

FRIENDS OF THE HIGH LINE, INC.

FINANCIAL STATEMENTS

DECEMBER 31, 2018



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, 2018, 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, 2018, 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 2017 financial statements, and our report dated April 26, 2018, 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, 2017, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Lotz + Carr, LLP

New York, New York
April 26, 2019

FRIENDS OF THE HIGH LINE, INC.

STATEMENT OF FINANCIAL POSITION

DECEMBER 31, 2018 WITH COMPARATIVE TOTALS FOR 2017

(Dollars in thousands)

	<u>2018</u>	<u>2017</u>
Assets		
Cash and cash equivalents (Notes 1b and 10a)	\$ 2,385	\$ 5,582
Unconditional promises to give (Notes 1e, 4 and 10b)	23,624	25,315
Accounts receivable and other current assets	506	252
Inventory (Note 1f)	161	214
Investments (Notes 1c, 1d and 5)		
Operations	7,946	5,361
Endowments (Note 8)	44,981	49,168
Campaign for the High Line	11,854	13,148
Property and equipment, at cost (net of accumulated depreciation) (Notes 1g and 6)	<u>449</u>	<u>556</u>
Total Assets	<u><u>\$91,906</u></u>	<u><u>\$99,596</u></u>
Liabilities and Net Assets		
Liabilities		
Accounts payable and accrued expenses	\$ 1,948	\$ 953
Construction and renovation costs payable	410	872
Refundable advances	1,142	231
Deferred compensation plan liability (Note 11a)	<u>133</u>	<u>122</u>
Total Liabilities	<u>3,633</u>	<u>2,178</u>
Commitments (Notes 9 and 11)		
Net Assets		
Without Donor Restrictions (Note 3a)		
Operations		
Undesignated	1,457	1,522
Board designated operating reserve	4,875	4,810
Board designated for future periods and purposes	<u>200</u>	<u>300</u>
Total Operations	<u>6,532</u>	<u>6,632</u>
Board designated High Line Fund	38,735	42,370
Campaign for the High Line	<u>10,643</u>	<u>13,230</u>
Total Without Donor Restrictions	<u>55,910</u>	<u>62,232</u>
With Donor Restrictions (Note 3b)		
Time and Purpose Restrictions		
Operations	6,904	9,818
Campaign for the High Line	<u>19,616</u>	<u>19,525</u>
Total Time and Purpose Restrictions	<u>26,520</u>	<u>29,343</u>
Investment in perpetuity (Notes 3b and 8)	<u>5,843</u>	<u>5,843</u>
Total With Donor Restrictions	<u>32,363</u>	<u>35,186</u>
Total Net Assets	<u>88,273</u>	<u>97,418</u>
Total Liabilities and Net Assets	<u><u>\$91,906</u></u>	<u><u>\$99,596</u></u>

See notes to financial statements.

FRIENDS OF THE HIGH LINE, INC.

STATEMENT OF ACTIVITIES

YEAR ENDED DECEMBER 31, 2018 WITH COMPARATIVE TOTALS FOR 2017

(Dollars in thousands)

