MEATPACKING DISTRICT MANAGEMENT ASSOCIATION, INC.

FINANCIAL STATEMENTS AND AUDITORS' REPORT

JUNE 30, 2020 AND 2019

MEATPACKING DISTRICT MANAGEMENT ASSOCIATION, INC.

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Skody Scot & Company, CPAs, P.C.



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INDEPENDENT AUDITORS' REPORT

To: The Board of Directors of

Meatpacking District Management Association, Inc.

We have audited the accompanying financial statements of Meatpacking District Management Association, Inc. (a nonprofit organization), which comprise the statements of financial position as of June 30, 2020 and 2019, and the related statements of activities, expenses, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of 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 audits. We conducted our audits 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 of 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 Meatpacking District Management Association, Inc. as of June 30, 2020 and 2019, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Skody Scot & Company, CPAS, P.C.

New York, NY December 3, 2020

MEATPACKING DISTRICT MANAGEMENT ASSOCIATION, INC. STATEMENTS OF FINANCIAL POSITION JUNE 30, 2020 AND 2019

	2020	2019				
ASSETS						
Cash and cash equivalents Contributions receivable Program revenue receivable Due from related party Property and equipment, net	\$ 1,940,280 - 37,350 472,705 49,606	\$ 1,841,373 25,000 44,773 95,778 67,574				
Total assets	\$ 2,499,941	\$ 2,074,498				
LIABILITIES AND NET ASSETS						
Accounts payable and accrued expenses Deferred revenue	\$ 249,379	\$ 165,304 40,000				
Total liabilities	249,379	205,304				
Commitments and contingencies (see notes)						
Net Assets: Without donor restrictions With donor restrictions	2,250,562	1,869,194 				
Total net assets	2,250,562	1,869,194				
Total liabilities and net assets	\$ 2,499,941	\$ 2,074,498				

MEATPACKING DISTRICT MANAGEMENT ASSOCIATION, INC. STATEMENTS OF ACTIVITIES YEARS ENDED JUNE 30, 2020 AND 2019

	2020		2019			
	Without Donor	With Donor	T . (.)	Without Donor	With Donor	T - 4 - 1
Owners of an I December of	Restrictions	Restrictions	Total	Restrictions	Restrictions	Total
Support and Revenues:	* • • • • • • • • •	•	* • • • • • • • •	* • • • • • • • • • •	ф.	* • • • • • • • •
Assessment revenue	\$ 2,392,000	\$ -	\$ 2,392,000	\$ 2,300,000	\$ -	\$ 2,300,000
Program service revenue	260,811	-	260,811	166,693	-	166,693
Contributions	-	-	-	37,000	-	37,000
Contributions in-kind	6,000	-	6,000	30,000	-	30,000
Royalty revenue	4,338	-	4,338	26,688	-	26,688
Interest income	17,639	-	17,639	17,293	-	17,293
Net assets released from restriction:				400.000	(400.000)	
Expiration of time restrictions	-	-	-	109,000	(109,000)	
Total net assets released from restriction	-			109,000	(109,000)	
Total support and revenues	2,680,788		2,680,788	2,686,674	(109,000)	2,577,674
Expenses:						
Program expenses:						
Sanitation	474,721	-	474,721	481,630	-	481,630
Public safety	346,816	-	346,816	255,867	-	255,867
Marketing and events	876,497	-	876,497	524,609	-	524,609
Public improvements	345,836	-	345,836	482,513	-	482,513
Total program expenses	2,043,870	-	2,043,870	1,744,619	-	1,744,619
Management and general	255,550	-	255,550	206,232	-	206,232
Total expenses	2,299,420	-	2,299,420	1,950,851	-	1,950,851
Increase/(decrease) in net assets	381,368	-	381,368	735,823	(109,000)	626,823
Net assets, beginning of year	1,869,194		1,869,194	1,133,371	109,000	1,242,371
Net assets, end of year	\$ 2,250,562	\$-	\$ 2,250,562	\$ 1,869,194	\$-	\$ 1,869,194

