BROOKLYN BRIDGE PARK

BROOKLYN BRIDGE PARK CORPORATION
(D/B/A BROOKLYN BRIDGE PARK)
(A COMPONENT UNIT OF THE CITY OF NEW YORK)

Financial Statements
(Together with Independent Auditors' Report)

Years Ended June 30, 2018 and 2017

MARKS PANETH

ACCOUNTANTS & ADVISORS

BROOKLYN BRIDGE PARK CORPORATION
(D/B/A BROOKLYN BRIDGE PARK)
(A COMPONENT UNIT OF THE CITY OF NEW YORK)

FINANCIAL STATEMENTS
(Together with Independent Auditors' Report)

YEARS ENDED JUNE 30, 2018 AND 2017

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Marks Paneth LLP
685 Third Avenue
New York, NY 10017
P 212.503.8800
F 212.370.3759
markspaneth.com

MARKS PANETH
ACCOUNTANTS & ADVISORS

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Brooklyn Bridge Park Corporation (d/b/a Brooklyn Bridge Park)

We have audited the accompanying financial statements of Brooklyn Bridge Park Corporation (d/b/a Brooklyn Bridge Park) ("BBP"), a component unit of The City of New York, as of and for the years ended June 30, 2018 and 2017, and the related notes to the financial statements, which collectively comprise BBP's basic financial statements as listed in the table of contents.

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 from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Brooklyn Bridge Park Corporation (d/b/a Brooklyn Bridge Park) as of June 30, 2018 and 2017, and the respective changes in financial position and cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 through 7 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental 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. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audits of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Marks Paneth LLP

New York, NY
September 21, 2018

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following is an overview of the financial activities of Brooklyn Bridge Park Corporation (d/b/a Brooklyn Bridge Park), ("BBP"), a component unit of The City of New York (the "City") for the years ended June 30, 2018 and 2017.

The financial statements consist of two parts: management's discussion and analysis (this section) and the financial statements. The basic financial statements, which include the statements of net position, the statements of revenues, expenses and changes in net position, the statements of cash flows and the notes to the financial statements, are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"), as prescribed by the Governmental Accounting Standards Board ("GASB"). The financial statements are prepared using the economic resources measurement focus and the accrual basis of accounting, in which revenues are recognized in the period they are earned and expenses are recognized in the period they are incurred.

FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS – FINANCIAL STATEMENTS

ORGANIZATION OVERVIEW

BBP is the entity responsible for the planning, construction, maintenance and operation of Brooklyn Bridge Park (the "Park"), an 85-acre sustainable waterfront park stretching 1.3 miles along Brooklyn's East River shoreline. BBP was incorporated in June 2010 under the New York State Not-for-Profit Laws and began operating on July 29, 2010 when it acquired control of, and responsibility for, the Park via a 99-year master ground lease from Brooklyn Bridge Park Development Corporation ("BBPDC"), a subsidiary of the Empire State Development Corporation. BBP is governed by a 17-member board of directors appointed by the Mayor of New York City, 8 of whom are nominated by the Governor of New York State and local elected officials.

BBP operates under a mandate to be financially self sustaining. This mandate was memorialized in the Memorandum of Understanding signed by Governor George Pataki and Mayor Michael Bloomberg in 2002 that created BBP. While a small fraction of the required operations and maintenance funds for the Park will be collected from concessions located throughout the Park, the majority of the funds will come from a limited number of revenue-generating development sites within the project's footprint. The development program was determined after an in-depth analysis of the potential development types and locations. The analysis focused on finding uses that would (1) generate sufficient revenue to support park operations, (2) minimize the size of the required development footprint, and (3) be compatible with the surrounding park and neighborhood uses. Development locations were chosen to (1) take advantage of the existing urban context by concentrating development on the city side of the site, particularly around the park entrances (2) maintain the protected view corridor from the Brooklyn Heights Promenade, and (3) create vital, active urban junctions at each of the Park's three main entrances.

FISCAL YEAR 2018 FINANCIAL HIGHLIGHTS:

During the year ended June 30, 2018, BBP received $14,620,414 in capital funds from the City pursuant to its funding between the City and the New York City Department of Parks and Recreation ("DPR"). During the year ended June 30, 2018, BBP spent $14,228,788 on eligible project costs. Since June 30, 2011, BBP processed the eighth through sixteenth funding agreements. These agreements revised the total amounts from $132,111,000 to $285,084,000 respectively.

During the year ended June 30, 2017, BBP received $12,637,457 in capital funds from the City pursuant to its funding agreement between the City and the DPR. During the year ended June 30, 2017, BBP spent $20,620,027 on eligible project costs.

FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS – FINANCIAL STATEMENTS (Continued)

The following summarizes the activities of BBP for the years ended June 30:

				Variance (%)	
	2018	**2017**	**2016**	**2018 vs 2017**	**2017 vs 2016**
OPERATING REVENUES:					
Permits and fees	$ 1,891,644	$ 1,861,575	$ 1,784,885	2%	4%
PILOT payments and ground lease rents	55,600,237	35,566,497	8,238,489	56%	332%
Total operating revenues	57,491,881	37,428,072	10,023,374	54%	273%
OPERATING EXPENSES:					
Personnel costs	5,037,011	4,402,930	4,397,090	14%	0%
Utilities, repairs and maintenance and security	5,729,564	4,453,946	2,674,095	29%	67%
Professional fees	2,540,798	1,816,367	1,059,980	40%	71%
Depreciation and amortization	16,562,256	7,165,165	6,683,627	131%	7%
General and administrative expenses	1,254,019	886,768	992,646	41%	-11%
Other	-	(85,116)	22,018	100%	-487%
Total operating expenses	31,123,648	18,640,060	15,829,456	67%	18%
Operating income (loss)	26,368,233	18,788,012	(5,806,082)	40%	-424%
NONOPERATING REVENUES (EXPENSES):					
Capital and other contributions	14,228,788	20,624,577	12,928,312	-31%	60%
Other contributions from government sources	-	-	1,043,061	0%	-100%
Interest and other income	106,516	107,745	27,063	-1%	298%
Total nonoperating revenues (expenses)	14,335,304	20,732,322	13,998,436	-31%	48%
Change in net position	40,703,537	39,520,334	8,192,354	3%	382%
Net position - beginning of year	286,573,326	247,052,992	238,860,638	16%	3%
Net position - end of year	$ 327,276,863	$ 286,573,326	$ 247,052,992	14%	16%

OPERATING REVENUES:

FY2018 VS FY2017

The operating revenues for the year ended June 30, 2018 increased by $20,063,809 from $37,428,072 to $57,491,881, primarily due to the one-time lump sum rent payment of $25,500,000 from the Pier 6 Development Site and Payment in Lieu of Mortgage Recording Tax (PILOMRT) payments totaling $10,639,323 pursuant to the lease agreements with the developers of the Pier 6 and Empire Stores development sites. The year-to-year variance is also attributable to participation rent and sales transfer fees totaling $15,358,307 received in the prior year.

