

**FRIENDS OF THE HIGH LINE, INC.**

**FINANCIAL STATEMENTS**

**DECEMBER 31, 2019**



## INDEPENDENT AUDITORS' REPORT

To the Board of Directors of  
Friends of the High Line, Inc.

We have audited the accompanying financial statements of Friends of the High Line, Inc. (a nonprofit organization), which comprise the statement of financial position as of December 31, 2019, and the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

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

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit 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 auditors' 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 Friends of the High Line, Inc. as of December 31, 2019, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

## **Report on Summarized Comparative Information**

We have previously audited Friends of the High Line, Inc.'s 2018 financial statements, and our report dated April 26, 2019, expressed an unmodified opinion on those audited financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2018, is consistent, in all material respects, with the audited financial statements from which it has been derived.

## **Emphasis of Matter**

As discussed in Note 13 to the financial statements, in March 2020, the United States declared the global pandemic novel coronavirus COVID-19 outbreak a national emergency. As a result, Friends of the High Line, Inc. has suspended some of its activities at the direction of the state and local governmental authorities. Our opinion is not modified with respect to this matter.

*Lotz + Carr, LLP*

New York, New York  
July 1, 2020

## FRIENDS OF THE HIGH LINE, INC.

## STATEMENT OF FINANCIAL POSITION

DECEMBER 31, 2019 WITH COMPARATIVE TOTALS FOR 2018

(Dollars in thousands)

|  | <u>2019</u>            | <u>2018</u>            |
|--|------------------------|------------------------|
| <b>Assets</b>  |                        |                        |
| Cash and cash equivalents (Notes 1b and 10a)                                       | \$ 2,702               | \$ 2,385               |
| Unconditional promises to give (Notes 1e, 4, and 10b)                              | 24,852                 | 23,624                 |
| Accounts receivable and other current assets                                       | 392                    | 506                    |
| Inventory (Note 1f)  | 163                    | 161                    |
| Investments (Notes 1c, 1d, and 5)  |                        |                        |
| Operations   | 7,197                  | 7,946                  |
| Endowments (Note 8)  | 51,417                 | 44,981                 |
| Campaign for the High Line   | 10,864                 | 11,854                 |
| Property and equipment, at cost (net of accumulated depreciation) (Notes 1g and 6) | <u>710</u>             | <u>449</u>             |
| <b>Total Assets</b>  | <u><u>\$98,297</u></u> | <u><u>\$91,906</u></u> |
| <b>Liabilities and Net Assets</b>  |                        |                        |
| Liabilities  |                        |                        |
| Accounts payable and accrued expenses  | \$ 1,419               | \$ 1,948               |
| Construction and renovation costs payable  | 2                      | 410                    |
| Refundable advances  | 1,325                  | 1,142                  |
| Deferred compensation plan liability (Note 11a)                                    | <u>176</u>             | <u>133</u>             |
| Total Liabilities  | <u>2,922</u>           | <u>3,633</u>           |
| Commitments (Notes 9 and 11)   |                        |                        |
| Net Assets   |                        |                        |
| Without Donor Restrictions (Note 3a)   |                        |                        |
| Operations   |                        |                        |
| Undesignated   | 1,287                  | 1,457                  |
| Board designated operating reserve   | 5,045                  | 4,875                  |
| Board designated for future periods and purposes                                   | <u>100</u>             | <u>200</u>             |
| Total Operations   | 6,432                  | 6,532                  |
| Board designated High Line Fund  | 44,419                 | 38,735                 |
| Campaign for the High Line   | <u>10,676</u>          | <u>10,643</u>          |
| Total Without Donor Restrictions   | <u>61,527</u>          | <u>55,910</u>          |
| With Donor Restrictions (Note 3b)  |                        |                        |
| Time and Purpose Restrictions  |                        |                        |
| Operations   | 9,365                  | 6,904                  |
| Campaign for the High Line   | <u>18,640</u>          | <u>19,616</u>          |
| Total Time and Purpose Restrictions  | 28,005                 | 26,520                 |
| Investment in perpetuity (Notes 3b and 8)  | <u>5,843</u>           | <u>5,843</u>           |
| Total With Donor Restrictions  | <u>33,848</u>          | <u>32,363</u>          |
| Total Net Assets   | <u>95,375</u>          | <u>88,273</u>          |
| <b>Total Liabilities and Net Assets</b>  | <u><u>\$98,297</u></u> | <u><u>\$91,906</u></u> |

See notes to financial statements.

## FRIENDS OF THE HIGH LINE, INC.

## STATEMENT OF ACTIVITIES

YEAR ENDED DECEMBER 31, 2019 WITH COMPARATIVE TOTALS FOR 2018

(Dollars in thousands)

