

**PENNSYLVANIA THOROUGHBRED
HORSEMEN'S ASSOCIATION, INC.
A NONPROFIT MEMBERSHIP CORPORATION
Bensalem, Pennsylvania**

**COMBINED FINANCIAL STATEMENTS
December 31, 2014**

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Pennsylvania Thoroughbred Horsemen's Association
Bensalem, Pennsylvania

Secretary
Pennsylvania Office of the Budget

Report on the Combined Financial Statements

We have audited the accompanying combined financial statements of the Pennsylvania Thoroughbred Horsemen's Association (a nonprofit membership corporation) (the Association), which comprise the statement of financial position as of December 31, 2014, and the related combined statements of activities and changes in net assets and cash flows for the year then ended, and the related notes to the combined financial statements.

Management's Responsibility for the Combined Financial Statements

Management is responsible for the preparation and fair presentation of these combined financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the combined financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these combined financial statements based on our audit. We did not audit the financial statements of the Pennsylvania Race Horse Development Fund Division of the Pennsylvania Thoroughbred Horsemen's Association, Inc. (PRDF), which reflect total assets and total liabilities of \$5,214,370 as of December 31, 2014, respectively. Those financial statements were audited by other auditors, whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for the Race Horse Development Funds, is based solely on the report of the other auditors. 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 *Governmental 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 combined financial statements are free of material misstatement. The financial statements of the PRDF were not audited in accordance with *Government Auditing Standards*.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the combined financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the combined financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion

on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the combined financial statements.

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, based on our audit and the report of the other auditors, the combined financial statements referred to above present fairly, in all material respects, the financial position of the Association as of December 31, 2014, and the change in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Combining Information

Our audit was conducted for the purpose of forming an opinion on the combined financial statements as a whole. The combining information on pages 19-21 are presented for purposes of additional analysis of the combined financial statements rather than to present the financial position, results of operations, and cash flows of the individual associations, and is not a required part of the combined 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 combined financial statements. The combining information has been subjected to the auditing procedures applied in the audit of the combined financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the combined financial statements or to the combined financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the combining information is fairly stated in all material respects in relation to the combined financial statements as a whole.

Other Matters

Other Information – Statement of Cash Receipts and Cash Disbursements and Changes in Escrow Balances and Schedule of Administrative Expenses

Our audit was conducted for the purpose of forming an opinion on the combined financial statements as a whole. The statement of cash receipts and cash disbursements and changes in escrow balances and schedule of administrative expenses, as required by Chapter 436b of the Pennsylvania Horse Development and Gaming Act, are presented for purposes of additional analysis and are not required as part of the combined 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 combined financial statements. The information has been subjected to the auditing procedures applied in the audit of the combined financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the combined financial statements or to the combined financial statements themselves, 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 combined financial statements as a whole.

Other Information – Membership Information

The membership information as listed in the table of contents is presented for purposes of additional analysis and is not a required part of the combined financial statements. The information has not been subjected to the auditing procedures applied in the audit of the combined financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated September 11, 2015, on our consideration of the Association'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 to describe the scope of our testing of internal control over financial reporting and compliance and the result of that testing, and not to provide an opinion on 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 the Association's internal control over financial reporting and compliance.



CliftonLarsonAllen, LLP

Baltimore, Maryland
September 11, 2015

FINANCIAL STATEMENTS

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION, INC.
COMBINED STATEMENT OF FINANCIAL POSITION
December 31, 2014

ASSETS

CURRENT ASSETS

Cash and cash equivalents	\$	559,234
Trade accounts receivable		68,022
Other receivables		101,161
Inventory		181,245
Prepaid expenses		<u>54,209</u>
Total current assets		<u>963,871</u>

INVESTMENTS

366,815

RESTRICTED PENNSYLVANIA RACE HORSE DEVELOPMENT FUND ASSETS

Restricted cash		2,885,355
Statutory funds receivable		2,320,175
Prepaid expenses		<u>8,840</u>
Total Pennsylvania Race Horse Development Fund assets		<u>5,214,370</u>

EQUIPMENT AND FURNISHINGS

Cemetery lots		2,410
Vehicles		107,964
Storage trailers and related equipment		71,075
Office equipment and furniture		121,885
Less: accumulated depreciation		<u>(233,592)</u>
Net equipment and furnishings		<u>69,742</u>

TOTAL ASSETS

\$ 6,614,798

LIABILITIES AND NET ASSETS

CURRENT LIABILITIES

Accounts payable	\$	162,561
Customer deposits		19,196
Due to Philadelphia Park		162,918
Accrued payroll		44,635
Other accrued expenses		<u>12,811</u>
Total current liabilities		<u>402,121</u>

PENNSYLVANIA RACE HORSE DEVELOPMENT FUND LIABILITIES

Accounts payable		3,800
Accrued purse payouts		4,706,737
Accrued employee and trainers pension funds		402,890
Other accrued expenses		<u>100,943</u>
Total Pennsylvania Race Horse Development Fund liabilities		<u>5,214,370</u>
Total liabilities		5,616,491

NET ASSETS

Unrestricted		<u>998,307</u>
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TOTAL LIABILITIES AND NET ASSETS

\$ 6,614,798

The accompanying notes are an integral part of the combined financial statements.

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION, INC.
COMBINED STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS
Year Ended December 31, 2014

UNRESTRICTED REVENUES AND SUPPORT

Shares of wagering - per Live Racing Agreement	\$ 1,724,684
Contributions	346,773
Fundraising, net of direct expenses	8,977
Sale of merchandise	2,815,077
Interest in Horsemen's funds - Philadelphia Park	15,142
Broadcasting income	16,375
Miscellaneous income	5,544
Interest income	19,074
Realized and unrealized loss on investments	<u>(12,285)</u>
 Total unrestricted revenues and support	 <u>4,939,361</u>

EXPENSES

Program services:	
Horsemen's Advocacy Program	1,762,626
Horse Supplies Program	2,753,744
Backstretch Social Programs	99,038
Backstretch Healthcare Programs, Non-PRDF Funded	121,041
Thoroughbred Horse Retirement Program	<u>400,420</u>
Total program services	5,136,869
Management and general	<u>123,068</u>
 Total expenses	 <u>5,259,937</u>

CHANGE IN NET ASSETS (320,576)

NET ASSETS, BEGINNING OF YEAR 1,318,883

NET ASSETS, END OF YEAR \$ 998,307

The accompanying notes are an integral part of the combined financial statements.

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION, INC.
COMBINED STATEMENT OF CASH FLOWS
Year Ended December 31, 2014

CASH FLOWS FROM OPERATING ACTIVITIES

Change in net assets	\$ (320,576)
Adjustments to reconcile change in net assets to net cash used in operating activities:	
Depreciation and amortization	10,738
Realized and unrealized loss on investments	12,285
Effects of changes in operating assets and liabilities:	
Accounts receivable	(65,503)
Inventory	(8,149)
Prepaid expenses	3,548
Accounts payable	42,282
Due to Philadelphia Park	4,514
Customer deposits	(6,816)
Accrued payroll	16,814
Other accrued expenses	<u>(11,026)</u>
Net cash used in operating activities	<u>(321,889)</u>

CASH FLOWS FROM INVESTING ACTIVITIES

Purchases of equipment and furnishings	(34,811)
Proceeds from sale of investments	299,000
Purchase of investments	<u>(403,474)</u>
Net cash used in operating activities	<u>(139,285)</u>

NET DECREASE IN CASH (461,174)

CASH, BEGINNING OF YEAR 1,020,408

CASH, END OF YEAR \$ 559,234

The accompanying notes are an integral part of the combined financial statements.

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
December 31, 2014

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

The combined financial statements include the following entities; Pennsylvania Thoroughbred Horsemen's Association, Inc. ("PTHA"), Horsemen's Purchasing Association, Inc. ("HPA"), Pennsylvania Thoroughbred Horsemen's Association Benefit Trust ("PTHA BT), Turning For Home, Inc. ("TFH") and The Pennsylvania Race Horse Development Fund Division ("PRDF Division").

PTHA represents the common business interests of horse owners, their employees, and independent contractors (collectively referred to as Members) with management of Bensalem Racing Association, the owner of Parx Racing, and Keystone Turf Clubs, Inc. PTHA works to protect and provide for Parx Racing horsemen through the guarantee of live racing, increased purses, and healthcare for its families. It also promotes thoroughbred racing and improvements in the thoroughbred racing industry in the Commonwealth of Pennsylvania. PTHA located in Bucks County, provides administrative and management services, strategic and financial planning, asset management, and budgeting services to the related entities - HPA, PTHA BT, and TFH. Each of the entities is related to PTHA as a result of their common management.