FY2017 vs FY2016

The operating revenues for the year ended June 30, 2017 increased by $27,404,698 from $10,023,374 to $37,428,072, primarily due to participation rent and sales transfer fees totaling $15,437,378 pursuant to the lease agreement with the developers of the John Street development site and one-time lump sum rent payment totaling $8,860,000 pursuant to the lease agreements with the developers of the Pier 1 development site. Also contributing to the increase was a combination of additional higher rent payments, Payments in Lieu of Taxes (PILOT) and Payments in Lieu of Mortgage Recording Taxes (PILOMRT) totaling $7,061,647. The year to year increases were partially offset by lower Payments in Lieu of Sales Tax (PILOST).

FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS – FINANCIAL STATEMENTS (Continued)

OPERATING EXPENSES:

FY2018 vs. FY2017

BBP's operating expenses increased from the year ended June 30, 2017 by $12,483,588 from $18,640,060 to $31,123,648. The depreciation expense increased from $7,165,165 to $16,562,256. The increase in depreciation is related to improvements on existing park assets and new assets placed into service in FY2018 which includes the completion of the Pier 5 uplands, maintenance & operations building, boathouse and maritime maintenance work on various piers. The increases in Personnel Costs, Security, and Repairs and Maintenance are attributed to park growth and usage and the additional staff required to maintain the Park and the administrative functions.

FY2017 vs. FY2016

BBP's operating expenses increased from the year ended June 30, 2016 by $2,810,604 from $15,829,456 to $18,640,060. The depreciation expense increased from $6,683,627 to $7,165,165. The increase in depreciation is related to new assets plFSaced into service in FY2017 which include park equipment and facility improvements. The increase in repairs and maintenance is primarily driven by expenses in association with the Park's ongoing capital and maritime maintenance projects. The increase in Professional Fees is attributed to higher legal costs associated with ongoing park litigation. The increases in Personnel Costs, Security, and Utilities are attributed to park growth and usage and the additional staff required to maintain the Park and the administrative functions.

NONOPERATING REVENUES:

FY2018 vs. FY2017

BBP's nonoperating revenues decreased from the year ended June 30, 2017 by $6,397,018 from $20,732,322 to $14,335,304. BBP recognizes capital funding as revenue when eligible projects costs are incurred. Therefore, the decrease in capital contributions correlates to a corresponding decrease in capital projects in the current year (see Note 5). BBP did not have any non-operating expenses in the current year.

FY2017 vs. FY2016

BBP's nonoperating revenues increased from the year ended June 30, 2016 by $6,733,886 from $13,998,436 to $20,732,322. BBP recognizes capital funding as revenue when eligible projects costs are incurred. Therefore, the increase in capital contributions correlates to a corresponding increase in project costs in the current year (see Note 5).

FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS – FINANCIAL STATEMENTS (Continued)

The following summarizes BBP's assets, liabilities and net position as of June 30, 2018, 2017 and 2016:

				Variance ($)	
	2018	2017	2016	2018 vs 2017	2017 vs 2016
ASSETS:					
Unrestricted cash and cash equivalents	$ 15,687,307	$ 25,657,660	$ 16,453,373	$ (9,970,353)	$ 9,204,287
Restricted cash and cash equivalents	45,578,366	29,815,636	29,337,877	15,762,730	477,759
Accounts receivable	6,655,254	15,394,254	555,542	(8,739,000)	14,838,712
Short-term investments	-	1,249,791	12,560,565	(1,249,791)	(11,310,774)
Long-term investments	50,136,718	23,562,387	17,148,225	26,574,331	6,414,162
Prepaid expenses	46,997	38,231	38,016	8,766	215
Capital assets, net	232,760,970	229,556,509	198,096,492	3,204,461	31,460,017
Total Assets	350,865,612	325,274,468	274,190,090	25,591,144	51,084,378
LIABILITIES:					
Accounts payable and accrued expenses	7,413,993	11,497,670	5,205,245	(4,083,677)	6,292,425
Security deposits	3,497,286	3,397,618	2,558,297	99,668	839,321
Unearned revenue	12,677,470	23,805,854	19,288,440	(11,128,384)	4,517,414
OPEB obligation	-	-	85,116	-	(85,116)
Total Liabilities	23,588,749	38,701,142	27,137,098	(15,112,393)	11,564,044
NET POSITION:					
Invested in capital assets	232,760,970	229,556,509	198,096,492	3,204,461	31,460,017
Restricted for capital projects	26,568,363	8,389,696	7,596,286	18,178,667	793,410
Unrestricted	67,947,530	48,627,121	41,360,214	19,320,409	7,266,907
Total Net Position	$ 327,276,863	$ 286,573,326	$ 247,052,992	$ 40,703,537	$ 39,520,334

FY2018 vs. FY2017

At June 30, 2018 BBP maintained total assets of $350,865,612 which was $25,591,144 higher than total assets of $325,274,468 as of June 30, 2017.

BBP's current assets as of fiscal year ended June 30, 2017 were $72,155,572 and such amounts decreased by $4,187,648 to $67,967,924. Bank deposits consisting of unrestricted and restricted cash and cash equivalents increased by $5,792,377 to $61,265,673 as compared to bank deposits of $55,473,296 held at June 30, 2017. BBP receives operating cash from permits, concessions, and leases. Funding from the DPR was used for capital assets while the operating funding is used for personnel services and daily maintenance and operations of the Park. The increase in restricted and unrestricted cash is net of these costs used to build and maintain the Park.