|  | 2019                       |                                 |                            |                                  |                               |              |                          |                               |               | 2018          |
|--|----------------------------|---------------------------------|----------------------------|----------------------------------|-------------------------------|--------------|--------------------------|-------------------------------|---------------|---------------|
|  | Without Donor Restrictions |                                 |                            | With Donor Restrictions          |                               |              |                          |                               | Total         | Total         |
|  | Operations                 | Board Designated High Line Fund | Campaign for the High Line | Total Without Donor Restrictions | Time and Purpose Restrictions |              | Investment in Perpetuity | Total With Donor Restrictions |               |               |
|  |                            |                                 |                            | Operations                       | Campaign                      |              |                          |                               |               |               |
| <b>Changes in Net Assets</b>   |                            |                                 |                            |                                  |                               |              |                          |                               |               |               |
| Revenues and Other Support   |                            |                                 |                            |                                  |                               |              |                          |                               |               |               |
| Contributions (Notes 10c)  | \$ 4,077                   | \$ -                            | \$ -                       | \$ 4,077                         | \$ 4,130                      | \$ 554       | \$ -                     | \$ 4,684                      | \$ 8,761      | \$ 6,131      |
| Benefit income   | 4,764                      | -                               | -                          | 4,764                            | -                             | -            | -                        | -                             | 4,764         | 4,614         |
| Less: Direct benefit expense (Note 7)  | (1,275)                    | -                               | -                          | (1,275)                          | -                             | -            | -                        | -                             | (1,275)       | (1,226)       |
| Donated services (Note 7)  | 430                        | -                               | -                          | 430                              | -                             | -            | -                        | -                             | 430           | 365           |
| Investment income (loss) (Note 5)  | 235                        | 6,089                           | 333                        | 6,657                            | 1,154                         | -            | -                        | 1,154                         | 7,811         | (2,596)       |
| Sublicensing restaurant income (Note 9c)   | 709                        | -                               | -                          | 709                              | -                             | -            | -                        | -                             | 709           | 710           |
| Sublicensing concessions income  | 370                        | -                               | -                          | 370                              | -                             | -            | -                        | -                             | 370           | 328           |
| Facility and venue rentals   | 1,165                      | -                               | -                          | 1,165                            | -                             | -            | -                        | -                             | 1,165         | 513           |
| Merchandise sales, net of cost of goods sold<br>\$346 (2019) and \$355 (2018)        | 470                        | -                               | -                          | 470                              | -                             | -            | -                        | -                             | 470           | 386           |
| Repairs, maintenance and improvement funding<br>(Notes 9f and 9g)                    | 729                        | -                               | -                          | 729                              | -                             | -            | -                        | -                             | 729           | 535           |
| Other revenue  | 460                        | -                               | -                          | 460                              | -                             | -            | -                        | -                             | 460           | 877           |
|  | 12,134                     | 6,089                           | 333                        | 18,556                           | 5,284                         | 554          | -                        | 5,838                         | 24,394        | 10,637        |
| Net assets released from restrictions  |                            |                                 |                            |                                  |                               |              |                          |                               |               |               |
| Satisfaction of program and period restrictions<br>(\$3,426 in 2018)                 | 2,701                      | -                               | 1,530                      | 4,231                            | (2,701)                       | (1,530)      | -                        | (4,231)                       | -             | -             |
| Board designation of contribution to Operations (Note 3a)                            | 100                        | -                               | -                          | 100                              | -                             | -            | -                        | -                             | 100           | 100           |
| Appropriations for use in operations   | 527                        | (405)                           | -                          | 122                              | (122)                         | -            | -                        | (122)                         | -             | -             |
| <b>Total Revenues and Other Support</b>  | <b>15,462</b>              | <b>5,684</b>                    | <b>1,863</b>               | <b>23,009</b>                    | <b>2,461</b>                  | <b>(976)</b> | <b>-</b>                 | <b>1,485</b>                  | <b>24,494</b> | <b>10,737</b> |
| Expenses (Note 12)   |                            |                                 |                            |                                  |                               |              |                          |                               |               |               |
| Program Services   |                            |                                 |                            |                                  |                               |              |                          |                               |               |               |
| High Line planning and construction  | 183                        | -                               | 1,830                      | 2,013                            | -                             | -            | -                        | -                             | 2,013         | 3,785         |
| High Line operations   | 6,640                      | -                               | -                          | 6,640                            | -                             | -            | -                        | -                             | 6,640         | 6,592         |
| Programming and education  | 3,476                      | -                               | -                          | 3,476                            | -                             | -            | -                        | -                             | 3,476         | 3,703         |
| <b>Total Program Services</b>  | <b>10,299</b>              | <b>-</b>                        | <b>1,830</b>               | <b>12,129</b>                    | <b>-</b>                      | <b>-</b>     | <b>-</b>                 | <b>-</b>                      | <b>12,129</b> | <b>14,080</b> |
| Supporting Services  |                            |                                 |                            |                                  |                               |              |                          |                               |               |               |
| Management and general   | 2,452                      | -                               | -                          | 2,452                            | -                             | -            | -                        | -                             | 2,452         | 2,198         |
| Fundraising  | 2,711                      | -                               | -                          | 2,711                            | -                             | -            | -                        | -                             | 2,711         | 2,707         |
| <b>Total Supporting Services</b>   | <b>5,163</b>               | <b>-</b>                        | <b>-</b>                   | <b>5,163</b>                     | <b>-</b>                      | <b>-</b>     | <b>-</b>                 | <b>-</b>                      | <b>5,163</b>  | <b>4,905</b>  |
| <b>Total Expenses</b>  | <b>15,462</b>              | <b>-</b>                        | <b>1,830</b>               | <b>17,292</b>                    | <b>-</b>                      | <b>-</b>     | <b>-</b>                 | <b>-</b>                      | <b>17,292</b> | <b>18,985</b> |
| Increase (Decrease) in Net Assets Before<br>Non-Operating Activity (carried forward) | -                          | 5,684                           | 33                         | 5,717                            | 2,461                         | (976)        | -                        | 1,485                         | 7,202         | (8,248)       |

See notes to financial statements.

## FRIENDS OF THE HIGH LINE, INC.

## STATEMENT OF ACTIVITIES

YEAR ENDED DECEMBER 31, 2019 WITH COMPARATIVE TOTALS FOR 2018

(Dollars in thousands)

|   | 2019                       |                                 |                            |                                  | 2018                                     |                  |                          |                               |                 |                 |
|---|----------------------------|---------------------------------|----------------------------|----------------------------------|--|------------------|--------------------------|-------------------------------|-----------------|-----------------|
|   | Without Donor Restrictions |                                 |                            | With Donor Restrictions          |  |                  |                          |                               |                 |                 |
|   | Operations                 | Board Designated High Line Fund | Campaign for the High Line | Total Without Donor Restrictions | Time and Purpose Restrictions Operations | Campaign         | Investment in Perpetuity | Total With Donor Restrictions | Total           |                 |
| Increase (Decrease) in Net Assets Before Non-Operating Activity (brought forward) | \$ -                       | \$ 5,684                        | \$ 33                      | \$ 5,717                         | \$ 2,461                                 | \$ (976)         | \$ -                     | \$ 1,485                      | \$ 7,202        | \$(8,248)       |
| Non-Operating Activity  |                            |                                 |                            |                                  |  |                  |                          |                               |                 |                 |
| Fiscal sponsorship contributions (Note 9h)  | -                          | -                               | -                          | -                                | -  | -                | -                        | -                             | -               | 3,518           |
| Fiscal sponsorship disbursements (Note 9h)  | -                          | -                               | -                          | -                                | -  | -                | -                        | -                             | -               | (4,315)         |
| Board designation of contribution to Operations (Note 3a)                         | (100)                      | -                               | -                          | (100)                            | -  | -                | -                        | -                             | (100)           | (100)           |
| Increase (decrease) in net assets   | (100)                      | 5,684                           | 33                         | 5,617                            | 2,461                                    | (976)            | -                        | 1,485                         | 7,102           | (9,145)         |
| Net assets, beginning of year   | 6,532                      | 38,735                          | 10,643                     | 55,910                           | 6,904                                    | 19,616           | 5,843                    | 32,363                        | 88,273          | 97,418          |
| <b>Net Assets, End of Year</b>  | <u>\$ 6,432</u>            | <u>\$ 44,419</u>                | <u>\$ 10,676</u>           | <u>\$ 61,527</u>                 | <u>\$ 9,365</u>                          | <u>\$ 18,640</u> | <u>\$ 5,843</u>          | <u>\$ 33,848</u>              | <u>\$95,375</u> | <u>\$88,273</u> |

See notes to financial statements.

