WESTCHESTER GARDENS OWNERS INC. FINANCIAL STATEMENTS DECEMBER 31, 2019 AND 2018

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ROGER BERMAN, CPA WILLIAM J. RANK, CPA, CFP MARK COHEN, CPA

INDEPENDENT AUDITORS' REPORT

To the Board WESTCHESTER GARDENS OWNERS INC.

We have audited the accompanying financial statements of Westchester Gardens Owners Inc., which comprise the balance sheets as of December 31, 2019 and 2018, and the related statements of loss, retained earnings (deficit), 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' judgement, 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 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 Westchester Gardens Owners Inc., as of December 31, 2019 and 2018, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 11, the entity has not estimated the remaining lives and replacement costs of the common property and, therefore, has not presented information about the estimates of future costs of major repairs and replacements that will be required in the future that accounting principles generally accepted in the United States of America has determined is required to supplement, although not required to be a part of, the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Financial Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Bloom and Street LLP

BLOOM AND STREIT LLP Certified Public Accountants February 12, 2020



Balance Sheets

As of December 31,

	2019	2018
ASSETS		
CURRENT ASSETS		
Cash in Operating Account	21,015	33,876
Cash in Bank - Money Market Accounts	10,264	20,588
Cash in Bank - Investment Account	36,390	122,135
Investments - Certificates of Deposit	733,923	745,810
Tenants' Accounts Receivable	16,935	15,201
Mortgage Escrow Deposits	136,440	132,030
Prepaid Expenses	27,368	10,885
Total	982,335	1,080,525
Less: Allocated to Funds (see below)	(780,577)	(888,533)
Total Current Assets	201,758	191,992
FUNDS Contingency Reserve: Reserve for Replacements (see above)	780,577	888,533
PROPERTY AND EQUIPMENT - Net Book Value	5,334,491_	5,429,198
OTHER ASSETS Investment in National Cooperative Bank Total Other Assets	9,649	9,649
TOTAL ASSETS	6,326,475	6,519,372

	2019	2018
LIABILITIES AND STOCKHOLDER	S' EQUITY	
CURRENT LIABILITIES		
Accounts Payable	38,176	91,472
Accounts Payable - Capital Improvements	3,568	0
Accrued Interest	12,957	13,240
Star Credit Due to Stockholders	53,564	53,540
Rents Received in Advance	4,020	6,997
Security Deposits	20,410	18,507
Mortgage Payable - Amortization payments due		,
within one year	89,325	86,358
Total Current Liabilities	222,020	270,114
LONG-TERM LIABILITIES First Mortgage Payable - Net of Payments due within one year Less: Unamortized Debt Issuance Costs Total Long-Term Liabilities	3,859,962 (35,796) 3,824,166	3,949,287 (42,304) 3,906,983
STOCKHOLDERS' EQUITY		
Common Stock \$1.00 par value; 50,815 shares authorized		
issued and outstanding	50,815	50,815
Paid-in Capital	4,864,060	4,864,060
Retained Earnings (Deficit)	(2,634,586)	(2,572,600)
Total Stockholders' Equity	2,280,289	2,342,275
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	6,326,475	6,519,372

Statements of Loss

	2019	2018
INCOME		
Carrying Charges - Net of Uncollectable Charges	1,292,568	1,279,771
Parking Income	79,920	73,260
Laundry Room Income	12,400	10,800
Storage Income	6,969	2,075
Interest/Dividend Income	17,841	11,139
Miscellaneous Income	588	318
Total Income	1,410,286	1,377,363
EXPENSES		
Administrative Expenses	61,323	57,320
Maintenance Expenses	433,273	359,895
Utilities Expenses	141,979	180,707
Taxes and Insurance Expenses	524,861	511,714
Financial Expenses	154,086	157,364
Interest - Debt Issuance Costs	6,508	6,508
Total Expenses Before	/	:
Depreciation	1,322,030	1,273,508
NET INCOME BEFORE DEPRECIATION	88,256	103,855
Depreciation	(150,242)	(144,361)
NET LOSS FOR THE YEAR	(61,986)	(40,506)

Statements of Retained Earnings (Deficit)

	2019	2018
RETAINED EARNINGS (DEFICIT) - Beginning of Year	(2,572,600)	(2,532,094)
	(51.00.5)	(40.500)
Net Loss for the Year	(61,986)	(40,506)
RETAINED EARNINGS (DEFICIT) - End of Year	(2,634,586)	(2,572,600)

