Financial Statements and Independent Auditor's Report

December 31, 2024 and 2023



= not your average accounting firm

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#### Independent Auditor's Report

To the Management of Enmarket Arena

#### Opinion

We have audited the accompanying financial statements of the Enmarket Arena (the "Arena") owned by the City of Savannah and managed by OVG Facilities, which comprise the balance sheets as of December 31, 2024 and 2023, and the related statements of revenues, expenses, and equity and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Arena as of December 31, 2024 and 2023, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

#### **Basis for Opinion**

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Arena and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### **Responsibilities of Management for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Arena's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

# Auditor's Responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Arena's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Arena's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

# Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The Schedules of Selling, General, and Administrative Expenses are presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements itself, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Scott and Company LLC.

Columbia, South Carolina April 28, 2025

#### Balance Sheets

as of December 31,

		2024		2023
Assets:				
Cash and cash equivalents	\$	11,059,710	\$	6,570,759
Accounts receivable, net		2,275,811		3,614,207
Intercompany receivables, net		-		1,012,868
Prepaid expenses		584,236		238,018
Total current assets		13,919,757		11,435,852
Property, plant, and equipment, net		948,730		1,018,132
Right of use asset, net		394,744		442,156
Contract acquisition costs, net		1,259,538		1,437,355
Other assets		7,732		-
Total assets	\$	16,530,501	\$	14,333,495
Liabilities:				
Accounts payable	\$	568,618	\$	1,700,764
Intercompany payables, net	Ŷ	1,389,325	Ŷ	-
Accrued expenses		1,905,233		1,193,841
Event liability		234,232		172,388
Ticketing liability		4,707,200		3,706,674
Deferred revenues		5,202,235		5,826,009
Lease liability, current portion		28,476		27,412
Total current liabilities		14,035,319		12,627,088
Lease liability, net of current portion		526,268		554,744
Total liabilities		14,561,587		13,181,832
Equity:				
Retained earnings		-		89
Cumulative excess of revenues over expenses		1,968,914		1,151,574
Total equity		1,968,914		1,151,663
Total liabilities and equity	\$	16,530,501	\$	14,333,495

The accompanying notes are an integral part of these financial statements.

# Statements of Revenues, Expenses, and Equity

for the years ended December 31,

	2024		2023
Revenues:			
Event related	\$ 16,684,891	\$	11,551,478
Sponsorship and premium seating	8,692,742		7,412,789
Total revenues	 25,377,633		18,964,267
Expenses:			
Event related	13,081,841		8,188,180
Sponsorship and premium seating	 2,177,169		1,996,576
Total expenses	 15,259,010		10,184,756
Gross profit	10,118,623		8,779,511
Selling, general, and administrative expenses	 7,648,835		7,631,857
Other income (expense)			
Interest income	147,340		138,363
City profit sharing	(648,214)	_	(134,443)
Total other (expense) income	(500,874)		3,920
Excess of revenues over expenses	 1,968,914		1,151,574
Member distributions	(1,151,663)		(1,909,606)
Total equity, beginning of year	 1,151,663		1,909,695
Total equity, end of year	\$ 1,968,914	\$	1,151,663

The accompanying notes are an integral part of these financial statements.