## FRIENDS OF THE HIGH LINE, INC.

## STATEMENT OF FUNCTIONAL EXPENSES

YEAR ENDED DECEMBER 31, 2019 WITH COMPARATIVE TOTALS FOR 2018

(Dollars in thousands)

|   | Program Services                          |                         |                              | Supporting Services       |                 | 2019              | 2018              |
|---|---|-------------------------|------------------------------|---------------------------|-----------------|-------------------|-------------------|
|   | High Line<br>Planning and<br>Construction | High Line<br>Operations | Programming<br>and Education | Management<br>and General | Fundraising     | Total<br>Expenses | Total<br>Expenses |
| Salaries, payroll taxes and employee benefits                         | \$ 671                                    | \$ 4,823                | \$ 1,532                     | \$ 1,722                  | \$ 1,816        | \$ 10,564         | \$ 11,196         |
| Professional fees and consulting                                      | 102                                       | 311                     | 323                          | 340                       | 334             | 1,410             | 1,130             |
| Legal fees (Note 7)   | 18  | 14                      | 7                            | 93                        | 14              | 146               | 215               |
| Audit and accounting fees   | -   | -                       | -                            | 46                        | -               | 46                | 52                |
| Contract labor, stipends and honoraria                                | -   | 34                      | 57                           | 1                         | 3               | 95                | 123               |
| High Line direct costs - construction, renovations<br>and maintenance | 1,174                                     | -                       | -                            | -                         | -               | 1,174             | 2,836             |
| Printing and publications   | 1   | 52                      | 72                           | 2                         | 146             | 273               | 268               |
| Postage and shipping  | 3   | 13                      | 11                           | 4                         | 19              | 50                | 85                |
| Repairs, maintenance and equipment rental                             | 2   | 435                     | 8                            | 4                         | 6               | 455               | 407               |
| Security  | -   | 315                     | 8                            | -                         | 23              | 346               | 324               |
| Other expenses  | 9   | 10                      | 19                           | 11                        | 25              | 74                | 72                |
| Occupancy   | 1   | 77                      | 31                           | 2                         | 17              | 128               | 98                |
| Art production  | -   | -                       | 990                          | -                         | -               | 990               | 555               |
| Supplies  | 16  | 280                     | 61                           | 29                        | 94              | 480               | 508               |
| Travel and meetings   | 5   | 18                      | 83                           | 10                        | 12              | 128               | 136               |
| Catering and other event expenses (Note 7)                            | 1   | -                       | 204                          | 48                        | 121             | 374               | 356               |
| Insurance   | 2   | 9                       | 18                           | 32                        | 6               | 67                | 60                |
| Telephone and internet  | 2   | 18                      | 10                           | 5                         | 6               | 41                | 93                |
| Licenses, permits and fees  | -   | 2                       | 12                           | 33                        | 7               | 54                | 34                |
| Credit card and other processing fees                                 | -   | 36                      | 1                            | 34                        | 32              | 103               | 120               |
| Staff development and certifications                                  | 1   | 10                      | 5                            | 24                        | 3               | 43                | 62                |
| Total expenses before depreciation and amortization                   | 2,008                                     | 6,457                   | 3,452                        | 2,440                     | 2,684           | 17,041            | 18,730            |
| Depreciation and amortization   | 5   | 183                     | 24                           | 12                        | 27              | 251               | 255               |
| Total Operating Expenses  | 2,013                                     | 6,640                   | 3,476                        | 2,452                     | 2,711           | 17,292            | 18,985            |
| Non-Operating Expenses:   |   |                         |                              |                           |                 |                   |                   |
| Fiscal sponsorship disbursements                                      | -   | -                       | -                            | -                         | -               | -                 | 4,315             |
| Total Expenses, 2019  | <u>\$ 2,013</u>                           | <u>\$ 6,640</u>         | <u>\$ 3,476</u>              | <u>\$ 2,452</u>           | <u>\$ 2,711</u> | <u>\$ 17,292</u>  |                   |
| Total Expenses, 2018  | <u>\$ 3,785</u>                           | <u>\$ 6,592</u>         | <u>\$ 8,018</u>              | <u>\$ 2,198</u>           | <u>\$ 2,707</u> |                   | <u>\$ 23,300</u>  |

See notes to financial statements.

## FRIENDS OF THE HIGH LINE, INC.

## STATEMENT OF CASH FLOWS

YEAR ENDED DECEMBER 31, 2019 WITH COMPARATIVE TOTALS FOR 2018

(Dollars in thousands)

|  | <u>2019</u>     | <u>2018</u>     |
|--|-----------------|-----------------|
| <b>Cash Flows From Operating Activities</b>  |                 |                 |
| Increase (decrease) in net assets  | \$ 7,102        | \$ (9,145)      |
| Adjustments to reconcile increase (decrease) in net assets to net cash used by operating activities: |                 |                 |
| Depreciation and amortization  | 251             | 255             |
| Realized gain on investments   | (186)           | (2,829)         |
| Unrealized (gain) loss on investments  | (6,284)         | 6,749           |
| (Increase) decrease in:  |                 |                 |
| Unconditional promises to give   | (1,228)         | 1,691           |
| Accounts receivable and other current assets   | 114             | (254)           |
| Inventory  | (2)             | 53              |
| Increase (decrease) in:  |                 |                 |
| Accounts payable and accrued expenses  | (529)           | 995             |
| Construction and renovation costs payable  | (408)           | (462)           |
| Refundable advances  | 183             | 911             |
| Deferred compensation plan liability   | 43              | 11              |
| Net Cash Used By Operating Activities  | <u>(944)</u>    | <u>(2,025)</u>  |
| <b>Cash Flows From Investing Activities</b>  |                 |                 |
| Purchase of investments  | (11,485)        | (32,072)        |
| Proceeds from sale of investments  | 13,258          | 31,048          |
| Purchase of property and equipment   | (512)           | (148)           |
| Net Cash Provided (Used) By Investing Activities   | <u>1,261</u>    | <u>(1,172)</u>  |
| Net increase (decrease) in cash and cash equivalents   | 317             | (3,197)         |
| Cash and cash equivalents, beginning of year   | <u>2,385</u>    | <u>5,582</u>    |
| <b>Cash and Cash Equivalents, End of Year</b>  | <u>\$ 2,702</u> | <u>\$ 2,385</u> |

See notes to financial statements.



**FRIENDS OF THE HIGH LINE, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019**  
**(Dollars in thousands)**

**Note 1 - Organization and Summary of Significant Accounting Policies**

a - Organization

Friends of the High Line, Inc. (the "Organization") is a non-profit conservancy responsible for maintaining an extraordinary public space on the High Line. The High Line is a 1.45-mile elevated freight rail line transformed into a public park on Manhattan's West Side. It is owned by The City of New York, and maintained and operated by Friends of the High Line under a license agreement (Note 9).

Founded in 1999 by community residents, Friends of the High Line worked to preserve and transform the structure, and now works with the New York City Department of Parks & Recreation in overseeing maintenance, operations, and public programming for the park. Friends of the High Line also works to raise private funds to support the park's annual operating budget.

b - Cash and Cash Equivalents

For purposes of the statement of cash flows, the Organization considers all highly liquid instruments, purchased with a maturity of three months or less, such as money market funds and short-term deposits, to be cash equivalents, except for amounts being managed within the investment account.

c - Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. Fair value is a market-based measurement, not an entity-based measurement. Generally accepted accounting principles establish a framework for measuring fair value which maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those the market participants would use in pricing the asset based on market data obtained from sources independent of the Organization. Unobservable inputs reflect the Organization's assumptions about the inputs market participants would use in pricing the asset, based on the best information available in the circumstances. Fair value measurements are categorized into three levels as follows:

- Level 1 Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Organization has the ability to access at the measurement date.
- Level 2 Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active.
- Level 3 Inputs that are unobservable.

