

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Management's Discussion and Analysis,
Financial Statements and
Supplemental Information
March 31, 2018 and 2017
(With Independent Auditors' Report Thereon)

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)

Table of Contents

	<u>Page</u>
Independent Auditors' Report	1 - 3
Management's Discussion and Analysis	4 - 11
Basic Financial Statements:	
Statements of Net Position	12
Statements of Revenue, Expenses and Changes in Net Position	13
Statements of Cash Flows	14 - 15
Notes to Financial Statements	16 - 34
Required Supplementary Information:	
Schedule of Funding Progress - Other Postemployment Benefits - Last Three Fiscal Years	35
Schedule of Proportionate Share of the Net Pension Liability	36
Schedule of Employer Pension Contributions	37
Supplementary Information:	
Schedule 1 - Combining Statement of Net Position - March 31, 2018	38
Schedule 2 - Combining Statement of Net Position - March 31, 2017	39
Schedule 3 - Combining Statement of Revenue, Expenses and Changes in Net Position - Year ended March 31, 2018	40
Schedule 4 - Combining Statement of Revenue, Expenses and Changes in Net Position - Year ended March 31, 2017	41
Schedule 5 - Combining Statement of Cash Flows - Year ended March 31, 2018	42 - 43
Schedule 6 - Combining Statement of Cash Flows - Year ended March 31, 2017	44 - 45
Independent Auditors' Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <u>Government</u> <u>Auditing Standards</u>	46 - 47

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)

Table of Contents, Continued

	<u>Page</u>
Independent Auditors' Report on Compliance for Each Major Federal Program and on Internal Control Over Compliance Required by the Uniform Guidance	48 - 49
Report on Investment Compliance with Section 201.3 of Title Two of the Official Compilation of Codes, Rules and Regulations of the State of New York	50 - 51
Schedule of Expenditures of Federal Awards	52
Notes to Schedule of Expenditures of Federal Awards	53
Schedule of Findings and Questioned Costs	54
Status of Prior Year Audit Findings	55

* * * * *

INDEPENDENT AUDITORS' REPORT

The Board of Directors
Hudson River Park Trust:

Report on the Financial Statements

We have audited the accompanying basic financial statements of the Hudson River Park Trust (the Trust), a public benefit corporation of the State of New York, as of and for the years ended March 31, 2018 and 2017, and the related notes to financial statements, which collectively comprise the Trust'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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit 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 Trust'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 Trust'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 respective financial position of the Hudson River Park Trust, as of March 31, 2018 and 2017, and the respective changes in its financial position and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and on pages 4 through 11, the Schedule of Funding Progress - Other Postemployment Benefits on page 35 the Schedule of Proportionate Share of the Net Pension Liability on page 36, and the Schedule of Employer Pension Contributions on page 37 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 audit 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.

Other Information

Our audits were conducted for the purpose of forming an opinion on the financial statements of the Trust's basic financial statements. The supplementary information included in Schedules 1 through 6, is presented for purposes of additional analysis and is not a required part of the basic financial statements. The schedule of expenditures of federal awards on page 52, as required by Title 2 U.S. Code of Federal Regulations (CFR) Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance), is presented for purposes of additional analysis and is also not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with Government Auditing Standards, we have also issued our report dated June 25, 2018, on our consideration of the Trust's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards in considering the Trust's internal control over financial reporting and compliance.

EFPR Group, CPAs, PLLC

Williamsville, New York
June 25, 2018

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Management's Discussion and Analysis
March 31, 2018 and 2017

The following Management's Discussion and Analysis (MD&A) of the financial statements for Hudson River Park Trust (the Trust) provides an overview of activities and financial performance for the fiscal year beginning on April 1, 2017 and ending March 31, 2018 (fiscal year 2018). We encourage readers to consider the MD&A in conjunction with the basic financial statements and related notes which follow this section to obtain a full understanding of the Trust's financial position and results of operations.

Organizational Overview and Primary Funding

The Trust is a New York State (the State) public benefit corporation created under the Hudson River Park Act (the Act) and regulated as a State authority under the State's Public Authorities Law. The Trust is charged with the planning, construction, operation and maintenance of Hudson River Park (the Park), a waterfront park and estuarine sanctuary running along the Hudson River from West 59th Street south to Battery Park City. The mission of the Trust is to encourage, promote and expand public access to the Hudson River, promote water-based recreation, and enhance the natural, cultural, and historic aspects of the river in New York City for residents and visitors to the area. The Trust is governed by a 13 member board of directors with the Governor and Mayor each appointing 5 members and the Manhattan Borough President appointing 3 members.

As of March 31, 2018, approximately \$639 million has been expended on new park construction and facilities serving certain not-for-profit and public users within the Park, such as the Intrepid Museum at Pier 86 and the New York City Fire Department Marine Division at Pier 53. Management estimates that approximately 77% of new park construction is now complete or in progress. Capital funds associated with new park construction have been provided by the State and the City of New York (the City) with supplemental monies received from Federal government and private foundation sources. In addition, the Trust has received funding as a beneficiary in connection with certain litigation and administrative settlement agreements. These settlement funds were earmarked for improvements within the Park at Pier 97, the Gansevoort Peninsula and Pier 26. The funds for Pier 97 have now been applied. The creation of new public open space at certain locations in the Park, such as Pier 57 and Pier 55, is being separately funded from private sources.

The Act states that, to the extent practicable and consistent with the public interest and limitations placed on commercial activity, the costs of the operation and maintenance of the Park should be paid by revenues generated within the Park. The primary sources of operating revenue in fiscal year 2018 were lease rents (including payments in lieu of real estate taxes, or PILOT) and occupancy permit fees for commercial use facilities, parking revenue from the Pier 40 garage and certain user fees. This revenue was supplemented by contributions generated by Friends of Hudson River Park (FoHRP), foundation support, and private contributions. In addition to presenting an overview of activities and financial performance, this MD&A provides an analysis of how the costs of operation and maintenance of the Park, including capital maintenance which is not otherwise treated as an operating expense in the financials, are being supported by internally generated revenue in furtherance of the legislative goal of financial self-sufficiency.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Management's Discussion and Analysis, Continued

Overview of Financial Statements

The basic financial statements consist of three main parts and include information for both fiscal years 2018 and 2017. The three sections are: (1) statements of net position (similar to a balance sheet), (2) statements of revenue, expenses and changes in net position (akin to an income statement) and (3) statements of cash flows.

The statements of net position include all of the Trust's investments in resources (assets) and the payment obligations to vendors and contractors (liabilities). It also provides the basis for evaluating the capital structure of the Trust and assessing liquidity and financial flexibility. All of the Trust's revenue and expenses are accounted for in the statements of revenue, expenses and changes in net position. These statements measure the success of the Trust's operations over the past year and can be used to determine the degree to which the Trust has recovered all of its costs through its operating revenue and other external revenue sources. The final section is the statements of cash flows, which provides information about the Trust's sources and uses of cash during the reporting period. The statements of cash flows report cash receipts, cash payments and net changes in cash resulting from operations, capital financing activities and investing activities and provides answers to such questions as where did cash come from, what was cash used for, and what was the change in cash balance during the reporting periods.

Following the statements are the notes to financial statements, required supplementary information (RSI) - schedule of funding progress - other postemployment benefits - last three fiscal years, schedule of proportionate share of the net pension liability, schedule of employer pension contributions, and schedules 1 - 6 which present, both separately and combined, the main parts of the financial statements for: (1) planning, design and construction relating to new park construction and other major capital work and (2) administration, operations and maintenance relating to the daily functions of the Park.

The Trust adheres to the provisions of the Government Accounting Standards Board (GASB) consistent with regulations promulgated by the Office of the New York State Comptroller relating to accounting, reporting and supervision requirements for public authorities. The Trust has adopted GASB No. 45 - "Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions (OPEB)." GASB No. 45 establishes standards for the measurement, recognition and display of OPEB expense/expenditures and related liabilities, note disclosures and RSI relating to the Trust's share of retiree and covered spouse health care and death benefits. As detailed in the notes section, this is an unfunded future liability as the Trust contributes only enough money to satisfy current obligations on a pay-as-you go basis.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Management’s Discussion and Analysis, Continued

In addition, the Trust has implemented GASB No. 68 - “Accounting and Financial Reporting for Pensions - an Amendment of GASB Statement No. 27” and GASB No. 71 - “Pension Transition for Contributions Made Subsequent to the Measurement Date - an Amendment to GASB Statement No. 68.” As further detailed in the notes section, the implementation of these statements has resulted in the reporting of deferred outflows of resources and a liability related to the Trust’s participation in the New York State Employees’ retirement system.

Statements of Net Position

The following table summarizes the Trust’s assets, liabilities, and net position as of March 31, 2018 and March 31, 2017 under the accrual basis of accounting.

	<u>2018</u>	<u>2017</u>	<u>Dollar change</u>	<u>Percent change</u>
Total assets	\$ <u>744,193,958</u>	<u>628,077,219</u>	<u>116,116,739</u>	18%
Total deferred outflows of resources	\$ <u>1,590,485</u>	<u>3,225,277</u>	<u>(1,634,792)</u>	(51%)
Total liabilities	\$ <u>21,225,530</u>	<u>18,514,879</u>	<u>2,710,651</u>	15%
Total deferred inflows of resources	\$ <u>2,745,004</u>	<u>6,087,056</u>	<u>(3,342,052)</u>	(55%)
Total net position	\$ <u>721,813,909</u>	<u>606,700,561</u>	<u>115,113,348</u>	19%

Overall, the Trust’s net position representing assets less liabilities adjusted for deferred inflows and outflows of resources increased by \$115,113,348, or 19%, to \$721,813,909 in fiscal year 2018 compared to the prior fiscal year. Deferred outflows represent a use of net position that applies to a future period. The Trust’s primary deferred outflow relates to pension accounting. Deferred inflows represent future increases in net position that applies to future periods. The Trust’s primary deferred inflow was for Pier 57 prepaid rent, an amount fully extinguished at the end of the fiscal year. The Trust also has a smaller deferred inflow in relation to pension accounting.