	2018				2017					
	Without Donor Restrictions				With Donor Restrictions					
		Board Designated High Line Fund	Campaign for the High Line		Time and Purpose Restrictions		Investment in Perpetuity			
	Operations			Total	Operations	Campaign		Total	Total	Total
Changes in Net Assets										
Revenues and Other Support										
Contributions (Note 10c)	\$ 3,598	\$ -	\$ -	\$ 3,598	\$ 1,923	\$ 610	\$ -	\$ 2,533	\$ 6,131	\$10,398
Benefit income	4,614	-	-	4,614	-	-	-	-	4,614	4,827
Less: Direct benefit expense (Note 7)	(1,226)	-	-	(1,226)	-	-	-	-	(1,226)	(1,041)
Donated services (Note 7)	365	-	-	365	-	-	-	-	365	370
Investment income (loss) (Note 5)	101	(2,536)	241	(2,194)	(402)	-	-	(402)	(2,596)	5,883
Sublicensing restaurant income (Note 9c)	710	-	-	710	-	-	-	-	710	802
Sublicensing concessions income	328	-	-	328	-	-	-	-	328	326
Facility and venue rentals	513	-	-	513	-	-	-	-	513	1,341
Merchandise sales, net of cost of goods sold \$355 (2018) and \$423 (2017)	386	-	-	386	-	-	-	-	386	605
Repairs, maintenance and improvement funding (Notes 9f and 9g)	535	-	-	535	-	-	-	-	535	1,459
Other revenue	602	-	275	877	-	-	-	-	877	156
	10,526	(2,536)	516	8,506	1,521	610	-	2,131	10,637	25,126
Net assets released from restrictions										
Satisfaction of program and period restrictions (\$3,826 in 2017)	3,426	-	519	3,945	(3,426)	(519)	-	(3,945)	-	-
Board designation of contribution to Operations (Note 3a)	100	-	-	100	-	-	-	-	100	100
Appropriations for use in operations	1,311	(1,099)	-	212	(212)	-	-	(212)	-	-
	15,363	(3,635)	1,035	12,763	(2,117)	91	-	(2,026)	10,737	25,226
Total Revenues and Other Support										
Expenses (Note 12)										
Program Services										
High Line planning and construction	163	-	3,622	3,785	-	-	-	-	3,785	14,660
High Line operations	6,592	-	-	6,592	-	-	-	-	6,592	6,702
Programming and education	3,703	-	-	3,703	-	-	-	-	3,703	3,300
Total Program Services	10,458	-	3,622	14,080	-	-	-	-	14,080	24,662
Supporting Services										
Management and general	2,198	-	-	2,198	-	-	-	-	2,198	2,181
Fundraising	2,707	-	-	2,707	-	-	-	-	2,707	2,661
Campaign for the High Line fundraising	-	-	-	-	-	-	-	-	-	71
Total Supporting Services	4,905	-	-	4,905	-	-	-	-	4,905	4,913
	15,363	-	3,622	18,985	-	-	-	-	18,985	29,575
Total Expenses										
Increase (Decrease) in Net Assets Before Non-Operating Activity (carried forward)	-	(3,635)	(2,587)	(6,222)	(2,117)	91	-	(2,026)	(8,248)	(4,349)

See notes to financial statements.

FRIENDS OF THE HIGH LINE, INC.

STATEMENT OF ACTIVITIES

YEAR ENDED DECEMBER 31, 2018 WITH COMPARATIVE TOTALS FOR 2017

(Dollars in thousands)

	2018								2017	
	Without Donor Restrictions				With Donor Restrictions					
		Board Designated High Line Fund	Campaign for the High Line	Total	Time and Purpose Restrictions		Investment in Perpetuity	Total	Total	
	Operations				Operations	Campaign				
Increase (Decrease) in Net Assets Before Non-Operating Activity (brought forward)	\$ -	\$ (3,635)	\$ (2,587)	\$(6,222)	\$ (2,117)	\$ 91	\$ -	\$ (2,026)	\$ (8,248)	\$ (4,349)
Non-Operating Activity										
Fiscal sponsorship contributions (Note 9h)	3,518	-	-	3,518	-	-	-	-	3,518	1,333
Net assets released from restrictions (Note 9h)	797	-	-	797	(797)	-	-	(797)	-	-
Fiscal sponsorship disbursements (Note 9h)	(4,315)	-	-	(4,315)	-	-	-	-	(4,315)	(843)
Board designation of contribution to Operations (Note 3a)	(100)	-	-	(100)	-	-	-	-	(100)	(100)
Increase (decrease) in net assets	(100)	(3,635)	(2,587)	(6,322)	(2,914)	91	-	(2,823)	(9,145)	(3,959)
Net assets, beginning of year	6,632	42,370	13,230	62,232	9,818	19,525	5,843	35,186	97,418	101,377
Net Assets, End of Year	\$ 6,532	\$ 38,735	\$ 10,643	\$55,910	\$ 6,904	\$ 19,616	\$ 5,843	\$32,363	\$88,273	\$ 97,418

See notes to financial statements.

FRIENDS OF THE HIGH LINE, INC.