**FRIENDS OF THE HIGH LINE, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019**  
**(Dollars in thousands)**

**Note 1 - Organization and Summary of Significant Accounting Policies (continued)**

c - Fair Value Measurements (continued)

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

d - Investments

The Organization reflects investments in marketable securities at fair value in the statement of financial position, except for certain limited partnerships and investment funds which are reported at cost. Interest, dividends, and gains and losses on investments are reflected in the statement of activities as increases and decreases in net assets without donor restrictions unless their use is restricted by explicit donor stipulations or by law. Gains and other investment income that are limited to specific uses by donor-imposed restrictions are reported as increases in net assets with donor restrictions if the restrictions are met in the same fiscal year in which the gains and other investment income are recognized.

Investments are measured at fair value on a recurring basis. Investments with fair values that are based on quoted market prices in active markets are classified within Level 1.

Investments that trade in markets that are not considered to be active, but are valued using other observable inputs are classified within Level 2.

Alternative investments, which do not have readily determinable fair values, are reported based upon the underlying net asset value per share or its equivalent, which is estimated at fair value by the fund manager or general partner in a manner consistent with accounting principles generally accepted in the United States for investment companies. The Organization reviews and evaluates the values provided by the fund managers and general partners and agrees with the valuation methods and assumptions used in determining the net asset values of these investments. These estimated fair values may differ significantly from the values that would have been used had a ready market for these investments existed.

The classification of investments in the fair value hierarchy is not necessarily an indication of the risks, liquidity, or degree of difficulty in estimating the fair value of each investment's underlying assets and liabilities.

**FRIENDS OF THE HIGH LINE, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019**  
**(Dollars in thousands)**

**Note 1 - Organization and Summary of Significant Accounting Policies (continued)**

e - Contributions and Unconditional Promises to Give

Contributions are recognized when the donor makes a promise to give to the Organization, that is, in substance, unconditional. Contributions that are restricted by the donor are reported as increases in net assets without donor restrictions if the restrictions expire in the fiscal year in which the contributions are recognized. All other donor-restricted contributions are reported as increases in net assets with donor restrictions. When a restriction is met, net assets with donor restrictions are reclassified to net assets without donor restrictions.

The Organization uses the allowance method to determine uncollectable promises to give. The allowance is based on prior years' experience and management's analysis of specific promises made.

f - Inventory

The Organization's inventory consists primarily of books and apparel and is stated at the lower of cost, as determined by the average cost method, or market.

g - Property and Equipment

Purchased property and equipment acquired are recorded at cost and are depreciated using the straight-line method over the estimated useful life of the related asset. Leasehold improvements are depreciated over the term of the lease. Expenditures paid for the maintenance of or improvements to the High Line are not capitalized due to the Organization's status as a non-owner licensee.

h - Financial Statement Presentation

The financial statements of the Organization have been prepared in accordance with U.S. generally accepted accounting principles, which require the Organization to report information regarding its financial position and activities according to the following net asset classifications:

Net Assets Without Donor Restrictions

Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the Organization. These net assets may be used at the discretion of the Organization's management and Board of Directors.

Net Assets With Donor Restrictions

Net assets subject to stipulations imposed by donors and grantors. Some donor restrictions are temporary in nature; those restrictions will be met by actions of the Organization or the passage of time. Other donor restrictions are perpetual in nature, whereby the donor has stipulated the funds be maintained in perpetuity.

**FRIENDS OF THE HIGH LINE, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019**  
**(Dollars in thousands)**

**Note 1 - Organization and Summary of Significant Accounting Policies (continued)**

- h - Financial Statement Presentation (continued)  
The Organization presents information related to its operations separately from information related to the Campaign for the High Line (the "Campaign"). Operations include the regular, recurring revenues and expenses from managing, maintaining, and providing programming on the High Line. The Campaign includes fundraising for direct costs related to the construction and renovation of the High Line.
- i - Estimates  
The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.
- j - Functional Allocation of Expenses  
The financial statements report certain categories of expenses that are attributable to more than one program or supporting function. Expenses are applied directly to programs where applicable or allocated on a reasonable and consistent basis. A substantial portion of the Organization's expenses are directly related to program services, which are made up of High Line planning and construction, High Line operations and Programming and Education. Certain other expenses are attributable to more than one program or supporting function, and require allocation on a reasonable basis. The expenses that are allocated include salaries, payroll taxes and benefits, which are allocated on the basis of estimates of employee time and effort, and repairs, maintenance, and equipment rental, depreciation, insurance and general office expenses, which are allocated on a square footage basis.
- k - Tax Status  
Friends of the High Line, Inc. is a not-for-profit corporation exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and has been designated as an organization which is not a private foundation.
- l - Subsequent Events  
The Organization has evaluated subsequent events through July 1, 2020, the date that the financial statements are considered available to be issued.
- m - Comparative Financial Information  
The financial statements include certain prior-year summarized comparative information. Such information should be read in conjunction with the Organization's financial statements for the year ended December 31, 2018 from which the summarized information was derived. For comparability, certain 2018 amounts have been reclassified, where appropriate, to conform to the financial statement presentation used in 2019.

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**Note 2 - Information Regarding Liquidity and Availability**

The Organization operates with a balanced budget for each fiscal year based on the revenues expected to be available to fund anticipated expenses. A substantial portion of general expenditures during a given year are funded with contributions, benefit income, and other revenue earned during the year. The Organization considers general expenditures to consist of all expenses related to its ongoing program services, and the expenses related to general, administrative and fundraising activities undertaken to support those services.

The Organization regularly monitors liquidity to meet its operating needs and other commitments and obligations, while seeking to maximize the investment of its available funds. Management prepares regular cash flow projections to determine liquidity needs and to maintain liquid financial assets on an ongoing basis sufficient to cover 90 days of general expenditures.

The Organization's financial assets as of December 31, and those available within one year to meet cash needs for general expenditures are summarized as follows:

|   | <u>2019</u>     | <u>2018</u>     |
|---|-----------------|-----------------|
| Financial Assets at Year End:   |                 |                 |
| Cash and cash equivalents   | \$ 2,702        | \$ 2,385        |
| Unconditional promises to give  | 24,852          | 23,624          |
| Accounts receivable   | 154             | 97              |
| Investments   | <u>69,478</u>   | <u>64,781</u>   |
| Total Financial Assets  | 97,186          | 90,887          |
| Less: Amounts not Available to be Used within One Year:   |                 |                 |
| Financial assets for the Campaign for the High Line   | (30,264)        | (31,832)        |
| Net assets with donor restrictions subject to expenditure for specific purposes or passage of time                                | (7,932)         | (6,502)         |
| Plus: Net assets with donor restrictions expected to be met in less than one year   | 1,915           | 2,170           |
| Net assets with donor restrictions for endowment, subject to spending policy and appropriation                                    | (7,276)         | (6,244)         |
| Net assets without donor restrictions, subject to spending policy, appropriation and board approval for use of operating reserves | (47,419)        | (41,735)        |
| Plus: Amounts appropriated for use within one year  | <u>1,765</u>    | <u>1,602</u>    |
| Financial Assets Available to Meet General Expenditures within One Year   | <u>\$ 7,975</u> | <u>\$ 8,346</u> |

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**Note 2 - Information Regarding Liquidity and Availability (continued)**

The Organization maintains an operating reserve with a minimum balance requirement of \$3,000. These amounts could be made available to meet cash needs for general expenditures at the discretion of the Board of Directors.

