

**NINETEENTH AMENDMENT TO COOPERATIVE OFFERING PLAN
FOR PREMISES KNOWN AS
445 GRAMATAN AVENUE
MOUNT VERNON, N.Y. 10052**

The Offering Plan (the “Plan”) for Westchester Gardens Owners, Inc. (the “Apartment Corporation”), located at 445 Gramatan Avenue, Mount Vernon, N.Y. 10052 (the “Building”), is hereby further amended to provide:

1. UNSOLD SHARES, MAINTENANCE AND RENTS

On November 20, 2020, 445 Gramatan Avenue, LLC (hereinafter the “Holder of Unsold Shares”) purchased from the original sponsor of the Apartment Corporation, Sutton Estates, LLC, in a bulk sale the apartments identified on Exhibit A, (each, an “Apartment” and collectively, the “Apartments”). The Holder of Unsold Shares maintains its principal place of business at 233 East 70th Street - Suite 1P, New York, NY 10021.

The monthly aggregate rent (the “Rent”) for the Apartments totals \$26,996.46.

The monthly aggregate maintenance charge (the “Maintenance”) for the Apartments totals \$25,891.57.

There are no other financial obligations by the Holder of Unsold Shares to the Apartment Corporation which will become due within 12 months from the date of this amendment, including, but not limited to, reserve and working capital fund payments and payments for repair and improvement obligations.

The Holder of Unsold Shares utilizes revenues derived from the rents generated from the Apartments and income from other sources to pay the monthly maintenance and other obligations in connection with its ownership of the Apartments.

The Holder of Unsold Shares is current with regard to all financial obligations relating to the Apartments and there are no instances of any prior delinquencies or defaults with respect thereto.

2. LOAN

On November 20, 2020, as part of its acquisition of the Apartments, the Holder of Unsold Shares obtained a mortgage from Hanover Community Bank (the “Lender”), a banking corporation, duly formed and validly existing pursuant to the laws of the State of New York, having an address at 80 East Jericho Turnpike, Mineola, N.Y. 11501, in the principal amount of \$910,000.00 (the “Loan”) and pledged the Apartments as collateral on the Loan. The maturity date on the Loan is December 1, 2030.

The fixed interest on the Loan through November 30, 2025 is 3.875% per annum. The interest rate may change on December 1, 2025 (the “Change Date”). The interest rate change will be determined by adding 250 basis points to the most recent Index (as defined below) figure available 60 days prior to the Change Date, rounded to the next highest one-eighth (.125) of a percentage point. However, and notwithstanding the change in the Index, in no event shall the interest rate be less

than 3.875% percent per annum. The term "Index" means the rate on United States Treasury Securities with a constant maturity of 5 years.

Commencing on January 1, 2021, the monthly payments on the Loan, comprising of principal and interest, totals \$4,313.47. On the closing date of the Loan, the Holder of Unsold Shares escrowed the sum of \$60,000.00 (the "Escrowed Funds") with the Lender, which will be automatically deducted by the Lender to make the first 12 months of principal and interest payments on the Loan. Provided that the Holder of Unsold Shares is not in default under the Loan, any balance of the Escrow Funds remaining after 12 months will be released to the Holder of Unsold Shares.

The Holder of Unsold Shares will utilize revenues derived from the rents generated from the Apartments and income from other sources to pay the monthly mortgage payments on the Loan.

3. MAINTENANCE PER SHARE

The current monthly maintenance charges are approximately \$2.32 per share.

4. CONTROL OF THE BOARD OF DIRECTORS

The following individuals presently serve on the Board of Directors of the Apartment Corporation.

<i>Board Member</i>	<i>Office</i>
Lou Cirillo	President
Trevor Victor	Vice President
Karin Aurichio	Vice President
Robert Orlofsky	Vice President
Jeffrey Sommers	Director
Michael Hughes	Treasurer
Kim A. Derbin	Secretary

The Holders of Unsold Shares are not in control of the Board for the Apartment Corporation.

5. FINANCIAL STATEMENTS FOR THE APARTMENT CORPORATION

On January 1, 2018, the Tax Cuts and Jobs Act of 2017 went into effect. This federal law significantly changed the previously existing Internal Revenue Code, including the taxes and deductions related to homeownership. Accordingly, the tax information and projections disclosed in this Amendment may be inaccurate because such are based on federal tax law as it existed prior to 2018. Purchasers are advised to consult with a tax expert regarding whether the new law will affect the purchaser's taxes. Purchasers should not rely on any representations in this Amendment addressing taxes without first consulting a tax expert.

Annexed hereto as Exhibit "B" is a true copy of the financials for the Apartment Corporation for the fiscal year ending December 31, 2019, prepared by Bloom and Streit LLP, accountants for the Apartment Corporation. Prospective purchasers are advised to inquire regarding the availability of

the 2020 and the 2021 financial statements for the Apartment Corporation. If available, request a copy of the documents for review.