The Trust’s total assets, net of depreciation, increased by 18% to \$744,193,958 in fiscal year 2018. The combined growth in cash and equivalents, construction in progress and property and equipment exceed the cumulative decrease in accounts receivable and prepaid expenses by \$116,116,739. The increase is primarily due to the closing of the \$100 million Pier 40 development rights transaction between the Trust and the owner of a property located directly across West Street on April 28, 2017.

All funds received by the Trust from this development rights transfer are restricted and must be applied to the capital maintenance repair of infrastructure at Pier 40, primarily repair to the deteriorated piles. Separately, a pension deferred outflow of \$1,590,485, which was recorded as part of the implementation of GASB Statement No. 68, decreased by \$1,634,792 from \$3,225,277 in the prior fiscal year. This decrease results from the financial performance of the New York State pension system and is not within the control of management.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Management's Discussion and Analysis, Continued

The Trust's total liabilities at March 31, 2018 were \$21,225,530, an increase of \$2,710,651, or 15% compared to the prior fiscal year. This was primarily attributable to an actuarial increase in OPEB. Total deferred inflows of resources from prepaid rental income and pensions decreased in fiscal year 2018 by \$3,342,052, or 55%, compared to the previous fiscal year. The decrease is primarily attributable to the final recognition in the fiscal year of construction period rent for Pier 57 recorded initially as a two year prepayment at lease execution on March 31, 2016.

Statements of Revenue, Expenses and Changes in Net Position

The table below summarizes the Trust's revenue, expenses and changes in net position for the fiscal years ended March 31, 2018 and 2017:

	<u>2018</u>	<u>2017</u>	<u>Dollar change</u>	<u>Percent change</u>
Operating revenue	\$ <u>146,741,579</u>	<u>42,838,696</u>	<u>103,902,883</u>	243%
Operating expenses	\$ <u>32,365,058</u>	<u>31,382,955</u>	<u>982,103</u>	3%
Non-operating revenue	\$ <u>736,827</u>	<u>156,922</u>	<u>579,905</u>	370%
Change in net position	\$ <u>115,113,348</u>	<u>11,612,663</u>	<u>103,500,685</u>	891%

Operating revenue includes both internally generated revenue from the Park, the sale of development rights, and externally provided funds from FEMA and other private and governmental sources such as reimbursements, appropriation revenue from the State and City applied to new park construction and capital maintenance, and contributions and foundation grants. Total operating revenue was \$146,741,579 in fiscal year 2018 compared to \$42,838,696 in fiscal year 2017, a net increase of \$103,902,883 or 243%. Adjusted for the sale of development rights of \$100 million, operating revenue increased by \$5 million, or 11%. Non-operating revenue of \$736,827 increased from \$156,922, reflecting an increase in interest income.

Total operating expenses in fiscal year 2018, including depreciation and amortization, were \$32,365,058 compared to 31,382,955 in the prior fiscal year, an increase of \$982,103 or 3%.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Management's Discussion and Analysis, Continued

Internally-Generated Revenue, Ordinary Operating Expenses and Capital Maintenance Costs

The table below summarizes the Trust's internally generated operating revenue, ordinary operating expenses, operating income from within the Park, capital maintenance costs and deficit/surplus from operations for the fiscal years ended March 31, 2018 and 2017. OPEB related employee compensation costs are included in the table, but depreciation, amortization and storm recovery expenses are not. Ordinary operating expenses and capital maintenance (CM) costs are net of associated reimbursement revenue.

	<u>2018</u>	<u>2017</u>
Operating revenue - revenue generated from within the Park	\$ <u>31,201,376</u>	<u>28,691,857</u>
Ordinary operating expenses:		
Employee compensation and benefits	8,386,785	7,568,800
OPEB and pension obligations	2,144,939	2,323,581
Park programs and ordinary maintenance	7,578,961	7,473,407
General and administrative	<u>2,754,616</u>	<u>2,852,511</u>
Total ordinary operating expenses	<u>20,865,301</u>	<u>20,218,299</u>
Operating income from within the Park	10,336,075	8,473,558
Gross capital maintenance (CM) costs	10,584,879	4,193,521
Surplus (deficit) after gross CM costs	<u>(248,804)</u>	<u>4,280,037</u>
Reimbursement revenue applied to CM costs	8,231,772	1,562,319
Net CM costs	<u>(2,353,107)</u>	<u>(2,631,202)</u>
Surplus (deficit) after net CM costs	\$ <u>7,982,968</u>	<u>5,842,356</u>

Operating revenues generated by the Trust from sources within the Park, excluding the development rights transaction, totaled \$31,201,376 in fiscal year 2018 compared to \$28,691,857 in fiscal year 2017, an increase of \$2,509,519, or 9%. Sixty-eight percent (68%) of revenue generated internally from within the Park, or \$21,234,929, was derived from leases (including rent, percentage rent and PILOT) and fees from occupancy permits; 24%, or \$7,434,861, came from parking charges net of taxes; and 8%, or \$2,531,586, was from user fees and other revenue. Revenue from all of these categories increased in fiscal year 2018 with the exception of user fees and other revenue, which registered a relatively small \$98,543 decrease.

Ordinary operating expenses in fiscal year 2018 totaled \$20,865,301, an increase of \$647,002 or 3% from the prior fiscal year. Total employee compensation and benefits of \$8,386,785 increased by \$817,985, or 11%, and accounted for 40% of total ordinary operating expenses. However, payroll for full time employees of \$5,387,045 increased by a lesser amount, \$352,587, or 7% reflecting primarily an increase in head count from 68 to 72. The Trust made greater use of part time and

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Management's Discussion and Analysis, Continued

seasonal employees in fiscal year 2018 to address peak horticulture, park programs and educational activities in the late spring, summer, and early fall. In addition, in fiscal year 2018 the Trust's education program substituted seasonal employees for a contract service provider used in prior years. Thus, payroll for part time and seasonal employees increased by \$112,822, or 37%, to \$415,117 compared to the prior fiscal year. Total overtime payroll for all employees was flat, increasing by only \$748 in fiscal year 2018 to \$67,041.

Approximately 6% of ordinary operating expenses, or \$1,928,468, is attributable to an increase in OPEB liability, and an additional 1%, or \$216,471, resulted from an increase in future retirement contributions recorded in connection with the implementation of GASB Statement No. 68. As indicated above, OPEB and the net pension liability are actuarially determined unfunded future liabilities. While the increase amounts for both OPEB and pension costs are expensed, the Trust contributes only enough money to satisfy current obligations on a pay-as-you go basis with the balance recorded as an accrued liability.

Park programs and ordinary maintenance represented 36% of ordinary operating expenses and general and administrative costs accounted for 13% of ordinary operating expenses. Compared to the prior fiscal year, park programs and ordinary maintenance (other than personnel) expenses increased by \$105,554, or 1%, to \$7,578,961, and general and administrative (other than personnel) costs decreased by \$97,895, or 3%, to \$2,754,616. Within general and administrative costs, legal fees increased by \$330,914, or 61%, from the prior fiscal year to \$872,851. This increase in legal fees was associated primarily with Pier 55 litigation costs. As of the end of fiscal year 2018, the litigation had ceased due to an intervention by the Governor, and the Pier 55 project was proceeding.

Prior to consideration of capital maintenance, operating income from within the Park was \$10,336,075 in fiscal year 2018, an increase of \$1,862,517, or 22% from the prior fiscal year. The increase is primarily attributable to revenue growth from leases and other occupancy permits.

Capital maintenance is a major repair or replacement of a deteriorated existing capital asset, such as a building roof, pier pile, bulkhead, floating dock or playground surface which, upon completion, has a useful life in excess of 5 years. Capital maintenance is recorded on the financial statements as either a "construction in progress" asset or an improvement (but not an operating expense). In this section of the MD&A, the Trust elects to use the annual outlay for capital maintenance rather than book depreciation when discussing the annual operating deficit/surplus. Management believes that this approach helps elucidate the extent to which the legislative goal of financial self-sufficiency is being achieved within the reporting fiscal year. This single year approach does not address whether trending operating expenses and future capital maintenance obligations can be met from existing resources and future operating revenue, whether the Trust is currently under-investing in capital maintenance, whether reimbursement revenue can be expected in the future, or whether financial self-sufficiency is achievable in the long-term. These matters are the subject of on-going analysis and planning by staff of the Trust in consultation with the Board of Directors.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Management's Discussion and Analysis, Continued

Gross capital maintenance costs (i.e., prior to application of reimbursement revenue from City and State sources) was \$10,584,879 in fiscal year 2018, an increase of \$6,391,358, or 152%, compared to the prior fiscal year. Although gross capital maintenance costs were substantially higher in fiscal year 2018 compared to the prior fiscal year, net capital maintenance costs of \$2,353,107 were \$278,095 less as offsetting reimbursement revenue from City and State sources increased from \$1,562,319 to \$8,231,772.

Operating income generated from within the park, less gross capital maintenance costs, resulted in a small deficit of \$248,804 in fiscal year 2018 as compared to a surplus of \$4,280,037 in the prior fiscal year. After consideration of capital maintenance reimbursement revenue, the Trust generated a surplus of \$7,982,928 in fiscal year 2018, an increase of \$2,140,612, or 37%, compared to the prior fiscal year. Since reimbursement revenue is only available for fixed amounts on a project-by-project basis, annual surpluses such as those generated in fiscal years 2017 and 2018 are held for future capital maintenance and other extraordinary and unexpected expenses.

Cash Flows

As shown on the Statements of Cash Flows, in 2018 the Trust had cash provided by operating activities of \$128,597,263 and investing activities (interest income) of \$736,827, and expended \$16,533,305 for capital financing activities for new Park construction and equipment. Consequently, restricted and unrestricted cash and cash equivalents increased by \$112,800,785. This increase is primarily attributable to the sale of development rights from Pier 40 and is reflected in an increase in restricted cash.

Impact of Storm Recovery

Hurricane Sandy, which struck in late October 2012, continues to exert an impact on the Trust's Statements of Net Position. Total costs associated with recovery from Hurricane Sandy damages are currently estimated at approximately \$34.6 million, with all but approximately \$800,000 having been disbursed by the Trust to contractors. The Trust expects to receive full reimbursement for all storm related costs from Federal (FEMA) and State sources. As of the end of fiscal year 2018, the Trust has received \$19.4 million in reimbursement revenue for its outlays, or 57% of the total expended.