# Statements of Cash Flows

for the years ended December 31,

Cash flows provided by operating activities:\$1,968,914\$1,151,574Adjustments to reconcile the excess of expenses over revenues to net cash provided by operating activities: Depreciation and amortization382,537313,328Changes in operating assets and liabilities: Accounts receivable1,338,396126,261Prepaid expenses(346,218)(140,307)Intercompany2,402,1933,337,344Other assets(7,732)-Accounts payable(1,132,146)410,259Accounts payable(1,132,146)410,259Account expenses711,392(1,055,381)Event liability61,844(716,857)Ticketing liability1,000,52693,707Deferred rent(27,412)21,744Deferred revenues(623,774)(535,047)Net cash provided by operating activities:(87,906)(962,461)Net cash used in investing activities:(87,906)(962,461)Net cash used in investing activities:(1,151,663)(1,909,606)Net cash used in financing activities:(1,151,663)(1,909,606)Net cash used in financing activities:(1,151,663)(1,909,606)Net increase in cash and cash equivalents4,488,951134,558Cash and cash equivalents, beginning of year6,570,7596,436,201Cash and cash equivalents, beginning of year\$1,1059,710\$\$6,570,7596,436,201		2024			2023
Adjustments to reconcile the excess of expenses over revenues to net cash provided by operating activities: Depreciation and amortization382,537313,328Changes in operating assets and liabilities: Accounts receivable1,338,396126,261Prepaid expenses(346,218)(140,307)Intercompany2,402,1933,337,344Other assets(7,732)-Accounts payable(1,132,146)410,259Accrued expenses711,392(1,055,381)Event liability61,844(716,857)Ticketing liability1,000,52693,707Deferred rent(27,412)21,744Deferred rent evenues(623,774)(535,047)Net cash provided by operating activities:(87,906)(962,461)Net cash used in investing activities:(87,906)(962,461)Net cash used in financing activities:(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net increase in cash and cash equivalents4,488,951134,558Cash and cash equivalents, beginning of year6,570,759 <t< td=""><td>Cash flows provided by operating activities:</td><td></td><td></td><td></td><td></td></t<>	Cash flows provided by operating activities:				
over revenues to net cash provided by operating activities: Depreciation and amortization382,537313,328Changes in operating assets and liabilities: Accounts receivable1,338,396126,261Prepaid expenses(346,218)(140,307)Intercompany2,402,1933,337,344Other assets(7,732)-Accounts payable(1,132,146)410,259Accrued expenses711,392(1,055,381)Event liability61,844(716,857)Ticketing liability1,000,52693,707Deferred rent(27,412)21,744Deferred revenues(623,774)(535,047)Net cash provided by operating activities5,728,5203,006,625Cash flows used in investing activities:(87,906)(962,461)Net cash used in investing activities:(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net cash used in financing activities(1,558,6570,759)6,436,201	Excess of revenues over expenses	\$	1,968,914	\$	1,151,574
Depreciation and amortization382,537313,328Changes in operating assets and liabilities:1,338,396126,261Accounts receivable1,338,396126,261Prepaid expenses(346,218)(140,307)Intercompany2,402,1933,337,344Other assets(7,732)-Accounts payable(1,132,146)410,259Accrued expenses711,392(1,055,381)Event liability61,844(716,857)Ticketing liability1,000,52693,707Deferred rent(27,412)21,744Deferred revenues(623,774)(535,047)Net cash provided by operating activities:5,728,5203,006,625Cash flows used in investing activities:(87,906)(962,461)Net cash used in investing activities:(1,151,663)(1,909,606)Net cash used in financing activities:(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net cash used in financing activities(4,488,951134,558Cash and cash equivalents4,488,951134,558Cash and cash equivalents, beginning of year6,570,7596,436,201	Adjustments to reconcile the excess of expenses				
Changes in operating assets and liabilities:Accounts receivable1,338,396126,261Prepaid expenses(346,218)(140,307)Intercompany2,402,1933,337,344Other assets(7,732)-Accounts payable(1,132,146)410,259Accrued expenses711,392(1,055,381)Event liability61,844(716,857)Ticketing liability1,000,52693,707Deferred rent(27,412)21,744Deferred revenues(623,774)(535,047)Net cash provided by operating activities:5,728,5203,006,625Cash flows used in investing activities:(87,906)(962,461)Net cash used in investing activities(87,906)(962,461)Net cash used in financing activities:(1,151,663)(1,909,606)Net cash used in financing activities:(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net increase in cash and cash equivalents4,488,951134,558Cash and cash equivalents, beginning of year6,570,7596,436,201	over revenues to net cash provided by operating activities:				
