

**UPPER MERION TRANSPORTATION AUTHORITY
(A Component Unit of Upper Merion Township)**

ANNUAL FINANCIAL REPORT

Year Ended December 31, 2018



Certified Public Accountants and Business Consultants

INTRODUCTORY SECTION

UPPER MERION TRANSPORTATION AUTHORITY
(A Component Unit of Upper Merion Township)

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YEAR ENDED DECEMBER 31, 2018

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FINANCIAL SECTION

Independent Auditors' Report

To the Board of Directors
Upper Merion Transportation Authority
King of Prussia, Pennsylvania

We have audited the accompanying financial statements of the Upper Merion Transportation Authority (a component unit of Upper Merion Township), which comprise the statement of net position as of December 31, 2018, and the related statements of revenues, expenses and changes in net position and cash flows for the year then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

The Upper Merion Transportation Authority's 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.

Auditors' 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. 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 auditors' 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 entity'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 entity'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.

To the Board of Directors
Upper Merion Transportation Authority
King of Prussia, Pennsylvania

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Upper Merion Transportation Authority as of December 31, 2018, and the changes in its financial position and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America (GAAP).

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that management's discussion and analysis on pages 4 through 7 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of 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 evidence sufficient to express an opinion or provide any assurance.

Maillie LLP

Oaks, Pennsylvania
May 28, 2019

UPPER MERION TRANSPORTATION AUTHORITY
(A Component Unit of Upper Merion Township)
MANAGEMENT'S DISCUSSION AND ANALYSIS (Unaudited)
YEAR ENDED DECEMBER 31, 2018

Our discussion and analysis of the Upper Merion Transportation Authority's (a component unit of Upper Merion Township) financial performance provides an overview of the Authority's financial activities for the fiscal year ended December 31, 2018. Please read it in conjunction with the Authority's financial statements, which begin with the statement of net position.

OVERVIEW OF THE FINANCIAL STATEMENTS

The Authority's annual financial report consists of several sections. Taken together, they provide a comprehensive financial look at the Authority. The components of the report include the independent auditors' report, management's discussion and analysis, financial statements and notes to the basic financial statements.

The independent auditors' report briefly describes the audit engagement and also renders an opinion as to the material components of the Authority's financial position.

Management's discussion and analysis (MD&A), prepared by Authority/Township management, provides a narrative introduction and overview that users of the financial statements need to interpret the basic financial statements. The MD&A also provides analysis of some key data that is presented in the basic financial statements. It also addresses any other currently known facts, decisions, or conditions that are expected to have a significant effect on financial position or results of operations.

The basic financial statements include the statement of net position, statement of revenues, expenses and changes in net position, statement of cash flows and the notes to the basic financial statements.

- The *statement of net position* shows the financial condition of the Authority at the end of the fiscal period or a specific snapshot in time.
- The *statement of revenues, expenses and changes in net position* measures the results of operations of the Authority during the fiscal period.
- The *statement of cash flows* measures the resources provided during the fiscal period and the uses to which they are put.
- The *notes to the basic financial statements* provide additional disclosures required by governmental accounting standards and provide information to assist the reader in understanding the Authority's financial condition.

UPPER MERION TRANSPORTATION AUTHORITY
(A Component Unit of Upper Merion Township)
MANAGEMENT'S DISCUSSION AND ANALYSIS (Unaudited)
YEAR ENDED DECEMBER 31, 2018

The analysis below focuses on the net position (Table 1) and changes in net position (Table 2) of the Authority.

