial Reviews.
- OEWD provides the Board Supervisors with a summary memo.





# Assessments & Zones





# TID & MED Formation

District	Type	Assessment Budget*	Year Formed	Expires
TID	Business-Based	\$27,000,000	January 1, 2009	December 31, 2023
MED	Business-Based	\$19,332,000	February 5, 2013	June 20, 2045



# TID & MED Benchmarks

**OEWD's staff reviewed the following budget related benchmarks for TID & MED:**

**Benchmark 1 – The variance between the Management Plan Budget and Fiscal Year budget, by service category.**

**Benchmark 2 – The variance between the budget amount and actual expenses with a fiscal year.**

**Benchmark 3 – Whether TID & MED are indicating the amount of funds to be carried forward into the next fiscal year and designating projects to be spent in future fiscal years.**

# TID & MED Operations

## Staff

- Executive Director – Lynn Farzaroli

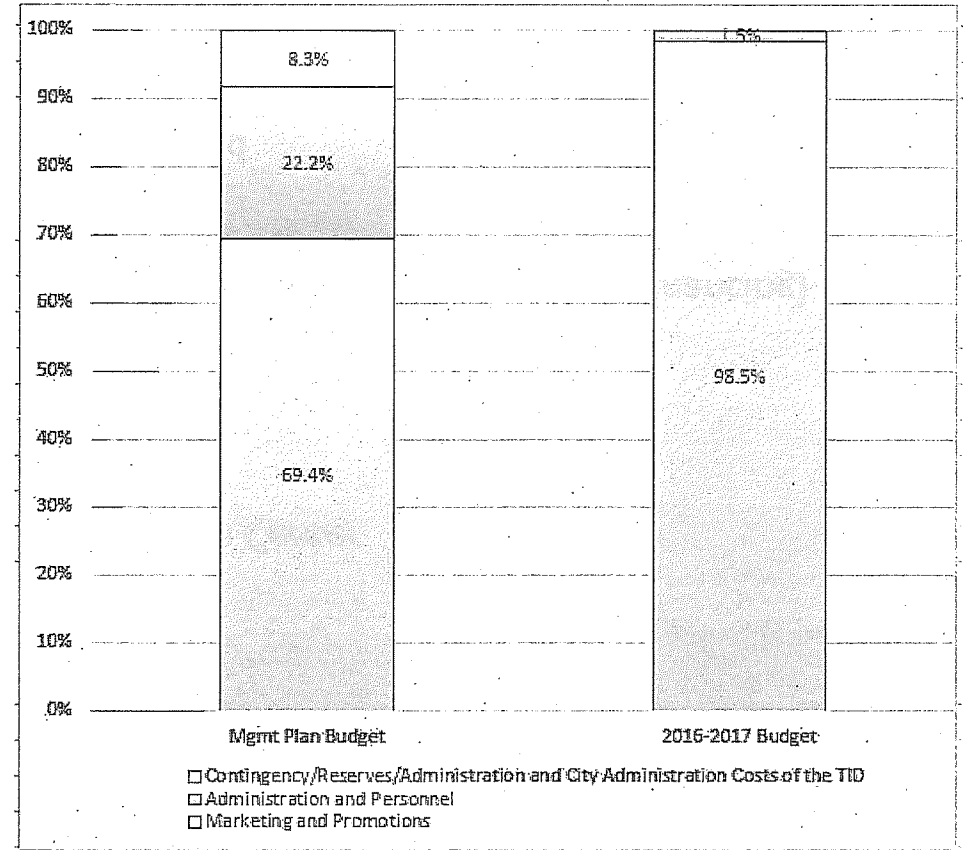
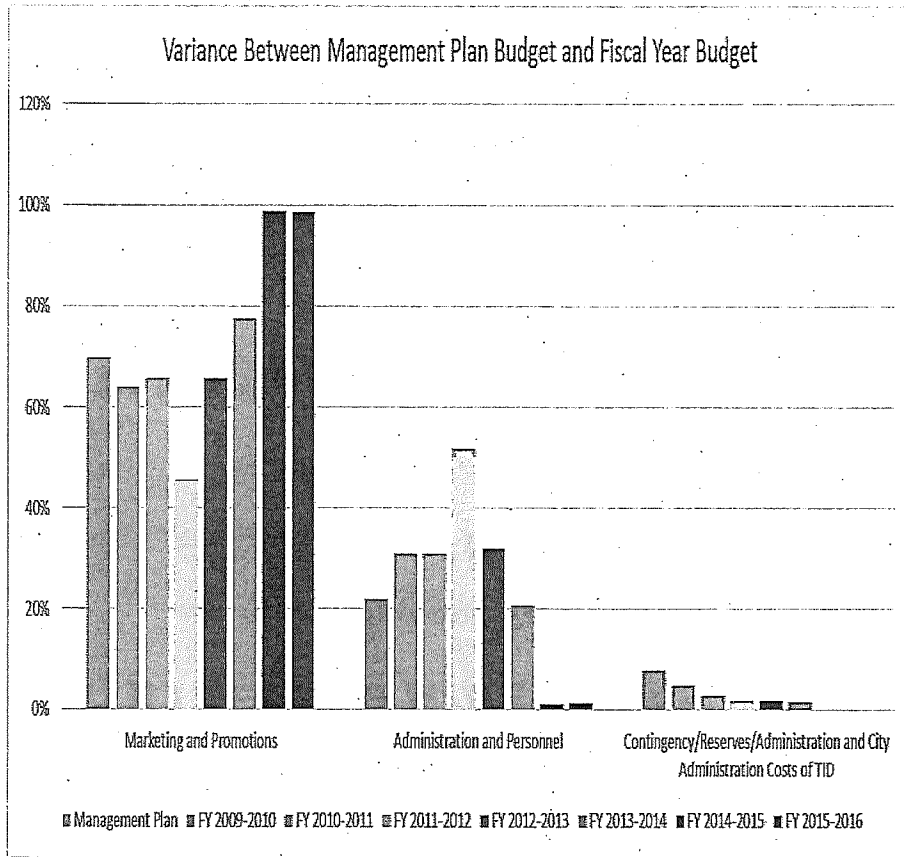
## TID Service Areas

- Marketing and Promotions
- Services and Improvements to Moscone Convention Center
- Contingency, Reserve, Administration Costs

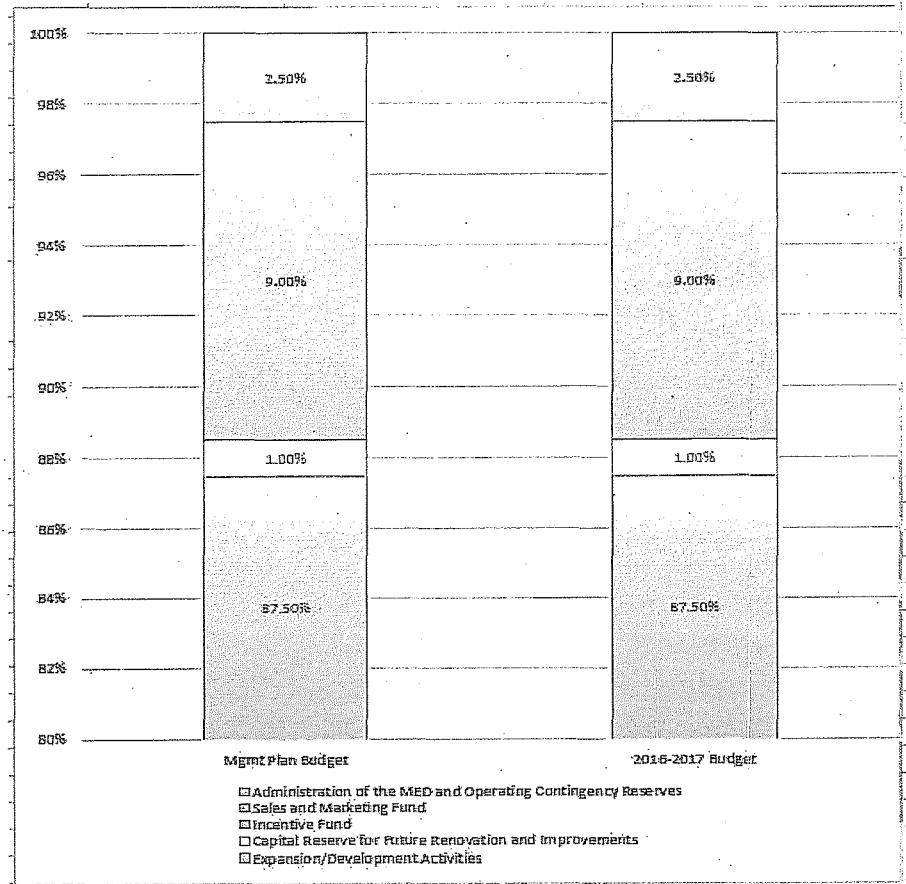
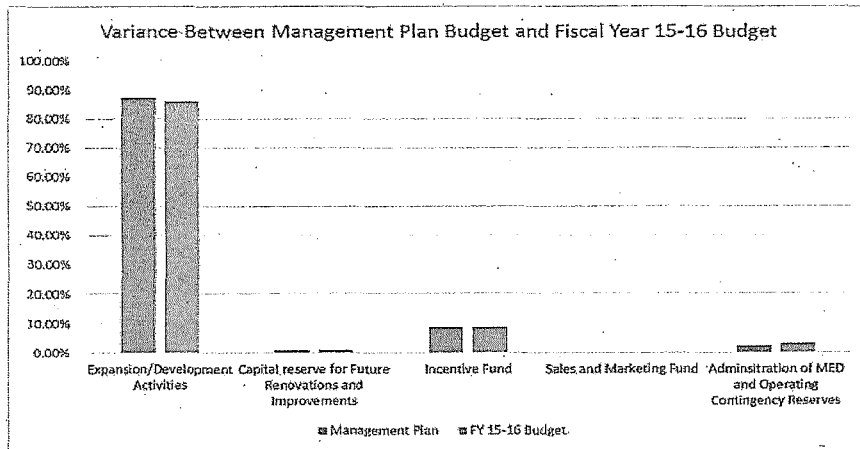
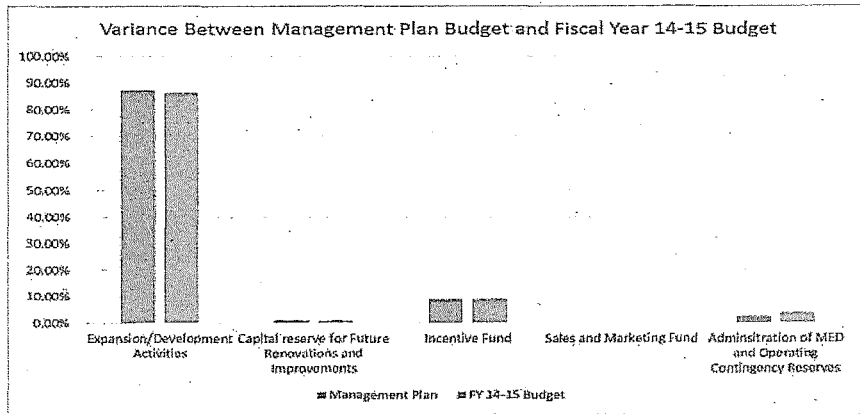
## MED Service Areas

- Expansion of the Moscone Convention Center (development, construction, financing)
- Moscone Convention Center Incentive Fund
- Moscone Convention Center Sales & Marketing Fund
- Future Capital Improvements and Renovations
- Administration and Reserves

# TID Management Plan vs. Annual Budgets



# MED Management Plan vs. Annual Budgets



# TID Budget vs. Actuals

Service Category		FY 2013-2014 Variance % Points	FY 2014-2015 Variance % Points	FY 2015-2016 Variance % Points	FY 2016-2017 Variance % Points
Marketing and Promotions		+2%	-1.1%	+0.2%	-0.3%
Administration and Personnel		-3.8%	+1.1%	-0.2%	+0.3%
Contingency/Reserves/ Administration and City Administration Costs of the TID		+1.8%	0%	0%	0%