6. BUDGET FOR THE APARTMENT CORPORATION

Annexed hereto as Exhibit "C" is a true copy of the prospective budget for the Apartment Corporation for the year ending December 31, 2021.

7. OTHER OFFERINGS

Shai Shustik ("Shustik") is a member of Bronx River Road 1, LLC, which owns unsold shares of apartments at Fleetwood Tenants Corp., located at 754-800 Bronx River Road, Yonkers, NY (Offering Plan File # C800605) and is a member of the following entities that are the holders of unsold shares for the cooperative Theso Corp., located at 300 East 71st Street, New York, NY, 10021 (Offering Plan File #C850024): 300 East 71st Street, LLC, East Side Residential, LLC and East Side Units, LLC. Said entities are current on their obligations that are due with respect to the foregoing offering and there are no instances of prior delinquencies. True copies of the subject offering plans for the aforementioned offerings are available for inspection in the offices of Bronx River Road 1, LLC and 300 East 71st Street, LLC, East Side Residential, LLC and East Side Units, LLC, located at 233 East 70th Street - Suite 1P, New York, NY 10021 or at the offices of the New York State Department of Law, Real Estate Financing Bureau.

8. NEW REAL ESTATE TRANSFER TAX PROVISIONS

On March 31, 2019, New York State announced additions to the base real estate transfer tax and established a new supplemental tax on certain conveyances of real property within New York State that may increase the typical closing costs as disclosed in the Offering Plan.

There are currently two New York State real estate transfer taxes. This first tax, which applies to the sale cooperative apartments and other types of real property, in New York, is charged at the rate of \$2 for each \$500 of consideration (i.e., about 0.4%). This existing transfer tax is being continued, but, under the changes that went into effect on July 1, 2019, a new additional transfer tax will apply to transfers of cooperative apartments and other types of real property within cities having a population of 1 million or more. For residential property in these cities with a sales price of \$3,000,000 or more there will be an additional transfer tax of \$1.25 for each \$500 of consideration (i.e., about 0.25%). Further information regarding the amended transfer tax and additional supplemental tax is available at the following web address: https://www.tax.ny.gov/pdf/memos/real_estate/m19-1r.pdf. Purchasers are advised to consult with their attorney and/or a tax expert to determine the tax implications of their purchase.

9. DISCLOSURE REQUIREMENTS REGARDING FINCEN's GEOGRAPHIC TARGETING ORDER

The Financial Crimes Enforcement Network (FinCEN), one of the U.S. Treasury's leading agencies in the fight against money laundering and financing of terrorism, has renewed the Geographic Targeting Order (GTO) that imposes data collection and reporting requirements on title companies involved in certain real estate transactions. FinCEN issued an updated GTO effective

beginning on November 6, 2020 through May 4, 2021, requiring title companies to continue to collect and report information involving persons engaged in residential real estate transactions of \$300,000 or more made without a bank loan or other similar financing. Further information regarding the revised GTO is available at the following address:

https://www.fincen.gov/sites/default/files/shared/508_Real%20Estate%20GTO%20Order%20FINAL%20GENERIC%2011.4.2020.pdf

10. EFFECTIVE PERIOD OF PLAN EXTENDED

This Plan is hereby extended for twelve (12) months from the acceptance date of this amendment.

11. DEFINED TERMS

Defined Terms not otherwise defined herein shall have the same meaning as set forth in the Plan.

12. INCORPORATION OF PLAN

The Plan is as modified and supplemented hereby is incorporated herein by reference with the same effect as is set forth herein at length.

13. NO MATERIAL CHANGES

Except as set for in this Amendment there have been no material modification to the Plan.

Dated:

445 Gramatan Avenue, LLC

EXHIBIT A

EXHIBIT A

**NINETEENTH AMENDMENT TO COOPERATIVE OFFERING PLAN
FOR PREMISES KNOWN AS
445 GRAMATAN AVENUE, MOUNT VERNON, N.Y. 10552**

APARTMENTS

<i>Apartment #</i>	<i>Shares</i>
AB2	415
AC2	410
AD3	405
BD1	405
CD1	480
DC2	410
DD1	480
EA2	300
EB1	455
EB2	295
ED1	445
FD2	480
GA2	300
GA3	460
GB2	295
HD2	480
IA1	420
IA2	460
IA3	495
IB1	490
IB3	490
IC2	450
ID3	480
JB2	415
JC2	419
KC3	540

EXHIBIT B

WESTCHESTER GARDENS OWNERS INC.

FINANCIAL STATEMENTS

DECEMBER 31, 2019 AND 2018

WESTCHESTER GARDENS OWNERS INC.