MEATPACKING DISTRICT MANAGEMENT ASSOCIATION, INC. STATEMENT OF EXPENSES YEAR ENDED JUNE 30, 2020

	Program Expenses					Su	pporting		
		Public	Marketing		Public	Total	Ma	nagement	Total
	Sanitation	Safety	and Events	Impr	ovements	Program	and	d General	Expenses
Personnel costs:									
Staff salaries	\$ 43,371	\$ 43,371	\$ 216,853	\$	86,741	\$ 390,336	\$	43,370	\$ 433,706
Payroll taxes and benefits	7,673	7,673	38,365		15,345	69,056		7,672	76,728
Outside contractors	413,272	285,367	108,123		31,366	838,128		-	838,128
Total personnel costs	464,316	336,411	363,341		133,452	1,297,520		51,042	1,348,562
Direct expenses:									
Depreciation and amortization	-	-	-		-	-		25,218	25,218
Insurance	-	-	-		-	-		33,305	33,305
Landscaping	-	-	-		99,500	99,500		-	99,500
Office supplies and expenses	-	-	-		-	-		48,378	48,378
Printing and design	-	-	76,986		-	76,986		-	76,986
Professional fees	-	-	-		20	20		67,676	67,696
Project expenses	-	-	381,899		14,297	396,196		-	396,196
Rent and utilities	10,405	10,405	52,023		20,809	93,642		10,404	104,046
Telephone	-	-	-		-	-		5,482	5,482
Travel, hotel and meetings	-	-	-		-	-		14,045	14,045
Website	-	-	2,248		-	2,248		-	2,248
Wifi	-	-	-		77,758	77,758		-	77,758
Total direct expenses	10,405	10,405	513,156		212,384	746,350		204,508	950,858
Total expenses	\$ 474,721	\$ 346,816	\$ 876,497	\$	345,836	\$ 2,043,870	\$	255,550	\$ 2,299,420

MEATPACKING DISTRICT MANAGEMENT ASSOCIATION, INC. STATEMENT OF EXPENSES YEAR ENDED JUNE 30, 2019

	Program Expenses				Supporting		
		Public	Marketing	Public	Total	Management	Total
	Sanitation	Safety	and Events	Improvements	Program	and General	Expenses
Personnel costs:							
Staff salaries	\$ 32,426	\$ 32,426	\$ 162,129	\$ 64,852	\$ 291,833	\$ 32,425	\$ 324,258
Payroll taxes and benefits	6,197	6,197	30,985	12,394	55,773	6,196	61,969
Outside contractors	433,200	207,437	77,434	52,784	770,855	22,021	792,876
Total personnel costs	471,823	246,060	270,548	130,030	1,118,461	60,642	1,179,103
Direct expenses:							
Depreciation and amortization	-	-	-	-	-	1,969	1,969
Insurance	-	-	-	-	-	25,096	25,096
Landscaping	-	-	-	175,673	175,673	-	175,673
Office supplies and expenses	-	-	-	-	-	42,204	42,204
Printing and design	-	-	64,216	-	64,216	-	64,216
Professional fees	-	-	-	69,910	69,910	47,493	117,403
Project expenses	-	-	129,149	2,037	131,186	-	131,186
Rent and utilities	9,807	9,807	49,033	19,613	88,260	13,276	101,536
Telephone	-	-	-	-	-	5,720	5,720
Travel, hotel and meetings	-	-	-	-	-	9,832	9,832
Website	-	-	11,663	-	11,663	-	11,663
Wifi	-	-	-	85,250	85,250	-	85,250
Total direct expenses	9,807	9,807	254,061	352,483	626,158	145,590	771,748
Total expenses	\$ 481,630	\$ 255,867	\$ 524,609	\$ 482,513	\$ 1,744,619	\$ 206,232	\$ 1,950,851

MEATPACKING DISTRICT MANAGEMENT ASSOCIATION, INC. STATEMENTS OF CASH FLOWS YEARS ENDED JUNE 30, 2020 AND 2019

	 2020	 2019
Cash flows from operating activities:		
Increase/(decrease) in net assets	\$ 381,368	\$ 626,823
Adjustments for non-cash items		
included in operating activities:		
Depreciation and amortization	25,218	1,969
Changes in assets and liabilities:		
Accounts payable and accrued expenses	84,075	10,759
Deferred revenue	(40,000)	10,000
Contributions receivable	25,000	-
Program revenue receivable	7,423	(4,366)
Prepaid expenses	-	3,248
Due from related party	(376,927)	(80,009)
Net cash provided/(used) by operating activities	 106,157	 568,424
Cash flows from investing activities:		
Purchase of property and equipment	(7,250)	(69,543)
Net cash provided/(used) by investing activities	 (7,250)	 (69,543)
Cash flows from financing activities	 -	 -
Net increase/(decrease) in cash and cash equivalents	98,907	498,881
Cash and cash equivalents at beginning of year	 1,841,373	 1,342,492
Cash and cash equivalents at end of year	\$ 1,940,280	\$ 1,841,373

Note 1 - Summary of Significant Accounting Policies

The Association

Meatpacking District Management Association, Inc. (Association), a not-for-profit organization, was incorporated in the State of New York on November 25, 2015. The Association is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for federal, state or local income taxes has been recorded. The Association does not believe its financial statements contain any uncertain tax provisions. The Association primarily receives its support from a real estate special assessment levied by The City of New York (City) on properties located in the Meatpacking Business Improvement District (BID). The BID's boundaries are approximately from Horatio Street to West 17th Street, between the West Side Highway and Eighth Avenue.

