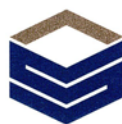


**EXCHANGE PLACE ALLIANCE
SPECIAL IMPROVEMENT DISTRICT**

FINANCIAL STATEMENTS

JUNE 30, 2020 AND 2019



SOBEL & CO. LLC

CERTIFIED PUBLIC ACCOUNTANTS & ADVISORS

EXCHANGE PLACE ALLIANCE SPECIAL IMPROVEMENT DISTRICT

JUNE 30, 2020 AND 2019

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INDEPENDENT AUDITORS' REPORT

To the Board of Trustees
Exchange Place Alliance Special Improvement District
Jersey City, New Jersey

Report on the Financial Statements

We have audited the accompanying financial statements of Exchange Place Alliance Special Improvement District (“Organization”), a New Jersey nonprofit corporation, which comprise the statements of financial position as of June 30, 2020 and 2019, and the related statements of activities and changes in net assets, functional 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.

Auditors’ 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 audits 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 auditors’ 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 auditors consider internal control relevant to the Organization’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 Organization’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 Exchange Place Alliance Special Improvement District 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.

Sobel & Co., LLC

Certified Public Accountants

Livingston, New Jersey
October 31, 2020

**EXCHANGE PLACE ALLIANCE SPECIAL IMPROVEMENT DISTRICT
STATEMENTS OF FINANCIAL POSITION**

	Year Ended June 30,	
	2020	2019
ASSETS		
CURRENT ASSETS:		
Cash	\$ 4,843,717	\$ 2,869,331
Prepaid expenses	9,630	9,630
Total Current Assets	<u>4,853,347</u>	<u>2,878,961</u>
FURNITURE AND EQUIPMENT, NET	<u>120,648</u>	<u>162,006</u>
Total Assets	<u>\$ 4,973,995</u>	<u>\$ 3,040,967</u>
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	<u>\$ 202,615</u>	<u>\$ 193,252</u>
COMMITMENTS AND CONTINGENCIES		
NET ASSETS:		
Without donor restrictions	<u>4,771,380</u>	<u>2,847,715</u>
Total Liabilities and Net Assets	<u>\$ 4,973,995</u>	<u>\$ 3,040,967</u>

**EXCHANGE PLACE ALLIANCE SPECIAL IMPROVEMENT DISTRICT
STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS**

	Year Ended June 30,	
	2020	2019
Revenues:		
City assessments	\$ 3,278,316	\$ 3,019,952
Event revenue	1,700	18,995
Donated facilities	11,250	10,312
Miscellaneous revenue	38,971	-
Interest income	3,539	110
Total Support and Revenues	3,333,776	3,049,369
Expenses:		
Program	1,194,335	1,916,346
Management and general	215,776	330,465
Total Expenses	1,410,111	2,246,811
Changes in Net Assets	1,923,665	802,558
NET ASSETS:		
Beginning of Year	2,847,715	2,045,157
End of Year	\$ 4,771,380	\$ 2,847,715

EXCHANGE PLACE ALLIANCE SPECIAL IMPROVEMENT DISTRICT
STATEMENT OF FUNCTIONAL EXPENSES
YEAR ENDED JUNE 30, 2020

	Program	Management and General	Total
Salaries	\$ 271,326	\$ 67,831	\$ 339,157
Payroll taxes and benefits	20,214	5,054	25,268
Total Salaries and Related Expenses	291,540	72,885	364,425
City improvements	709,107	-	709,107
Advertising	29,997	-	29,997
Professional fees	-	62,651	62,651
Event expenses	107,488	-	107,488
Insurance	56,203	14,051	70,254
Office expenses	-	9,114	9,114
Occupancy	-	11,250	11,250
Miscellaneous expense	-	4,467	4,467
Depreciation and amortization	-	41,358	41,358
Total Expenses	\$ 1,194,335	\$ 215,776	\$ 1,410,111

EXCHANGE PLACE ALLIANCE SPECIAL IMPROVEMENT DISTRICT
STATEMENT OF FUNCTIONAL EXPENSES
YEAR ENDED JUNE 30, 2019

	Program	Management and General	Total
Salaries	\$ 252,743	\$ 63,186	\$ 315,929
Payroll taxes and benefits	19,091	4,773	23,864
Total Salaries and Related Expenses	271,834	67,959	339,793
City improvements	1,204,622	-	1,204,622
Advertising	35,906	-	35,906
Professional fees		137,515	137,515
Event expenses	362,289	-	362,289
Insurance	41,694	10,424	52,118
Office expenses	-	19,402	19,402
Occupancy	-	10,312	10,312
Miscellaneous expense	-	43,496	43,496
Depreciation and amortization	-	41,358	41,358
Total Expenses	\$ 1,916,346	\$ 330,465	\$ 2,246,811