Accounts receivable 1,338,396 126,261   Prepaid expenses (346,218) (140,307)   Intercompany 2,402,193 3,337,344   Other assets (7,732) -   Accounts payable (1,132,146) 410,259   Accrued expenses 711,392 (1,055,381)   Event liability 61,844 (716,857)   Ticketing liability 1,000,526 93,707   Deferred rent (27,412) 21,744   Deferred revenues (623,774) (535,047)   Net cash provided by operating activities: 3,006,625   Cash flows used in investing activities: (87,906) (962,461)   Net cash used in investing activities: (87,906) (962,461)   Net cash used in financing activities: (1,151,663) (1,909,606)   Net cash used in financing activities: (1,151,663) (1,909,606)   Net cash used in financing activities (1,151,663) (1,909,606)   Net cash used in financing activities (1,151,663) (1,909,606)   Net cash used in financing activities (1,151,663) (1,909,606)   Net increase in cash and cash equivalents	Depreciation and amortization		382,537		313,328
Prepaid expenses   (346,218)   (140,307)     Intercompany   2,402,193   3,337,344     Other assets   (7,732)   -     Accounts payable   (1,132,146)   410,259     Accrued expenses   711,392   (1,055,381)     Event liability   61,844   (716,857)     Ticketing liability   1,000,526   93,707     Deferred rent   (27,412)   21,744     Deferred revenues   (623,774)   (535,047)     Net cash provided by operating activities:   772,8520   3,006,625     Cash flows used in investing activities:   (87,906)   (962,461)     Net cash used in investing activities:   (87,906)   (962,461)     Net cash used in financing activities:   (1,151,663)   (1,909,606)     Net cash used in financing activities:   (1,151,663)   (1,909,606)     Net cash used in financing activities   (1,151,663)   (1,909,606)     Net cash used in financing activities   (1,151,663)   (1,909,606)     Net increase in cash and cash equivalents   4,488,951   134,558     Cash and cash equivalents, beginning o	Changes in operating assets and liabilities:				
Intercompany 2,402,193 3,337,344   Other assets (7,732) -   Accounts payable (1,132,146) 410,259   Accrued expenses 711,392 (1,055,381)   Event liability 61,844 (716,857)   Ticketing liability 1,000,526 93,707   Deferred rent (27,412) 21,744   Deferred revenues (623,774) (535,047)   Net cash provided by operating activities: 5,728,520 3,006,625   Cash flows used in investing activities: (87,906) (962,461)   Net cash used in investing activities: (87,906) (962,461)   Cash flows used in financing activities: (87,906) (962,461)   Member distributions (1,151,663) (1,909,606)   Net cash used in financing activities: (1,151,663) (1,909,606)   Net cash used in financing activities (1,151,663) (1,909,606)   Net increase in cash and cash equivalents 4,488,951 134,558   Gash and cash equivalents, beginning of year 6,570,759 6,436,201	Accounts receivable		1,338,396		126,261
Other assets (7,732) -   Accounts payable (1,132,146) 410,259   Accrued expenses 711,392 (1,055,381)   Event liability 61,844 (716,857)   Ticketing liability 1,000,526 93,707   Deferred rent (27,412) 21,744   Deferred revenues (623,774) (535,047)   Net cash provided by operating activities: 5,728,520 3,006,625   Cash flows used in investing activities: 8(87,906) (962,461)   Net cash used in investing activities: (87,906) (962,461)   Cash flows used in financing activities: (1,151,663) (1,909,606)   Net cash used in financing activities: (1,151,663) (1,909,606)   Net cash used in financing activities (1,151,663) (1,909,606)   Net increase in cash and cash equivalents 4,488,951 134,558   Cash and cash equivalents, beginning of year 6,570,759 6,436,201	Prepaid expenses		(346,218)		(140,307)
Accounts payable (1,132,146) 410,259   Accrued expenses 711,392 (1,055,381)   Event liability 61,844 (716,857)   Ticketing liability 1,000,526 93,707   Deferred rent (27,412) 21,744   Deferred revenues (623,774) (535,047)   Net cash provided by operating activities: 5,728,520 3,006,625   Cash flows used in investing activities: (87,906) (962,461)   Net cash used in investing activities: (87,906) (962,461)   Net cash used in financing activities: (1,151,663) (1,909,606)   Net cash used in financing activities: (1,151,663) (1,909,606)   Net cash used in financing activities (1,151,663) (1,909,606)   Net cash used in financing activities (1,151,663) (1,909,606)   Net increase in cash and cash equivalents 4,488,951 134,558   Cash and cash equivalents, beginning of year 6,570,759 6,436,201	Intercompany		2,402,193		3,337,344
Accrued expenses 711,392 (1,055,381)   Event liability 61,844 (716,857)   Ticketing liability 1,000,526 93,707   Deferred rent (27,412) 21,744   Deferred revenues (623,774) (535,047)   Net cash provided by operating activities 5,728,520 3,006,625   Cash flows used in investing activities: (87,906) (962,461)   Net cash used in investing activities: (87,906) (962,461)   Net cash used in investing activities: (1,151,663) (1,909,606)   Net cash used in financing activities: (1,151,663) (1,909,606)   Net cash used in financing activities (1,151,663) (1,909,606)   Net cash used in financing activities (1,151,663) (1,909,606)   Net increase in cash and cash equivalents 4,488,951 134,558   Cash and cash equivalents, beginning of year 6,570,759 6,436,201	Other assets		(7,732)		-
Event liability 61,844 (716,857)   Ticketing liability 1,000,526 93,707   Deferred rent (27,412) 21,744   Deferred revenues (623,774) (535,047)   Net cash provided by operating activities 5,728,520 3,006,625   Cash flows used in investing activities: 9 (87,906) (962,461)   Net cash used in investing activities (87,906) (962,461) (962,461)   Net cash used in financing activities: (87,906) (962,461) (962,461)   Net cash used in financing activities: (1,151,663) (1,909,606)   Net cash used in financing activities (1,151,663) (1,909,606)   Net cash used in financing activities (1,151,663) (1,909,606)   Net increase in cash and cash equivalents 4,488,951 134,558   Cash and cash equivalents, beginning of year 6,570,759 6,436,201	Accounts payable		(1,132,146)		410,259
