

**Atlantic Avenue Association Local
Development Corporation**

**Financial Statements
December 31, 2017**

**Atlantic Avenue Association Local
Development Corporation**

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Independent Auditor's Report

To the Board of Directors of
Atlantic Avenue Association
Local Development Corporation
Brooklyn, New York

We have audited the accompanying statement of financial position of Atlantic Avenue Association Local Development Corporation (a nonprofit organization) as of December 31, 2017, and the related statements of activities and changes in net assets, and cash flows for the year 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 these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Atlantic Avenue Association Local Development Corporation as of December 31, 2017, and the changes 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.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of functional expenses on Schedule A is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements 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 financial statements as a whole.



Gruber Palumberi Raffaele Fried, P.C.

New York, NY
May 22, 2018

Atlantic Avenue Association Local Development Corporation
Statement of Financial Position
December 31, 2017

CURRENT ASSETS

Cash and cash equivalents	\$	131,217	
Cash - escrow		25,390	
Prepaid expenses		11,493	
Total current assets	\$		168,100
Property, equipment, furniture and fixtures at cost, net of accumulated depreciation of \$299,148			155,200
Land			91,404
Total assets	\$		414,704

CURRENT LIABILITIES

Tenant security deposits	\$	17,200	
Mortgage payable - current portion		7,851	
Note payable - current portion		6,281	
Total current liabilities	\$		31,332

LONG-TERM LIABILITIES

Mortgage payable - less current portion		153,169	
Note payable - less current portion		37,684	
Total long-term liabilities			190,853
Total liabilities			222,185

NET ASSETS

COMMITMENT AND CONTINGENCIES

Net assets - unrestricted			192,519
Total liabilities and net assets	\$		414,704

The accompanying notes are an integral part of these statements

Atlantic Avenue Association Local Development Corporation
Statement of Activities and Changes in Net Assets
For the Year Ended December 31, 2017

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Totals</u>
SUPPORT AND REVENUE:			
Special events	\$ 218,516	\$ -	\$ 218,516
Contributions and grants	156,237	-	156,237
Rental income	147,935	-	147,935
Interest income	227	-	227
	<hr/>	<hr/>	<hr/>
Total support and revenue	522,915	-	522,915
EXPENSES:			
Program services	318,581	-	318,581
General and administrative	192,655	-	192,655
	<hr/>	<hr/>	<hr/>
Total expenses	511,236	-	511,236
Change in net assets	\$ 11,679	-	\$ 11,679
Net assets - December 31, 2016	180,840	-	180,840
	<hr/>	<hr/>	<hr/>
Net assets - December 31, 2017	\$ 192,519	\$ -	\$ 192,519
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The accompanying notes are an integral part of these statements

Atlantic Avenue Association Local Development Corporation
Statement of Cash Flows
For the year ended December 31, 2017

Cash flows from operating activities:		
Change in net assets	\$ 11,679	
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	15,473	
Non-cash contribution	(6,281)	
(Increase) in prepaid expenses	(2,387)	
Increase in tenant security deposits	1,960	
Net cash provided by operating activities		22,650
Cash flows used in financing activities:		
Principal payment on mortgage	(9,440)	
Net cash (used in) financing activities		(9,440)
Increase in cash		13,210
Cash and cash equivalents - beginning of year		118,007
Cash and cash equivalents - end of year		\$ 131,217
Supplemental disclosure of cash flow information:		
Interest paid		12,767

The accompanying notes are an integral part of these statements

Atlantic Avenue Association Local Development Corporation
Notes to Financial Statements
December 31, 2017

Note 1 - Summary of Significant Accounting Policies

Nature of operations

Atlantic Avenue Association Local Development Corporation, the "AALDC" is a not-for-profit organization formed for the purpose of fostering historical preservation, cultural enrichment, economic development and neighborhood revitalization in the Downtown Brooklyn area.

Basis of presentation

AALDC reports information regarding its financial position and activities according to three classes of net assets; unrestricted net assets, temporarily restricted net assets and permanently restricted net assets, depending on the existence and/or nature of any donor restrictions. Accordingly, net assets of the organization and changes therein are classified and reported as follows:

Unrestricted net assets- net assets that are not subject to donor-imposed stipulations.

Temporarily restricted net assets - net assets subject to donor-imposed stipulations that may or will be met, either by actions of the organization and/or the passage of time.

Permanently restricted net assets - net assets subject to donor-imposed stipulations that they be maintained permanently by the organization. Generally, the donors of these assets permit AALDC to use all or part of the income earned on any related investments for general or specified purposes.

At December 31, 2017, there were no temporarily or permanently restricted net assets.

Depreciation

AALDC's property and equipment are being depreciated over their respective estimated useful lives using the straight-line method over various useful lives ranging from 3 to 30 years.

Income taxes

AALDC is exempt from income tax under section 501(c)(3) of the Internal Revenue Code, and similar provisions of New York state law.