BBP's noncurrent assets as of fiscal year ended June 30, 2017 were $253,118,896 and such amounts increased by $29,778,792 to $282,897,688 (representing 81% of total assets) as of June 30, 2018. Such amounts consist of capital assets and include site improvements of $172,284,593 for Pier 2, Pier 3/4 uplands, Pier 4 beach, Pier 5, Pier 6, and the Main and John Street sections of the park. Other amounts for Building, improvements, and carousel of $43,849,571 includes the Maintenance and Operations facility, Boathouse, Pier 6 Warming Hut, Squibb Park and Bridge, Jane's Carousel and the educational facility at 99 Plymouth Street. A remaining amount of $59,236,691 was for construction in progress, costs that are primarily incurred in developing the park for projects such as Pier 3, Pier 2 uplands and pile repair.

FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS – FINANCIAL STATEMENTS (Continued)

At June 30, 2018, BBP maintained long term investments valued at $50,136,718 in accordance with BBP's investment policy. (See Note 3)

The decrease in liabilities of $15,112,393 from June 30, 2017 to June 30, 2018 is primarily due to decreases in accounts payable and uneared revenue due to recognizing revenue for the capital funding spent on BBP construction projects.

Net position as of June 30, 2018 was $327,276,863 of which $232,760,970 was invested in capital assets and $26,568,363 was restricted. The overall increase of 14% or $40,703,537 over net position at June 30, 2017 represents ongoing construction and improvements throughout the park.

FY2017 vs. FY2016

At June 30, 2017, BBP maintained total assets of $325,274,468 which was $51,084,378 higher than total assets of $274,190,090 as of June 30, 2016.

BBP's current assets as of fiscal year ended June 30, 2016 were $58,945,373 and such amounts increased by $13,210,199 to $72,155,572 as of June 30, 2017. Bank deposits consisting of unrestricted and restricted cash and cash equivalents increased by $9,682,046 to $55,473,296 as compared to bank deposits of $45,791,250 held at June 30, 2016. BBP receives operating cash from permits, concessions, and leases. Funding from the DPR was used for capital assets while the operating funding is used for personnel services and daily maintenance and operations of the Park. The increase in restricted and unrestricted cash is net of these costs used to build and maintain the Park. Additionally, BBP had a participation rent receivable of $13,658,307 pursuant to the lease agreement with the developers of the John Street development site.

BBP's noncurrent assets as of fiscal year ended June 30, 2016 were $215,244,717 and such amounts increased by $37,874,179 to $253,118,896 (representing 78% of total assets) as of June 30, 2017. Such amounts consist of capital assets and include site improvements of $113,276,437 for Pier 2, Pier 3/4 uplands, Pier 4 beach, Pier 5, Pier 6, and the Main and John Street sections of the park. Other amounts for Building, improvements, and carousel of $32,133,842 include Squibb Park and Bridge, Jane's Carousel, and the educational facility at 99 Plymouth Street. A remaining substantial amount of $110,400,658 was for construction in progress, costs that are primarily incurred in developing the park for pile repair, Pier 3, and the Pier 5 Uplands.

At June 30, 2017, BBP maintained short term and long term investments valued at $1,249,791 and $23,562,387, respectively in accordance with BBP's investment policy. (See Note 3)

The increase in liabilities of $11,564,044 from June 30, 2016 to June 30, 2017 is primarily due to increases in accounts payable and unearned revenue. BBP recorded $12,499,984 in unearned revenue to defer the initial lease payment received from the Pier 6 developer as it is contingent upon the outcome of the ongoing litigation. BBP also recognizes revenue for the capital funding spent on construction projects.

Net position as of June 30, 2017 was $286,573,326 of which $229,556,509 was invested in capital assets and $8,389,696 was restricted. The overall increase of 16% or $39,520,334 over net position at June 30, 2016 represents ongoing construction and improvements throughout the park.

This financial report is designed to provide a general overview of BBP's finances. Questions concerning any of the information in this report or requests for additional financial information should be directed to Brooklyn Bridge Park Corporation, 334 Furman Street, Brooklyn, NY 11201.

****END****

BROOKLYN BRIDGE PARK CORPORATION
(A COMPONENT UNIT OF THE CITY OF NEW YORK)
STATEMENTS OF NET POSITION
AS OF JUNE 30, 2018 AND 2017

	2018	2017
ASSETS		
Current assets:		
Unrestricted cash and cash equivalents (Notes 2E and 8)	$ 15,687,307	$ 25,657,660
Restricted cash and cash equivalents (Notes 2F and 8)	45,578,366	29,815,636
Accounts receivable, net (Note 2D)	6,655,254	15,394,254
Short-term investments (Notes 2G and 3)	-	1,249,791
Prepaid expenses	46,997	38,231
Total current assets	67,967,924	72,155,572
Noncurrent assets:		
Long-term investments (Notes 2G and 3)	50,136,718	23,562,387
Capital assets, net of accumulated depreciation (Notes 2H and 4)	232,760,970	229,556,509
Total noncurrent assets	282,897,688	253,118,896
TOTAL ASSETS	$ 350,865,612	$ 325,274,468
LIABILITIES		
Current liabilities:		
Accounts payable and accrued expenses (Note 4)	$ 7,413,993	$ 11,497,670
Security deposits	708,140	708,140
Unearned revenue (Notes 2C, 2D and 6)	12,677,470	23,805,854
Total current liabilities	20,799,603	36,011,664
Noncurrent liabilities:		
Security deposits	2,789,146	2,689,478
Total noncurrent liabilities	2,789,146	2,689,478
TOTAL LIABILITIES	23,588,749	38,701,142
COMMITMENTS AND CONTINGENCIES (Note 9)		
NET POSITION (Note 2I)		
Invested in capital assets	232,760,970	229,556,509
Restricted for capital projects	26,568,363	8,389,696
Unrestricted	67,947,530	48,627,121
TOTAL NET POSITION	327,276,863	286,573,326
TOTAL LIABILITIES AND NET POSITION	$ 350,865,612	$ 325,274,468

The accompanying notes are an integral part of these financial statements.

