

**SAN MATEO COUNTY EXPOSITION
AND FAIR ASSOCIATION**

**Financial Statements with
Auditor's Report Thereon
December 31, 2010 and 2009**

SAN MATEO COUNTY EXPOSITION AND FAIR ASSOCIATION

December 31, 2010 and 2009

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San Mateo County Exposition and Fair Association
MANAGEMENT'S DISCUSSION AND ANALYSIS

As management of the San Mateo County Exposition and Fair Association (Association), we offer our readers of the Association's financial statements this narrative overview and analysis of its financial activities for the fiscal year ended December 31, 2010. We encourage readers to consider the information presented here in conjunction with the basic financial statements and related notes.

Financial Highlights

- The Association's total net assets as of December 31, 2010 amounted to \$5,192,299 an increase of \$639,243 from prior year. The increase in net assets was due to the excess of revenue over expenses during the current year.
- Most of the \$5,192,299 in net assets was comprised of surplus cash and the investment in capital assets offset by long-term liabilities.
- Total operating revenues for the year, amounted to \$8,016,600 and were comprised of fair revenue of \$1,261,265; rental revenue of \$3,345,473; satellite wagering facility revenue of \$3,406,882 and other revenue of \$2,980.

Overview of the Financial Statements

This discussion and analysis are intended to serve as an introduction to the Association's basic financial statements.

As required by accounting principles, the financial transactions of the Association are accounted for in an enterprise fund. An enterprise fund is used to account for operations financed and operated in a manner similar to private business enterprises, where the intent of the governing body is to have the costs of providing goods or services to the general public be financed primarily through user charges and where the periodic determination of net income is appropriate for accountability, management control, or other purposes.

The *statements of net assets* on page 5 present information on the Association's assets and liabilities, with the difference reported as net assets. Changes in net assets over time provide an indicator of whether the financial position of the Association is improving or deteriorating.

The *statements of revenues, expenses and changes in fund net assets* on page 6 report how the Association's net assets changed during the most recent fiscal years. Changes in net assets are reported as soon as underlying events occur, regardless of the timing of the related cash flows. Thus, some revenues and expenses reported in this statement may result in cash flows only in future periods.

The *notes to the financial statements* on pages 8 through 16 provide additional information that is essential to the full understanding of the data provided in the financial statements.

San Mateo County Exposition and Fair Association
MANAGEMENT'S DISCUSSION AND ANALYSIS

Financial Analysis

Net Assets

	<u>2010</u>	<u>2009</u>	<u>2008</u>
Current and other assets	\$ 3,406,956	\$ 2,930,888	\$ 1,751,083
Capital assets, net	5,315,299	5,653,402	5,997,314
Total Assets	<u>8,722,255</u>	<u>8,584,290</u>	<u>7,748,397</u>
Current and other liabilities	1,208,819	1,280,047	1,160,009
Noncurrent liabilities	2,321,137	2,751,187	3,160,729
Total Liabilities	<u>3,529,956</u>	<u>4,031,234</u>	<u>4,320,738</u>
Total Net Assets	<u>\$ 5,192,299</u>	<u>\$ 4,553,056</u>	<u>\$ 3,427,659</u>

- Total assets stand at \$8,722,255 an increase of \$137,965 or 2% compared to the previous fiscal year. The increase was mainly due to an increase in cash offset with decreases in securities lending collateral and accounts receivable-general.
- Total liabilities decreased by \$501,278 or 12% between fiscal years to \$3,529,956. The decrease was mainly due to a decrease in long-term liabilities.

