

Town of Amherst
Industrial Development Agency
and
Town of Amherst Development
Corporation

Report to the Board of Directors

March 27, 2020



Bonadio & Co., LLP
Certified Public Accountants

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Town of Amherst
Industrial Development Agency
and
Town of Amherst Development
Corporation

Executive Summary

December 31, 2019

I. Summary of Audit Results – Town of Amherst Industrial Development Agency

- We plan to issue an unmodified opinion on the financial statements for the year ended December 31, 2019.
- There were no material weaknesses in internal controls identified during our audit.
- Current year revenue increased by \$401k due to an increase in deal activity in the Town in 2019.
- Expenses increased by \$21k primarily due to increased salaries and related benefit expenses.
- Total net position increased by \$54k.
- Total assets decreased \$207k, which was predominantly the result of the decrease in cash of \$188k and the decrease in capital assets of \$20k.
- Total liabilities decreased \$261k. At December 31, 2018, there was \$224k due to Erie County IDA, but no such amount due to the IDA at December 31, 2019. Mortgage payments made during the year of \$49k also contributed to the decrease from the prior year.

II. Questions

III. Summary of Audit Results – Town of Amherst Development Corporation

- We plan to issue an unmodified opinion on the financial statements for the year ended December 31, 2019.
- There were no material weaknesses in internal controls identified during our audit.
- Current year revenue decreased by \$144k due to a lack of deal activity when compared to the prior year.
- Expenses increased \$2k, as the Corporation assisted with funding of a structural report for the Boiler House in the current year.
- Total net position decreased by \$9k.
- Total assets decreased \$9k, as the result of the decrease in cash.
- Total liabilities remained consistent.

IV. Questions

V. Contact information

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- Randy Shepard, Engagement Partner, (585) 249-2873, or rshepard@bonadio.com

**TOWN OF AMHERST INDUSTRIAL DEVELOPMENT
AGENCY
(A Discretely Presented Component Unit of the Town of
Amherst, New York)**

**Financial Statements as of
December 31, 2019 and 2018
Together with Independent
Auditor's Report**

Draft - Subject to Change

Bonadio & Co., LLP
Certified Public Accountants

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

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INDEPENDENT AUDITOR'S REPORT

March 27, 2020

To the Board of Directors of the
Town of Amherst Industrial Development Agency:

Report on the Financial Statements

We have audited the accompanying financial statements of the Town of Amherst Industrial Development Agency (the Agency), a discretely presented component unit of the Town of Amherst, New York, as of and for the years ended December 31, 2019 and 2018, and the related notes to the financial statements, which collectively comprise the Agency's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the 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 the Agency as of December 31, 2019 and 2018, and the changes in its financial position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

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

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Agency's basic financial statements. Schedules 1 and 2 are presented for purposes of additional analysis and are not a required part of the basic financial statements.

These schedules are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedules are fairly stated in all material respects in relation to the basic financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated March 27, 2020 on our consideration of the Agency's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Agency's internal control over financial reporting and compliance.

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

Management's Discussion and Analysis (Unaudited)
(In Thousands)
December 31, 2019 and 2018

The following Management's Discussion and Analysis (MD&A) of the Town of Amherst Industrial Development Agency's (the Agency) financial position provides an overview of the Agency's financial activities for the years ended December 31, 2019 and 2018. The MD&A should be read in conjunction with the Agency's financial statements and related notes, which follow the MD&A.

FINANCIAL HIGHLIGHTS

- The assets of the Agency exceeded its liabilities at December 31, 2019 and 2018 by \$1,736,492 and \$1,682,464, respectively.
- The Agency's net position increased by \$54,028 in 2019 and decreased by \$325,746 in 2018, as a result of 2019 and 2018 operations.
- The Agency's total revenues (operating and non-operating) were \$605,070 and \$204,555 in 2019 and 2018, respectively.
- The Agency's total expenses were \$551,042 and \$530,301 in 2019 and 2018, respectively.

OVERVIEW OF THE FINANCIAL STATEMENTS

The statement of net position and the statement of revenue, expenses, and change in net position report information about the Agency as a whole and about its activities. These statements include all assets and liabilities using the accrual basis of accounting, which is similar to the accounting used by most private-sector companies. All of the current year's revenue and expenses are taken into account regardless of when cash is received or paid.

These two statements report the Agency's net position and changes in them from one year to the next. The Agency's net position, the difference between assets and liabilities, is one way to measure the Agency's financial health, or financial position. Over time, increases or decreases in the Agency's net position are one indicator of whether its financial health is improving or deteriorating. Consideration should also be given to other factors, such as changes in the Agency's fee income and the fluctuation of the Agency's expenses, to assess the overall health of the Agency.

NOTES TO FINANCIAL STATEMENTS

The financial statements also include notes that explain the information in the financial statements. They are essential to a full understanding of the data provided in the financial statements.

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

Management's Discussion and Analysis (Unaudited)

(In Thousands)

December 31, 2019 and 2018

FINANCIAL ANALYSIS

The analysis below summarizes the statements of net position (Table 1) and changes in net position (Table 2) of the Agency as of and for the years ended December 31, 2019, 2018, and 2017.

Table 1 - Statements of Net Position

	<u>2019</u>	<u>2018</u>	<u>2017</u>
ASSETS:			
Current assets	\$ 1,395	\$ 1,583	\$ 1,759
Capital assets, net	565	585	611
Restricted and other assets	<u>115</u>	<u>114</u>	<u>114</u>
 Total assets	 <u>2,075</u>	 <u>2,282</u>	 <u>2,484</u>
 LIABILITIES:			
Current liabilities	339	278	100
Long-term liabilities	<u>-</u>	<u>322</u>	<u>376</u>
 Total liabilities	 <u>339</u>	 <u>600</u>	 <u>476</u>
 NET POSITION:			
Net investment in capital assets	239	210	185
Restricted	65	64	64
Unrestricted	<u>1,432</u>	<u>1,408</u>	<u>1,759</u>
 Total net position	 <u>\$ 1,736</u>	 <u>\$ 1,682</u>	 <u>\$ 2,008</u>

A large portion of the Agency's net position (83% in 2019, 84% in 2018, and 88% in 2017) is unrestricted and available to meet ongoing and future liabilities. The increase in overall net position from 2018 to 2019 is due to an increase in administrative fees generated during the year.

Long-term liabilities consist of the Agency's mortgage on its office building and continue to decline as payments are made. Additionally, this mortgage was refinanced subsequent to year-end.