Statements of Cash Flows

	2019	2018
Cash Flows From Operating Activities		
Net Loss	(61,986)	(40,506)
Adjustments to reconcile net loss to	, , ,	, , ,
net cash (used) provided by operating activities:		
Depreciation	150,242	144,361
Interest Expense - Debt Issuance Costs	6,508	6,508
Revenue allocated to financing activities	(86,358)	(83,091)
Decrease (Increase) in operating assets:	,	,
Tenants' Accounts Receivable	(1,734)	(2,290)
Mortgage Escrow Deposits	(4,410)	(314)
Prepaid Expenses	(16,483)	7,630
Increase (Decrease) in operating liabilities:	, , ,	,
Accounts Payable	(53,296)	25,789
Accrued Interest	(283)	(273)
Star Credit Due to Stockholders	24	(388)
Rents Received in Advance	(2,977)	2,890
Security Deposits	1,903	1,500
Net cash (used) provided by	***************************************	
operating activities	(68,850)	61,816
Cash Flows From Investing Activities		
Purchase of Investments - Certificates of Deposit	(1,331,580)	(1,370,810)
Maturities of Investments - Certificates of Deposit	1,343,467	1,235,000
Purchase of Property and Equipment	(51,967)	(201,502)
Net cash used by		
investing activities	(40,080)	(337,312)
Cash Flows From Financing Activities		
Portion of Carrying Charges applied to		
Amortization of Mortgage	86,358	83,091
Amortization Payments on Mortgage	(86,358)	(83,091)
Net cash provided by		
financing activities	0	0
Decrease in Cash		
and Cash Equivalents (carryforward)	(108,930)	(275,496)

Statements of Cash Flows

	2019	2018
Decrease in Cash and Cash Equivalents (brought forward)	(108,930)	(275,496)
Cash and Cash Equivalents at Beginning of Year	176,599	452,095
Cash and Cash Equivalents at End of Year (see below)	67,669	176,599
Represented by:		
Cash in Operating Account	21,015	33,876
Cash in Bank - Money Market Accounts	10,264	20,588
Cash in Bank - Investment Account	36,390	122,135
Cash and Cash Equivalents (as above)	67,669	<u>176,599</u>
Supplemental Disclosure:		
Interest Paid	154,369	157,637
Taxes Paid	3,000	3,284

Notes to Financial Statements

December 31, 2019 and 2018

Note 1 Organization

Westchester Gardens Owners Inc. is a cooperative housing corporation incorporated in the State of New York in January 1986. The cooperative owns and operates an apartment building located at 445 Gramatan Avenue, Mount Vernon, New York, consisting of 112 residential units. The primary purpose of the cooperative is to manage the operations of the building and maintain the common elements.

Note 2 <u>Summary of Significant Accounting Policies</u>

The financial statements have been presented in accordance with the accounting principles prescribed by the audit and accounting guide for common interest realty associations issued by the American Institute of Certified Public Accountants. The guide describes conditions and procedures unique to the industry (including cooperative housing corporations and condominium associations) and illustrates the form and content of the financial statements of common interest realty associations as well as informative disclosures relating to such statements. In addition, the guide requires that all revenues from tenant-stockholders, including maintenance charges and special assessments, be recognized as revenue in the statements of loss.

For purposes of the statements of cash flows, the cooperative considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

The cooperative classifies its marketable debt securities as "held to maturity" since it has the positive intent and ability to hold the securities to maturity. Securities classified as "held to maturity" are carried at amortized cost.

Tenant-stockholders are subject to monthly charges to provide funds for the cooperative's operating expenses, future capital acquisitions, and major repairs and replacements. Tenants' Accounts Receivable at the balance sheets date represent various fees due from tenant-stockholders. The cooperative's policy is to retain legal counsel and place liens on the shares of stock of tenant-stockholders whose assessments are delinquent. Any excess charges at year end are retained by the cooperative for use in the succeeding year.

Notes to Financial Statements

December 31, 2019 and 2018

Note 2 Summary of Significant Accounting Policies - continued

Property and equipment is being carried at cost. Depreciation of the building is being computed by the straight line method over an estimated useful life of 35 years. Building improvements are depreciated on the straight line method over an estimated useful life of 27.5 years.