Changes in Net Assets

	<u>2010</u>	<u>2009</u>	<u>2008</u>
Revenues and Other Financing Sources:			
Fair revenues	\$ 1,261,265	\$ 1,591,722	\$ 1,571,111
Rental revenues	3,345,473	3,005,189	3,483,240
Horse racing	-	-	419,484
Satellite wagering facility	3,406,882	3,324,195	940,523
Support – Contributions	151,917	372,778	1,482,805
Investment earnings	16,245	12,034	11,194
Gain on sale of capital asset	500	-	-
Other Income	2,980	37,532	57,527
Total Revenues and Other Financing Sources	<u>8,185,262</u>	<u>8,343,450</u>	<u>7,965,884</u>
Expenses and Other Financing Uses:			
Salaries & Benefits	2,877,460	2,952,665	1,994,975
General Operating Expenses	3,900,088	3,582,302	4,180,111
Capital Expenditures - County improvements	39,225	-	551,785
Interest paid on capital debt	50,027	87,371	43,662
Depreciation Expense	679,219	595,715	229,996
Total Expenses and Other Financing Uses	<u>7,546,019</u>	<u>7,218,053</u>	<u>7,000,529</u>
Change in Net Assets	639,243	1,125,397	965,355
Net Assets - January 1	<u>4,553,056</u>	<u>3,427,659</u>	<u>2,462,304</u>
Net Assets - December 31	<u>\$ 5,192,299</u>	<u>\$ 4,553,056</u>	<u>\$ 3,427,659</u>

- Total revenues earned during the current period were \$8,185,262, a decrease of \$158,188 or 2% compared to the prior year. This was primarily due to a decrease in fair revenues and support - contributions received offset with an increase in rental revenues received.
- Total Expenses incurred during the year amounted to \$7,546,019, an increase of \$327,966 or 5% compared to the prior year. The increase was mostly due to increased spending on general operating expenses and an increase in depreciation expense.

San Mateo County Exposition and Fair Association
MANAGEMENT’S DISCUSSION AND ANALYSIS

Beyond 2010

Racing at the Bay Meadows Race Track ended on Sunday, August 17, 2008, ending a 73-year tradition in San Mateo. The Grandstand and Track at Bay Meadows were demolished in the Fall of 2008, making way for a mixed use, transit oriented development.

The “Jockey Club” (our Satellite Wagering Facility) opened on August 20, 2008 in Cypress Hall (a temporary location). Oak Hall underwent major remodeling, and opened as the “Jockey Club” on November 18, 2008. Currently, the Jockey Club operates in both Oak and Cypress Halls and is the number one satellite wagering location in Northern California.

Revenues from the Satellite Wagering Facility are being used to repay the debt incurred with the construction of the Satellite Wagering Facility, as well as to improve and upgrade the San Mateo County Event Center, as well as provide programming support to the annual San Mateo County Fair.

The Fair moved their dates to June in 2010. This date change (as well as the unusual cool summer weather) affected fair attendance in 2010. The 2011 San Mateo County Fair was held June 11-19 and was an overwhelming success.

The focus of the Board and Management currently is to maintain our successful rental program, continue to run the Jockey Club in a profitable manner, and expand on a successful 2011 San Mateo County Fair in the short-term.

Long-term, the Board and Management are exploring additional methods to keep the Fair and Event Center relevant to the community today and in the future with the possible construction of new facilities.

Requests for Information

This financial report is designed to provide a general overview of the Association’s finances for all those interested. Questions concerning any of the information provided in this report, or requests for additional financial information should be addressed to San Mateo County Exposition and Fair Association, 2495 South Delaware St, San Mateo, CA 94403.

San Mateo County Exposition and Fair Association
Statements of Net Assets
December 31, 2010 and 2009

	2010	2009
Assets		
Current Assets:		
Cash (Note 2)	\$ 3,045,146	\$ 2,490,314
Securities lending collateral	-	47,611
Accounts receivable:		
General (Note 3)	268,474	345,930
Prepaid expenses	93,336	47,033
Total Current Assets	3,406,956	2,930,888
Noncurrent Assets:		
Capital assets, net of accumulated depreciation (Notes 1(b), 4)	5,315,299	5,653,402
Total Noncurrent Assets	5,315,299	5,653,402
Total Assets	8,722,255	8,584,290
Liabilities		
Current Liabilities:		
Accounts payable	292,839	146,664
Securities lending collateral due	-	47,611
Accrued payables:		
Salaries and wages	117,344	123,020
Other	51,885	107,188
Advance billings	243,301	360,554
Deferred funding (Note 1(b))	28,251	18,251
Livestock auction account	20,220	18,022
Loans payable - current (Note 5)	439,967	432,582
Capital lease payable - current (Note 5)	12,656	24,145
Other current liabilities	2,356	2,010
Total Current Liabilities	1,208,819	1,280,047
Noncurrent Liabilities:		
Employee leave benefits (Note 1(b))	231,765	211,785
Loans payable - noncurrent (Note 5)	2,089,372	2,526,773
Capital lease payable - noncurrent (Note 5)	-	12,629
Total Noncurrent Liabilities	2,321,137	2,751,187
Total Liabilities	3,529,956	4,031,234
Net Assets		
Invested in capital assets, net of related debt (Note 1(b))	2,773,304	2,694,047
Unrestricted	2,418,995	1,859,009
Total Net Assets	\$ 5,192,299	\$ 4,553,056