Of the Trust's total accounts receivables recorded at March 31, 2018 of \$14.5 million, the amount due from FEMA is \$5.6 million, or 39% of the total, and the amount due from the State for storm recovery is \$2.4 million, or 17% of the total. Combined storm recovery costs from FEMA and the State accounted for approximately 55% of all accounts receivables. An additional \$6.3 million of

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Management's Discussion and Analysis, Continued

Trust repair expenditures, already incurred and included in the \$34.6 million estimated total cost, is awaiting FEMA approval at which point it will be recognized as an account receivable. Thus, as of March 31, 2018, approximately 19% the total amount expended by the Trust for Hurricane Sandy storm recovery has yet to be received as a reimbursement or included as a receivable from Federal and State sources.

Future Development Rights Transactions

Under a 2013 amendment to the Act, the Trust became legislatively authorized to transfer available development rights to eligible receiving sites located one block east of West Street to the extent permitted under applicable provisions of the New York City Zoning Resolution and subject to certain other public review and approval requirements. On November 14, 2017, the Trust entered into memorandum of understanding agreements with two developers for the sale of 153,062.5 square feet of development rights associated with unused development rights from Piers 59, 60 and 61 and the associated headhouse in the Chelsea Section of Hudson River Park. One of the two developers may acquire an additional 4,938 square feet. The total value of the two transactions is approximately \$46,570,000, or \$48,165,000 should the additional development rights be sold. This transaction is currently pending approval by the New York City Planning Commission, New York City Council and Board of Directors of the Trust. All funds received by the Trust from the development rights transfers are restricted and must be applied to new park construction and capital maintenance costs in Manhattan Community Board 4.

Contacting the Trust's Financial Management

This MD&A is intended to provide a general overview of the Trust's finances. Questions concerning any of the information provided herein, or requests for additional information, should be addressed to the Chief Financial Officer, Hudson River Park Trust, Pier 40, 2nd Floor, 353 West Street, New York, New York 10014.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Statements of Revenue, Expenses and Changes in Net Position
Years ended March 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Operating revenue:		
Sale of development rights	\$ 99,866,562	-
Appropriations revenue	9,030,357	2,916,783
Reimbursement	5,167,074	6,850,914
Lease revenue	21,234,929	18,843,820
Parking revenue	7,434,861	7,217,908
Settlements and grants	336,000	50,500
Fees and other revenue	2,531,586	2,630,129
Contributions	<u>1,140,210</u>	<u>4,328,642</u>
Total operating revenue	<u>146,741,579</u>	<u>42,838,696</u>
Operating expenses:		
Employee compensation and benefits	10,531,724	9,892,381
Park programs and maintenance	7,937,317	8,377,959
General and administrative	3,314,129	2,645,676
Depreciation and amortization	<u>10,581,888</u>	<u>10,466,939</u>
Total operating expenses	<u>32,365,058</u>	<u>31,382,955</u>
Operating income	114,376,521	11,455,741
Non-operating revenue - earnings on investments	<u>736,827</u>	<u>156,922</u>
Change in net position	115,113,348	11,612,663
Net position at beginning of year	<u>606,700,561</u>	<u>595,087,898</u>
Net position at end of year	<u>\$ 721,813,909</u>	<u>606,700,561</u>

See accompanying notes to financial statements.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Statements of Cash Flows
Years ended March 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Cash flows from operating activities:		
Cash receipts from:		
Sale of development rights	\$ 99,866,562	-
Appropriations revenue	8,620,950	2,655,780
Reimbursement	8,729,994	17,119,430
Lease revenue	16,923,821	15,712,487
Parking revenue	7,403,758	7,217,908
Settlements and grants	2,512,902	50,500
Fees and other revenue	2,508,210	2,630,129
Contributions	1,140,210	4,328,642
Cash payments to:		
Personnel service	(5,857,793)	(5,368,494)
Fringe benefits	(2,502,538)	(2,131,815)
Vendors	<u>(10,748,813)</u>	<u>(13,888,992)</u>
Net cash provided by operating activities	<u>128,597,263</u>	<u>28,325,575</u>
Cash flows from capital financing activities:		
Expenditures for construction in progress	(13,556,155)	(15,748,319)
Other additions to property and equipment	<u>(2,977,150)</u>	<u>(2,001,851)</u>
Net cash used in capital financing activities	<u>(16,533,305)</u>	<u>(17,750,170)</u>
Cash flows from investing activities - earnings on investments	<u>736,827</u>	<u>156,922</u>
Net increase in cash and equivalents	112,800,785	10,732,327
Cash and equivalents at beginning of year	<u>65,539,708</u>	<u>54,807,381</u>
Cash and equivalents at end of year	<u>\$178,340,493</u>	<u>65,539,708</u>

(Continued)

See accompanying notes to financial statements.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Statements of Cash Flows, Continued

	<u>2018</u>	<u>2017</u>
Reconciliation of operating income to net cash provided by operating activities:		
Operating income	\$114,376,521	11,455,741
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation and amortization	10,581,888	10,466,939
Changes in:		
Accounts receivable	4,240,508	9,931,844
Prepaid expenses	59,865	114,991
Deferred outflows of resources - pensions - ERS	1,634,792	(2,387,746)
Accounts payable	321,596	(3,542,184)
Accrued expenses	147,626	630,327
Net pension liability - proportionate share - ERS	(1,351,949)	2,399,334
Other postemployment benefits obligation	1,928,468	1,905,157
Deferred inflows of resources - pensions - ERS	(66,372)	406,836
Deferred inflows of resources - lease rents	<u>(3,275,680)</u>	<u>(3,055,664)</u>
Net cash provided by operating activities	<u>\$128,597,263</u>	<u>28,325,575</u>

See accompanying notes to financial statements.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements
March 31, 2018 and 2017

(1) Organization

Hudson River Park Trust (the Trust) is a public benefit corporation authorized under the Hudson River Park Act (the Act) approved by the Senate and the Assembly of the State of New York (the State). The Act also created the Hudson River Park (the Park). The Park is an area, generally, from the northern boundary of Battery Park City to the northern boundary of 59th Street in New York City (the City) between the United States pier-head line and West Street, Eleventh Avenue, or Twelfth Avenue, whichever is more westerly. As a public benefit corporation, the Trust is exempt from any and all Federal, State and City income and franchise taxes and sales taxes.

The Trust has authority over the planning, construction, operation, and maintenance of the Park. It replaces such authority formerly granted to the New York State Department of Transportation, the New York State Urban Development Corporation, and the Hudson River Park Conservancy. In doing so, the Trust succeeded its predecessors in all contracts, leases, licenses, and other obligations related to the Park, excluding debt and financial obligations to other public benefit corporations or governmental entities.

The Trust is a joint venture of the City and the State. Under the Act, the State and City, with respect to its real property in the Park, granted the Trust a possessory interest in such real property for a term not to exceed 99 years. Title to any real property within the Park currently held by the State or the City remains with those entities.

The Trust's Board is comprised of 13 members. The Governor and the Mayor each appoint five members and the Manhattan Borough President appoints three members. The Trust came into existence upon the appointment of eight of its 13 member board. The first eight appointments occurred on March 4, 1999. Accordingly, the by-laws of the Trust established the fiscal year as April 1st through March 31st.

To finance the construction of the Park, the State and the City have together pledged approximately \$392 million to the Trust. Funding provided by the U.S. Department of Housing and Urban Development (HUD) has amounted to approximately \$103.3 million, including \$30.7 million for the replacement of Pier 86 leased to the Intrepid Museum and \$72.6 million passed through the Lower Manhattan Development Corporation for capital construction in the 9/11 community development catchment area. As of March 31, 2018, the amount which has not been drawn down from the City and State combined is approximately \$49 million. In addition, the Trust will receive revenues from leases and interest on short-term investments. Furthermore, the Trust has authority to accept contributions for its purpose and to accept appropriations and grants from Federal, State and local governments.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The financial statements of the Trust have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America as applied to government units, as modified by the State and the City regarding the definition of capital expenditures. De minimis costs associated with salaries of employees of the Trust directly or indirectly involved with managing or accounting for construction activities are expensed as incurred. Such costs would be capitalizable, as construction in progress, under accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles as applied to governmental accounting and financial reporting principles. The more significant accounting policies are described below.

(b) Adoption of New Accounting Standards

During the fiscal year ended March 31, 2017, the Trust adopted GASB Statement No. 72 - "Fair Value Measurement and Application." This Statement provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest prior to unobservable inputs (Level 3). The three levels of the fair value hierarchy under generally accepted accounting principles are as follows:

- Level 1 - Valuations are based on quoted prices in active markets for identical assets or liabilities that the component units have the ability to access.
- Level 2 - Valuations are based on quoted prices in markets that are not active or for which all significant inputs are observable directly, or indirectly.
- Level 3 - Valuations are based on inputs that are observable and significant to the overall fair value measurement.

(c) Net Position

The Trust's resources are classified into the following net position categories:

Net investment in capital assets - Capital assets, net of accumulated depreciation from outstanding principal balances of debt, if any, attributable to the acquisition, construction, or improvement of those assets.

Restricted for capital expenditures - Net position whose use is subject to externally imposed stipulations that can be fulfilled by the actions of the Trust or the passage of time.

Unrestricted - All other net position, including net position designated by actions, if any, or the Trust's Board of Directors.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(2) Summary of Significant Accounting Policies, Continued

(d) Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

(e) Cash and Equivalents

For purposes of the statement of cash flows, cash and equivalents includes money market accounts and any highly liquid debt instruments purchased with a maturity of three months or less.

At March 31, 2018, the Trust's financial institution cash account balances amounted certificates of deposits. Deposits are recorded at cost plus accrued interest and categorized as either:

- (a) Insured or collateralized with securities held by the entity or by its agent in the entity's name, or
- (b) Collateralized with securities held with by the pledging financial institution's trust department or agency in the entity's name, or
- (c) Uncollateralized.

Deposits in bank accounts and investments in the Trust's name in financial institutions are covered by federal depository insurance and other collateral which has been assigned to funds over the FDIC coverage at March 31, 2018. Total financial institution (bank) balances at March 31, 2018 amounted to \$175,581,998. Total deposits are categorized as follows:

<u>A</u>	<u>B</u>	<u>C</u>
\$ <u>175,581,998</u>	<u> -</u>	<u> -</u>

Cash and equivalents at March 31, 2018 and 2017 consists of interest bearing and non-interest bearing checking accounts.