The Organization accounts for income taxes in accordance with income tax accounting guidance in Financial Accounting Standards Board Accounting Standard Codification (ASC) 740, Income Taxes.

Atlantic Avenue Association Local Development Corporation
Notes to Financial Statements
December 31, 2017

Note 1 - Summary of Significant Accounting Policies (Continued)

Income taxes

The guidance for accounting standard for uncertainty in income taxes, which addresses the determination of whether tax benefits claimed or expected to be claimed on the Organization's tax return, should be recorded in the financial statements. Under this guidance, the Organization may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. Examples of tax positions include the tax-exempt status of the Organization and various positions related to the potential sources of unrelated business taxable income (UBIT). The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement. There are no unrecognized tax benefits identified or recorded as liabilities for year ended December 31, 2017.

Functional allocation of expenses

The costs of providing the various programs and other activities have been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the programs and general and administrative services benefited.

At December 31, 2017, the Organization has no fundraising expenses.

Fair value measurements

The fair value of financial assets and liabilities is measured according to the Fair Value Measurements and Disclosures topic of the FASB Accounting Standards Codification, ASC 820. Fair Value is required to be evaluated and adjusted according to the following valuation techniques.

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

Level 2: Inputs to valuation methodology include:

- A. Quoted prices for similar assets or liabilities in active markets.
- B. Quoted prices for identical or similar assets or liabilities in inactive markets.
- C. Inputs other than quoted prices that are observable for the asset or liability.

Atlantic Avenue Association Local Development Corporation
Notes to Financial Statements
December 31, 2017

Note 1 - Summary of Significant Accounting Policies (Continued)

- D. Inputs that are 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 measurement.

Cash and cash equivalents

The Organization considers cash equivalents to be all highly liquid debt instruments with a maturity of three months. Cash and cash equivalents consist of cash and money market funds and are valued using Level 1 inputs.

Cash - escrow

Cash held in escrow is set up by the mortgagor to pay for real estate tax, water charges, and insurance.

Revenue and expense recognition

Revenue and expenses are recognized in the period to which they apply. Advance receipts for fees and payments for expenses relating to specific events are deferred until the period to which they apply.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of 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.

New Authoritative Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers (Topic 606) and Other Assets and Deferred Costs or- Contracts with Customers (Subtopic 340-40). This ASU implements a single framework for revenue recognition ensuring that revenue is recognized in a manner which reflects the consideration to which the entity expects to be entitled to in exchange for goods and services. The ASU is effective for fiscal years beginning after December 15, 2017. The Organization is evaluating the impact on the organization's financial statements.

Atlantic Avenue Association Local Development Corporation
Notes to Financial Statements
December 31, 2017

Note 1 - Summary of Significant Accounting Policies (Continued)

In April 2015, the FASB issued ASU No. 2015-03 (Subtopic 835-30) Imputation of Interest - Simplifying the Presentation of Debt Issuance Costs. This ASU requires all premium received, discount given and costs of issuance to be presented as an adjustment to the carrying value of the associated debt liability. The Organization has determined there is no impact from this pronouncement to its financial statements or disclosures for the year ended December 31, 2017.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). The new ASU establishes a right-of-use ("ROU") model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. The ASU is effective for fiscal years beginning after December 15, 2018 with early adoption permissible. The new standard is not applicable to the Organization for the fiscal year ended December 31, 2017.

In August 2016, the FASB issued ASU 2016-14, Presentation of Financial Statements for Not-for-Profit Entities. The ASU amends the financial reporting requirements in Topic 958, Not-for-Profit Entities. Changes include revisions to the classification of net assets and expanded liquidity disclosures. The ASU is effective for fiscal years beginning after December 15, 2017 with early adoption permissible. The Organization is evaluating the impact of the new standard on the organization's financial statements.

In August 2016, the FASB issued ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments. The ASU amends the financial reporting requirements in Topic 230, Statement of Cash Flows. Changes include revisions to the presentation of cash flows related to the settlement of debt instruments with coupon rates that are insignificant in relation to the effective interest rate of the borrowing and distributions received from equity method investees. The ASU is effective for fiscal years beginning after December 15, 2017 with early adoption permissible. The Organization is evaluating the impact of the new standard on the organization's financial statements.

Note 2 – Contribution Receivable

The Organization recognizes the full amount of the contributions received in the period that they were made as unrestricted, temporarily restricted or permanently restricted support depending on the existence and/or nature of any donor restrictions.

AALDC uses the allowance method to determine uncollectible promises to give. The allowance is based on management's analysis of specific promises made. There was no allowance for uncollectible promises to give at December 31, 2017.

Atlantic Avenue Association Local Development Corporation
Notes to Financial Statements
December 31, 2017

Note 3 – Concentration of Credit Risk

AALDC maintains its cash in bank deposit and money market accounts. The balances are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. At times, such investments may be in excess of the FDIC limit. As of December 31, 2017, AALDC did not exceed the FDIC limit.