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

San Mateo County Exposition and Fair Association
Statements of Revenues, Expenses, and Changes in Fund Net Assets
For the Years Ended December 31, 2010 and 2009

	2010	2009
Operating Revenues		
Fair (Note 6(a))	\$ 1,261,265	\$ 1,591,722
Rental (Note 6(b))	3,345,473	3,005,189
Satellite wagering facility (Note 6(c))	3,406,882	3,324,195
Other	2,980	37,532
Total Operating Revenues	8,016,600	7,958,638
Operating Expenses		
Administrative	1,235,904	1,325,785
Maintenance	1,772,234	1,523,470
Publicity	462,347	401,777
Attendance/Operations	944,518	1,043,814
Premium	55,565	49,981
Exhibits	284,442	232,184
Racing	-	545
Satellite wagering facility	1,500,398	1,369,573
Attractions/Entertainment	440,928	478,493
Depreciation expense (Note 4)	679,219	595,715
Miscellaneous fair expense	81,212	109,345
Total Operating Expenses	7,456,767	7,130,682
Operating Income	559,833	827,956
Nonoperating Revenues (Expenses)		
Investment earnings	16,245	12,034
Interest expense	(50,027)	(87,371)
Gain/Loss on sale of capital asset	500	-
Contributions - noncapital	116,917	107,833
Total Nonoperating Revenues (Expenses)	83,635	32,496
Income Before Capital Contributions and Capital Improvements	643,468	860,452
Capital Contributions	35,000	264,945
Capital Improvements	(39,225)	-
Change in Net Assets	639,243	1,125,397
Net Assets - beginning , and restated (Note 9)	4,553,056	3,427,659
Net Assets - ending	\$ 5,192,299	\$ 4,553,056

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

San Mateo County Exposition and Fair Association
Statements of Cash Flows
For the Years Ended December 31, 2010 and 2009

	2010	2009
Cash Flows from Operating Activities		
Receipts from customers	\$ 7,979,001	\$ 8,015,825
Payments to suppliers	(3,855,173)	(3,648,045)
Payments to employees	(2,863,156)	(2,882,022)
Net Cash Provided by Operating Activities	1,260,672	1,485,758
Cash Flows From Non-Capital Financing Activities		
Contributions received	116,917	107,833
Net Cash Provided by Non-Capital Financing Activities	116,917	107,833
Cash Flows From Capital and Related Financing Activities		
Capital contributions	45,000	40,000
Proceeds from sale of capital assets	500	-
Acquisition and construction of capital assets	(341,621)	(16,858)
Principal paid on capital debt	(454,134)	(463,316)
Interest paid on capital debt	(50,027)	(87,371)
Improvements	(38,720)	-
Net Cash (Used) by Capital and Related Financing Activities	(839,002)	(527,545)
Cash Flows From Investing Activities		
Investment earnings	16,245	12,034
Net Cash Provided by Investing Activities	16,245	12,034
Net Increase in Cash	554,832	1,078,080
Cash - beginning of year	2,490,314	1,412,234
Cash - end of year	\$ 3,045,146	\$ 2,490,314
Reconciliation of Operating Income to Net Cash Provided by Operating Activities		
Operating Income (Loss)	\$ 559,833	\$ 827,956
Adjustments to Reconcile Operating Income (Loss) to Net Cash Provided by Operating Activities:		
Depreciation expense	679,219	595,715
Change in Assets and Liabilities:		
(Increase) decrease in:		
Accounts receivable	77,456	(40,471)
Prepaid insurance	(46,303)	(19,783)
Deferred charges	-	3,918
Increase (decrease) in:		
Accounts payable	146,175	(125,568)
Accrued expenses	(40,999)	146,333
Advance billings	(117,253)	96,422
Other current liabilities	346	-
Advance deposits	2,198	1,236
Net Cash Provided by Operating Activities	\$ 1,260,672	\$ 1,485,758