# MED Budget vs Actuals

Service Category	FY 2014-2015 Variance % Points	FY 2015-2016 Variance % Points	FY 2016-2017 Variance % Points
Expansion/Development Activities	+3.0%	-7.0%	0%
Capital Reserve for Future Renovations and Improvements	+0.7%	-0.0%	0%
Incentive Fund	-1.5%	+8.5%	0%
Sales and Marketing Fund	0%	0%	0%
Administration of MED and Operating Contingency Reserves	-2.2%	-1.5%	0%



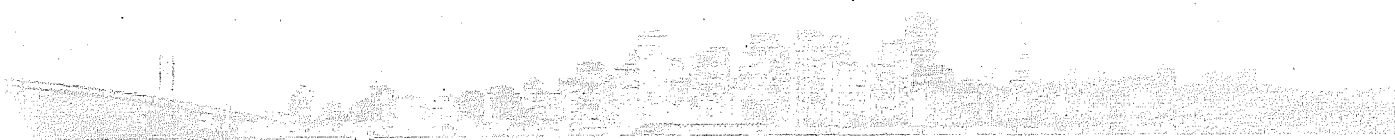


# TID Carryover

	<u>FY 13-14</u>	<u>FY 14-15</u>	<u>FY 15-16</u>	<u>FY 16-17</u>
SFCVB Marketing and Operations	\$9,409,633	\$11,558,987	\$7,758,049	\$6,455,529
Administration and Personnel				
Contingency/Reserves/Administration and City Administrations Costs of the TID	\$671,390	\$671,390	\$674,106	\$683,575
Moscone Convention Center	\$2,986,444	\$2,986,444		
Capital and Incentive Funds			\$2,998,526	\$3,110,962
<b>Total Designated Amount for Future Years</b>	<b>\$13,067,467</b>	<b>\$15,216,821</b>	<b>\$11,430,681</b>	<b>\$10,250,066</b>

# MED Carryover

	<u>FY 14-15</u>	<u>FY 15-16</u>	<u>FY 16-17</u>
<b>Development and Expansion</b>	\$15,153,895	\$27,750,446	\$32,103,998
<b>Capital Fund</b>	\$138,207	\$260,337	\$476,392
<b>Incentive Fund</b>	\$2,658,424	\$2,190,688	\$2,300,399
<b>Contingency/Reserve</b>	\$564,010	\$879,121	\$1,068,207
<b>Total Designated Amount for Future Years</b>	<b>\$18,514,536</b>	<b>\$31,080,592</b>	<b>\$35,948,996</b>



# Findings & Recommendations for TID & MED

In completing the review of the TID's annual reports and financials, OEWD sets forth the following recommendations:

- The TID & MED was successful in implementing their Management Plan.
- The TID & MED met all benchmark requirements.
- District website continues to be a problem for the organization
  - OEWD has alerted TID/MED ED to these issues
  - TID taking steps to fix broken links but website is still significantly out of date
  - OEWD will review TID/MED websites periodically to ensure functionality
- **Brown Act**
  - During the course of website review, OEWD discovered that the last posted meeting agenda is dated October 30, 2017
  - TID has been made aware that failure to post an agenda to their website prior to a board meeting is a violation of the Brown Act
  - OEWD has recommended TID posts all previous agendas and meeting notes to their website and that they post agendas in advance of meetings in accordance with the Brown Act
    - Furthermore, OEWD recommends the TID & MED provide a timeline of when this work will be completed to OEWD

# CITY & COUNTY OF SAN FRANCISCO GOVERNMENT AUDIT & OVERSIGHT COMMITTEE

SEPTEMBER 5, 2018



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# CITY & COUNTY OF SAN FRANCISCO GOVERNMENT & AUDIT COMMITTEE

SEPTEMBER 5, 2018



**SF MED** | SAN FRANCISCO MOSCONE  
EXPANSION DISTRICT

**SFTID** | SAN FRANCISCO TOURISM  
IMPROVEMENT DISTRICT



# TOURISM IMPROVING DISTRICT 2016-17

**SFMED** | SAN FRANCISCO MUNICIPAL  
EMPLOYMENT DISTRICT

**SFTID** | SAN FRANCISCO TOURISM  
IMPROVEMENT DISTRICT

## SFTIDMC ANNUAL REPORT TOURISM IMPROVEMENT DISTRICT

### Sales and Marketing efforts

- Sales missions to Washington, DC and Chicago reaching over with over 220 meeting planners
- Attended over 50 trade shows
- 400,000 visitors per year through the Visitor Information Center
- \$1.3 billion in direct spending from visitors
- Partnered with SFO on new air service
- Hosted over 900 travel professionals
- 5.8 billion media impressions which equates to more than \$375 million in value





SFTIDMC ANNUAL REPORT  
TOURISM IMPROVEMENT DISTRICT

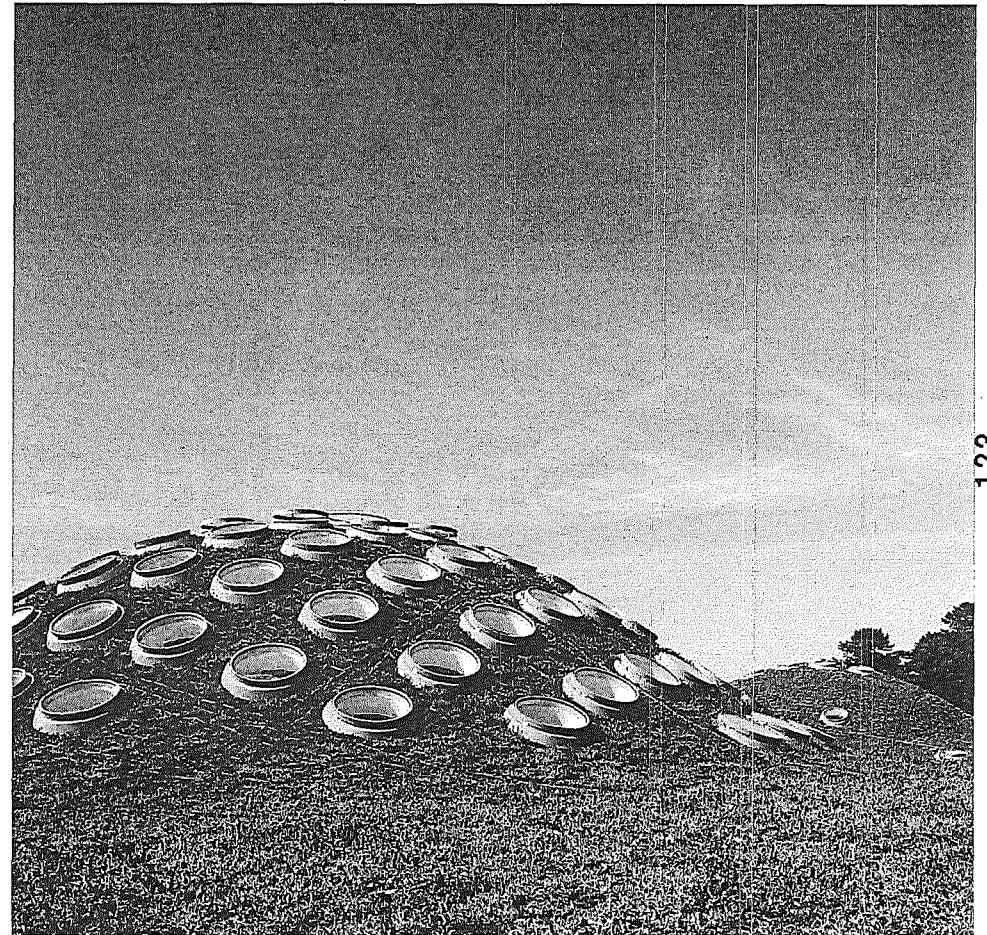
SanFrancisco.travel

- 6.3+ million visitors , \$216+ million in economic impact

Social Media

- Facebook 62+ million impressions
- Twitter 216,000+ followers
- Instagram 233,000+ followers

Over 1.58 Million Convention Room Nights Booked



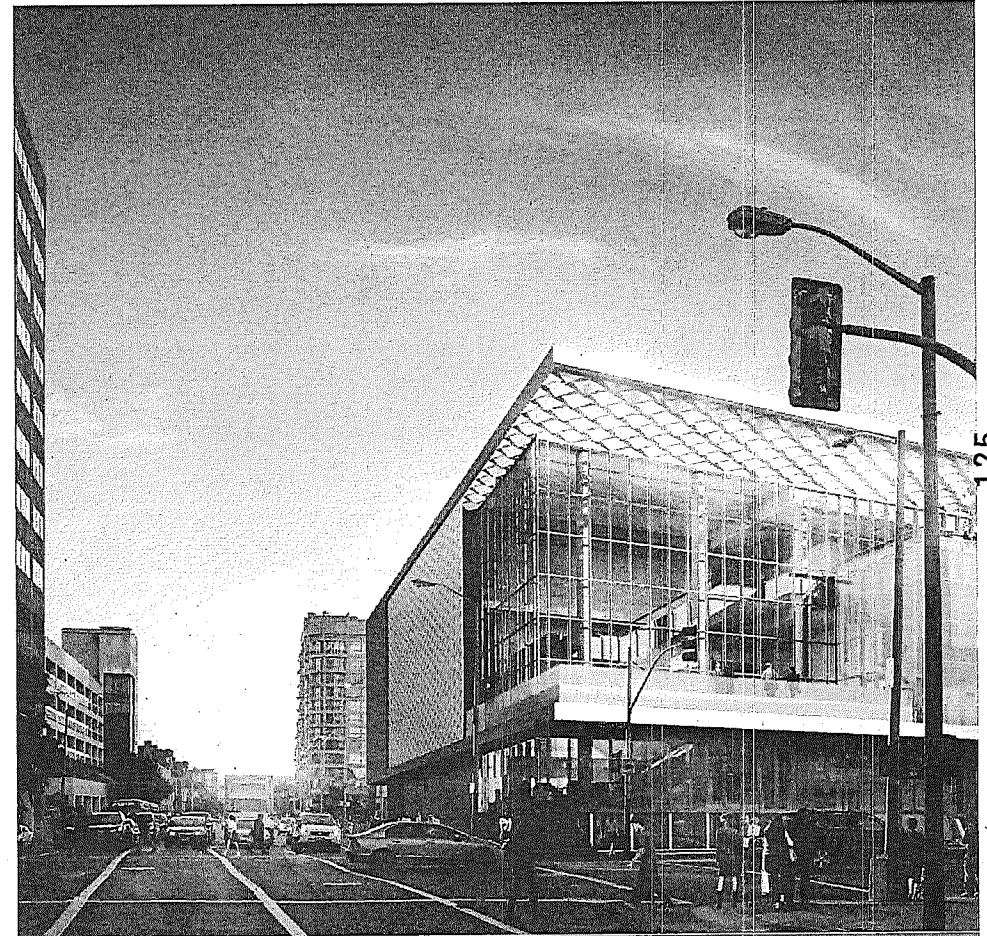
# MOSCONE EXPANSION DISTRICT 2016-2017

**SF MED** | SAN FRANCISCO  
EXPANSION DISTRICT

**SFTID** | SAN FRANCISCO TOURISM  
IMPROVEMENT DISTRICT

SFTIDMC ANNUAL REPORT  
MOSCONE EXPANSION DISTRICT

- \$551 million dollar fully funded expansion and renovation
- Public/Private partnership
- Construction timeline | Fall 2014 - end of 2018
- Four phases of construction to allow the building to remain operational
- Continued communications with Convention clients that are booked through the construction years