Ticketing liability 1,000,526 93,707   Deferred rent (27,412) 21,744   Deferred revenues (623,774) (535,047)   Net cash provided by operating activities 5,728,520 3,006,625   Cash flows used in investing activities: 990,000 990,000   Purchases of property, plant, and equipment (87,906) (962,461)   Net cash used in financing activities: (87,906) (962,461)   Cash flows used in financing activities: (1,151,663) (1,909,606)   Net cash used in financing activities (1,151,663) (1,909,606)   Net cash used in financing activities 4,488,951 134,558   Cash and cash equivalents, beginning of year 6,570,759 6,436,201	Accrued expenses		711,392		(1,055,381)
Deferred rent(27,412)21,744Deferred revenues(623,774)(535,047)Net cash provided by operating activities5,728,5203,006,625Cash flows used in investing activities: Purchases of property, plant, and equipment(87,906)(962,461)Net cash used in investing activities(87,906)(962,461)Cash flows used in financing activities(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net increase in cash and cash equivalents4,488,951134,558Cash and cash equivalents, beginning of year6,570,7596,436,201	Event liability		61,844		(716,857)
Deferred revenues(623,774)(535,047)Net cash provided by operating activities5,728,5203,006,625Cash flows used in investing activities: Purchases of property, plant, and equipment Net cash used in investing activities(87,906)(962,461)Cash flows used in investing activities(87,906)(962,461)Cash flows used in financing activities: Member distributions(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net increase in cash and cash equivalents4,488,951134,558Cash and cash equivalents, beginning of year6,570,7596,436,201	Ticketing liability		1,000,526		93,707
Net cash provided by operating activities5,728,5203,006,625Cash flows used in investing activities: Purchases of property, plant, and equipment(87,906)(962,461)Net cash used in investing activities(87,906)(962,461)Cash flows used in financing activities: Member distributions(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net cash used in financing activities4,488,951134,558Cash and cash equivalents, beginning of year4,488,951134,558	Deferred rent		(27,412)		21,744
Cash flows used in investing activities:Purchases of property, plant, and equipment(87,906)(962,461)Net cash used in investing activities(87,906)(962,461)Cash flows used in financing activities:(1,151,663)(1,909,606)Member distributions(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net increase in cash and cash equivalents4,488,951134,558Cash and cash equivalents, beginning of year6,570,7596,436,201	Deferred revenues		(623,774)		(535,047)
Purchases of property, plant, and equipment(87,906)(962,461)Net cash used in investing activities(87,906)(962,461)Cash flows used in financing activities: Member distributionsMember distributions(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net increase in cash and cash equivalents4,488,951134,558Cash and cash equivalents, beginning of year6,570,7596,436,201	Net cash provided by operating activities		5,728,520		3,006,625
Net cash used in investing activities(87,906)(962,461)Cash flows used in financing activities: Member distributions(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net increase in cash and cash equivalents4,488,951134,558Cash and cash equivalents, beginning of year6,570,7596,436,201	Cash flows used in investing activities:				
Cash flows used in financing activities: Member distributions(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net increase in cash and cash equivalents4,488,951134,558Cash and cash equivalents, beginning of year6,570,7596,436,201	Purchases of property, plant, and equipment		(87,906)		(962,461)
Member distributions(1,151,663)(1,909,606)Net cash used in financing activities(1,151,663)(1,909,606)Net increase in cash and cash equivalents4,488,951134,558Cash and cash equivalents, beginning of year6,570,7596,436,201	Net cash used in investing activities		(87,906)		(962,461)
Net cash used in financing activities(1,151,663)(1,909,606)Net increase in cash and cash equivalents4,488,951134,558Cash and cash equivalents, beginning of year6,570,7596,436,201	Cash flows used in financing activities:				
Net increase in cash and cash equivalents4,488,951134,558Cash and cash equivalents, beginning of year6,570,7596,436,201	Member distributions		(1,151,663)		(1,909,606)
Cash and cash equivalents, beginning of year6,570,7596,436,201	Net cash used in financing activities		(1,151,663)		(1,909,606)
	Net increase in cash and cash equivalents		4,488,951		134,558
Cash and cash equivalents, end of year   \$ 11,059,710   \$ 6,570,759	Cash and cash equivalents, beginning of year		6,570,759	_	6,436,201
	Cash and cash equivalents, end of year	\$	11,059,710	\$	6,570,759

