

ROSSLYN BUSINESS IMPROVEMENT CORPORATION

FINANCIAL STATEMENTS

Including Independent Auditors' Report

Year Ended June 30, 2020

ROSSLYN BUSINESS IMPROVEMENT CORPORATION

Financial Statements

Year Ended June 30, 2020

Contents

	<u>Page</u>
Independent Auditor's Report	1
Statement of Financial Position	2
Statement of Activities	3
Statement of Functional Expenses	4
Statement of Cash Flows	5
Notes to Financial Statements	6-11

Independent Auditors' Report

To the Board of Directors of
Rosslyn Business Improvement Corporation

We have audited the accompanying financial statements of Rosslyn Business Improvement Corporation (the "Organization") (a nonprofit organization), which comprise the statement of financial position as of June 30, 2020, 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 controls 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the 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 controls. 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 the Rosslyn Business Improvement Corporation as of June 30, 2020, 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.

Toole Katz & Roemersma, LLP

Arlington, Virginia
October 6, 2020

ROSSLYN BUSINESS IMPROVEMENT CORPORATION

Statement of Financial Position

June 30, 2020

Assets	
Current Assets	
Cash and cash equivalents	\$ 1,126,961
Due from County	3,649
Prepaid expenses	17,510
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Total current assets	1,148,120
Property and Equipment, net	176,382
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Total Assets	\$ 1,324,502
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Liabilities and Net Assets	
Current Liabilities	
Accounts payable and accrued expenses	\$ 146,699
Deferred rent	3,088
Due to County	11,246
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Total current liabilities	161,033
Deferred Rent	89,751
Deferred Compensation	20,896
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Total Liabilities	271,680
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Total Net Assets Without Donor Restrictions	1,052,822
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Total Liabilities and Net Assets	\$ 1,324,502
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See accompanying notes.

ROSSLYN BUSINESS IMPROVEMENT CORPORATION

Statement of Activities

Year Ended June 30, 2020

Operating Activities

Support and contract revenue	
Arlington County funds	\$ 3,748,833
Arlington County administrative fee	76,633
Interest income	3,394
Other income	90,245
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Total support and contract revenue	3,919,105
Expenses	
Marketing and promotion	675,025
Operational services	1,034,848
Economic development	436,949
Public realm improvements	442,609
Community activities	494,092
Management and general	620,612
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Total expenses	3,704,135
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Change in Net Assets Without Donor Restrictions from Operations	214,970
Net Assets Without Donor Restrictions, beginning of year	837,852
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Net Assets Without Donor Restrictions, end of year	\$ 1,052,822

See accompanying notes.

ROSSLYN BUSINESS IMPROVEMENT CORPORATION

Statement of Functional Expenses

Year Ended June 30, 2020

	Program Activities					Total Program Expenses	Management and General	Total Expenses
	Marketing and Promotion	Operational Services	Economic Development	Public Realm Improvements	Community Activities			
Contracts	\$ 135,115	\$ 613,399	\$ -	\$ 29,823	\$ -	\$ 778,337	\$ -	\$ 778,337
Services, supplies, and equipment	187,083	192,770	147,945	238,308	298,812	1,064,918	-	1,064,918
Salaries, wages, and benefits	352,827	207,265	289,004	167,590	192,755	1,209,441	212,589	1,422,030
Rent and utilities	-	21,414	-	-	-	21,414	120,766	142,180
Office expense	-	-	-	-	-	-	88,104	88,104
Insurance	-	-	-	-	2,525	2,525	9,345	11,870
Depreciation	-	-	-	6,888	-	6,888	35,595	42,483
County administration fee	-	-	-	-	-	-	76,633	76,633
Professional fees	-	-	-	-	-	-	77,580	77,580
Total Expenses	\$ 675,025	\$ 1,034,848	\$ 436,949	\$ 442,609	\$ 494,092	\$ 3,083,523	\$ 620,612	\$ 3,704,135

See accompanying notes.