STATEMENT OF FUNCTIONAL EXPENSES

YEAR ENDED DECEMBER 31, 2018 WITH COMPARATIVE TOTALS FOR 2017

(Dollars in thousands)

	Program Services			Supporting Services			2018	2017
	High Line Planning and Construction	High Line Operations	Programming and Education	Management and General	Fundraising	Campaign for the High Line	Total Expenses	Total Expenses
Salaries, payroll taxes and employee benefits	\$ 792	\$ 4,922	\$ 2,146	\$ 1,559	\$ 1,777	\$ -	\$ 11,196	\$ 10,406
Professional fees and consulting	80	207	258	239	346	-	1,130	1,343
Legal fees (Note 7)	36	42	27	68	42	-	215	300
Audit and accounting fees	-	10	-	42	-	-	52	40
Contract labor, stipends and honoraria	-	13	104	1	5	-	123	134
High Line direct costs - construction, renovations and maintenance	2,836	-	-	-	-	-	2,836	13,657
Printing and publications	3	61	36	5	163	-	268	341
Postage and shipping	2	19	6	4	54	-	85	99
Repairs, maintenance and equipment rental	1	394	8	2	2	-	407	492
Security	-	287	12	-	25	-	324	296
Other expenses	1	2	17	26	26	-	72	80
Occupancy	1	53	23	3	18	-	98	89
Art production	-	-	555	-	-	-	555	599
Supplies	14	274	93	43	84	-	508	520
Travel and meetings	2	31	73	23	7	-	136	219
Catering and other event expenses (Note 7)	1	1	250	68	36	-	356	283
Insurance	4	18	19	9	10	-	60	59
Telephone and internet	3	53	24	6	7	-	93	74
Licenses, permits and fees	-	6	-	28	-	-	34	29
Credit card and other processing fees	-	31	2	38	49	-	120	115
Staff development and certifications	2	28	15	17	-	-	62	191
Total expenses before depreciation and amortization	3,778	6,452	3,668	2,181	2,651	-	18,730	29,366
Depreciation and amortization	7	140	35	17	56	-	255	209
Total Operating Expenses	3,785	6,592	3,703	2,198	2,707	-	18,985	29,575
Non-Operating Expenses:								
Fiscal sponsorship disbursements	-	-	4,315	-	-	-	4,315	843
Total Expenses, 2018	<u>\$ 3,785</u>	<u>\$ 6,592</u>	<u>\$ 8,018</u>	<u>\$ 2,198</u>	<u>\$ 2,707</u>	<u>\$ -</u>	<u>\$ 23,300</u>	
Total Expenses, 2017	<u>\$ 14,660</u>	<u>\$ 6,702</u>	<u>\$ 4,143</u>	<u>\$ 2,181</u>	<u>\$ 2,661</u>	<u>\$ 71</u>		<u>\$ 30,418</u>

See notes to financial statements.

FRIENDS OF THE HIGH LINE, INC.

STATEMENT OF CASH FLOWS

YEAR ENDED DECEMBER 31, 2018 WITH COMPARATIVE TOTALS FOR 2017

(Dollars in thousands)

	<u>2018</u>	<u>2017</u>
Cash Flows From Operating Activities		
Decrease in net assets	\$ (9,145)	\$ (3,959)
Adjustments to reconcile decrease in net assets to net cash used by operating activities:		
Depreciation and amortization	255	209
Realized gain on investments	(2,829)	(1,113)
Unrealized (gain) loss on investments	6,749	(3,632)
Donated securities	-	(477)
(Increase) decrease in:		
Unconditional promises to give	1,691	(1,039)
Accounts receivable and other current assets	(254)	177
Inventory	53	43
Increase (decrease) in:		
Accounts payable and accrued expenses	995	(12)
Construction and renovation costs payable	(462)	531
Refundable advances	911	(317)
Deferred compensation plan liability	11	(33)
Net Cash Used By Operating Activities	<u>(2,025)</u>	<u>(9,622)</u>
Cash Flows From Investing Activities		
Purchase of investments	(32,072)	(18,092)
Proceeds from sale of investments	31,048	27,564
Purchase of property and equipment	<u>(148)</u>	<u>(113)</u>
Net Cash Provided (Used) By Investing Activities	<u>(1,172)</u>	<u>9,359</u>
Net decrease in cash and cash equivalents	(3,197)	(263)
Cash and cash equivalents, beginning of year	<u>5,582</u>	<u>5,845</u>
Cash and Cash Equivalents, End of Year	<u><u>\$ 2,385</u></u>	<u><u>\$ 5,582</u></u>

See notes to financial statements.

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(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, 2018
(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.

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.

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(Dollars in thousands)

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

e - Contributions and Unconditional Promises to Give (continued)

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, where by the donor has stipulated the funds be maintained in perpetuity.

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 programing 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.

