

Brooklyn Bridge Park Corporation d/b/a
Brooklyn Bridge Park
Meeting of the Directors
Held at Brooklyn Borough Hall
209 Joralemon Street
Brooklyn, NY

October 5, 2016

MINUTES

The following members of the Board of Directors were present:

Alicia Glen – Chair
Joanne Witty – Vice Chair
Peter Aschkenasy
Martin Connor
Henry Gutman
Shari Hyman
Zeeshan Ott
Stephen Merkel
Tucker Reed
Mitchell Silver
Michael Stinson
Maria Torres-Springer
William Vinicombe
Edna Wells Handy
Matthew Wing

Also present was the staff of Brooklyn Bridge Park Corporation (“BBP”), the Mayor’s Office, the New York City Law Department and members of the press and public.

Chair Glen called the meeting to order at approximately 11:04am. Suma Mandel, Secretary and General Counsel of BBP, served as secretary of the duly constituted meeting and confirmed that a quorum was present.

Chair Glen then noted a change to the agenda: in order to ensure that Directors were updated on pending litigations prior to voting on the agenda items, the Executive Session would occur at the beginning of the meeting.

1. Executive Session

Upon motion duly made and seconded, the public left the room and the Board entered into Executive Session to discuss pending litigations with BBP’s attorneys. Directors Ott and Stinson recused themselves from discussion relating to the BHA litigation. Upon the Board adjourning the Executive Session, the public was invited back into the meeting. Chair Glen noted that there were no votes taken during the Executive Session.

2. Approval of Minutes

Upon motion duly made and seconded, the minutes of the June 7, 2016 Board of Directors meeting were approved.

3. Approval of 2016 Audited Financial Statements and Investment Report

Jelani Watkins, BBP's Chief Financial Officer, presented the Annual Report and the Annual Audit Report, the financial statements and the investment report for Fiscal Year 2016. Director Torres-Springer advised the Board that the Audit & Finance Committee met with the auditors and BBP Staff, including an executive session with the auditors, and that the Committee was comfortable with the presentation of the financial statements, the discussion of BBP's financial position and the financial controls that were in place, and recommended approval of 2016 financial statements and the annual investment report. Upon motion duly made and seconded, the resolutions attached hereto as Schedule A were unanimously adopted.

4. Annual Ratification of Policies relating to the Public Authorities Accountability Act of 2005

Ms. Mandel presented the item. Director Gutman advised the Board that the Governance Committee had reviewed the proposed ratifications, was satisfied that the policies were appropriate and recommended the requested actions. In response to questions from Chair Glen, Director Gutman also confirmed that there had been no changes made to the policies from the prior year, but that the policies are always subject to review by the committee. Upon motion duly made and seconded, the resolutions attached hereto as Schedule B were unanimously adopted.

5. Authorization to Enter into Agreements relating to Capital Projects

Pat Kirshner, Vice President of Capital Construction & Planning, presented the item related to the retrofit and emergency repairs to Squibb Park Bridge, the reconstruction of Old Dock Street, and alternate scopes to the Pier 5 Uplands contracts. She then introduced Tom Wilcock, Associate Principal of Arup, who gave a presentation on the proposed retrofit work. Following discussion by the Board, and upon motion duly made and seconded, the resolutions attached hereto as Schedule C were adopted by the Board, with Director Gutman abstaining from voting on the items pertaining to Squibb Bridge.

6. Chair's Remarks

Following presentation of the agenda items, Chair Glen noted that this would be Ms. Myer's last Board meeting as President after leading the Park for 9 years. Chair Glen noted for the record the Administration and public's appreciation for her accomplishments and role in the Park's creation and success.

7. President's Report

Ms. Myer then updated the Board on the Park's progress, including: (i) park construction; (ii) progress at development sites; (iii) programming and public art; and (iv) City Wide Ferry service at Pier 6.

She also announced that the Park had decided to keep the Pop Up Pool open for one more season to provide time to explore a permanent pool with the local elected officials and community partners.

Finally, Ms. Myer expressed her pride in working together to create a truly democratic space and secure the Park's future, and thanked Chair Glen, past and present Directors, the MVVA design team and Brooklyn Bridge Park Staff. She then presented a short video depicting a day in the life of the Park.

8. Public Comment

Members of the public spoke, including representatives of the Brooklyn Bridge Park Conservancy, the Brooklyn Bridge Park Community Advisory Council, Love Our Pool, and the Office of State Senator Daniel Squadron.

9. Adjournment

There being no further business, Chair Glen requested a motion to adjourn the meeting, and upon the motion being duly made and seconded, the meeting was adjourned at approximately 12:18pm.

Respectfully submitted,

/s/ Suma Mandel

Suma Mandel
Secretary

Dated: December 7, 2016

Schedule A

October 5, 2016

AUTHORIZATION TO APPROVE THE AUDITED FISCAL YEAR 2016 (“FY 2016”) FINANCIAL STATEMENTS OF BBP, APPROVE THE FY2016 INVESTMENT REPORT OF BBP, AND AUTHORIZATION TO TAKE RELATED ACTIONS

BE IT RESOLVED that the FY 2016 audited financial statements of BBP attached hereto as Exhibit A and as certified as accurate by the President and Chief Financial Officer of BBP as set forth in Exhibit B are hereby approved; and be it further

RESOLVED, that the FY 2016 Investment Report attached hereto as Exhibit C is hereby approved; and be it further

RESOLVED, that the President or her designee be authorized to present the above-referenced audited financial statements, certification and investment report to the sole member of BBP; and be it further

RESOLVED, that the President or her designee be authorized to report the audited financial statements and investment report and post them on its website in accordance with the provisions of PAAA; and be it further

RESOLVED, that the President of BBP and her designee(s) be and each hereby is authorized and empowered to take all actions as she or her designee(s) may deem necessary or appropriate to effectuate these resolutions.

* * *

EXHIBIT A

AUDITED FINANCIAL STATEMENTS
[Attached]

BROOKLYN BRIDGE PARK

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

Financial Statements
(Together with Independent Auditors' Report)

Years Ended June 30, 2016 and 2015

M A R K S P A N E T H

ACCOUNTANTS & ADVISORS

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

**FINANCIAL STATEMENTS
(Together with Independent Auditors' Report)**

YEARS ENDED JUNE 30, 2016 AND 2015

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INDEPENDENT AUDITORS' REPORT

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

We have audited the accompanying financial statements of Brooklyn Bridge Park Corporation (d/b/a Brooklyn Bridge Park) ("BBP"), a component unit of The City of New York, as of and for the years ended June 30, 2016 and 2015, which collectively comprise BBP's basic financial statements, as listed in the table of contents, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Brooklyn Bridge Park Corporation (d/b/a Brooklyn Bridge Park) as of June 30, 2016 and 2015, and the respective changes in financial position and cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

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

Marks Paneth LLP

New York, NY
September 29, 2016

**BROOKLYN BRIDGE PARK CORPORATION
(D/B/A BROOKLYN BRIDGE PARK)
(A COMPONENT UNIT OF THE CITY OF NEW YORK)
MANAGEMENT'S DISCUSSION AND ANALYSIS
YEARS ENDED JUNE 30, 2016 AND 2015 (UNAUDITED)**

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following is an overview of the financial activities of Brooklyn Bridge Park Corporation (d/b/a Brooklyn Bridge Park), ("BBP"), a component unit of The City of New York (the "City") for the years ended June 30, 2016 and 2015.

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

FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS – FINANCIAL STATEMENTS

ORGANIZATION OVERVIEW

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

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

FISCAL YEAR 2016 FINANCIAL HIGHLIGHTS:

During the year ended June 30, 2016, BBP received \$13,775,129 in capital funds from the City pursuant to its funding agreement between the City and the New York City Department of Parks and Recreation ("DPR"). During the year ended June 30, 2016, BBP spent \$12,928,312 on eligible project costs. Unspent funds are included in unearned revenue. Since June 30, 2011, BBP processed the eighth, ninth, tenth, eleventh, twelfth, thirteenth, fourteenth and fifteenth funding agreements. These agreements revised the total amounts to \$132,111,000, \$198,611,111, \$220,111,000, \$235,111,000, \$281,691,000, \$282,111,000, \$282,274,000, and \$282,344,000 respectively.