**Note 3 - Net Assets**

a - Net Assets Without Donor Restrictions

Board Designated Operating Reserve

The Organization maintains an operating reserve with a minimum balance requirement of \$3,000. At December 31, 2019, the balance of the reserve totaled \$5,045.

Board Designated for Future Periods and Purposes

In 2015, the Organization received a \$5,000 gift from the estate of a donor. The Organization's Board designated \$4,400 of the funds received towards the Campaign for the High Line and \$600 towards future operating periods and purposes. As of December 31, 2019, \$100 remains designated towards future operating periods.

Board Designated High Line Fund

In 2011, the Organization established the Board Designated High Line Fund to sustain the park's long-term maintenance and operations. For 2019, \$405 was appropriated to operations pursuant to the Organization's spending policy (Note 8). At December 31, 2019, the balance of this Fund was \$44,419.

Campaign for the High Line

Campaign for the High Line net assets include unrestricted funds raised through a campaign to provide for the direct costs related to the construction and renovation of the High Line, and to establish board designated endowment funds to support the ongoing operations and maintenance of the High Line. After more than thirteen years, the Campaign for the High Line was closed in February 2016.

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**Note 3 - Net Assets (continued)**

b - Net Assets With Donor Restrictions

Net assets with donor restrictions are restricted for the following future periods and programs:

|  | <u>2019</u>     | <u>2018</u>     |
|--|-----------------|-----------------|
| Campaign   |                 |                 |
| Unconditional promises to give restricted to<br>future periods   | \$31,113        | \$32,642        |
| Allowance for uncollectible amounts  | (5,000)         | (5,000)         |
| Less: Discount to present value  | <u>(7,473)</u>  | <u>(8,026)</u>  |
| Subtotal - Campaign  | <u>18,640</u>   | <u>19,616</u>   |
| Operations   |                 |                 |
| Future periods   | 4,071           | 3,929           |
| Education and other programs   | 1,296           | 1,404           |
| Art program  | 1,257           | 1,180           |
| Maintenance and operations   | 1,500           | 725             |
| High Line Network  | 149             | 708             |
| Horticulture   | 1,018           | 124             |
| Vision Fund  | 240             | -               |
| Community outreach and development   | <u>100</u>      | <u>100</u>      |
|  | 9,631           | 8,170           |
| Accumulated investment earnings - endowment<br>funds with donor restrictions   | 1,433           | 403             |
| Allowance for uncollectible amounts  | (90)            | (90)            |
| Less: Discount to present value  | <u>(1,609)</u>  | <u>(1,579)</u>  |
| Subtotal - Operations  | <u>9,365</u>    | <u>6,904</u>    |
| Endowment for Sustainability - to support the operations<br>of the High Line including, but not limited to, horticulture,<br>maintenance, visitor services, public programs, public art<br>commissions, and school and youth programs. | 1,898           | 1,898           |
| Horticultural and Stewardship Fund - to support the<br>horticultural care and general maintenance of the public<br>park on the High Line.  | 2,500           | 2,500           |
| Public Programs Fund - to support public programs on the<br>park, including the High Line teen job program, school<br>field trips and public art projects.   | <u>1,445</u>    | <u>1,445</u>    |
| Subtotal - Investment in Perpetuity  | <u>5,843</u>    | <u>5,843</u>    |
|  | <u>\$33,848</u> | <u>\$32,363</u> |

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**Note 4 - Unconditional Promises to Give**

Unconditional promises to give are expected to be collected as follows:

|                                     | <b>2019</b>              |                        |                     |
|-------------------------------------|--------------------------|------------------------|---------------------|
|                                     | <b><u>Operations</u></b> | <b><u>Campaign</u></b> | <b><u>Total</u></b> |
| Due in less than one year           | \$3,134                  | \$ 5,450               | \$ 8,584            |
| Due in one to five years            | 1,793                    | 13,724                 | 15,517              |
| Due in six to forty years           | <u>2,984</u>             | <u>11,939</u>          | <u>14,923</u>       |
|                                     | 7,911                    | 31,113                 | 39,024              |
| Less: Discount to net present value | (1,609)                  | (7,473)                | (9,082)             |
| Less: Valuation allowance           | <u>(90)</u>              | <u>(5,000)</u>         | <u>(5,090)</u>      |
|                                     | <u>\$6,212</u>           | <u>\$18,640</u>        | <u>\$24,852</u>     |
|                                     |                          |                        |                     |
|                                     | <b>2018</b>              |                        |                     |
|                                     | <b><u>Operations</u></b> | <b><u>Campaign</u></b> | <b><u>Total</u></b> |
| Due in less than one year           | \$2,223                  | \$ 6,530               | \$ 8,753            |
| Due in one to five years            | 409                      | 13,932                 | 14,341              |
| Due in six to forty-one years       | <u>3,045</u>             | <u>12,180</u>          | <u>15,225</u>       |
|                                     | 5,677                    | 32,642                 | 38,319              |
| Less: Discount to net present value | (1,579)                  | (8,026)                | (9,605)             |
| Less: Valuation allowance           | <u>(90)</u>              | <u>(5,000)</u>         | <u>(5,090)</u>      |
|                                     | <u>\$4,008</u>           | <u>\$19,616</u>        | <u>\$23,624</u>     |

Unconditional promises to give due after one year are reflected at present value of estimated future cash flows using a discount rate of 3%.



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**Note 5 - Investments**

The following summarizes investments at December 31:

|   | 2019            |                 | 2018            |                 |
|---|-----------------|-----------------|-----------------|-----------------|
|   | Cost            | Fair Value      | Cost            | Fair Value      |
| Money market funds and cash held for investment | \$ 2,387        | \$ 2,387        | \$ 1,679        | \$ 1,679        |
| Mutual Funds and Exchange Traded Funds:         |                 |                 |                 |                 |
| Equity funds                                    | 21,301          | 24,099          | 22,715          | 21,163          |
| Fixed income funds                              | 24,401          | 24,624          | 25,154          | 24,895          |
| Real estate fund                                | 1,395           | 1,365           | 2,265           | 1,998           |
| Diversified strategies-balanced funds           | 5,172           | 5,406           | 5,220           | 4,808           |
| Corporate bonds                                 | 2,783           | 2,796           | 2,711           | 2,724           |
| Mortgage backed securities                      | 634             | 634             | 642             | 614             |
| Alternative Investments:                        |                 |                 |                 |                 |
| Hedge funds                                     | 4,525           | 4,989           | 3,726           | 3,929           |
| Private equity funds                            | <u>1,694</u>    | <u>3,178</u>    | <u>1,788</u>    | <u>2,971</u>    |
|   | <u>\$64,292</u> | <u>\$69,478</u> | <u>\$65,900</u> | <u>\$64,781</u> |