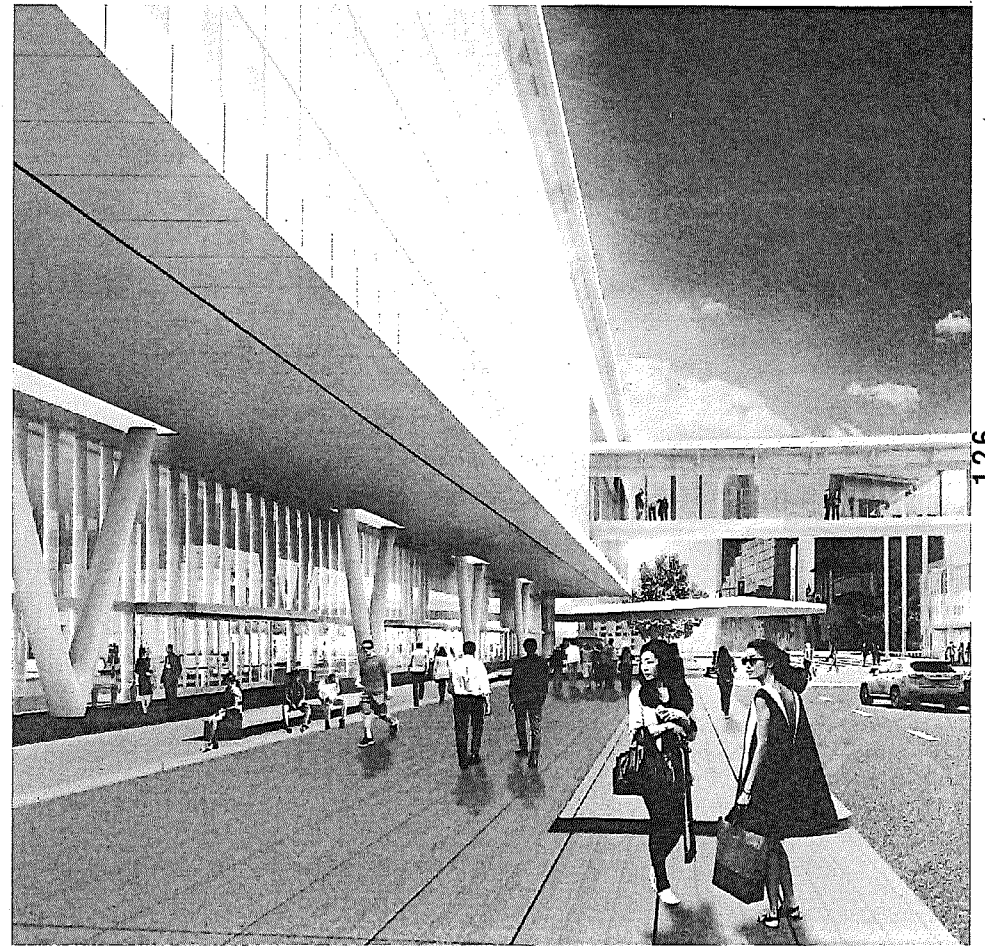


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SFTIDMC ANNUAL REPORT  
MOSCONE EXPANSION DISTRICT

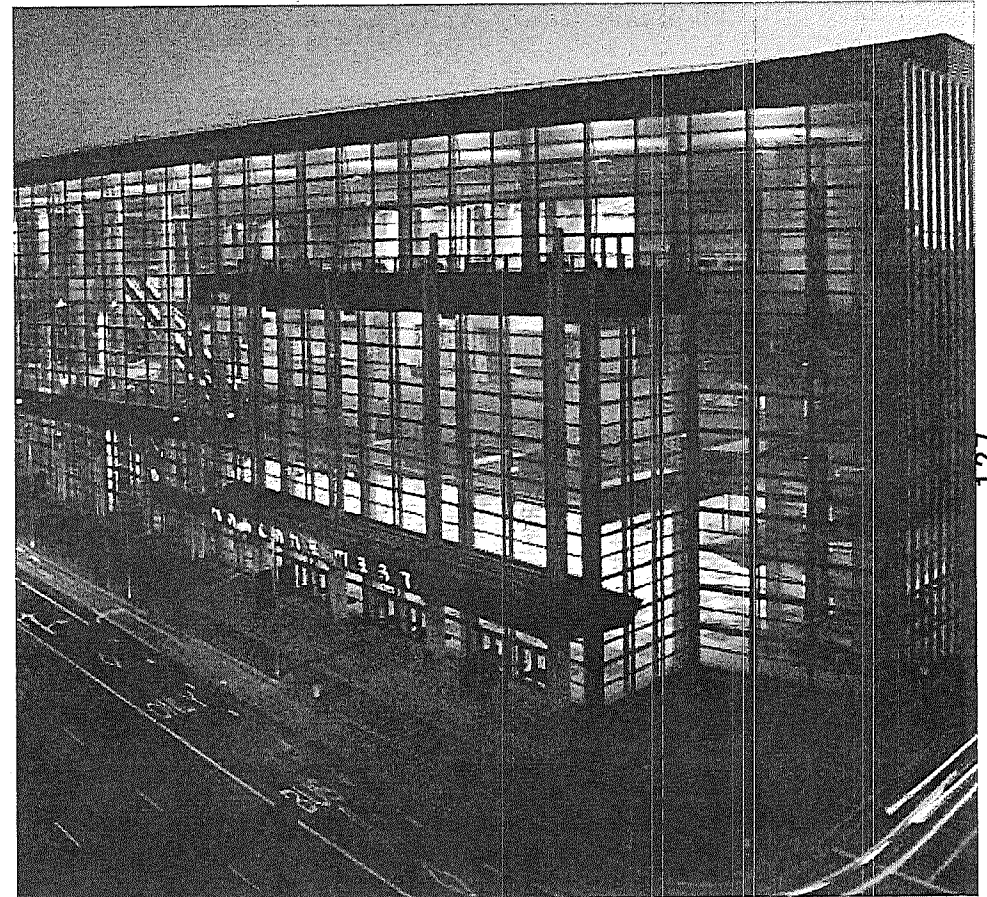
- Completion of Phase 1
- Start of Phase 3 construction in April 2017
- Howard Street Excavation
- Ongoing community outreach
- Ongoing client mitigation work arounds



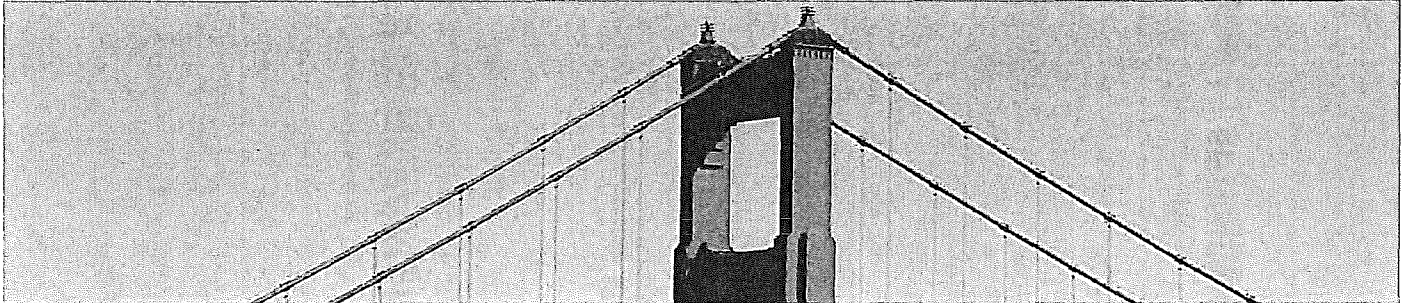
SFTIDMC ANNUAL REPORT  
MOSCOE EXPANSION DISTRICT

Moscone Expansion Incentive Fund | \$2+ million

- used to attract new clients
- retain current clients during expansion



by John Louie



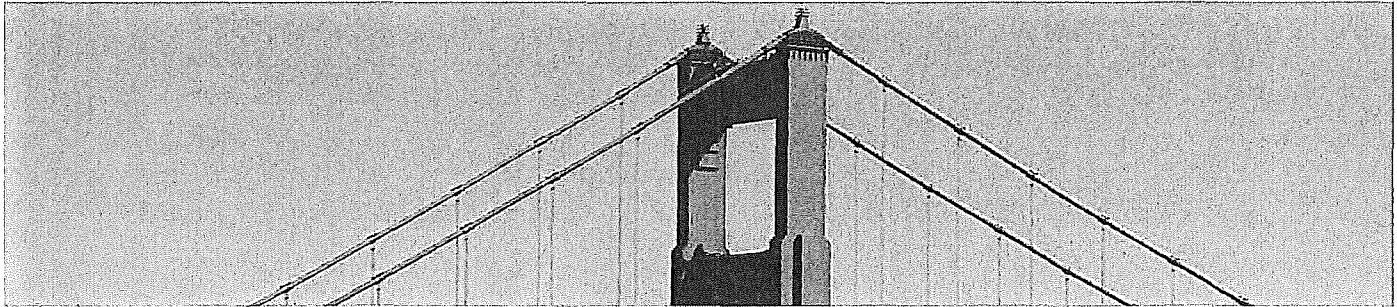
## Annual Report | 2016-2017

The San Francisco Tourism Improvement District Management Corporation (SFTIDMC) is the owners association group that over sees the San Francisco Tourism Improvement District (TID) and the San Francisco Moscone Expansion District (MED). The San Francisco Tourism Improvement District Management Corporation, governed by a board of industry representatives, ensures that the funds are used to benefit the assessed businesses by allocating them to San Francisco Travel programs that draw conventions, meetings, events and leisure travelers to San Francisco, and by keeping the city's convention facilities competitive with those of other major cities.

### **San Francisco Tourism Improvement District**

The San Francisco Tourism Improvement District ensures that funding for the San Francisco Travel Association's selling, marketing and promotion of San Francisco as a visitor destination.





## SALES AND MARKETING PROGRAM

The purpose of the sales and marketing program of work is to set industry standards and position San Francisco as the most compelling destination in the world. One of the primary objectives is to generate visitor-related economic impact to San Francisco and the region. SFTIDMC contracts the services of the San Francisco Travel Association which, with more than 100 years' of expertise, is well positioned to fulfill this goal.

With the benefit of the TID funding, San Francisco Travel has been able to conduct a comprehensive review and strategic analysis of the industry, and has created a plan that focuses on being proactive and setting new, visionary strategies to lead San Francisco's tourism industry.

Highlights of **San Francisco Travel** activity during FY 2016-2017:

### Convention and Meeting Sales

- 1,579,988 million room nights booked
- Over 1,300 meetings held in San Francisco
- \$1.24 billion in direct spending
- Sales mission to Washington, DC and Chicago reaching over with over 220 meeting planners
- Attended over 50 trade shows and events

**1.2 million**  
Total room nights booked

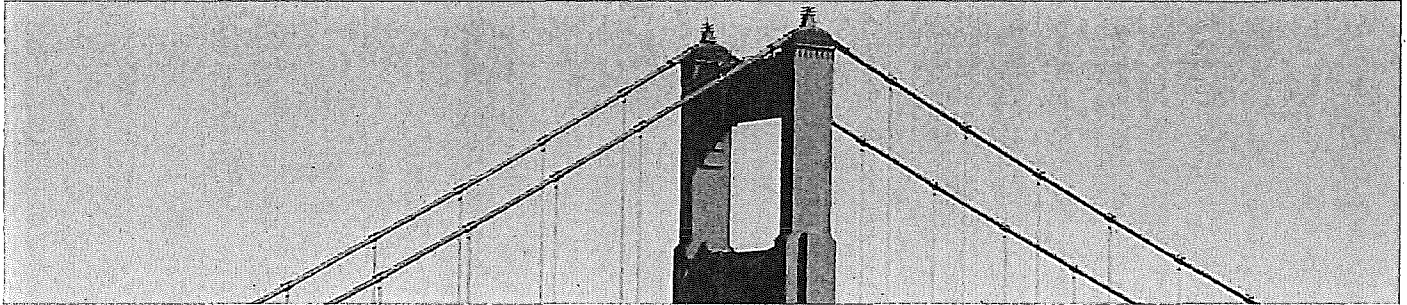
### Marketing Promotion

San Francisco's balanced mix of convention/meetings travel, leisure/consumer travel and business travel means that the city isn't as vulnerable to swings in any one market as some other destinations. Leisure visitors comprise 60% of all trips to San Francisco. San Francisco Travel's leisure marketing team has the enviable task of building relationships with, inviting, converting and retaining potential and existing San Francisco leisure travelers.

### Visitor Information Center (VIC)

600,000 visitors per year in 3 locations  
12 languages spoken by staff and volunteers  
MYSF has trained over 400 people in the visitor industry





**SanFrancisco.travel**

6.3 million visitors  
\$216.8 million in economic impact

**Social Media**

Facebook  
San Francisco | The Official Guide  
SFMeetings  
SFTravel  
Twitter @onlyinSF 216,000+ followers  
Instagram onlyinsf 233,000+ followers

**25.1 Million visitors to  
San Francisco**

**Publications Produced**

**Visitor Planning Guide, Produced Bi-Annually**

- The official leisure visitor fulfillment piece is distributed to 225,000 travelers annually.
- Meeting Planners Guide, annual**
- Reach 15,000 meeting and travel professionals who bring high - value travelers to San Francisco.