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

San Mateo County Exposition and Fair Association
Notes to the Financial Statements
December 31, 2010 and 2009

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Reporting Entity

The San Mateo County Exposition and Fair Association (Association) is a California nonprofit organization under section 501(c)(3) of the Internal Revenue Code. The Association was incorporated on August 8, 1938, for the purpose of conducting the annual County Fair and managing the Event Center, and its buildings and facilities, which includes a satellite wagering facility, under agreement with the County of San Mateo (the County) pursuant to Section 25906 of the California Government Code. The term of the agreement is from July 1, 2008 to June 30, 2020. The Association is governed by a seven-member Board of Directors appointed by the County Board of Supervisors. The Association is subject to the policies, procedures and regulations set forth in the California Government Code, California Business and Professional Code, Public Contracts Code, Food and Agriculture Code, State Administration Manual and the Accounting Procedures Manual established by the Division of Fairs and Expositions.

(b) Measurement focus, basis of accounting, and financial statement presentation

The financial statements are reported using the *economic resources measurement focus* and the *accrual basis of accounting*, which recognizes increases and decreases in economic resources as soon as the underlying event or transaction occurs. Under this method, revenues are recognized as soon as they are earned and expenses are recognized as soon as a liability is incurred, regardless of the timing of related cash inflows and outflows. Nonexchange transactions, in which the Association receives (or gives) value without directly giving (or receiving) equal value in exchange, include grant contributions. On an accrual basis, revenues from these contributions are recognized when all the eligibility requirements are satisfied.

All financial transactions of the Association are accounted for in an enterprise fund. An enterprise fund is used to account for operations that are financed and operated in a manner similar to private business enterprises, where the intent of the governing body is to have the costs of providing goods or services to the general public be financed primarily through user charges and where the periodic determination of net income is appropriate for accountability, management control, capital maintenance, or other purposes.

Cash and Cash Equivalents: Cash and cash equivalents include all monies held in banks, highly liquid investments with maturities of less than three months and cash held in the San Mateo County Investment Pool (County Pool). A portion of the cash balance is pooled with other funds of the County to earn a higher rate of return than could be earned by investing the funds individually.

Receivables: All receivables are reported at their gross value and, where appropriate, are reduced by the estimated portion that is expected to be uncollectible.

Prepaid Expenses/Deferred Charges: An asset is established at the date of payment and subsequently amortized over the accounting periods that are expected to benefit from the initial payment.

Capital Assets: Leasehold improvements over \$5,000 and a useful life of more than one year are capitalized and depreciated over the lease term. Equipment purchases over \$1,000 are capitalized and depreciated over a useful life of 3 to 10 years. Amounts spent on projects that have not been placed in service are reported as construction-in-progress until the project is completed and the asset is placed in service. Assets acquired through donations are recorded at their estimated fair value at the time of acquisition. Amounts spent on repairs and maintenance to County owned property are expensed as incurred by the Association.

Long-term Obligations: Long-term debt and other long-term obligations are reported as liabilities in the *statements of net assets*.

San Mateo County Exposition and Fair Association
Notes to the Financial Statements
December 31, 2010 and 2009

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Net Assets: The net asset balance not invested in capital assets represents the amount available for future operations.

Deferred Funding: Unused portions of amounts received for capital improvements or other activities are recorded as deferred funding until those capital improvements and activities are accomplished.

Employee Leave Benefits: The liability for unpaid employee leave benefits is computed at the end of each year and includes the liability for unused holiday, compensatory, personal, vacation and 20% of unused sick leave which has accrued and has not been paid, up to the limits set forth in the Association's administrative policies.

(c) Use of Estimates

The preparation of basic 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 based on subsequent events could differ from those estimates.

(d) Income Taxes

The Association falls under the purview of Section 501(c)(3) of the Internal Revenue Code and corresponding California Revenue and Taxation Code provisions. As such, it is not subject to federal or state income taxes.

(e) Reclassification

Certain prior year amounts have been reclassified in order to be consistent with the current year's presentation.