Note 4 – Property, Equipment, Furniture and Fixtures

At December 31, 2017, property, equipment, furniture and fixtures are comprised of the following:

Building	\$ 365,614
Building Improvements	37,229
Building acquisition costs	34,557
Equipment	15,965
Furniture and fixtures	983
	<hr/> 454,348
Less: accumulated depreciation	<hr/> (299,148)
Net fixed assets	<hr/> <u>\$ 155,200</u>

For the year ended December 31, 2017, depreciation expense amounted to \$15,473.

Note 5 – Mortgage Payable

On August 27, 1999, AALDC entered into a promissory mortgage note in the amount of \$312,000 with the Community Preservation Corporation, a New York not-for-profit organization, to finance the purchase of the property located at 494 Atlantic Avenue, Brooklyn, New York. The note bears interest at a rate of 7.65% per annum and matures on September 1, 2029.

Maturities of the mortgage payable are as follows:

Year ending December 31	Amount
2018	7,851
2019	9,527
2020	10,282

Atlantic Avenue Association Local Development Corporation
Notes to Financial Statements
December 31, 2017

Note 5 – Mortgage Payable (Cont'd)

2021	11,097
2022	11,967
Thereafter	110,296

For the year ended December 31, 2017 interest expense amounted to \$12,767.

Note 6 – Notes Payable

On August 27, 1999, AALDC received two loans totaling \$157,018 from New York City's Department of Housing Preservation and Development ("HPD") to help subsidize the purchase of the property located at 494 Atlantic Avenue. Per the loan agreements, the loans shall be standing obligations which shall be without interest and shall not require the payment of installments, except in the event of default or transfer of the property within three years of its initial purchase. If the building is sold after the three years of its initial purchase, the loan shall be payable to the extent of fifty percent of the appreciation less any portion of the appreciation paid in reduction of the remaining loan balance. The loan amounts are to be reduced by one twenty-fifth (1/25) on each anniversary date of the loans, which amounts to \$6,281 annually. This loan reduction is recorded under the caption contributions and grants in the Statement of Activities and Changes in Net Assets. Upon the twenty-fifth anniversary date, AALDC shall be released from any further liability and the agreements shall no longer remain in force or effect.

Note 7 – Commitments and Contingencies

Agreement with the City of New York Department of Transportation

Under a ten year agreement dated June 28, 1991, AALDC and the City of New York Department of Transportation ("DOT"), AALDC was to make payments towards energy, maintenance and repair costs of street lights along Atlantic Avenue.

AALDC has made certain payments under this agreement, but has withheld additional payments, pending resolution of disputed charges. AALDC and the DOT have had discussions regarding the settlement of this issue. As of the balance sheet date such talks have been terminated, and no further liability has been reflected on the books of AALDC.

Atlantic Avenue Association Local Development Corporation
Notes to Financial Statements
December 31, 2017

Note 8 – Subsequent Events

On March 29, 2018, a Summons and a Complaint at Law was filed in the Supreme Court of the State of New York County of Kings against AALDC and their commercial tenant.

This litigation is in its early stages and AALDC is represented by a law firm appointed by the general liability insurance carrier of the organization. Due to the nature of this litigation and its early stages, the organization is unable to determine the amount of the loss, if any, it may sustain. However, the organization believes it has adequate general liability insurance coverage to pay potential claims.

Subsequent events have been evaluated through the date these financial statements were available to be issued – May 22, 2018.

Atlantic Avenue Association Local Development Corporation
Schedule of Functional Expenses
For the year ended December 31, 2017

Schedule A

	Program Services	General and Administrative	Total
Special events	\$ 126,296	\$ -	\$ 126,296
Sanitation	8,758	-	8,758
Officer's salary	59,623	67,617	127,240
Other salary	25,595	50,786	76,381
Payroll taxes	-	20,552	20,552
Employee benefit	-	6,907	6,907
Payroll services	-	1,701	1,701
Awards	19,003	-	19,003
Insurance	7,976	4,084	12,060
Mortgage interest	12,767	-	12,767
Depreciation	15,473	-	15,473
Maintenance & repairs	19,016	-	19,016
Professional fees	-	18,850	18,850
Utilities	5,230	-	5,230
Water	6,000	-	6,000
Supplies & materials	-	5,430	5,430
Equipment rental/lease	-	4,666	4,666
Telephone	-	4,845	4,845
Real estate tax	6,953	-	6,953
Conferences & meetings	-	4,530	4,530
Pest control	1,850	-	1,850
BID tax	700	-	700
Printing	-	231	231
Office expenses	-	1,145	1,145
Promotion & advertising	3,341	625	3,966
Miscellaneous	-	686	686
Total expenses	\$ 318,581	\$ 192,655	\$ 511,236