HPA sells horse related goods and supplies to the members of PTHA.

PTHA BT provides welfare benefits and social programs for the members of PTHA, their eligible dependents, employees, independent contractors, and beneficiaries.

TFH is a retirement program for the thoroughbred horses that can no longer race due to injury or lack of ability. TFH provides humane and dignified retirement for horses stabled at Philadelphia Park.

PRDF Division of the PTHA was formed in December 2006 pursuant to Sections 1405 and 1406 of the Pennsylvania Consolidated Statutes Title 4 Amusements (the "Statute"). Section 1405 of the Statutes provides for the establishment of a Pennsylvania Race Horse Development Fund within the State Treasury and requires that each active and operating licensed gaming entity shall pay a daily assessment to the Pennsylvania Race Horse Development Fund. In accordance with Section 1406 of the Statute, the State Treasury shall make distributions from the Pennsylvania Race Horse Development Fund to each active and operating Category 1 licensee conducting live racing in the manner outlined in Section 1406 of the Statutes. It is the responsibility of the PTHA - PRDF Division to distribute the funds received by Philadelphia Park Racetrack's Horsemen's Association (PTHA) in accordance with the Statute.

The PRDF Division serves as the custodian of funds to be used by the beneficiary of the funds received under Sections 1405 and 1406 of the Pennsylvania Consolidated Statutes Title 4 Amusements (the "Statute").

Combination Policy

The combined financial statements include the accounts of PTHA; HPA; PTHA BT; and TFH. Intercompany transactions and balances have been eliminated in combination.

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles.

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
December 31, 2014

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Financial Statement Presentation

The Organizations report information regarding their financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Unrestricted net assets – Unrestricted net assets are the net assets that are neither permanently restricted nor temporarily restricted by donor-imposed stipulations. Unrestricted net assets may be designated for specific purposes by action of the Board of Directors or otherwise limited by contractual arrangements with outside parties. Unrestricted net assets are composed of the following:

- General – Represents resources available for support of operations.
- Fixed assets – Represents resources designated for fixed asset acquisitions and net assets expended for fixed assets.
- Board designated – The Board of Directors has designated certain amounts, within which the balance of net assets together with accumulated earnings thereon is to be spent only for purposes approved by the Board.

Temporarily restricted net assets – Temporarily restricted net assets result from contributions whose use is limited by donor-imposed stipulations that either expire by the passage of time or can be fulfilled and removed by actions of the Board pursuant to those stipulations. Net assets may be temporarily restricted for various purposes, such as use in future periods or use for specified purposes. As of December 31, 2014 the Organization had no temporarily restricted net assets.

Permanently restricted net assets – Permanently restricted net assets result from contributions whose use is limited by donor-imposed stipulations that neither expire by the passage of time nor can be fulfilled or otherwise removed by the Board's actions. As of December 31, 2014, the Organization had no permanently restricted net assets.

Contributions

Contributions are recorded as unrestricted, temporarily restricted or permanently restricted support depending on the existence and/or nature of any donor restriction.

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
December 31, 2014

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Contributed Services and Facilities

The board of directors and volunteers donate significant amounts of time to the various operations of the Organizations. Donated personal services of volunteers are not reflected in the accompanying financial statements because they do not meet the criteria for recording.

Under terms of the Racing Agreement, the entities making up the combined group are permitted to use office space and the tack shop office located in the administration building of Parx Racing at no cost. This includes use of all common utilities.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Organizations consider all unrestricted highly-liquid investments with a maturity of three months or less at the time of purchase to be cash equivalents. The Organizations place their cash in high credit quality institutions.

The Organizations maintain cash accounts at various financial institutions. Balances on deposit are insured by the Federal Deposit Insurance Corporation (FDIC) up to specified limits. Balances in excess of FDIC limits are uninsured, however as disclosed in Note 5, the Organization has arranged for securities to be pledged as collateral for balances in excess of FDIC limits.

Restricted cash represents statutory funds held under the Pennsylvania Race Horse Development Fund and are restricted by statute as to their use.

Accounts Receivable and Reserve for Uncollectible Receivables

Accounts receivable is stated at the amount management expects to collect from outstanding balances. The Organizations use the allowance method for potential uncollectible amounts. A reserve was established totaling \$5,000 for potential uncollectible amounts for the sale of horse supplies and equipment. No amounts were written off in 2014.

Investments

The Organizations' investments are carried at market value, as estimated by the most recent published sources as of the last business day of the year. Unless explicitly restricted by donor stipulation or by law, realized and unrealized gains and losses are reported in the statement of activities as increases or decreases in unrestricted net assets.

Inventory

Horse supplies are valued at the lower of cost or market. Cost is computed using the average cost method. Inventory is valued at \$181,245 for the year ended December 31, 2014.

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
December 31, 2014

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equipment and Furnishings

Equipment and furnishings are stated at cost if purchased, and at estimated fair market value at date of donation, if donated. Depreciation is calculated using the straight-line and declining balance methods over the estimated useful lives of the respective assets. Expenditures for repairs and maintenance are charged against operations as incurred; expenditures for renewals and betterments are capitalized in accordance with the Organizations' capitalization policies. A summary of the estimated useful lives is as follows:

Vehicles	5 to 7 years
Storage trailers and related equipment	7 years
Office equipment and furniture	3 to 10 years

Functional Expense Allocation Method

Functional expenses are allocated based on: (1) actual direct time spent and cost incurred by program and supporting service; (2) direct costs associated with each program or supporting service; and (3) division of common area costs among program and supporting services according to utilization of a common distribution base.

Income Taxes

PTHA, HPA, and TFH were organized under the Pennsylvania Nonprofit Corporation Law of 1972 and, as such, are exempt from state income taxes. PTHA and TFH have been granted tax exempt status by the Internal Revenue Service under Section 501(c)(6) and 501(c)(3), respectively, of the Internal Revenue Code. HPA is subject to income tax for federal purposes only. The PTHA BT is a Pennsylvania trust subject to federal and state income taxes.

In accordance with generally accepted accounting principles, the organizations account for uncertain tax positions, if any, as required. Using that guidance, management has determined that there are no uncertain tax positions that qualify for either recognition or disclosure in the financial statements.

NOTE 2 – PROGRAM SERVICES

Services are provided through the following programs:

Horsemen's Advocacy Program - represents the common business interests between horsemen (horse owners, trainers, their employees, and independent contractors) who race at Parx Racing and management of Parx Racing (Bensalem Racing Association, Inc. and Keystone Turk Club, Inc.). The program also promotes thoroughbred racing and improvements in the thoroughbred racing industry in the Commonwealth of Pennsylvania.

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
December 31, 2014

NOTE 2 – PROGRAM SERVICES (CONTINUED)

Horse Supplies Program - purchases and sells feed, bedding, and other equine related commodities and services to members of PTHA.

Backstretch Social Program - provides social programs for members and their employees of PTHA.

Backstretch Healthcare Program - provides welfare benefits for members and their employees of PTHA.

Thoroughbred Horse Retirement Program - provides care for thoroughbred horses that can no longer race, due to injury or lack of ability. The program provides a humane and dignified retirement for thoroughbred horses through rehabilitation, including veterinary care and surgery, and adoption to approved homes.

NOTE 3 – RESTRICTED PENNSYLVANIA RACE HORSE DEVELOPMENT FUND ACTIVITY

The PRDF Division of the PTHA distributes the funds received by PARX Racetrack's Horsemen's Association in accordance with Sections 1405 and 1406 of the Pennsylvania Consolidated Statutes Title 4 Amusements (the "Statute") and the PA Fiscal Code, an act of 1929 as amended.

The funds received are required to be disbursed for purses, an Act 71 mandated annual contribution to the jockey association at Parx Racing, and pension and health benefits for the members and employees of the PTHA. An allowance for reasonable administrative expenses is permitted.

Statutory funds receivable consist of Pennsylvania Race Horse Development Fund allocations for daily assessments that are due to the PTHA - PRDF Division. Payments of the assessment are statutorily required and are expected to be collected in full. At December 31, 2014, the statutory funds receivable was \$2,320,175. This balance represents the gross terminal revenue allocation ("GTR") due from the Pennsylvania Race Horse Development Fund for PTHA - PRDF Division's share of GTR generated at Category I and Category II casinos throughout Pennsylvania and amounts due from participants for health and pension co-pays. Approximately 35 percent of total revenues and support for the year ending December 31, 2014 is from this allocation.