**Key Themes**

- **Never the Same. Always San Francisco.**
- **IconicSF**
- **Arts & Culture**
- **Food & Wine**

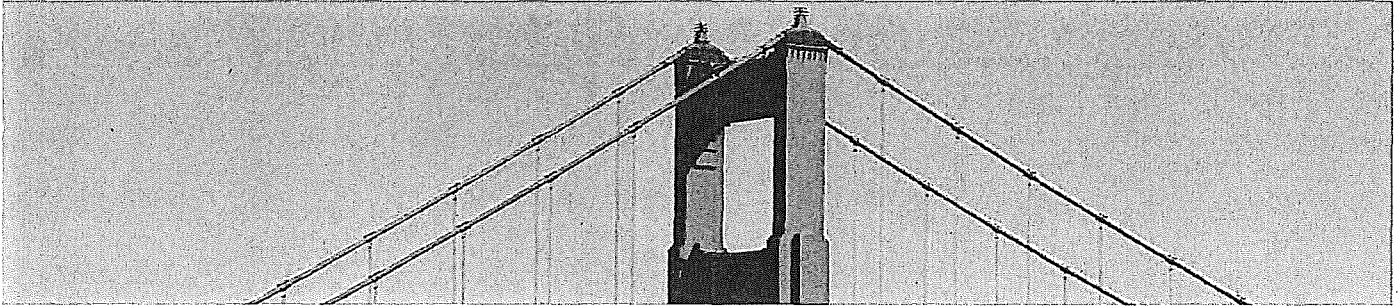
**Tourism Sales and Marketing**

- SFO had 53.1 million travelers fly in and out
- Representation in 14 international offices in 13 countries
- Partnered with SFO on new air service
- San Francisco Travel hosted over 1,250 travel professionals
- Attended 15 International and Domestic trade shows
- San Francisco hosted 900+ journalists
- Media Coverage
  - 5.8 billion impressions
  - \$375+ million value

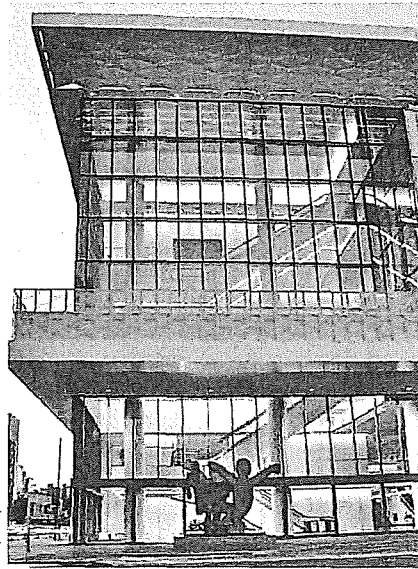
**\$9.69 billion in visitor  
spending**

**SFTID**

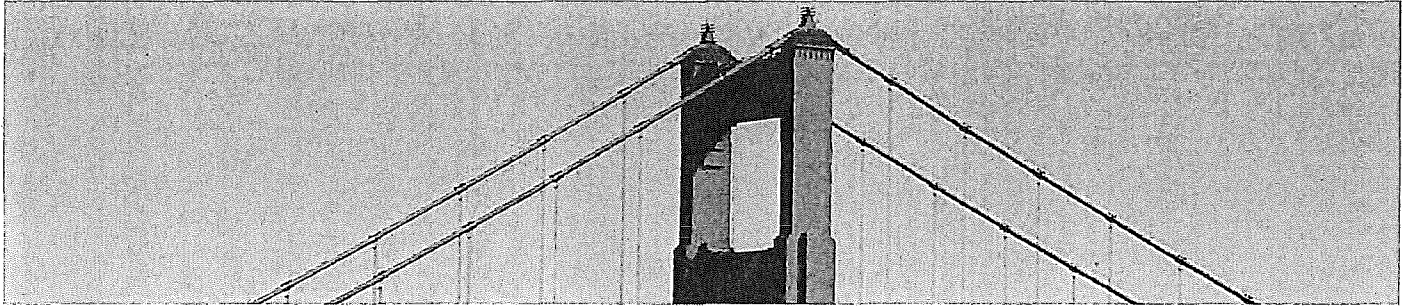
SAN FRANCISCO TOURISM  
IMPROVEMENT DISTRICT

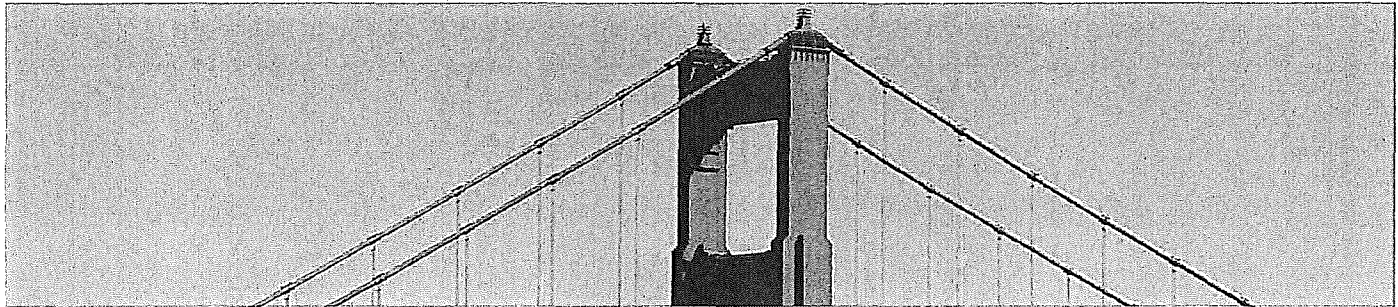


## MOSCONE EXPANSION DISTRICT



- Phase 2 construction, consisting of opening about 40% of new meeting space, was on time and on budget.
- Continued bi-weekly meetings with key neighborhood stakeholders.
- Continued communications with Convention clients that are booked through the construction years. The client liaison is main point of contact between clients and construction management staff. Moscone Center will remain open and operational throughout the project.
- Over \$2 million was utilized to provide convention customers with rental incentives to attract conventions to San Francisco.
- The final phase of the project is under way with completion on track for December 2018.



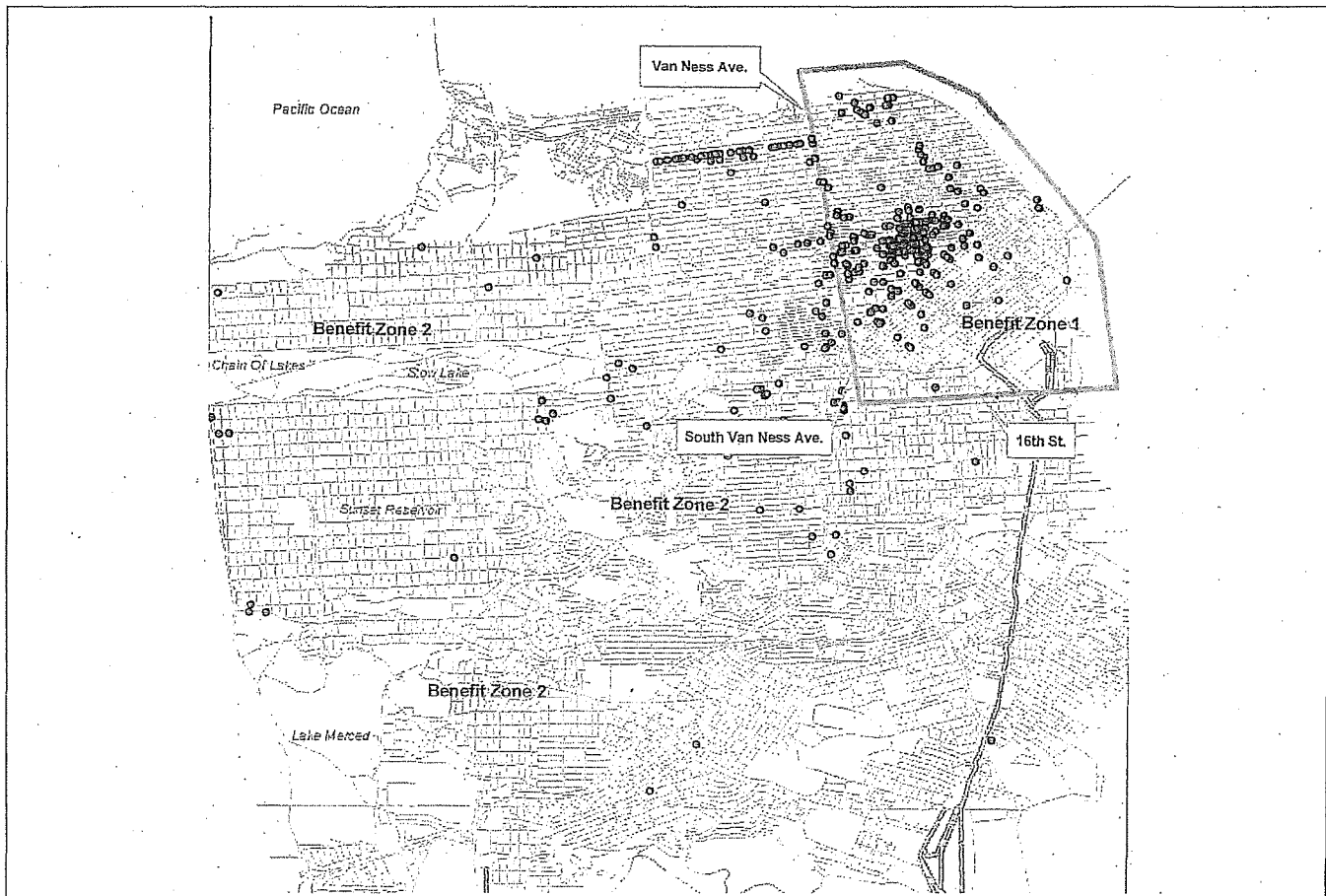


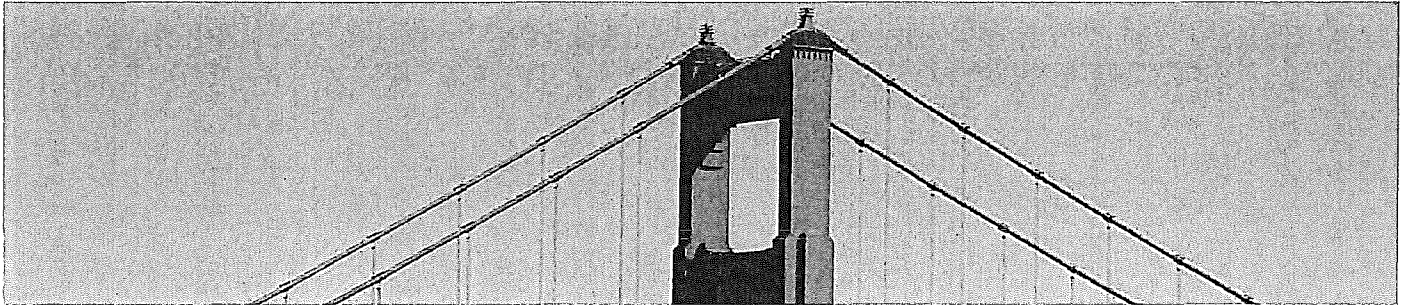
**TID and MED COLLECTION METHODOLOGY**

Tourist hotels are broken up into two zones. The zones are the same for the TID and MED assessments. Tourist hotels in Zone 1 are assessed 1% of gross revenue from tourist rooms for the TID and 1.25% for the MED. Tourist hotels in Zone 2 are assessed 75% of gross revenue from tourist rooms for TID and .3125 for the MED.

**Zone 1 Tourist hotels:** All tourist hotels with addresses on or east of Van Ness Avenue, on or east of South Van Ness Avenue, and on or north of 16<sup>th</sup> Street from South Van Ness to the Bay, including all tourist hotels east of Van Ness Avenue as if it continued north to the Bay, and north of 16<sup>th</sup> Street as if it continued east to the Bay.

