

BP Finance, Inc.

(A wholly owned subsidiary of Basketball Properties, Inc.)

Financial Statements, Supplemental Information and Compliance Reports

June 30, 2019 and 2018

BP Finance, Inc.
Index
June 30, 2019 and 2018

	Page(s)
Report of Independent Auditors	1–2
Balance Sheets	3
Statements of Operations	4
Statements of Changes in Stockholder's Equity	5
Statements of Cash Flows	6
Notes to Financial Statements	7–9
Supplemental Information	
Schedule of Expenditures of State Financial Assistance Project	10
Notes to Schedule of Expenditures of State Financial Assistance Project	11
Report of Independent Auditors on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with Government Auditing Standards	12–13
Report of Independent Auditors on Compliance with Requirements That Could Have a Direct and Material Effect on its Major State Financial Assistance Project	14–16
Schedule of Findings and Questioned Costs for State Financial Assistance Project	17–18



Report of Independent Auditors

To Management of BP Finance, Inc.

Report on the Financial Statements

We have audited the accompanying financial statements of BP Finance, Inc. (the "Company"), which comprise the balance sheets as of June 30, 2019 and 2018, and the related statements of operations, of changes in stockholder's equity and of cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the 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 opinions on the financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our 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, we consider internal control relevant to the BP Finance, Inc.'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 BP Finance'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 opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of BP Finance, Inc. as of June 30, 2019 and 2018, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.



Other Matters

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the BP Finance, Inc.'s basic financial statements. The accompanying Schedule of Expenditures of State Financial Assistance Project for the year ended June 30, 2019 is presented for purposes of additional analysis and is not a required part of the basic financial statements. The accompanying Schedule of Expenditures of State Financial Assistance Project for the year ended June 30, 2019 is presented for purposes of additional analysis as required by Florida Department of Banking and Finance Rule 3A-5.003 and Chapter 10.650, *Rules of the Auditor General*, and is not a required part of the basic financial statements.

The accompanying Schedule of Expenditures of State Financial Assistance Project is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Schedule of Expenditures of State Financial Assistance Project is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 28, 2019 on our consideration of BP Finance, Inc.'s internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering BP Finance, Inc.'s internal control over financial reporting and compliance.

PricewaterhouseCoopers LLP

October 28, 2019

BP Finance, Inc.
(A wholly owned subsidiary of Basketball Properties, Inc.)
Balance Sheets
June 30, 2019 and 2018

	2019	2018
Assets		
Restricted cash	\$ 735,557	\$ 713,114
Accounts receivable - State of Florida, net of discount of \$837,500 and \$904,383, respectively	<u>1,162,505</u>	<u>1,089,728</u>
Total current assets	1,898,062	1,802,842
Accounts receivable - State of Florida, net of current portion and discount of \$3,470,989 and \$4,302,595, respectively	<u>12,029,028</u>	<u>13,197,426</u>
Total assets	\$ 13,927,090	\$ 15,000,268
Liabilities and Stockholder's Equity		
Due to Basketball Properties, Ltd.	\$ 357,218	\$ 328,218
Interest payable	72,659	78,542
Current portion of bonds payable	<u>1,152,465</u>	<u>1,079,697</u>
Total current liabilities	1,582,342	1,486,457
Bonds payable	<u>12,179,056</u>	<u>13,331,522</u>
Total liabilities	<u>13,761,398</u>	<u>14,817,979</u>
Stockholder's equity		
Common stock, par value \$.01, 10,000 shares authorized, 100 shares issued and outstanding	1	1
Retained earnings	165,692	182,289
Less: Amount due from stockholder	<u>(1)</u>	<u>(1)</u>
Total stockholder's equity	<u>165,692</u>	<u>182,289</u>
Total liabilities and stockholder's equity	\$ 13,927,090	\$ 15,000,268

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

BP Finance, Inc.
(A wholly owned subsidiary of Basketball Properties, Inc.)
Statements of Operations
Years Ended June 30, 2019 and 2018