During the year ended June 30, 2015, BBP received \$26,270,454 in capital funds from the City pursuant to its funding agreement between the City and the New York City Department of Parks and Recreation ("DPR"). During the year ended June 30, 2016, BBP spent \$30,409,272 on eligible project costs. Unspent funds are included in unearned revenue. Since June 30, 2011, BBP processed the eighth, ninth, tenth, eleventh, twelfth, thirteenth, and fourteenth funding agreements. These agreements revised the total amounts to \$132,111,000, \$198,611,111,

**BROOKLYN BRIDGE PARK CORPORATION
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YEARS ENDED JUNE 30, 2016 AND 2015 (UNAUDITED)**

FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS – FINANCIAL STATEMENTS (Continued)

\$220,111,000, \$235,111,000, \$281,691,000, \$282,111,000, and \$282,274,000 respectively. BBP also received a one-time lump sum rent payment totaling \$17,150,000 pursuant to the lease agreement with the developer of the John Street development site.

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

	2016	2015	2014	Variance (%)	
				2016 vs 2015	2015 vs 2014
OPERATING REVENUES:					
Permits and fees	\$ 1,622,616	\$ 1,623,892	\$ 1,043,610	0%	56%
PILOT payments and ground lease rents	8,238,489	32,026,349	41,400,973	-74%	-23%
Total operating revenues	<u>9,861,105</u>	<u>33,650,241</u>	<u>42,444,583</u>	-71%	-21%
OPERATING EXPENSES:					
Personnel costs	4,397,090	3,424,441	2,763,419	28%	24%
Utilities, repairs and maintenance and security	2,601,661	1,608,465	1,917,571	62%	-16%
Professional fees	1,059,980	1,550,881	930,210	-32%	67%
Depreciation and amortization	6,683,627	5,588,499	3,954,402	20%	41%
General and administrative expenses	1,065,080	809,912	505,053	32%	60%
Other	22,018	22,018	22,018	0%	0%
Total operating expenses	<u>15,829,456</u>	<u>13,004,216</u>	<u>10,092,673</u>	22%	29%
Operating income (loss)	<u>(5,968,351)</u>	<u>20,646,025</u>	<u>32,351,910</u>	-129%	-36%
NONOPERATING REVENUES (EXPENSES):					
Capital and other contributions	12,928,312	30,409,272	39,441,550	-57%	-23%
Other contributions from government sources	1,043,061	6,297	-	16464%	100%
Land acquisition costs	-	-	(9,200,000)	0%	-100%
Interest and other income	189,332	213,290	46,197	-11%	362%
Total nonoperating revenues (expenses)	<u>14,160,705</u>	<u>30,628,859</u>	<u>30,287,747</u>	-54%	1%
Change in net position	8,192,354	51,274,884	62,639,657	-84%	-18%
Net position - beginning of year	238,860,638	187,585,754	124,946,097	27%	100%
Net position - end of year	<u>\$ 247,052,992</u>	<u>\$ 238,860,638</u>	<u>\$ 187,585,754</u>	3%	27%

OPERATING REVENUES:

FY2016 vs FY2015

The operating revenues for the year ended June 30, 2016 decreased by \$23,789,136 from \$33,650,241 to \$9,861,105 primarily due to larger one-time lump sum rent payments totaling \$17,150,000 received in the prior fiscal year associated with the John Street development site and \$7,140,000 in Payments in Lieu of Mortgage Recording Tax (PILOMORT) revenues associated with the Pier 1 and Empire Stores development sites. Offsetting the year to year variance in one-time lump sum payments were \$604,310 of increases in Payments in Lieu of Taxes (PILOT).

FY2015 vs FY2014

The operating revenues for the year ended June 30, 2015 decreased by \$8,794,342 from \$42,444,583 to \$33,650,241 primarily due to larger one-time lump sum rent payments totaling \$35,350,000 received in the prior fiscal year versus \$17,150,000 received this fiscal year pursuant to the lease agreements with the developers of the John Street development site. Offsetting the year to year variance in one-time lump sum rent payments

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FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS – FINANCIAL STATEMENTS (Continued)

were \$8,684,797 of increases in Payments in Lieu of Taxes (PILOT), Payments in Lieu of Sales Tax (PILOST), and Payments in Lieu of Mortgage Recording Tax (PILOMORT) revenues associated with the One Brooklyn Bridge Park, Pier 1, Empire Stores, and the John Street development sites. Permit and other revenues also increased by \$580,282 year to year.

OPERATING EXPENSES:

FY2016 vs. FY2015

BBP's operating expenses increased from the year ended June 30, 2015 by \$2,825,240 from \$13,004,216 to \$15,829,456. The depreciation expense increased from \$5,588,499 to \$6,683,627. The increase in depreciation is related to new assets placed into service in FY2016 which include park equipment, the educational facility at 99 Plymouth Street, and improvements to the Main Street/John Street sections of the park. The increases in Personnel Costs, Security, and Repairs and Maintenance are attributed to park growth and usage and the additional staff required to maintain the Park and the administrative functions.

FY2015 vs. FY2014

BBP's operating expenses increased from the year ended June 30, 2014 by \$2,911,543 from \$10,092,673 to \$13,004,216. The depreciation expense increased from \$3,954,402 to \$5,588,498. The increase in depreciation is related to new assets placed into service in FY2015, which include park equipment and facility improvements. The increases in Utilities, Security, and Personnel Costs are attributed to park growth and usage and the additional staff required to maintain the Park and the administrative functions.

NONOPERATING REVENUES (EXPENSES):

FY2016 vs. FY2015

BBP's nonoperating revenues decreased from the year ended June 30, 2015 by \$16,468,154 from \$30,628,859 to \$14,160,705. BBP recognizes capital funding as revenue when eligible projects costs are incurred. Therefore, the decrease/increase in capital contributions correlates to a corresponding decrease in project costs in the current year (see Note 5). Additionally, BBP recognized \$1,043,061 in nonoperating revenues from the Federal Emergency Management Agency ("FEMA") for expenditures incurred during Hurricane Sandy. BBP did not have any nonoperating expenses in the current year.

FY2015 vs. FY2014

BBP's nonoperating revenues decreased from the year ended June 30, 2014 by \$8,830,768 from \$39,487,747 to \$30,628,859. BBP recognizes capital funding as revenue when eligible projects costs are incurred. Therefore, the decrease/increase in capital contributions correlates to a corresponding decrease in project costs in the current year (see Note 4). BBP did not have any nonoperating expenses in the prior year.

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YEARS ENDED JUNE 30, 2016 AND 2015 (UNAUDITED)**

FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS – FINANCIAL STATEMENTS (Continued)

The following summarizes BBP's assets, liabilities and net position as of June 30, 2016, 2015 and 2014:

	2016	2015	2014	Variance (\$)	
				2016 vs 2015	2015 vs 2014
ASSETS:					
Unrestricted cash and cash equivalents	\$ 16,453,373	\$ 58,938,622	\$ 40,096,028	\$ (42,485,249)	\$ 18,842,594
Restricted cash and cash equivalents	29,337,877	25,203,751	30,552,644	4,134,126	(5,348,893)
Accounts receivable	555,542	714,386	264,833	(158,844)	449,553
Short-term investments	12,560,565	-	-	12,560,565	-
Long-term investments	17,148,225	-	-	17,148,225	-
Prepaid expenses	38,016	42,510	1,458	(4,494)	41,052
Capital assets, net	<u>198,096,492</u>	<u>183,850,592</u>	<u>149,617,795</u>	<u>14,245,900</u>	<u>34,232,797</u>
Total Assets	<u>274,190,090</u>	<u>268,749,861</u>	<u>220,532,758</u>	<u>5,440,229</u>	<u>48,217,103</u>
LIABILITIES:					
Accounts payable and accrued expenses	5,205,245	7,803,078	8,320,681	(2,597,833)	(517,603)
Security deposits	2,558,297	2,023,923	1,594,788	534,374	429,135
Unearned revenue	19,288,440	19,999,124	22,990,455	(710,684)	(2,991,331)
OPEB obligation	<u>85,116</u>	<u>63,098</u>	<u>41,080</u>	<u>22,018</u>	<u>22,018</u>
Total Liabilities	<u>27,137,098</u>	<u>29,889,223</u>	<u>32,947,004</u>	<u>(2,752,125)</u>	<u>(3,057,781)</u>
NET POSITION:					
Invested in capital assets	198,096,492	183,850,592	149,617,795	14,245,900	34,232,797
Restricted for capital projects	7,596,286	1,771,720	511,366	5,824,566	1,260,354
Restricted for other projects	-	-	273	-	(273)
Unrestricted	<u>41,360,214</u>	<u>53,238,326</u>	<u>37,456,320</u>	<u>(11,878,112)</u>	<u>15,782,006</u>
Total Net Position	<u>\$ 247,052,992</u>	<u>\$ 238,860,638</u>	<u>\$ 187,585,754</u>	<u>\$ 8,192,354</u>	<u>\$ 51,274,884</u>

FY2016 vs. FY2015

At June 30, 2016 BBP maintained total assets of \$274,190,090 which was \$5,440,229 higher than total assets of \$268,749,861 as of June 30, 2015.