The Association's programs include the following: Sanitation - maintaining clean streets/curbs, garbage removal, and graffiti removal; Public Safety - providing increased public security through a combination of uniformed guards and a working relationship with the New York City Police Department; Marketing & Events - promoting the District to residents and tourists and to retain and develop prospective businesses; and Public Improvements - improving the overall appearance of the District by developing and implementing improvements and maintenance.

Basis of Accounting

The financial statements of the Association have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables, and other liabilities.

Change in Accounting Principle

In fiscal year 2020, the Association adopted FASB ASU 2014-09 *Revenue from Contracts with Customers* using the full retrospective approach. Analysis of various provisions of the standards resulted in no significant changes in the way the Association recognized revenue, and therefore no changes to the previously issued audited financial statements were required on a retrospective basis. The presentation and disclosures of revenue have been enhanced in accordance with the standard.

Use of Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from those estimates.

Cash Equivalents

For the purpose of the statements of financial position and the statements of cash flows, the Association considers as cash equivalents money market funds and all highly liquid resources, such as investments in certificates of deposit, with an original maturity of three months or less.

Note 1 - Summary of Significant Accounting Policies (Continued)

<u>Receivables</u>

Receivables that are expected to be collected within one year are recorded at their net realizable value. Receivables that are expected to be collected in future years are recorded at the present value of estimated future cash flows. All receivables are expected to be received within one year and as such have been stated at their net realizable value with no allowance for uncollectable receivables.

Property and Equipment

The Association capitalizes certain property and equipment with estimated lives of three years or more. Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation of furniture and equipment is computed by the straight-line method over estimated useful lives ranging from three to ten years. Leasehold improvements are amortized by the straight-line method over the life of the improvement or the term of the lease, whichever is shorter. Expenditures for repairs and maintenance are charged as an expense, and major renewals and betterments are capitalized.

Net Assets

Net assets, revenues, gains and losses are classified based on the existence or absence of donor or grantor-imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Net Assets Without Donor Restrictions - Net assets available for use in general operations and not subject to donor (or certain grantor) restrictions. This classification includes net assets designated by the board or management for a specified purpose.

Net Assets With Donor Restrictions - Net assets subject to donor (or certain grantor) imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature (endowment), where the donor stipulates that resources be maintained in perpetuity.

Expense Allocation

The costs of providing various programs and other activities have been summarized on a functional basis in the statements of activities and in the statements of expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefited. The expenses that are allocated include salaries and related expenses based on estimated time and effort and rent and utilities based on usage. The Association classifies expenses, which are not directly related to a specific program, as Management and General expenses.

Note 1 - Summary of Significant Accounting Policies (Continued)

Revenue Recognition

The real estate assessment levied by the City is recorded by the Association when earned. The City remits these assessments to the Association in two installments. An allowance for doubtful accounts is not provided because all assessments are received in the current year. Assessment billing errors are recorded as a direct reduction of assessment revenue.

The Association recognizes contributions when cash, noncash assets, or unconditional promises to give are received. Conditional promises to give, which have a measurable performance or other barrier and a right of return, are not recognized until the conditions on which they depend have been met. Amounts received prior to meeting these conditions are reported as deferred revenue in the statements of financial position. At June 30, 2020 and 2019, the Association did not have any conditional pledges that were not recognized.

Contributions are considered available for the Association's general programs unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor are reported as revenue with donor restrictions and increases in net assets with donor restrictions. Contributions received with restrictions that are met in the same reporting period are reported as revenue without donor restrictions and increases in net assets without donor restrictions. When a restriction expires (either a stipulated time period ends or a purpose restriction is accomplished), net assets with donor restrictions are reclassified to net assets without donor restrictions.

Program service revenue relates to fees received in exchange for program services and consists primarily of payments related to public plaza events and other marketing fees. Revenue is recognized when the program service is provided. Any revenue received which has not been earned is recorded as deferred revenue.

Royalty revenue is recognized when earned. Any revenue received which has not been earned is recorded as deferred revenue.