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(Dollars in thousands)

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

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 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 - New Accounting Pronouncement

In 2018, the Organization adopted Accounting Standards Update (ASU) No. 2016-14, *Not-for-Profit Entities (Topic 958), Presentation of Financial Statements of Not-for-Profit Entities*. The ASU amends the current reporting model for nonprofit organizations and enhances their required disclosures. The major changes include: (a) requiring the presentation of only two classes of net assets now entitled "net assets without donor restrictions" and "net assets with donor restrictions;" (b) requiring the disclosure of quantitative and qualitative information regarding liquidity and availability of resources; (c) requiring that all nonprofits present an analysis of expenses by function and nature and disclose the methods used to allocate costs; (d) modifying the presentation of underwater endowment funds and related disclosures; and (e) modifying other financial statement reporting requirements and disclosures intended to increase the usefulness of nonprofit financial statements. As permitted under the ASU in the year of adoption, the Organization opted to not disclose liquidity and availability information for 2017.

m - Subsequent Events

The Organization has evaluated subsequent events through April 26, 2019, the date that the financial statements are considered available to be issued.

n - 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, 2017 from which the summarized information was derived.

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(Dollars in thousands)

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

n - Comparative Financial Information (continued)

For comparability, certain 2017 amounts have been reclassified, where appropriate, to conform to the financial statement presentation used in 2018.

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 ninety days of general expenditures.

The Organization's financial assets as of December 31, 2018, and those available within one year to meet cash needs for general expenditures are summarized as follows:

Financial Assets at Year End:	
Cash and cash equivalents	\$ 2,385
Unconditional promises to give	23,624
Accounts receivable	97
Investments	<u>64,781</u>
Total Financial Assets	90,887
Less: Amounts not Available to be Used within One Year:	
Financial assets for the Campaign for the High Line	(31,832)
Net assets with donor restrictions subject to expenditure for specific purposes or passage of time	(6,502)
Plus: Net assets with donor restrictions expected to be met in less than one year	2,170
Net assets with donor restrictions for endowment, subject to spending policy and appropriation	(6,244)
Net assets without donor restrictions, subject to spending policy and appropriation	(43,810)
Plus: Amounts appropriated for use within one year	<u>1,602</u>
Financial Assets Available to Meet General Expenditures within One Year	<u>\$ 6,271</u>

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(Dollars in thousands)

Note 2 - Information Regarding Liquidity and Availability (continued)

In addition to these financial assets available within one year, the Organization maintains board designated operating reserves of approximately \$5,075. 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, 2018, the balance of the reserve totaled \$4,875.

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, 2018, \$200 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 2018, \$1,099 was appropriated to operations pursuant to the Organization's spending policy (Note 8). At December 31, 2018, the balance of this Fund was \$38,735.

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.

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(Dollars in thousands)

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>2018</u>	<u>2017</u>
Campaign		
Unconditional promises to give restricted to future periods	\$32,642	\$33,161
Allowance for uncollectible amounts	(5,000)	(5,000)
Less: Discount to present value	<u>(8,026)</u>	<u>(8,636)</u>
Subtotal - Campaign	<u>19,616</u>	<u>19,525</u>
Operations		
Future periods	3,929	4,277
Education and other programs	1,404	1,401
Art program	1,180	1,187
Maintenance and operations	725	1,300
High Line Network	708	1,170
Horticulture	124	300
Community outreach and development	100	140
Fiscal sponsorship - Mile Long Opera	<u>-</u>	<u>797</u>
	8,170	10,572
Accumulated investment earnings - endowment funds with donor restrictions	403	1,017
Allowance for uncollectible amounts	(90)	(90)
Less: Discount to present value	<u>(1,579)</u>	<u>(1,681)</u>
Subtotal - Operations	<u>6,904</u>	<u>9,818</u>
Endowment for Sustainability - to support the operations of the High Line including, but not limited to, horticulture, maintenance, visitor services, public programs, public art commissions, and school and youth programs.	1,898	1,898
Horticultural and Stewardship Fund - to support the horticultural care and general maintenance of the public park on the High Line.	2,500	2,500
Public Programs Fund - to support public programs on the park, including the High Line teen job program, school 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>\$32,363</u>	<u>\$35,186</u>

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(Dollars in thousands)

Note 4 - Unconditional Promises to Give

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

	2018		
	<u>Operations</u>	<u>Campaign</u>	<u>Total</u>
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-two 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>