Bank deposits consisting of unrestricted and restricted cash and cash equivalents decreased by \$38,351,123 to \$45,791,250 as compared to bank deposits of \$84,142,373 held at June 30, 2015. BBP receives operating cash from permits, concessions, and leases. Funding from the New York City Department of Parks and Recreation ("DPR") was used for capital assets while the operating funding is used for personnel services and daily maintenance and operations of the Park. The increase in restricted and unrestricted cash is net of these costs used to build and maintain the Park.

BBP's noncurrent assets as of fiscal year ended June 30, 2015 were \$183,850,592 and such amounts increased by \$31,394,125 to \$215,244,717 (representing 79% of total assets) as of June 30, 2016. Such amounts consist of capital assets and include site improvements of \$113,224,978 for Pier 2, Pier 3/4 uplands, Pier 4 beach, Pier 5, Pier 6, and the Main and John Street sections of the park. Other amounts for Building, improvements, and carousel of \$29,045,094 include Squibb Park and Bridge, Jane's Carousel, and the educational facility at 99 Plymouth Street. A remaining substantial amount of \$73,306,983 was for construction in progress, costs that are primarily incurred in developing the park for pile repair, Pier 3, and the Pier 5 Uplands.

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MANAGEMENT'S DISCUSSION AND ANALYSIS
YEARS ENDED JUNE 30, 2016 AND 2015 (UNAUDITED)**

FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS – FINANCIAL STATEMENTS (Continued)

At June 30, 2016, BBP maintained short-term and long-term investments valued at \$12,560,565 and \$17,148,225, respectively, in accordance with BBP's investment policy. (See Note 3)

The decrease in liabilities of \$2,752,125 from June 30, 2015 to June 30, 2016 is primarily due to decreases in accounts payable and deferred revenue due to recognizing revenue for the capital funding spent on BBP construction projects.

Net position as of June 30, 2016 was \$247,052,992 of which \$198,096,492 was invested in capital assets and \$7,596,286 was unrestricted. The overall increase of 3% or \$8,192,354 over net position at June 30, 2015 represents ongoing construction and improvements throughout the park.

FY2015 vs. FY2014

At June 30, 2015 BBP maintained total assets of \$268,749,861 which was \$48,217,103 higher than total assets of \$220,532,758 as of June 30, 2014.

Bank deposits consisting of unrestricted and restricted cash and cash equivalents increased by \$13,493,701 to \$84,142,373 as compared to bank deposits of \$70,648,672 held at June 30, 2014. BBP receives operating cash from permits, concessions, and leases. Funding from the New York City Department of Parks and Recreation ("DPR") was used for capital assets while the operating funding is used for personnel services and daily maintenance and operations of the Park. The increase in restricted and unrestricted cash is net of these costs used to build and maintain the Park.

BBP's noncurrent assets as of fiscal year ended June 30, 2014 were \$149,617,795 and such amounts increased by \$34,232,797 to \$183,850,592 (representing 68% of total assets) as of June 30, 2015. Such amounts consist of capital assets and include site improvements of \$88,779,813 for Pier 2, Pier 3/4 uplands, the Pier 4 beach and Pier 5. Other amounts for Building, improvements, and carousel of \$24,159,775 include Squibb Park and Bridge, Jane's Carousel and the building that houses it of \$9,200,000. A remaining substantial amount of \$83,971,466 was for construction in progress, costs that are primarily incurred in developing the park for pile repair, Pier 6, and the Main Street/John Street development sites.

The decrease in liabilities of \$3,057,781 from June 30, 2014 to June 30, 2015 is primarily due to decreases in deferred revenue due to recognizing revenue for the capital funding spent on BBP construction projects,

The increase in BBP's total net position is a result of the change in net position of \$51,274,884 for the year ended June 30, 2015.

The amount net assets invested in capital assets increased due to additional project costs incurred of \$39,821,296 offset by current year depreciation and amortization expense of \$5,588,499

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

****END****

BROOKLYN BRIDGE PARK CORPORATION
(A COMPONENT UNIT OF THE CITY OF NEW YORK)
STATEMENTS OF NET POSITION
AS OF JUNE 30, 2016 AND 2015

	2016	2015
ASSETS		
Current assets:		
Unrestricted cash and cash equivalents (Notes 2E and 9)	\$ 16,453,373	\$ 58,938,622
Restricted cash and cash equivalents (Notes 2F and 9)	29,337,877	25,203,751
Accounts receivable (Note 2D)	555,542	714,386
Short-term investments (Notes 2G and 3)	12,560,565	-
Prepaid expenses	38,016	42,510
Total current assets	58,945,373	84,899,269
Noncurrent assets:		
Long-term investments (Notes 2G and 3)	17,148,225	-
Capital assets, net of accumulated depreciation (Notes 2H and 4)	198,096,492	183,850,592
Total noncurrent assets	215,244,717	183,850,592
TOTAL ASSETS	\$ 274,190,090	\$ 268,749,861
LIABILITIES		
Current liabilities:		
Accounts payable and accrued expenses (Note 4)	\$ 5,205,245	\$ 7,803,078
Security deposits	507,973	507,973
Unearned revenue (Notes 2C, 2D and 5)	19,288,440	19,999,124
Total current liabilities	25,001,658	28,310,175
Noncurrent liabilities:		
Security deposits	2,050,324	1,515,950
Other postemployment benefits obligation (Notes 2K and 8)	85,116	63,098
Total noncurrent liabilities	2,135,440	1,579,048
TOTAL LIABILITIES	27,137,098	29,889,223
COMMITMENTS AND CONTINGENCIES (Note 10)		
NET POSITION (Note 2I)		
Invested in capital assets	198,096,492	183,850,592
Restricted for capital projects	7,596,286	1,771,720
Unrestricted	41,360,214	53,238,326
TOTAL NET POSITION	247,052,992	238,860,638
TOTAL LIABILITIES AND NET POSITION	\$ 274,190,090	\$ 268,749,861

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

BROOKLYN BRIDGE PARK CORPORATION
(A COMPONENT UNIT OF THE CITY OF NEW YORK)
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015

	2016	2015
OPERATING REVENUES:		
Permits and other fees	\$ 1,622,616	\$ 1,623,892
Payments in lieu of taxes and ground lease rent (Notes 2D and 6)	8,238,489	32,026,349
Total operating revenues (Note 2B)	9,861,105	33,650,241
 OPERATING EXPENSES:		
Personnel costs (Note 7)	4,397,090	3,424,441
Utilities	296,223	368,086
Professional fees	1,059,980	1,550,881
Repairs and maintenance	1,424,629	657,695
Security (Note 10C)	880,809	582,684
Depreciation and amortization	6,683,627	5,588,499
Other postemployment benefits obligation expense (Note 8)	22,018	22,018
Other general, administrative and project expenses	1,065,080	809,912
Total operating expenses (Note 2B)	15,829,456	13,004,216
 Operating (loss) income	(5,968,351)	20,646,025
 NONOPERATING REVENUES (EXPENSES):		
Capital contributions from government sources (Note 5A)	12,928,312	30,409,272
Other contributions from government sources	1,043,061	6,297
Investment income	7,931	-
Other interest income	19,132	34,794
Other income	162,269	178,496
Total nonoperating revenues (expenses)	14,160,705	30,628,859
 CHANGE IN NET POSITION	8,192,354	51,274,884
Net position, beginning of year	238,860,638	187,585,754
 NET POSITION, END OF YEAR	\$ 247,052,992	\$ 238,860,638

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

BROOKLYN BRIDGE PARK CORPORATION
(A COMPONENT UNIT OF THE CITY OF NEW YORK)
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015