**Zone 2 Tourist hotels:** All tourist hotels with addresses west of Van Ness Avenue and South Van Ness Avenue, and all tourist hotels south of 16<sup>th</sup> Street.



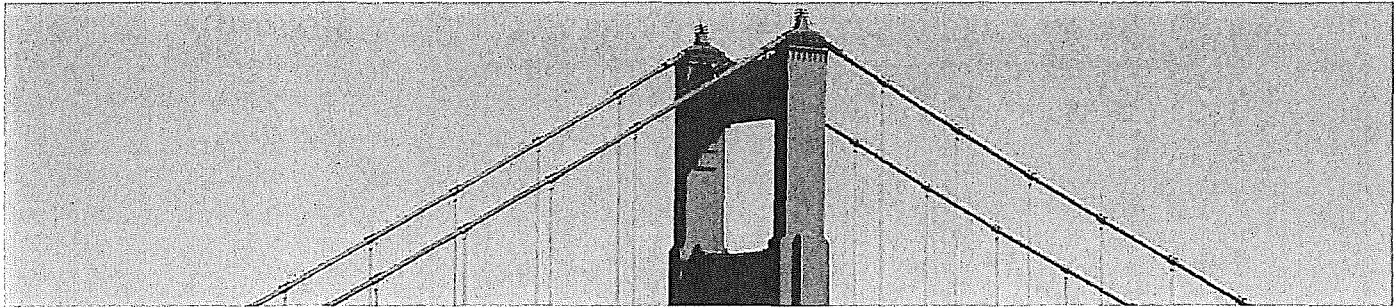


**San Francisco Tourism Improvement District Management Corporation (SFTIDMC)**

**BUDGET & BALANCE SHEET**

JULY 2016-JUNE 2017 ACTUAL	TID	MED	TOTAL
<b>INCOME</b>	<b>ACTUAL</b>	<b>ACTUAL</b>	
Assessment Fee	\$23,789,425	\$28,591,033	\$52,380,458
Interest Income	\$80,033	\$329,034	\$409,067
<b>TOTAL INCOME</b>	<b>\$23,869,458</b>	<b>\$28,920,067</b>	<b>\$52,789,525</b>
<b>EXPENSES</b>			
SFTA Marketing & Operations	\$24,605,500	\$0	\$24,605,500
Moscone Convention Center Development and Expansion	\$0	\$20,952,398	\$20,952,398
Moscone Convention Center Capital Fund	\$0	\$71,439	\$71,439
Moscone Convention Center Incentive Fund	\$0	\$2,497,057	\$2,497,057
SFTIDMC Administration and Operating Expenses	\$444,573	\$530,769	\$975,342
<b>TOTAL EXPENSES</b>	<b>\$25,050,073</b>	<b>\$24,051,663</b>	<b>\$49,101,736</b>
<b>NET INCOME</b>	<b>(\$1,180,615)</b>	<b>\$4,868,404</b>	<b>\$3,687,789</b>

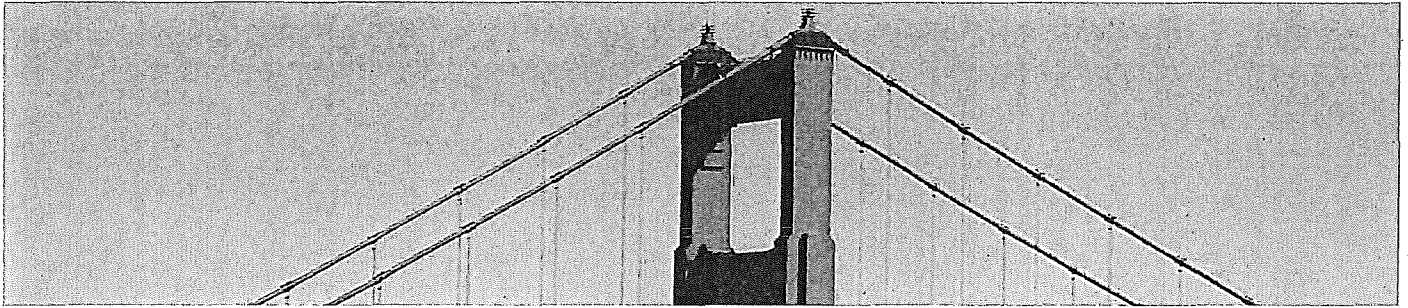
JULY 2016-JUNE 2017 BALANCE SHEET	TID	MED	TOTAL
<b>ASSETS</b>			
Cash	\$4,640,599	\$27,287,184	\$31,927,783
Accounts Receivable, Net	\$5,630,180	\$16,069,972	\$21,700,152
<b>TOTAL ASSETS</b>	<b>\$10,270,779</b>	<b>\$43,357,156</b>	<b>\$53,627,935</b>
<b>LIABILITIES</b>			
Accounts Payable	\$1,138	\$5,527,226	\$5,528,364
Accrued Liabilities	\$19,575	\$23,925	\$43,500
Long-Term Liabilities - Construction Retention	\$0	\$1,857,009	\$1,857,009
<b>TOTAL LIABILITIES</b>	<b>\$20,713</b>	<b>\$7,408,160</b>	<b>\$7,428,873</b>
<b>TOTAL NET ASSETS (CARRYOVER)</b>	<b>\$10,250,066</b>	<b>\$35,948,996</b>	<b>\$46,199,062</b>
<b>TOTAL LIABILITIES &amp; NET ASSETS</b>	<b>\$10,270,779</b>	<b>\$43,357,156</b>	<b>\$53,627,935</b>



JULY 2017- JUNE 2018 BUDGET		TID	MED	TOTAL BUDGET
<b>INCOME</b>		<b>BUDGET</b>	<b>BUDGET</b>	
Assessment Fee	\$23,501,000	\$29,020,000	\$52,521,000	
Interest Income	\$0	\$0	\$0	
<b>TOTAL INCOME</b>	<b>\$23,501,000</b>	<b>\$29,020,000</b>	<b>\$52,521,000</b>	
<b>EXPENSES</b>		<b>BUDGET</b>	<b>BUDGET</b>	<b>BUDGET</b>
SFTA Marketing & Operations	\$23,299,000	\$0	\$23,299,000	
Moscone Convention Center Development and Expansion	\$0	\$25,102,300	\$25,102,300	
Moscone Convention Center Capital Fund	\$0	\$290,200	\$290,200	
Moscone Convention Center Incentive Fund	\$0	\$2,611,800	\$2,611,800	
Convention Sales & Marketing Fund	\$0	\$290,200	\$290,200	
SFTIDMC Administration	\$375,000	\$725,500	\$1,100,500	
<b>TOTAL EXPENSES</b>	<b>\$23,674,000</b>	<b>\$29,020,000</b>	<b>\$52,694,000</b>	
<b>NET INCOME</b>	<b>(\$173,000)</b>	<b>\$0</b>	<b>(\$173,000)</b>	

PROJECTED CARRYOVER DISBURSEMENT	TID	MED	TOTAL	TO BE USED IN FY 2017-2018
<b>CARRYOVER</b>		<b>TOTAL</b>	<b>TOTAL</b>	
SFTA Marketing & Operations	\$6,455,529	\$0	\$6,455,529	\$173,000
Moscone Convention Center Development and Expansion	\$0	\$32,103,998	\$32,103,998	\$0
Moscone Convention Center Capital Fund	\$2,446,772	\$476,392	\$2,923,164	\$0
Moscone Convention Center Incentive Fund	\$664,190	\$2,300,399	\$2,964,589	\$0
Contingency/Reserve	\$683,575	\$1,068,207	\$1,751,782	\$0
<b>TOTAL CARRYOVER DISBURSEMENT</b>	<b>\$10,250,066</b>	<b>\$35,948,996</b>	<b>\$46,199,062</b>	<b>\$173,000</b>





## **SFTID Board of Directors | FY 2016-17**

### **BOARD CHAIR**

Ralph Lee, Whitcomb Hotel

### **BOARD VICE-CHAIR**

Chuck Pacioni, Marriott Marquis

### **SECRETARY/TREASURER**

David Von Winckler, Sir Francis Drake Hotel – Kimpton

### **Board Members**

Darren Inverson, Metreon

David Lewin, Hyatt Hotels

Monique Moyer, CBRE

John Noguchi, City and County of San Francisco

Kathy Paver, PEIR 39

David von Winckler, Kimpton Hotels

Craig Waterman, Hotel Kabuki

Ingrid Summerfield, Filament Hospitality

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SAN FRANCISCO TOURISM IMPROVEMENT  
DISTRICT MANAGEMENT CORPORATION

COMBINED FINANCIAL STATEMENTS AS OF  
AND FOR THE YEAR ENDED  
JUNE 30, 2017

(WITH SUMMARIZED FINANCIAL INFORMATION  
AS OF AND FOR THE YEAR ENDED JUNE 30, 2016)

TOGETHER WITH  
INDEPENDENT AUDITORS' REPORT

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## INDEPENDENT AUDITORS' REPORT

To the Board of Directors of  
San Francisco Tourism Improvement District  
Management Corporation:

### **Report on the Combined Financial Statements**

We have audited the accompanying combined financial statements of San Francisco Tourism Improvement District Management Corporation (SFTIDMC), a California not-for-profit organization, which comprise the combined statements of financial position as of June 30, 2017, and the related combined statements of activities, functional expenses and cash flows for the year then ended, and the related notes to combined financial statements.

### **Management's Responsibility for the Combined Financial Statements**

Management is responsible for the preparation and fair presentation of these combined 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 combined financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these combined financial statements based on our audit. We conducted our audit in accordance with auditing

standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the combined financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the SFTIDMC's preparation and fair presentation of the combined 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 SFTIDMC'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 combined 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 combined financial statements referred to above present fairly, in all material respects, the combined financial position of San Francisco Tourism Improvement District Management Corporation as of June 30, 2017, and the combined changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

**Report on Summarized Comparative Information**

We have previously audited the SFTIDMC's 2016 financial statements, and we expressed an unmodified opinion on those audited financial statements in our report dated October 31, 2016. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2016, is consistent, in all material respects, with the audited combined financial statements from which it has been derived.

*Louie + Wong LLP*

San Francisco, California  
October 30, 2017

SAN FRANCISCO TOURISM IMPROVEMENT DISTRICT  
MANAGEMENT CORPORATION

COMBINED STATEMENT OF FINANCIAL POSITION

JUNE 30, 2017

(WITH SUMMARIZED FINANCIAL INFORMATION AS OF JUNE 30, 2016)

ASSETS

	TID	MED	Totals	
			2017	2016
<b>CURRENT ASSETS:</b>				
Cash and cash equivalents	\$ 911,775	\$ 5,599,725	\$ 6,511,500	\$ 6,924,724
Short-term investments	3,728,824	21,687,459	25,416,283	18,844,625
Accounts receivable	5,630,180	16,069,972	21,700,152	14,729,667
	10,270,779	43,357,156	53,627,935	40,499,016
<b>LONG-TERM INVESTMENTS</b>	-	-	-	5,753,111
	<u>\$ 10,270,779</u>	<u>\$ 43,357,156</u>	<u>\$ 53,627,935</u>	<u>\$ 46,252,127</u>

LIABILITIES AND NET ASSETS

<b>CURRENT LIABILITIES:</b>				
Accounts payable	\$ 1,138	\$ 5,527,226	\$ 5,528,364	\$ 2,980,078
Accrued liabilities	19,575	23,925	43,500	44,500
Total current liabilities	20,713	5,551,151	5,571,864	3,024,578
<b>LONG-TERM LIABILITY:</b>				
Retention payable	-	1,857,009	1,857,009	716,276
<b>COMMITMENTS AND CONTINGENCIES</b>				
<b>NET ASSETS:</b>				
Unrestricted	10,250,066	35,948,996	46,199,062	42,511,273
Temporarily restricted	-	-	-	-
Permanently restricted	-	-	-	-
	10,250,066	35,948,996	46,199,062	42,511,273
	<u>\$ 10,270,779</u>	<u>\$ 43,357,156</u>	<u>\$ 53,627,935</u>	<u>\$ 46,252,127</u>

The accompanying independent auditors' report and notes to combined financial statements should be read in conjunction with this combined statement.