Table 1
Condensed Statements of Net Position
December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
ASSETS		
Cash and investments	\$ 2,533,153	\$ 2,167,629
Other assets	131,203	122,224
TOTAL ASSETS	<u>2,664,356</u>	<u>2,289,853</u>
LIABILITIES		
Other liabilities	1,153,049	475,594
Long-term liabilities	1,109,846	1,468,044
TOTAL LIABILITIES	<u>2,262,895</u>	<u>1,943,638</u>
NET POSITION		
Unrestricted	\$ <u>401,461</u>	\$ <u>346,215</u>

UPPER MERION TRANSPORTATION AUTHORITY
(A Component Unit of Upper Merion Township)
MANAGEMENT'S DISCUSSION AND ANALYSIS (Unaudited)
YEAR ENDED DECEMBER 31, 2018

Table 2
Condensed Statements of Revenues, Expenses and Changes in Net Position
Years Ended December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
REVENUES		
Assessments	\$ 327,923	\$ 78,721
Grants	247,159	176,316
Investment income	42,661	22,369
TOTAL REVENUES	<u>617,743</u>	<u>277,406</u>
EXPENSES		
Professional fees	23,719	10,786
Road construction	492,371	331,036
Interest on long-term debt	27,637	33,304
Reimbursement to Upper Merion Township	18,770	19,141
TOTAL EXPENSES	<u>562,497</u>	<u>394,267</u>
CHANGE IN NET POSITION	55,246	(116,861)
NET POSITION, BEGINNING	<u>346,215</u>	<u>463,076</u>
NET POSITION, ENDING	<u>\$ 401,461</u>	<u>\$ 346,215</u>

REPORTING

For the past 30 years, Upper Merion Township has been in a period of substantial residential, industrial and commercial development due mostly to convenient accessibility via the Pennsylvania Turnpike, the Schuylkill Expressway (I-76) to Philadelphia and Routes 202 and 422. Many of the Township's roads were experiencing heavy congestion because of development as well as regional traffic. Local roads were quickly becoming inadequate. In 1985, the Upper Merion Transportation Authority was established to allow a greater degree of control over the scheduling and funding of highway improvements. In addition, the program identifies and prioritizes current highway and intersection flow problems and establishes a starting point for future improvements. Most importantly, the program provides a mechanism and source of revenue to fund various local improvements and reduces dependence on uncertain and untimely federal and state funding. A five-member board, appointed by the Township's Board of Supervisors, governs the Transportation Authority. Although legally separate, the Authority is considered a component unit of the Township because the Township is financially accountable for it.

UPPER MERION TRANSPORTATION AUTHORITY
(A Component Unit of Upper Merion Township)
MANAGEMENT'S DISCUSSION AND ANALYSIS (Unaudited)
YEAR ENDED DECEMBER 31, 2018

The Transportation Authority is funded by assessments charged to developers whose projects would impact Upper Merion Township traffic. The assessment is a one-time payment based on the estimated cost of construction for road improvements to handle peak hour traffic. Revenue from traffic assessments for 2018 totals \$327,923. Historically, from its inception, the Transportation Authority has taken in revenues in the form of traffic assessment fees totaling \$13,947,885.

Cash and investments represent 95% of the Authority's total assets.

REQUESTS FOR INFORMATION

This financial report is designed to provide our citizens, taxpayers, customers, investors and creditors with a general overview of the Authority's finances and to show the Authority's accountability for the funds it receives and disburses. If you have questions about this report or need additional information, please contact the Director of Finance and Administration at 175 West Valley Forge Road, King of Prussia, PA 19406-1802.

UPPER MERION TRANSPORTATION AUTHORITY
(A Component Unit of Upper Merion Township)
STATEMENT OF NET POSITION
DECEMBER 31, 2018

ASSETS

CURRENT ASSETS

Cash	\$ 460,864
Investments	2,072,289
Grant receivable	<u>131,203</u>
TOTAL ASSETS	<u>2,664,356</u>

LIABILITIES

CURRENT LIABILITIES

Accounts payable	97,744
Due to Upper Merion Township	18,771
Unearned revenue	670,232
Accrued interest payable	8,104
Current portion of loan payable	<u>358,198</u>
TOTAL CURRENT LIABILITIES	<u>1,153,049</u>

NONCURRENT LIABILITIES

Loan payable, less current portion	<u>1,109,846</u>
TOTAL LIABILITIES	<u>2,262,895</u>

NET POSITION

Unrestricted	<u><u>\$ 401,461</u></u>
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See accompanying notes to the basic financial statements.