The accompanying notes are an integral part of these financial statements.

## Note 1. Description of Business and Basis of Presentation

Enmarket Arena (the "Arena") commenced operations on February 5, 2022 and is owned by the City of Savannah (the "City"). The City engaged OVG Facilities, LLC (the "Company" or "OVG") on November 7, 2019 to manage the activities and operations including rental of the space, advertising, promotions, marketing, event management, public relations, and support services of the arena located in Savannah, Georgia. The agreement between OVG and the City is for ten operating years commencing on the first event at the arena after receiving a Certificate of Occupancy.

# Note 2. Summary of Significant Accounting Principles

#### **Basis of Financial Presentation**

The accompanying financial statements include only the Company's operating accounts of the Arena. They do not include the building, and certain furniture and equipment of the Arena or the related depreciation of such assets as the City owns them. The accompanying financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

#### **Cash Equivalents**

The Arena considers all highly liquid debt instruments purchased with original maturity dates of three months or less and investments in money market funds to be cash equivalents. The carrying amounts reported in the balance sheet for cash approximate fair value. The Arena had no cash equivalents as of December 31, 2024 and 2023.

#### **Income Taxes**

The Arena is owned by the City, a non-taxable governmental agency exempt from federal and state income taxes. Accordingly, no provision for income taxes has been recorded.

#### Advertising Expense

Advertising costs are expensed when incurred, unless related to an event. If the advertising cost is related to an event, the cost is expensed upon occurrence of the event. The amount of advertising costs expensed during the years ended December 31, 2024 and December 31, 2023 was approximately \$103,000 and \$113,000, respectively.

#### Property, plant, and equipment

Property, plant, and equipment are stated at cost, net of depreciation. Depreciation is recorded on a straight-line basis over the estimated useful lives of assets as follows: three to ten years for furniture and fixtures and ten years for computer equipment. The Arena itself is owned by the City and not included in the Arena's property, plant, and equipment balance.

### **Revenue from Contracts with Customers**

Revenue is recognized when control over a product or service is transferred to a customer. Control is generally transferred when the Arena's service is performed based on the terms contained within the underlying contracts or agreements. Revenue is measured at the price which is based on the amount of consideration that the Arena expects to receive in exchange for transferring the promised goods or services to the customer. Revenue is adjusted to anticipate probable discounts and incentives.

Revenue is recognized on a gross or net basis based on the Arena's assessment of whether the Arena acts as principal or agent in the transaction. To the extent the Arena acts as the principal, revenue is reported on a gross basis. The determination of whether the Arena acts as a principal or an agent in a transaction is based on an evaluation of whether the Arena controls the good or service before it is transferred to the customer.

The Arena's general payment terms are short-term in duration. The Arena does not have significant financing components in the underlying contracts or agreements. Revenues due to the Arena, but not received, are accrued in the related period and recognized as contracts assets. If the Arena receives cash in excess of the current year's contractual payments or has a contractual right to an amount of consideration that is unconditional, it is recorded as contract liabilities and will be recognized as revenues in the applicable future period.

During the years ended December 31, 2024 and 2023, the Arena's revenues were derived from sponsorship fees, suites and premium revenues, and event-related revenues. Sponsorship fees vary by contract based on the amount and type of advertising included in the agreement and are typically received in advance of the service performance. Suite and premium revenues vary by contract and the type of product. Sponsorship fees were recognized evenly over the period of each agreement which aligns with the fulfillment of the underlying performance obligations. During the year ended December 31, 2024, suite and premium revenues were recognized straight line over the period of the agreement. During the year ended December 31, 2023, suite and premium revenues were recognized ratably over the period based on the number of events. Event-related revenues are directly associated with individual events at the Arena, such as concerts and sporting events and are recognized at a point in time when the event occurs.