BROOKLYN BRIDGE PARK CORPORATION
(A COMPONENT UNIT OF THE CITY OF NEW YORK)
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

	2018	2017
OPERATING REVENUES:		
Permits and other fees	$ 1,891,644	$ 1,861,575
Payments in lieu of all taxes and ground lease rent (Notes 2D and 6)	55,600,237	35,566,497
Total operating revenues (Note 2B)	57,491,881	37,428,072
OPERATING EXPENSES:		
Personnel costs (Note 7)	5,037,011	4,402,930
Utilities	367,779	427,880
Professional fees	2,540,798	1,816,367
Repairs and maintenance	3,801,988	2,890,905
Security (Note 9C)	1,559,797	1,135,161
Depreciation and amortization	16,562,256	7,165,165
Other postemployment benefits obligation expense	-	(85,116)
Other general, administrative and project expenses	1,254,019	886,768
Total operating expenses (Note 2B)	31,123,648	18,640,060
Operating income	26,368,233	18,788,012
NONOPERATING REVENUES:		
Capital and other contributions (Note 5A)	14,228,788	20,624,577
Investment income	87,309	94,994
Other interest income	19,207	12,751
Total nonoperating revenues	14,335,304	20,732,322
CHANGE IN NET POSITION	40,703,537	39,520,334
Net position, beginning of year	286,573,326	247,052,992
NET POSITION, END OF YEAR	$ 327,276,863	$ 286,573,326

The accompanying notes are an integral part of these financial statements.

BROOKLYN BRIDGE PARK CORPORATION
(A COMPONENT UNIT OF THE CITY OF NEW YORK)
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Cash receipts from:		
Customer payments	$ 16,668,243	$ 1,428,368
Tenant payments	38,112,628	33,660,976
Total cash receipts from operating activities	54,780,871	35,089,344
Cash payments for:		
Personnel costs	(5,045,600)	(4,389,082)
Services and supplies	(9,820,698)	(8,545,638)
Total cash payments for operating activities	(14,866,298)	(12,934,720)
Net Cash Provided by Operating Activities	39,914,573	22,154,624
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:		
Payments from lessees - security deposits	99,668	839,321
Net Cash Provided by Noncapital Financing Activities	99,668	839,321
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:		
Capital and other contributions received	14,550,414	12,642,007
Capital asset expenditures	(23,554,254)	(30,958,263)
Net Cash Used in Capital and Related Financing Activities	(9,003,840)	(18,316,256)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of investments	(32,092,790)	(23,464,121)
Securities matured	6,500,000	28,003,000
Interest received	374,766	465,478
Net Cash (Used in) Provided by Investing Activities	(25,218,024)	5,004,357
NET INCREASE IN CASH AND CASH EQUIVALENTS	5,792,377	9,682,046
Cash and cash equivalents - beginning of year	55,473,296	45,791,250
CASH AND CASH EQUIVALENTS—END OF YEAR	$ 61,265,673	$ 55,473,296
RECONCILIATION OF OPERATING INCOME TO NET CASH FROM OPERATING ACTIVITIES:		
Operating income	$ 26,368,233	$ 18,788,012
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation and amortization	16,562,256	7,165,165
Changes in operating assets and liabilities:		
Accounts receivable	8,739,000	(14,838,712)
Prepaid expenses	(8,766)	(215)
Acquisition ofcapital assets		
Accounts payable and accrued expenses	(296,140)	(1,374,494)
Unearned revenue	(11,450,010)	12,499,984
Other postemployment benefits obligation	-	(85,116)
Net Cash Provided by Operating Activities	$ 39,914,573	$ 22,154,624
RECONCILIATION TO CASH AND CASH EQUIVALENTS, END OF YEAR:		
Unrestricted cash and cash equivalents	$ 15,687,307	$ 25,657,660
Restricted cash and cash equivalents	45,578,366	29,815,636
CASH AND CASH EQUIVALENTS—END OF YEAR	$ 61,265,673	$ 55,473,296
Supplemental Disclosure of Cash Flow Information:		
Noncash capital and related financing transactions:		
Accrued capital asset expenditures	$ 6,332,533	$ 10,120,070

The accompanying notes are an integral part of these financial statements.

NOTE 1 – ORGANIZATION AND NATURE OF ACTIVITIES

Brooklyn Bridge Park Corporation (d/b/a Brooklyn Bridge Park) ("BBP") was incorporated in June 2010 pursuant to the Not-for-Profit Corporation Law of the State of New York (the "State") and is a public charity and exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. BBP was formed for the purposes of lessening the burdens of government by furthering developing and enhancing the economic vitality of the Brooklyn waterfront through the development, operation and maintenance of a renovated waterfront area, including a public park, which serves the people of the New York City region. BBP is responsible for the planning, construction, maintenance and operation of Brooklyn Bridge Park (the "Project"), an 85-acre sustainable waterfront park stretching 1.3 miles along Brooklyn's East River shoreline. In advancing such purposes, BBP is performing an essential government function in partnership with The City of New York (the "City"). BBP is governed by a 17-member board of directors appointed by the Mayor of New York City, 8 of whom are nominated by the Governor of New York State and local elected officials.

Portions of the Project area are leased by the City to Brooklyn Bridge Park Development Corporation ("BBPDC"), a subsidiary of the New York State Urban Development Corporation, pursuant to the Prime Ground Lease Agreement. On July 29, 2010, BBPDC and BBP entered into a Master Ground Lease Agreement (the "Ground Lease") where BBPDC leased the Project area, including office space at 334 Furman Street, to BBP in order to advance the Project development plan for a one-time rental payment of $1. Also provided in the Ground Lease is the assignment of the operating revenues from the Project to BBP to satisfy BBP's obligations to maintain and operate the Project. The Ground Lease shall expire on July 28, 2109.

Pursuant to the Assignment Agreements between BBPDC and BBP, BBPDC assigned to BBP its entire right, title and interest in future capital funding from the Port Authority of New York and New Jersey ("PANYNJ") under the Port Authority Funding Agreement between BBPDC and PANYNJ and future funding from the City under the Park Funding Agreement between BBPDC and the City.

For financial reporting purposes, BBP is included as a component unit in the City's comprehensive annual financial report pursuant to Governmental Accounting Standards Board ("GASB") Statement No. 14, *The Financial Reporting Entity*, as amended.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. ***Basis of Accounting***

BBP's financial statements are prepared using the economic resources measurement focus and the accrual basis of accounting. Under this basis, revenues are recognized in the period they are earned and expenses are recognized in the period they are incurred.