(f) Accounts Receivable

Accounts receivable are comprised of amounts due on leases and reimbursable construction costs from the Federal, State and City governments.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(2) Summary of Significant Accounting Policies, Continued

(g) Construction in Progress

Construction in progress includes all costs and expenditures incurred for suppliers and contractors associated with the planning, development, and construction of the Park as authorized by the Act. These expenditures include the costs of environmental studies necessary for obtaining permits, design and engineering costs, and legal costs related to the construction of the Park. These will become property and equipment and subject to depreciation expense upon completion.

(h) Property and Equipment

Property and equipment are recorded at cost or at fair market value in the case of donated equipment. Depreciation is provided for in amounts sufficient to relate the cost of depreciable assets to operations over their estimated service lives using the straight-line method. Improvements are capitalized, while expenditures for maintenance and repairs are charged to expense as incurred. Upon disposal of depreciable property, the appropriate property accounts are reduced by the related costs and accumulated depreciation. The resulting gains and losses are reflected in the statement of activities.

(i) Other Postemployment Benefits Obligation

In accordance with GASB Statement No. 45, the Trust recognizes in its financial statements, the financial impact of postemployment benefits principally employer funded healthcare costs.

(j) Deferred Inflows of Resources - Lease Rents

Deferred inflows of resources consist of lease agreements with Texas Eastern Transmission L.P. (Texas Eastern) and Super Pier 57 LLC (Pier 57 LLC). The lease agreement with Texas Eastern is for possessory interest in Trust property located along Route 9A in the Borough of Manhattan. The lease allows Texas Eastern to construct, operate, and maintain a natural gas pipeline within a right of way along the Gansevoort Peninsula and land located under water within the Hudson River, between the Southwest corner of the Peninsula to the U.S. Pierhead line as part of the New Jersey - New York expansion project. Texas Eastern has paid the Trust \$2,775,000 for a period of 30 years. For each of the years ended March 31, 2018 and 2017, the Trust recognized revenue from the Texas Eastern lease of \$92,500. For each of the years ended March 31, 2018 and 2017, the Trust recognized revenue from Pier 57 LLC lease of \$2,978,197.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(2) Summary of Significant Accounting Policies, Continued

(j) Deferred Inflows of Resources - Lease Rents, Continued

The future revenue recognition for lease rents and occupancy permit fees are as follows:

2019		\$ 92,500
2020		92,500
2021		92,500
2022		92,500
2023		92,500
Thereafter		<u>1,772,917</u>
		<u>\$ 2,235,417</u>

(k) Deferred Outflows and Inflows of Resources - Pensions

In the Statement of Net Position, in addition to assets, the Trust will sometimes report a separate section of deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position that applies to a future period and so will not be recognized as an outflow of resources (expense/expenditure) until then. The Trust has two items that qualify for reporting in this category. The first item is related to pensions reported in the Statement of Net Position. This represents the effect of the net change in the Trust's proportion of the collective net pension asset or liability and difference during the measurement period between the Trust's contributions and its proportion share of total contributions to the pension systems not included in pension expense. The second item is the Trust contributions to the pension system (ERS System) subsequent to the measurement date.

In addition to liabilities, the statement of net position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The Trust has one item that qualifies for reporting in this category. This item is related to pensions and represents changes in the Trust's proportion of the collective net pension liability (ERS System) and difference during the measurement periods between the Trust's contributions and its proportion share of total contributions to the pension system not included in pension expense.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(2) Summary of Significant Accounting Policies, Continued

(l) Revenue Recognition

Appropriations revenues are recognized upon requisition by the Trust for identified capital commitments approved by the State and City. Such revenue is restricted to specific capital expenditures authorized by the Act. Lease revenues are recognized as rentals become due over the life of the lease. Rental payments received in advance are deferred until earned. Escalations based upon consumer price indices are recognized prospectively over the remainder of the lease. All leases between the Trust and the tenants of the property are operating leases. Lease revenues and other revenues may be used for Trust operations, as well as for capital expenditures. Reimbursement revenue consist of amounts received as the result of State and Federal awards. Contributions are amounts receivable for donor restricted purposes or unrestricted purposes.

(m) Subsequent Events

The Trust has evaluated subsequent events through the date of the report which is the date the financial statements were available to be issued.

(n) Income Taxes

The Trust is a Public Benefit Corporation of the State of New York. As such income earned in the exercise of its essential governmental function is exempt from State and Federal income taxes.

(o) Sale of Development Rights

The Trust entered into a purchase and sale agreement with SJC 33 Owner 2015, LLC for the sale of development rights above Pier 40. The net proceeds from the sale, amounting to \$99,866,562, were placed into escrow and were released at closing on April 28, 2017.

(3) Property and Equipment

Property and equipment at March 31, 2018 and 2017 consist of the following:

	<u>Lives</u>	<u>2018</u>	<u>2017</u>
Pier improvements	10-50 years	\$ 544,842,874	501,686,001
Machinery and equipment	7 years	3,141,285	2,421,936
Computer equipment	5 years	1,090,028	1,090,028
Software	3 years	1,655,110	1,481,710
Automobiles	5 years	1,274,065	1,246,647
Furniture and fixtures	5 years	421,173	421,173
Office renovation	5 years	<u>486,350</u>	<u>486,350</u>
Total property and equipment		552,910,885	508,833,845
Less accumulated depreciation and amortization		<u>(95,487,576)</u>	<u>(84,905,688)</u>
Net property and equipment		\$ <u>457,423,309</u>	<u>423,928,157</u>

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(4) Other Postemployment Benefits Obligation

The Trust reports its Other Postemployment Benefits (OPEB) in compliance with GASB Statement No. 45 - “Accounting and Financial Reporting by Employers for Postemployment Benefits Other than Pensions.” GASB Statement No. 45 requires governmental entities, including the Trust, to recognize in its financial statements the financial impact of postemployment benefits, principally employer funded health care and death benefits which the Trust provides for retired employees. Substantially all employees may become eligible for these benefits if they reach normal retirement age while working for the Trust.

The following table summarizes the Trust’s valuation of OPEB costs and obligations at March 31, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Unfunded actuarial liability	\$ 12,452,120	12,452,120
Annual required contribution (30 year amortization)	2,047,814	1,988,169
Annual OPEB cost	2,060,049	1,997,705
Covered payroll	4,724,541	4,423,662
Annual OPEB expense (as % of payroll)	34.0%	35.8%

Actuarial valuations, the most recent of which was completed as of March 31, 2017, involve estimates and assumptions about the probability of events far into the future and are subject to continual revisions as actual results are compared to past expectations and new estimates are made about the future. These calculations are designed to reduce short-term volatility in actuarial accrued liabilities. Projected benefits are based on the types of benefits provided at the time of each valuation and on the cost sharing provisions then in effect.

The Trust participates, pursuant to the provisions of Section 163(4) of the New York State Civil Service Law, in the New York State Health Insurance Program (NYSHIP), an Agent Multiple-Employer plan. NYSHIP is administered through the New York State Department of Civil Service and the Trust pays the cost of administration.

NYSHIP does not currently issue a standalone financial report since there are no assets legally segregated for the sole purpose of paying benefits under the plan. The Trust specific obligation to pay OPEB costs is dependent on the employee’s date of hire and labor agreement. Certain retiree costs, described below, are first applied against the value of the retiree’s existing sick leave bank balance. A plan summary follows:

(a) Plan Types

Medical - New York State Health Insurance Program which includes participation in various insurance plans and HMO’s and which also includes drug coverage. Details may be found in the Summary Program Description of the New York State Health Insurance Program Booklet.

(b) Eligibility

At least 55 years old with 10 years of service if date of hire is before retiring.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(4) Other Postemployment Benefits Obligation, Continued

(c) Benefit/Cost Sharing

The Trust contributes 75% - 90% of costs for retirees and 90% for a retiree's spouse.

(d) Spouse Benefit - Yes

(e) Surviving Spouse Benefit

Coverage continues, provided election to continue contribution 10% of individual medical plan.

(f) Funding Policy

The obligations of the plan members, employers and other entities are established by action of the Trust pursuant to applicable collective bargaining and employment agreements. The required contribution rates of the employer and the members vary depending on the applicable agreement. The Trust currently contributes enough money to the plan to satisfy current obligations on a pay-as-you-go basis.

The following summary schedule presents the Annual OPEB Cost and Net OPEB Obligation for the years ended March 31, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Normal cost	\$ 1,429,799	1,493,309
Amortization of unfunded actuarial accrued liability	<u>618,015</u>	<u>494,860</u>
Annual required contribution (ARC)	2,047,814	1,988,169
Interest on net OPEB obligation	345,488	269,281
Adjustment to ARC	<u>(333,253)</u>	<u>(259,745)</u>
Annual OPEB cost	\$ 2,060,049	1,997,705
Contribution/expected benefit payment	<u>(131,581)</u>	<u>(92,548)</u>
Increase in net OPEB obligation	1,928,468	1,905,157
Net OPEB obligation at beginning of year	<u>8,637,187</u>	<u>6,732,030</u>
Net OPEB obligation at end of year	\$ <u>10,565,655</u>	<u>8,637,187</u>

The annual OPEB costs are recorded in the Trust's 2018 and 2017 statements of revenue, expenses, and changes in net position in the amount of \$1,928,468 and \$1,905,157, respectively. The net OPEB obligation is recorded in the Trust's statements of net position in the amount of \$10,565,655 and \$8,637,187, at March 31, 2018 and 2017, respectively.

The annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for 2018 and 2017 are as follows:

<u>Year ending</u>	<u>Annual OPEB cost</u>	<u>Cost contributed</u>	<u>Net OPEB obligation</u>
3/31/18	\$ 2,060,049	6.4%	10,565,655
3/31/17	1,997,705	4.6%	8,637,187

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(4) Other Postemployment Benefits Obligation, Continued

The following are the actuarial methods and assumptions used in calculating the obligations related to the Trust's postemployment benefit plan:

Funding interest rate	4.0%
2017 trend rate (Med/Rx)	8.00%
Ultimate Medical/Rx cost trend rate	8.00%
Year ultimate trend rate reached	2020
Annual payroll growth rate	3.00%
Actuarial cost method	Attained age
Remaining amortization period at March 31, 2018	23 years
Amortization period	30 year level percentage of payroll

(5) Related Party Transactions

Related party transactions as of and for the years ended March 31, 2018 and 2017 consist of the following:

(a) Affiliates of New York State and the City of New York

The Trust was due monies related to leases and occupancy agreements which it succeeded from the date of dedication of the Park by the Act to March 31, 2000.