	2019	2018
Revenues		
Investment income	\$ 12,403	\$ 5,905
Interest income	<u>904,383</u>	<u>972,927</u>
Total revenues	<u>916,786</u>	<u>978,832</u>
Expenses		
Interest expense	904,383	972,927
General and administrative	<u>29,000</u>	<u>39,500</u>
Total expenses	<u>933,383</u>	<u>1,012,427</u>
Net loss	<u>\$ (16,597)</u>	<u>\$ (33,595)</u>

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

BP Finance, Inc.
(A wholly owned subsidiary of Basketball Properties, Inc.)
Statements of Changes in Stockholder's Equity
Years Ended June 30, 2019 and 2018

	<u>Common Stock</u>		<u>Retained Earnings</u>	<u>Amount Due From Stockholder</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>			
Balance at June 30, 2017	100	\$ 1	\$ 215,884	\$ (1)	\$ 215,884
Net loss	-	-	(33,595)	-	(33,595)
Balance at June 30, 2018	100	1	182,289	(1)	182,289
Net loss	-	-	(16,597)	-	(16,597)
Balance at June 30, 2019	100	\$ 1	\$ 165,692	\$ (1)	\$ 165,692

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

BP Finance, Inc.
(A wholly owned subsidiary of Basketball Properties, Inc.)
Statements of Cash Flows
Years Ended June 30, 2019 and 2018

	2019	2018
Cash flows from operating activities		
Net loss	\$ (16,597)	\$ (33,595)
Adjustments to reconcile net loss to net cash provided by operating activities		
Decrease in accounts receivable - State of Florida	1,095,621	1,193,744
Decrease in interest payable	<u>(5,883)</u>	<u>(5,514)</u>
Net cash provided by operating activities	<u>1,073,141</u>	<u>1,154,635</u>
Cash flows from financing activities		
(Increase) Decrease in restricted cash	(22,444)	(182,611)
Increase in due to Basketball Properties, Ltd.	29,000	39,500
Principal payments on bonds	<u>(1,079,697)</u>	<u>(1,011,524)</u>
Net cash used in financing activities	<u>(1,073,141)</u>	<u>(1,154,635)</u>
Net change in cash and cash equivalents	-	-
Cash and cash equivalents		
Beginning of year	<u>-</u>	<u>-</u>
End of year	<u>\$ -</u>	<u>\$ -</u>
Supplemental disclosure of cash flow information		
Interest paid	<u>\$ 910,266</u>	<u>\$ 978,440</u>

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

BP Finance, Inc.
(A wholly owned subsidiary of Basketball Properties, Inc.)
Notes to Financial Statements
June 30, 2019 and 2018

1. Organization and Summary of Significant Accounting Policies

Organization

Formed on December 23, 1997, BP Finance, Inc. ("BPF" or the "Company") is a special purpose entity wholly owned by Basketball Properties, Inc. ("BPI"), a Florida corporation. BPF was established for the purpose of issuing Series 1998 Florida Sales Tax Payments Taxable Revenue Bonds (the "1998 Bonds") to provide a portion of the funds necessary for the design, development, construction, furnishing and equipping of American Airlines Arena (the "Arena"). Other than the irrevocable assignment of Sales Tax Revenues to BPF by Basketball Properties, Ltd. ("BPL"), which BPF has irrevocably pledged and assigned to the Depository Trust Company ("Trustee") to secure the 1998 Bonds, BPF has no significant assets and is engaged in no other business activities. BPI is the sole general partner and the Miami Heat Limited Partnership is the sole limited partner of BPL, a Florida limited partnership.

Restricted Cash

Restricted cash consists of amounts received from the State of Florida, and earnings thereon, to be used for the payment of principal and interest on the 1998 Bonds (Note 2).

Accounts Receivable

The State of Florida collects Sales Tax Revenues for the payment of principal and interest on the 1998 Bonds (Note 2). Sales Tax Revenues to be paid by the State of Florida to BPF to pay principal and interest on the 1998 Bonds was recorded by BPF as a receivable from the State of Florida, net of discount representing imputed interest. The discount is amortized and interest income recognized based on an imputed interest rate of 6.48%.