	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES:		
Cash receipts from:		
Customer payments	\$ 2,147,413	\$ 1,810,386
Tenant payments	6,315,036	32,537,790
Total cash receipts from operating activities	8,462,449	34,348,176
Cash payments for:		
Personnel costs	(4,453,711)	(3,379,679)
Services and supplies	(4,726,183)	(2,102,247)
Total cash payments for operating activities	(9,179,894)	(5,481,926)
Net Cash (Used in) Provided by Operating Activities	(717,445)	28,866,250
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:		
Payments from lessees - security deposits	534,374	429,135
Other receipts	162,269	184,793
Net Cash Provided by Noncapital Financing Activities	696,643	613,928
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:		
Capital grants and contributions received	14,818,189	26,270,453
Capital asset expenditures	(23,466,783)	(42,291,723)
Net Cash Used in Capital and Related Financing Activities	(8,648,594)	(16,021,270)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of investments	(41,962,560)	-
Sales of investments	12,019,678	-
Interest received	261,155	34,793
Net Cash (Used in) Provided by Investing Activities	(29,681,727)	34,793
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(38,351,123)	13,493,701
Cash and cash equivalents - beginning of year	84,142,373	70,648,672
CASH AND CASH EQUIVALENTS—END OF YEAR	\$ 45,791,250	\$ 84,142,373
RECONCILIATION OF OPERATING INCOME TO NET CASH FROM OPERATING ACTIVITIES:		
Operating (loss) income	\$ (5,968,351)	\$ 20,646,025
Adjustments to reconcile operating income to net cash from operating activities:		
Depreciation and amortization	6,683,627	5,588,499
Changes in operating assets and liabilities:		
Accounts receivable	158,844	(449,553)
Prepaid expenses	4,494	(41,052)
Accounts payable and accrued expenses	(60,577)	1,952,825
Unearned revenue	(1,557,500)	1,147,488
Other postemployment benefits obligation	22,018	22,018
Net Cash (Used in) Provided by Operating Activities	\$ (717,445)	\$ 28,866,250
RECONCILIATION TO CASH AND CASH EQUIVALENTS, END OF YEAR:		
Unrestricted cash and cash equivalents	\$ 16,453,373	\$ 58,938,622
Restricted cash and cash equivalents	29,337,877	25,203,751
CASH AND CASH EQUIVALENTS—END OF YEAR	\$ 45,791,250	\$ 84,142,373
Supplemental Disclosure of Cash Flow Information:		
Noncash capital and related financing transactions:		
Accrued capital asset expenditures	\$ 2,453,151	\$ 4,990,407

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

**BROOKLYN BRIDGE PARK CORPORATION
(D/B/A BROOKLYN BRIDGE PARK)
(A COMPONENT UNIT OF THE CITY OF NEW YORK)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2016 AND 2015**

NOTE 1 – ORGANIZATION AND NATURE OF ACTIVITIES

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

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

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

For financial reporting purposes, BBP was previously included as a discretely presented component unit in the City’s comprehensive annual financial report pursuant to Governmental Accounting Standards Board (“GASB”) Statement No. 14, *The Financial Reporting Entity*, as amended. In January 2016, the GASB issued Statement No. 80, *Blending Requirements for Certain Component Units* (“GASB 80”). GASB 80 is intended to provide clarity about how certain component units incorporated as not-for-profit corporations should be presented in the financial statements of the primary state or local government. GASB 80 is effective for financial statements for periods beginning after June 15, 2016 but was adopted by the City in fiscal year 2016. Pursuant to GASB 80, BBP will be included in the City’s fiscal year 2016 comprehensive annual financial report as a blended component unit since BBP is organized as a not-for-profit corporation and BBP’s sole corporate member as identified in its bylaws is the Mayor.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. *Basis of Accounting*

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

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

**BROOKLYN BRIDGE PARK CORPORATION
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NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2016 AND 2015**

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

B. *Revenue and Expense Classification*

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

C. *Grants and Contributions*

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

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

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

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

E. *Cash Equivalents*

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

F. *Restricted Assets*

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

G. *Investments and Fair Value Measurements*

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

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NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2016 AND 2015**

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

H. *Capital Assets*

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

Other property and equipment purchased for use in operations by BBP in excess of \$5,000 is capitalized and depreciated using the straight-line method over the estimated useful life assigned.

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

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

I. *Net Position*

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

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

J. *Use of Estimates*

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

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NOTES TO FINANCIAL STATEMENTS
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NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

K. *Other Postemployment Benefits*

In June 2004, GASB issued Statement No. 45, Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions (“OPEB”). This Statement establishes standards for the measurement, recognition, and financial statement presentation of OPEB expenses and related liabilities (assets), note disclosures, and, if applicable, required supplementary information in the financial reports of state and local governmental employers. In accordance with GASB Statement No. 45, BBP implemented a systematic, accrual basis measurement and recognition of OPEB cost (expense) over a period that approximates an employee’s years of service, and (b) provides information about actuarial accrued liabilities associated with OPEB and to what extent progress is being made in funding the plan.

L. *Recent Accounting Pronouncements*

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

- In June 2015, the GASB issued Statement No. 73, *Accounting and Financial Reporting for Pension and Related Assets That Are Not within the Scope of GASB 68, and Amendments to Certain Provisions of GASB 67 and GASB 68* (“GASB 73”). GASB 73 provides guidance on assets accumulated for pension plans that are not administered through a trust and provides clarity on certain provision of GASB 67 and GASB 68. The requirements for GASB 73 are effective for fiscal years beginning after June 15, 2015. The adoption of GASB 73 did not have an impact on BBP’s financial statements.
- In June 2015, the GASB issued Statement No. 74, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans* (“GASB 74”). GASB 74 establishes financial reporting standards to state and local governmental other postemployment benefit (“OPEB”) plans. The requirements of GASB 74 are effective for fiscal years beginning after June 15, 2016. BBP has not completed the process of evaluating GASB 74, but does not expect it to have an impact on BBP’s financial statements.
- In June 2015, the GASB issued Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* (“GASB 75”). GASB 75 establishes accounting and financial reporting standards for OPEB that is provided to employees of state and local governmental employers. The requirements of GASB 75 are effective for fiscal years beginning after June 15, 2017. BBP has not completed the process of evaluating GASB 75, but does not expect it to have an impact on BBP’s financial statements.
- In June 2015, the GASB issued Statement No. 76, *The Hierarchy of Generally Accepted Accounting Principles for State and Local Governments* (“GASB 76”). GASB 76 reduces the GAAP hierarchy to two categories of authoritative GAAP and addresses the use of authoritative and nonauthoritative literature in the event that the accounting treatment for a transaction of other event is not specified within the source of authoritative GAAP. The requirements of GASB 76 are effective for fiscal years beginning after June 15, 2015. The adoption of GASB 76 did not have an impact on BBP’s financial statements.
- In August 2015, the GASB issued Statement No. 77, *Tax Abatement Disclosures* (“GASB 77”). GASB 77 requires state and local governments for the first time to disclose information about tax abatement agreements.