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DECEMBER 31, 2019 AND 2018

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BLOOM AND STREIT LLP
CERTIFIED PUBLIC ACCOUNTANTS

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 Streit LLP

BLOOM AND STREIT LLP
Certified Public Accountants
February 12, 2020

WESTCHESTER GARDENS OWNERS INC.

Balance Sheets

As of December 31,

	<u>2019</u>	<u>2018</u>
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	<u>982,335</u>	<u>1,080,525</u>
Less: Allocated to Funds (see below)	(780,577)	(888,533)
Total Current Assets	<u>201,758</u>	<u>191,992</u>
 FUNDS		
Contingency Reserve:		
Reserve for Replacements (see above)	<u>780,577</u>	<u>888,533</u>
 PROPERTY AND EQUIPMENT -		
Net Book Value	<u>5,334,491</u>	<u>5,429,198</u>
 OTHER ASSETS		
Investment in National Cooperative Bank	<u>9,649</u>	<u>9,649</u>
Total Other Assets	<u>9,649</u>	<u>9,649</u>
 TOTAL ASSETS		
	<u>6,326,475</u>	<u>6,519,372</u>

	<u>2019</u>	<u>2018</u>
LIABILITIES AND STOCKHOLDERS' 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	<u>89,325</u>	<u>86,358</u>
Total Current Liabilities	<u>222,020</u>	<u>270,114</u>
LONG-TERM LIABILITIES		
First Mortgage Payable - Net of Payments due within one year	3,859,962	3,949,287
Less: Unamortized Debt Issuance Costs	<u>(35,796)</u>	<u>(42,304)</u>
Total Long-Term Liabilities	<u>3,824,166</u>	<u>3,906,983</u>
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)	<u>(2,634,586)</u>	<u>(2,572,600)</u>
Total Stockholders' Equity	<u>2,280,289</u>	<u>2,342,275</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>6,326,475</u>	<u>6,519,372</u>

See accompanying notes and auditors' report

WESTCHESTER GARDENS OWNERS INC.

Statements of Loss

For the Year Ended December 31,

	<u>2019</u>	<u>2018</u>
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	<u>1,410,286</u>	<u>1,377,363</u>
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	<u>1,322,030</u>	<u>1,273,508</u>
NET INCOME BEFORE DEPRECIATION	88,256	103,855
Depreciation	<u>(150,242)</u>	<u>(144,361)</u>
NET LOSS FOR THE YEAR	<u>(61,986)</u>	<u>(40,506)</u>

See accompanying notes and auditors' report

WESTCHESTER GARDENS OWNERS INC.

Statements of Retained Earnings (Deficit)

For the Year Ended December 31,

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

See accompanying notes and auditors' report

WESTCHESTER GARDENS OWNERS INC.

Statements of Cash Flows

For the Year Ended December 31,

	<u>2019</u>	<u>2018</u>
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	<u>(68,850)</u>	<u>61,816</u>
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	<u>(40,080)</u>	<u>(337,312)</u>
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	<u>0</u>	<u>0</u>
Decrease in Cash and Cash Equivalents (carryforward)	(108,930)	(275,496)

See accompanying notes and auditors' report

WESTCHESTER GARDENS OWNERS INC.

Statements of Cash Flows

For the Year Ended December 31,

	<u>2019</u>	<u>2018</u>
Decrease in Cash and Cash Equivalents (brought forward)	(108,930)	(275,496)
Cash and Cash Equivalents at Beginning of Year	<u>176,599</u>	<u>452,095</u>
Cash and Cash Equivalents at End of Year (see below)	<u><u>67,669</u></u>	<u><u>176,599</u></u>
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	<u>36,390</u>	<u>122,135</u>
Cash and Cash Equivalents (as above)	<u><u>67,669</u></u>	<u><u>176,599</u></u>
Supplemental Disclosure:		
Interest Paid	<u>154,369</u>	<u>157,637</u>
Taxes Paid	<u>3,000</u>	<u>3,284</u>

See accompanying notes and auditors' report

WESTCHESTER GARDENS OWNERS INC.

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

Summary of Significant Accounting Policies

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.

WESTCHESTER GARDENS OWNERS INC.

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.

WESTCHESTER GARDENS OWNERS INC.

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>
Land	3,824,018	3,824,018
Building	3,086,857	3,086,857
Building improvements	<u>1,820,984</u>	<u>1,765,449</u>
	8,731,859	8,676,324
Less: accumulated depreciation	<u>3,397,368</u>	<u>3,247,126</u>
Total Property and Equipment	<u>5,334,491</u>	<u>5,429,198</u>

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.

WESTCHESTER GARDENS OWNERS INC.

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.

WESTCHESTER GARDENS OWNERS INC.

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.

WESTCHESTER GARDENS OWNERS INC.

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.

WESTCHESTER GARDENS OWNERS INC.