Income Taxes

BPF is a wholly owned subsidiary of an S corporation (BPI) and has made an election to be treated as a qualified subchapter S subsidiary. In this case, the subsidiary's assets, liabilities, income, deductions and credits are treated as those of the parent S corporation. The separate existence of BPF is ignored for tax purposes. When such an election is made, the subsidiary is deemed to have liquidated in a tax-free liquidation under IRS Code Sections 332 and 337 immediately before the election is effective. Accordingly, no provision for income taxes is reflected in these financial statements.

Trust Indenture

After full payment (or provision for payment) of the 1998 Bonds and discharge of the Trust Indenture; payment of all fees and expenses of the Trustee, BPF and any paying agent; and payment of all other amounts required under the Trust Indenture, all remaining amounts will be paid to BPF to be used for any lawful purpose.

Subsequent Events

We evaluated subsequent events through October 28, 2019, the date these statements were issued. There were no material subsequent events to report.

BP Finance, Inc.
(A wholly owned subsidiary of Basketball Properties, Inc.)
Notes to Financial Statements
June 30, 2019 and 2018

2. Bonds Payable

In February 1998, the Company issued \$26,281,000 of 1998 Bonds (the "Offering") for the purpose of providing BPL with a portion of the funds necessary to construct the Arena. The 1998 Bonds were issued as follows: \$4,457,000 of 6.05% Term Bonds due December 1, 2008, \$3,343,000 of 6.30% Term Bonds due December 1, 2013, and \$18,481,000 of 6.54% Term Bonds due April 1, 2028. All proceeds from the issuance have been paid to BPL.

Bonds payable consisted of the following at June 30, 2019 and 2018:

	2019	2018
6.54% Term Bonds due 2028	\$ 13,331,521	\$ 14,411,219
Less: Current maturities	<u>(1,152,465)</u>	<u>(1,079,697)</u>
	<u>\$ 12,179,056</u>	<u>\$ 13,331,522</u>

Proceeds from the Offering were \$25,676,637, net of issuance costs of \$583,726 and discount of \$20,637, which were paid by BPL, and were classified as restricted cash because their use was restricted to construction of the Arena. The 1998 Bonds were issued as fully registered bonds without coupons. The 6.05% Term Bonds were paid in full on December 1, 2008. The 6.30% Term Bonds were paid in full on December 1, 2013. Principal and interest on the 6.54% Term Bonds is payable on the first day of each calendar month, with interest payments commencing April 1, 1998 and amortization of principal through mandatory sinking fund redemptions commencing January 1, 2014.

The sinking fund redemption requires the Company to deposit amounts due on the bonds in cash accounts that are restricted to the payment of principal and interest on the 1998 Bonds. The Sales Tax Revenues and funds on deposit in restricted cash accounts, and the investment earnings thereon, are pledged and assigned as security for payment of the 1998 Bonds.

Term Bonds maturing on April 1, 2028, are subject to mandatory redemption in part (including portions of Term Bonds) at a redemption price equal to 100% of the principal amount to be redeemed plus accrued interest thereon, without premium, from mandatory amortization installments payable by BPF.

Aggregate principal maturities of bonds payable at June 30, 2019 are as follows:

Fiscal Year	Amount
2020	\$ 1,152,465
2021	1,230,137
2022	1,313,044
2023	1,401,539
2024	1,495,997
Thereafter	<u>6,738,339</u>
	<u>\$ 13,331,521</u>

BP Finance, Inc.
(A wholly owned subsidiary of Basketball Properties, Inc.)
Notes to Financial Statements
June 30, 2019 and 2018

3. Fair Value of Financial Instruments

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value.

Restricted Cash – The carrying amount approximates fair value as a result of the short maturity of those instruments.

Bonds Payable – The carrying value of the bonds payable is approximately \$2,006,280 lower than its fair value at June 30, 2019 and approximately \$2,723,000 lower than its fair value at June 30, 2018, which was estimated based on present value using current market rates of long-term instruments with similar maturities.

Accounts Receivable – State of Florida – The carrying value of accounts receivable, net of deferred interest income, is approximately \$2,146,241 lower than its fair value at June 30, 2019 and approximately \$2,844,000 lower than its fair value at June 30, 2018, which was estimated based on present value using current market rates of long-term instruments with similar maturities.