ROSSLYN BUSINESS IMPROVEMENT CORPORATION

Statement of Cash Flows

Year Ended June 30, 2020

Cash Flows from Operating Activities	
Increase in net assets	\$ 214,970
Reconciliation adjustments	
Depreciation	42,483
Deferred rent	920
Changes in:	
Accounts receivable	6,232
Prepaid expenses	23,384
Accounts payable and accrued expenses	(73,425)
Due to County, net	(13,138)
Deferred compensation	12,747
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Net cash provided by operating activities	214,173
Cash Flows from Investing Activities	
Purchase of property and equipment	(9,870)
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Net Increase in Cash and Cash Equivalents	204,303
Cash and Cash Equivalents, beginning of year	922,658
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Cash and Cash Equivalents, end of year	\$ 1,126,961

See accompanying notes.

ROSSLYN BUSINESS IMPROVEMENT CORPORATION

Notes to Financial Statements

June 30, 2020

NOTE 1 - ORGANIZATION

Rosslyn Business Improvement Corporation (the "Organization") was founded in 2003, as a Virginia non-stock corporation. The Organization was established to administer on behalf of the County Board of Arlington County, Virginia (the "County Board") the Rosslyn Business Improvement Service District (the "BID"), established by the County Board in 2003. The BID is located in the Rosslyn section of Arlington County, Virginia. Under work plans and budgets submitted by the Organization and approved by the County Board, the Organization provides and promotes services pursuant to Arlington County ordinance as adopted by the County Board effective July 1, 2003 and extended in perpetuity on September 8, 2007. They include, but are not limited to, "economic development, business recruitment, and retention; marketing; street and sidewalk cleaning; landscaping and beautification of the public areas; visitor informational facilities and services; community outreach; social, entertainment, and other events and activities; pedestrian and traffic improvements; public parking; signage; and transportation services serving the district."

In March 2020, the World Health Organization declared COVID-19 a global pandemic. The effects of COVID-19 are rapidly evolving, and the full impact and duration of the virus are unknown. The ultimate impact of COVID-19 on the Organization will depend on certain developments, including the duration and spread of the outbreak and its impact on Arlington County property assessments, all of which are uncertain and cannot be predicted at this time.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accompanying financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"), 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 the board of directors.

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

Donor restricted contributions are reported as increases in net assets with donor restrictions. When a restriction expires, net assets are reclassified from net assets with donor restrictions to net assets without donor restrictions in the statement of activities.

Adoption of New Accounting Guidance - On July 1, 2019, the Organization adopted Accounting Standard Update ("ASU") 2014-09, Revenue from Contracts with Customers (Topic 606), issued by the Financial Accounting Standards Board ("FASB"). This standard establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most of the existing revenue recognition guidance. It requires an entity to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services and also requires certain additional disclosures.

The Organization adopted the ASU using the modified retrospective method of transition, which requires that the cumulative effect of the changes related to the adoption be charged to beginning net assets. The Organization applied the new guidance using the practical expedient provided in Topic 606 that allows the guidance to be applied only to contracts that were not complete as of July 1, 2019. As the adoption of this standard did not have a material impact on the Organization's financial statements, no adjustments to opening net assets without donor restrictions were made as of July 1, 2019.

ROSSLYN BUSINESS IMPROVEMENT CORPORATION

Notes to Financial Statements

June 30, 2020

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

On July 1, 2019, the Organization adopted ASU No. 2018-08, *Not-for-Profit Entities (Topic 958): Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made*. The amendments in this ASU clarify the guidance in Topic 958 on how entities determine whether to account for a transfer of assets as an exchange transaction under other guidance or a contribution. The adoption of this standard did not have a material impact on the Organization's financial statements.

Recent Accounting Pronouncements - In February 2016, the FASB issued guidance on the recognition and measurement of leases. The new guidance requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease, respectively. The new guidance also requires the recognition of lease assets and lease liabilities on the balance sheet, and the disclosure of key information about leasing arrangements. In June 2020, the effective date of the new guidance was deferred for nonpublic companies and will be effective for fiscal years beginning after December 15, 2021. Early adoption continues to be permitted. The Organization is currently evaluating the impact of adopting the new guidance on its financial position, results of operations and cash flows.