Overall, the Agency continues to report a positive net position.

Table 2 shows the changes in net position for the years ended December 31, 2019, 2018, and 2017.

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

Management's Discussion and Analysis (Unaudited)
(In Thousands)

December 31, 2019 and 2018

Table 2 - Changes in Net Position

	<u>2019</u>	<u>2018</u>	<u>2017</u>
REVENUES:			
Administrative fees	\$ 579	\$ 149	\$ 341
Application fees	2	1	2
Other and interest income	<u>24</u>	<u>54</u>	<u>410</u>
 Total revenues	 <u>605</u>	 <u>204</u>	 <u>753</u>
EXPENSES:			
Salaries and benefits	355	323	314
Mortgage interest	19	24	27
Professional fees	48	47	53
Depreciation	23	27	27
Other general and administrative	<u>106</u>	<u>109</u>	<u>107</u>
 Total expenses	 <u>551</u>	 <u>530</u>	 <u>528</u>
 Change in net position	 <u>\$ 54</u>	 <u>\$ (326)</u>	 <u>\$ 225</u>

Agency revenues in 2019 increased from 2018 due to an increase in the number of lease agreements, installment sales, and mortgage refinancing transactions that closed during the year. Agency revenues in 2018 decreased from 2017 due to a decrease in the level of lease agreements, new installment agreements, second mortgage agreements, and refinancing transactions in 2018 when compared with 2017.

In 2019 and 2018, Agency expenses remained consistent with the year prior. 2019 expenses were within 4% of 2018 expenses, and 2018 expenses were within 1% of 2017 expenses.

FUTURE FACTORS

Advocates for requiring prevailing wages to be paid on any project that receives state or local incentives continue to push for legislation at the State Level. In addition to bills introduced by both the State Senate and Assembly, the Governor has included language that would trigger prevailing wage rules for projects meeting certain incentive to construction investment thresholds. There are a number of carve outs including historic tax credits, brownfield tax credits and affordable housing, but IDA incentives are not one of them. Previous analyses concluded that this provision would add approximately 20-35% percent to the cost of an economic development project upstate, drive-up the cost of doing business in the state even higher, and thereby make the entire state less competitive. One County IDA and City IDA enacted a prevailing wage provision and did not have any projects while it remained in effect, foretelling future prospects if enacted statewide.

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

Management's Discussion and Analysis (Unaudited)
(In Thousands)
December 31, 2019 and 2018

Town-wide, the focus continues on redeveloping obsolete and under-utilized commercial and retail space. Overall, the existing office and industrial market continues to enjoy higher than national average occupancy but there is little greenfield property for these two sectors to expand. In addition, all property types are increasingly subject to market conditions driven by younger workers forcing employers to provide for mixed use options that present vibrant experiences. This market trend is moderating opportunities for new company locations and expansion until projects currently on the drawing board in the Boulevard Central District and Opportunity Zone move forward. Redevelopment of nodes of development throughout the Town presents an opportunity for projects, and we are finally nearing completion of zoning and SEQR processes that have delayed implementation. As long as infrastructure funding materializes and the economy continues forward, we should begin seeing actual investment projects in 2020.

CONTACTING AGENCY'S ADMINISTRATION

This financial report is designed to provide citizens, taxpayers, customers, investors and creditors with a general overview of the Agency's finances and to show the accountability for the money received. If you have questions about this report or need additional financial information, contact the Town of Amherst Industrial Development Agency, 4287 Main Street, Amherst, New York 14226.

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

Statements of Net Position
December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
ASSETS		
CURRENT ASSETS:		
Cash	\$ 1,390,329	\$ 1,577,843
Prepaid expenses	<u>5,027</u>	<u>5,027</u>
Total current assets	1,395,356	1,582,870
Capital assets, net	565,298	585,338
Notes receivable, related party	50,000	50,000
Restricted cash	<u>64,507</u>	<u>64,378</u>
Total assets	<u>2,075,161</u>	<u>2,282,586</u>
LIABILITIES		
CURRENT LIABILITIES:		
Due to Erie County Industrial Development Agency	-	223,504
Accounts payable and accrued expenses	12,022	922
Current portion of mortgage payable	<u>326,647</u>	<u>53,325</u>
Total current liabilities	338,669	277,751
MORTGAGE PAYABLE, less current portion	<u>-</u>	<u>322,371</u>
Total liabilities	<u>338,669</u>	<u>600,122</u>
NET POSITION		
Net investment in capital assets	238,651	209,642
Restricted	64,507	64,378
Unrestricted	<u>1,433,334</u>	<u>1,408,444</u>
Total net position	<u>\$ 1,736,492</u>	<u>\$ 1,682,464</u>

The accompanying notes are an integral part of these statements.

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

Statements of Revenue, Expenses, and Change in Net Position
For the years ended December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
OPERATING REVENUE:		
Administrative fees	\$ 579,459	\$ 149,386
Application fees	2,000	500
Other revenue	<u>14,743</u>	<u>51,121</u>
Total operating revenue	<u>596,202</u>	<u>201,007</u>
OPERATING EXPENSES:		
Salaries and benefits, net	<u>354,542</u>	<u>323,096</u>
General and administrative -		
Professional fees	48,137	47,482
Building mortgage interest	19,443	24,233
Buffalo Niagara Enterprise participation	20,000	20,000
Maintenance and landscaping	17,372	16,218
Insurance	15,636	15,358
Special events and projects	1,574	12,809
Office supplies and postage	10,603	9,845
Real property taxes	7,694	7,532
Utilities	5,825	6,694
Telephone	5,690	6,464
Equipment rental and repair	8,016	4,629
Dues and subscriptions	6,422	4,301
Marketing	2,035	1,671
Education	2,043	1,035
Meetings and conferences	739	762
Auto and travel	<u>2,129</u>	<u>153</u>
Total general and administrative	<u>173,358</u>	<u>179,186</u>
Depreciation	<u>23,142</u>	<u>26,739</u>
Total operating expenses	<u>551,042</u>	<u>529,021</u>
Operating income (loss)	<u>45,160</u>	<u>(328,014)</u>
NON-OPERATING REVENUE (EXPENSES):		
Interest income	8,868	3,548
Transfer to related party	<u>-</u>	<u>(1,280)</u>
Total non-operating revenue (expenses)	<u>8,868</u>	<u>2,268</u>
CHANGE IN NET POSITION	54,028	(325,746)
NET POSITION - beginning of year	<u>1,682,464</u>	<u>2,008,210</u>
NET POSITION - end of year	<u>\$ 1,736,492</u>	<u>\$ 1,682,464</u>

The accompanying notes are an integral part of these statements.