Accounts Receivables and Allowance for Credit Losses – Receivables from contracts with customers, which are reported in accounts receivable represent the Arena's unconditional rights to consideration under its contracts with customers. An allowance for possible credit losses is recorded and reduces the carrying value of accounts receivable to its net realizable value. The amount of the reserve is based upon management's estimate of currently uncollectible accounts, age of the balance, current economic trends, forecasts about future trends and other factors. Provisions to increase the allowance are charged to operations. Allowances have been recorded for specific events at December 31, 2024 and 2023 for approximately \$0 and \$18,500, respectively. There were no bad debts charged to operations during the years ended December 31, 2024 and 2023.

## **Enmarket Arena** Notes to Financial Statements December 31, 2024 and 2023

Deferred Ticket Revenue – The Arena records deferred revenue when it receives a payment from a transaction prior to hosting an event. These transactions are initially recorded as liabilities and revenue is recognized once the performance obligation (event) is held. The sale of tickets for the various events began prior to year-end, thus the amounts were recorded as deferred revenues. The Arena also records deferred revenue when it receives sponsorship funds prior to the sponsorship agreement period. These transactions are initially recorded as liabilities and revenue is recognized over the period of the agreement.

*Economic factors* – The Arena is impacted by overall economic conditions, as visitors use their disposable income to purchase tickets.

# **Contract Acquisition Costs**

The Arena incurred expenses prior to beginning normal operations in February 2022. These expenses were included as contract acquisition costs, net of accumulated amortization at December 31, 2024 and 2023 at \$1,259,538 and \$1,437,355, respectively. Contract acquisition costs consist of advance payments and purchases for various expenses which are considered prepaid rent. These amounts are amortized using the straight-line method over the respective contract period, which is 10 years. If the contract is terminated prior to its maturity date, the Arena is generally reimbursed for the unamortized client acquisition costs. Amortization expense was \$177,817 for the years ended December 31, 2024 and 2023.

## **Concentrations of Credit Risk**

Financial instruments that potentially expose the Arena to concentrations of credit risk consist principally of cash and cash equivalents. Management is not aware of any concentrations of customer receivables to classes of customers or industries that would be similarly affected by economic conditions; however, a substantial portion of customers' ability to honor their accounts is dependent on economic conditions in Savannah and surrounding areas. Management believes the credit risks associated with the cash balances on deposit are minimal due to the credit ratio of the financial institutions used by the Arena. At times, such deposits may be in excess of Federal Deposit Insurance Corporation ("FDIC") insured limits. Cash on deposit in excess of FDIC limits totaled approximately \$10,383,000 at December 31, 2024.

#### Fair Value

The Arena measures fair value as it applies to items that are recognized and disclosed at fair value on a recurring basis and to non-financial assets and liabilities that are not recognized but are disclosed at fair value on a recurring basis using a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The carrying amounts for cash, prepaid expenses and other assets, accounts payable and accrued expenses, construction payables, and due from affiliates approximate fair value because of the short-term nature of these instruments. The carry amount of the Arena's debt approximates fair value since its floating rate approximates market rates.

#### Leases

The Arena entered into contractual arrangements for the utilization of a non-owned asset, the Arena building. The Arena determines if an arrangement is a lease at inception. Leases are evaluated at commencement to determine proper classification as an operating or finance lease, of which the Arena only has an operating lease. The Arena recognizes a right-of-use ("ROU") asset and lease liability at lease commencement based on the present value of lease payments over the lease term. The Arena uses the risk free rate as the discount rate as the Arena's lease arrangement does not provide an implicit borrowing rate. Determination of the lease discount rate was calculated using the risk-free rate expedient option, based upon calculations using information obtained from current available investment rates.

For the operating lease, fixed lease payments are recognized on a straight-line basis over the lease term. The Arena's lease does not contain any material residual value guarantees or payments under purchase and termination options which are reasonably certain to be exercised. Lease terms are initially determined as the non-cancelable period of a lease adjusted for options to extend a lease that are reasonably certain to be exercised. Right of use assets are carried at cost less accumulated amortization. Initial cost comprises the lease liability adjusted for lease payments at or before the commencement date. Leases that have an original term of 12 months or less are not recognized on the Arena's balance sheet, and the lease expense related to those short-term leases is recognized over the lease term.

#### **Use of Estimates**

The preparation of the financial statements requires the Arena to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses, and the related disclosures of contingent assets and liabilities at the date of the financial statements. The Arena evaluates these estimates and judgments on an ongoing basis and bases its estimates on historical experience, current conditions and various other assumptions that are believed to be reasonable under the circumstances. The results of these estimates form the basis for making judgments about the carrying values of assets and liabilities, as well as for identifying and assessing the accounting treatment with respect to commitments and contingencies. Actual results may materially differ from those estimates under different assumptions or conditions. The most significant estimate is the estimated useful lives of property, plant, and equipment.