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

Subsequent Events

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 Streit LLP

**BLOOM AND STREIT LLP
Certified Public Accountants
February 12, 2020**

WESTCHESTER GARDENS OWNERS INC.

Schedule of Budget with Actual Operating Amounts

	Budget Year Ended <u>Dec. 31, 2019</u> (Unaudited)	Actual Year Ended <u>Dec. 31, 2019</u>	Actual Year Ended <u>Dec. 31, 2018</u>
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	<u>1,391,868</u>	<u>1,392,445</u>	<u>1,366,224</u>
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	<u>60,824</u>	<u>61,323</u>	<u>57,320</u>
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	<u>406,000</u>	<u>433,273</u>	<u>359,895</u>
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	<u>158,000</u>	<u>141,979</u>	<u>180,707</u>

See auditors' report on supplementary information

WESTCHESTER GARDENS OWNERS INC.

Schedule of Budget with Actual Operating Amounts

	Budget Year Ended <u>Dec. 31, 2019</u> (Unaudited)	Actual Year Ended <u>Dec. 31, 2019</u>	Actual Year Ended <u>Dec. 31, 2018</u>
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	<u>526,600</u>	<u>524,861</u>	<u>511,714</u>
FINANCIAL EXPENSES			
Interest on Mortgage	<u>154,086</u>	<u>154,086</u>	<u>157,364</u>
Total Financial Expenses	<u>154,086</u>	<u>154,086</u>	<u>157,364</u>
CONTRIBUTIONS TO EQUITY AND RESERVES			
Amortization of Mortgage	86,358	86,358	83,091
Contingency Reserve	<u>0</u>	<u>0</u>	<u>24,000</u>
Total Contributions to Equity and Reserves	<u>86,358</u>	<u>86,358</u>	<u>107,091</u>
Total Expenditures	<u>1,391,868</u>	<u>1,401,880</u>	<u>1,374,091</u>
NET DEFICIT FOR THE YEAR	<u>0</u>	<u>(9,435)</u>	<u>(7,867)</u>

See auditors' report on supplementary information

WESTCHESTER GARDENS OWNERS INC.

Detailed Schedule of Repairs and Improvements

For the Year Ended December 31,

	<u>2019</u>	<u>2018</u>
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	<u>162,000</u>	<u>124,318</u>

See accompanying notes and auditors' report

EXHIBIT C

**WESTCHESTER GARDENS OWNERS INC
APPROVED OPERATING BUDGET
FOR THE YEAR ENDED DECEMBER 31, 2021**

RECEIPTS

CARRYING CHARGES	1,318,549	
PARKING	80,000	
LAUNDRY ROOM INCOME	13,200	
STORAGE UNITS	6,000	
SUBLET FEES	0	
MISCELLANEOUS INCOME	500	
TOTAL RECEIPTS	1,418,249	1,418,249

EXPENDITURES

ADMINISTRATIVE EXPENSES

MANAGEMENT FEE	36,000	
LEGAL	5,000	
AUDITING	9,000	
TELECOMMUNICATIONS	3,500	
OFFICE AND ADMIN EXPENSES	10,727	
TOTAL ADMINISTRATIVE EXPENSES	64,227	64,227

MAINTENANCE EXPENSES

PAYROLL	170,000	
SUPPLIES	24,000	
REPAIRS AND MAINTENANCE	150,000	
EXTERMINATING EXPENSES	0	
LANDSCAPING AND GROUNDS	5,000	
TREE SERVICES	38,000	
SNOW REMOVAL AND SUPPLIES	10,000	
TOTAL MAINTENANCE EXPENSES	397,000	397,000

UTILITIES EXPENSES

FUEL/GAS HEAT	96,000	
ELECTRICITY AND GAS	18,000	
WATER	25,000	
TOTAL UTILITIES EXPENSES	139,000	139,000

WESTCHESTER GARDENS OWNERS INC

TAXES AND INSURANCE

REAL ESTATE TAXES	380,000	
PAYROLL TAXES	13,200	
LICENSES AND PERMITS	500	
INSURANCE	74,500	
UNION WELFARE AND PENSION FUND	76,000	
FRANCHISE TAXES	<u>3,400</u>	
TOTAL TAXES AND INSURANCE		547,600

FINANCIAL EXPENSES

INTEREST ON MORTGAGE		<u>147,156</u>
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CONTRIBUTIONS TO EQUITY/RESERVES

AMORTIZATION OF MORTGAGE	93,266	
CONTINGENCY RESERVE	<u>30,000</u>	
TOTAL CONTRIBUTIONS TO EQUITY/RESERVES		123,266

TOTAL EXPENDITURES		<u>1,418,249</u>
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NET SURPLUS		<u><u>0</u></u>
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NOTES

1. CARRYING CHARGES - INCREASE 1% JAN 2021