* * * * *

BP Finance, Inc.

(A wholly owned subsidiary of Basketball Properties, Inc.)

Schedule of Expenditures of State Financial Assistance Project

Year Ended June 30, 2019

Grantor/Program or Project Title	CSFA Number	Contract Term	Award Amount	Receipts	Expenditures
State Financial Assistance					
Department of Revenue					
Facilities for New Professional Sports, Retained Professional Sports, or Retained Spring Training Franchise	73.016	2/1/1998-4/1/2028	<u>\$ 26,281,000</u>	<u>\$ 2,000,004</u>	<u>\$ 1,989,964</u>
Total State Financial Assistance			<u>\$ 26,281,000</u>	<u>\$ 2,000,004</u>	<u>\$ 1,989,964</u>

The accompanying notes are an integral part of this schedule.

BP Finance, Inc.

(A wholly owned subsidiary of Basketball Properties, Inc.)

Notes to Schedule of Expenditures of State Financial Assistance Project June 30, 2019

1. Summary of Significant Accounting Policies

The accounting policies and presentation of the Schedule of Expenditures of State Financial Assistance Project (the "Schedule") of BP Finance, Inc. ("BPF") have been designed to conform to accounting principles generally accepted in the United States of America, including the reporting and compliance requirements of the Florida Department of Banking and Finance Rule 3A-5.003 and Chapter 10.650, *Rules of the Auditor General*.

Reporting Entity

Included on the Schedule of Expenditures of State Financial Assistance Project is assistance received directly from the State of Florida to satisfy requirements of Chapter 10.650, *Rules of the Auditor General*. The Schedule of Expenditures of State Financial Assistance Project has been included to satisfy Florida Department of Banking and Finance Rule 3A-5.003.

There were no federal awards received during the year ended June 30, 2019.

Basis of Accounting

Basis of accounting refers to when expenditures are recognized in the accounts and reported in the Schedule. Basis of accounting relates to the timing of the measurements made, regardless of the measurement focus applied.

The accrual basis of accounting is followed in the Schedule. Receipts represent payments received from the State of Florida to service the 1998 Bonds. Expenditures represent payments of principal and interest on the 1998 Bonds.

2. Contingencies

State funds received and disbursed by BPF are for specific purposes and are subject to review by the State agencies. Such audits may result in requests for reimbursement due to disallowed expenditures. Based upon prior experience, BPF does not believe that such disallowances, if any, would have a material adverse effect on the financial position of BPF. As of June 30, 2019, there were no material questioned or disallowed costs as a result of State audits in process or completed.



Report of Independent Auditors on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

To Management of BP Finance, Inc.

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of BP Finance, Inc., which comprise the balance sheet as of June 30, 2019, and the related statements of operations, of changes in stockholder's equity and of cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated October 28, 2019.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered BP Finance Inc.'s internal control over financial reporting ("internal control") to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of BP Finance Inc.'s internal control. Accordingly, we do not express an opinion on the effectiveness of BP Finance's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether BP Finance Inc.'s financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.



Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

PricewaterhouseCoopers LLP

October 28, 2019



**Report of Independent Auditors on Compliance with Requirements
That Could Have a Direct and Material Effect on its Major State Financial
Assistance Project**

To Management of BP Finance, Inc.

Report on Compliance for the Major State Financial Assistance Project

We have audited BP Finance's compliance with the types of compliance requirements described in the Executive Office of the Governor's State Projects Compliance Supplement that are applicable to BP Finance, Inc.'s major state financial assistance project for the year ended June 30, 2019. BP Finance Inc.'s major state financial projects are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with state statutes, regulations and the terms and conditions of its state awards applicable to its state financial projects.

Auditors' Responsibility

Our responsibility is to express an opinion on compliance for each of BP Finance, Inc.'s major state financial projects based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and Chapter 10.650, *Rules of the Auditor General*. Those standards and Chapter 10.650, *Rules of the Auditor General*, require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major state financial project occurred. An audit includes examining, on a test basis, evidence about BP Finance, Inc.'s compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major state financial program. However, our audit does not provide a legal determination of BP Finance, Inc.'s compliance.