In its accounting and financial reporting, BBP follows accounting principles generally accepted in the United States of America ("U.S. GAAP") as promulgated by the GASB.

B. ***Revenue and Expense Classification***

BBP distinguishes operating revenues and expenses from nonoperating items in the preparation of its financial statements. Operating revenues and expenses generally result from BBP's ongoing operations. The principal operating revenues include permits, concessions, rental income, payments in lieu of taxes ("PILOT"), payments in lieu of sales taxes ("PILOST"), payments in lieu of mortgage recording taxes ("PILOMRT") and other fees. Major operating expenses include park operating costs, personnel costs, professional fees and utilities.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

C. ***Grants and Contributions***

BBP receives capital funding for certain eligible project costs pursuant to the funding agreements with the City, PANYNJ and other funding sources. BBP recognizes capital funding as revenue as eligible project costs are incurred. Differences between the project costs incurred on specific projects and the related receipts are reflected as grants and contributions receivable or as unearned revenue in the accompanying statements of net position.

BBP also records contributions of cash and other assets from private donors when an unconditional promise to give is received from a donor. Contributions are recorded at the fair value of the assets received and are classified as unrestricted or restricted net position in the accompanying statements of net position depending on any donor restriction.

D. ***Revenues from Ground Lease Rents and Payments in Lieu of Taxes***

Rent is recognized as earned in accordance with the contractual terms of the lease to which it relates. PILOT and upfront lease payments received in advance of the period to which they apply are deferred and recognized as revenue during future periods. Initial lease payments which are nonrefundable and PILOST and PILOMRT payments are recognized as revenue when received.

BBP determines whether an allowance for uncollectible receivables should be provided for leases receivable, PILOT, PILOST, PILOMRT and other receivables. Such estimate is based on management's assessment of the aged basis of its receivables, current economic conditions, creditworthiness of its donors, historical experience, and collections subsequent to year end. As of June 30, 2018 and 2017, BBP determined an allowance of $0 and $2,654, respectively, was necessary for PILOT receivable.

E. ***Cash Equivalents***

For the purposes of the statements of cash flows, cash equivalents include cash in banks and on hand, certificates of deposit and highly liquid debt instruments with maturities of three months or less when acquired.

F. ***Restricted Assets***

Restricted assets consist of cash and cash equivalents and investments held and to be used for eligible project costs pursuant to funding agreements with the City, PANYNJ and other funding sources. Accordingly, such amounts are not available for general corporate purposes.

G. ***Investments and Fair Value Measurements***

Investments are reported at fair value based on quoted market value. Securities transactions are recorded on a trade-date basis. Realized gains and losses on sales of investments are determined on a specific identification basis and are included in investment income in the accompanying statements of revenue, expenses and changes in net position. Interest income is recognized when earned.

Fair value measurements are based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, a fair value hierarchy prioritizes observable and unobservable inputs used to measure fair value into three levels, as described in Note 3.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

H. ***Capital Assets***

Costs incurred by BBP in developing the project are capitalized as project assets and are recorded at cost. The costs of normal maintenance of the project that do not add value to the project or extend its useful life are not capitalized. Upon completion, site improvement costs are reclassified from construction-in-progress and amortized over the estimated useful lives.

Other property and equipment purchased for use in operations by BBP in excess of $10,000 is capitalized and depreciated using the straight-line method over the estimated useful life assigned.

The estimated useful lives of depreciable capital assets are as follows:

Site improvements	10 to 30 years
Carousel	50 years
Building and improvements	15 to 25 years
Furniture and fixtures	3 to 5 years
Vehicles and equipment	3 to 5 years

I. ***Net Position***

BBP's net position is classified in the following categories: invested in capital assets, consisting of project assets, net of accumulated depreciation and amortization; restricted for capital projects, consisting of net position restricted for specific purposes by law or parties external to BBP; and unrestricted net position, consisting of net position that is not classified as invested in capital assets or restricted. When both restricted and unrestricted resources are available for use for a specific purpose, it is BBP's policy to use restricted resources first then unrestricted resources as they are needed.

Restricted net position represents restricted assets reduced by the liabilities related to those assets. A liability is related to a restricted asset when the asset results from incurring that liability or if the liability will be liquidated with the restricted asset. If the liabilities relating to the restricted assets are greater than those assets, then no balance is reported as restricted net position. Such negative amount would be reported as a reduction to unrestricted net position.

J. ***Use of Estimates***

The preparation of financial statements in accordance with U.S. GAAP requires management to make certain estimates and assumptions that affect amounts reported and disclosed in the financial statements and related notes. Estimates include reserves for doubtful accounts receivable, depreciation, and other postemployment benefits. Actual results could differ from those estimates.

K. ***Recent Accounting Pronouncements***

As a component unit of the City, BBP implements new GASB standards in the same fiscal year as they are implemented by the City. The following are discussions of the standards requiring implementation in the current year and standards which may impact BBP in the future years.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