At March 31, 2018 and 2017, the Trust had requested \$9,030,357 and \$2,916,783, respectively, of funds appropriated by the State and City in accordance with the Act for the value of construction contracts authorized to date.

The Trust succeeded the State of New York under an agreement which allows the Port Authority of New York and New Jersey to use certain properties for no monthly rental payments.

The Trust entered into a contract beginning July 1, 2015 with New York City Department of Parks and Recreation to provide security services in the park over a three year term in the amount of \$8,294,329. During the years ended March 31, 2018 and 2017, the Trust paid \$2,277,774 and \$2,159,460, respectively, for the services provided.

The Trust has an agreement for property maintenance services with the New York State Department of Transportation. At March 31, 2018 and 2017, the amount included in accounts receivable in the accompanying statement of net position amounted to \$74,953 and \$237,345, respectively.

New York State Division of Homeland Security and Emergency Services agreed to provide the Trust the local match requirement of the Disaster Grants - Public Assistance (Presidentially Declared Disasters) funds. At March 31, 2018 and 2017, the amount included in accounts receivable in the accompanying statement of net position amounted to \$2,478,381 and \$2,505,854, respectively.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(5) Related Party Transactions, Continued

(b) New York City Related Parties

As a result of the Act, the Trust succeeded to several leases held by New York City agencies. Prior to 2002, those agencies collected the rents directly and remitted them to the Trust periodically. As of January 1, 2002, the Trust began billing and collecting from the tenants directly. In addition, the New York City Economic Development Corporation (NYCEDC) collects rents under percentage leases and remits the monies to the Trust semi-annually on behalf of New York City.

The Trust succeeded, as permittor, to a month-to-month operating permit with the New York City Fire Department calling for fee payments of \$5,886 per month.

All lease and permit revenue is considered unrestricted.

(6) Commitments

Commitments at March 31, 2018 and 2017 consist of the following:

(a) Equipment Leases

The Trust leases certain equipment under non-cancelable month-to-month and other non-cancelable operating leases with remaining terms of 12 months or less. Included in general and administrative expenses for the years ended March 31, 2018 and 2017, was \$96,608 and \$107,379, respectively, for equipment rentals.

The Trust has also entered into various long-term equipment leases used for operations. Future minimum payments required under the above-mentioned leases are due for the year ending March 31, 2019 in the amount of \$3,300.

(b) Tenant Permits and Leases

The Trust succeeded, as permittor, to several month-to-month and other non-cancelable operating leases with terms of 12 months or less from State and City sources. The revenue under these permits for the years ended March 31, 2018 and 2017 amounted to \$2,897,903 and \$2,255,202, respectively.

The Trust also succeeded as lessor, to long-term (more than twelve months) non-cancelable leases. The revenue received under these leases for the years ended March 31, 2018 and 2017 amounted to \$17,461,025 and \$16,588,618, respectively. Minimum rental payments to be received under the long-term lease agreements as of March 31, 2018, are as follows:

2019	\$ 21,863,333
2020	14,226,971
2021	12,949,918
2022	13,042,281
2023	<u>13,122,401</u>
	\$ <u>75,204,904</u>

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(7) Restricted for Capital Expenditures

Net position restricted for capital expenditures at March 31, 2018 and 2017 is summarized as follows:

<u>Source</u>	<u>2018</u>	<u>2017</u>
City of New York	\$ 23,692,346	23,586,552
New York State Department of Environmental Conservation	4,075,716	4,057,517
Sale of development rights - Pier 40	99,650,215	-
Other	<u>4,336,454</u>	<u>6,304,209</u>
Total restricted for capital expenditures	\$ <u>131,754,731</u>	<u>33,948,278</u>

(8) Retirement Plan

(a) Plan Descriptions and Benefits Provided

Employees' Retirement System (ERS)

The Trust participates in the New York State and Local Employees' Retirement System (ERS). This is a cost-sharing multiple-employer retirement system. The System provides retirement benefits as well as death and disability benefits. The net position of the System is held in the New York State Common Retirement Trust (the Trust), which was established to hold all net assets and record changes in plan net position allocated to the System. The Comptroller of the State of New York serves as the trustee of the Trust and is the administrative head of the System. System benefits are established under the provision of the New York State Retirement and Social Security Law (RSSL). Once a public employer elects to participate in the System, the election is irrevocable. The New York State Constitution provides that pension membership is a contractual relationship and plan benefits cannot be diminished or impaired. Benefits can be changed for future members only by enactment of a State statute. The Trust also participates in the Public Employees; Group Life Insurance Plan (GLIP), which provides death benefits in the form of life insurance. The System is included in the State's financial report as a pension trust fund. That report, including information with regard to benefits provided, may be found at www.osc.state.ny.us/retire/publications/inex.php or obtained by writing to the New York State and Local Retirement System, 110 State Street, Albany, New York 12244.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(8) Retirement Plan, Continued

(a) Plan Descriptions and Benefits Provided, Continued

The System is noncontributory except for employees who joined after July 27, 1976, who contribute 3 percent of their salary for the first ten years of membership, and employees who joined on or after January 1, 2010 and before April 1, 2012 who generally contribute 3.0 percent of their salary for their entire length of service. Those joining on or after April 1, 2012 are required to contribute between 3 and 6 percent, dependent on salary, throughout their working careers. In addition, employee contribution rates under ERS tier VI vary based on a sliding salary scale. The Comptroller annually certifies the actuarially determined rates expressly used in computing the employers' contributions based on salaries paid during the Systems fiscal year ending March 31.

Contributions for the current year and two preceding years were equal to 100 percent of the contributions required, and were as follows:

	<u>ERS</u>
2018	\$ 636,752
2017	600,181
2016	707,967

(b) Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

At March 31, 2018 and 2017, the Trust reported the following liability for its proportionate share of the net pension liability for ERS. The net pension liability was measured as of March 31, 2017 and 2016. The total pension liability used to calculate the net pension liability was determined by an actuarial valuation. The Trust's proportionate share of the net pension liability was based on a projection of the Trust's long-term share of contributions to the System relative to the projected contributions of all participating members, actuarially determined. This information was provided by ERS in reports provided to the Trust.

Measurement date	3/31/2017	3/31/2016
Net pension liability	\$ 1,677,257	\$ 3,029,206
Trust's proportion of the Plan's net pension liability	0.0178503%	0.0188732%

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(8) Retirement Plan, Continued

(b) Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions, Continued

For the years ended March 31, 2018 and 2017, the Trust recognized pension expense of \$871,227 and \$1,018,605, respectively, for ERS. At March 31, 2018 and 2017 the Trust's reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	<u>2018</u>		<u>2017</u>	
	<u>Deferred</u> <u>Outflows of</u> <u>Resources</u>	<u>Deferred</u> <u>Inflows of</u> <u>Resources</u>	<u>Deferred</u> <u>Outflows of</u> <u>Resources</u>	<u>Deferred</u> <u>Inflows of</u> <u>Resources</u>
Differences between expected and actual experience	\$ 42,030	254,701	15,307	359,062
Changes of assumptions	573,012	-	807,798	-
Net difference between projected and actual earnings on pension plan investments	335,016	-	1,797,091	-
Changes in proportion and differences between the Trust's contributions and proportionate share of contributions	3,675	254,886	4,900	216,897
Trust's contributions subsequent to the measurement date	<u>636,752</u>	<u>-</u>	<u>600,181</u>	<u>-</u>
Total	<u>\$ 1,590,485</u>	<u>509,587</u>	<u>3,225,277</u>	<u>575,959</u>

Trust contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability in the year ending March 31, 2019. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

<u>Plan ended</u>	<u>ERS</u>
2018	\$ 227,927
2019	227,927
2020	239,197
2021	(250,903)
2022	-
Thereafter	-

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(8) Retirement Plan, Continued

(c) Actuarial Assumptions

The total pension liability as of the measurement date was determined by using an actuarial valuation as noted in the table below, with update procedures used to roll forward the total pension liability to the measurement date. The actuarial valuations used the following actuarial assumptions:

Significant actuarial assumptions used in the valuations were as follows:

Measurement date	March 31, 2017	March 31, 2016
Actuarial valuation date	April 1, 2016	April 1, 2015
Interest rate	7%	7%
Salary scale	3.8% Average	3.8% Average
Decrement tables	April 1, 2010 - March 31, 2015 System's Experience	April 1, 2010 - March 31, 2015 System's Experience
Inflation rate	2.5%	2.5%

Annuitant mortality rates are based on April 1, 2010 - March 31, 2015 System's experience with adjustments for mortality improvements based on MP-2014.

The actuarial assumptions used in the April 1, 2015 valuation are based on the results of an actuarial experience study for the period April 1, 2010 - March 31, 2015.

The long term rate of return on pension plan investments was determined using a building block method in which best estimate ranges of expected future real rates of return (expected returns net of investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long term expected rate of return by weighting the expected future real rates of return by each the target asset allocation percentage and by adding expected inflation. Best estimates of the arithmetic real rates of return for each major asset class included in the target asset allocation are summarized as follows:

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(8) Retirement Plan, Continued

(c) Actuarial Assumptions, Continued

Measurement date	March 31, 2017	
	<u>Target allocation</u>	<u>Long-term expected real rate of return</u>
Asset type:		
Domestic equity	36.00%	4.55%
International equity	14.00%	6.35%
Private equity	10.00%	7.75%
Real estate	10.00%	5.80%
Absolute return strategies	2.00%	4.00%
Opportunistic portfolio	3.00%	5.89%
Real assets	3.00%	5.54%
Bonds and mortgages	17.00%	1.31%
Cash	1.00%	(0.25%)
Inflation - indexed bonds	4.00%	1.50%

The real rate of return is net of the long-term inflation assumption of 2.50%.