Note 2 - Cash and Cash Equivalents

Cash and cash equivalents consisted of the following at June 30, 2020 and 2019:

	2020	2019
Bank deposits and cash	\$ 149,419	\$ 618,151
Money market funds	<u>1,790,861</u>	1,223,222
	<u>\$1,940,280</u>	<u>\$1,841,373</u>

Note 3 - Property and Equipment

Property and equipment by major class consisted of the following at June 30, 2020 and 2019:

2020	2019
\$ 3,755	\$ 1,505
73,038	68,038
76,793	69,543
<u>(27,187</u>)	<u>(1,969</u>)
<u>\$ 49,606</u>	<u>\$67,574</u>
	<u>73,038</u> 76,793

Note 4 - Related Organization

The Association managed the operations of Meatpacking Improvement Association, Inc. (MPIA). MPIA is in the process of dissolution. Any remaining funds will be granted to the Association. The Association and MPIA shared office facilities and employees, and had separate boards of directors, sources of income and operational activities. The Association allocated costs to MPIA. Amounts due from related party in the statements of financial position represent amounts due from this cost-sharing arrangement. During the years ended June 30, 2020 and 2019, the Association had the following related transactions:

	2020	2019
Total costs allocated to MPIA	<u>\$ 384,703</u>	<u>\$ 95,778</u>
Due from MPIA	<u>\$ 472,705</u>	<u>\$ 95,778</u>

Note 5 - Commitments, Contingencies, and Related Party

The Association leases office space, at fair market value, under a non-cancelable operating lease from an entity related to a board member. Total rent and utilities expense charged to operations during the years ended June 30, 2020 and 2019, was \$104,046 and \$101,536, respectively. As of June 30, 2020, minimum aggregate annual rentals are as follows:

Year ended June 30, 2021	\$ 100,800
2022	84,000

Note 6 - Concentrations

The Association maintains its bank accounts with financial institutions. The Federal Deposit Insurance Corporation (FDIC) insures bank deposits up to \$250,000 per financial institution. At times, the balances of the accounts exceeded the insured limits during the years ended June 30, 2020 and 2019.

Note 7 - Pension Plan

Effective March 1, 2016, the Association adopted a qualified cash or deferred compensation plan under section 403(b) of the Internal Revenue Code. The participant assets of MPIA's former plan were transferred to the Association. Under the plan, employees may elect to defer up to twenty percent (20%) of their salary, subject to Internal Revenue Service limits. In addition, the plan allows for the Association to make discretionary contributions based on the participant's salary. Employees are eligible to participate in the plan on the first day of employment with the Association. Employees are eligible for discretionary contributions after three months of service to the Association. Contributions of \$11,127 and \$13,902 were made on behalf of the employer during the years ended June 30, 2020 and 2019, respectively.

Note 8 - Public Plaza License

During 2016, the Association assumed all the plaza activities formerly operated by Meatpacking Improvement Association, Inc. and Chelsea Improvement Company, Inc. In July 2019, the Association established a new agreement with the New York City Department of Transportation (DOT) under the name of the Association. The agreement allows the Association to collect special event fees, subconcession fees and sponsorships which will be used to offset the cost of managing and maintaining the plazas. Any excess revenue derived from the plazas will be kept in a segregated interest-bearing Accrual Fund. The Accrual Fund will be used for any future shortfall in revenue needed to provide the services set forth in the agreement. If at any time the Accrual Fund contains more than three times the public plaza budgets, the excess amount of funds shall be used to provide any services and/or alterations in the public plazas. At the end of the term of the license agreement or at termination, the balance of the Accrual Fund shall be used to provide any services and/or alterations in the public plazas. In December 2017, all plaza activities were temporarily suspended due to New York City's street reconstruction project. Activities resumed in August 2019.

Note 9 - Royalty Revenue

On April 11, 2011, Chelsea Improvement Company, Inc. entered into an agreement with a vendor to manufacture Chelsea NYC Benches. On February 25, 2016, this agreement was assigned to the Association. Royalty revenue is generated from the right to manufacture and sell the Chelsea NYC Bench. The Association recognizes revenue when there is evidence of a sale, lease or transfer of the Chelsea NYC Bench, including any derivatives and improvements. For the years ended June 30, 2020 and 2019, royalty revenue amounted to \$4,338 and \$26,688, respectively.

Note 10 - Contributions In-Kind

Contributions in-kind represent noncash contributions, which are recorded at their estimated fair value, and are reported as support and expensed in the period in which received. For the years ended June 30, 2020 and 2019, in-kind support amounted to \$6,000 and \$30,000, respectively, and consisted of donated event venues and supplies.