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
December 31, 2014

NOTE 3 – RESTRICTED PENNSYLVANIA RACE HORSE DEVELOPMENT FUND ACTIVITY (CONTINUED)

Below is a summary of the activity for the year ending December 31, 2014:

Pennsylvania Race Horse Development Funds held ("PRHDF"), January 1, 2014	\$ <u> -</u>
Plus funds and earnings received:	
Purse payments	45,304,246
Contractual arrangement	1,401,334
Health and life insurance benefits	2,951,521
Interest income	<u>16,324</u>
	<u>49,673,425</u>
Less funds allocated for legislated purposes:	
Purse payments	45,032,445
Contractual payments	1,401,334
Health and life insurance benefits	2,217,366
Pension expenses incurred	628,818
Administrative expenses	143,462
Jockey Association	<u>250,000</u>
	<u>49,673,425</u>
 Decrease in PRHDF funds held during December 31, 2014	 <u> -</u>
Total PRHDF funds held, December 31, 2014	\$ <u> -</u>
 Related assets:	
Restricted cash	\$ 2,885,355
Statutory funds receivable	2,320,175
Prepaid expenses	8,840
 Less other related liabilities:	
Accounts payable	3,800
Accrued employee and trainers pension fund	402,890
Accrued purse payouts	4,706,737
Other accrued expenses	<u>100,943</u>
Total PRHDF funds held, December 31, 2014	\$ <u> -</u>

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
December 31, 2014

NOTE 4 – INVESTMENTS AND FAIR VALUE MEASUREMENTS

Investments as of December 31, 2014 consist of corporate bonds totaling \$366,815.

The market value and cost of bonds by contracted maturity dates at December 31, 2014 is shown below:

	Market Value	Cost
Due in less than 1 year	\$ 175,845	\$ 176,107
Due from 2 years to 5 years	190,970	190,501
	\$ 366,815	\$ 366,608

Investment income activity is as follows at December 31, 2014:

Interest income	\$ 19,074
Realized loss	(9,612)
Unrealized gain	(2,673)
Total	\$ 6,789

Generally accepted accounting principles establish a framework for measuring fair value. The primary effect of fair value measurement on the Organizations was to expand the required disclosures pertaining to the methods used to determine fair values.

That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements), and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under generally accepted accounting principles are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Organization has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets and liabilities in active markets;
- Quoted prices for identical or similar assets and liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
December 31, 2014

NOTE 4 – INVESTMENTS AND FAIR VALUE MEASUREMENTS (CONTINUED)

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

Following is a description of the valuation methodologies used for assets measured at fair value:

Corporate Bonds are held by an independent investment advisor and are valued at the quoted prices in an active market for similar assets.

PTHA's investments in corporate bonds of \$366,815 are categorized as Level 2 within the fair value hierarchy at December 31, 2014.

NOTE 5 – IRREVOCABLE STANDBY LETTERS OF CREDIT

On October 3, 2013, the Organization entered into an agreement for an irrevocable standby letter of credit from a financial institution in the amount of \$5,000,000 to secure funds in excess of federally insured amounts, which expired on January 7, 2014, and an extension of this agreement was provided through April 8, 2014, at which time it was not renewed. On November 28, 2014 the Organization entered into an agreement for an irrevocable standby letter of credit from a financial institution in the amount of \$4,500,000 to secure funds in excess of federally insured amounts, which expired on December 19, 2014. The financial institution has pledged investment securities to the Organization as security of funds in excess of federally insured limits.

NOTE 6 – LIVE RACING AGREEMENT

PTHA entered into a live racing agreement with Keystone Turf Club, Inc. and Bensalem Racing Association, Inc. (operating as Parx Racing) effective September 4, 2004. The agreement is set to expire on December 31, 2018. As outlined in the agreement, purse monies received shall be allocated as follows:

- Ninety percent (90%) of purses shall be allocated to overnights.
- Seven percent (7%) of purses shall be applied to stake races.
- Three percent (3%) of purses shall be paid to PTHA to support member activity.

NOTE 7 – RELATED PARTY TRANSACTIONS

The President of the Association is a partner in a law firm representing PTHA, however, this individual has no voting rights and abstains from all discussions regarding legal fees paid to the firm. Legal expenses incurred by the PTHA for the years ending December 31, 2014 were \$144,550, and were entirely related to the law firm that the President is a partner in. The entire amount is included in professional fees as paid from Association of funds. As of December 31, 2014, unpaid legal fees to this firm totaled \$1,501.

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
December 31, 2014

NOTE 8 – BENEFIT PLANS

Act 71 Pennsylvania Gaming Law mandates that a portion of the slot revenue be utilized for pension benefits. As a result, on December 2, 2009, the board of directors of PTHA approved two pension plans for the benefit of the trainers and the employees of PTHA. The Pennsylvania Thoroughbred Horsemen's Association Trainers' Retirement Plan and the Pennsylvania Thoroughbred Horsemen's Association Employees' Retirement Plan were approved by the Pennsylvania Gaming Control Board and adopted by the Organization on March 1, 2010.

Trainers' Retirement Plan

Effective December 1, 2011, the board of directors of PTHA approved to amend the eligibility requirements of the Plan as follows:

Trainers will be eligible to participate in the defined contribution non-qualified pension plan if they meet one of the following criteria: has twenty starts during the calendar year or the prior calendar year, provided that 65 percent of such trainer's total annual starts for that year are at PARX Racing; has 100 starts during the calendar year or the prior calendar year; or has a full barn at PARX Racing. In the event one of the three criteria is met, the PRDF will contribute an approved dollar amount per start into each participant's account. The Plan has a five-year vesting schedule and distributions would be made upon the participant obtaining the age of 65, becoming disabled, or death.

The Organization accrued the funding of the Plan for 2014 for trainers that met the criteria stated above for the year ended December 31, 2014, and contributions were made as follows: Trainers aged 55 and over received \$40 per eligible start; and trainers under age 55 received \$30 per eligible start. Total contributions made to the Plan from the PRHDF on behalf of the eligible participants, was \$371,172 for the year ending December 31, 2014.

Employees' Retirement Plan

Eligible employees of the Organizations may participate in an ERISA, nondiscrimination qualified 401(k) plan. To be eligible to participate, an employee must have one year of service with the Organization and attained the age of 21. Under the Plan, the PRDF may contribute a discretionary non-elective contribution. Total contributions made to the Plan for employees from the PRHDF for the year ended December 31, 2014 were \$42,103.

Total contributions to pension plans from PRDF for the year ended December 31, 2014 were \$413,275.

NOTE 9 – SUBSEQUENT EVENTS

Management evaluated subsequent events through September 11, 2015, the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2014, but prior to September 11, 2015, that provided additional evidence about conditions that existed at December 31, 2014, have been recognized in the financial statements for the year ended December 31, 2014. Events or

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
December 31, 2014

NOTE 9 – SUBSEQUENT EVENTS (CONTINUED)

transactions that provided evidence about conditions that did not exist at December 31, 2014, but arose before the financial statements were available to be issued, have not been recognized in the financial statements for the year ended December 31, 2014.

SUPPLEMENTAL INFORMATION

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
COMBINING STATEMENT OF FINANCIAL POSITION
December, 31 2014