During the year ended December 31, 2024, the Arena had a change in accounting estimate, recognizing suite and premium revenues straight line over the period of the agreement instead of ratably over the period based on the number of events. The change in estimate was to improve consistency and reduce operational complexity while still providing a reasonable and representative estimate of monthly revenue.

#### Reclassification

A portion of the accounts receivable balance on the balance sheet as of December 31, 2023 has been reclassified to intercompany receivables, in order to break out intercompany balances. There was no impact to retained earnings as a result of the reclassification.

## Note 3. Accounts Receivable and Revenue

The following table shows the Arena's revenue disaggregated between revenue categories during the years ended December 31,:

	2024	2023
Event-related	\$ 5,914,698	\$ 5,789,372
Ticketing-related	2,995,314	3,291,965
Premium seating	5,043,836	4,249,824
Sponsorship	3,244,188	3,038,014
Concession, merchandise, and other	8,179,597	2,595,092
Total revenue from contracts with customers	25,377,633	18,964,267
Other income	147,340	138,363
Total revenues	\$25,524,973	\$19,102,630

The Arena's revenues from contracts with customers were recognized at a point in time according to the timing of transfer of goods or services for everything except sponsorship and premium seating, which was recognized over the time of the agreement.

Contract assets and liabilities arising from contracts with customers consisted of the following at December 31,:

	2024	2023
Contract assets:		
Accounts receivable	\$ 2,275,811	\$ 3,614,207
Total contract assets	\$ 2,275,811	\$ 3,614,207
Contract liabilities: Event liability Ticketing liability Deferred revenues Total contract liabilities	\$ 234,232 4,707,200 5,202,235 \$ 10,143,667	\$ 172,388 3,706,674 5,826,009 \$ 9,705,071

The contract asset balance for the year ended December 31, 2023 has been adjusted to exclude intercompany receivable balances.

#### Note 4. Management Agreement

The management agreement between OVG and the City provides OVG the right to retain all arena operating revenues and the obligation to pay all operating expenses in connection with the Arena. Each operating year, OVG shall pay the City a flat rent payment and a revenue share based on the achievement of net operating revenue. The flat rent payment for the operating years ended December 31, 2024 and 2023 is \$50,000 and \$0, respectively, which is in line with the terms of the agreement. The revenue sharing for the years ended December 31, 2024 and 2023 is \$648,214 and \$134,443, respectively, and is included in accrued expenses on the Balance Sheet as of December 31, 2024 and 2023.

Below is the detailed calculation for the profit sharing amount for the year ended December 31, 2024:

Parking income allocation		OVG 25%	City 75%
Net parking income	\$ 298,602	\$ 74,651	\$ 223,951
Non parking income	\$ 2,318,525		
Total profit to split	\$ 2,318,525	_	
First \$1.0 million		1,000,000	
Next \$500,000	80%/20%	400,000	100,000
Next \$500,000	67%/33%	335,000	165,000
Over \$2.0 million	50%/50%	159,263	159,263
Net Operating Income Profit		1,894,263	424,263
Net Operating Income plus			
Net Parking Profit			\$ 648,214

Below is the detailed calculation for the profit sharing amount for the year ended December 31, 2023:

		OVG	City
Parking income allocation		25%	75%
Net parking income	\$ 140,436	\$ 35,110	\$ 105,326
Non parking income	\$ 1,145,584		
Total profit to split	\$ 1,145,584		
First \$1.0 million		1,000,000	
Next \$500,000	80%/20%	116,467	29,117
Next \$500,000	67%/33%	-	-
Over \$2.0 million	50%/50%	-	-
Net Operating Income Profit		1,116,467	29,117
Net Operating Income plus			
Net Parking Profit			\$ 134,443

The above calculation disclosures are specifically for the City, and the OVG profit disclosed is not included in the basic financial statements.

# Note 5. Property, plant, and equipment

Property, plant, and equipment consisted of the following as of December 31:

	2024	2023
Building improvements	\$ 945,925	\$ 904,438
Furniture and fixtures	128,851	128,851
Computer equipment	128,533	82,114
Total	1,203,309	1,115,403
Less, accumulated depreciation	254,579	97,271
Net property, plant, and equipment	\$ 948,730	\$ 1,018,132

Depreciation expense was \$157,308 and \$87,255 for the years ended December 31, 2024 and 2023, respectively.