The following summarizes investments at December 31, by the levels within the fair value hierarchy used to measure their respective fair values:

|   | 2019            |  |  |  |
|---|-----------------|--|--|--|
|   | Fair Value      | Level 1<br>(Quoted Prices<br>In Active<br>Markets for<br>Identical Assets) | Level 2<br>(Quoted<br>Reasonably<br>Available<br>Observable<br>Inputs) | Level 3<br>(Significant<br>Unobservable<br>Inputs) |
| Money market funds and cash held for investment     | \$ 2,387        | \$ 2,387   | \$ -   | \$ -   |
| Mutual Funds and Exchange Traded Funds:             |                 |  |  |  |
| Equity funds  | 24,099          | 24,099   | -  | -  |
| Fixed income funds                                  | 24,624          | 24,624   | -  | -  |
| Real estate fund                                    | 1,365           | 1,365  | -  | -  |
| Diversified strategies-balanced funds               | 5,406           | 5,406  | -  | -  |
| Corporate bonds                                     | 2,796           | -  | 2,796  | -  |
| Mortgage backed securities                          | 634             | -  | 634  | -  |
|   | <u>61,311</u>   | <u>\$57,881</u>  | <u>\$ 3,430</u>  | <u>\$ -</u>  |
| Alternative investments measured at net asset value | <u>8,167</u>    |  |  |  |
|   | <u>\$69,478</u> |  |  |  |

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**Note 5 - Investments (continued)**

|  | <b>2018</b>       |   |  |  |
|--|-------------------|---|--|--|
|  | <u>Fair Value</u> | <u>Level 1<br/>(Quoted Prices<br/>In Active<br/>Markets for<br/>Identical Assets)</u> | <u>Level 2<br/>(Quoted<br/>Reasonably<br/>Available<br/>Observable<br/>Inputs)</u> | <u>Level 3<br/>(Significant<br/>Unobservable<br/>Inputs)</u> |
| Money market funds and cash held<br>for investment     | \$ 1,679          | \$ 1,679  | \$ -   | \$ -   |
| Mutual Funds and Exchange Traded Funds:                |                   |   |  |  |
| Equity funds   | 21,163            | 21,163  | -  | -  |
| Fixed income funds                                     | 24,895            | 24,895  | -  | -  |
| Real estate fund                                       | 1,998             | 1,998   | -  | -  |
| Diversified strategies-balanced funds                  | 4,808             | 4,808   | -  | -  |
| Corporate bonds  | 2,724             | -   | 2,724  | -  |
| Mortgage backed securities                             | 614               | -   | 614  | -  |
|  | <u>57,881</u>     | <u>\$54,543</u>   | <u>\$ 3,338</u>  | <u>\$ -</u>  |
| Alternative investments measured at net<br>asset value | <u>6,900</u>      |   |  |  |
|  | <u>\$64,781</u>   |   |  |  |

Net investment income for 2019 and 2018 is summarized as follows:

|                                       | <u>2019</u>    | <u>2018</u>      |
|---------------------------------------|----------------|------------------|
| Interest and dividends                | \$1,502        | \$ 1,469         |
| Realized gain on sale of investments  | 186            | 2,829            |
| Unrealized gain (loss) on investments | 6,284          | (6,749)          |
| Investment management fees            | <u>(161)</u>   | <u>(145)</u>     |
| Net Investment Income (Loss)          | <u>\$7,811</u> | <u>\$(2,596)</u> |

**FRIENDS OF THE HIGH LINE, INC.**  
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**Note 5 - Investments (continued)**

The investments included in the Organization's investment portfolio, valued using the net asset value, are redeemable based on the following terms and conditions as of December 31, 2019:

|  |                |
|--|----------------|
| Hedge Funds  |                |
| Maturity with 7 days' notice   | \$ 533         |
| Maturity with 65 days' notice  | 888            |
| Maturity with 75 days' notice  | 878            |
| Quarterly with 35 - 95 days' notice  | 2,131          |
| Annual with 95 days' notice  | 558            |
| Redeemed in 2018, proceeds expected in 2020                                    | <u>1</u>       |
|  | 4,989          |
| Private Equity Funds   |                |
| No opportunity for redemption, distributions only<br>made at fund's discretion | <u>3,178</u>   |
|  | <u>\$8,167</u> |

The following are descriptions of the investment strategies of these investments:

*Hedge Funds*

These funds invest in equity, fixed income, and derivative investments and vary their investment strategies in response to changing market opportunities.

*Private Equity Funds*

These funds employ buyout and venture capital strategies, with a particular focus on purchase, improvement and development of companies not traded on a stock exchange.

Based on information provided by the investment fund managers, management expects that the investment horizon of the nonredeemable private equity funds will be ten years or more.

At December 31, 2019, the Organization had outstanding commitments to invest in private equity funds in the amount of \$1,519.

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**Note 6 - Property and Equipment**

Property and equipment consist of the following at December 31:

|                                   | <u>Life</u> | <u>2019</u>    | <u>2018</u>   |
|-----------------------------------|-------------|----------------|---------------|
| Computer equipment                | 3-5 years   | \$ 62          | \$ 62         |
| Equipment and furniture           | 3-7 years   | 551            | 551           |
| Website                           | 3-5 years   | 115            | 115           |
| Software                          | 3 years     | 195            | 195           |
| High Line machinery and equipment | 5-10 years  | <u>955</u>     | <u>443</u>    |
|                                   |             | 1,878          | 1,366         |
| Less: Accumulated depreciation    |             | <u>(1,168)</u> | <u>(917)</u>  |
|                                   |             | <u>\$ 710</u>  | <u>\$ 449</u> |

Depreciation expense for the years ended December 31, 2019 and 2018 was \$251 and \$255, respectively.

**Note 7 - Donated Services**

The Organization received the following donated services and materials:

|   | <u>2019</u>  | <u>2018</u>  |
|---|--------------|--------------|
| Direct benefit and other event expenses | \$187        | \$175        |
| Communications services                 | 166          | -            |
| Legal fees                              | <u>77</u>    | <u>190</u>   |
|   | <u>\$430</u> | <u>\$365</u> |

**Note 8 - Endowment Funds**

The Organization's endowment consists of the donor-restricted funds described in Note 3b and the Board Designated High Line Fund. As required by generally accepted accounting principles, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

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**Note 8 - Endowment Funds (continued)**

Consistent with New York State Not-for-Profit Corporation Law and the New York Prudent Management of Institutional Funds Act ("NYPMIFA"), the Organization classifies as net assets with donor restrictions, perpetual in nature (a) the original value of gifts donated to the endowment, (b) the original value of subsequent gifts to the endowment, and (c) accumulations to the endowment made in accordance with the direction of any applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the endowment funds with donor restrictions that is not classified as perpetual in nature is classified as net assets with donor restrictions, subject to spending policy and appropriation, until those amounts are appropriated for expenditure by the Organization.

In making a determination to appropriate or accumulate donor-restricted endowment funds, the Organization considers the factors contained within NYPMIFA.