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

Statements of Cash Flows

For the years ended December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
CASH FLOW FROM OPERATING ACTIVITIES:		
Fees and other revenue received	\$ 596,202	\$ 275,627
Payments to employees and vendors	(516,800)	(550,731)
PILOT payments collected	4,113,874	4,159,018
PILOT payments disbursed	<u>(4,337,378)</u>	<u>(3,935,514)</u>
Net cash flow from operating activities	<u>(144,102)</u>	<u>(51,600)</u>
CASH FLOW FROM CAPITAL AND RELATED FINANCING ACTIVITIES:		
Additions to property and equipment	(3,102)	(1,090)
Principal payments on long-term debt	<u>(49,049)</u>	<u>(50,463)</u>
Net cash flow from capital and related financing activities	<u>(52,151)</u>	<u>(51,553)</u>
CASH FLOW FROM INVESTING ACTIVITIES:		
Interest income	8,868	3,548
Transfer to related party	-	(1,280)
Withdrawals (income) from restricted deposits	<u>(129)</u>	<u>(35)</u>
Net cash flow from investing activities	<u>8,739</u>	<u>2,233</u>
CHANGE IN CASH	(187,514)	(100,920)
CASH - beginning of year	<u>1,577,843</u>	<u>1,678,763</u>
CASH - end of year	<u>\$ 1,390,329</u>	<u>\$ 1,577,843</u>
RECONCILIATION OF OPERATING INCOME (LOSS) TO NET CASH FLOW FROM OPERATING ACTIVITIES:		
Operating income (loss)	\$ 45,160	\$ (328,014)
Adjustments to reconcile operating income (loss) to net cash provided by operating activities:		
Depreciation	23,142	26,739
Contingent liability	-	(49,371)
Changes in:		
Receivables	-	74,620
Due to Erie County Industrial Development Agency	(223,504)	223,504
Accounts payable and accrued expenses	<u>11,100</u>	<u>922</u>
Net cash flow from operating activities	<u>\$ (144,102)</u>	<u>\$ (51,600)</u>

The accompanying notes are an integral part of these statements.

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

Notes to Basic Financial Statements
December 31, 2019 and 2018

1. AGENCY

The Town of Amherst Industrial Development Agency (the Agency) is a public benefit corporation created in 1973 in accordance with Article 18-A of New York State (the State) General Municipal Law for the purpose of encouraging financially sound companies to locate and expand in the Town of Amherst, New York (the Town). The Agency is exempt from federal, state and local income taxes. The Agency is a discretely presented component unit of the Town.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Agency's financial statements are prepared in conformity with accounting principles generally accepted in the United States as set forth by the Governmental Accounting Standards Board (GASB) for proprietary funds.

Basis of Presentation

GASB requires the classification of net position into three classifications defined as follows:

- Net investment in capital assets - This component of net position consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets, if applicable. If there are significant unspent related debt proceeds at year-end, the portion of the debt attributable to the unspent proceeds is not included in the calculation of net investment in capital assets. Rather, that portion of the debt is included in the same net position component as the unspent proceeds.
- Restricted net position - This component of net position consists of amounts which have external constraints placed on their use imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments or constraints imposed by law through constitutional provisions or enabling legislation.
- Unrestricted net position - This component of net position consists of net position that do not meet the definition of "net investment in capital assets" or "restricted."

When both restricted and unrestricted resources are available for use for the same purpose, the Agency uses restricted resources first and then unrestricted resources, as needed.

**TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)**

**Notes to Basic Financial Statements
December 31, 2019 and 2018**

Nature of Activities

- *Industrial Development Revenue Bonds*

Industrial development revenue bonds issued by the Agency are secured by the properties which are leased to companies and are retired by lease payments. The conduit debt arising from bonds and notes are not obligations of the Agency. The Agency does not record the assets or liabilities resulting from completed bond and note issues in its financial statements since its primary function is to facilitate the financing between the borrowing companies and the bond holders. The Agency receives bond administrative fees from the borrowing companies for providing this service. Such fees are recognized immediately upon issuance of the funds. At December 31, 2019 and 2018, there were no tax-exempt bonds outstanding with an aggregate amount payable.

- *Lease, Second and Collateral Mortgage Agreements and Other Financing Programs*

Lease agreements are used for projects when no financing is needed. Typically the project is financed internally by the company or developer. Second and collateral mortgage agreements are a financing tool used only when there is a mortgage already on the property. There are typically two types of second mortgages available: (1) a fixed asset second mortgage which is used for tenant improvements and/or equipment when the builder/owner needs to borrow additional money; and (2) an equity asset mortgage which is used for permanent working capital when the borrower/owner borrows the appreciated value or equity in an existing building. There are a variety of other financing programs, such as equipment purchase mortgages, leasehold mortgages, installment sales, acquisitions and expansions that the Agency offers to participating companies.

The Agency does not record the assets or liabilities resulting from these activities in its financial statements since its primary function is to arrange the financing. Funds arising therefrom are controlled by trustees or banks acting as fiscal agents. For providing this service, the Agency receives administrative fees from the borrowing companies. Such fees are recognized when earned.

- *Lease with Mortgage Transactions*

Lease agreements with mortgages are used where financing is required but the borrower and lender do not want to enter into a bond transaction. In lease with mortgage transactions, the Agency signs the mortgage to subject its interest in the real property to the lien of the mortgage but does not execute and deliver a bond. The borrower company signs a note and joins in signing the mortgage with the Agency. Agency participation in the mortgage provides for the mortgage tax exemption. Agency policy has been to not take fee title to any additional real estate and instead for all new transactions involving real estate, the Agency takes a leasehold interest in the real estate which is sufficient to provide for real property tax abatement.

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

Notes to Basic Financial Statements
December 31, 2019 and 2018

- *Payments in Lieu of Taxes*

The Agency has entered into contractual arrangements with each of the client companies that have outstanding industrial development revenue bonds, whereby the client companies make payments in lieu of taxes to the Agency. Upon receipt of such payments, the Agency remits them to various taxing jurisdictions (Town of Amherst, County of Erie and various school districts) within the Town. The Agency typically does not reflect transactions regarding payments in lieu of taxes in its financial statements since its function in this area is to collect and remit the payment. The Agency does not charge a fee for this service. For the year ended December 31, 2018, the Agency collected \$4,159,018 of payments in lieu of taxes and remitted \$3,935,514 to the taxing jurisdictions. \$223,504 of these collections had not yet been remitted as of December 31, 2018; and therefore, this was reported as an amount due to Erie County Industrial Development Agency on the Agency's financial statements as of the year end. Accordingly, in 2019, the amount collected by the Agency was \$4,113,874, which was less than the amount remitted of \$4,337,378, as the Agency remitted the amount that was due to Erie County Industrial Development Agency as of the prior year end.