- In November 2016, GASB issued Statement No. 83, *Certain Asset Retirement Obligations*, ("GASB 83"). GASB 83 addresses accounting and financial reporting for certain asset retirement obligations. This statement establishes criteria for determining the timing and pattern of recognition of a liability and corresponding deferred outflow of resources for asset retirement obligations. The requirements of GASB 83 are effective for fiscal years beginning after June 15, 2018, but was adopted in the current fiscal year. The adoption of GASB 83 did not have an impact on BBP's financial statements as it has no such obligations.
- In January 2017, GASB issued Statement No. 84, *Fiduciary Activities*, ("GASB 84"). The objective of GASB 84 is to improve guidance regarding the identification of fiduciary activities for accounting and financial reporting purposes and how those activities should be reported. The requirements of GASB 84 are effective for fiscal years beginning after December 15, 2018. BBP has not completed the process of evaluating GASB 84, but does not expect it to have an impact on BBP's financial statements, as it does not enter in fiduciary activities.
- In March 2017, GASB issued Statement No. 85, *Omnibus 2017*, ("GASB 85"). The objective of GASB 85 is to address practice issues that have been identified during implementation and application of certain GASB statements. The requirements of GASB 85 are effective for fiscal years beginning after June 15, 2017. The adoption of GASB 85 did not have an impact on BBP's financial statements.
- In May 2017, GASB issued Statement No. 86, *Certain Debt Extinguishment Issues,* ("GASB 86"). The primary objective of GASB 86 is to improve consistency in accounting and financial reporting for in-substance defeasance of debt by providing guidance for transactions in which cash and other monetary assets are acquired with only existing resources – resources other than the proceeds of refunding debt. This statement also improves accounting and financial reporting for prepaid insurance on debt that is extinguished. The requirements of GASB 86 are effective for fiscal years beginning after June 15, 2017. The adoption of GASB 86 did not have an impact on BBP's financial statements.
- In June 2017, GASB issued Statement No. 87, *Leases*, ("GASB 87"). The objective of GASB 87 is to improve accounting and financial reporting for leases by governments. This statement increases the usefulness of governments' financial statements by requiring recognition of certain lease assets and liabilities for leases that previously were classified as operating leases and recognized as inflows of resources or outflows of resources based on the payment provisions of the contract. It establishes a single model for lease accounting based on the foundational principle that leases are financings of the right to use an underlying asset. Under this statement, a lessee is required to recognize a lease liability and an intangible right-to-use lease asset, and a lessor is required to recognize a lease receivable and a deferred inflow of resources, thereby enhancing the relevance and consistency of information about governments' leasing activities. The requirements of GASB 87 are effective for fiscal years beginning after December 15, 2019. BBP has not completed the process of evaluating GASB 87.
- In March 2018, GASB issued Statement No. 88, Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements, ("GASB 88"). The objective of GASB 88 is to improve consistency in the information that is disclosed in notes to government financial statements related to debt by defining debt for the purpose of note disclosure and establishes additional note disclosure requirements related to debt obligations of governments, including direct borrowing and direct placements. The requirements of GASB 88 are effective for fiscal years beginning after June 15, 2018. BBP has not completed the process of evaluating GASB 88, but does not expect it to have an impact on BBP's financial statements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

- In June 2018, GASB issued Statement No. 89, *Accounting for Interest Cost Incurred before the End of a Construction Period,* ("GASB 89"). The objectives of GASB 89 are to enhance the relevance and comparability of information about capital assets and cost of borrowing for a reporting period and to simplify accounting for certain interest costs by requiring interest costs incurred before the end of a construction period to be recognized as an expense/expenditure in governmental fund and government-wide financial statements. The requirements of GASB 89 are effective for fiscal years beginning after December 15, 2019. BBP has not completed the process of evaluating GASB 89, but does not expect it to have an impact on BBP's financial statements.

NOTE 3 – INVESTMENTS AND FAIR VALUE MEASUREMENTS

BBP's investments consisted of the following at June 30:

	2018	2017
Certificates of Deposit	$ 747,812	$ 2,748,678
U.S. Government bonds	49,388,906	22,063,500
	$ 50,136,718	$ 24,812,178

BBP's investment policy permits BBP to invest funds of BBP as summarized and restricted below:

- Obligations of the U.S. Treasury and other Federal Agency obligations.
- Commercial paper rated A-1 by Standard & Poor's Corporation or P-1 by Moody's Investors Service, Inc. or Fitch.
- Bankers' acceptances and time deposits of banks with worldwide assets in excess of $50 million.
- Certificates of deposit with New York banks. Such certificates of deposit must be FDIC-insured, except when otherwise collateralized.
- Other investments approved by the Comptroller of the City for the investment of City funds.

In addition to the above investments, BBP may deposit funds in the following, with respect to funds needed for operational expenses and funds awaiting investment or disbursement:

- Money market mutual funds that restrict their investments to short-term, highly rated money market instruments.
- Other interest-bearing accounts if permitted by applicable laws, rules and regulations, with New York City financial institutions designated by the New York City Banking Commission.

BBP categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure fair value of the assets. Level 1 inputs are quoted prices in an active market for identical assets; Level 2 inputs are significant other observable inputs; and Level 3 inputs are significant unobservable inputs.

BBP has the following recurring fair value measurements as of June 30, 2018 and 2017:

- Certificates of Deposit are carried at cost which approximate fair value (Level 1 inputs).
- U.S. Government bonds of $49,388,906 and $22,063,500 are valued using a matrix pricing model (Level 2 inputs).

NOTE 3 – INVESTMENTS AND FAIR VALUE MEASUREMENTS (Continued)

Custodial Credit Risk

Custodial credit risk is the risk that, in the event of the failure of the custodian, BBP may not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. All investments are registered and are held by BBP's agent in BBP's name.

Credit Risk

All investments held by BBP at June 30, 2018 and 2017 are obligations of, or guaranteed by, the United States of America and certificates of Deposits with New York Banks which are Federal Deposit Insurance Corporation insured.

Interest Rate Risk

BBP's short-term maturities are subject to minimal risk of fair value declines due to changes in market interest rates. Investments with longer terms are expected to be held until maturity thereby limiting the exposure from rising interest rates.

Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of BBP's investments in a single issuer (5% or more). BBP's investment policy places no limits on the amount BBP may invest in any one issuer of eligible investments as defined in the Indenture. As of June 30, 2018 and 2017, 98% and 89%, respectively, of BBP's investments are in eligible government obligations and 2% and 11%, respectively, are Certificates of Deposits with New York Banks.

NOTE 4 – CAPITAL ASSETS

The changes in capital assets for the year ended June 30, 2018 were as follows:

	Balance at June 30, 2017	Additions	Deletions	Balance at June 30, 2018
Site improvements	$ 113,276,347	$ 59,008,156	$ -	$ 172,284,593
Building, improvements and carousel	32,133,842	11,715,729	-	43,849,571
Furniture and fixtures	383,085	73,765	-	456,850
Vehicles and equipment	1,177,479	133,034	-	1,310,513
Total project assets	146,970,843	70,930,684	-	217,901,527
Less: accumulated depreciation				
Site improvements	(25,236,498)	(15,838,398)	-	(41,074,896)
Building improvements and carousel	(1,536,091)	(449,202)	-	(2,012,293)
Furniture and fixtures	(205,316)	(92,321)	-	(297,637)
Vehicles and equipment	(810,087)	(182,335)	-	(992,422)
Total accumulated depreciation	(27,814,992)	(16,562,256)	-	(44,377,248)
Construction in progress	110,400,658	23,425,698	(74,589,665)	59,236,691
Net project assets	$ 229,556,509	$ 77,794,126	$ (74,589,665)	$ 232,760,970