2. CASH AND CASH EQUIVALENTS

(a) Cash

A portion of the cash balance reported on the *statements of net assets* is pooled with other funds in the County Pool, which is a governmental investment pool managed and directed by the elected San Mateo County Treasurer. The County Pool is not registered with the Securities and Exchange Commission. An oversight committee, comprised of local government officials and various participants, provide oversight to the management of the fund. The Association is a voluntary participant in the County Pool.

Cash and cash equivalents in the County Pool are reported at fair value, as required by GASB 31. The change in fair value for the year is recorded as unrealized gain or loss and reported as part of investment earnings. Fair value is based on information provided by the County Treasurer. The fair value of cash and cash equivalents held in the County Pool as of December 31, 2010 and 2009 approximated book value.

For purposes of the accompanying statements of cash flows, the Association considers its equity in the County Pool to be cash equivalents.

San Mateo County Exposition and Fair Association
Notes to the Financial Statements
December 31, 2010 and 2009

2. CASH AND CASH EQUIVALENTS (continued)

(b) Authorized Investments of the County Pool

The County Pool's Investment Policy and the California Government Code allow the County Pool to invest in the following, provided the credit ratings of the issuers are acceptable to the County Pool. The following also identifies certain requirements of the County Pool and California Government Code that address interest rate risk, credit risk, and concentrations of credit risk:

<u>Authorized Investment Type</u>	<u>Maximum Maturity</u>	<u>Minimum Credit Quality</u>	<u>Maximum % Allowed in Portfolio</u>	<u>Maximum % Investment in One Issuer</u>
U.S. Treasury Obligations	7 years	AAA	100	100
Obligations of U.S. Agencies or government sponsored enterprises	7 years	AAA	100	40
U.S. Agencies Callables	7 years	AAA	100	25
Bankers acceptances	180 days	A1/P-1/F1	15	5
Collateralized time deposits within the state of California	1 year	A1/P-1/F1	15	5
Negotiable certificates of deposit	5 years	A1/P-1/F1	30	5
Commercial paper	270 days or less	A1/P-1	40	5
Repurchase agreements secured by U.S. Treasury or agency obligation	92 days	AAA	100	See limitation for Treasuries and Agencies above
Corporate bonds, medium term notes and covered bonds	5 years	AA/A	30	5
Local Agency Investment Fund (LAIF)	-	-	-	Up to the current state limit
Shares of beneficial interest	-	Money Market A1/P1	10	5
Mortgage backed securities/CMO's	5 years	A	20	5
Asset backed securities	5 years	AAA	20	5

At December 31, 2010, the County Pool was invested in the following securities:

<u>Investment Type</u>	<u>Interest Rate</u>	<u>Maturities</u>	<u>Weighted Average Maturity (Years)</u>	<u>Rating</u>
U. S. Treasuries	0.00%-2.13%	01/13/11-11/30/15	2.38	AAA
U.S. government agency securities	0.00%-2.38%	01/10/11-11/23/15	1.07	AAA
U.S. government agency securities: floating rate	0.16%-0.41%	08/01/11-05/01/12	.91	AAA
Repurchase agreements	0.07%-0.17%	01/03/11	.01	AAA
Corporate bonds	1.38%-5.90%	03/15/11-11/09/15	3.81	AAA, AA+, AA
Floating rate securities	0.32%-0.54%	01/18/11-11/14/12	1.13	AA-, A+, A
Certificate of deposit: floating rate	0.59%	01/19/12	1.05	AA-

San Mateo County Exposition and Fair Association
Notes to the Financial Statements
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2. CASH AND CASH EQUIVALENTS (continued)

(c) County Pool: Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligation. State law and the County's investment policy limit the County's investments in commercial paper to the rating of A1 or better by Standard & Poor's, or P-1 or better by Moody's Investors Service; and corporate bonds to the rating of A or higher by both Standard & Poor's and Moody's Investors Service. No limits are placed on the U.S. government agency securities and U.S. Treasuries. The County's Investment pool was rated AAAs/S1 by Standard & Poor's. Standard & Poor's and Moody's Investors Service are major rating agencies that issue opinions on the quality of securities, which investors may consider when assessing risk.