SAN FRANCISCO TOURISM IMPROVEMENT DISTRICT  
MANAGEMENT CORPORATION

COMBINED STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED JUNE 30, 2017

(WITH SUMMARIZED FINANCIAL INFORMATION FOR THE YEAR ENDED JUNE 30, 2016)

	Unrestricted		Temporarily Restricted	Permanently Restricted	Totals	
	TID	MED			2017	2016
<b>REVENUES:</b>						
Assessments	\$ 23,789,425	\$ 28,591,033	\$ -	\$ -	\$ 52,380,458	\$ 57,696,380
Interest and dividends	80,033	329,034	-	-	409,067	149,769
Total revenues	23,869,458	28,920,067	-	-	52,789,525	57,846,149
<b>EXPENSES:</b>						
Program services	24,605,500	23,520,894	-	-	48,126,394	48,216,472
Management and general	444,573	530,769	-	-	975,342	849,760
Total expenses	25,050,073	24,051,663	-	-	49,101,736	49,066,232
<b>CHANGE IN NET ASSETS</b>	(1,180,615)	4,868,404	-	-	3,687,789	8,779,917
<b>NET ASSETS - BEGINNING OF YEAR</b>	11,430,681	31,080,592	-	-	42,511,273	33,731,356
<b>NET ASSETS - END OF YEAR</b>	\$ 10,250,066	\$ 35,948,996	\$ -	\$ -	\$ 46,199,062	\$ 42,511,273

The accompanying independent auditors' report and notes to combined financial statements should be read in conjunction with this combined statement.

SAN FRANCISCO TOURISM IMPROVEMENT DISTRICT  
MANAGEMENT CORPORATION

COMBINED STATEMENT OF FUNCTIONAL EXPENSES

FOR THE YEAR ENDED JUNE 30, 2017

(WITH SUMMARIZED FINANCIAL INFORMATION FOR THE YEAR ENDED JUNE 30, 2016)

	TID		MED		Totals	
	Program Services	Management and General	Program Services	Management and General	2017	2016
Marketing and promotion Moscone Center -	\$ 24,605,500	\$ -	\$ -	\$ -	\$ 24,605,500	\$ 29,605,500
Expansion	-	-	20,952,398	-	20,952,398	15,238,507
Sales incentive	-	-	2,497,057	-	2,497,057	3,315,835
Capital projects	-	-	71,439	-	71,439	56,630
Contractual services -						
Treasurer fees	-	308,018	-	361,783	669,801	542,559
San Francisco Travel Association fees	-	98,820	-	135,747	234,567	222,724
Professional fees	-	35,188	-	23,375	58,563	71,992
Office expenses	-	159	-	7,438	7,597	8,132
Insurance and taxes	-	2,388	-	2,426	4,814	4,353
	<u>\$ 24,605,500</u>	<u>\$ 444,573</u>	<u>\$ 23,520,894</u>	<u>\$ 530,769</u>	<u>\$ 49,101,736</u>	<u>\$ 49,066,232</u>

The accompanying independent auditors' report and notes to combined financial statements should be read in conjunction with this combined statement.

SAN FRANCISCO TOURISM IMPROVEMENT DISTRICT  
MANAGEMENT CORPORATION

COMBINED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2017

(WITH SUMMARIZED FINANCIAL INFORMATION  
FOR THE YEAR ENDED JUNE 30, 2016)

	TID	MED	Totals	
			2017	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>				
Change in net assets	\$ (1,180,615)	\$ 4,868,404	\$ 3,687,789	\$ 8,779,917
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:				
Accounts receivable	896,375	(7,866,860)	(6,970,485)	(2,580,665)
Accounts payable	(19,894)	2,568,180	2,548,286	(2,612,771)
Accrued liabilities	(450)	(550)	(1,000)	4,500
Retention payable	-	1,140,733	1,140,733	716,276
Total adjustments	876,031	(4,158,497)	(3,282,466)	(4,472,660)
Net cash provided (used in) by operating activities	(304,584)	709,907	405,323	4,307,257
<b>CASH FLOW FROM INVESTING ACTIVITY:</b>				
Net purchase of investments	(51,356)	(767,191)	(818,547)	(14,458,997)
Net cash used in investing activity	(51,356)	(767,191)	(818,547)	(14,458,997)
<b>NET DECREASE IN CASH</b>	(355,940)	(57,284)	(413,224)	(10,151,740)
<b>CASH - BEGINNING OF YEAR</b>	1,267,715	5,657,009	6,924,724	17,076,464
<b>CASH - END OF YEAR</b>	\$ 911,775	\$ 5,599,725	\$ 6,511,500	\$ 6,924,724

The accompanying independent auditors' report and notes to combined financial statements  
should be read in conjunction with this combined statement.

**SAN FRANCISCO TOURISM IMPROVEMENT DISTRICT  
MANAGEMENT CORPORATION**

**NOTES TO COMBINED FINANCIAL STATEMENTS**

**JUNE 30, 2017**

**1. Nature of Organization and Programs**

**General** -- San Francisco Tourism Improvement District Management Corporation (SFTIDMC) is a not-for-profit organization formed for the purpose of managing and administering the Tourism Improvement District and Moscone Expansion District pursuant to a management contract with the City and County of San Francisco (the City).

**Description of Programs** -- The Tourism Improvement District (TID) assessment is designed to generate funds dedicated to promoting and marketing San Francisco as a leisure and convention destination and to fund repairs and improvements to the Moscone Center. The Moscone Expansion District (MED) assessment is designed to provide the majority of funding for the expansion of the Moscone Center. Refer to Note 5.

**2. Summary of Significant Accounting Policies**

**Basis of Presentation** -- The accompanying combined financial statements include the accounts of Tourism Improvement District and Moscone Expansion District.

The SFTIDMC prepares the combined financial statements in accordance with generally accepted accounting principles promulgated in the United States of America for Not-For-Profit Organizations. The significant accounting and reporting policies used by SFTIDMC are described subsequently to enhance the usefulness and understandability of the combined financial statements.

**Basis of Accounting** -- The accompanying combined financial statements are prepared on the accrual basis of accounting.

**Cash and Cash Equivalents** -- Cash consists of cash in checking and savings accounts. Cash equivalents consist of short-term and highly liquid investments with original maturities of three months from the date of acquisition.

**Accounts Receivable and Allowance for Doubtful Accounts** -- The accounts receivable represent the assessments due from the City. The allowance for doubtful accounts is determined based on the collectability of receivables. Receivables are written off when it is probable that the receivables will not be collected. Management believes that all outstanding accounts receivable are collectible in full, therefore no allowance for doubtful accounts has been provided.

**Investments** -- Investments consist of corporate bonds and mutual funds which are carried at market value. Investments with maturities of less than one year as of the statement of financial position date are classified as short-term. Investments with maturities of more than one year as of the statement of financial position date are classified as long-term.

SFTIDMC invest in high quality obligations in order to achieve the maximum yield consistent with safety of principal and maintenance of liquidity. The primary objective is the preservation of capital and the assurance of appropriate liquidity, by limiting default risk and market risk, to meet the needs of SFTIDMC. The secondary objective is to maximize the current and expected yield on the fund assets, so as to provide additional income for operating purposes. The investment policy also requires the



management to maintain a reasonable relationship between short-term and long-term investments.

**Retention Payable** -- Retention payable represents retention provisions of up to 5% which is withheld from each progress payment as retainage until the contract work has been completed and approved. Retention related to contracts that are expected to be completed more than one year from the statement of financial position date are classified as long-term.

**Revenues** -- Actual revenues from assessments, which include fines and penalties, are recognized when the assessments from hotels become due and measurable and when collectability is reasonably assured.

**Professional and Contractual Expenses** -- Professional and contractual services are expensed as incurred.

**Tax Status** -- SFTIDMC is exempt from federal and state income taxation under Section 501(c)(6) of the Internal Revenue Code (IRC) and under Section 23701(e) of the California Revenue and Taxation Code, respectively. Accordingly, no provision for income tax has been made in the accompanying combined financial statements.

Generally accepted accounting provides disclosure guidance about positions taken by an entity in its tax returns that might be uncertain. Management has considered its tax positions and does not believe that SFTIDMC has any uncertain tax positions that require adjustment or disclosure in the combined financial statements. SFTIDMC's returns are subject to examination by federal and state taxing authorities, generally for three to four years, respectively, after they are filed.

**Allocation of Functional Expenses** -- The costs of providing the various programs and supporting activities have been summarized on a functional basis in the statement of activities and statement of functional expenses. Accordingly, certain costs have been allocated among the programs and supporting activities benefited.

**Estimates Included in the Combined Financial Statements** -- The preparation of combined 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 combined financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates the estimates and assumptions based upon historical experience and various other factors and circumstances. The management believes that the estimates and assumptions are reasonable in the circumstances; however, the actual results could differ from those estimates.

**Comparative Financial Statements** -- The combined financial statements include certain prior-year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with SFTIDMC's combined financial statements for the year ended June 30, 2016, from which the summarized information was derived.

**Reclassification** -- Certain items in the prior year financial statements have been reclassified to conform to current year presentation. Such reclassification had no effect on the previously reported change in net assets.

**New Accounting Pronouncements** -- In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers. The core principle of the guidance is that a reporting entity will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In applying this new guidance to contracts within its scope, an entity will: (1) identify the contract(s) with a

customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when (or as) the entity satisfies a performance obligation. Additionally, this new guidance will require significantly expanded revenue recognition disclosures. In July 2015, the FASB deferred the effective date for annual reporting periods beginning after December 15, 2018. SFTIDMC is currently evaluating the provisions of this ASU.

In January 2016, the FASB issued ASU No. 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities. The amendments in this update revises an entity's accounting related to the classification and measurement of investments in equity securities and the presentation of certain fair value changes for financial liabilities measured at fair value. It also amends certain disclosure requirements associated with the fair value of financial instruments. The amendments in this update are effective for fiscal years beginning after December 15, 2019. The Organization is currently evaluating the effects of this update.

In August 2016, FASB issued ASU No. 2016-14, Not-for-Profit Entities: Presentation of Financial Statements of Not-for-Profit Entities. The amendments in the ASU made several improvements to current reporting requirements that address net asset classes, investment return, expenses, liquidity and availability of resources and presentation of operating cash flows. The ASU is effective for financial statements beginning after December 15, 2017. SFTIDMC is currently evaluating the provisions of this ASU.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (ASU No. 2016-15), which addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. ASU No. 2016-15 is effective

for fiscal years beginning after December 15, 2018, with early adoption permitted. SFTIDMC is currently evaluating the provision of this ASU.

Although there are several other new accounting pronouncements issued or proposed by the FASB, which the Organization will adopt, as applicable, the Organization does not believe any of these accounting pronouncements will have a material impact on its financial position or results of operation.

**Subsequent Events** -- SFTIDMC has evaluated subsequent events through October 30, 2017, the date the combined financial statements were available to be issued. Events occurring after that date have not been evaluated to determine whether a change in the combined financial statements would be required.

### 3. Description of Net Assets

The combined financial statements report net assets and changes in net assets in three classes that are based upon the existence or absence of restrictions on use that are placed by its donors, as follows:

**Unrestricted** -- This is used to account for resources that are available to support SFTIDMC's operations. The only limits on the use of unrestricted net assets are the broad limits resulting for the purposes specified in the Management District Plan, the nature of the organization, the environment in which it operates, and any limits resulting from contractual agreements with creditors and others that are entered into in the course of its operations.

The unrestricted net assets are limited for the following purposes as provided in the Management District Plan as of June 30, 2017:

	<u>TID</u>	<u>MED</u>	<u>Total</u>
Moscone Convention Center Development and Expansion	\$ -	\$ 32,103,998	\$ 32,103,998
San Francisco Travel Association Marketing and Operations	6,455,530	-	6,455,530
Moscone Convention Center Incentive Fund	664,190	2,300,399	2,964,589
Moscone Convention Center Capital Fund	2,446,772	476,392	2,923,164
Contingency/Reserve	<u>683,574</u>	<u>1,068,207</u>	<u>1,751,781</u>
	<u>\$ 10,250,066</u>	<u>\$ 35,948,996</u>	<u>\$ 46,199,062</u>

**Temporarily Restricted** -- This is used to account for resources that are restricted by the donor for use for a particular purpose or in a particular future period. SFTIDMC had no temporarily restricted net assets as of June 30, 2017.