Related Parties

The Agency is related to the Town of Amherst Development Corporation (the Corporation), a not-for-profit corporation, through common membership of its Board of Directors.

Cash

Cash includes cash on hand, demand deposits, money market funds, and savings accounts.

Accounts Receivable

Accounts receivable are shown gross, with uncollectible amounts recognized under the direct write-off method. Generally accepted accounting principles require the use of the allowance method for recording bad debts. However, the use of the direct write-off method is not materially different from the results that would be obtained under the allowance method. Amounts for which no payments have been received for several months are considered delinquent and when customary collection efforts are exhausted, the account is written-off.

Capital Assets

Assets purchased or acquired with a useful life exceeding one year are capitalized. Contributed fixed assets are recorded at fair value at the date received. Additions, improvements, and other capital outlays that significantly extend the useful life of an asset are capitalized. Other costs for repairs and maintenance are expensed as incurred. The Agency depreciates assets on the straight-line basis over the asset's estimated useful lives ranging from 3 to 10 years.

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

Notes to Basic Financial Statements
December 31, 2019 and 2018

Revenue Recognition

Operating revenue consists of revenue from fees earned on new projects when bonds are issued, mortgages are issued or a refinancing occurs. The Agency charges an amount equal to 1% of the project amount. For second mortgages, the Agency charges an administrative fee of .50%. For lease assignments and assumptions, the Agency charges an administrative fee of 1%. For the tax exempt financing, the Agency charges an administrative fee of .50%. Fee income is recorded as revenue when the financing closes, regardless of when the related cash is received. For projects receiving a sales tax letter, 25% of the fee is recognized as revenue when the sales tax letter is issued. Fee income received prior to closing is recorded as deferred revenue. The Agency defines non-operating revenue as interest earnings.

Income Taxes

The Agency is a not-for-profit public benefit corporation and is exempt from income taxes under the Internal Revenue Code.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. DEPOSITS WITH FINANCIAL INSTITUTIONS AND INVESTMENTS

The Agency's investment policies are governed by State statutes. In addition, the Agency has its own written investment policy. Agency monies must be deposited in Federal Deposit Insurance Corporation (FDIC)-insured commercial banks or trust companies located within the State and which have a branch office located within the Town. The Agency is authorized to use only demand deposit accounts and certificates of deposit. Collateral is required for demand deposit accounts and certificates of deposit not covered by federal deposit insurance. Obligations that may be pledged as collateral are obligations of the United States and its agencies and obligations of the State and its municipalities and school districts.

Cash

At December 31, 2019 and 2018, the Agency's cash was covered by FDIC insurance, or by eligible securities held in the Agency's name by a third-party custodial bank or by the bank's trust department. The Agency's deposits were insured and collateralized as follows at December 31:

	2019		2018	
	Bank Balance	Carrying Amount	Bank Balance	Carrying Amount
Demand Deposits	\$ 72,473	\$ 65,170	\$ 63,075	\$ 55,067
Time Deposits	1,389,666	1,389,666	1,587,154	1,587,154
	\$ 1,462,139	\$ 1,454,836	\$ 1,650,229	\$ 1,642,221
Covered by FDIC insurance	\$ 386,980		\$ 377,453	
Collateralized by third party	1,096,662		1,298,244	
Total FDIC insurance and collateral	\$ 1,483,642		\$ 1,675,697	

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

Notes to Basic Financial Statements
December 31, 2019 and 2018

Restricted cash and equivalents at December 31 consist of the following:

	<u>2019</u>	<u>2018</u>
Funds restricted for mortgage escrow - cash on deposit - escrow accounts	\$ <u>64,507</u>	\$ <u>64,378</u>

The Agency has also designated \$100,000 of unrestricted fund balance at December 31, 2019 and 2018 to be used for future investments.

4. CAPITAL ASSETS

Capital asset activity for the year ended December 31, 2019 was as follows:

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>
Capital assets not being depreciated:				
Land	\$ 100,000	\$ -	\$ -	\$ 100,000
Capital assets being depreciated:				
Leashold improvements	22,710	-	-	22,710
Equipment	188,412	3,102	-	191,514
Building	<u>719,835</u>	<u>-</u>	<u>-</u>	<u>719,835</u>
Total capital assets being depreciated	<u>930,957</u>	<u>3,102</u>	<u>-</u>	<u>934,059</u>
Less: Accumulated depreciation:				
Leashold improvements	(18,853)	(806)	-	(19,659)
Equipment	(179,680)	(4,173)	-	(183,853)
Buildings	<u>(247,086)</u>	<u>(18,163)</u>	<u>-</u>	<u>(265,249)</u>
Total accumulated depreciation	<u>(445,619)</u>	<u>(23,142)</u>	<u>-</u>	<u>(468,761)</u>
Total capital assets being depreciated, net	<u>485,338</u>	<u>(20,040)</u>	<u>-</u>	<u>465,298</u>
Capital assets, net	<u>\$ 585,338</u>	<u>\$ (20,040)</u>	<u>\$ -</u>	<u>\$ 565,298</u>

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

Notes to Basic Financial Statements
December 31, 2019 and 2018

Capital asset activity for the year ended December 31, 2018 was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets not being depreciated:				
Land	\$ 100,000	\$ -	\$ -	\$ 100,000
Capital assets being depreciated:				
Leashold improvements	22,710	-	-	22,710
Equipment	187,322	1,090	-	188,412
Building	719,835	-	-	719,835
Total capital assets being depreciated	929,867	1,090	-	930,957
Less: Accumulated depreciation:				
Leashold improvements	(17,867)	(986)	-	(18,853)
Fixed equipment	(172,089)	(7,591)	-	(179,680)
Buildings	(228,924)	(18,162)	-	(247,086)
Total accumulated depreciation	(418,880)	(26,739)	-	(445,619)
Total capital assets being depreciated, net	510,987	(25,649)	-	485,338
Capital assets, net	\$ 610,987	\$ (25,649)	\$ -	\$ 585,338

5. RELATED PARTIES

As discussed further in Note 9, at December 31, 2019 and 2018, the Agency had a \$50,000 non-interest bearing note receivable from the Corporation. In 2020, the Corporation plans to repay the note in full to the Agency.