NOTE 4 – CAPITAL ASSETS (Continued)

The changes in capital assets for the year June 30, 2017 were as follows:

	Balance at June 30, 2016	Additions	Deletions	Balance at June 30, 2017
Site improvements	$ 113,224,978	$ 51,459	$ -	$ 113,276,437
Building, improvements and carousel	29,045,094	3,088,748	-	32,133,842
Furniture and fixtures	188,364	194,721	-	383,085
Vehicles and equipment	980,900	196,579	-	1,177,479
Total project assets	143,439,336	3,531,507	-	146,970,843
Less: accumulated depreciation				
Site improvements	(18,686,076)	(6,550,422)	-	(25,236,498)
Building improvements and carousel	(1,277,750)	(285,341)	-	(1,563,091)
Furniture and fixtures	(132,160)	(73,156)	-	(205,316)
Vehicles and equipment	(553,841)	(256,246)	-	(810,087)
Total accumulated depreciation	(20,649,827)	(7,165,165)	-	(27,814,992)
Construction in progress	75,306,983	35,600,412	(506,737)	110,400,658
Net project assets	$ 198,096,492	$ 31,966,754	$ (506,737)	$ 229,556,509

BBP has entered into planning, design, construction and other project-related contracts for site improvements, most of which are structured on a work order basis. BBP is responsible for accrued expenses per authorized work order, not for the payment of contract balances. Capital expenditures totaling to $6,332,533 and $10,120,070 were accrued as of June 30, 2018 and 2017, respectively, which will be paid upon receipt and review of the contractor invoices.

NOTE 5 – GRANTS AND CONTRIBUTIONS

A. ***Capital Contributions from Government Sources***

During the years ended June 30, 2018 and 2017, BBP received capital funding for the project totaling $14,620,414 and $12,637,457, respectively. During the years ended June 30, 2018 and 2017, BBP spent $14,228,788 and $20,620,027, respectively, on eligible project costs. BBP recognized the amount spent for eligible project costs as capital contributions in the accompanying statements of revenues, expenses and changes in net position while the unspent funds are included in unearned revenue in the accompanying statements of net position.

Included in capital contributions from government sources in the accompanying statements of revenue, expenses and changes in net position are revenues derived from capital contracts with the City, which amounted to $14,228,788 and $20,620,027 for the years ended June 30, 2018 and 2017, respectively. Such amounts represented approximately 20% and 35%, respectively, of total revenues.

B. ***Non-Cash Capital Contributions***

During the year ended June 30, 2012, BBP also received a donation of a restored 1920's carousel ("Jane's Carousel") along with a structure in which Jane's Carousel is housed. BBP recorded such donated assets at their estimated fair values of $4,250,000 and $9,200,000, respectively. Such fair values were estimated based upon independent appraisals.

NOTE 5 – GRANTS AND CONTRIBUTIONS (Continued)

Pursuant to the Donation Agreement (the "Agreement") with the donor of Jane's Carousel, BBP has agreed that for a period of thirty years, commencing as of the date of the Agreement of May 21, 2010, BBP shall not permanently remove Jane's Carousel from the Park, provided, however, that Jane's Carousel may be temporarily removed for repair, refurbishment, protection from flood or other dangerous natural occurrence, to accommodate necessary excavation work, and for other similar purposes and that Jane's Carousel shall be promptly reinstalled in the Park after the purpose for its removal is concluded.

In addition, the donor has agreed to operate and maintain Jane's Carousel and to fund all costs and expenses of such operation and maintenance for a period of ten years from the date of commencement of operation of Jane's Carousel.

NOTE 6 – FUTURE MINIMUM GROUND LEASE REVENUES

BBP is entitled to future ground lease rents and PILOT payments from the development at 360 Furman Street pursuant to a ground lease entered into by BBPDC and a tenant in February 2008. The ground lease is for a 99-year term expiring in 2107. The ground lease provides for base annual rental payments of $1,250,000 for the first three years and increasing 3% annually thereafter.

In June 2012, BBP entered into agreements for the development of a hotel and residential development on Pier 1. BBP has entered into ground lease and lease administration agreements which expire in July 2109. The ground leases provide for upfront base rent payments totaling $5,940,000 which is equal to the base rent payable under such leases for the first lease year. Base rents for years two through four of the ground leases amount to $800,000 per year and on the first day of the fifth lease year the tenant shall pay the non-refundable sum of $9,660,000. Commencing on the first day of the tenth lease year and the first day of every fifth lease year thereafter throughout the term the annual base rent shall be increased by 7.5%. The ground leases also contain provisions for the payment of PILOT, PILOST and PILOMRT to BBP.

In August 2013, BBPDC acquired fee title to a property which automatically became part of BBPDC's Ground Lease with BBP. The cost of acquiring the property of $9,200,000 was paid by BBP and was reflected as land acquisition costs in nonoperating expenses in the accompanying financial statements for the year ended June 30, 2014. BBP then entered into a ground lease agreement, for a portion of the acquired property, with the developer which expires in July 2109.

During the year ended June 30, 2014, BBP received an initial lease payment from the developer amounting to $9,350,000 and such payment was used to fund the acquisition of the property. The ground lease provided for a second lease payment of $17,150,000 which was paid to BBP in August 2014 and base rental payments commencing on the fourth anniversary of the commencement date increasing 3% annually thereafter. The ground lease also contains provisions for the payment of percentage rent, PILOT, PILOST and PILOMRT to BBP. The initial and second lease payments were deemed fully earned and is non-refundable under any circumstances.

In September 2013, BBP entered into an agreement for the development of Empire Stores. Pursuant to this agreement, BBP has entered into a ground lease agreement with the developer which expires in July 2109. During the year ended June 30, 2014, BBP received an initial lease payment from the developer amounting to $26,000,000. Such initial lease payment was deemed fully earned and is non-refundable under any circumstances. BBP reflected such payment as ground lease rent revenue during the year ended June 30, 2014 in the accompanying financial statements. The ground lease provides for base annual rents commencing after the third anniversary of the commencement date with escalation clauses for increases in base rent over the term of the lease. The ground lease also contains provisions for the payment of percentage rent, PILOT, PILOST and PILOMRT to BBP.