Opinion on the Major State Financial Assistance Project

In our opinion, BP Finance, Inc. complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major state financial project for the year ended June 30, 2019.



Report on Internal Control Over Compliance

Management of BP Finance, Inc. is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered BP Finance, Inc.'s internal control over compliance with the types of requirements that could have a direct and material effect on each major state financial project to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major state financial project and to test and report on internal control over compliance in accordance with Chapter 10.650, *Rules of the Auditor General*, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of BP Finance, Inc.'s internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a state financial project on a timely basis. A *material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a state financial project will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a state financial project that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of Chapter 10.650, *Rules of the Auditor General*. Accordingly, this report is not suitable for any other purpose.

Report on Schedule of Expenditures of State Financial Assistance Project

We have audited the financial statements of BP Finance, Inc. as of and for the year ended June 30, 2019 and the related notes to the financial statements, which collectively comprise BP Finance, Inc.'s basic financial statements. We have issued our report thereon dated October 28, 2019, which contained an unmodified opinion on those financial statements. Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively



comprise the basic financial statements. The accompanying Schedule of Expenditures of State Financial Assistance Project is presented for purposes of additional analysis as required by Chapter 10.650, *Rules of the Auditor General* and is not a required part of the basic 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 basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Schedule of Expenditures of State Financial Assistance Project is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

PricewaterhouseCoopers LLP

October 28, 2019

BP Finance, Inc.
 (A wholly owned subsidiary of Basketball Properties, Inc.)
Schedule of Findings and Questioned Costs for State Financial Assistance Project
Year Ended June 30, 2019

Section I - Summary of Auditor's Results

Financial Statements

Type of auditor's report issued:		Unqualified
Internal control over financial reporting:		
Material weakness(es) identified?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Significant deficiency(ies) identified?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None reported
Noncompliance material to the financial statements noted?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

State Financial Assistance Project

Internal control over major state financial assistance project:		
Material weakness(es) identified?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Significant deficiency(ies) identified?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None reported
Type of auditor's report issued on compliance for major state project:		Unqualified
Any audit findings disclosed that are required to be reported in accordance with CFR 200.516(a) or Chapter 10.656 for nonprofit and for-profit organization?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Identification of major programs:

<u>CSFA Number</u>	<u>Name of State Financial Assistance Project</u>
73.016	Facilities for New Professional Sports, Retained Professional Sports, or Retained Spring Training

Dollar threshold used to distinguish between Type A and Type B projects: \$ 300,000

Auditee qualified as low-risk
 Auditee, pursuant to the Uniform Guidance Yes No

BP Finance, Inc.

(A wholly owned subsidiary of Basketball Properties, Inc.)

Schedule of Findings and Questioned Costs for State Financial

Assistance Project

Year Ended June 30, 2019

Section II – Financial Statement Findings

This section identifies the reportable conditions, material weaknesses, fraud, illegal acts, violations of provisions of contracts and grant agreements, and abuse related to the financial statements for which Government Auditing Standards requires reporting in a Circular A-133 audit.

No reportable conditions, material weaknesses, and instances of non-compliance related to the general-purpose financial statements were identified. Therefore, a management letter as defined in Chapter 10.654, Rules of Auditor General, was not issued.

Section III – Findings and Questioned Costs Related to Major State Financial Assistance Projects

This section identifies reportable conditions, material weaknesses, and material instances of non-compliance, including questioned costs – as well as any abuse findings involving state awards that is material to major state financial assistance projects.

No reportable conditions, material weaknesses or other instances of noncompliance, including questioned costs, related to the audit of a major state financial assistance project were identified.

Section IV - Prior Audit Findings Related to State Financial Assistance Projects

We noted no prior audit findings related to state financial assistance projects.

Section V - Corrective Action Plan

This section discusses management's corrective action plan relative to reportable conditions, material weaknesses and instances of non-compliance identified in Section III.

No corrective action plan is required as there were no findings required to be reported under the Florida Single Audit Act.