UPPER MERION TRANSPORTATION AUTHORITY
(A Component Unit of Upper Merion Township)

STATEMENT OF REVENUES, EXPENSES AND
CHANGES IN NET POSITION
YEAR ENDED DECEMBER 31, 2018

OPERATING REVENUES	
Assessments	\$ 327,923
Grants	247,159
TOTAL OPERATING REVENUES	<u>575,082</u>
OPERATING EXPENSES	
Professional fees	23,719
Road construction	492,371
Reimbursement to Upper Merion Township	18,770
TOTAL OPERATING EXPENSES	<u>534,860</u>
OPERATING INCOME	<u>40,222</u>
NONOPERATING REVENUES (EXPENSES)	
Investment income	42,661
Interest expense	(27,637)
TOTAL NONOPERATING REVENUES (EXPENSES)	<u>15,024</u>
CHANGE IN NET POSITION	55,246
NET POSITION AT BEGINNING OF YEAR	<u>346,215</u>
NET POSITION AT END OF YEAR	<u>\$ 401,461</u>

See accompanying notes to the basic financial statements.

UPPER MERION TRANSPORTATION AUTHORITY
(A Component Unit of Upper Merion Township)

STATEMENT OF CASH FLOWS
YEAR ENDED DECEMBER 31, 2018

CASH FLOWS FROM OPERATING ACTIVITIES	
Cash received from assessments	\$ 998,155
Cash received from grants	231,273
Cash payments to suppliers for services	(512,279)
Cash payments to other governments	(18,770)
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>698,379</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES	
Payments on loan payable	(352,470)
Payments on loan receivable	6,907
Interest paid	(29,583)
NET CASH USED BY CAPITAL AND RELATED FINANCING ACTIVITIES	<u>(375,146)</u>
CASH FLOWS FROM INVESTING ACTIVITIES	
Investment income	42,661
Maturities of investments, net	(245,581)
NET CASH USED BY INVESTING ACTIVITIES	<u>(202,920)</u>
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES	
Due to Upper Merion Township	<u>(370)</u>
NET INCREASE IN CASH	119,943
CASH AT BEGINNING OF YEAR	<u>340,921</u>
CASH AT END OF YEAR	<u>\$ 460,864</u>
RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES	
Operating income	\$ 40,222
Adjustments to reconcile operating income to net cash provided by operating activities	
Changes in assets and liabilities	
Grant receivable	(15,886)
Accounts payable	3,811
Unearned revenue	670,232
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>\$ 698,379</u>

See accompanying notes to the basic financial statements.

UPPER MERION TRANSPORTATION AUTHORITY
(A Component Unit of Upper Merion Township)
NOTES TO THE BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Purpose of the Authority

The Upper Merion Transportation Authority (the "Authority") is a separate legal entity, which was created for the purpose of acquiring, constructing, improving, maintaining and operating, owning and leasing, either in the capacity of lessor or lessee, projects of the following kind and character: highways, parkways, transportation, traffic distribution centers and other business improvements including street paving, street lighting, parking lots, parking garages and all facilities necessary or incident thereto. The Authority is authorized to set rates and impose charges for such improvements as permitted by law.

Basis of Presentation

The financial statements of the Authority include all accounts of Upper Merion Township (the "Township") which relate to the Authority.

For financial reporting purposes, the Authority is a component unit of the Township. There are no component units included in the accompanying financial statements.

Basis of Accounting

The measurement focus is on the flow of economic resources and the accrual basis of accounting, whereby revenues are recognized when earned and expenses are recorded when incurred.

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of net position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will *not* be recognized as an outflow of resources (expense/expenditure) until then. The Authority has no items that qualify for reporting in this category.

In addition to liabilities, the statement of net position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period(s) and so will *not* be recognized as an inflow of resources (revenue) until that time. The Authority has no items that qualify for reporting in this category.