Cash and Cash Equivalents - The term cash and cash equivalents, as used in the accompanying financial statements, include currency on hand, demand deposits with financial institutions, and short-term, highly liquid investments purchased with a maturity of three months or less. The Organization maintains cash in certain bank deposit accounts, which at times may exceed federally insured limits. Non-interest bearing accounts are aggregated with any interest bearing deposits and the combined total is guaranteed by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. The Organization has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk.

Accounts Receivables - Receivables are recorded at net realizable value. Management determines the collectability of accounts receivable and the need for an allowance for doubtful accounts based on historical experience and the existing economic conditions. Management has evaluated the collectability of accounts receivable and determined that no allowance for doubtful accounts is necessary at June 30, 2020. No interest is charged on accounts receivable and accounts are written off at the point management deems them to be uncollectible, which is once such accounts have been outstanding for one year.

Property and Equipment - Property and equipment are capitalized at cost and are depreciated using the straight-line method. Property and equipment are capitalized and depreciated over the estimated useful lives, which range from three to ten years. Leasehold improvements are capitalized and depreciated on a straight-line basis over the shorter of the estimated useful lives of the improvements or the terms of the respective lease. Expenditures for maintenance and repairs and minor betterments that do not extend the lives of the assets are charged to expenses as incurred. Major expenditures which extend the lives of the assets are capitalized.

Revenue Recognition - The Organization's primary source of revenue is from BID assessments levied by Arlington County (the "County") on real property located within the BID pursuant to a County Board approved budget for the Organization. Contract revenue is recognized as the related performance obligations are satisfied and is based on BID assessment transaction amounts expected to be collected by the County. The Organization's performance obligations related to the County Service Agreement described in Note 4 is satisfied over time on a daily pro-rata basis using the input method. Support revenue is recognized when contributions are made, which may be when cash is received, unconditional promises are made, or ownership of other assets is transferred to the Organization.

Income Taxes - The Organization is exempt from federal and Virginia income tax as an organization described in Section 501(c)(6) of the Internal Revenue Code ("IRC"). However, the Organization is liable for income taxes on any unrelated business income. There was no unrelated net business taxable income for the year ended June 30, 2020.

ROSSLYN BUSINESS IMPROVEMENT CORPORATION

Notes to Financial Statements

June 30, 2020

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

The tax effects from an uncertain tax position can be recognized in the financial statements, only if the position is more likely than not to be sustained on audit, based on the technical merits of the position. The Organization recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely than not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized, upon ultimate settlement with the relevant tax authority. The Organization applies the accounting standard to all tax positions for which the statute of limitations remained open. As a result, the Organization did not identify any material uncertain tax positions.

The Organization recognizes interest and penalties related to uncertain tax positions in management and general expenses. For the year ended June 30, 2020, the Organization has not recognized any interest or penalties in its statement of activities. The Organization is no longer subject to federal, state, or local income tax examinations by tax authorities for the years prior to the fiscal year ended June 30, 2017. The Organization is not currently under examination by any taxing jurisdiction.

Marketing and Promotion - Marketing and promotion costs are expensed as incurred. Marketing and promotion expense for the year ended June 30, 2020 was \$675,025.

Use of Estimates - The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that may affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities. Actual results may differ from these estimates.

Allocation of Expenses - The financial statements report certain categories of expenses that are attributable to more than one program or supporting function. Therefore, these expenses require allocation on a reasonable basis that is consistently applied. The expenses that are allocated include depreciation and rent and utilities, which are allocated on a square-footage basis, and salaries, wages, and benefits, which are allocated on the basis of estimates of time and effort.

Subsequent Events - In preparing these financial statements, the Organization has evaluated events and transactions for potential recognition or disclosure through the report date, the date the accompanying financial statements were available to be issued.

NOTE 3 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at June 30, 2020:

Furniture and equipment	\$	348,354
Vehicles		41,506
Leasehold improvements		12,009
Website development costs		39,770
		441,639
Less: accumulated depreciation		(265,257)
Property and equipment, net	\$	176,382

Depreciation expense for the year ended June 30, 2020 totaled \$42,483.