Costs incurred in obtaining long-term financing, included under mortgage payable on the balance sheets, are amortized on a straight-line basis, which approximates the effective interest method, over the terms of the related debt agreement. The amortization of these costs are being recognized as interest expense-debt issuance costs on the statements of loss.

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 and 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. Actual results could differ from those estimates.

The cooperative accounts for certain revenue items differently for financial reporting and income tax purposes. The principal differences are permanent in nature and relate to any portion of maintenance charges and special assessments allocated for mortgage amortization and capital improvements which are being accounted for as contributions to additional paid-in capital for income tax purposes whereas such items are recognized as revenue for financial reporting.

Note 3 Concentrations of Credit Risk

The cooperative maintains various bank and money market accounts that at times may exceed insured credit limits. The cooperative has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk with respect to such balances. However, should any of these institutions fail, the cooperative could suffer a loss.

Notes to Financial Statements

December 31, 2019 and 2018

Note 4 Property and Equipment

Property and Equipment consists of the following at December 31:

<u>2019</u>	<u>2018</u>
3,824,018	3,824,018
3,086,857	3,086,857
1,820,984	1,765,449
8,731,859	8,676,324
3,397,368	<u>3,247,126</u>
5,334,491	5,429,198
	3,824,018 3,086,857 1,820,984 8,731,859 3,397,368

Depreciation expense was \$150,242 and \$144,361 for the years ended December 31, 2019 and 2018, respectively.

Note 5 Mortgage Payable

On July 14, 2015, the cooperative refinanced their mortgage in the total amount of \$4,300,000. The mortgage, is payable in monthly installments of \$20,061 including interest at a rate of 3.81%, per annum, based on a 30 year amortization period. The note matures on August 1, 2025, at which time a balloon payment of \$3,401,408 will be due.

In conjunction with the refinancings, the cooperative was required to purchase shares of NCB's Class B1 and B2 stock. Class B1 shares earn a patronage dividend payable in cash and in Class B2 stock, as determined by NCB. Class B1 shares are redeemable by NCB upon satisfactory repayment of all loans made to or guaranteed by eligible customers. Class B2 shares are non-redeemable, non-transferable, and pay no dividends.

At December 31, 2019 and 2018, the cooperative owned approximately 96 Class B1 shares. At December 31, 2019 and 2018, the cooperative owned 570 and 522 Class B2 shares, respectively.

Notes to Financial Statements

December 31, 2019 and 2018

Note 5 Mortgage Payable - continued

Principal maturities of the mortgage are as follows:

2020	89,325
2021	93,265
2022	96,933
2023	100,745
2024	104,319
2025	3,464,700

As part of the aforementioned refinancings, the cooperative has paid closing costs of approximately \$65,000, which are being amortized over the life of the new mortgage.

Note 6 Sponsor Ownership

At both December 31, 2019 and 2018, the Sponsor owned twenty five and twenty six residential units, or approximately 22% of the total residential units, respectively. Carrying charges received from the Sponsor's residential units aggregated approximately \$279,000 and \$283,000 for the year ended December 31, 2019 and 2018, respectively. As of that date, the Sponsor was current in the payment of carrying charges.

Note 7 Charges

In November 2017, the Board approved a 1% increase effective January 1, 2018. In November 2018, the Board approved a 1% increase effective January 1, 2019.

Note 8 Real Estate Taxes - Tax Abatements

The cooperative is entitled to and has received tax abatements on behalf of its stockholders during December 31, 2019 and 2018. The abatements, which include Star, Veterans and Senior Citizens (where applicable) are passed on to the stockholders by direct payment or as a credit against carrying charges. Any undistributed abatements as of the fiscal year end have been included on the Balance Sheets in Current Liabilities as Star Credit Due to Stockholders. As the abatements benefit the stockholders, the real estate tax expense reflected in these financial statements is gross of all the aforementioned tax abatements.

Notes to Financial Statements

December 31, 2019 and 2018

Note 9 Benefits

The cooperative participated in the 32BJ North Pension Fund, Employer Identification Number 13-1819138, Plan 001, for the years ended December 31, 2019 and 2018. The cooperative participated in this multi-employer plan, for the years ended December 31, 2019 and 2018 under the terms of collective-bargaining agreements that cover its union represented employees. This collective bargaining agreement expires September 30, 2022 and the cooperative has no intention of withdrawing from the plan.