#### Note 6. Litigation

From time to time the Arena may become party to litigation or other legal proceedings that they consider to be part of the ordinary course of business. The Arena is not currently involved in any legal proceedings that could reasonably be expected to have a material adverse effect on their business prospects, financial condition, results of operations or cash flows.

#### Note 7. Related-Party Transactions

The Arena is a party to various agreements with owners and parties that share either full or partial common ownership.

These agreements include the following:

Sales Service Agreement – The Company is paid a commission from Enmarket Arena based upon the sales and service of sponsor and corporate partners. The Arena recorded commission expense associated with this agreement of approximately \$485,000 and \$443,000 for the years ended December 31, 2024 and 2023, respectively.

Sales and Marketing Consulting agreement – The Company engaged a third party to be the sales agency for premium seating. The Arena recorded commissions expenses associated with this agreement of approximately \$473,000 and \$385,000 for the years ended December 31, 2024 and 2023, respectively.

*Hospitality* – The Company is engaged with a subsidiary of OVG to provide hospitality services. The Arena recorded related revenues of approximately \$2,062,000 and \$2,197,000 for the years ended December 31, 2024 and 2023, respectively. At December 31, 2024 and 2023, the Arena had an outstanding receivable of approximately \$714,000 and \$304,000, respectively, related to the aforementioned.

#### **Enmarket Arena** Notes to Financial Statements December 31, 2024 and 2023

In addition to the Arena, OVG also manages Johnny Mercer Theatre ("JMT") for the City. This can cause some overlap in receipts for various events and creates payables and receivables between the two entities. As of December 31, 2024, the Arena owed JMT approximately \$1,389,000, and as of December 31, 2023, JMT owed the Arena approximately \$1,013,000. Additionally, as OVG manages the Arena, they are also considered a related party. As of December 31, 2024 and 2023, there were no receivables or payables between the Arena and OVG.

#### Note 8. Leases

As mentioned in Note 4, included within the management agreement is rent for the use of the Arena building. Per the agreement, rent will be zero for the first two operating periods. The lease is classified as an operating lease based on the criteria under Topic ASC 842. The remaining lease terms is seven years, and the discount rate is 3.88%.

Lease-related assets and liabilities as presented in the balance sheets consist of the following at December 31,:

	2024	2023
Assets		
Operating lease right of use assets	\$ 539,480	\$ 539,480
Accumulated amortization	(144,736)	(97,324)
Total lease assets	\$ 394,744	\$ 442,156
Liabilities		
Current portion of operating lease liabilities	\$ 28,476	\$ 27,412
Long-term portion of operating lease liabilities	526,268	554,744
Total lease liabilities	\$ 554,744	\$ 582,156

The components of leasing costs, included in selling, general, and administrative expenses, consist of the following during the years ending December 31,:

	 2024	 2023	_
Operating lease costs Short-term lease costs	\$ 70,000 30,275	\$ 70,000 33,706	
Total lease costs	\$ 100,275	\$ 103,706	

Future minimum rent payments under the operating lease obligation are as follows for the periods ended December 31,:

2025	\$ 50,000
2026	100,000
2027	100,000
2028	100,000
2029	100,000
Thereafter	 200,000
Total undiscounted lease payments	 650,000
Less imputed interest	(95,256)
Present value of lease liability	\$ 554,744

The undiscounted cash flows differ from the lease liability on the balance sheet based on the net present value of future cash payments.

#### Note 9. Subsequent Events

The Arena has evaluated events and transactions occurring subsequent to the balance sheet date of December 31, 2024, for items that should potentially be recognized or disclosed in these financial statements. The evaluation was conducted through April 28, 2025, the date these financial statements were available to be issued, and there were no items of significance requiring disclosure.

# **Enmarket Arena** Schedules of Selling, General, and Administrative Expenses for the years ended December 31,

	2024		2023	
<b>.</b>				
Selling, general, and administrative expenses				
Salaries and benefits	\$	3,562,761	\$	3,246,562
Contracted services		1,475,967		1,989,423
Utilities		1,127,387		875,304
Supplies		268,713		367,098
Depreciation and amortization		382,537		313,328
Other general and administrative		280,992		242,329
Repair and maintenance		262,711		222,178
Insurance		90,534		117,296
Advertising		102,834		113,092
Travel and entertainment		58,329		110,537
Office expenses		36,070		34,710
Total selling, general, and administrative expenses	\$	7,648,835	\$	7,631,857

See accompanying Independent Auditor's Report