(d) Discount Rate

The actuarial discount rate used to calculate the total pension liability was 7% for March 31, 2018 and 2017. The projection of cash flows used to determine the discount rate assumes that contributions from plan members will be made at the current contribution rates and that contributions from employers will be made at statutorily required rates, actuarially. Based upon the assumptions, the System's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore the long term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(8) Retirement Plan, Continued

(e) Sensitivity of the Proportionate Share of the Net Pension Liability to the Discount Rate Assumption

The following presents the Trust's proportionate share of the net pension liability at March 31, 2018 calculated using the discount rate of 7%, as well as what the Trust's proportionate share of the net pension liability would be if it were calculated using a discount rate that is 1-percentage point lower (6%) or 1-percentage point higher (8%) than the current rate:

	1% Decrease (6%)	Current Assumption (7%)	1% Increase (8%)
Employer's proportionate share of the net pension (asset) liability	\$ <u>5,356,826</u>	<u>1,677,257</u>	<u>1,433,812</u>

(f) Pension Plan Fiduciary Net Position

The components of the current-year net pension asset/(liability) of all participating employers as of the respective valuation dates, were as follows:

	(Dollars in Millions)	
Valuation date	3/31/2017	3/31/2016
Employers' total pension liability	\$ 177,400	172,303
Plan net position	<u>(168,004)</u>	<u>(156,253)</u>
Employers' net pension asset/(liability)	\$ <u>9,396</u>	<u>16,050</u>
Ratio of plan net position to the Employers' total pension asset/(liability)	94.7%	90.7%

(g) Contributions to the Pension Plan

Employer contributions are paid annually based on the System's fiscal year which ends on March 31st. Retirement contributions as of March 31, 2018 and 2017 represent the projected employer contribution for the period of April 1, 2017 through March 31, 2018 and April 1, 2016 through March 31, 2017, respectively based on paid ERS wages multiplied by the employer's contribution rate, by tier. This amount has been recorded as deferred outflows of resources in the accompanying financial statements.

(9) Contingencies

Contingencies at March 31, 2018 consist of the following:

(a) Litigation

The Trust is also involved in various claims and lawsuits, both for and against the Trust, arising in the normal course of business. Management believes that any financial responsibility that may be incurred in settlement of such claims and lawsuits would not be material to the Trust's financial position.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(9) Contingencies, Continued

(b) Other

The Trust generates lease and parking revenue from waterfront properties which are inherently dependent on high levels of capital maintenance. A failure by the Trust or its tenants to address such maintenance could have a material effect on the value of the Trust’s assets and its operating revenue. However, it is difficult to estimate the effect, if any, to the Trust’s assets or operating revenue.

(c) Terrorist Attack of October 31, 2017

On October 31, 2017 a terrorist attack occurred on the State owned bikeway adjacent to Hudson River Park. While as of the issuance date of the financial statements there are no pending litigations against the Trust arising out of the attack, notices of claims have been served by numerous individuals indicating their intent to seek recovery for injuries and damages. The Trust carries liability insurance that should mitigate any resulting contingent liability.

(10) Contributions

Contributions received of March 31, 2018 and 2017 consist of the following:

	<u>2018</u>	<u>2017</u>
Friends of Hudson River Park Trust	\$ 1,139,884	1,077,500
AP - ISC Leroy, LLC	-	3,250,000
Other	<u>326</u>	<u>1,142</u>
	<u>\$ 1,140,210</u>	<u>4,328,642</u>

(11) Accounting Standards Issued But Not Yet Implemented

GASB Statement No. 75 - “Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions.” This Statement, issued in June 2015, establishes new accounting and financial reporting requirements for governments whose employees are provided with OPEB, as well as for certain non-employer governments that have a legal obligation to provide financial support for OPEB provided to the employees of other entities. This Statement is effective for fiscal years beginning after June 15, 2017, which is the fiscal year beginning April 1, 2018 for the Trust. Management is in the process of evaluating the potential impact due to the implementation of this Statement on the financial statements of the Trust.

GASB Statement No. 82 - “Pension Issues - an Amendment of GASB Statements No. 67, No. 68, and No. 73.” This Statement, issued in March 2016, addresses issues regarding (1) the presentation of payroll-related measures in required supplementary information, (2) the selection of assumptions and the treatment of deviations from the guidance in an Actuarial Standard of Practice for financial reporting purposes, and (3) the classification of payments

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(11) Accounting Standards Issued But Not Yet Implemented, Continued

made by employers to satisfy employee (plan member) contribution requirements. The requirements of this Statement are effective for reporting periods beginning after June 15, 2016, which is the fiscal year beginning January 1, 2017 for the Trust, except for the requirements of this Statement for the selection of assumptions in a circumstance in which an employer's pension liability is measured as of a date other than the employer's most recent fiscal year-end. In that circumstance, the requirements for the selection of assumptions are effective for that employer in the first reporting period in which the measurement date of the pension liability is on or after June 15, 2017, which is the fiscal year beginning April 1, 2018 for the Trust. Management is in the process of evaluating the potential impact due to the implementation of this Statement on the financial statements of the Trust.

GASB Statement No. 83 - "Certain Asset Retirement Obligations." This Statement, issued in November 2016, addresses accounting and financial reporting for certain asset retirement obligations (AROs). Governments that have legal obligations to perform certain future asset retirement activities related to its tangible capital assets should recognize a liability based on the guidance in this Statement. The requirements of this Statement are effective for reporting periods beginning after June 15, 2018, which is the fiscal year beginning April 1, 2019 for the Trust. Management is in the process of evaluating the potential impact due to the implementation of this Statement on the financial statements of the Trust.

GASB Statement No. 84 - "Fiduciary Activities." This Statement, issued in January 2017, established criteria for identifying fiduciary activities of all state and local governments. The focus of the criteria generally is on (1) whether a government is controlling assets of the fiduciary activity and (2) the beneficiaries with whom a fiduciary relationship exists. This Statement is effective for reporting periods beginning after December 15, 2018, which is the fiscal year beginning April 1, 2019 for the Trust. Management is in the process of evaluating the potential impact due to the implementation of this Statement on the financial statements of the Trust.

GASB Statement No. 85 - Omnibus 2017." This Statement, issued in March 2017, addresses issues that have been identified during implementation and application of certain GASB Statements. The requirements of this Statement are effective for reporting periods beginning after June 15, 2017, which is the fiscal year beginning April 1, 2018 for the Trust. Management is in the process of evaluating the potential impact due to the implementation of this Statement on the financial statements of the Trust.

GASB Statement No. 86 - "Certain Debt Extinguishment Issues." This Statement, issued in May 2017, addresses issues related to in-substance defeasances occurring through repayment of debt from existing sources. The requirements of this Statement are effective for reporting periods beginning after June 15, 2017, which is the fiscal year beginning April 1, 2018 for the Trust. This Statement is not expected to have a material effect on the financial statements of the Trust.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Financial Statements, Continued

(11) Accounting Standards Issued But Not Yet Implemented, Continued

GASB Statement No. 87 - "Leases." This Statement, issued in June 2017, requires 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. The requirements of this statement are effective for financial statements for periods beginning after December 15, 2019, which is the fiscal year beginning April 1, 2020 for the Trust. Management is in process of evaluating the potential impact due to the implementation of this Statement on the financial statements of the Trust.

GASB Statement No. 88 - "Certain Disclosures Related to Debt, Including Direct Borrowings and Direct Placements." This Statement, issued in April of 2018, requires that additional essential information related to debt be disclosed in notes to financial statements, including unused lines of credit; assets pledged as collateral for the debt; and terms specified in debt agreements related to significant events of default with finance-related consequences, significant termination events with finance-related consequences, and significant subjective acceleration clauses. This Statement also requires that existing and additional information be provided for direct borrowings and direct placements of debt separately from other debt. The provisions of this Statement are effective for reporting periods beginning after June 15, 2018, which is the fiscal year beginning April 1, 2019 for the Trust. Management is in the process of evaluating the potential impact of this Statement on the financial statements of the Trust.

HUDSON RIVER PARK TRUST
 Required Supplementary Information - Schedule of Funding Progress -
 Other Postemployment Benefits
 Last Three Fiscal Years

<u>Valuation date</u>	<u>Actuarial Value of assets</u>	<u>Accrued liability</u>	<u>Unfunded actuarial accrued liability</u>	<u>Funded ratio</u>	<u>Covered payroll</u>	<u>Unfunded liability as a percentage of covered payroll</u>
April 1, 2018	\$ -	12,452,120	12,452,120	0.0%	4,727,541	263.4%
April 1, 2017	-	12,452,120	12,452,120	0.0%	4,423,662	281.5%
April 1, 2016	-	8,175,642	8,175,642	0.0%	4,391,701	186.2%

HUDSON RIVER PARK TRUST
 Required Supplementary Information
 Schedule of Proportionate Share of the Net Pension Liability
 For the year ended March 31, 2018

NYSERS Pension Plan			
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Trust's proportion of the net pension liability	0.0178503%	0.0188732%	0.0186450%
Trust's proportionate share of the net pension liability	\$ 1,677,257	\$ 3,029,206	\$ 629,872
Trust's covered payroll	\$ 4,727,541	\$ 4,423,662	\$ 4,391,701
Trust's proportionate share of the net pension liability as a percentage of its covered employee payroll	35.48%	68.48%	14.34%
Plan fiduciary net position as a percentage of the total pension liability	94.70%	90.70%	97.50%

* This schedule is presented to illustrate the requirements to show information for 10 years. However, information is presented for those years that are available.