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NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

- In December 2015, the GASB issued Statement No. 78, *Pensions Provided Through Certain Multiple-Employer Defined Benefit Pension Plans* (“GASB 78”). GASB 78 amends the scope and applicability of Statement 68 to exclude pensions provide to employees of state or local governmental employers through a cost-sharing multiple-employer defined benefit pension plan that (1) is not a state or local governmental pension plan, (2) is used to provide defined benefit pensions both to employees of state or local governmental employers and to employees of employers that are not state or local governmental employers, and (3) has no predominant state or local governmental employer (either individually or collectively with other state or local governmental employers that provide pensions through the pension plan). GASB 78 is effective for financial statements for periods beginning after December 15, 2015 but was adopted by BBP in fiscal year 2016. The adoption of GASB 78 did not have an impact on BBP’s financial statements.
- In December 2015, the GASB issued Statement No. 79, *Certain External Investment Pools and Pool Participants* (“GASB 79”). GASB 79 established specific criteria used to determine whether a qualifying external investment pool may elect to use an amortized cost exception to fair value measurement. GASB 79 is effective for financial statements for periods beginning after December 15, 2015 but was adopted by BBP in fiscal year 2016. The adoption of GASB 79 did not have an impact on BBP’s financial statements.
- In January 2016, the GASB issued Statement No. 80, *Blending Requirements for Certain Component Units* (“GASB 80”). GASB 80 is intended to provide clarity about how certain component units incorporated as not-for-profit corporations should be presented in the financial statements of the primary state or local government. GASB 80 is effective for financial statements for periods beginning after June 15, 2016 but was adopted by BBP in fiscal year 2016. The adoption of GASB 80 did not have an impact on BBP’s financial statements.
- In March 2016, the GASB issued Statement No. 81, *Irrevocable Split Interest Agreements* (“GASB 81”). GASB 81 addresses the situations under which these types of arrangements constitute an asset for accounting and financial reporting purposes when the resources are administered by a third party. GASB 81 also provides expanded guidance for circumstances in which the government holds the assets. GASB 81 is effective for financial statements for periods beginning after December 15, 2016 but was adopted by BBP in fiscal year 2016. The adoption of GASB 81 did not have an impact on BBP’s financial statements.
- In March 2016, the GASB issued Statement No. 82, *Pension Issues* (“GASB 82”). GASB 82 addresses practice issues raised by stakeholders during implementation of the GASB’s pension accounting and financial reporting standards for state and local governments. GASB 82 is effective for financial statements for periods beginning after June 15, 2016. GASB 82 is not expected to have an impact on BBP’s financial statements.

M. *Reclassification*

Certain line items in the June 30, 2015 financial statements have been reclassified to conform to the June 30, 2016 presentation.

**BROOKLYN BRIDGE PARK CORPORATION
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NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2016 AND 2015**

NOTE 3 – INVESTMENTS AND FAIR VALUE MEASUREMENTS

BBP's investments consisted of the following at June 30, 2016:

Investments:

Certificates of Deposit	\$ 4,502,803
U.S. Treasury securities	1,999,180
U.S. Government bonds	<u>23,206,807</u>
Total	<u>\$ 29,708,790</u>

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

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

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

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

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

BBP has the following recurring fair value measurements as of June 30, 2016:

- Certificates of Deposit are carried at cost which approximate fair value (Level 1 inputs).
- U.S. Treasury securities of \$1,999,180 are valued using quoted market prices (Level 1 inputs).
- U.S. Government bonds of \$23,206,807 are valued using a matrix pricing model (Level 2 inputs).

Custodial Credit Risk

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

Credit Risk

All investments held by BBP at June 30, 2016 are obligations of, or guaranteed by, the United States of America; or are invested in Federal National Mortgage Association securities, which are rated by S&P AA+ and Moody AAA; Federal Home Loan Bank securities, which is rated by S&P AA+ and Moodys AAA; Federal Home Loan Mortgage Corporation securities, which is rated by S&P AA+ and Moodys AAA; and Tennessee Valley Authority securities, which is related by S&P AA+ and Moodys AAA; and certificates of Deposits with New York Banks and are Federal Deposit Insurance Corporation insured.

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NOTE 3 – INVESTMENTS AND FAIR VALUE MEASUREMENTS (Continued)

Interest Rate Risk

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

Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of BBP's investments in a single issuer (5% or more). BBP's investment policy places no limits on the amount BBP may invest in any one issuer of eligible investments as defined in the Indenture. As of June 30, 2016, 85% of BBP's investments are in eligible government obligations and 15% are Certificates of Deposits with New York Banks.

NOTE 4 – CAPITAL ASSETS

The changes in project assets for the year ended June 30, 2016 were as follows:

	Balance at June 30, 2015	Additions	Deletions	Balance at June 30, 2016
Site improvements	\$ 88,779,813	\$ 24,445,165	\$ -	\$ 113,224,978
Building, improvements and carousel	24,159,775	4,885,319	-	29,045,094
Furniture and fixtures	149,814	38,550	-	188,364
Vehicles and equipment	755,924	224,976	-	980,900
Total project assets	113,845,326	29,594,010	-	143,439,336
Less: accumulated depreciation				
Site improvements	(12,472,098)	(6,213,978)	-	(18,686,076)
Building improvements and carousel	(1,008,750)	(269,000)	-	(1,277,750)
Furniture and fixtures	(108,117)	(24,043)	-	(132,160)
Vehicles and equipment	(377,235)	(176,606)	-	(553,841)
Total accumulated depreciation	(13,966,200)	(6,683,627)	-	(20,649,827)
Construction in progress	83,971,466	20,845,009	(29,509,492)	75,306,983
Net project assets	\$ 183,850,592	\$ 43,755,392	\$ (29,509,492)	\$ 198,096,492

**BROOKLYN BRIDGE PARK CORPORATION
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NOTE 4 – CAPITAL ASSETS (Continued)

The changes in capital assets for the year June 30, 2015 were as follows:

	Balance at June 30, 2014	Additions	Deletions	Balance at June 30, 2015
Site improvements	\$ 88,779,813	\$ -	\$ -	\$ 88,779,813
Building, improvements and carousel	24,001,012	158,763	-	24,159,775
Furniture and fixtures	133,785	16,029	-	149,814
Vehicles and equipment	511,022	244,902	-	755,924
Total project assets	<u>113,425,632</u>	<u>419,694</u>	<u>-</u>	<u>113,845,326</u>
Less: accumulated depreciation				
Site improvements	(7,351,041)	(5,121,057)	-	(12,472,098)
Building improvements and carousel	(739,750)	(269,000)	-	(1,008,750)
Furniture and fixtures	(80,797)	(27,320)	-	(108,117)
Vehicles and equipment	(206,113)	(171,122)	-	(377,235)
Total accumulated depreciation	<u>(8,377,701)</u>	<u>(5,588,499)</u>	<u>-</u>	<u>(13,966,200)</u>
Construction in progress	44,569,864	39,821,296	(419,694)	83,971,466
Net project assets	<u>\$ 149,617,795</u>	<u>\$ 34,652,491</u>	<u>\$ (419,694)</u>	<u>\$ 183,850,592</u>

BBP has entered into planning, design, construction and other project-related contracts for site improvements, most of which are structured on a work order basis. BBP is responsible for accrued expenses per authorized work order, not for the payment of contract balances. Capital expenditures totaling to \$2,453,151 and \$4,990,407 were accrued as of June 30, 2016 and 2015, respectively, which will be paid upon receipt and review of the contractor invoices.

NOTE 5 – GRANTS AND CONTRIBUTIONS

A. *Capital Contributions from Government Sources*

During the years ended June 30, 2016 and 2015, BBP received capital funding for the project totaling \$13,775,129 and \$26,270,454, respectively. During the years ended June 30, 2016 and 2015, BBP spent \$12,928,312 and \$30,409,272, respectively, on eligible project costs. BBP recognized the amount spent for eligible project costs as capital contributions in the accompanying statement of revenues, expenses and changes in net position while the unspent funds are included in unearned revenue in the accompanying statement of net position.

Included in capital contributions from government sources in the accompanying statements of revenue, expenses and changes in net position are revenues derived from capital contracts with the City, which amounted to \$12,928,312 and \$30,409,272 for the years ended June 30, 2016 and 2015, respectively. Such amounts represented approximately 54% and 47%, respectively, of total revenues.

B. *Non-Cash Capital Contributions*

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

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NOTE 5 – GRANTS AND CONTRIBUTIONS (Continued)

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

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

NOTE 6 – FUTURE MINIMUM GROUND LEASE REVENUES

BBP is entitled to future ground lease rents and PILOT payments from the development at 360 Furman Street pursuant to a ground lease entered into by BBPDC and a tenant in February 2008. The ground lease is for a 99-year term expiring in 2106. The ground lease provides for base annual rental payments of \$1,250,000 for the first three years and increasing 3% annually thereafter.

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

In August 2013, BBPDC acquired fee title to a property which automatically became part of BBPDC's Ground Lease with BBP. The cost of acquiring the property of \$9,200,000 was paid by BBP and was reflected as land acquisition costs in nonoperating expenses in the accompanying financial statements for the year ended June 30, 2014. BBP then entered into a ground lease agreement with the developer which expires in July 2109. During the year ended June 30, 2014, BBP received an initial lease payment from the developer amounting to \$9,350,000 and such payment was used to fund the acquisition of the property. The ground lease provided for a second lease payment of \$17,150,000 which was paid to BBP in August 2014 and base rental payments commencing on the fourth anniversary of the commencement date increasing 3% annually thereafter. The ground lease also contains provisions for the payment of percentage rent, PILOT, PILOST and PILOMRT to BBP. The initial and second lease payments were deemed fully earned and is non-refundable under any circumstances. BBP has reflected such payments as ground lease rent revenue during the years ended June 30, 2015 and 2014 in the accompanying financial statements.