UPPER MERION TRANSPORTATION AUTHORITY
(A Component Unit of Upper Merion Township)
NOTES TO THE BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Net Position Flow Assumption

Sometimes the Authority will fund outlays for a particular purpose from both restricted (e.g., restricted bond or grant proceeds) and unrestricted resources. In order to calculate the amounts to report as restricted net position and unrestricted net position in the Proprietary Fund financial statements, a flow assumption must be made about the order in which the resources are considered to be applied. It is the Authority's policy to consider restricted net position to have been depleted before unrestricted net position is applied.

Assessments

Assessments are recorded as revenues in the year the assessments are levied, even if payments are made in installments. Assessments received in advance are recorded as unearned revenue.

Investments

The Authority has adopted GASB Statements No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*, No. 72, *Fair Value Measurement and Application* and No. 79, *Certain External Investment Pools and Pool Participants*. In accordance with these statements, investments in marketable securities with readily determinable fair value and all investments in debt securities are reported at their fair values. Investments in qualifying external investment pools are reported at amortized cost basis.

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 certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

NOTE B - CASH AND INVESTMENTS

Deposits

Custodial Credit Risk - Custodial credit risk is the risk that, in the event of a bank failure, the Authority's deposits may not be returned to it. Deposits are insured under Act 72 of the 1971 Session of the Pennsylvania General Assembly, whereby financial institutions were granted the authority to secure deposits of public bodies by pledging a pool of assets, as defined in the Act, to cover all public funds deposited in excess of FDIC limits. As of December 31, 2018, \$0 of the Authority's \$532,727 bank balance was insured by the FDIC and \$532,727 is uninsured and uncollateralized.

UPPER MERION TRANSPORTATION AUTHORITY
(A Component Unit of Upper Merion Township)
 NOTES TO THE BASIC FINANCIAL STATEMENTS
 DECEMBER 31, 2018

NOTE B - CASH AND INVESTMENTS (Continued)

Investments

As of December 31, 2018, the Authority had the following investments in an external investment pool:

<u>Investment Type</u>	<u>Amortized Cost</u>	<u>Investment Maturities Less Than One Year</u>
State investment pools	\$ <u>2,072,289</u>	\$ <u>2,072,289</u>

The Authority maintains investments in the PLGIT program, of which are funds similar to mutual funds. GASB Statement No. 3, Paragraph 69, provides that certain types of cash and investments, such as cash investments in a State Treasurer’s investment pool or mutual fund, cannot be assigned a credit risk category because the government does not own specific securities. Therefore, the PLGIT cash investments included in these statements will not be assigned a credit risk category. The carrying amount of these investments at December 31, 2018, is \$2,072,289. These assets maintain a stable net asset value of \$1 per share. All investments are monitored weekly by Standard & Poor’s and are subject to an independent audit on an annual basis.

Investments held with qualifying external state investment pools are value at amortized cost in accordance with GASB Statement No. 79.

Investment of Authority funds covered by the investment policy is limited to the following investment instruments:

1. U.S. Treasury bills.
2. Treasury bonds or notes with maturities of less than two years.
3. Fully insured or collateralized CDs with maturities of less than one year at commercial banks and savings and loans that have been approved as Authority depositories by the Investment Committee.
4. Investment pools offered by the Commonwealth of Pennsylvania or other entities, which have been approved by the Commonwealth of Pennsylvania for investment by Second Class Townships.
5. Investment instruments offered by the Pennsylvania Local Government Investment Trust (PLGIT).
6. Repurchase agreements with a term of less than five days fully collateralized (minimum 102% of principal at market value) by U.S. Treasury securities.
7. Certain short-term obligations of U.S. Government agencies as approved by the Investment Committee.

UPPER MERION TRANSPORTATION AUTHORITY
(A Component Unit of Upper Merion Township)
NOTES TO THE BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE B - CASH AND INVESTMENTS (Continued)

Interest Rate Risk - The Authority's investment policy limits investment maturities to remain sufficiently liquid to meet all operating requirements that are reasonably anticipated as a means of managing its exposure to fair value losses arising from increasing interest rates. Except where specifically indicated above, or with the approval of the Investment Committee, maturities of investment instruments will be limited to a maximum of two years.