Balances in endowment funds for the years ended December 31, 2019 and 2018 are summarized as follows:

|                            | <b>2019</b>                       |                                   |                      |                 |
|----------------------------|-----------------------------------|-----------------------------------|----------------------|-----------------|
|                            | <b>Without Donor Restrictions</b> | <b>With Donor Restrictions</b>    |                      | <b>Total</b>    |
|                            | <b>Investment</b>                 | <b>Investment</b>                 |                      |                 |
|                            | <b>Amount</b>                     | <b>Income Above Original Gift</b> | <b>in Perpetuity</b> |                 |
|                            | <b>Restrictions</b>               | <b>Amount</b>                     | <b>in Perpetuity</b> | <b>Total</b>    |
| Board designated endowment | \$44,419                          | \$ -                              | \$ -                 | \$44,419        |
| Donor-restricted endowment | <u>-</u>                          | <u>1,433</u>                      | <u>5,843</u>         | <u>7,276</u>    |
| Total Endowment Funds      | <u>\$44,419</u>                   | <u>\$1,433</u>                    | <u>\$5,843</u>       | <u>\$51,695</u> |

|                            | <b>2018</b>                       |                                   |                      |                 |
|----------------------------|-----------------------------------|-----------------------------------|----------------------|-----------------|
|                            | <b>Without Donor Restrictions</b> | <b>With Donor Restrictions</b>    |                      | <b>Total</b>    |
|                            | <b>Investment</b>                 | <b>Investment</b>                 |                      |                 |
|                            | <b>Amount</b>                     | <b>Income Above Original Gift</b> | <b>in Perpetuity</b> |                 |
|                            | <b>Restrictions</b>               | <b>Amount</b>                     | <b>in Perpetuity</b> | <b>Total</b>    |
| Board designated endowment | \$38,735                          | \$ -                              | \$ -                 | \$38,735        |
| Donor-restricted endowment | <u>-</u>                          | <u>403</u>                        | <u>5,843</u>         | <u>6,246</u>    |
| Total Endowment Funds      | <u>\$38,735</u>                   | <u>\$ 403</u>                     | <u>\$5,843</u>       | <u>\$44,981</u> |

**FRIENDS OF THE HIGH LINE, INC.**  
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**Note 8 - Endowment Funds (continued)**

The investment income above original gift amount indicated above includes cash of \$278 at December 31, 2019.

Changes in endowment funds for the years ended December 31, 2019 and 2018 are summarized as follows:

|                                    | <b>2019</b>                       |   |                                 | <b>Total</b>    |
|------------------------------------|-----------------------------------|---|---------------------------------|-----------------|
|                                    | <b>Without Donor Restrictions</b> | <b>Investment Income Above Original Gift Amount</b> | <b>Investment in Perpetuity</b> |                 |
| Endowment funds, beginning of year | \$38,735                          | \$ 403  | \$5,843                         | \$44,981        |
| Net investment income              | 6,089                             | 1,152   | -                               | 7,241           |
| Transfer to fund operations        | (405)                             | (122)   | -                               | (527)           |
| Endowment Funds, End of Year       | <u>\$44,419</u>                   | <u>\$1,433</u>                                      | <u>\$5,843</u>                  | <u>\$51,695</u> |
|                                    | <b>2018</b>                       |   |                                 |                 |
|                                    | <b>Without Donor Restrictions</b> | <b>Investment Income Above Original Gift Amount</b> | <b>Investment in Perpetuity</b> | <b>Total</b>    |
| Endowment funds, beginning of year | \$42,370                          | \$ 1,017  | \$5,781                         | \$49,168        |
| Net investment income              | (2,536)                           | (402)   | -                               | (2,938)         |
| Transfer to fund endowment         | -                                 | -   | 62                              | 62              |
| Transfer to fund operations        | (1,099)                           | (212)   | -                               | (1,311)         |
| Endowment Funds, End of Year       | <u>\$38,735</u>                   | <u>\$ 403</u>                                       | <u>\$5,843</u>                  | <u>\$44,981</u> |

Endowment assets include board-designated funds raised through the Campaign for the High Line and donor-restricted funds that the Organization must hold in perpetuity. Under its endowment investment policy, as approved by the Organization's Finance Committee, endowment assets are invested in a manner that is intended to achieve a favorable long-term portfolio-wide target rate of return of 5% in real terms by taking a balanced approach to investing, while limiting significant exposure to risk. The Organization's investment objectives are to safeguard its assets and preserve the real purchasing power of its assets while earning investment returns that are commensurate with its risk tolerance and sufficient to meet its operational requirements.

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**Note 8 - Endowment Funds (continued)**

The investment instruments that will be utilized to achieve the Organization's investments strategy are a conservatively-managed mix of money market instruments, bonds, stocks, and alternative investments including, but not limited to, commodities, currencies, hedge funds, direct real estate, and private equity funds. In order to preserve its purchasing power the Organization aims to seek returns on its investments that are in excess of the rate of inflation, taking into consideration its spending policy. It seeks to achieve growth in its assets in excess of inflation by emphasizing long-term investment fundamentals in structuring its investments. It also seeks to control risk and reduce the volatility in its portfolio through diversification.

The Organization's spending policy is consistent with its investment objective of achieving real growth on its long-term assets. In order to achieve such long-term growth, the market value used for the Organization's spending policy shall be based on the moving twelve quarter average ending market value of its long-term investments, through the third quarter of the prior fiscal year. The spending rate for the Board Designated High Line Fund shall be set at 4% of such market value or, if less, an amount needed to break even where revenues do not exceed expenses. For donor-restricted funds, the spending rate for a fiscal year shall be determined annually by the Board of Directors based on market performance of the endowments and the Organization's needs for funding of operations supported by the endowments.

**Note 9 - Agreements and Campaign Commitments**

a - The Organization manages and maintains the High Line under the terms of a license agreement with the New York City ("City") Department of Parks and Recreation ("Parks") that expires on February 23, 2021, unless terminated sooner by Parks, and may be renewed at the discretion of Parks for two successive five year periods. The license agreement also provides for the use and occupancy of a newly constructed maintenance and operations facility, which the Organization moved its staff into in January 2014. The facility is owned by The City of New York, which provides occupancy to the Organization at no cost. The LEED building is situated adjacent to the southern end of the park and is designed to have direct access to the High Line, and to allow access to public restrooms and an elevator, as well as vehicular access for maintenance vehicles. The building includes a number of public functions, including a public elevator, restrooms, and a meeting room that can be used for public programs.

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**Note 9 - Agreements and Campaign Commitments (continued)**

a - (continued)

The Organization is responsible for maintaining and repairing the High Line by raising funds from private sources to support more than 98% of the public park's annual budget for staffing and day-to-day maintenance and operations, and for conducting public programming and outreach to cultivate a community around the park. The City of New York is responsible for maintaining the steel and concrete bridge structure, for any repairs arising from structural defects or from defects in construction of the High Line, and for providing utilities for the High Line. In 2015, the Organization was responsible for 40% of the cost of security staff. As of 2016, the Organization is responsible for the full cost of approximately \$300 per annum.

Beginning January 2014, and for the term of the agreement, the Organization must spend annually a minimum of \$4,000 (the "Base Amount") with respect to maintenance, repairs, programming, landscaping, and the renovation and rehabilitation of the facilities on the High Line. Beginning in 2018, the Base Amount will increase annually by the greater of 2.5% or the change in the Consumer Price Index ("CPI") from the previous twelve-month period ending October 31, up to a maximum of 4%.