Note 11 - Revenue from Contracts with Customers

Detail of revenue from contracts with customers during the years ended June 30, 2020 and 2019, is as follows:

	 2020	 <u>2019</u>
Public plaza fees	\$ 30,000	\$ -
Banner income	64,561	102,451
Sponsorships, event fees, and other	166,250	64,242

At June 30, 2020 and 2019, \$0 and \$40,000, respectively, was recorded as deferred revenue from revenue relating to contracts with customers.

Note 12 - Liquidity and Availability of Financial Assets

The Association regularly monitors liquidity required to meet its operating needs and other obligations as they come due. For purposes of analyzing resources available to meet general expenditures over a 12-month period, the Association considers all expenditures related to its ongoing activities to be general expenditures. Amounts available for general expenditures over a 12-month period include donor-restricted amounts that are available for ongoing programmatic and support expenditures.

The following reflects the Association's financial assets, as of June 30, 2020 and 2019, reduced by amounts not available for general use within one year because of contractual, donor-imposed, or internal restrictions and designations:

	2020	2019
Financial assets: Cash and cash equivalents Receivables Due from related party Total financial assets	\$ 1,940,280 37,350 <u>472,705</u> 2,450,335	\$ 1,841,373 69,773 <u>95,778</u> 2,006,924
Less those unavailable for general expenditures within one year		
Financial assets available to meet cash needs for general expenditures within one year	<u>\$ 2,450,335</u>	<u>\$ 2,006,924</u>

Note 13 - Subsequent Events

Subsequent events were evaluated for potential additional disclosures and corrections through December 3, 2020, which is the date the financial statements were available to be issued.



Skody Scot & Company, CPAs, P.C.

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INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY INFORMATION

To: The Board of Directors of Meatpacking District Management Association, Inc.

We have audited the financial statements of Meatpacking District Management Association, Inc. as of and for the years ended June 30, 2020 and 2019, and have issued our report thereon dated December 3, 2020, which contained an unmodified opinion on those financial statements. Our audit was performed for the purpose of forming an opinion on the financial statements as a whole. The schedules of expenses and budget and public plaza activities and budget are presented for the purpose of additional analysis and are 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.

Skody Scot & Company, CPAs, PC

New York, NY December 3, 2020

MEATPACKING DISTRICT MANAGEMENT ASSOCIATION, INC. SCHEDULE OF EXPENSES AND BUDGET (Supplemental Financial Information) YEAR ENDED JUNE 30, 2020

	Total		
	Expenses	Budget	
Personnel costs:			
Staff salaries	\$ 433,706	\$ 560,000	
Payroll taxes and benefits	76,728	118,000	
Outside contractors	838,128	1,145,000	
Total personnel costs	1,348,562	1,823,000	
Direct expenses:			
Depreciation and amortization	25,218	-	
Insurance	33,305	35,800	
Landscaping	99,500	260,000	
Office supplies and expenses	48,378	94,200	
Printing and design	76,986	105,000	
Professional fees	67,696	62,500	
Project expenses	396,196	331,000	
Rent and utilities	104,046	117,500	
Telephone	5,482	5,500	
Travel, hotel and meetings	14,045	20,000	
Website	2,248	10,000	
Wifi	77,758	103,000	
Total direct expenses	950,858	1,144,500	
Total expenses	\$ 2,299,420	\$ 2,967,500	

MEATPACKING DISTRICT MANAGEMENT ASSOCIATION, INC. SCHEDULE OF PUBLIC PLAZA ACTIVITIES AND BUDGET (Supplemental Financial Information) YEAR ENDED JUNE 30, 2020

	Actual Activity		DOT Plaza Budget	
Support and Revenues:				
Plaza related revenues	\$	30,000	\$	175,000
Expenses:				
Direct expenses:				
Cleaning/trash/snow removal (Sanitation)		102,414		200,000
Landscape maintenance (Public Improvements)		21,667		50,000
Public safety (Public Safety)		35,318		80,000
Total direct expenses		159,399		330,000
Administrative costs:				
Administration allocation		87,950		108,000
Insurance		4,001		4,000
Total administrative costs		91,951		112,000
Total expenses		251,350	\$	442,000
Excess/(deficit) revenues from plaza activities	\$	(221,350)		
Balance of Accrual Fund, at end of year	\$	-		

Note - The above information is prepared in accordance with agreement #RCT1 841 20208200091 with New York City Department of Transportation dated July 3, 2019. The above expenses are included on Page 4 in the (program) noted above.