ROSSLYN BUSINESS IMPROVEMENT CORPORATION

Notes to Financial Statements

June 30, 2020

NOTE 4 - SERVICE AGREEMENT

On June 23, 2003, the Organization entered into a Service Agreement (the "Agreement") with the County Board to provide services in the BID. The Agreement was to run from July 1, 2003 through June 30, 2008. The Agreement was amended and restated as of September 9, 2007 to extend the term of the service agreement indefinitely. The Agreement allows for termination under the following circumstances: (a) the County's failure to approve work program, budget or tax levy, (b) the Organization's default of performance, (c) a vote by the Organization's membership to dissolve, and (d) the County's termination of the BID. Should the Organization cease to exist, any funds advanced from the County to the Organization, but unspent, would revert back to the County.

Under the Agreement, the Organization will provide agreed upon services to enhance and supplement County services provided in the BID, and the County will provide funding through collection from property owners of an annual assessment on property located within the BID. The Agreement provides that the County will receive an administrative fee equal to 2.0 percent of the funds collected. In addition, the Agreement stipulates that the County shall hold a reserve, initially funded at up to 2.5 percent of the funds collected per fiscal year, provided that the reserve amount required to be carried by the Organization is capped at 5.0 percent of the BID's projected revenues from the BID tax levy for any fiscal year. This fund is set aside to handle delinquencies and successful appeals of the annual real property assessments. The reserve is held and controlled by the County and, therefore, is not included in the accompanying financial statements. The Organization's June 30, 2020 reserve balance was \$183,984. The accompanying statement of financial position includes \$11,246 due to the County, in order to meet the reserve funding requirement. The amount due to the County as of the beginning of the year ended June 30, 2020 was \$25,566. The Organization paid this amount to the County on February 28, 2020.

The September 9, 2007 amended and restated Agreement states that the County shall calculate interest on the reserve. The County applies interest earnings to the reserve before the close of each fiscal year. Interest is calculated using the County's average rate for investment earnings for the fiscal year. The County's average rate for investments earnings was 1.88 percent for the fiscal year ended June 30, 2020. For the fiscal year ended June 30, 2020, the County calculated interest amounted to \$3,649. The interest earned and due from the County on the reserve is included in due from County on the accompanying statement of financial position. The amount due from the County as of the beginning of the year ended June 30, 2020 was \$4,831. The Organization received this amount from the County on May 5, 2020.

The Organization's annual operating budget for a fiscal year must be approved by the County Board prior to release of any funds for that fiscal year. The fiscal year ended June 30, 2021 work program and budget of \$4,053,393 were submitted and approved by the County in April 2020.

Under the Agreement, funds generated from the County's BID assessments for a fiscal year and allocated in the Organization's approved budget for a fiscal year, but not expended in accordance with the approved budget, will be reserved and carried forward.

NOTE 5 - RETIREMENT PLAN

In January 2004, the Organization instituted a 401(k) Plan covering employees who have at least three months service, 1,000 hours of annual work service, and are at least 21 years of age. Employees can make voluntary contributions up to the maximum allowed by the Internal Revenue Service. The Organization will match employee contributions up to 6 percent of the employee's annual salary. The total employer matching contributions and plan expenses for the fiscal year ended June 30, 2020 were \$41,505.

ROSSLYN BUSINESS IMPROVEMENT CORPORATION

Notes to Financial Statements

June 30, 2020

NOTE 6 - LEASE AGREEMENT

On September 30, 2003, the Organization entered into a lease for 2,764 square feet of office space in Rosslyn, Virginia. The lease was for a 51-month term commencing April 1, 2004 and ending June 30, 2008. On May 13, 2008, the lease was amended to include expansion space of 1,053 square feet of rentable area, commencing July 2008, and the term of the lease was extended until June 30, 2011. On June 17, 2011, the lease was further extended through June 30, 2016 with a provision that either party may terminate the term of the lease after notice effective at any time after December 31, 2012. On July 28, 2015, the term of the lease was extended through October 31, 2026. Monthly rent payments due under the lease extension are \$10,179 and increase 3 percent annually.