The risks of participating in multi-employer plans are different from single-employer plans for the following reasons: 1) assets contributed to the multi-employer plan by one employer may be used to provide benefits to employees of other participating employers, 2) if a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers and 3) if the cooperative chooses to stop participating in its multi-employer pension plan, the cooperative may be required to pay the plan an amount based on the underfunded status of the plan, which is referred to as a withdrawal liability.

The zone status is based on information that the cooperative received from the plan and is certified by the plan's actuary. Plans in the red zone are generally less than 65 percent funded, plans in the yellow zone are less than 80 percent funded and plans in the green zone are at least 80 percent funded. The most recent Pension Protect Act (PPA) zone status available is for the plan's year-end at December 31, 2019 and 2018. The certified zone status for the plan for each of these years was red and a rehabilitation plan has been implemented. This rehabilitation plan currently involves a surcharge to the cooperative.

In addition to the Pension Fund, the cooperative also participated in a Health Fund for the years ended December 31, 2019 and 2018. The fund provides health benefits (medical, surgical, hospital, prescription drugs, behavioral health, optical, dental) and life insurance coverage for eligible participants and their covered dependents. Retired employees are eligible for health benefits if they retire before age 65, but after age 62; accumulated 15 combined years of pension service credit; worked both 90 days immediately before retirement and at least 36 months of the 60 months before retiring; and are receiving an early or regular retirement pension from the 32BJ North Pension Fund. These benefits continue for the retired employee and eligible dependents until they become eligible for Medicare, until age 65, or until the retiree's pension is suspended, whichever occurs first.

Notes to Financial Statements

December 31, 2019 and 2018

Note 9 Benefits - continued

The condominium made the following contributions to the plans:

	<u>2019</u>	<u>2018</u>
Pension Contributions	12,025	11,238
Health Contributions	55,224	51,588

The condominium's contributions to the plan were not greater than 5% of the plan's total contributions.

Note 10 Income Taxes

Federal income tax is computed pursuant to Subchapter T of the Internal Revenue Code. Under Subchapter T, income from non-patronage sources, such as interest and commercial rents, in excess of expenses properly attributable thereto may be subject to tax. The cooperative believes that all of its income is patronage sourced. Accordingly, no provisions for taxes, if any, that could result from the application of Subchapter T to the cooperative's income has been reflected in the accompanying financial statements. New York State Franchise tax is calculated by utilizing special tax rates available to cooperative housing corporations based on the cooperative's capital base.

Losses incurred in years prior to 2018, may be carried forward for twenty years from the year incurred and may be used to offset 100% of taxable income. Due to a change in the tax law, federal net operating losses incurred in 2018 and thereafter may be carried forward indefinitely, but may only be used to offset 80% of taxable income each year.

As of December 31, 2019, the cooperative has available federal net operating loss carryforwards to apply to future taxable income of approximately \$1,582,000. These net operating loss carryforwards consist of carryforwards of approximately \$1,310,000 which expire beginning in 2022 and continuing through 2037 and carryforwards of approximately \$272,000 which were incurred in 2018 and thereafter. New York State substantially limits the use of these net operating loss carryforwards.

In accordance with accounting rules for uncertainty in income tax guidance, which clarifies the accounting and recognition for tax positions taken or expected to be taken in its income tax returns, the cooperative believes that its estimates are appropriate based on current facts and circumstances. The cooperative's tax filings are subject to audit by various taxing authorities. The cooperative's federal and state income tax returns for the last three years remain open to examination.

Notes to Financial Statements

December 31, 2019 and 2018

Note 11 Future Major Repairs and Replacements

The cooperative has not conducted a study to determine the remaining useful lives of the components of common property and current estimates of costs of major repairs and replacements that may be required in the future. When replacement funds are needed to meet future needs for major repairs and replacements, the cooperative may borrow, utilize available cash, increase carrying charges, pass special assessments or delay repairs and replacements until the funds are available. The effect on future assessments has not been determined at this time.

Note 12 <u>Subsequent Events</u>

Management has evaluated subsequent events through February 12, 2020, the date at which the financial statements became available for issuance. No events have occurred that would require adjustments to, or disclosure in, the financial statements.

INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY INFORMATION

To the Board WESTCHESTER GARDENS OWNERS INC.