NOTE 6 – FUTURE MINIMUM GROUND LEASE REVENUES (Continued)

In December 2013, BBP entered into an agreement for the development of a marina at Pier 5. Pursuant to this agreement, BBP has entered into a ground lease agreement with the developer which expires in December 2043. The ground lease also contains provisions for the payment of percentage rent, PILOT, PILOST and PILOMRT to BBP.

In July 2016, BBP entered into an agreement for the development of condominium buildings on two parcels of Pier 6. Pursuant to this agreement, BBP has entered into a ground lease agreement with the developer which expires in July 2109. During the year ended June 30, 2017, BBP received two initial lease payments from the developer amounting to approximately $12,500,000. Such initial lease payments were deferred as of June 30, 2017 as they were refundable pending on a litigation against the construction as described in Note 9B. During the year ended June 30, 2018, the lawsuit was dismissed and the two initial lease payments were deemed fully earned and are non-refundable under any circumstances. In addition, the ground lease provided for second lease payments of $91,500,000, of which $13,000,000 was paid to BBP in April 2018. $50,000,000 is scheduled to be paid to BBP in December 2018 and the remaining $28,500,000 due by June 28, 2019. The second lease payments were deemed fully earned and are non-refundable under any circumstances. BBP reflected such payments received as ground lease revenue during the year ended June 30, 2018 in the accompanying financial statements. The ground lease provides for base annual rents commencing after the third anniversary of the commencement date with escalation clauses for increases in base rent over the term of the lease. The ground lease also contains provisions for the payment of percentage rent, PILOT, PILOST, and PILOMRT to BBP.

The future minimum base rent to be received under the ground leases during each of BBP's five fiscal years ending from June 30, 2019 through 2023, each five year period from fiscal years ending from June 30, 2024 through 2068 and through the end of the lease terms (thereafter), are approximately as follows:

2019	$ 4,579,000
2020	5,322,000
2021	5,475,000
2022	5,641,000
2023	5,062,000
2024-2028	30,744,000
2029-2033	34,463,000
2034-2038	38,666,000
2039-2043	43,391,000
2044-2048	45,754,000
2049-2053	51,463,000
2054-2058	57,948,000
2059-2063	65,348,000
2064-2068	73,777,000
Thereafter	1,066,443,000
	$1,534,076,000

NOTE 7 – PENSION PLAN

BBP contributes to the Brooklyn Bridge Park Pension Plan (the "Plan"), a defined contribution plan which covers substantially all of BBP's employees. Employees will become eligible for the Plan upon the completion of two years of service with BBP. The Plan is administered by BBP and BBP may choose to amend and/or terminate the Plan at any time.

The Plan provides for variable contribution rates by BBP ranging from 6% to 14% of the employee's eligible wages as defined in the plan document. Employee contributions to the Plan are not permitted. Employees become vested after the completion of two years of service with BBP and non-vested employer contributions are forfeited upon termination of employment. Such forfeitures are used to cover a portion of the Plan's administrative expenses. There were no forfeitures for the years ended June 30, 2018 and 2017, respectively.

Pension expense included in personnel costs in the accompanying statements of revenues, expenses and changes in net position for the years ended June 30, 2018 and 2017 amounted to $232,106 and $176,520 respectively.

NOTE 8 – CONCENTRATION OF CREDIT RISK

As of June 30, 2018, the bank balance of BBP's deposits was $61,353,793, of which $750,000 was covered by Federal Deposit Insurance Corporation ("FDIC") insurance and the rest was uninsured. As of June 30, 2017, the bank balance of BBP's deposit was $54,771,619, of which $750,000 was covered by FDIC insurance and the rest was uninsured. The uninsured balance was exposed to custodial risk on the basis that the uninsured bank balance is not collateralized. Custodial credit risk is the risk that in the event of bank failure, BBP's deposits may not be returned to it or BBP will not be able to recover collateral securities that are in the name of an outside party.

BBP has entered into a custodial agreement (the "Agreement") with JP Morgan Chase Bank, N.A. (the "Bank") in which the Bank will deliver to a custodian for deposit the amount of any uninsured deposits of BBP multiplied by a margin factor of 102%. The custodian will hold any eligible securities pledged by the Bank as collateral for the benefit of BBP pursuant to the Agreement. All securities held by the custodian as collateral are registered and are held in BBP's name. As of June 30, 2018 and 2017, the collateral held by the Bank for the benefit of BBP amounted to $61,545,323 and $55,570,741 respectively, which consisted of U.S. Treasury securities.

NOTE 9 – COMMITMENTS AND CONTINGENCIES

A. *Contingencies for Future Audits by Governmental and Other Funding Sources*

Pursuant to BBP's contractual relationships with certain governmental and other funding sources, such funding sources have the right to examine the books and records of BBP involving transactions relating to these contracts. The accompanying financial statements make no provision for possible disallowances. Although such possible disallowances could be substantial in amount, in the opinion of management, any actual disallowances would be immaterial.

B. *Litigation*

In June 2015, a neighborhood group filed a lawsuit in Kings County Supreme Court (the "Court") against BBP seeking a declaratory judgment that development being constructed on Pier 1 exceeds height limitations. The Court dismissed the complaint in September 2015. In March 2018, the Appellate Division, Second Department affirmed the lower courts dismissal.

NOTE 9 – COMMITMENTS AND CONTINGENCIES (Continued)

In June 2016, a neighborhood group filed a lawsuit in the New York Supreme Court against BBP challenging a planned development project on Pier 6. In February 2018, this lawsuit was dismissed. The timeframe for petitioners to file a notice of appeal has since lapsed.

BBP is involved in several personal injury actions for which management expects BBP to be fully indemnified. Accordingly, these matters are not expected to have a material adverse effect on BBP's financial condition.

C. ***Park Security Agreement with the New York City Department of Parks and Recreation***

BBP has entered into an agreement with New York City Department of Parks and Recreation ("DPR") for DPR to provide security and enforcement of all applicable laws, rules and regulations in and around the public areas of the Park. The original agreement was through February 28, 2011 and was subsequently renewed through June 30, 2016. There is an option in the agreement to renew for up to four one year periods up to June 30, 2020. Total costs for security expenses amounted to $1,559,797 and $1,135,161 for the years ended June 30, 2018 and 2017, respectively. The agreement is in the process of being renewed up to June 30, 2019.