In addition, the Agency provides office space and personnel at no cost to the Corporation. The Corporation reimburses the Agency for the use of office space and personnel through its management fee.

The Agency transferred \$1,280 to the Corporation during the year ended December 31, 2018. There were no transfers to the Corporation for the year ended December 31, 2019.

**TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)**

**Notes to Basic Financial Statements
December 31, 2019 and 2018**

6. DUE TO ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

As described in Note 2, the Agency collects and remits payments in lieu of taxes on behalf of various taxing jurisdictions. As of December 31, 2018, the Agency was holding \$223,504 of the payments collected. This money related to one specific PILOT agreement, for which there is a Memorandum of Understanding (MOU) with Erie County that stipulates Erie County can decide how this money should be used. There were ongoing discussions between the Agency management and parties to the MOU regarding the potential for the Amherst IDA to utilize this money toward projects in Amherst. As there had been no formal conclusion or agreement in regards to these discussions as of December 31, 2018, the amount held by the Agency was shown as an amount eligible for allocation per the terms of the MOU on the Statement of Net Position. The Agency ultimately paid the amount to Erie County IDA during 2019. As such, no amount is due to Erie County IDA as of December 31, 2019.

7. MORTGAGE PAYABLE

The Agency’s mortgage with KeyBank amounted to \$326,647 and \$375,696 at December 31, 2019 and 2018, respectively. The mortgage bore interest at 6% per year and was payable in 60 monthly installments of \$6,225 comprising of principal and interest through December 31, 2014. At January 1, 2015, the interest rate adjusted daily to 2% above the Regular Fixed Advance Rate offered by the Federal Home Loan Bank of New York for instruments having a term of five years. However, in no event will the rate fall below 6%. Payments will be made in 60 monthly installments based on a 10-year amortization of the outstanding balance at January 1, 2015. Amounts borrowed bear interest at 6% at December 31, 2019 and 2018. Per the original agreement, a balloon payment for the remaining balance is due in January 2020. The original agreement was still in effect as of December 31, 2019; however, in January 2020, the Agency refinanced its mortgage, extending the maturity date to January 1, 2040. Thus, the remaining balance will be paid in 240 monthly installments of \$2,121 comprising both principal and interest. The interest rate will be 4.75% until January 1, 2025, the first adjustment date, upon which time the interest rate will be adjusted. As this refinanced agreement was not yet effective as of December 31, 2019, the amounts below relate to the terms of the original agreement.

The terms of the mortgage require the Agency to maintain a restricted deposit with the bank which amounted to \$64,507 and \$64,378 at December 31, 2019 and 2018, respectively.

The mortgage requires the Agency to maintain a minimum debt coverage ratio of 1.2 to 1. The Agency met the minimum debt coverage covenant as of December 31, 2019. The Agency obtained a waiver related to the minimum debt coverage covenant as of December 31, 2018.

The aggregate maturity of the mortgage payable for the years ending December 31 is as follows:

2020	<u>\$ 326,647</u>
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TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

Notes to Basic Financial Statements
December 31, 2019 and 2018

Long-term debt relating to the Agency consisted of the following at December 31:

	Beginning Balance <u>2019</u>	<u>Increases</u>	<u>Decreases</u>	Due Within <u>One Year</u>	Long-Term Portion <u>2019</u>
Mortgage - KeyBank	\$ 375,696	\$ -	\$ (40,049)	\$ (326,647)	\$ -
	Beginning Balance <u>2018</u>	<u>Increases</u>	<u>Decreases</u>	Due Within <u>One Year</u>	Long-Term Portion <u>2018</u>
Mortgage - KeyBank	\$ 426,159	\$ -	\$ (50,463)	\$ (53,325)	\$ 322,371

Cash paid for interest amounted to \$19,443 and \$24,233 for the years ended December 31, 2019 and 2018, respectively.

8. DEFINED CONTRIBUTION PLAN

The Agency sponsors a defined contribution pension plan covering all employees who are age 21 or older and have completed one year of service. Contributions to the plan are made by the Agency at the rate of 7.7% of the employee's compensation. Employees are required to contribute at least 3% but not over 10% of their compensation in order to receive the 7.7% Agency matching contribution. The total expense relating to the plan incurred by the Agency amounted to \$18,260 during each of the years ended December 31, 2019 and 2018.

9. COMMITMENTS

The Agency has entered into an agreement with several other entities to stimulate economic development through debt or equity investment in technology start-ups in Western New York. This is being done through the Western New York Business Development Fund. The agreement calls for the Agency to make a maximum commitment to fund investments in the amount of \$150,000. At December 31, 2019 and 2018, the Agency has funded a total of \$50,000. This has been accomplished by the Agency loaning the funds to the Corporation, which in turn made investments in local businesses. The Corporation plans to repay the \$50,000 note to the Agency in 2020.

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

March 27, 2020

To the Board of Directors of the
Town of Amherst Industrial Development Agency

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the Town of Amherst Industrial Development Agency (the Agency), a discretely presented component unit of the Town of Amherst, New York, as of and for the year ended December 31, 2019, and the related notes to the financial statements, which collectively comprise the Agency's basic financial statements, and have issued our report thereon dated March 27, 2020.

Internal Control Over Financial Reporting

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

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

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

Compliance and Other Matters

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

Purpose of this Report

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

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

Schedule 1

Schedule of Financing Activity
1979 - 2019

	<u>Date Issued/Closed</u>	<u>Basis for Computing Administrative Fees</u>
INDUSTRIAL DEVELOPMENT REVENUE BONDS	1979	\$ 2,090,000
	1980	10,599,000
	1981	4,030,000
	1982	5,375,000
	1983	4,305,000
	1984	24,809,665
	1985	28,593,000
	1986	20,565,250
	1987	26,520,200
	1988	50,173,000
	1989	31,270,000
	1990	17,217,000
	1991	28,473,300
	1992	13,541,452
	1993	20,697,393
	1994	19,381,125
	1995	16,700,291
	1996	45,622,164
	1997	67,256,562
	1998	34,667,822
	1999	58,229,176
	2000	81,840,506
	2001	31,662,263
	2002	20,975,000
	2003	<u>7,985,516</u>
Total industrial development revenue bonds		<u>672,579,685</u>
LEASE AGREEMENTS	1988	15,200,000
	1989	9,150,421
	1990	7,001,692
	1991	15,935,832
	1993	1,306,428
	1994	25,928,673
	1995	750,000
	1997	500,000
	1999	1,503,455
	2000	19,660,620
	2001	2,577,833
	2002	41,792,658
	2003	6,503,499
	2004	32,290,592
	2005	52,124,726
	2006	41,785,178
	2007	35,484,598
	2008	32,236,000
	2010	14,960,000
	2011	28,990,300
	2012	43,605,993
	2013	48,461,796
	2014	51,307,547
	2015	70,097,325
	2016	17,549,000
	2017	16,784,052
	2019	<u>22,344,829</u>
Total lease agreements		<u>655,833,047</u>