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

**BROOKLYN BRIDGE PARK CORPORATION
(D/B/A BROOKLYN BRIDGE PARK)
(A COMPONENT UNIT OF THE CITY OF NEW YORK)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2016 AND 2015**

NOTE 6 – FUTURE MINIMUM GROUND LEASE REVENUES (Continued)

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

The future minimum base rent to be received under the ground leases during each of BBP's five fiscal years ending from June 30, 2017 through 2021, each five year period from fiscal years ending from June 30, 2022 through 2066 and through the end of the lease terms (thereafter), are approximately as follows:

2017	\$ 5,342,000
2018	4,429,000
2019	4,571,000
2020	4,672,000
2021	4,825,000
2022-2026	25,876,000
2027-2031	29,159,000
2032-2036	32,874,000
2037-2041	37,090,000
2042-2046	40,074,000
2047-2051	44,043,000
2052-2056	49,818,000
2057-2061	56,404,000
2062-2066	63,989,000
Thereafter	<u>1,018,305,000</u>
	<u>\$1,421,471,000</u>

NOTE 7 – PENSION PLAN

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

The Plan provides for variable contribution rates by BBP ranging from 6% to 14% of the employee's eligible wages as defined in the plan document. Employee contributions to the Plan are not permitted. Employees become vested after the completion of two years of service with BBP and non-vested employer contributions are forfeited upon termination of employment. Such forfeitures are used to cover a portion of the Plan's administrative expenses. There were no forfeitures for the years ended June 30, 2016 and 2015, respectively.

Pension expense included in personnel costs in the accompanying statement of revenues, expenses and changes in net position for the years ended June 30, 2016 and 2015 amounted to \$165,530 and \$108,588 respectively.

**BROOKLYN BRIDGE PARK CORPORATION
(D/B/A BROOKLYN BRIDGE PARK)
(A COMPONENT UNIT OF THE CITY OF NEW YORK)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2016 AND 2015**

NOTE 8 – OTHER POSTEMPLOYMENT BENEFITS

BBP's employees were eligible to participate in the New York City Economic Development Corporation's ("EDC") retiree health care plan. As of July 29, 2010, BBP became an independent entity responsible for producing its own financial reports and submitting them with those of EDC. As such, a separate independent valuation is required to be completed for BBP.

The plan is a single employer defined benefit health care plan that provides postemployment medical for eligible retirees and their spouses. Employees who attain age 60 or older and have 10 years or more of service prior to the plan close date of June 30, 2022 will be eligible for retiree medical benefits. Future retirees are not entitled to OPEB.

Benefit provisions and contribution requirements for the plan are established and amended through BBP's Board of Directors and there is no statutory requirement for BBP to continue this plan for future employees of BBP. This plan is a contributory plan with retirees subject to contributions in the amount of \$50 a month for single coverage and \$100 a month for family coverage. Retirees receiving the postemployment health benefit pay a premium amount equal to what a current BBP employee pays, based on his or her family status. Employer contributions are made on a pay-as-you-go basis.

As of June 30, 2016 and 2015, there was only one person employed by BBP who met the required benefit eligibility of age 60 with at least 10 years of service as of June 30, 2022. There were no retirees of BBP receiving benefits from the plan as of June 30, 2016 or 2015.

BBP's annual OPEB cost for the plan is calculated based on the annual required contribution "ARC", an amount actuarially determined in accordance with the parameters of GASB Statement 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and to amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years. BBP has elected to calculate the ARC and related information using the alternative measurement method permitted by GASB Statement 45 for employers with plans that have fewer than 100 total members. The most recent actuarial valuation was for the plan year ended June 30, 2013.

BBP's annual OPEB cost for the years ended June 30, 2016 and 2015 and the related information for the plan are as follows:

	<u>2016</u>	<u>2015</u>
Annual required contribution ("ARC")	\$ 22,423	\$ 22,423
ARC adjustment and interest	<u>(405)</u>	<u>(405)</u>
Increase in net OPEB obligation	22,018	22,018
Net OPEB obligation – beginning of period	<u>63,098</u>	<u>41,080</u>
Net OPEB obligation – end of period	85,116	63,098
Funded OPEB plan assets – end of period	<u>-</u>	<u>-</u>
Unfunded actuarial accrued liability ("UAAL") – end of period	<u>\$ 85,116</u>	<u>\$ 63,098</u>

**BROOKLYN BRIDGE PARK CORPORATION
(D/B/A BROOKLYN BRIDGE PARK)
(A COMPONENT UNIT OF THE CITY OF NEW YORK)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2016 AND 2015**

NOTE 8 – OTHER POSTEMPLOYMENT BENEFITS (Continued)

As of June 30, 2016 and 2015, the actuarial accrued liability for benefits was \$85,116 and \$63,098, respectively, all of which was unfunded. Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events in the future. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future. The schedule of funding progress as of June 30, 2016 and 2015 is as follows:

	<u>2016</u>	<u>2015</u>
Unfunded Actuarial Accrued Liability	\$ 85,116	\$ 63,098
Funded Ratio	0%	0%
Covered Payroll	\$ 190,550	\$ 197,239
UAAL as a % of Covered Payroll	45%	32%

Projections of benefits are based on the substantive plan (the plan as understood by the employer and plan members) and include the types of benefits in force at the valuation date and the pattern of sharing benefit costs between BBP and the plan members to that point. Actuarial calculations reflect a long-term perspective and employ methods and assumptions that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets.

For the June 30, 2013 actuarial valuation, the projected unit cost method with attribution from date of hire to date of first eligibility for benefits was used. Under this method, the excess of the unfunded actuarial accrued liability over the sum of the actuarial value of assets is amortized as a level dollar amount over a closed 30 year period. The actuarial assumptions included a 4% discount rate and an annual healthcare cost trend rate of 9% for non-Medicare and 7% for Medicare, grading down to an ultimate rate of 4.5%.

NOTE 9 – CONCENTRATION OF CREDIT RISK

As of June 30, 2016, the bank balance of BBP's deposits was \$46,104,330, of which \$750,000 was covered by Federal Deposit Insurance Corporation ("FDIC") insurance and the rest was uninsured. As of June 30, 2015, the bank balance of BBP's deposit was \$84,252,517, of which \$429,316 was covered by FDIC insurance and the rest was uninsured. The uninsured balance was exposed to custodial risk on the basis that the uninsured bank balance is not collateralized. Custodial credit risk is the risk that in the event of bank failure, BBP's deposits may not be returned to it or BBP will not be able to recover collateral securities that are in the name of an outside party.

BBP has entered into a custodial agreement (the "Agreement") with JP Morgan Chase Bank, N.A. (the "Bank") in which the Bank will deliver to a custodian for deposit the amount of any uninsured deposits of BBP multiplied by a margin factor of 102%. The custodian will hold any eligible securities pledged by the Bank as collateral for the benefit of BBP pursuant to the Agreement. All securities held by the custodian as collateral are registered and are held in BBP's name. As of June 30, 2016 and 2015, the collateral held by the Bank for the benefit of BBP amounted to \$45,862,878 and \$85,244,665 respectively, and consisted of U.S. Treasury securities.

**BROOKLYN BRIDGE PARK CORPORATION
(D/B/A BROOKLYN BRIDGE PARK)
(A COMPONENT UNIT OF THE CITY OF NEW YORK)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2016 AND 2015**

NOTE 10 – COMMITMENTS AND CONTINGENCIES

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

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

B. *Litigation*

In June 2015, a neighborhood group filed a lawsuit in Kings County Supreme Court (the "Court") against BBP seeking a declaratory judgment that development being constructed on Pier 1 exceeds height limitations. The Court dismissed the complaint in September 2015. The petitioners filed a notice of appeal but have yet to perfect the appeal. BBP intends to continue to vigorously defend the litigation.

In June 2016, a neighborhood group filed a lawsuit in the New York Supreme Court against BBP challenging a planned development project on Pier 6. BBP's motion to change the venue to Brooklyn is pending. BBP intends to vigorously defend the litigation.