**EXCHANGE PLACE ALLIANCE SPECIAL IMPROVEMENT DISTRICT
STATEMENTS OF CASH FLOWS**

	Year Ended June 30,	
	2020	2019
CASH FLOWS PROVIDED BY (USED FOR):		
Adjustments to reconcile changes in net assets to net cash provided by operating activities:		
Depreciation	\$ 1,923,665	\$ 802,558
Change in operating assets and liabilities:	41,358	41,358
Prepaid expenses	-	16,817
Accounts payable and accrued expenses	9,363	(49,592)
Net Cash Provided By Operating Activities	<u>1,974,386</u>	<u>811,141</u>
 NET INCREASE IN CASH	 1,974,386	 811,141
 CASH:		
Beginning of year	<u>2,869,331</u>	<u>2,058,190</u>
End of year	<u>\$ 4,843,717</u>	<u>\$ 2,869,331</u>

EXCHANGE PLACE ALLIANCE SPECIAL IMPROVEMENT DISTRICT
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019

NOTE 1 - NATURE OF ORGANIZATION:

Exchange Place Alliance Special Improvement District (“Organization”) was incorporated October 7, 2016 and began operations July 10, 2017. The Organization aims to promote economic growth while also attracting new retail, commercial, and businesses to the area. The Exchange Place Alliance will elevate the neighborhood through capital improvements, repairs and maintenance, landscaping, cleaning, and programming. Previously untapped sources of revenue will be utilized for improvements, including the restoration of, and upgrades to Exchange Place Plaza, Christopher Columbus Drive and other areas in the district.

The Alliance will also work to enhance the sense of arrival for the area. New amenities will include wayfinding signage and informational kiosks to help direct the public, comfort stations, tables and chairs along the Hudson River Waterfront Walkway, Citi Bike stations, and public Wi-Fi.

The Alliance will hire a crew of workers that will be responsible for timely trash and snow removal, street cleaning, and litter removal, as well as landscaping and hardscaping. New bollards and lighting are planned to be installed in coordination with PATH and PSE&G.

As a part of its mission, the Alliance will focus on communication with the membership and public regarding new organizations, events, and businesses within our district.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting:

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

Financial Statement Presentation:

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

Net Assets Without Donor Restrictions - Net assets not subject to donor-imposed stipulations.

EXCHANGE PLACE ALLIANCE SPECIAL IMPROVEMENT DISTRICT
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (Continued)

Financial Statement Presentation: (Continued)

Net Assets With Donor Restrictions - 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. Also, other net assets subject to donor-imposed stipulations that they be maintained permanently by the Organization. Generally, the donors of these assets permit the Organization to use all or part of the income earned on any related investments for general or specific purposes. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statements of activities and changes in net assets as net assets released from restrictions.

Currently, the Organization only has net assets without donor restrictions.

Cash:

Cash includes all liquid cash currently held in a single financial institution.

Furniture and Equipment:

Furniture and fixtures, in excess of \$1,000 are capitalized as assets and recorded at cost, except for donated items, which are recorded at the fair market value on the date of donation. Depreciation is provided over the estimated useful lives of the assets using the straight-line method.

The estimated useful lives are as follows:

Furniture and equipment 5 years

When assets are retired, or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gain or loss is reflected in income for the period. Repairs and maintenance that do not extend the useful lives of the related assets are expensed as incurred.

City Assessments:

City assessment revenue is derived from a special assessment imposed and collected by Jersey City with the regular property tax payment, or payment in lieu of taxes, for designated properties deemed to be within the district. Amounts are recorded as received in accordance with the approved budget.

EXCHANGE PLACE ALLIANCE SPECIAL IMPROVEMENT DISTRICT
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (Continued)

Revenue Recognition:

Support that is restricted by the donor is reported as an increase in net assets without donor restrictions if the restriction expires in the reporting period in which the support is recognized. All other donor-restricted support is reported as an increase in net assets with donor restrictions, depending on the nature of the restriction. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statement of activities.

Donated Facilities:

Donated facilities provided by a board member are recorded at the estimated fair value and reflected as donated facilities in the accompanying financial statements. The value of donated facilities for the years ended June 30, 2020 and 2019, was approximately \$11,250 and \$10,312.