Schedule of Financing Activity
1979 - 2019

	Date Issued/Closed	Basis for Computing Administrative Fees
SECOND MORTGAGE AGREEMENTS	1988	1,110,000
	1989	250,000
	1990	1,585,000
	1992	125,000
	1995	95,000
	1996	1,985,000
	1997	1,000,000
	2001	287,000
	2002	800,000
	2003	4,655,957
	2004	2,600,000
	2005	235,000
	2006	874,000
	2007	2,662,798
	2008	3,625,984
	2010	1,150,000
	2011	2,872,551
	2012	124,309
	2017	<u>500,000</u>
Total second mortgage agreements		<u>26,537,599</u>
THIRD MORTGAGE AGREEMENTS	2010	2,800,000
	2011	<u>700,000</u>
Total third mortgage agreements		<u>3,500,000</u>
MORTGAGE AND MODIFICATION TRANSACTIONS	2009	<u>250,000</u>
ASSIGNMENT OF LEASES	2002	5,048,750
	2004	17,029,930
	2005	13,861,726
	2006	10,500,000
	2007	12,967,258
	2012	3,800,000
	2013	6,005,000
	2016	23,073,623
	2019	<u>11,100,000</u>
Total assignment of leases		<u>103,386,287</u>
COLLATERAL MORTGAGES	1991	200,000
	1992	530,000
	1994	673,000
	1996	300,000
	2003	<u>1,576,915</u>
Total collateral mortgages		<u>3,279,915</u>
EQUIPMENT PURCHASE MORTGAGES	1994	1,850,000
	1995	<u>824,064</u>
Total equipment purchase mortgages		<u>2,674,064</u>

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

Schedule 1

Schedule of Financing Activity
1979 - 2019

	<u>Date Issued/Closed</u>	<u>Basis for Computing Administrative Fees</u>
LEASEHOLD IMPROVEMENTS	1994	<u>1,020,000</u>
INSTALLMENT SALES	1991	466,494
	1993	312,000
	1994	303,113
	1996	3,854,000
	1997	918,631
	1998	2,361,315
	2000	61,069,108
	2001	2,338,546
	2003	1,757,976
	2004	12,763,495
	2005	8,474,818
	2006	9,830,000
	2007	32,085,780
	2008	18,870,000
	2009	15,443,508
	2010	6,580,000
	2011	28,500,000
	2012	25,197,500
	2013	85,000,000
	2015	32,800,000
	2017	11,000,000
	2018	1,000,000
	2019	<u>33,900,000</u>
Total installment sales		<u>394,826,284</u>
ACQUISITIONS	1994	<u>2,865,700</u>
EXPANSIONS	1995	<u>1,300,000</u>
REFINANCING TRANSACTIONS	2001	8,600,000
	2002	960,000
	2003	559,750
	2004	5,491,750
	2005	26,384,367
	2006	20,327,894
	2007	24,808,265
	2008	34,860,000
	2009	5,380,779
	2012	7,380,737
	2013	1,495,802
	2014	2,611,953
	2015	28,844,297
	2017	200,000
	2019	<u>6,187,226</u>
Total refinancing transactions		<u>174,092,820</u>
TAX EXEMPT BONDS	2007	<u>14,860,000</u>
PROJECTS WITH PREDETERMINED FEES	2001	<u>46,121,000</u>
PROJECTS WITH PREDETERMINED FEES	2007	<u>866,686,576</u>
Total basis for computing administrative fee		<u>\$ 2,969,812,977</u>

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
(A Discretely Presented Component Unit of the Town of Amherst, New York)

Schedule 2

Schedule of Detailed Financing Activity
For the year ended December 31, 2019

	<u>Date Issued/Closed</u>	Basis for Computing Administrative Fees
LEASE AGREEMENTS:		
Reist Street Holdings, LLC - Fredonia Place at Williamsville	5/19	\$ 12,694,829
Evans Bank, N.A.	7/19	7,250,000
The Uniland Partnership of Delaware - 400 Crosspoint	10/19	<u>2,400,000</u>
INSTALLMENT SALES:		
BlackRock - Tech.	12/19	32,800,000
Strategic Financial Solutions	3/19	<u>1,100,000</u>
ASSIGNMENT OF LEASES:		
Citigroup, Inc.	11/19	<u>11,100,000</u>
REFINANCING TRANSACTIONS:		
The Uniland Partnership of Delaware - 480/490 Crosspoint	11/19	<u>6,187,226</u>
Total 2019 Projects		<u>\$ 73,532,055</u>

TOWN OF AMHERST DEVELOPMENT CORPORATION
(A Blended Component Unit of the Town of
Amherst, New York)

Financial Statements as of
December 31, 2019 and 2018
Together with Independent
Auditor's Report

Bonadio & Co., LLP
Certified Public Accountants

TOWN OF AMHERST DEVELOPMENT CORPORATION
(A Blended Component Unit of the Town of Amherst, New York)

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December 31, 2019

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INDEPENDENT AUDITOR'S REPORT

March 27, 2020

To the Board of Directors of the
Town of Amherst Development Corporation

Report on the Financial Statements

We have audited the accompanying financial statements of the Town of Amherst Development Corporation (the Corporation) (a New York not-for-profit corporation and blended component unit of the Town of Amherst, New York), as of and for the years ended December 31, 2019 and 2018, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Corporation as of December 31, 2019 and 2018, and the changes in financial position and cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Required Supplementary Information

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

Other Reporting Required by Government Auditing Standards

In accordance with Government Auditing Standards, we have also issued our report dated March 27, 2020 on our consideration of the Corporation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Corporation's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards in considering the Corporation's internal control over financial reporting and compliance.