**Permanently Restricted** -- This is used to account for resources whose use is limited by donor-imposed restrictions that neither expire by being used in accordance with the donor's restriction nor by the passage of time. SFTIDMC had no permanently restricted net assets as of June 30, 2017.



#### 4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB Accounting Standards Codification (ASC) 820 are described as follows:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that SFTIDMC has the ability to access.
- Level 2 – Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy. There has been no change in the methodology used at June 30, 2017 and 2016.

**Corporate Bonds** -- Corporate bonds are valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings.

**Mutual Funds** -- Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by SFTIDMC are open-end mutual funds that are registered with the Securities & Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by SFTIDMC are deemed actively traded.

The assets measured at fair value, as of June 30, 2017, are as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments -				
Corporate bonds	\$ -	\$ 17,904,262	\$ -	\$ 17,904,262
Money market mutual funds	<u>7,512,021</u>	<u>-</u>	<u>-</u>	<u>7,512,021</u>
Assets at fair value	<u>\$ 7,512,021</u>	<u>\$ 17,904,262</u>	<u>\$ -</u>	<u>\$ 25,416,283</u>

The return from these investments reported in the statement of activities consisted of interest income and dividends which amounted to \$409,067 during the year ended June 30, 2017.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although SFTIDMC believe their valuation method is appropriate and

consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

**5. Business Improvement Districts**

*Tourism Improvement District (TID)*

On December 16, 2008, the San Francisco Board of Supervisors approved the establishment of a business-based business improvement district, known as the Tourism Improvement District, and assessments on gross room revenues (TID assessment) on hotels within the TID, which are categorized as Zone 1 or Zone 2 depending on their location. The TID assessments were designed to generate funds dedicated to promoting and marketing the City of San Francisco as a leisure and convention destination in an increasingly competitive world, and to fund repairs and improvements to the Moscone Center.

The annual TID assessments commenced on January 1, 2009, and will continue until December 31, 2023. The schedule of TID assessments is as follows:

Periods	Zone 1	Zone 2
January 1, 2009 – December 31, 2013	1.50%	1.00%
January 1, 2014 – December 31, 2023	1.00%	0.75%

The TID assessments will be collected by the City and remitted to SFTIDMC. The SFTIDMC will ensure that the TID assessments collected are used to benefit the assessed businesses by (1) allocating them to the San Francisco Travel Association (the Association) to fund its marketing and promotional programs; and (2) keeping the Moscone Center competitive with those of other major cities.

The Association's marketing and promotional programs have been funded by SFTIDMC since July 1, 2009.

*Moscone Expansion District (MED)*

On June 21, 2012, the City announced the development of a 25-year master plan for the expansion of the Moscone Center. The expansion will be funded by a public-private partnership with the SFTIDMC and the City.

On February 5, 2013, the San Francisco Board of Supervisors approved the creation of the Moscone Expansion District which will provide the majority of funding for the expansion of the City's convention center. MED began imposing assessment of fees on gross hotel room revenue on July 1, 2013 (MED assessments). The term of the MED is 32 years. The schedule of MED assessments is as follows:

Periods	Zone 1	Zone 2
July 1, 2013 – December 31, 2013	0.5000%	0.3125%
January 1, 2014 – December 31, 2045	1.2500%	0.3125%

The City will commit the following towards the repayment of bonds issued in connection with the expansion:

- Contribution of \$8,200,000 in fiscal year 2019 with an increase of 3% per year through fiscal year 2028 up to cap of \$10,700,000, with a continuing contribution of no less than \$10,700,000 per year for the remainder of the term of the MED.
- The City will fund shortfalls in any given year for purposes of debt service, which will be repaid from surpluses in MED assessments, as detailed in the Management District Plan.

The MED assessments will be used for the following improvements and activities, including the categories of expenses:

- Planning, design, engineering, entitlement, construction, project management and related services for expansion of the Moscone Center, including related payments for any bond, financing lease (including certificates of participation) or similar obligations of the City.
- Funding of a Moscone Center Incentive Fund which will be used to attract significant meetings, tradeshow and conventions to San Francisco via offset of rental costs.
- Funding of a Moscone Center Sales & Marketing Fund to provide increased funding for sales and marketing of convention business, with a focus on generating increased revenues for hotels that pay the assessment.
- Funding of capital improvements and renovations, including a capital reserve fund to cover future upgrades and improvements to the Moscone Center.
- Allocation of funds to pay for District formation, operation and administration, and to establish and maintain a contingency reserve.
- In consultation with the City, funding of expenses for development and implementation of future phases of expansion, renovations or capital improvements if there are funds available in excess of those needed for the expansion.

6. **Line of Credit**

In January 2015, SFTIDMC entered into a revolving line of credit agreement with a bank with an original maturity of January 15, 2016. On March 3, 2017, the line of credit was renewed through February 1, 2018. Under the agreement, SFTIDMC may borrow up to a maximum amount of \$5,000,000. The line of credit is secured by the assets of SFTIDMC.

The line of credit bears a variable interest rate, set by the bank, based on changes in the prime rate, but under no circumstances be less than 3.00% per annum. There was no borrowing under this line of credit during the year ended June 30, 2017.

7. **Related Party Transactions**

SFTIDMC entered into agreements for professional and administrative services with the San Francisco Travel Association (the Association), a related party. The agreements were effective for the period June 4, 2009 to June 30, 2010, and are automatically renewed annually thereafter.

Under the Professional Services Agreement, the Association will provide marketing and promotional services consistent with the requirements of the Management District Plan. The Association will be compensated based on its budget, as approved by SFTIDMC's Board of Directors, and consistent with the management plan.

Under the Administrative Services Agreement, the Association will provide the following services: (1) staff support for the operation of SFTIDMC, (2) the Chief Financial Officer (CFO) of the Association will serve as CFO of SFTIDMC and the Association's staff will perform finance and accounting related functions, (3) the Association will be responsible for the tax related issues of SFTIDMC, (4) the Association will be responsible for all compliance issues of SFTIDMC, including compliance with the management plan approved by the San Francisco Board of Supervisors, and (5) the Association will be responsible for developing an appropriate



investment policy and program for SFTIDMC funds. On July 1, 2013, the Administrative Services Agreement was revised primarily to include MED. Based on the agreement, the Association will be compensated a fee of \$190,000 per annum, subject to an annual increase of 5%, for the performance of the above services on behalf of both TID and MED.

The expenditures related to the marketing and promotional services (professional services) and administrative services amounted to \$24,605,500 and \$234,567, respectively, during the year ended June 30, 2017. There was no payable to the Association for these services as of June 30, 2017.

From time to time, the Association also advances or pays other professional fees (e.g., legal and consulting fees) on behalf of SFTIDMC. SFTIDMC has a net payable of \$6,643 to the Association for these advances as of June 30, 2017.

**8. Commitments**

Pursuant to the establishment of the TID as approved by the Board of Supervisors in December 2008, the Office of the Treasurer and Tax Collector for the City and County of San Francisco (the Treasurer) was mandated to collect the TID Assessments on behalf of the SFTIDMC. In August 2009, an administration agreement was entered into between the Treasurer and SFTIDMC wherein the Treasurer agreed to provide the following services: (a) collect assessments in accordance with the management plan, (b) provide quarterly reports indicating the amount of penalties, fees, assessment and interest collected, and (c) provide a list of delinquent accounts on a quarterly basis. SFTIDMC shall pay the Treasurer a monthly collection fee plus commission on collection of delinquent accounts and fees for other services that the Treasurer may provide in connection of its services on behalf TID and MED. The amount of fees charged by the Treasurer for both TID and MED was \$669,801 during the year

ended June 30, 2017. These fees are recorded under Contractual Services – Treasurer in the combined statement of functional expenses.

SFTIDMC provides for retention related to the Moscone Center expansion. The retention will be due upon completion of the contracts and acceptance, or earlier, as provided by the contract. The contract work is expected to be completed by December 2018.

#### 9. Concentrations of Risk

The majority of SFTIDMC's revenues are from TID and MED assessments. As such, SFTIDMC's ability to generate resources is dependent upon the assessments collected by hotels from gross hotel room revenues in the City and County of San Francisco.

Financial instruments, which potentially subject SFTIDMC to concentrations of credit risk, consist principally of cash in bank accounts greater than \$250,000 with each financial institution. SFTIDMC's investments are subject to various risks, such as interest rate, credit and overall market volatility risks. Further, because of the significance of the investments to SFTIDMC's financial position and the level of risk inherent in most investments, it is reasonably possible that changes in the values of these investments could occur in the near term and such changes could materially affect the amounts reported in the combined financial statements. SFTIDMC periodically reviews its cash and investment policy and believes that any potential loss is not material to the combined financial statements.

10. Contingencies

The SFTIDMC is a party to certain claims in the normal course of business. While the results of these claims cannot be predicted with certainty, management believes that the final outcome of these matters will not have a material adverse effect on the financial statements.

MEMO

To: San Francisco Board of Supervisors

CC: Mayor Mark Farrell

From: Chris Corgas, OEWD Senior Program Manager

RE: Tourism Improvement District and Moscone Expansion Districts Annual Reports Fiscal Year 2016-2017

Date: April 20, 2018

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This is a memo summarizing the performance of the Tourism Improvement District (TID) and an analysis of its financial statements (based on their audits) for the period between July 1, 2016 and June 30, 2017.

Each year the TID and MED are required to submit an annual report, and a CPA Independent Auditor's Report. The TID and MED have complied with the submission of these requirements. OEWD staff, with assistance from the Office of the Controller, City Services Auditor Division, reviewed these financial documents to monitor and report on whether they have complied with the rules per the Property and Business Improvement District Law of 1994, California Streets and Highways Code Sections 36600. Et Seq.; San Francisco's Business and Tax Regulations Code Article 15; the San Francisco Tourism Improvement District Management Corporation's management contract with the City for the TID; the San Francisco Tourism Improvement District Management Corporation's management contract with the City for the TID; MED Management District Plan approved by the Board of Supervisors in 2013.; and the Amended TID Management District Plan approved by the Board of Supervisors in 2013.

Also attached to this memo are the following documents:

1. TID and MED Annual Report
  - a. FY 2016 - 2017
2. CPA Independent Auditors' Report
  - a. FY 2016 - 2017
3. Proposed Resolution to approve the TID and MED annual reports for FYs 2016 – 2017. ,



### Background.

The TID is a business-based assessment district that includes all tourist hotels operating in the City & County of San Francisco that generate revenue from tourist rooms, and which are located in the following geographic areas:

Zone 1: Tourist hotels with addresses:

- On or east of Van Ness Avenue
- On or east of South Van Ness Avenue, and
- On or north of 16<sup>th</sup> Street from South Van Ness to the Bay, including all tourist hotels east of Van Ness Avenue as if it continued north to the Bay, and north of 16<sup>th</sup> Street as if it continued east to the Bay.

Zone 2: Tourist hotels with addresses:

- West of Van Ness Avenue and South Van Ness Avenue, and
  - South of 16<sup>th</sup> Street.
- December 16, 2008: the Board of Supervisors approved the resolution to form the Tourism Improvement District Business Improvement District to cover hotels identified in the District's Management Plan and Engineer's Report. Resolution # 504-08).
  - July 28, 2009: the Board approved the contract for the administration and management of the Tourism Improvement District Business Improvement District (Resolution # 323-09).
  - December 10, 2013: the Board of Supervisors approved an amendment to the District's Management Plan to authorize monthly, instead of quarterly, assessment collection and distribution. (Resolution #441-13).
  - September 12, 2017: the Board of Supervisor approved annual reports for the Moscone Expansion District for FYs 2014 – 2016 (#336-17).

The MED is a business-based assessment district that includes all tourist hotels operating in the City & County of San Francisco that generate revenue from tourist rooms, and which are located in the following geographic areas:

Zone 1: Tourist hotels with addresses:

- On or east of Van Ness Avenue
- On or east of South Van Ness Avenue, and
- On or north of 16<sup>th</sup> Street from South Van Ness to the Bay, including all tourist hotels east of Van Ness Avenue as if it continued north to the Bay, and north of 16<sup>th</sup> Street as if it continued east to the Bay.