	<u>PTHA</u>	<u>HPA</u>	<u>PTHA BT</u>	<u>TFH</u>	<u>PRDF</u>	<u>Total</u>
ASSETS						
CURRENT ASSETS						
Cash and cash equivalents	\$ 235,340	\$ 110,860	\$ 18,449	\$ 194,585	\$ -	\$ 559,234
Trade accounts receivable	29,460	38,562	-	-	-	68,022
Other receivables	86,401	-	-	14,760	-	101,161
Inventory	-	181,245	-	-	-	181,245
Prepaid expenses	40,098	1,861	13,500	-	(1,250)	54,209
Interfund activities	<u>682,401</u>	<u>(237,921)</u>	<u>(445,613)</u>	<u>(117)</u>	<u>1,250</u>	<u>-</u>
Total current assets	<u>1,073,700</u>	<u>94,607</u>	<u>(413,664)</u>	<u>209,228</u>	<u>-</u>	<u>963,871</u>
INVESTMENTS	<u>366,815</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>366,815</u>
RESTRICTED DEVELOPMENT FUND ASSETS						
Restricted cash	-	-	-	-	2,885,355	2,885,355
Statutory funds receivable	-	-	-	-	2,320,175	2,320,175
Prepaid expenses	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>8,840</u>	<u>8,840</u>
Total Pennsylvania Race Horse Development Fund assets	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>5,214,370</u>	<u>5,214,370</u>
EQUIPMENT AND FURNISHINGS						
Cemetery lots	2,410	-	-	-	-	2,410
Vehicles	107,964	-	-	-	-	107,964
Storage trailers and related equipment	-	71,075	-	-	-	71,075
Office equipment and furniture	98,968	22,917	-	-	-	121,885
Less: accumulated depreciation	<u>(158,890)</u>	<u>(74,702)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(233,592)</u>
Net equipment and furnishings	<u>50,452</u>	<u>19,290</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>69,742</u>
TOTAL ASSETS	<u>\$ 1,490,967</u>	<u>\$ 113,897</u>	<u>\$ (413,664)</u>	<u>\$ 209,228</u>	<u>\$ 5,214,370</u>	<u>\$ 6,614,798</u>
LIABILITIES AND NET ASSETS						
CURRENT LIABILITIES						
Accounts payable	\$ 118,254	\$ 22,982	\$ 20,625	\$ 700	\$ -	\$ 162,561
Customer deposits	-	19,196	-	-	-	19,196
Due to Philadelphia Park	162,918	-	-	-	-	162,918
Accrued payroll	34,034	10,601	-	-	-	44,635
Other accrued expenses	<u>-</u>	<u>6,000</u>	<u>-</u>	<u>6,811</u>	<u>-</u>	<u>12,811</u>
Total current liabilities	<u>315,206</u>	<u>58,779</u>	<u>20,625</u>	<u>7,511</u>	<u>-</u>	<u>402,121</u>
PENNSYLVANIA RACE HORSE DEVELOPMENT FUND LIABILITIES						
Accounts payable	-	-	-	-	3,800	3,800
Accrued employee and trainers pension funds	-	-	-	-	402,890	402,890
Accrued purse payouts	-	-	-	-	4,706,737	4,706,737
Other accrued expenses	-	-	-	-	100,943	100,943
Total Pennsylvania Race Horse Development Fund liabilities	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>5,214,370</u>	<u>5,214,370</u>
Total liabilities	<u>315,206</u>	<u>58,779</u>	<u>20,625</u>	<u>7,511</u>	<u>5,214,370</u>	<u>5,616,491</u>
NET ASSETS						
Unrestricted	<u>1,175,761</u>	<u>55,118</u>	<u>(434,289)</u>	<u>201,717</u>	<u>-</u>	<u>998,307</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 1,490,967</u>	<u>\$ 113,897</u>	<u>\$ (413,664)</u>	<u>\$ 209,228</u>	<u>\$ 5,214,370</u>	<u>\$ 6,614,798</u>

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
COMBINING STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS
Year Ended December 31, 2014

	<u>PTHA</u>	<u>HPA</u>	<u>PTHA BT</u>	<u>TFH</u>	<u>Total</u>
UNRESTRICTED REVENUES AND SUPPORT					
Shares of wagering - per Live Racing Agreement	\$1,563,009	\$ -	\$ 161,675	\$ -	\$1,724,684
Contributions	-	-	-	346,773	346,773
Fundraising, net of direct expenses	-	-	-	9,420	9,420
Sale of merchandise	-	2,815,077	-	-	2,815,077
Interest Horsemen's funds - Philadelphia Park	15,142	-	-	-	15,142
Broadcasting income	16,375	-	-	-	16,375
Miscellaneous income	5,498	-	-	46	5,544
Interest income	18,753	-	6	315	19,074
Realized and unrealized loss on investments	<u>(12,285)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(12,285)</u>
 Total unrestricted revenues and support	 <u>1,606,492</u>	 <u>2,815,077</u>	 <u>161,681</u>	 <u>356,554</u>	 <u>4,939,804</u>
EXPENSES					
Program services:					
Horsemen's Advocacy Program	1,762,626	-	-	-	1,762,626
Horse Supplies Program	35,027	2,718,717	-	-	2,753,744
Backstretch Social Programs	41,465	-	57,573	-	99,038
Backstretch Healthcare Programs	-	-	121,041	-	121,041
Thoroughbred Horse Retirement Program	<u>-</u>	<u>-</u>	<u>-</u>	<u>400,420</u>	<u>400,420</u>
Total program services	1,839,118	2,718,717	178,614	400,420	5,136,869
Management and general	81,607	12,089	-	29,372	123,068
Fundraising	<u>314</u>	<u>-</u>	<u>-</u>	<u>129</u>	<u>443</u>
 Total expenses	 <u>1,921,039</u>	 <u>2,730,806</u>	 <u>178,614</u>	 <u>429,921</u>	 <u>5,260,380</u>
 DECREASE IN NET ASSETS	 <u>(314,547)</u>	 <u>84,271</u>	 <u>(16,933)</u>	 <u>(73,367)</u>	 <u>(320,576)</u>
 NET ASSETS, BEGINNING OF YEAR	 <u>1,490,308</u>	 <u>(29,153)</u>	 <u>(417,356)</u>	 <u>275,084</u>	 <u>1,318,883</u>
 NET ASSETS, END OF YEAR	 <u>\$1,175,761</u>	 <u>\$ 55,118</u>	 <u>\$ (434,289)</u>	 <u>\$ 201,717</u>	 <u>\$ 998,307</u>

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
COMBINING STATEMENT OF CASH FLOWS
Year Ended December 31, 2014

	<u>PTHA</u>	<u>HPA</u>	<u>PTHA BT</u>	<u>TFH</u>	<u>Total</u>
CASH FLOWS FROM OPERATING ACTIVITIES					
Change in net assets	\$ (314,547)	\$ 84,271	\$ (16,933)	\$ (73,367)	\$ (320,576)
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:					
Depreciation and amortization	8,844	1,894	-	-	10,738
Realized and unrealized loss on investments	12,285	-	-	-	12,285
Effects of changes in operating assets and liabilities:					
Accounts receivable	(45,608)	(24,580)	11,750	(7,065)	(65,503)
Inventory	-	(8,149)	-	-	(8,149)
Prepaid expenses	3,521	27	-	-	3,548
Accounts payable	55,070	7,016	(18,549)	(1,255)	42,282
Due to Philadelphia Park	4,514	-	-	-	4,514
Customer deposits	-	(6,816)	-	-	(6,816)
Accrued payroll	15,877	937	-	-	16,814
Other accrued expenses	(1,495)	2,998	(19,340)	6,811	(11,026)
Interfund activity	<u>11,436</u>	<u>(54,464)</u>	<u>42,911</u>	<u>117</u>	<u>-</u>
Net cash provided by (used in) operating activities	<u>(250,103)</u>	<u>3,134</u>	<u>(161)</u>	<u>(74,759)</u>	<u>(321,889)</u>
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchases of equipment and furnishings	(34,811)	-	-	-	(34,811)
Proceeds from sale of investments	299,000	-	-	-	299,000
Purchase of investments, net	<u>(403,474)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(403,474)</u>
Net cash used in operating activities	<u>(139,285)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(139,285)</u>
NET INCREASE (DECREASE) IN CASH	(389,388)	3,134	(161)	(74,759)	(461,174)
CASH, BEGINNING OF YEAR	<u>624,728</u>	<u>107,726</u>	<u>18,610</u>	<u>269,344</u>	<u>1,020,408</u>
CASH, END OF YEAR	<u>\$ 235,340</u>	<u>\$ 110,860</u>	<u>\$ 18,449</u>	<u>\$ 194,585</u>	<u>\$ 559,234</u>

PENNSYLVANIA RACE HORSE DEVELOPMENT FUND



INDEPENDENT AUDITORS' REPORT 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*

Board of Directors
Pennsylvania Thoroughbred Horsemen's Association
Bensalem, Pennsylvania

Secretary
Pennsylvania Office of the Budget

We have audited, in accordance with the 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 combined financial statements of the Pennsylvania Thoroughbred Horsemen's Association (the Association), which comprise the combined statement of financial position as of December 31, 2014, and the related combined statements of activities, and cash flows for the year then ended, and the related notes to the combined financial statements, and have issued our report thereon dated September 11, 2015. Our report includes reference to another auditor who audited the financial statements of the PRDF funds, as described in our report on the Association's financial statements. The financial statements of the PRDF funds were not audited in accordance with *Government Auditing Standards*.

Internal Control Over Financial Reporting

In planning and performing our audit of the combined financial statements, we considered the Association'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 combined financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control. Accordingly, we do not express an opinion on the effectiveness of the Association'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 and therefore, material weaknesses or significant deficiencies may

exist that were not identified. 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. We did identify certain deficiencies in internal control, described in the accompanying schedule of findings and questioned costs as items 2014-001 through 2014-003 that we consider to be significant deficiencies.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Association's combined 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*.