TOWN OF AMHERST DEVELOPMENT CORPORATION
(A Blended Component Unit of the Town of Amherst, New York)

Management's Discussion and Analysis (Unaudited)
(In Thousands)

December 31, 2019 and 2018

The following Management's Discussion and Analysis (MD&A) of the Town of Development Corporation's (the Corporation) financial position provides an overview of the Corporation's financial activities for the years ended December 31, 2019 and 2018. The MD&A should be read in conjunction with the Corporation's financial statements and related notes, which follow the MD&A.

FINANCIAL HIGHLIGHTS

- The assets of the Corporation exceeded its liabilities at December 31, 2019 and 2018 by \$88,555 and \$97,832, respectively.
- The Corporation's net position decreased by \$9,277 in 2019 and increased by \$136,619 in 2018, as a result of 2019 and 2018 operations.
- The Corporation did not have revenue in 2019. In 2018, the Corporation's total revenue was \$144,780.
- The Corporation's total expenses were \$9,277 and \$8,161 in 2019 and 2018, respectively.

OVERVIEW OF THE FINANCIAL STATEMENTS

The statement of net position and the statement of revenue, expenses, and change in net position report information about the Corporation as a whole and about its activities. These statements include all assets and liabilities using the accrual basis of accounting, which is similar to the accounting used by most private-sector companies. All of the current year's revenue and expenses are taken into account regardless of when cash is received or paid.

These two statements report the Corporation's net position and changes in them from one year to the next. The Corporation's net position, the difference between assets and liabilities, is one way to measure the Corporation's financial health, or financial position. Over time, increases or decreases in the Corporation's net position are one indicator of whether its financial health is improving or deteriorating. Consideration should also be given to other factors, such as changes in the Corporation's fee income and the fluctuation of the Corporation's expenses, to assess the overall health of the Corporation.

NOTES TO FINANCIAL STATEMENTS

The financial statements also include notes that explain the information in the financial statements. They are essential to a full understanding of the data provided in the financial statements.

TOWN OF AMHERST DEVELOPMENT CORPORATION
(A Blended Component Unit of the Town of Amherst, New York)

Management's Discussion and Analysis (Unaudited)

(In Thousands)

December 31, 2019 and 2018

FINANCIAL ANALYSIS

The analysis below summarizes the statements of net position (Table 1) and changes in net position (Table 2) of the Corporation as of and for the years ended December 31, 2019, 2018, and 2017.

Table 1 - Statements of Net Position

	<u>2019</u>	<u>2018</u>	<u>2017</u>
ASSETS:			
Current assets	\$ 134	\$ 143	\$ 36
Investments	<u>5</u>	<u>5</u>	<u>5</u>
Total assets	<u>139</u>	<u>148</u>	<u>41</u>
LIABILITIES:			
Current liabilities	-	-	30
Long-term liabilities	<u>50</u>	<u>50</u>	<u>50</u>
Total liabilities	<u>50</u>	<u>50</u>	<u>80</u>
NET POSITION:			
Unrestricted	<u>89</u>	<u>98</u>	<u>(39)</u>
Total net position	<u>\$ 89</u>	<u>\$ 98</u>	<u>\$ (39)</u>

The Corporation's entire net position is unrestricted and available to meet ongoing and future liabilities. The decrease in overall net position from 2018 to 2019 is due to the Corporation incurring expenses but having no revenue-generating projects during the year.

Long-term liabilities consist of the Corporation's note payable owed to the Amherst Industrial Development Agency.

Overall, as of December 31, 2019, the Corporation reports a positive net position.

Table 2 shows the changes in net position for the years ended December 31, 2019, 2018, and 2017.

TOWN OF AMHERST DEVELOPMENT CORPORATION
(A Blended Component Unit of the Town of Amherst, New York)

Management's Discussion and Analysis (Unaudited)

(In Thousands)

December 31, 2019 and 2018

Table 2 - Changes in Net Position

	<u>2019</u>	<u>2018</u>	<u>2017</u>
REVENUES:			
Administrative fees	\$ -	\$ 144	\$ 408
Transfer from related party	<u>-</u>	<u>1</u>	<u>6</u>
Total revenues	<u>-</u>	<u>145</u>	<u>414</u>
EXPENSES:			
Transfer to Town of Amherst IDA	-	-	408
Management and general	<u>9</u>	<u>8</u>	<u>5</u>
Total expenses	<u>9</u>	<u>8</u>	<u>413</u>
Change in net position	<u>\$ (9)</u>	<u>\$ 137</u>	<u>\$ 1</u>

Corporation revenues in 2019 decreased from 2018 due to a decrease in the level of refinancings in 2019 when compared with 2018.

The Corporation's expenses increased 14% from 2018 to 2019 as the Corporation contributed to the financing of the structural report for the Boiler House property at 404 Mill Street in 2019.

FUTURE FACTORS

The ADC's activity issuing tax-exempt debt continues to be sporadic and subject to interest rates and the growth at local colleges and universities. While there was no activity in this area in 2019, previous customers tend to circle every few years so there may be an issuance or two on the horizon.

Efforts continue in leveraging the powers of the ADC to facilitate priority projects where the AIDA cannot perform the required task(s). The ADC was the probable vehicle to underwrite and administer a façade program under consideration in 2019 (delayed due to HUD/Town of Amherst funding) and acquisition of the Boiler House in Amherst State Park for preparation of private use. The ADC funded an analysis for the State Historic Preservation Office to seek approval to demolish the Boiler House only to be denied. Efforts shifted to seeking developer interest in renovating the building, but there appears to be limited private interest due to the costs. Forward movement on Amherst Central Park may have role for the ADC, especially in the areas of land acquisition and parking structure development.

TOWN OF AMHERST DEVELOPMENT CORPORATION
(A Blended Component Unit of the Town of Amherst, New York)

Management's Discussion and Analysis (Unaudited)
(In Thousands)

December 31, 2019 and 2018

Advocates for requiring prevailing wages to be paid on any project that receives state or local incentives continue to push for legislation at the State Level. In addition to bills introduced by both the State Senate and Assembly, the Governor has included language that would trigger prevailing wage rules for projects meeting certain incentive to construction investment thresholds. There are number of carve outs including historic tax credits, brownfield tax credits and affordable housing. Previous analyses concluded that this provision would add approximately 20-35% percent to the cost of an economic development project upstate, drive-up the cost of doing business in the state even higher, and thereby make the entire state less competitive. One County and One City Economic Development Organization enacted a prevailing wage provision and did not have any projects while it remained in effect foretelling future prospects if enacted statewide.

CONTACTING CORPORATION'S ADMINISTRATION

This financial report is designed to provide citizens, taxpayers, customers, investors and creditors with a general overview of the Corporation's finances and to show the accountability for the money received. If you have questions about this report or need additional financial information, contact the Town of Amherst Development Corporation, 4287 Main Street, Amherst, NY 14226.