HUDSON RIVER PARK TRUST
Required Supplementary Information
Schedule of Employer Pension Contributions
For the year ended March 31, 2018

	NYSERS Pension Plan						
	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
Contractually required contribution	\$ 636,752	600,181	707,967	700,867	778,956	681,115	657,910
Contributions in relation to the contractually required contribution	<u>636,752</u>	<u>600,181</u>	<u>707,967</u>	<u>700,867</u>	<u>778,956</u>	<u>681,115</u>	<u>657,910</u>
Contribution deficiency (excess)	<u>\$ -</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Trust's covered employee payroll	\$ 4,727,541	4,423,662	4,391,701	4,692,545	4,312,067	3,991,706	3,741,465
Contributions as a percentage of covered employee payroll	13.47%	13.57%	16.12%	14.94%	18.06%	17.06%	17.58%

* This schedule is presented to illustrate the requirements to show information for 10 years. However, information is presented for those years that are available.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Supplementary Information
Combining Statement of Net Position
March 31, 2018

	<u>Planning design and construction</u>	<u>Administration, operations and maintenance</u>	<u>Total</u>
Assets:			
Cash and equivalents	\$ 105,370,823	72,969,670	178,340,493
Accounts receivable	1,351,656	13,163,156	14,514,812
Prepaid expenses	-	69,218	69,218
Construction in progress	93,846,126	-	93,846,126
Property and equipment, net	<u>-</u>	<u>457,423,309</u>	<u>457,423,309</u>
Total assets	<u>200,568,605</u>	<u>543,625,353</u>	<u>744,193,958</u>
Deferred outflows of resources - pensions - ERS	<u>-</u>	<u>1,590,485</u>	<u>1,590,485</u>
Liabilities:			
Accounts payable	1,048,438	1,807,060	2,855,498
Accrued expenses	3,308,407	2,818,713	6,127,120
Net pension liability - proportionate share - ERS	-	1,677,257	1,677,257
Other postemployment benefits obligation	<u>-</u>	<u>10,565,655</u>	<u>10,565,655</u>
Total liabilities	<u>4,356,845</u>	<u>16,868,685</u>	<u>21,225,530</u>
Deferred inflows of resources:			
Pensions - ERS	-	509,587	509,587
Lease rents	<u>-</u>	<u>2,235,417</u>	<u>2,235,417</u>
Total deferred inflows of resources	<u>-</u>	<u>2,745,004</u>	<u>2,745,004</u>
Net position:			
Net investment in capital assets	93,846,126	457,423,309	551,269,435
Restricted for capital expenditures	131,754,731	-	131,754,731
Unrestricted	<u>(29,389,097)</u>	<u>68,178,840</u>	<u>38,789,743</u>
Total net position	<u>\$ 196,211,760</u>	<u>525,602,149</u>	<u>721,813,909</u>

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Supplementary Information
Combining Statement of Net Position
March 31, 2017

	<u>Planning design and construction</u>	<u>Administration, operations and maintenance</u>	<u>Total</u>
Assets:			
Cash and equivalents	\$ 4,860,927	60,678,781	65,539,708
Accounts receivable	942,249	17,813,071	18,755,320
Prepaid expenses	-	129,083	129,083
Construction in progress	119,724,951	-	119,724,951
Property and equipment, net	<u>-</u>	<u>423,928,157</u>	<u>423,928,157</u>
Total assets	<u>125,528,127</u>	<u>502,549,092</u>	<u>628,077,219</u>
Deferred outflows of resources - pensions - ERS	<u>-</u>	<u>3,225,277</u>	<u>3,225,277</u>
Liabilities:			
Accounts payable	757,575	1,485,464	2,243,039
Accrued expenses	1,934,360	2,671,087	4,605,447
Net pension liability - proportionate share - ERS	-	3,029,206	3,029,206
Other postemployment benefits obligation	<u>-</u>	<u>8,637,187</u>	<u>8,637,187</u>
Total liabilities	<u>2,691,935</u>	<u>15,822,944</u>	<u>18,514,879</u>
Deferred inflows of resources:			
Pensions - ERS	-	575,959	575,959
Lease rents	<u>-</u>	<u>5,511,097</u>	<u>5,511,097</u>
Total deferred inflows of resources	<u>-</u>	<u>6,087,056</u>	<u>6,087,056</u>
Net position:			
Net investment in capital assets	119,724,951	423,928,157	543,653,108
Restricted for capital expenditures	33,948,278	-	33,948,278
Unrestricted	<u>(30,837,037)</u>	<u>59,936,212</u>	<u>29,099,175</u>
Total net position	<u>\$ 122,836,192</u>	<u>483,864,369</u>	<u>606,700,561</u>

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Supplementary Information
Combining Statement of Revenue, Expenses and Changes in Net Position
Year ended March 31, 2018

	Planning design and <u>construction</u>	Administration, operations and <u>maintenance</u>	<u>Total</u>
Operating revenue:			
Sale of development rights	\$ 99,866,562	-	99,866,562
Appropriations revenue	9,030,357	-	9,030,357
Reimbursement	5,136,442	30,632	5,167,074
Lease revenue	-	21,234,929	21,234,929
Parking revenue	-	7,434,861	7,434,861
Settlements and grants	-	336,000	336,000
Fees and other revenue	-	2,531,586	2,531,586
Contributions	-	1,140,210	1,140,210
Total operating revenue	<u>114,033,361</u>	<u>32,708,218</u>	<u>146,741,579</u>
Operating expenses:			
Employee compensation and benefits	-	10,531,724	10,531,724
Park programs and maintenance	-	7,937,317	7,937,317
General and administrative	-	3,314,129	3,314,129
Depreciation and amortization	-	10,581,888	10,581,888
Total operating expenses	<u>-</u>	<u>32,365,058</u>	<u>32,365,058</u>
Operating income	114,033,361	343,160	114,376,521
Non-operating revenue - earnings on investments	<u>442,097</u>	<u>294,730</u>	<u>736,827</u>
Change in net position	114,475,458	637,890	115,113,348
Transfers	(41,099,890)	41,099,890	-
Net position at beginning of year	<u>122,836,192</u>	<u>483,864,369</u>	<u>606,700,561</u>
Net position at end of year	<u>\$ 196,211,760</u>	<u>525,602,149</u>	<u>721,813,909</u>

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Supplementary Information
Combining Statement of Revenue, Expenses and Changes in Net Position
Year ended March 31, 2017

	<u>Planning design and construction</u>	<u>Administration, operations and maintenance</u>	<u>Total</u>
Operating revenue:			
Appropriations revenue	\$ 2,916,783	-	2,916,783
Reimbursement	5,834,421	1,016,493	6,850,914
Lease revenue	-	21,234,924	21,234,924
Parking revenue	-	7,434,861	7,434,861
Settlements and grants	-	50,500	50,500
Fees and other revenue	-	2,630,129	2,630,129
Contributions	-	4,328,642	4,328,642
	<u>8,751,204</u>	<u>36,695,549</u>	<u>45,446,753</u>
Total operating revenue			
Operating expenses:			
Employee compensation and benefits	-	9,892,381	9,892,381
Park programs and maintenance	-	8,377,959	8,377,959
General and administrative	-	2,645,676	2,645,676
Depreciation and amortization	-	10,466,939	10,466,939
	<u>-</u>	<u>31,382,955</u>	<u>31,382,955</u>
Total operating expenses			
Operating income	8,751,204	5,312,594	14,063,798
Non-operating revenue - earnings on investments	<u>94,153</u>	<u>62,769</u>	<u>156,922</u>
Change in net position	8,845,357	5,375,363	14,220,720
Net position at beginning of year	<u>113,990,835</u>	<u>481,097,063</u>	<u>595,087,898</u>
Net position at end of year	<u>\$ 122,836,192</u>	<u>486,472,426</u>	<u>609,308,618</u>

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Supplementary Information
Combining Statement of Cash Flows
Year ended March 31, 2018

	Planning design and <u>construction</u>	Administration, operations and <u>maintenance</u>	<u>Total</u>
Cash flows from operating activities:			
Cash receipts from:			
Sale of development rights	\$ 99,866,562	-	99,866,562
Appropriations revenue	8,620,950	-	8,620,950
Reimbursement	5,136,442	3,593,552	8,729,994
Lease revenue	-	16,923,821	16,923,821
Parking revenue	-	7,403,758	7,403,758
Settlements and grants	-	2,512,902	2,512,902
Fees and other revenue	-	2,508,210	2,508,210
Contributions	-	1,140,210	1,140,210
Cash payments to:			
Personnel service	-	(5,857,793)	(5,857,793)
Fringe benefits	-	(2,502,538)	(2,502,538)
Vendors	-	(10,748,813)	(10,748,813)
Net cash provided by operating activities	<u>113,623,954</u>	<u>14,973,309</u>	<u>128,597,263</u>
Cash flows from capital financing activities:			
Expenditures for construction in progress	(13,556,155)	-	(13,556,155)
Other additions to property and equipment	-	(2,977,150)	(2,977,150)
Net cash used in capital financing activities	<u>(13,556,155)</u>	<u>(2,977,150)</u>	<u>(16,533,305)</u>
Cash flows from investing activities - earnings on investments			
	<u>442,097</u>	<u>294,730</u>	<u>736,827</u>
Net increase in cash and equivalents	100,509,896	12,290,889	112,800,785
Cash and equivalents at beginning of year	<u>4,860,927</u>	<u>60,678,781</u>	<u>65,539,708</u>
Cash and equivalents at end of year	<u>\$ 105,370,823</u>	<u>72,969,670</u>	<u>178,340,493</u>

(Continued)

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Supplementary Information
Combining Statement of Cash Flows, Continued

	<u>Planning design and construction</u>	Administration, operations and <u>maintenance</u>	<u>Total</u>
Reconciliation of operating income to net cash provided by operating activities:			
Operating income	\$ 114,033,361	343,160	114,376,521
Adjustments to reconcile operating income to net cash provided by operating activities:			
Depreciation and amortization	-	10,581,888	10,581,888
Changes in:			
Accounts receivable	(409,407)	4,649,915	4,240,508
Prepaid expenses	-	59,865	59,865
Deferred outflows of resources - pensions - ERS	-	1,634,792	1,634,792
Accounts payable	-	321,596	321,596
Accrued expenses	-	147,626	147,626
Net pension liability - proportionate share - ERS	-	(1,351,949)	(1,351,949)
Other postemployment benefits obligation	-	1,928,468	1,928,468
Deferred inflows of resources - pensions - ERS	-	(66,372)	(66,372)
Deferred inflows of resources - lease rents	-	(3,275,680)	(3,275,680)
Net cash provided by operating activities	<u>\$ 113,623,954</u>	<u>14,973,309</u>	<u>128,597,263</u>

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Supplementary Information
Combining Statement of Cash Flows
Year ended March 31, 2017