(d) County Pool: Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of the County Pool's investment in a single issuer of securities. For each authorized investment type, state law restricts the maximum percentages allowed in the portfolio and per issuer. See Note 2(b). As of December 31, 2010, the investment pool has five percent or more of its total investments with the following issuers: 33% in U.S. Treasuries (notes, t-bills and cash management bills), 18.0% in Federal National Mortgage Association, 11.4% in Federal Home Loan Mortgage Corporation, 15.8% in Repurchase Agreements and 10.2% in Federal Home Loan Bank.

(e) County Pool: Foreign Currency Risk

Foreign currency risk is the risk that changes in the exchange rates will adversely affect the fair value of an investment or deposit. The County investment policy does not include specific provisions to address foreign currency risk because the County does not invest in foreign securities.

(f) County Pool: Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The longer the duration of the portfolio is, the greater its price sensitivity to changes in interest rates. The County Pool manages its exposure to declines in fair values by limiting the weighted average maturity of its investment portfolio to five years or less in accordance with its investment policy. As of December 31, 2010, the County Pool had a weighted average maturity of 1.4 years and its floating rate securities were \$140 million. These securities are tied to the three-month London Interbank Offered Rate (LIBOR) index.

(g) Custodial Credit Risk for Deposits

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or collateral securities that are in the possession of an outside party. The County's investment policy requires that deposits in banks must meet the requirements of California Government Code. Under this code, any deposits of more than \$250,000 must be collateralized at 110% to 150% of the value of the deposit to guarantee the safety of the public funds. The first \$250,000 of the County's deposits are insured by the Federal Deposit Insurance Corporation (FDIC). Deposits more than the \$250,000 insured amount are fully collateralized by the County's financial institution by pledging identifiable U.S. Government securities at 110% or more.

As of December 31, 2010, \$1,203,380 (2009: \$672,548) of the Association's deposits with financial institutions was in excess of federal depository insurance limits.

San Mateo County Exposition and Fair Association
Notes to the Financial Statements
December 31, 2010 and 2009

3. ACCOUNTS RECEIVABLE – GENERAL

At December 31, 2010 and 2009, the accounts receivable - general balance was composed of the following:

	<u>2010</u>	<u>2009</u>
Total accounts receivable – general	\$ 416,072	\$ 470,984
Less: allowance for uncollectible accounts	(147,598)	(125,054)
Accounts receivable - general, net	<u>\$ 268,474</u>	<u>\$ 345,930</u>

4. CAPITAL ASSETS

Capital assets are comprised of equipment owned by the Association. A summary of changes in capital assets is presented below.

Summary of changes in capital assets:

	<u>Balance 1/1/2009</u>	<u>Additions</u>	<u>Retirements</u>	<u>Balance 12/31/2009</u>
Capital assets, not being depreciated:				
Construction-in-progress	\$ 4,994,813	\$ -	\$ 4,994,813	\$ -
Total capital assets, not being depreciated	<u>4,994,813</u>	<u>-</u>	<u>4,994,813</u>	<u>-</u>
Capital assets, being depreciated:				
Leasehold improvements	\$ 28,923	\$4,994,813	\$ -	\$ 5,023,736
Equipment financed by the Association	2,379,311	251,803	-	2,631,114
Less: accumulated depreciation	(1,405,733)	(595,715)	-	(2,001,448)
Total capital assets, being depreciated, net	<u>1,002,501</u>	<u>4,650,901</u>	<u>-</u>	<u>5,653,402</u>
Business-type activities capital assets, net	<u>\$ 5,997,314</u>	<u>\$ 4,650,901</u>	<u>\$ 4,994,813</u>	<u>\$ 5,653,402</u>
	<u>Balance 1/1/2010</u>	<u>Additions</u>	<u>Retirements</u>	<u>Balance 12/31/2010</u>
Capital assets, being depreciated:				
Leasehold improvements	\$ 5,023,736	\$ 239,401	\$ -	\$ 5,263,137
Equipment financed by the Association	2,631,114	102,220	(348,002)	2,385,332
Less: accumulated depreciation	(2,001,448)	(679,219)	347,497	(2,333,170)
Business-type activities capital assets, net	<u>\$ 5,653,402</u>	<u>\$ (337,598)</u>	<u>\$ 505</u>	<u>\$ 5,315,299</u>

Per the lease agreement with the County, the buildings, tenant improvements and all other fixed assets on the fairgrounds remain property of the County. Construction-in-progress, leasehold improvements and equipment are acquired with operating funds and funds allocated by the State and County.