Zone 2: Tourist hotels with addresses:

- West of Van Ness Avenue and South Van Ness Avenue, and
  - South of 16<sup>th</sup> Street.
- December 16, 2008: the Board of Supervisors approved the resolution to form the Tourism Improvement District Business Improvement District to cover hotels identified in the District's Management Plan and Engineer's Report. Resolution # 504-08).

- July 28, 2009: the Board approved the contract for the administration and management of the Tourism Improvement District Business Improvement District (Resolution # 323-09).
- December 10, 2013: the Board of Supervisors approved an amendment to the District's Management Plan to authorize monthly, instead of quarterly, assessment collection and distribution. (Resolution #441-13).
- September 12, 2017: the Board of Supervisor approved annual reports for the Moscone Expansion District for FYs 2014 – 2016 (#337-17).

**Basic Info about Tourism Improvement District BID:**

Year Formed	December 2008
Assessment Collection Period	FY 2009-10 to FY 2018-19 (July 1, 2009 to June 30, 2023)
Services Start and End Date	January 1, 2009 – December 31, 2023
Initial Estimated Annual Budget	\$27,000,000
Fiscal Year	July 1 – June 30
Executive Director	Lynn Farzaroli
Name of Nonprofit Owners' Entity	San Francisco Tourism Improvement District Management Corporation

The current BID website is <http://www.sftid.com/>.

**Basic Info about Moscone Expansion District BID:**

Year Formed	2013
Assessment Collection Period	FY 2014 – 2015 (July 1, 2014 to June 30, 2015)
Services Start and End Date	July 1, 2013 – June 20, 2045
Initial Estimated Annual Budget	\$19,332,000
Fiscal Year	July 1 – June 30
Executive Director	Lynn Farzaroli
Name of Nonprofit Owners' Entity	San Francisco Tourism Improvement District Management Corporation

The current BID website is <http://www.sftid.com/moscone.html>

**Summary of Program Areas**

**Tourism Improvement District**

**Marketing and Promotions**

This service area includes, but is not limited to, the marketing and promotion of programs, oversight for marketing and promotion staff, ad creation, media placement, and startup costs related to satellite offices.



### **Administration and Personnel Services**

This service area includes design, engineering, planning, and entitlements for activities and services for the expanded Moscone Convention Center and renovation/upgrades to capital improvements of Moscone Convention Center North, South, and West.

### **Contingency/Reserve/Administration and City Administration/Costs of the TID/Formation Costs**

This service area is used to cover the administrative costs and expenses of the non-profit management corporation that administers the TID and reimbursement of formation costs. This Includes payment of unforeseen costs and escalation for the two improvement areas listed just above; and a proportionate share of the SFTIDMC administrative and operational costs.

### **Moscone Expansion District**

#### **Expansion/Development Activities**

This service area includes design, engineering, planning, construction, and other activities for renovations on the Moscone Convention Center.

#### **Incentive Fund**

This service will provide an incentive fund to bring conventions to San Francisco during the renovations and after them.

#### **Administration of MED and Operating Contingency Reserves**

This service area is used to cover the administrative costs and expenses of the non-profit management corporation that administers the TID and reimbursement of formation costs. This Includes payment of unforeseen costs and escalation for the two improvement areas listed just above; and a proportionate share of the SFTIDMC administrative and operational costs.

### **Summary of Accomplishments, Challenges, and Delivery of Services**

#### **TID**

**FY 2016 - 2017**

#### **Marketing and Operations of San Francisco Convention and Visitors Bureau (SFCVB)**

- 1,579,988 room nights booked
- Over 1,300 meetings held
- \$1.24 billion in direct spending
- 600,000 visitors to Visitor Information Centers
- Produced two publications (Visitors Planning Guide and Meeting Planners Guide)
- Partnered with SFO on new air service

**MED**

**FY 2016 – 2017**

**Expansion/Development Activities**

- Phase 2 construction, consisting of opening up about 40% of new meeting space, was on time and on budget
- Bi-weekly meetings with key neighborhood stakeholders
- Rental incentives to attract conventions to San Francisco
- Final phase of project is under way, slated to be completed in December 2018

**TID and MED Annual Budget Analysis**

OEWD's staff reviewed the following budget related benchmarks for TID:

- **BENCHMARK 1:** The variance between the Management Plan Budget and Fiscal Year budget, by service category.
- **BENCHMARK 2:** The variance between the budget amount and actual expenses within a fiscal year.
- **BENCHMARK 3:** Whether TID is indicating the amount of funds to be carried forward into the next fiscal year and designating projects to be spent in current fiscal year (*CA Streets & Highways Code, Section 36650(B)(5)*).

**FY 2016-2017**

**BENCHMARK 1:** The variance between the Management Plan Budget and Fiscal Year budget, by service category.

**ANALYSIS:** TID met this requirement. See table below.

Service Category	Management Plan Budget	% of Budget	FY 2016-2017 Budget	% of Budget	Variance Percentage Points
Marketing and Promotions	\$12,500,000	69.4%	\$24,405,500	98.5%	+29.1%
Administration and Personnel	\$7,200,000	22.2%	\$370,00	1.5%	-20.7%
Contingency/Reserves/Administration and City Administration Costs of the TID	\$1,500,000	8.3%	\$0	0%	-8.3%
<b>TOTAL</b>	<b>\$18,000,000</b>	<b>100%</b>	<b>\$24,775,500</b>	<b>100%</b>	

ANALYSIS: MED met this requirement. See table below.

Service Category	Management Plan Budget	% of Budget	FY 2016-2017 Budget	% of Budget	Variance Percentage Points
Expansion/Development Activities		87.5%	\$25,662,400	87.5%	0%
Capital Reserve		1.0%	\$293,600	1.0%	0%
Incentive Fund		9.0%	\$2,639,600	9.0%	0%
Sales and Marketing Fund		0%	\$0	0%	0%
Administration of the MED and Operating Contingency Reserves		2.5%	\$733,200	2.5%	0%
<b>TOTAL</b>		<b>100%</b>	<b>\$29,328,500</b>	<b>100%</b>	

BENCHMARK 2: The variance between the budget amount and actual expenses within a fiscal year.

ANALYSIS: TID met this requirement. See table below.

Service Category	FY 2016-2017 Budget	% of Budget	FY 2016-2017 Actuals	% of Actuals	Variance Percentage Points
Marketing and Promotions	\$24,405,500	98.5%	\$24,605,500	98.2%	-0.3%
Administration and Personnel	\$370,000	1.5%	\$444,573	1.8%	+0.3%
Contingency/Reserves/Administration and City Administration Costs of the TID	\$0	0%	\$0	0%	0.0%
<b>TOTAL</b>	<b>\$24,775,500</b>	<b>100%</b>	<b>\$25,050,073</b>	<b>100%</b>	

ANALYSIS: MED met this requirement. See table below.

Service Category	FY 2016-2017 Budget	% of Budget	FY 2016-2017 Actuals	% of Actuals	Variance Percentage Points
Expansion/Development Activities	\$25,662,400	87.5%	\$20,952,398	87.1%	-0.4%

Capital Reserve	\$293,600	1.0%	\$71,439	.3%%	-0.7%
Incentive Fund	\$2,639,600	9.0%	\$2,497,057	10.4%	1.4%
Sales and Marketing Fund	\$0	0%	\$0	0%	0%
Administration of the MED and Operating Contingency Reserves	\$733,200	2.5%	\$530,769	2.2%%	-0.3%
<b>TOTAL</b>	<b>\$24,775,500</b>	<b>100%</b>	<b>\$25,050,073</b>	<b>100%</b>	

**BENCHMARK 3:** Whether TID and MED are indicating the amount of funds to be carried forward into the next fiscal year and designating projects to be spent in current fiscal year.

**ANALYSIS:** TID met this requirement.

<b>FY 2016-2017 Carryover Disbursement</b>	
Marketing and Operations	\$6,445,529
Capital Fund	\$2,446,772
SFRIDMC Administration	\$600,000
Contingency/Reserve	\$683,575
<b>Total Designated amount for Future Years</b>	<b>\$10,250,066</b>

**ANALYSIS:** MED met this requirement.

<b>FY 2016-2017 Carryover Disbursement</b>	
Development and Expansion	\$32,103,998
Capital Fund	\$476,392
Incentive Fund	\$2,300,399
Contingency/Reserve	\$1,068,207
<b>Total Designated amount for Future Years</b>	<b>\$35,948,996</b>

#### Findings and Recommendations

The Tourism Improvement District and Moscone Expansion District met their reporting requirements, mentioned on page 5 of the memo, under Article 15 of the San Francisco Business and Tax Regulations Code, the California Streets and Highways Code, and the organization's management agreement with the City and County of San Francisco.

The TID and MED website continues to be a problem for the organization. The organization followed OEWD recommendations and did fix all broken hyperlinks, but the website is still significantly out of date. The last posted meeting agenda is dated October 24, 2016. If the organization has had board meetings since then, which is likely, it is out of compliance with California Government Code Section 54954.2 (a) (1), part of what is commonly referred to as "The Brown Act." The Code states, "The agenda shall be posted in a location that is freely assessable to members of the public and on the local agency's Internet Web site, if the local agency has one." Based off this, OEWD determined that the San Francisco Tourism Improvement District Management Corporation is in violation of "The Brown Act." OEWD made the Corporation aware of this throughout 2017 and it was specifically mentioned in their annual report heard before the Government Audit and Oversight Committee on September 6, 2017.

OEWD recommends the TID and MED post previous and future board meeting agendas on its website for public view. OEWD recommends the TID and MED provide a timeline of when this work will be completed to OEWD.

#### Conclusion

The Tourism Improvement District is following all requirements placed on it by the California Streets & Highways Code, Article 15 of the San Francisco Business and Tax Regulations Code, and the District's Management Agreement with the City and County of San Francisco. The District continues to succeed at its primary purpose of attracting tourism and conventions to San Francisco, but needs to do a better job of maintaining Brown Act compliance.

BOARD of SUPERVISORS



City Hall  
1 Dr. Carlton B. Goodlett Place, Room 244  
San Francisco 94102-4689  
Tel. No. 554-5184  
Fax No. 554-5163  
TDD/TTY No. 554-5227

## MEMORANDUM

TO: Ben Rosenfield, City Controller, Office of the Controller  
Todd Rufo, Director, Office of Economic and Workforce Development

FROM: John Carroll, Assistant Clerk, Government Audit and Oversight  
Committee, Board of Supervisors

DATE: May 2, 2018

SUBJECT: LEGISLATION INTRODUCED

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The Board of Supervisors' Government Audit and Oversight Committee has received the following proposed legislation, introduced by Mayor Farrell on April 24, 2018:

**File No. 180425**

Resolution receiving and approving the annual report for the Tourism Improvement District and Moscone Expansion District for FY2016-2017, submitted as required by the Property and Business Improvement District Law of 1994 (California Streets and Highways Code, Sections 36600, et seq.), Section 36650, and the District's management agreement with the City, Section 3.4.

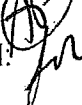

If you have any comments or reports to be included with the file, please forward them to me at the Board of Supervisors, City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102.

c: Todd Rydstrom, Office of the Controller  
Ken Rich, Office of Economic and Workforce Development  
Lisa Pagan, Office of Economic and Workforce Development

OFFICE OF THE MAYOR  
SAN FRANCISCO




MARK FARRELL  
MAYOR

TO:  Angela Calvillo, Clerk of the Board of Supervisors  
FROM:  Mayor Farrell  
RE: Tourism Improvement District and Moscone Expansion District – Annual Report to the City – FY 2016-2017  
DATE: April 24, 2018

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Attached for introduction to the Board of Supervisors is a resolution receiving and approving the annual report for the Tourism Improvement District and Moscone Expansion District for FY 2016-2017, submitted as required by the Property and Business Improvement District Law of 1994 (California Streets and Highways Code, Sections 36600, *et seq.*), Section 36650, and the District's management agreement with the City, Section 3.4.

Should you have any questions, please contact Andres Power (415) 554-5168.

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