Response to Findings

The Association's responses to the findings identified in our audit are described in the accompanying schedule of findings and questioned costs. The Association's responses were not subjected to the auditing procedures applied in the audit of the combined financial statements and, accordingly, we express no opinion on them.

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 result of that testing, and not to provide an opinion on the effectiveness of the Association'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 Association's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



CliftonLarsonAllen LLP

Baltimore, Maryland
September 11, 2015

**INDEPENDENT AUDITORS' REPORT ON COMPLIANCE WITH REQUIREMENTS
THAT COULD HAVE A DIRECT AND MATERIAL EFFECT ON PENNSYLVANIA RACE HORSE
DEVELOPMENT FUNDS AND ON INTERNAL CONTROL OVER COMPLIANCE WITH
THE PENNSYLVANIA HORSE DEVELOPMENT AND GAMING ACT**

Board of Directors
Pennsylvania Thoroughbred Horsemen's Association
Bensalem, Pennsylvania

Secretary
Pennsylvania Office of the Budget

Report on Compliance

We have audited the Pennsylvania Thoroughbred Horsemen's Association's (the Association) compliance with the types of compliance requirements described in Chapter 436a of the Pennsylvania Horse Development and Gaming Act that could have a direct and material effect on each of the Association's Race Horse Development Funds for the year ended December 31, 2014. The Association's Race Horse Development Funds 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 the requirements of laws, regulations, contracts, and grants applicable to Race Horse Development Funds.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for the Association 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, and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards and Chapter 436a of Pennsylvania Horse Development and Gaming Act 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 Race Horse Development Funds occurred. An audit includes examining, on a test basis, evidence about the Association'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 Race Horse Development Funds. However, our audit does not provide a legal determination of the Association's compliance.

Opinion

In our opinion, the Association complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on the Race Horse Development Funds for the year ended December 31, 2014.

Other Matters

The results of our auditing procedures disclosed instances of noncompliance, which are required to be reported in accordance with Chapter 436a, and which are described in the accompanying schedule of findings and questioned costs as items 2014-002 and 2014-003. Our opinion is not modified with respect to these matters.

The Association's responses to the noncompliance findings identified in our audit are described in the accompanying schedule of findings and questioned costs. The Association's responses were not subjected to the auditing procedures applied in the audit of compliance and, accordingly, we express no opinion on the responses.

Report on Internal Control Over Compliance

Management of the Association 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 the Association's internal control over compliance with the types of requirements that could have a direct and material effect on the Race Horse Development Funds to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for the Race Horse Development Funds and to test and report on internal control over compliance in accordance with the Pennsylvania Horse Development and Gaming Act, 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 the Association'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 the Race Horse Development Funds 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 federal program 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 Race Horse Development Funds 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 and therefore, material weaknesses or significant deficiencies may exist that were not identified. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, we identified certain deficiencies in internal control over compliance, as described in the accompanying schedule of findings and questioned costs, as items 2014-002 and 2014-003 that we consider to be significant deficiencies.

The Association's responses to the internal control over compliance findings identified in our audit are described in the accompanying schedule of findings and responses. The Association's responses were not subjected to the auditing procedures applied in the audit of compliance and, accordingly, we express no opinion on the responses.

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 result of that testing based on the requirements of the Pennsylvania Horse Development and Gaming Act. Accordingly, this report is not suitable for any other purpose.

A handwritten signature in black ink that reads "CliftonLarsonAllen LLP". The signature is written in a cursive, flowing style.

CliftonLarsonAllen LLP

Baltimore, Maryland

September 11, 2015

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
STATEMENT OF CASH RECEIPTS AND CASH DISBURSEMENTS
AND CHANGES IN ESCROW BALANCES
Period January 1, 2014 through December 31, 2014

	<u>Purses</u>	<u>Contractual Arrangement</u>	<u>Benefits</u>	<u>Total</u>
CASH RECEIPTS				
Gaming funds - cash receipts	\$ 45,304,246	\$ 1,401,334	\$ 2,951,521	\$ 49,657,101
Interest earned	<u>2,428</u>	<u>-</u>	<u>13,896</u>	<u>16,324</u>
Total cash receipts	<u>45,306,674</u>	<u>1,401,334</u>	<u>2,965,417</u>	<u>49,673,425</u>
CASH DISBURSEMENTS				
Purse disbursements - Parx	(45,032,445)	-	-	(45,032,445)
Contractual disbursements	-	(1,401,334)	-	(1,401,334)
Health & welfare benefit disbursements	-	-	(3,096,184)	(3,096,184)
Administrative disbursements	<u>-</u>	<u>-</u>	<u>(143,462)</u>	<u>(143,462)</u>
Total cash disbursements	<u>(45,032,445)</u>	<u>(1,401,334)</u>	<u>(3,239,646)</u>	<u>(49,673,425)</u>
CHANGES IN ESCROW BALANCES	274,229	-	(274,229)	-
ESCROW BALANCE AT JANUARY 1, 2014	<u>(2,442,980)</u>	<u>-</u>	<u>2,442,980</u>	<u>-</u>
ESCROW BALANCE AT DECEMBER 31, 2014	<u>\$ (2,168,751)</u>	<u>\$ -</u>	<u>\$ 2,168,751</u>	<u>\$ -</u>
RECONCILIATION TO AUDITED FINANCIAL STATEMENTS				
Gaming funds, as reported above	<u>\$ 45,304,246</u>	<u>\$ 1,401,334</u>	<u>\$ 2,951,521</u>	<u>\$ 49,657,101</u>
Gaming funds, as reported in Note 3 to the audited financial statements	<u>\$ 45,304,246</u>	<u>\$ 1,401,334</u>	<u>\$ 2,951,521</u>	<u>\$ 49,657,101</u>
Purse payments, as reported above	<u>\$ (45,032,445)</u>	<u>\$ (1,401,334)</u>	<u>\$ -</u>	<u>\$ (46,433,779)</u>
Purse payments, as reported in Note 3 to the audited financial statements	<u>\$ (45,032,445)</u>	<u>\$ (1,401,334)</u>	<u>\$ -</u>	<u>\$ (46,433,779)</u>
Health and welfare benefit payments, as reported above	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (3,239,646)</u>	<u>\$ (3,239,646)</u>
Health and welfare benefit payments, as reported in Note 3 to the audited financial statements	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (3,239,646)</u>	<u>\$ (3,239,646)</u>

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
SCHEDULE OF ADMINISTRATIVE EXPENSES
December 31, 2014

	<u>Date</u>	<u>Amount</u>	<u>Description</u>
PTHA, Inc.	10/13/2014	\$ 11,166	Accounting fees
PTHA, Inc.	12/29/2014	2,754	Accounting fees
Slattery, Frank H. LLC	10/15/2014	600	Accounting fees
Monthly accrual	1/12/2014	1,667	Audit fee accrual
Monthly accrual	2/12/2014	1,667	Audit fee accrual
Monthly accrual	3/12/2014	1,667	Audit fee accrual
Monthly accrual	4/12/2014	1,667	Audit fee accrual
Monthly accrual	5/1/2014	1,667	Audit fee accrual
Monthly accrual	6/12/2014	1,667	Audit fee accrual
Monthly accrual	7/12/2014	1,667	Audit fee accrual
Monthly accrual	8/12/2014	1,667	Audit fee accrual
Monthly accrual	9/12/2014	1,667	Audit fee accrual
Monthly accrual	10/12/2014	1,667	Audit fee accrual
Monthly accrual	11/12/2014	1,667	Audit fee accrual
Monthly accrual	12/12/2014	1,667	Audit fee accrual
Bank Services Charges	Total for 2014	710	Bank Service Charges
Simon, Edward G.	01/01/2014	4,300	Consultant
Simon, Edward G.	02/07/2014	6,800	Consultant
Simon, Edward G.	02/28/2014	4,800	Consultant
Simon, Edward G.	03/31/2014	4,950	Consultant
Simon, Edward G.	04/30/2014	4,800	Consultant
Simon, Edward G.	05/31/2014	4,550	Consultant
Simon, Edward G.	06/30/2014	4,250	Consultant
Simon, Edward G.	07/31/2014	3,950	Consultant
Simon, Edward G.	08/31/2014	4,750	Consultant
Simon, Edward G.	09/30/2014	4,000	Consultant
Simon, Edward G.	10/31/2014	3,750	Consultant
Simon, Edward G.	11/30/2014	3,900	Consultant
Simon, Edward G.	12/31/2014	3,800	Consultant
Penn Department of Agriculture	01/06/2014	3,333	Department of Agr-Audit
Penn Department of Agriculture	02/06/2014	3,333	Department of Agr-Audit
Penn Department of Agriculture	03/01/2014	3,333	Department of Agr-Audit
Penn Department of Agriculture	04/01/2014	3,333	Department of Agr-Audit
Penn Department of Agriculture	05/01/2014	3,333	Department of Agr-Audit
Penn Department of Agriculture	06/01/2014	3,333	Department of Agr-Audit
Penn Department of Agriculture	07/01/2014	3,333	Department of Agr-Audit
Penn Department of Agriculture	08/31/2014	3,333	Department of Agr-Audit
Penn Department of Agriculture	09/30/2014	3,333	Department of Agr-Audit
Penn Department of Agriculture	10/31/2014	3,333	Department of Agr-Audit
Penn Department of Agriculture	11/30/2014	3,333	Department of Agr-Audit
Penn Department of Agriculture	12/31/2014	2,855	Department of Agr-Audit
Archer & Greiner	02/28/2014	300	Legal
Archer & Greiner	04/13/2014	100	Legal
Archer & Greiner	05/12/2014	2,100	Legal
Archer & Greiner	05/31/2014	2,750	Legal
Archer & Greiner	06/30/2014	1,100	Legal
Archer & Greiner	07/31/2014	2,050	Legal
Archer & Greiner	08/31/2014	250	Legal
Archer & Greiner	09/30/2014	<u>1,460</u>	Legal
Administrative Expenses at December 31, 2014		<u>\$ 143,462</u>	