Depreciation expense of \$679,219 (2009: \$595,715) was incurred during the current year.

5. LONG-TERM DEBT

Loans Payable

On February 5, 2008, the Association entered into a loan agreement with the County for \$900,000. The loan was used to fund the satellite wagering facility construction project. The loan bears interest at a rate of 3.5% per annum and is to be repaid in monthly installments over 5 years with the final payment due on June 5, 2013. At December 31, 2010, the outstanding loan amount was 505,925.

San Mateo County Exposition and Fair Association
Notes to the Financial Statements
December 31, 2010 and 2009

5. LONG-TERM DEBT (continued)

On April 10, 2008, the Association entered into a Project Funding and Repayment Agreement (Agreement) with the California Authority of Racing Fairs (CARF) and California Construction Authority (CCA). The Agreement includes various funding sources for the satellite wagering facility construction project. Per the Agreement, CARF made a grant of \$650,000 and a loan of \$750,000 (CARF Loan) and CCA made two loans to the Association. The First CCA Loan was for \$1,000,000 and the Second CCA Loan was for \$450,000. On October 7, 2008, the Agreement was amended to increase the Second CCA Loan amount to \$750,000.

The CARF Loan and First CCA Loan are interest-free and payable in annual installments of \$75,000 and \$100,000, respectively, commencing November 1, 2009 and continuing until November 1, 2018. The Second CCA Loan bears interest at the rate of 4.96% per annum and is payable in annual installments of \$96,300 beginning November 1, 2009. The final installment is due on November 1, 2018. As of December 31, 2010, the outstanding loan balances for the CARF Loan, First CCA Loan and Second CCA Loan were \$600,000, \$800,000 and \$623,414 respectively.

As of December 31, 2010, annual debt service requirements for loans payable were summarized as follows:

Year Ending December 31,	Principal	Interest
2011	439,967	45,398
2012	447,652	35,148
2013	349,331	25,304
2014	250,597	20,702
2015	254,347	16,953
2016-2018	787,445	26,436
	\$ 2,529,339	\$ 169,941

Capital Lease

The Association entered into a lease agreement with All-Lines Leasing for financing the acquisition of a vacuum rider sweeper with a down payment of \$2,216. The lease agreement qualifies as a capital lease for accounting purposes and, therefore, has been recorded at the present value of its future minimum lease payments as of the inception date.

The asset acquired through capital lease is as follows:

Equipment	\$ 70,391
Less: Accumulated depreciation	(42,234)
Total	\$ 28,157

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5. LONG-TERM DEBT (continued)

The future minimum lease obligation and the net present value of the minimum lease payments as of December 31, 2010 were as follows:

Year Ending December 31,	Principal
2011	\$ 12,848
Total Minimum Lease Payments	12,848
Less: Amount Representing Interest	(192)
Present Value of Minimum Lease Payments	\$12,656

Changes in long-term liabilities:

Long-term liabilities activity for the year ended December 31, 2010 were as follows:

	Beginning Balance	Additions	Reduction	Ending Balance	Due Within One Year
Loans Payable:					
County Loan	\$ 698,652	\$ -	\$ (192,727)	\$ 505,925	\$ 199,588
CARF Loan	675,000	-	(75,000)	600,000	75,000
First CCA Loan	900,000	-	(100,000)	800,000	100,000
Second CCA Loan	685,703	-	(62,289)	623,414	65,379
		-			
Capital Lease	36,774	-	(24,118)	12,656	12,656
	\$ 2,996,129	\$ -	\$ (454,134)	\$ 2,541,995	\$ 452,623

6. REVENUES

(a) Fair Revenues

Fair revenues are mainly from fees charged for admission to the Annual Fair. Commercial space rentals, sponsorships, parking, and a percentage of carnival and concession revenues are also included in fair revenues.

(b) Rental Revenues

The Association rents out its buildings and grounds during the year for a variety of events. Included in the rental revenues are rents charged for the use of the building and facilities, labor, parking, a percentage of concessions, and equipment rental fees.

(c) Satellite Wagering Facility Revenues

In August 2008, the Association opened The Jockey Club satellite wagering facility which is located on the County owned property. Included in satellite wagering facility revenues are track commissions received for live race meets held throughout California during the year, fees charged for admission, program sales, and lottery sales.