	2017		
	<u>Operations</u>	<u>Campaign</u>	<u>Total</u>
Due in less than one year	\$3,221	\$ 5,599	\$ 8,820
Due in one to five years	1,235	2,640	3,875
Due in six to forty-three years	<u>3,106</u>	<u>24,922</u>	<u>28,028</u>
	7,562	33,161	40,723
Less: Discount to net present value	(1,682)	(8,636)	(10,318)
Less: Valuation allowance	<u>(90)</u>	<u>(5,000)</u>	<u>(5,090)</u>
	<u>\$5,790</u>	<u>\$19,525</u>	<u>\$25,315</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%.

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(Dollars in thousands)

Note 5 - Investments

The following summarizes investments at December 31:

	2018		2017	
	<u>Cost</u>	<u>Fair Value</u>	<u>Cost</u>	<u>Fair Value</u>
Money market funds and cash held for investment	\$ 1,679	\$ 1,679	\$ 2,748	\$ 2,748
Mutual Funds and Exchange Traded Funds:				
Equity funds	22,715	21,163	19,014	23,548
Fixed income funds	25,154	24,895	23,292	23,192
Real estate fund	2,265	1,998	2,204	2,268
Diversified strategies-balanced funds	5,220	4,808	5,425	5,551
Corporate bonds	2,711	2,724	2,832	2,846
Mortgage backed securities	642	614	454	457
Alternative Investments:				
Hedge funds	3,726	3,929	4,261	4,553
Private equity funds	<u>1,788</u>	<u>2,971</u>	<u>1,802</u>	<u>2,514</u>
	<u>\$65,900</u>	<u>\$64,781</u>	<u>\$62,032</u>	<u>\$67,677</u>

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

	2018			
	<u>Fair Value</u>	<u>Level 1 (Quoted Prices In Active Markets for Identical Assets)</u>	<u>Level 2 (Quoted Reasonably Available Observable Inputs)</u>	<u>Level 3 (Significant Unobservable Inputs)</u>
Money market funds and cash held 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	<u>614</u>	<u>-</u>	<u>614</u>	<u>-</u>
	57,881	<u>\$54,543</u>	<u>\$ 3,338</u>	<u>\$ -</u>
Alternative investments measured at net asset value	<u>6,900</u>			
	<u>\$64,781</u>			

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(Dollars in thousands)

Note 5 - Investments (continued)

	2017			
	Fair Value	Level 1 (Quoted Prices In Active Markets for Identical Assets)	Level 2 (Quoted Reasonably Available Observable Inputs)	Level 3 (Significant Unobservable Inputs)
Money market funds and cash held for investment	\$ 2,748	\$ 2,748	\$ -	\$ -
Mutual Funds and Exchange Traded Funds:				
Equity funds	23,548	23,548	-	-
Fixed income funds	23,192	23,192	-	-
Real estate fund	2,268	2,268	-	-
Diversified strategies-balanced funds	5,551	5,551	-	-
Corporate bonds	2,846	-	2,846	-
Mortgage backed securities	457	-	457	-
	<u>60,610</u>	<u>\$57,307</u>	<u>\$ 3,303</u>	<u>\$ -</u>
Alternative investments measured at net asset value	<u>7,067</u>			
	<u>\$67,677</u>			

Net investment income (loss) for 2018 and 2017 is summarized as follows:

	<u>2018</u>	<u>2017</u>
Interest and dividends	\$ 1,469	\$1,261
Realized gain on sale of investments	2,829	1,113
Unrealized gain (loss) on investments	(6,749)	3,632
Investment management fees	<u>(145)</u>	<u>(123)</u>
Net Investment Income (Loss)	<u>\$(2,596)</u>	<u>\$5,883</u>

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(Dollars in thousands)

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, 2018:

Hedge Funds

Maturity with 7 days' notice	\$ 533
Maturity with 65 days' notice	842
Quarterly with 35 - 95 days' notice	1,961
Annual with 95 days' notice	539
Redeemed in 2018, proceeds expected in 2019	<u>54</u>
	3,929

Private Equity Funds

No opportunity for redemption, distributions only made at fund's discretion	<u>2,971</u>
	<u><u>\$6,900</u></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, 2018, the Organization had outstanding commitments to invest in private equity funds in the amount of \$877.