	<u>Planning design and construction</u>	<u>Administration, operations and maintenance</u>	<u>Total</u>
Cash flows from operating activities:			
Cash receipts from:			
Appropriations revenue	\$ 2,655,780	-	2,655,780
Reimbursement	5,834,421	11,285,009	17,119,430
Lease revenue	-	15,712,487	15,712,487
Parking revenue	-	7,217,908	7,217,908
Settlements and grants	-	50,500	50,500
Fees and other revenue	-	2,630,129	2,630,129
Contributions	-	4,328,642	4,328,642
Cash payments to:			
Personnel service	-	(5,368,494)	(5,368,494)
Fringe benefits	-	(2,131,815)	(2,131,815)
Vendors	-	(13,888,992)	(13,888,992)
Net cash provided by operating activities	<u>8,490,201</u>	<u>19,835,374</u>	<u>28,325,575</u>
Cash flows from capital financing activities:			
Expenditures for construction in progress	(15,748,319)	-	(15,748,319)
Other additions to property and equipment	-	(2,001,851)	(2,001,851)
Net cash used in capital financing activities	<u>(15,748,319)</u>	<u>(2,001,851)</u>	<u>(17,750,170)</u>
Cash flows from investing activities - earnings on investments	<u>94,153</u>	<u>62,769</u>	<u>156,922</u>
Net increase (decrease) in cash and equivalents	(7,163,965)	17,896,292	10,732,327
Cash and equivalents at beginning of year	<u>12,024,892</u>	<u>42,782,489</u>	<u>54,807,381</u>
Cash and equivalents at end of year	<u>\$ 4,860,927</u>	<u>60,678,781</u>	<u>65,539,708</u>

(Continued)

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Supplementary Information
Combining Statement of Cash Flows, Continued

	<u>Planning design and construction</u>	Administration, operations and <u>maintenance</u>	<u>Total</u>
Reconciliation of operating income to net cash provided by operating activities:			
Operating income	\$ 8,751,204	2,704,537	11,455,741
Adjustments to reconcile operating income to net cash provided by operating activities:			
Depreciation and amortization	-	10,466,939	10,466,939
Changes in:			
Accounts receivable	(261,003)	10,192,847	9,931,844
Prepaid expenses	-	114,991	114,991
Deferred outflows of resources - pensions - ERS	-	(2,387,746)	(2,387,746)
Accounts payable	-	(3,542,184)	(3,542,184)
Accrued expenses	-	630,327	630,327
Net pension liability - proportionate share - ERS	-	2,399,334	2,399,334
Other postemployment benefits obligation	-	1,905,157	1,905,157
Deferred inflows of resources - pensions - ERS	-	406,836	406,836
Deferred inflows of resources - lease rents	-	(3,055,664)	(3,055,664)
Net cash provided by operating activities	<u>\$ 8,490,201</u>	<u>19,835,374</u>	<u>28,325,575</u>

INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN
ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

The Board of Directors
Hudson River Park Trust:

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards issued by the Comptroller General of the United States, the basic financial statements of Hudson River Park Trust (the Trust) as of and for the year ended March 31, 2018, and the related notes to financial statements, which collectively comprise the Trust's basic financial statements, and have issued our report thereon dated June 25, 2018.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Trust's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control. Accordingly, we do not express an opinion on the effectiveness of the Trust's internal control over financial reporting.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Trust's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Trust's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grants agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under Government Auditing Standards.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Trust's internal control or on compliance. This report is an integral part of an audit performed in accordance with Government Auditing Standards in considering the Trust's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

EFPR Group, CPAs, PLLC

Williamsville, New York
June 25, 2018

**INDEPENDENT AUDITORS' REPORT ON COMPLIANCE FOR
EACH MAJOR FEDERAL PROGRAM AND ON INTERNAL CONTROL
OVER COMPLIANCE REQUIRED BY THE UNIFORM GUIDANCE**

The Board of Directors
Hudson River Park Trust:

Report on Compliance for Each Major Federal Program

We have audited Hudson River Park Trust's (the Trust) compliance with the types of compliance requirements described in the OMB Compliance Supplement that could have a direct and material effect on each of the Trust's major federal programs for the year ended March 31, 2018. The Trust's major federal program is identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with federal statutes, regulations, and the terms and conditions of its federal awards applicable to its federal programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for the Trust's major federal program based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States, and the audit requirements of Title 2 U.S. Code of Federal Regulations (CFR) Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance). Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Trust's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for the major federal program. However, our audit does not provide a legal determination of the Trust's compliance.

Opinion on Each Major Federal Program

In our opinion, Hudson River Park Trust complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on its major federal program for the year ended March 31, 2018.

Report on Internal Control Over Compliance

Management of Hudson River Park Trust is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the Trust's internal control over compliance with the types of requirements that could have a direct and material effect on the major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for the major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Trust's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A material weakness in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. A significant deficiency in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Purpose of this Report

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

EFPR Group, CPAs, PLLC

Williamsville, New York
June 25, 2018

**REPORT ON INVESTMENT COMPLIANCE WITH SECTION 201.3
OF TITLE TWO OF THE OFFICIAL COMPILATION OF CODES,
RULES AND REGULATIONS OF THE STATE OF NEW YORK**

The Board of Directors
Hudson River Park Trust:

We have examined the Hudson River Park Trust's (the Trust), a public benefit corporation of the State of New York State, compliance with the requirements of Section 201.3 of Title Two of the Official Compilation of Codes, Rules and Regulations of the State of New York (Section 201.3) during the year ended March 31, 2018. Management is responsible for the Trust's compliance with Section 201.3. Our responsibility is to express an opinion on the Trust's compliance with Section 201.3 based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and standards applicable to attestation engagements contained in Government Auditing Standards issued by the Comptroller General of the United States. Those standards require that we plan and perform the examination to obtain reasonable assurance about the Trust's compliance with Section 201.3. An examination involves performing procedures to obtain evidence about the Trust's compliance with Section 201.3. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risks of material misstatement of the Trust's compliance with Section 201.3, whether due to fraud or error. We believe that the evidence we obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

In our opinion, the Trust complied in all material respects with Section 201.3 during the year ended March 31, 2018.

In accordance with Government Auditing Standards, we are required to report significant deficiencies in internal control, violations of provisions of laws, regulations, contracts, or grant agreements, and abuse that are material to the Trust's compliance with Section 201.3 and any fraud or illegal acts that are more than inconsequential that come to our attention during our examination. We are also required to obtain views of management on those matters. We performed our examination to express an opinion on Trust's compliance with Section 201.3 and not for the purpose of expressing an opinion on internal control over compliance with Section 201.3 or other matters; accordingly, we express no such opinion. The results of our tests disclosed no matters that are required to be reported under Government Auditing Standards.

This report is intended solely for the information and use of Trust management, the Board of Directors, the New York State Office of the State Comptroller, and the New York State Authority Budget Office and is not intended and should not be used by anyone other than those specified parties.

EFPR Group, CPAs, PLLC

Williamsville, New York
June 25, 2018

HUDSON RIVER PARK TRUST
 (A Public Benefit Corporation of the State of New York)
 Schedule of Expenditures of Federal Awards
 March 31, 2018

<u>Federal Grantor/Pass-Through Grantor/Program Title</u>	<u>Federal CFDA Number</u>	<u>Pass-through Grantor's Number</u>	<u>Federal Expenditures</u>	<u>Expenditures to Recipients</u>
U.S. Department of Transportation - passed through New York State - Department of Transportation - Highway Planning and Construction	20.205	-	\$ 2,821,816	-
U.S. Department of Homeland Security - passed through New York State Division of Homeland Security and Emergency Services - Disaster Grants - Public Assistance (Presidentially Declared Disasters)	97.036	4085	<u>58,106</u>	<u>-</u>
Total Expenditures of Federal Awards			<u>\$ 2,879,922</u>	<u>-</u>

See accompanying notes to schedule of expenditures of federal awards.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Notes to Schedule of Expenditures of Federal Awards
March 31, 2018

(1) Reporting Entity

The accompanying schedule of expenditures of federal awards (the Schedule) presents the activity of federal financial assistance programs administered by the Hudson River Park Trust (the Trust), an entity as defined in the basic financial statements.

(2) Basis of Accounting

The Schedule is presented on the accrual basis of accounting and the amounts presented are derived from the Trust's general ledger. For programs with funding ceilings and caps, federal expenditures are only recorded and presented in the Schedule up to such amounts.

(3) Indirect Costs

Indirect costs are included in the reported expenditures to the extent such costs are included in the Federal financial reports used as the source for the data presented. The Trust does use the 10% de minimis rule.

(4) Matching Costs

Matching costs such as, the Trust's share of certain program costs, are not included in the Schedule.

(5) Subrecipients

The Trust did not provide any funding to subrecipients during the year ended March 31, 2018.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Schedule of Findings and Questioned Costs
Year ended March 31, 2018

Part I - SUMMARY OF AUDITORS' RESULTS

Financial Statements:

Type of auditors' report issued on whether the financial statements audited were prepared in accordance with GAAP:

Unmodified

Internal control over financial reporting:

- 1. Material weakness(es) identified? ___ Yes X No
- 2. Significant deficiency(ies) identified not considered to be material weakness(es)? ___ Yes X None reported
- 3. Noncompliance material to financial statements noted? ___ Yes X No

Federal Awards:

Internal control over major programs:

- 4. Material weakness(es) identified? ___ Yes X No
- 5. Significant deficiency(ies) identified not considered to be material weakness(es)? ___ Yes X None reported

Type of auditors' report issued on compliance for major programs:

Unmodified

- 6. Any audit findings disclosed that are required to be reported in accordance with 2 CFR Section 200.516(a) (Uniform Guidance)? ___ Yes X No
- 7. The Trust's major program audited was Highway Planning and Construction, CFDA No. 20.205
- 8. Dollar threshold used to distinguish between Type A and Type B programs. \$ 750,000
- 9. Auditee qualified as low-risk auditee? X Yes ___ No

Part II - FINANCIAL STATEMENT FINDINGS

No reportable findings.

Part III - FEDERAL AWARD FINDINGS AND QUESTIONED COSTS

No reportable findings or questioned costs.

HUDSON RIVER PARK TRUST
(A Public Benefit Corporation of the State of New York)
Status of Prior Year Audit Findings
Year ended March 31, 2018

There were no findings or questioned costs with regard to the prior year financial statements (March 31, 2017).