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

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

BBP has entered into an agreement with New York City Department of Parks and Recreation ("DPR") for DPR to provide security and enforcement of all applicable laws, rules and regulations in and around the public areas of the Park. The original agreement was through February 28, 2011 and was subsequently renewed through June 30, 2016. There is an option in the agreement to renew for up to four one year periods up to June 30, 2020. Total costs for security expenses amounted to \$880,809 and \$582,684 for the years ended June 30, 2016 and 2015, respectively. The agreement is in the process of being renewed up to June 30, 2017.

EXHIBIT B

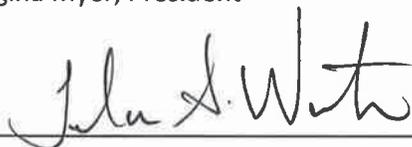
Brooklyn Bridge Park Corporation d/b/a
Brooklyn Bridge Park ("BBP")

Certification of Audited Financial Statements
in accordance with
Section 2800 of the Public Authorities Law

Based upon our knowledge, we, the undersigned, certify that the information provided in the attached audited financials of BBP for the BBP fiscal year ending June 30, 2016 (a) is accurate and correct and does not contain any untrue statement of material fact; (b) does not omit any material fact which, if omitted, would cause the audited financials to be misleading in light of the circumstances under which the statements are made; and (c) fairly presents in all material respects the financial condition and results of operations of BBP of, and for, the periods presented in the audited financials.



Regina Myer, President



Jelani Watkins, Chief Financial Officer

October 5, 2016

EXHIBIT C

FISCAL YEAR 2016 INVESTMENT REPORT
[Attached]

Brooklyn Bridge Park Corporation

ANNUAL INVESTMENT REPORT FOR THE YEAR ENDED JUNE 30, 2016

Investment Guidelines and Amendments

Attached hereto is the current investment policies, procedures and guidelines (the “Investment Guidelines”) of Brooklyn Bridge Park Corporation (“BBP”). In the fiscal year ended June 30, 2016, the Board did not approve any changes to the Investment Guidelines previously adopted.

Investment Guidelines

I. Purpose

The purpose of this document is to establish policies, procedures and guidelines regarding the investing, monitoring and reporting of funds of the Brooklyn Bridge Park Corporation (“BBP”).

II. Scope of the Investment Policy

This policy applies to the funds of BBP, which for purposes of these guidelines consist of all moneys and other financial resources available for investment by BBP on its own behalf or on behalf of any other entity or individual.

III. Investment Objectives

The portfolio shall be managed to accomplish the following objectives:

- A. Preservation of Principal – The single most important objective of BBP’s Investment program is the preservation of principal of funds within the portfolio.
- B. Maintenance of Liquidity – The portfolio shall be managed in such a manner that assures that funds are available as needed to meet immediate and/or future operating requirements of BBP.
- C. Maximize Return – The portfolio shall be managed in such a fashion as to maximize income through the purchase of authorized investments as stated below, taking into account the other investment objectives.

IV. Implementation of Guidelines

The President, or any designee, shall be responsible for the prudent investment of funds and for the implementation of the investment program and the establishment of investment procedures and a system of controls to regulate the activities of subordinate staff, consistent with these guidelines.

V. Authorized Investments

- A. The President, or any duly appointed designee, is authorized to invest funds of BBP as summarized and restricted below:
1. U.S. Treasury Obligations. United States Treasury bills and notes, and any other obligation or security issued by the United States Treasury or any other obligation guaranteed as to principal and interest by the United States.
 2. Federal Agency Obligation. Bonds, notes, debentures, or other obligations or securities issued by any agency or instrumentality of the United States.
 3. Commercial Paper. Commercial paper rated A1 or P1 by Standard & Poor's Corporation or Moody's Investor's Service, Inc. or Fitch.
 4. Bankers' Acceptances and Time Deposits of banks with worldwide assets in excess of \$50 million that are rated with the highest categories of the leading bank rating services and regional banks also rated within the highest categories.
 5. Certificates of Deposit with New York banks, including minority-owned banks. All such certificates of deposit in these banks must be Federal Deposit Insurance Corporation ("FDIC") insured, except when otherwise collateralized.
 6. Other investments approved by the comptroller of New York City for the investment of City funds.
- B. In addition to the above investments, BBP may deposit funds in the following ("Deposit Accounts"), with respect to funds needed for operational expenses and funds awaiting investment or disbursement:
1. High quality no-load money market mutual funds that restrict their investments to short term, highly rated money market instruments.
 2. Other interest bearing accounts, if permitted by applicable laws, rules, and regulations, with New York City financial institutions designated by the New York City Banking Commission.

VI. Written Contracts

BBP shall enter into written contracts pursuant to which investments are made which conform with the requirements of these guidelines and section 2925.3© of the Public Authorities Law unless the President determines that a written contract containing such provisions is not practical or that there is not a regular business practice of written contracts containing such provisions with respect to a specific investment or transaction.

VII. Diversification

The portfolio shall be structured to diversify investments to reduce the risk of loss resulting from over concentration of assets in a specific maturity a specific issuer or a specific type of security. The Maximum percentage of the total portfolio permitted in the indicated type of eligible security is as follows:

A.	U.S Treasury	100% Maximum
B.	Federal Agency	100% Maximum
C.	Commercial Paper	25% Maximum
D.	Bankers Acceptances and Time Deposits	25% Maximum
E.	Certificate of Deposit	20% Maximum
F.	Other Investments Approved by Comptroller for City Funds	A percentage deemed prudent by President

VIII. Maximum Maturity

Maintenance of adequate liquidity to meet the cash flow needs of BBP is essential. Accordingly, the portfolio will be structured in a manner that ensures sufficient cash is available to meet anticipated liquidity needs. Selection of investment maturities must be consistent with cash requirements in order to avoid the forced sale of securities prior to maturity.

For purposes of this investment policy, assets of the portfolio shall be segregated into two categories based on expected liquidity needs and purposes – Cash equivalents and Investments. Assets categorized as Cash Equivalents will be invested in permitted investments maturing in ninety (90) days or less or deposited in Deposit Accounts. Assets Categorized as Investments will be invested in permitted investments with a stated maturity of no more than two years from the date of purchase.

IX. Monitoring and Adjusting the Portfolio

Those responsible for the day-to-day management of the portfolio will routinely monitor the contents of the portfolio, the available markets and the relative values of competing instruments, and will adjust the portfolio as necessary to meet the investment objectives listed above. It is recognized and understood that the non-speculative active management of portfolio holding may cause a loss on the sale of an owned investment.

X. Internal Controls

The Treasurer or an Assistant Treasurer, under the direction of the President, shall establish and be responsible for monitoring a system of internal controls governing the administration and management of the portfolio. Such controls shall be designed to prevent and control losses of the portfolio funds arising from fraud, employee error, misrepresentation by third parties, unanticipated changes in financial markets, or imprudent actions by any personnel.

XI. Eligible Brokers, Agents, Dealers, Investment Advisors, Investment Bankers and Custodians.

The following are the standards for the qualification of brokers, agents, dealers, investment advisors, investment bankers and custodians:

A. Brokers, Agents, Dealers

1. In Government Securities: any bank or trust company organized or licensed under the laws of any state of the United States of America, any national banking association or any registered broker/dealer or government securities dealer.
2. In Municipal Securities: any broker, dealer or Municipal securities dealer registered with the Securities and Exchange Commission (The "SEC")

B. Investment Advisors: Any bank or trust company organized under the laws of any state of the United States of America or any national banking association, and any firm or person which is registered with the SEC under the Investment Advisors Act of 1940.

C. Investment Bankers: firms retained by BBP to serve as senior managing underwriters for negotiated sales must be registered with the SEC.

D. Custodians: any bank or trust company organized under the laws of any state of the United States of America or any national banking association with capital and surplus of not less than \$50,000,000.

XII. Reporting

A. Quarterly:

The Treasurer or an Assistant Treasurer, under the direction of the President, or any duly appointed designees, shall prepare and deliver to the Audit and Finance Committee of the Board of Directors once for each quarter of BBP's fiscal year a report setting forth a summary of new investments made during that quarter, the inventory of existing investments and the selection of investment bankers, brokers, agents, dealers, investment advisors and auditors.