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(Dollars in thousands)

Note 6 - Property and Equipment

Property and equipment consist of the following at December 31:

	<u>Life</u>	<u>2018</u>	<u>2017</u>
Computer equipment	3-5 years	\$ 62	\$ 62
Equipment and furniture	3-7 years	551	540
Website	3-5 years	115	268
Software	3 years	195	195
High Line machinery and equipment	5-10 years	<u>443</u>	<u>392</u>
		1,366	1,457
Less: Accumulated depreciation		<u>(917)</u>	<u>(901)</u>
		<u>\$ 449</u>	<u>\$ 556</u>

Depreciation and amortization expense for the years ended December 31, 2018 and 2017 was \$255 and \$209, respectively.

Note 7 - Donated Services

The Organization received the following donated services and materials:

	<u>2018</u>	<u>2017</u>
Legal fees	\$190	\$280
Direct benefit and other event expenses	<u>175</u>	<u>90</u>
	<u>\$365</u>	<u>\$370</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.

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(Dollars in thousands)

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, 2018 and 2017 are summarized as follows:

	2018			
	<u>With Donor Restrictions</u>			
	<u>Without Donor Restrictions</u>	<u>Investment Income Above Original Gift Amount</u>	<u>Investment in Perpetuity</u>	<u>Total</u>
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>
	2017			
	<u>With Donor Restrictions</u>			
	<u>Without Donor Restrictions</u>	<u>Investment Income Above Original Gift Amount</u>	<u>Investment in Perpetuity</u>	<u>Total</u>
Board designated endowment	\$42,370	\$ -	\$ -	\$42,370
Donor-restricted endowment	<u>-</u>	<u>1,017</u>	<u>5,781</u>	<u>6,798</u>
Total Endowment Funds	<u>\$42,370</u>	<u>\$1,017</u>	<u>\$5,781</u>	<u>\$49,168</u>

In addition to the above invested funds, cash for investment in perpetuity at December 31, 2017 totaled \$62.

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(Dollars in thousands)

Note 8 - Endowment Funds (continued)

Changes in endowment funds for the years ended December 31, 2018 and 2017 are summarized as follows:

	2018			Total
	Without Donor Restrictions	With Donor Restrictions		
		Investment Income Above Original Gift Amount	Investment in Perpetuity	
Endowment funds, beginning of year	\$42,370	\$1,017	\$5,781	\$49,168
Net investment loss	(2,536)	(402)	-	(2,938)
Contributions redesignated by donor	-	-	62	62
Appropriations 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>

	2017			Total
	Without Donor Restrictions	With Donor Restrictions		
		Investment Income Above Original Gift Amount	Investment in Perpetuity	
Endowment funds, beginning of year	\$35,001	\$ 298	\$5,202	\$40,501
Net investment income	4,746	799	-	5,545
Contributions	-	-	579	579
Board-approved transfer to fund endowment	3,223	-	-	3,223
Appropriations to fund operations	(600)	(80)	-	(680)
Endowment Funds, End of Year	<u>\$42,370</u>	<u>\$1,017</u>	<u>\$5,781</u>	<u>\$49,168</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.

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(Dollars in thousands)

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.

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(Dollars in thousands)

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 increases 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 2018 or 2017, per the terms of the amended agreement.

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(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 is expected to be completed in June 2019. Phase 3 of the construction of Section 3 will be a future project, the timing and scope of which have not yet been determined.
- 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, 2018 and 2017, the Organization recognized revenue of \$535 and \$526, respectively.

FRIENDS OF THE HIGH LINE, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018
(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, 2018, developers from several neighboring projects have contributed approximately \$17,000 into the account. As of December 31, 2018, 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, 2018 and 2017, approximately 81% and 80%, respectively, of unconditional promises to give represent amounts due from two donors.
- c - For the years ended December 31, 2018 and 2017, approximately 16% and 33% of contributions represent amounts received from one donor and three donors, 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, 2018 and 2017 was \$18. As of December 31, assets of \$133 (2018) and \$122 (2017) 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
DECEMBER 31, 2018
(Dollars in thousands)

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 2018, 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, 2018 and 2017 were \$169 and \$167, respectively.
- c - The Organization entered into an employment contract with an officer which provides for annual base salary and incentive compensation through June 2019. 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, 2018 and 2017, the Organization paid \$127 and \$135, respectively, to a company owned by a Board member for rentals and expenses related to special events.