Future minimum lease payments under the current lease are as follows:

Year ending June 30, 2021	\$	137,488
2022		141,611
2023		145,848
2024		150,237
2025		154,741
Thereafter		214,121
	\$	944,046

The Organization recognizes rent expense on a straight-line basis over the term of the lease. Deferred rent consists of the excess of rental expenses on a straight-line basis over the payments required by the lease. As of June 30, 2020, the deferred rent liability was \$92,839. Office space rent expense for the year ended June 30, 2020 was \$142,180.

NOTE 7 - CLEAN AND SAFE PROGRAM

A major component of the operational services is the Clean and Safe program that is provided in an agreement with Block by Block, LLC, which was initially executed in 2007, amended and extended through the years and currently expires on December 31, 2020. The cost of operations of the program for the year ended June 30, 2020 was \$613,399 and is included in operational services in the accompanying statements of activities and functional expenses.

NOTE 8 - DEFERRED COMPENSATION AGREEMENT

On July 1, 2018, the Organization established a nonelective, nonqualified deferred compensation plan for the benefit of a key employee, the President of the Organization (the "Participant"), known as the Rosslyn Business Improvement Corporation, Section 457(f) Deferred Compensation Plan (the "Plan"). The Plan is intended to be an unfunded and unsecured, nonelective, nonqualified deferred compensation plan maintained by the Organization primarily for the purpose of providing deferred compensation for the Participant.

ROSSLYN BUSINESS IMPROVEMENT CORPORATION

Notes to Financial Statements

June 30, 2020

NOTE 8 - DEFERRED COMPENSATION AGREEMENT - CONTINUED

In order to defer compensation under the Plan, Participant shall be required to perform five years of continuous service, beginning July 1, 2018 and extending through June 30, 2023. In accordance with the Plan provisions, the Organization shall establish an unfunded, bookkeeping account known as the "Deferred Compensation Account" in the name of the Participant. Neither the Plan nor the Deferred Compensation Account shall hold or be required to hold any actual funds or assets. The Organization shall credit the Deferred Compensation Account with an amount equal to a minimum of \$10,000 on June 30, 2019 ("Initial Credit Date") and on each of the succeeding four anniversaries of the Initial Credit Date, for a total minimum of \$50,000. The deferred compensation amounts are accrued when earned and distributable in cash in accordance with the Plan. The deferred compensation liability is recorded at the present value of the future benefits. Deferred compensation expense for the year ended June 30, 2020 was \$12,747. As of June 30, 2020, the deferred compensation liability was \$20,896.

In accordance with the Plan, the Board of Directors of the Organization, may, at any time and from time to time, in its sole discretion, credit the Participant's Deferred Compensation Account with additional discretionary amounts. Participant shall be considered to be vested in amounts credited to the Deferred Compensation Account to the extent such amounts are not subject to a Substantial Risk of Forfeiture, as defined in the Plan, and in accordance with the Plan's vesting schedule. Participant shall be one-hundred percent vested following five years of continuous service. The amounts of Deferred Compensation shall vest on June 30, 2023.

Should there occur a separation from service by the Participant prior to the earliest of (a) the vesting date, (b) the date the Participant becomes disabled or (c) the date of Participant's death, the Participant shall forfeit the entire value (or the unvested remainder) of Participant's Deferred Compensation Account. In all other cases, the Participant's Deferred Compensation Account shall not be subject to forfeiture.

NOTE 9 - LIQUIDITY AND AVAILABILITY OF FINANCIAL ASSETS

The Organization has \$1,130,610 available within one year of the statement of financial position date to meet cash needs for general expenditures consisting of cash and cash equivalents of \$1,126,961 and amounts due from County of \$3,649. None of the financial assets are subject to donor or other contractual restrictions that make them unavailable for general expenditure within one year of the statement of financial position date.

The Organization has a goal to maintain financial assets, which primarily consist of cash on hand to meet 30 days of normal operating expenses. The Organization has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. The majority of the Organization's funding comes from the County through the collection of annual assessments from property owners. Approximately 54 percent of the total billed by the County is remitted to the Organization in July of every fiscal year, with the rest of the funds remitted in December. The Organization adheres to a strict annual operating budget. These factors make the Organization less susceptible to unanticipated liquidity needs.