Advertising:

The Organization uses advertising to promote its programs among the audiences it serves. The production costs of advertising are expensed as incurred. Advertising expenses were \$29,997 and \$35,906 for the years ended June 30, 2020 and 2019, respectively.

Income Taxes:

The Organization is exempt from income taxes under the Internal Revenue Code and applicable state law for governmental units. Accordingly, no provision for federal or state income taxes has been presented in the accompanying financial statements.

The Organization follows standards that provide clarification on accounting for uncertainty in income taxes recognized in the Organization's financial statements. The guidance prescribes a recognition threshold and measurement attribute for the recognition and measurement of a tax position taken, or expected to be taken, in a tax return, and also provides guidance on derecognition, classification, interest and penalties, disclosure and transition. The Organization's policy is to recognize interest and penalties on unrecognized tax benefits in income tax expense. No interest and penalties were recorded during 2020 or 2019. At June 30, 2020 and 2019, there were no significant income tax uncertainties.

EXCHANGE PLACE ALLIANCE SPECIAL IMPROVEMENT DISTRICT
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (Continued)

Use of Estimates:

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions are based on management's best estimate and judgment. Actual results could differ from those estimates.

Recent Accounting Pronouncements:

The FASB issued an accounting pronouncement, *Revenue from Contracts with Customers*, which is a comprehensive new revenue recognition standard. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The effective date for the pronouncement is for periods beginning after December 15, 2020. The Organization is currently evaluating the effect the provisions of this standard will have on the financial statements.

The FASB issued an accounting pronouncement, *Leases*, which requires lessees to recognize a right-of-use asset and lease liability on the balance sheet for all leases with a term longer than 12 months. Under this pronouncement, a modified retrospective transition approach is required, and the new standard is applied to all leases existing at the date of the initial application. The effective date for the pronouncement is for periods beginning after December 15, 2021. The Organization is currently evaluating the effect the new standard will have on the financial statements.

Subsequent Events:

The Organization has evaluated events subsequent to the statement of financial position date as of June 30, 2020 through October 31, 2020, the date that the financial statements were available to be issued.

EXCHANGE PLACE ALLIANCE SPECIAL IMPROVEMENT DISTRICT
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019

NOTE 3 - FURNITURE AND EQUIPMENT:

Furniture and equipment consists of the following:

	June 30,	
	2020	2019
Furniture and equipment	\$ 206,793	\$ 206,793
Less: Accumulated depreciation	(86,145)	(44,787)
Furniture and Equipment, Net	<u>\$ 120,648</u>	<u>\$ 162,006</u>

Depreciation expense for the years ended June 30, 2020 and 2019, was \$41,358, respectively, and is included in depreciation and amortization expense on the statement of functional expenses.

NOTE 4 - FUNCTIONAL EXPENSES:

Program services, management and general expenses have been recorded in the statements of activities and changes in net assets and on the statements of functional expenses based on both a direct costing method for those expenses directly attributable to a particular function or special event or on an allocation basis for costs attributable to all functions. Management and general expenses are those not directly identifiable with any specific function, but which provide for the overall support and direction of the Organization.

Salaries and insurance are allocated based on a time study. The remaining expenses are direct costs.

NOTE 5 - CONCENTRATION OF RISK:

Cash Balances:

Financial instruments that expose the Organization to concentrations of credit risk consist primarily of cash. The Organization maintains its cash in an account with federally insured institutes. At times, the balances in these accounts may be in excess of federally insured limits.

Purchases:

During the year ended June 30, 2020, there were no concentrations. During the year ended June 30, 2019, 14% of the Organization's total purchases were made from one vendor.

EXCHANGE PLACE ALLIANCE SPECIAL IMPROVEMENT DISTRICT
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019

NOTE 6 - LIQUIDITY AND AVAILABILITY:

The following represents the Organization's financial assets at June 30, 2020:

	2020	2019
Cash	\$ 4,843,717	\$ 2,869,331
Financial assets available to meet general expenditures over the next 12 months	\$ 4,843,717	\$ 2,869,331

The Organization has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due.

NOTE 7 - RISKS AND UNCERTAINTIES

Coronavirus (COVID-19) Impact on Operations:

The Company is actively monitoring the recent COVID-19 outbreak and its potential impact on its employees, consumers, and operations. While we do not expect that the virus will have a material adverse effect on our operations or financial results at this time, we are unable to predict the impact that COVID-19 will have due to various uncertainties, including the severity of the disease, the duration of the outbreak, and actions that may be taken by governmental authorities.