We have audited the financial statements of Westchester Gardens Owners Inc. as of and for the years ended December 31, 2019 and 2018, and our report thereon dated February 12, 2020, which expressed an unqualified opinion on those financial statements, appears on Page 1. Our audits were performed for the purpose of forming an opinion on the financial statements as a whole. The schedule of budget with actual operating amounts and detailed schedule of repairs and improvements, which are the responsibility of the entity's management, are presented for purposes of additional analysis and are not a required part of the financial statements. Such information, except for the portion marked "unaudited" was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. That 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, that information is fairly stated in all material respects in relation to the financial statements as a whole. The information marked "unaudited" has not been subjected to the auditing procedures applied in the audit of the financial statements and, accordingly, we do not express an opinion or provide any assurance on it.

Bloom and Street LLP
BLOOM AND STREET LLP

Certified Public Accountants February 12, 2020



Schedule of Budget with Actual Operating Amounts

	Budget Year Ended <u>Dec. 31, 2019</u> (Unaudited)	Actual Year Ended Dec. 31, 2019	Actual Year Ended Dec. 31, 2018
RECEIPTS			
Carrying Charges	1,302,694	1,302,694	1,289,797
Uncollectable Charges	(10,126)	(10,126)	(10,026)
Parking Income	80,000	79,920	73,260
Laundry Room Income	10,800	12,400	10,800
Storage Income	8,000	6,969	2,075
Miscellaneous Income	500	588	318
Total Receipts	1,391,868	1,392,445	1,366,224
EXPENDITURES			
ADMINISTRATIVE EXPENSES			
Management Fee	36,000	36,000	36,000
Legal Expense	5,000	5,904	975
Auditing	9,000	9,000	9,000
Telephone and Answering Service	3,500	3,295	3,578
Office and Administrative Expenses	7,324	7,124	7,767
Total Administrative Expenses	60,824	61,323	57,320
MAINTENANCE EXPENSES			
Payroll	160,000	162,597	157,665
Supplies	24,000	25,886	17,524
Repairs (see schedule)	160,000	162,000	124,318
Exterminating/Bed Bugs	5,000	5,300	2,902
Security Services	0	23,409	0
Landscaping, Grounds and Trees	43,000	41,106	38,053
Snow Removal and Supplies	14,000	12,975	19,433
Total Maintenance Expenses	406,000	433,273	359,895
UTILITIES EXPENSES			
Fuel and Gas Heat	112,000	99,763	133,052
Electricity and Gas	20,000	18,824	19,649
Water	26,000	23,392	28,006
Total Utilities Expenses	158,000	141,979	180,707

Schedule of Budget with Actual Operating Amounts

	Budget Year Ended <u>Dec. 31, 2019</u> (Unaudited)	Actual Year Ended Dec. 31, 2019	Actual Year Ended Dec. 31, 2018
TAXES AND INSURANCE			
Real Estate Taxes	370,000	368,728	362,182
Payroll Taxes	12,700	12,770	12,488
Licenses and Permits	500	100	200
Insurance	71,000	70,132	68,274
Union Welfare and Pension Fund	69,000	70,131	65,286
Franchise Taxes	3,400	3,000	3,284
Total Taxes and Insurance	526,600	524,861	511,714
		4	
FINANCIAL EXPENSES			
Interest on Mortgage	154,086	154,086	157,364
Total Financial Expenses	154,086	154,086	157,364
CONTRIBUTIONS TO EQUITY AND RESERVES			
Amortization of Mortgage	86,358	86,358	83,091
Contingency Reserve	0	0	24,000
Total Contributions to Equity	 		s
and Reserves	86,358	86,358	107,091
Total Expenditures	1,391,868	1,401,880	1,374,091
NET DEFICIT			
FOR THE YEAR	0	(9,435)	(7,867)

Detailed Schedule of Repairs and Improvements

	2019	2018
REPAIRS AND MAINTENANCE		
Boiler and Burners	13,985	14,535
Plumbing and Pipes	17,129	36,278
Electrical and Intercoms	26,626	7,341
Painting, Plastering and Carpentry Work	15,775	16,433
Roofing and Waterproofing	23,239	16,462
Paving, Excavation and Masonry	10,260	896
Window Repairs, Fencing and Gates	5,646	6,126
Locks	5,811	4,991
Truck Expenses	1,719	2,168
General	6,454	2,832
Major Repairs - Painting	35,356	16,256
Total Repairs and Maintenance	162,000	124,318