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
NOTES TO THE STATEMENT OF CASH RECEIPTS AND CASH
DISBURSEMENTS AND CHANGES IN ESCROW BALANCES
December 31, 2014

NOTE 1 – BASIS OF PRESENTATION

The accompanying Statement of Racing Fund Cash Receipts and Disbursements includes the Pennsylvania Race Horse Development Fund activity of the Pennsylvania Thoroughbred Horsemen's Association (the Association) and is presented on the cash basis of accounting. The information in this schedule is presented in accordance with Chapter 436a of the Pennsylvania Horse Development and Gaming Act, and fiscal code (72 P.S. § 1701-O). Therefore, some amounts presented in this schedule may differ from amounts presented in, or used in the preparation of the basic financial statements.

NOTE 2 – FLOW OF THE PENNSYLVANIA RACE HORSE DEVELOPMENT FUNDS

The Pennsylvania Department of Revenue transfers Pennsylvania Racehorse Development Funds to the casinos on a weekly basis. Approximately two weeks after the Casino has received the Pennsylvania Racehorse Development Funds, amounts are wired to the Association into their Pennsylvania Racehorse Development Fund Division.

The Funds are wired into a clearing account at the Association. From this account, management of the Association transmits the Pennsylvania Racehorse Development Funds into four (4) separate accounts:

- Purses- Overnight
- Purses- Stakes
- Contractual Agreement
- Health and Benefit

A statistician contracted by the Association sends an email to the Association staff indicating the amounts of funds to transfer to PARX Racing each week for the various purses paid. The Association also receives an email from the racetrack officials stating how much money is needed each week for purses. The Association compares the two before the monies are sent. Health and welfare disbursements are made directly by the Association based on the invoices received.

Management of the Association determines the portion of the Race Horse Development Funds to transfer to PARX Racing for purse purposes based on an estimate provided by PARX Racing. The frequency of purse payments is dependent on the established racing schedules. The Association maintains schedules detailing all purse fund payments. The purse payments are reconciled to the actual purses paid by PARX Racing by both PARX Racing and the Association's consultants. Health disbursements are made directly to the carriers based on invoiced amounts.

NOTE 3 – FINDINGS AND QUESTIONED COSTS

The findings and questioned costs identified in connection with the 2014 audit report are disclosed in Schedule II.

**PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
December 31, 2014**

I. Summary of Independent Auditors' Results

Financial Statements

Type of auditors' report issued: Unmodified

Internal control over financial reporting:

Material weakness(es) identified?	_____	Yes	_____	X	No
Significant deficiency(ies) identified that are not considered to be material weakness?	_____	X	Yes	_____	None reported
Noncompliance material to financial statements noted?	_____	Yes	_____	X	No

Pennsylvania Racehorse Development Fund

Type of auditors' report issued: Unmodified

Internal control over financial reporting:

Material weakness(es) identified?	_____	Yes	_____	X	No
Significant deficiency(ies) identified that are not considered to be material weakness?	_____	X	Yes	_____	None reported

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
December 31, 2014

II. Financial Statement Findings

Finding Reference: 2014-001
Description: Segregation of Duties
Type of Finding: Significant Deficiency in Internal Control

Condition/Context

The Association may not have sufficient controls to prevent or detect misstatements on a timely basis as a result of a lack of segregation of duties. This condition increases the possibility that errors or irregularities may occur and not be detected on a timely basis. Due to the small number of people employed in administrative functions, the Association may not be able to fully achieve ideal segregation of duties. We understand that management and the board provide close oversight and review of accounting information are the best means available to prevent or detect errors or irregularities.

Criteria

The Internal Control Integrated Framework (COSO report) requires adequate internal controls over segregation of duties to ensure that transactions are properly recorded and reduce the risk that errors will be undetected.

Cause

This is a result of the level of staffing maintained by the Association.

Effect

An increased risk that error or inconsistencies may occur and not be detected.

Recommendation

We recommend management and the board continue to provide close oversight and review of financial information.

Management's Response

For precisely the same reasons noted last year, PTHA objects to any suggestion that it lacks adequate internal controls due to staffing levels. The "effect" noted by CLA – "[a]n increased risk of error or inconsistencies" – still has not actually occurred, and no errors or inconsistencies have been reported by CLA or its predecessors. PTHA and its Board does provide "close oversight and review of financial information," and CLA's recommendation unfairly implies that it does not. This "Finding" is purely subjective and unreasonably prejudicial – particularly in light of the fact that we have objected to this in the past – and should be removed. It has no place in this statutory audit in the absence of any specific negative findings.

Additional Considerations

The client's response addresses the fact that nothing has occurred; however, the reason for the finding was to highlight that conditions exist that could present a problem at some time in the future.

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
December 31, 2014

III. Racehorse Development Fund Findings

Finding Reference: 2014-002
Description: Related Party Transactions
Type of Finding: Significant Deficiency in Compliance

Condition/Context

The president of the Association is a partner in the law firm representing PTHA to which fees were paid. Total fees paid to this firm were \$144,550 in 2014.

Criteria

Per PA Fiscal Code, an act of 1929 as amended, "Funds allocated to Horsemen's organizations for benevolent programs must be kept separate and apart from funds acquired from other sources and may not be used for the personal benefit of any representative or fiduciary of a Horsemen's organization except to the extent that the representative or fiduciary is a participant in the benevolent programs on the same basis as other eligible program participants." Per PA Fiscal Code, an act of 1929 as amended, the Association is required to carry out their duties in a prudent manner and refrain from conflict-of-interest transactions.

Cause

This is a result of payment of legal fees from the Pennsylvania Race Horse Development Funds to a law firm that employs a Board member of the Association. This presents the appearance of personal benefit received from this relationship.

Effect

Noncompliance with Pennsylvania Race Horse Development Fund regulations §.436a.4, and the PA Fiscal Code.

Recommendation

We recommend that the Association implement procedures to refrain from conflict-of-interest transactions. This could be achieved by Mr. DeBunda no longer acting as a representative/fiduciary of the Association, and/or establishing stronger internal controls over the procurement of its legal representation.

Management's Response

CLA notes that because Salvatore M. DeBunda, Esquire, the President of PTHA, also is a partner in Archer & Greiner, P.C. ("A&G"), a law firm which represents PTHA for fees, this "presents the appearance of [a] personal benefit received from this relationship." CLA thus concludes that PTHA has violated Pennsylvania Code Section 436a.4, which prohibits PRDF funds from being used "for the personal benefit of any representative or fiduciary of a Horsemen's organization..." and the Fiscal Code, which requires PTHA to carry out its duties in a prudent manner and to avoid conflict-of-interest transactions.