B. Annually

1. Audit – BBP's independent accountants shall conduct an annual audit of BBP's investments for each fiscal year, the results of which shall be made available to the Board of Directors at the time of its annual review and approval of these Guidelines.
2. Investment Report – Annually, the Treasurer or an Assistant Treasurer, under the direction of the President, or any duly appointed designees, shall prepare and the Board of Directors shall review and approve an Investment Report, which shall include:
 - a. The Investment Guidelines and amendments thereto since the last report;
 - b. An explanation of the Guidelines and any amendments made since the last report;
 - c. The independent audit report required by subsection (1) above;
 - d. The investment income record for the fiscal year; and
 - e. A list of fees, commission or other charges paid to each investment banker, broker, agent, dealer, and advisor rendering investment associated services to BBP since the last report.

The Investment Report shall be submitted to the Mayor and the Comptroller of the City of New York and to the New York State Department of Audit and Control. Copies of the report shall also be made available to the public upon reasonable request.

XIII. Applicability

Nothing contained in these guidelines shall be deemed to alter, affect the validity of, modify the terms of, or impair any contract, agreement or investments of funds made or entered into in violation of, or without compliance with, the provisions of these Guidelines.

XIV. Conflict of Law

In the event that any portion of this policy is in conflict with any State, City or Federal law, that law will prevail.

Other Restrictions

These Investment Guidelines do not modify any restriction, if any, otherwise imposed on various types of funds held by BBP; for example, any restrictions set forth in BBP's annual contracts with the City, or resulting from the source of funds (e.g. federal funds). Those other restrictions, to the extent inconsistent with these Investment Guidelines, shall govern.

SCHEDULE OF INVESTMENTS

Brooklyn Bridge Park Corporation
(a component unit of the City of New York)
Year End June 30, 2016
With Report of Independent Auditors

Brooklyn Bridge Park Corporation
(A Component Unit of the City of New York)

Schedule of Investments

Year Ended June 30, 2016

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New York
New Jersey
Pennsylvania
Washington, DC

M A R K S P A N E T H
ACCOUNTANTS & ADVISORS

Independent Auditors' Report

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

We have audited, in accordance with auditing standards generally accepted in the United States of America, the financial statements of Brooklyn Bridge Park Corporation (d/b/a Brooklyn Bridge Park) ("BBP"), a component unit of The City of New York, as of and for the year ended June 30, 2016, and have issued our report thereon dated September xx, 2016.

In connection with our audit, nothing came to our attention that caused us to believe that BBP had not complied, in all material respects, with the terms, covenants, provisions or conditions of the Investment Guidelines adopted by the Board of Directors on July 21, 2010 insofar as they relate to financial and accounting matters. However, the objective of our audit of the financial statements was not to provide an opinion on overall compliance with the Investment Guidelines referred to above. Accordingly, we do not express such an opinion.

This report is intended for the information of BBP's Audit and Finance Committee, Board of Directors and management, and is not intended to be and should not be used by anyone other than these specified parties, unless permission is granted.

September xx, 2016
New York, NY

Brooklyn Bridge Park Corporation
(A Component Unit of the City of New York)

Schedule of Investments

Certificates of Deposit	\$ 4,502,803
U.S. Treasury securities	1,999,180
U.S Government bonds	<u>23,206,807</u>
 Total	 <u>\$ 29,708,790</u>

The accompanying notes are an integral part of this schedule.

Brooklyn Bridge Park Corporation
(A Component Unit of the City of New York)

Notes to Schedule of Investments

June 30, 2016

NOTE 3 – INVESTMENTS AND FAIR VALUE MEASUREMENTS

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

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

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

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

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

BBP has the following recurring fair value measurements as of June 30, 2016:

- Certificates of Deposit are carried at cost which approximate fair value (Level 1 inputs).
- U.S. Treasury securities of \$1,999,180 are valued using quoted market prices (Level 1 inputs).
- U.S. Government bonds of \$23,206,807 are valued using a matrix pricing model (Level 2 inputs).

Custodial Credit Risk

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

Credit Risk

All investments held by BBP at June 30, 2016 are obligations of, or guaranteed by, the United States of America; or are invested in Federal National Mortgage Association securities, which are rated by S&P AA+ and Moody AAA; Federal Home Loan Bank securities, which is rated by S&P AA+ and Moody AAA;

Federal Home Loan Mortgage Corporation securities, which is rated by S&P AA+ and Moodys AAA; and Tennessee Valley Authority securities, which is related by S&P AA+ and Moodys AAA; and certificates of Deposits with New York Banks and are Federal Deposit Insurance Corporation insured.

Interest Rate Risk

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

Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of BBP's investments in a single issuer (5% or more). BBP's investment policy places no limits on the amount BBP may invest in any one issuer of eligible investments as defined in the Indenture. As of June 30, 2016, 85% of BBP's investments are in eligible government obligations and 15% are Certificates of Deposits with New York Banks.

Schedule B

October 5, 2016

ANNUAL RATIFICATION OF POLICIES RELATING TO THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED BY THE PUBLIC AUTHORITIES ACT OF 2009 (“PAAA”)

BE IT RESOLVED that the Board ratifies for FY 2017 the policies set forth below:

- Mission Statement, adopted on October 2, 2012;
- Procurement Policy, adopted on June 11, 2015;
- Investment Guidelines, adopted on July 21, 2010;
- Salary, Compensation, Reimbursements, Time and Attendance Policy, adopted on February 29, 2012;

- Code of Ethics for Members, Directors and Officers, adopted on September 22, 2010;
- Policy on the Acquisition and Disposition of Real Property, adopted on February 29, 2012;
- Policy on the Disposition of Personal Property, adopted on February 29, 2012;
- Policy on Protection for Whistleblowers, adopted on December 5, 2011;
- Policy on Indemnification and Defense of Members, Directors and Officers, adopted on December 5, 2011; and
- Policy on Extension of Credit to Officers, Directors and Employees, adopted on December 5, 2011;

and be it further

RESOLVED that the President of BBP and her designees be and each hereby is authorized and empowered to take all actions and execute such documents as she or they may deem necessary or appropriate to effectuate these resolutions.

* * *

Schedule C

October 5, 2016

AUTHORIZATION TO ENTER INTO AGREEMENTS RELATING TO CAPITAL PROJECTS AND AUTHORIZATION TO TAKE RELATED ACTIONS

BE IT RESOLVED, that Brooklyn Bridge Park Corporation (“BBP”) is hereby authorized to enter into the agreements described on Exhibit A attached hereto; and be it further

RESOLVED, that the President of BBP, or her designee(s), be, and each of them hereby is, authorized and directed, in the name and on behalf of BBP, to execute and deliver any and all documents and take all such actions as the President of BBP or her designee(s) may deem necessary or proper to effectuate the foregoing and in connection with the implementation of the work pursuant to the agreements.

* * *

Exhibit A
CAPITAL PROJECT AGREEMENTS

Contractor Name	Project Site	Agreement/ Amendment	Requested Authorization Amount	Source of Funds	Total Amount under New Agreement	Description of Project
Pavarini McGovern, LLC	Squibb Bridge	Amendment	\$3,120,000	Capital Maintenance Reserve	\$3,172,000	GMP by the Construction Manager for repairs to realign and stabilize the bridge. The retro fit will enhance certain connections, clamp cables into position, and pin certain connections throughout the two suspension spans and the approach spans. Tuned Mass Dampers will be installed below the walking deck.
Kelco Construction, Inc.	Squibb Bridge Emergency Repairs	Amendment	\$789,670	Capital Maintenance Reserve	\$9,087,749	Certain repairs to the Bridge required due to damage caused by the site contractor, which are subject to reimbursement.
Kelco Construction, Inc.	Old Dock Street	Amendment	\$1,064,071	Capital Maintenance Reserve: \$ 762,131 Empire Stores Developer: \$ 301,940	\$10,151,820	This scope will install new asphalt paths, drainage, new trees, benches, bike racks and reconfigure plantings at Old Dock and the path system on the west side of Empire Stores. The costs of this work will be shared with Midtown Equities as per agreement. Additional Landscape work is also part of this amendment.

Kelco Construction, Inc.	Pier 5 Uplands Marina duct bank alternates	Amendment	\$280,000	Capital Maintenance Reserve	\$10,431,820	Marina conduits will be encased in a concrete duct bank – this is a reimbursable expense for work performed on behalf the marina operator.
		TOTAL	\$5,253,741			