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6. REVENUES (continued)

(d) Investment earnings

Interest is received quarterly from the County Treasurer on investments made by the Association in the San Mateo County Investment Pool and from other financial institutions on funds deposited in certificates of deposits. Interest is recorded in the year it is earned and is available to pay current liabilities.

7. POSTEMPLOYMENT BENEFITS

(a) Deferred Compensation Plan

In October 2008, funds from the employee deferred compensation plan created in accordance with Internal Revenue Code (IRC) Section 457 were transferred to a tax-sheltered annuity plan under IRC Section 403(b). The plan, which is administered by American United Life Insurance Company, a One America Company, accepts pre-tax employee contributions. The Association does not contribute to the plan. Amounts deferred under the plan are not available to employees until termination, retirement, death or unforeseeable emergency.

(b) Pension Plan

The Association has established a defined contribution pension plan to provide benefits at retirement to eligible employees. In October 2008, the Association transferred funds from the existing Money-Purchase Pension Plan to another Money-Purchase Pension Plan created in accordance with IRC Section 401(a). Benefits are solely dependent upon amounts contributed to the plan plus investment earnings. The plan provisions, including the contribution requirements, are established under a plan agreement. American United Life Insurance Company, a One America Company, administers the plan. The funds are held by a designated plan trustee predetermined by the plan participants and are invested by either the plan trustee or the participant. The Association has the right to amend the plan at any time; however, in no event will any amendment authorize or permit any part of the plan assets to be used for purposes other than the exclusive benefit of participants or their beneficiaries. All employees who have completed one year of service, or 1,000 hours of service, are eligible to participate in the plan. For participants hired prior to June 1, 2008, the Association quarterly contributed 20% of each participant's quarterly compensation to the plan. Effective June 1, 2008, a resolution was adopted by the Board to change the Association's contribution rate to 5% for all new non-union, permanent and full-time employees hired on or after June 1, 2008. Voluntary contributions by employees are prohibited. The Association's contributions for each employee and the interest allocated to the employee's account are vested at the rate of 20% for every year of service, with full vesting after 5 years of service. The non-vested portion of the Association's contributions plus interest for employees who leave employment before 5 years of service are used to reduce the Association's current period contribution.

The actual contributions made by the Association after deducting forfeitures relating to employees who left employment before completing 5 years of service amounted to \$255,784 in 2010 and \$252,287 in 2009.

As of December 31, 2010 and 2009, the deferred compensation plan and pension plan had combined net assets of \$2,958,640 and \$2,426,336, respectively.

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8. RISK MANAGEMENT

The Association is exposed to various risks of losses related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disaster. The California Fair Services Authority provides the Association with worker's compensation and general liability insurance. The existing insurance coverage is current as of the issuance of this report. Under an agreement with the County, the County Counsel provides legal representation for any claims or litigation of the Association.

Claims have not exceeded coverage in any of the past three years and there has not been a significant reduction in coverage during the current year.

9. PRIOR PERIOD ADJUSTMENT

During 2008 and 2009, Ovations FanFare LLP (Ovations), the Association's food concessionaire for the satellite watering facility, contributed various equipment for the facility. Per agreement between the Association and Ovations, the Association holds title to all equipment purchased by Ovations, and, therefore, any equipment meeting the threshold per the Association's capitalization policy will be capitalized and the remaining recorded as an expense. The Association did not receive a detailed schedule of the equipment purchased by Ovations until the current year. The necessary adjustments were made in the current year, which also affected prior year amounts for contributions received and depreciation expense presented in the Statements of Revenues, Expenses, and Changes in Fund Net Assets and the capital assets balance presented in the Statements of Net Assets. The prior year contributions received amount increased by \$234,945 and the depreciation expense increased by \$35,242 resulting in a net increase of \$199,703 in prior year's ending and current year's beginning net assets as follows:

Beginning net assets for 2009, as previously reported	\$ 4,353,353
Adjustment for equipment contributed in prior year by Ovations for satellite watering facility and reported as capital asset in current year, net of accumulated depreciation	<u>199,703</u>
Beginning net assets for 2009, as restated	<u><u>\$ 4,553,056</u></u>

The prior year's capital assets balance increased by \$199,703 to \$5,653,402.