Fair Value Measurement - The Authority categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are those that lack significant observable inputs. The Authority did not have any recurring fair value measurements as of December 31, 2018.

Safekeeping and Custody - To protect against potential fraud and embezzlement, whenever practical, the investment assets of the Authority will be secured through third-party custody and safekeeping procedures. Bearer instruments will be held only through third-party institutions.

Credit Risk - Only debt issues that meet or exceed a credit rating of A from Standard & Poor's and/or an A rating from Moody's may be purchased. As of December 31, 2018, the Authority's investment in state investment pools was rated AAAM by Standard & Poor's.

Although not registered with the Securities and Exchange Commission and not subject to formal regulatory oversight, the state investment pool is subject to an independent annual audit. The fair value in the external investment pool is equivalent to the value of the pool shares.

NOTE C - GRANT RECEIVABLE

As part of the ongoing participation in the Federal Aid Highway Program for the Route 23 and Route 422 Transportation Studies, the Authority is reimbursed by federal, state and local governments (see Note F). As of December 31, 2018, the Authority was due \$131,203.

NOTE D - LOAN RECEIVABLE

The Authority provided a loan to Kings Way Properties, LP on September 30, 2013, with an initial balance of \$43,424. Principal and interest payments in the amount of \$776 shall be made the first of each month beginning October 1, 2013. The terms of the loan are 2.80% interest with the loan receivable in full in 60 months on September 1, 2018. The loan was repaid in full during the year ended December 31, 2018.

UPPER MERION TRANSPORTATION AUTHORITY
(A Component Unit of Upper Merion Township)
NOTES TO THE BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE E - CHANGES IN LONG-TERM LIABILITIES

During the year ended December 31, 2018, the following changes in long-term liabilities occurred:

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Reductions</u>	<u>Ending Balance</u>	<u>Due Within One Year</u>
PA Infrastructure Bank Loan	\$ 1,820,514	\$ -	\$ (352,470)	\$ 1,468,044	\$ 358,198

The Authority entered into a bank loan agreement with Pennsylvania Infrastructure Bank dated July 12, 2012, borrowing \$3,500,000 payable over ten years with interest at 1.625%. The proceeds are to be used by the Authority to widen a portion of South Henderson Road. The first payment of principal and interest was due to Pennsylvania Infrastructure Bank on August 29, 2013.

The annual requirement to amortize the loan payable as of December 31, 2018, including interest payments, is as follows:

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Totals</u>
2019	\$ 358,198	\$ 23,856	\$ 382,054
2020	363,969	18,084	382,053
2021	369,933	12,121	382,054
2022	375,944	6,109	382,053
	<u>\$ 1,468,044</u>	<u>\$ 60,170</u>	<u>\$ 1,528,214</u>

UPPER MERION TRANSPORTATION AUTHORITY
(A Component Unit of Upper Merion Township)
NOTES TO THE BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE F - COMMITMENT

Authority Agreement

The Authority has entered into an agreement to participate in a Federal Highway Aid Program for various transportation studies. Under the terms of the reimbursement agreement, the Authority is responsible for a share of the costs. The estimated project costs and estimated maximum reimbursement from federal funds are as follows:

	<u>Totals</u>
TRANSPORTATION STUDY	
S.R. 3051 Section C22 Multi-Use Trail Bridge over the Schuylkill River Project 164046-B	\$ 11,961,000
S.R. Section 2NG North Gulph Road Project 164228	1,250,000
East Church Road Bridge over SEPTA Project 064130-C	906,000

The total costs of the projects incurred through December 31, 2018, were \$6,534,206

		Share of Costs					
Federal		State and County		Authority			
\$ 11,961,000	100%	\$ -	0%	\$ -	0%		
1,000,000	80%	250,000	20%	-	0%		
724,800	80%	135,900	15%	45,300	*	5%	

* Note -- The local share for the East Church Road Bridge over SEPTA Project 064130-C is shared as 2.5% Authority and 2.5% Montgomery County.