The Organization is required to account for separately all revenues derived from activities on the High Line, including horticulture, education, athletic, maintenance, recreation, tours, food, products, programs and concerts, which are required to be expended solely for operating, managing, maintaining and improving the High Line. As more fully described in the agreement, the Organization is also subject to various reporting and other requirements.

b - In December 2013, the Organization amended its February 2011 license agreement with Parks for the operation and maintenance of food and beverage concessions at High Line locations. The license agreement has a ten-year term, renewable for a subsequent ten-year term, and provides for earlier termination in the event of termination of the license agreement for the maintenance and operation of the High Line (Note 9a). Under the agreement, the Organization is permitted to operate cafes or other food service establishments, and to enter into sublicense agreements for their operation under a transparent competition process. The agreement also permits the Organization to hold or license a limited number of special events on the High Line. Should annual revenues derived from food and beverage concessions, the sale of merchandise, and special events exceed High Line operation and maintenance costs, such excess revenue shall be paid to the City to fund its operation and maintenance obligations.

No amounts were due to the City in 2019 or 2018, per the terms of the amended agreement.



**FRIENDS OF THE HIGH LINE, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019**  
**(Dollars in thousands)**

**Note 9 - Agreements and Campaign Commitments (continued)**

- c - Under its concession agreement with Parks (Note 9b), the Organization was responsible for the costs of constructing the core and shell of a restaurant at Gansevoort Plaza. Construction was completed in 2014, with costs totaling \$3,900.

The Organization entered into a sublicense agreement with a company (the "Operator") to fit out, furnish, operate, maintain and manage the restaurant and outdoor seating area. The sublicense term is for ten years, which commenced in December 2014, and has a renewal option for an additional five year period. The agreement provides for an annual sublicense fee, based on a percentage of the Operator's gross receipts, subject to a fixed dollar minimum of \$500, increased annually by 3%. The restaurant opened to the public in January of 2015.

- d - Capital funding allocations and commitments of approximately \$112,200 from the City of New York, \$20,700 from Federal sources, \$200 from New York State, and \$6,889 from private developer contributions, totaling \$139,989, have been made towards the total estimated project cost of Sections 1 and 2 of \$153,000. These amounts are not included in the Organization's net assets because they directly funded the construction costs and are not the Organization's assets.
- e - The total cost of Phases 1 and 2 of the construction of Section 3 of the High Line is estimated to be \$65,000 - \$70,000. Friends of the High Line has committed \$30,000 in funding from private philanthropic contributions as part of its Campaign for the High Line towards this construction. The City of New York has dedicated a total of \$11,000 in funding. As part of the development of Hudson Yards, Related Companies and Oxford Properties Group contributed \$29,200 in funding toward the construction of the High Line at the Rail Yards, as well as additional funding for the park's ongoing maintenance. The amounts from the City and the Related Companies amounts are not included in the Organization's net assets because they directly fund the construction costs which are not the Organization's assets. Phase 1 was completed in 2014. Phase 2 was completed in June 2019. The total approximate cost of Phases 1 and 2 was \$68,000.
- f - As outlined in the City's 2011 rezoning of the Eastern Rail Yards, the developer of the Hudson Yards is required to make an annual payment to the City for the ordinary maintenance and repair of the High Line along 30th Street between 10th and 11th Avenue. In December of 2015, the City, acting through Parks, entered into an agreement with the developer of the Hudson Yards that allows the payment to be made directly to Friends of the High Line, the Organization maintaining and operating the High Line. During the years ended December 31, 2019 and 2018, the Organization recognized revenue of \$729 and \$535, respectively.

**FRIENDS OF THE HIGH LINE, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
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**(Dollars in thousands)**

**Note 9 - Agreements and Campaign Commitments (continued)**

- g - As outlined in the City's Special West Chelsea Zoning Resolution, developers with lots under the High Line between West 15th Street and 19th Streets can purchase additional floor area for their development from the City. Additionally, lots near the High Line between 19th Street and 30th Street may purchase additional floor area from the City to be transferred to a development site nearby. These funds are placed into an escrow account maintained by the City, and can be used solely for improvements to the High Line at the discretion of the Chairperson of the City Planning Commission. As of December 31, 2019, developers from several neighboring projects have contributed approximately \$17,000 into the account. As of December 31, 2019, the City and the Organization have incurred expenses of \$2,252 and \$1,287, respectively.
- h - In August 2016, the Organization entered into a fiscal sponsorship agreement for a program that took place on the High Line in October 2018. To defray the administrative cost of acting as fiscal sponsor, the Organization assesses a fee of 3% - 5% on each sponsorship gift received. Contributions that the grantee has yet to request disbursement for are recorded as net assets with donor restrictions by the Organization.

**Note 10 - Concentrations**

- a - The Organization maintains its cash and cash equivalents at one financial institution located in New York, New York.
- b - At December 31, 2019 and 2018, approximately 80% and 81%, respectively, of unconditional promises to give represent amounts due from two donors.
- c - For the years ended December 31, 2019 and 2018, approximately 34% and 16% of contributions represent amounts received from two donors and one donor, respectively.

**Note 11 - Commitments**

- a - During 2012, the Organization established a deferred compensation plan (under Section 457(b) of the Internal Revenue Code) for certain eligible employees. The assets of this plan remain the property of the Organization until distributed to the employee or their beneficiary at retirement or severance from employment. Total employer contributions under this plan for each of the years ended December 31, 2019 and 2018 was \$18. As of December 31, assets of \$176 (2019) and \$133 (2018) are included in the Organization's investments, and a liability in the same amount is included in the accompanying statement of financial position.

**FRIENDS OF THE HIGH LINE, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
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**Note 11 - Commitments (continued)**

- b - The Organization maintains a 403(b) defined contribution pension plan for all eligible employees, who may elect to make voluntary contributions. In 2019, the Organization made a discretionary contribution equal to three percent of annual base compensation for those employees qualified under the plan. Total employer contributions under the plan for the years ended December 31, 2019 and 2018 were \$150 and \$169, respectively.
- c - The Organization entered into an employment contract with an officer which provides for annual base salary and incentive compensation through June 2020. In the event the Organization terminates employment without cause, severance compensation would be due in an amount of up to one year salary.
- d - The Organization is involved in various claims and legal actions arising in the ordinary course of business. Management believes that the ultimate disposition of these matters will not have a material adverse effect on the Organization's financial condition. The City and Parks have agreed to indemnify and hold harmless the Organization from and against any and all liabilities, obligations, damages and expenses arising from maintenance obligations and other activities conducted on the High Line or the maintenance and operations facility.

**Note 12 - Related Party Transaction**

During the years ended December 31, 2019 and 2018, the Organization paid \$155 and \$127, respectively, to a company owned by a Board member for rentals and expenses related to special events.

**Note 13 - Subsequent Event**

In March 2020, the United States declared the global pandemic novel coronavirus COVID-19 outbreak a national emergency. As a result, the Organization has suspended some of its program activities at the direction of state and local governmental authorities. While management is currently evaluating the potential impact that the resulting economic uncertainties may have on the Organization, it believes that its current financial assets are sufficient to support the Organization's operations on an ongoing basis. In April 2020, the Organization received a \$1,500 Paycheck Protection Program loan having an interest rate of 1% and a maturity of 2 years. The loan and any accrued interest can be forgiven in its entirety if applied towards applicable payroll and occupancy costs, as indicated by the Coronavirus Aid, Relief, and Economic Security Act.