As we have made clear in the past, PTHA does not object to a notation of the facts regarding Mr. DeBunda's status at both PTHA and A&G, which are not disputed and are fully disclosed by PTHA. However, there is no basis for the CLA's conclusion that this constitutes some legal or ethical violation. First, this is purely a legal judgment which is not within the scope of CLA's review or expertise. Further, CLA's unqualified legal

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
December 31, 2014

conclusion – that PTHA violated both Section 436a.5 of the Regulations and the Fiscal Code – not only lacks any explanation, it is contradicted by the report itself in one significant respect. In Note 7 to the Financial Statements, CLA correctly notes that Mr. DeBunda “has no voting rights and abstains from all discussions regarding legal fees paid to [A&G].” Moreover, PTHA adopted a “Conflict of Interest Policy” as a result of similar comments raised in prior Fiscal Code PRDF audits. This Policy was provided to CLA two years ago, yet CLA does not reference it. We do not understand how, in light of these critical facts, CLA concludes that PTHA has violated any law.

In fact, there has been no claim against PTHA on this basis, nor could there be based on facts known to CLA, many of which are not included in the report. As CLA has known for three years now, A&G and its predecessor, Pelino & Lentz, P.C. (which merged with A&G on January 1, 2009), has represented PTHA for many years, long preceding Act 71 (often also referred to as the Gaming Act), and long preceding Mr. DeBunda's tenure as PTHA's President. A&G has a breadth of experience dealing with equine law matters and valuable working relationships across the industry, including with the Racing Commission. This is demonstrated by the fact that A&G has represented other Horsemen's organizations and individual horsemen unrelated to PTHA. Moreover, A&G does not bill PTHA for any professional services rendered by Mr. DeBunda. PTHA's members have elected Mr. DeBunda to serve to lead the Organization with full knowledge of his status at A&G, and he has done so diligently and faithfully. CLA's “Finding” of unlawful conduct unfairly taints not only PTHA, but also both A&G and Mr. DeBunda. There is no basis for CLA's implicit suggestion that either Mr. DeBunda resign as PTHA's President or PTHA no longer engage A&G as counsel.

Just as we did each of the last two years, we request that this Finding, which is inflammatory and prejudicial, be completely removed from the report. If not removed, we request that CLA provide a thorough explanation for the conclusion that PTHA is not in compliance with the law, particularly in light of the facts that (a) this is not the first time PTHA has addressed this charge in detail and (b) CLA's predecessor, McOnly & Asbury (“M&A”), acknowledged the lack of basis for any suggestion of noncompliance based on the same facts. To the extent that purely legal judgments have any proper place in the audits required by the Fiscal Code – which PTHA vigorously denies – the judgments expressed should be clearly articulated and consistent.

We also request that, if any aspect of this Finding is to remain in the final report, the reference to the specific amount of legal fees paid by PTHA to A&G be deleted. As presented, this information is meaningless and highly prejudicial. At a minimum, to place the total amount in context, the report should include (a) an acknowledgment that all payments were made pursuant to A&G invoices which detailed the time spent on all professional services rendered and, (b) a thorough review of the significant matters for which A&G was retained. We also request that this Finding itself include a clear statement that Mr. DeBunda has no voting rights and abstains from all matters relating to the payment of A&G's invoices, since these facts are included in Note 7 to the Financial Statements.

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
December 31, 2014

Finding Reference: 2014-003
Description: Comingling of Pennsylvania Race Horse Development Funds
Type of Finding: Significant Deficiency in Compliance

Condition/Context

The Association allocates 3% of purse monies of the Pennsylvania Race Horse Development Fund under the terms of a live racing agreement to the Association for general uses (known as contractual agreement funds). Those disbursements are for purposes other than purses. This is inconsistent with current code which requires this type of activity to be kept separate.

Criteria

Per PA Code 436.a.5, fiduciaries shall ensure that the funds received for the benefit of the horsemen are distributed pursuant to the act. Per 4 Pa.C.S.A. §1406(a)(2.1)(iii), Eighty-three and one-third percent of the money to be distributed under this clause shall be deposited on a weekly basis into a separate, interest-bearing purse accounts to be established by and for the benefit of the horsemen. The earned interest on the account shall be credited to the purse account. Licensees shall combine these funds with revenues from existing purse agreements to fund purses for live races consistent with those agreements with the advice and consent of the horsemen.

Cause

The Association has entered into a Live Racing Agreement that is not in compliance with Pennsylvania Race Horse Development Fund disbursement and distribution requirements.

Effect

Noncompliance with Pennsylvania Race Horse Development Fund distribution regulations.

Recommendation

We recommend management amend the Live Racing Agreement to ensure compliance with State requirements.

Management's Response

CLA states that PTHA is not in compliance with PRDF "disbursement and distribution regulations" because 3% of purse monies are allocated to fund PTHA pursuant to the live racing agreement with the operator. PTHA strongly disagrees with this legal conclusion, which CLA continues to assert, year-after-year, without any justification.

In fact, Act 71 reflects a legislative endorsement of the Horsemen's collective, voluntary and private decision to fund their designated statutory representative through a percentage of the purses they win – a decision which has been negotiated with and agreed to by the licensees, as embodied in the Live Racing Agreements. This is precisely why Act 71 states that "Licensees shall combine these [PRDF] funds with revenues from existing purse agreements to fund purses for live races consistent with those agreements with the advice and consent of the horsemen." 4 Pa.C.S.A. § 1406(a)(1)(i). There is no contrary authority in Act 71 or the applicable regulations, and CLA does not provide any. CLA's "recommendation" – that "management amend the Live Racing Agreement to ensure compliance" – reflects a fundamental lack of

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
December 31, 2014

understanding of both Act 71 and the nature of the Live Racing Agreement itself, which is an agreement between PTHA and the operator.

Again, this is not the first time this issue has been addressed in the context of a Fiscal Code audit. This same issue was first vetted and resolved in the context of the PRDF audit conducted pursuant to the Fiscal Code for the year ending December 31, 2010, under the auspices of the Department of Agriculture. Specifically responding after the Fiscal Code auditors raised this same issue (and addressing the details of PTHA's Live Racing Agreement), we noted: "[T]he 3% of PRDF-originated purse revenues, which PTHA's members voluntarily agree to use to fund the operations of the Organization, are akin to membership dues, and not distributions to PTHA from PRDF." The Department of Agriculture and the auditors agreed that there is no violation of Act 71 – there was no reference to this whatsoever in the Fiscal Code audit report for the year ended December 31, 2010.

M&A nonetheless, raised the same issue during the Fiscal Code audit for the year ended December 31, 2011, and refused to delete their finding of a violation in response to PTHA's objection. When pressed during the exit interview, M&A agreed that this was a legal judgment, that there is conflicting authority on which PTHA relies and, worse, that M&A only included this "finding" based on an instruction by counsel for the Office of the Budget.

CLA now has raised this same issue for three years without addressing the substance of our objection.

It is telling that there has been no claim or other action taken against PTHA based on this purported violation of Act 71, even though it has been alleged in multiple statutory audit reports that are prepared and distributed pursuant to the Fiscal Code. This Finding should be removed from the report. If CLA refuses to remove this Finding, we request that CLA provide legal authority for the statement that PTHA is in violation of the law and, if this Finding has been included at the instruction of the Office of the Budget, that CLA so state. The Fiscal Code requires that the Office of the Budget engage independent accountants to perform these audits. If any aspect of CLA's report reflects a determination or instruction by the Office of the Budget, it is critical that this is plainly disclosed.

Additional Considerations

A separate bank account as contemplated by Act 71 was not noted during the audit.

**PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
SCHEDULE OF PRIOR YEAR FINDINGS AND QUESTIONED COSTS
December 31, 2013**

Finding Reference: 2013-001
Description: Segregation of Duties
Type of Finding: Significant Deficiency in Internal Control

Condition/Context

The Association does not have controls to prevent or detect misstatements on a timely basis as a result of a lack of segregation of duties. This condition increases the possibility that errors or irregularities may occur and not be detected on a timely basis. Due to the small number of people employed in administrative functions, the Association may not be able to fully achieve ideal segregation of duties. Currently, management's and the board's close oversight and review of accounting information are the best means available to prevent or detect errors or irregularities.

Criteria

The Internal Control Integrated Framework (COSO report) requires adequate internal controls over segregation of duties to ensure that transactions are properly recorded and reduce the risk that errors will be undetected.

Cause

This is a result of the level of staffing maintained by the Association.

Effect

An increased risk that error or inconsistencies may occur and not be detected.

Recommendation

We recommend management and the board provide close oversight and review of financial information.

Current Year Status:

Not corrected – refer to 2014-001 for current year finding.

**PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
SCHEDULE OF PRIOR YEAR FINDINGS AND QUESTIONED COSTS
December 31, 2013**

Finding Reference: 2013-002
Description: Related Party Transactions
Type of Finding: Significant Deficiency in Compliance

Condition/Context

The president of the Association is a partner in the law firm representing PTHA to which fees were paid. Total fees paid to this firm were \$144,550 in 2013.

Criteria

Per PA Code 436.a.4., "Funds allocated to Horsemen's organizations for benevolent programs must be kept separate and apart from funds acquired from other sources and may not be used for the personal benefit of any representative or fiduciary of a Horsemen's organization except to the extent that the representative or fiduciary is a participant in the benevolent programs on the same basis as other eligible program participants." Per PA Code 436.a.5, the Association is required to carry out their duties in a prudent manner and refrain from conflict-of-interest transactions.

Cause

This is a result of payment of legal fees from the Pennsylvania Race Horse Development Funds to a law firm that employs a Board member of the Association. This presents the appearance of a conflict-of-interest. Although we believe there is ambiguity in the above code, the related party, as a partner in the law firm, does derive "personal benefit" from revenues earned by the firm. In addition, legal fees were not paid to a participant in the benevolent programs on the same basis as other program participants.

Effect

Noncompliance with Pennsylvania Race Horse Development Fund regulations §.436a.5.

Recommendation

We recommend that the Association implement procedures to refrain from conflict-of-interest transactions.

Current Year Status

Not corrected – refer to 2014-002 for current year finding.

**PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
SCHEDULE OF PRIOR YEAR FINDINGS AND QUESTIONED COSTS
December 31, 2013**

Finding Reference: 2013-003
Description: Comingling of Pennsylvania Race Horse Development Funds
Type of Finding: Significant Deficiency in Compliance

Condition/Context

The Association allocates 3% of purse monies of the Pennsylvania Race Horse Development Fund under the terms of a live racing agreement to the Association for general uses (known as contractual agreement funds). Those disbursements are for purposes other than purses which is inconsistent with current code which requires this type of activity to be kept separate.

Criteria

Per PA Code 436.a.5, fiduciaries shall ensure that the funds received for the benefit of the horsemen are distributed pursuant to the act. Per 4 PA.C.S.A. §1406(a)(2.1)(iii), Eighty-three and one-third percent of the money to be distributed under this clause shall be deposited on a weekly basis into a separate, interest bearing purse account to be established by and for the benefit of the horsemen. The earned interest on the account shall be credited to the purse account. Licensees shall combine these funds with revenues from existing purse agreements to fund purses for live races consistent with those agreements with the advice and consent of the horsemen.

Cause

The Association has entered into a Live Racing Agreement that is not in compliance with Pennsylvania Race Horse Development Fund disbursement and distribution requirements.

Effect

Noncompliance with Pennsylvania Race Horse Development Fund distribution regulations.

Current Year Status

Not corrected – refer to 2014-003 for current year finding.

MEMBERSHIP INFORMATION

Supplemental Information – State Residence of Health & Welfare Plan Beneficiaries

The Commonwealth Office of the Budget requires information regarding the state residences of PTHA's members who participate in its health and welfare plans. For the same reasons we have noted in the past, this information has no proper place in supplementary information. The inclusion of the "Members by State" has no possible relevance and is misleading. Entry in one race qualifies a horseman as a "member" of the PTHA but does not render the horseman eligible for health and welfare benefits. The eligibility requirements exist to ensure that only horsemen with an active and substantial business presence in Pennsylvania receive benefits. As such, the "Membership by State" information should be removed.

This is also true with respect to the inclusion of information depicting the state residences of those PTHA members who receive health and welfare benefits. We do not understand the purpose or meaning of including this information, which is not otherwise explained or related in any apparent way to the PRDF audit required by the Fiscal Code. The fact that certain PTHA members who receive health and welfare benefits funded by PRDF distributions may happen to reside outside of Pennsylvania is irrelevant to not only the requirements of Act 71, but also to the significant economic activity in Pennsylvania generated by these business people. Again, PTHA's eligibility criteria require significant activities in Pennsylvania. These trainers' businesses have employees and consume goods and services like other Pennsylvania businesses. To the extent that the trainers (or their employees) who receive health and welfare benefits are analogized to persons who receive such benefits in other industries, they are no different than the thousands of persons who are employed by private businesses or public agencies located in Pennsylvania but who happen to live in a neighboring state such as New Jersey, New York, Delaware, Maryland, West Virginia or Ohio. Where the horse resides, rather than the owner or trainer, is important. The horse truly is the "jobs creator" for the Commonwealth, and horsemen who receive benefits are eligible to do so because their horses are creating those jobs in Pennsylvania.

Again, this is not the first time this issue has been raised in the context of a Fiscal Code audit. Two years ago, after M&A refused to delete similar information from its draft report, M&A acknowledged during the exit interview that this information is completely unrelated to the scope of the audit of PRDF funds as required by the Fiscal Code, and that M&A included the information based solely on the express instruction of the Office of the Budget.

Accordingly, we request that these pages be removed from the report. (We have no objection to the pages which depict the eligibility criteria or the benefits recipients by category.) If Commonwealth insists on including this information, we request that Commonwealth disclose the reasons for its inclusion, including whether the Office of the Budget has instructed so. At a minimum, if this information is to be presented in the final report over PTHA's objection, we request that our full comments in this regard be included given the prejudice which may result from a false interpretation that Act 71 funds are somehow "leaving Pennsylvania" without benefitting the Pennsylvania economy.

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
ELIGIBILITY FOR MEMBERSHIP, HEALTH AND PENSION PLANS
December 31, 2014

Eligibility for Membership, Health, and Pension Plans

Eligibility requirements to become a Member of the Association:

- Any owner, owner-trainer, or trainer of a race horse who is currently licensed and in good standing as such with the Pennsylvania State Racing Commission, shall be eligible for membership in the Association.
- Any partnership, corporation or other association which is so licensed shall likewise be eligible for membership, provided, however, that any individual or entity who, directly or indirectly, owns the aggregate of less than one total race horse, shall not be eligible for membership regardless of licensing.

Eligibility requirements for Health Plan:

- Trainers with 20 starts during the year AND 65% of total starts are at PARX Racing.
- Trainers with 100 starts at PARX Racing.
- Any trainer with a full barn at PARX.
- Employees of the Association.

Eligibility requirements for Trainers Retirement Plan:

- Has Eligible Starts during the calendar year and 65% of total annual starts are at PARX Racing;
- Has 100 Eligible Starts during the calendar year at PARX Racing; and
- Has a Full Barn at PARX.

Eligibility requirements for Employee Retirement Plan

- Eligible employees who have completed one (1) year of services
- Attained the age of 21

PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
SCHEDULE OF MEMBERSHIP BY STATE
December 31, 2014

Members by State

<u>State</u>	<u>Number of Members</u>
PA	972
NJ	629
NY	466
DE	91
MA	97
CA	52
MD	34
CT	33
FL	45
All others	<u>124</u>
TOTAL MEMBERS AS OF DECEMBER 31, 2014	<u><u>2,543</u></u>

**PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
SCHEDULE OF HEALTH PLAN PARTICIPANTS BY STATE
December 31, 2014**

Health Plan Participants by State

<u>State</u>	<u>Number of Participants</u>
PA	100
NJ	30
FL	1
DE	2
NH	<u>1</u>
TOTAL PARTICIPANTS AS OF DECEMBER 31, 2014	<u><u>134</u></u>

**PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
SCHEDULE OF HEALTH PLAN PARTICIPANTS BY CATEGORY
December 31, 2014**

Health Plan Participants by Category

<u>State</u>	<u>Number of Participants</u>
Employee	8
Trainer	<u>126</u>
TOTAL PARTICIPANTS AS OF DECEMBER 31, 2014	<u><u>134</u></u>

**PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
SCHEDULE OF RETIREMENT PLAN PARTICIPANTS BY CATEGORY
December 31, 2014**

Retirement Plan Participants by Category

<u>Category</u>	<u>Number of Participants</u>
Trainer	162
Employee	<u>8</u>
TOTAL PARTICIPANTS AS OF DECEMBER 31, 2014	<u><u>170</u></u>

**PENNSYLVANIA THOROUGHBRED HORSEMEN'S ASSOCIATION
SCHEDULE OF RETIREMENT PLAN PARTICIPANTS BY STATE
December 31, 2014**

Retirement Plan Participants by State

<u>State</u>	<u>Number of Participants</u>
PA	123
NJ	32
MD	4
Canada	2
KY	1
FL	2
DE	4
NH	<u>2</u>
TOTAL PARTICIPANTS AS OF DECEMBER 31, 2014	<u><u>170</u></u>