TOWN OF AMHERST DEVELOPMENT CORPORATION
(A Blended Component Unit of the Town of Amherst, New York)

Statements of Net Position
December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
ASSETS		
CURRENT ASSETS		
Cash	\$ <u>133,555</u>	\$ <u>142,832</u>
Total current assets	<u>133,555</u>	<u>142,832</u>
INVESTMENTS	<u>5,000</u>	<u>5,000</u>
Total assets	<u>138,555</u>	<u>147,832</u>
LIABILITIES		
NOTE PAYABLE - related party	\$ <u>50,000</u>	\$ <u>50,000</u>
Total liabilities	<u>50,000</u>	<u>50,000</u>
NET POSITION		
UNRESTRICTED	<u>88,555</u>	<u>97,832</u>
Total net position	<u>\$ <u>88,555</u></u>	<u>\$ <u>97,832</u></u>

The accompanying notes are an integral part of these statements.

TOWN OF AMHERST DEVELOPMENT CORPORATION
(A Blended Component Unit of the Town of Amherst, New York)

Statements of Revenues, Expenses, and Change in Net Position
For the years ended December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
OPERATING REVENUE:		
Administrative fees	\$ <u>-</u>	\$ <u>143,500</u>
Total operating revenue	<u>-</u>	<u>143,500</u>
OPERATING EXPENSES:		
Management and general	<u>9,277</u>	<u>7,661</u>
Total operating expenses	<u>9,277</u>	<u>7,661</u>
OPERATING INCOME (LOSS)	<u>(9,277)</u>	<u>135,839</u>
TRANSFERS:		
Transfer from Town of Amherst Industrial Development Agency	-	1,280
Transfer to Town of Amherst Industrial Development Agency	<u>-</u>	<u>(500)</u>
Net transfers	<u>-</u>	<u>780</u>
CHANGE IN NET POSITION (DEFICIT)	(9,277)	136,619
NET POSITION (DEFICIT) - beginning of year	<u>97,832</u>	<u>(38,787)</u>
NET POSITION (DEFICIT) - end of year	<u>\$ 88,555</u>	<u>\$ 97,832</u>

The accompanying notes are an integral part of these statements.

TOWN OF AMHERST DEVELOPMENT CORPORATION
(A Blended Component Unit of the Town of Amherst, New York)

Statements of Cash Flows

For the years ended December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
CASH FLOW FROM OPERATING ACTIVITIES:		
Cash received from administrative fees	\$ -	\$ 143,500
Cash paid for management fees	-	(29,620)
Cash paid for supporting services	<u>(9,277)</u>	<u>(7,661)</u>
Net cash flow from operating activities	<u>(9,277)</u>	<u>106,219</u>
CASH FLOW FROM NONCAPITAL FINANCING ACTIVITIES:		
Transfer from Town of Amherst Industrial Development Agency	-	1,280
Transfer to Town of Amherst Industrial Development Agency	<u>-</u>	<u>(500)</u>
Net cash flow from noncapital financing activities	<u>-</u>	<u>780</u>
CHANGE IN CASH	(9,277)	106,999
CASH - beginning of year	<u>142,832</u>	<u>35,833</u>
CASH - end of year	<u><u>\$ 133,555</u></u>	<u><u>\$ 142,832</u></u>
RECONCILIATION OF CHANGE IN NET ASSETS (DEFICIT) TO NET CASH FLOW FROM OPERATING ACTIVITIES:		
Change in operating income (loss)	\$ (9,277)	\$ 135,839
Adjustments to reconcile change in net assets to net cash flow from operating activities:		
Changes in:		
Accounts payable - related party	<u>-</u>	<u>(29,620)</u>
Net cash flow from operating activities	<u><u>\$ (9,277)</u></u>	<u><u>\$ 106,219</u></u>

The accompanying notes are an integral part of these statements.

TOWN OF AMHERST DEVELOPMENT CORPORATION
(A Blended Component Unit of the Town of Amherst, New York)

Notes to Basic Financial Statements
December 31, 2019 and 2018

1. NATURE OF ACTIVITIES

The Town of Amherst Development Corporation (the Corporation) was incorporated on May 23, 1977 under Section 402 of the Not-for-Profit Corporation Law to achieve the following lawful public and quasi-public objectives:

- Relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instruction or training individuals to improve or develop their capabilities for such jobs, carrying on scientific research for the purpose of aiding the Town of Amherst (the Town) by attracting new industry hereto and by encouraging the development or retention of industries in the Town and improving the economy and lessening the burdens of government and otherwise acting in the public interest, all within the Town;
- Construct, acquire, rehabilitate and improve for use by others, industrial or manufacturing plants within said Town where projects assisted by the Empire State Development Corporation are to be located, and to assist financially in such construction, acquisition, rehabilitation and improvement and to maintain such plant for others;
- To study and promote, alone or in concert with local officials and interested local groups, the economic growth and business prosperity of the Town and such other areas of Western New York as may relate to and affect the Town and further the solution of other civic problems of the Western New York region.

The Corporation is a blended component unit of the Town of Amherst, New York.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Corporation's financial statements are prepared in conformity with accounting principles generally accepted in the United States as set forth by the Governmental Accounting Standards Board (GASB) for proprietary funds.

Basis of Presentation

GASB requires the classification of net position into three categories defined as follows:

- Net investment in capital assets - This component of net position consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets, if applicable. If there are significant unspent related debt proceeds at year-end, the portion of the debt attributable to the unspent proceeds is not included in the calculation of net investment in capital assets. Rather, that portion of the debt is included in the same net position component as the unspent proceeds.

TOWN OF AMHERST DEVELOPMENT CORPORATION
(A Blended Component Unit of the Town of Amherst, New York)

Notes to Basic Financial Statements
December 31, 2019 and 2018

- Restricted net position - This component of net position consists of amounts which have external constraints placed on their use imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments or constraints imposed by law through constitutional provisions or enabling legislation.
- Unrestricted net position - This component of net position consists of net position that do not meet the definition of "net investment in capital assets," or "restricted."

When both restricted and unrestricted resources are available for use for the same purpose, the Corporation uses restricted resources first and then unrestricted resources, as needed.

Cash

The Corporation's only cash as of December 31, 2019 and 2018 is classified as a demand deposit.

Investments

The Corporation, as part of its economic development mission, invests non-public source funds in equity securities for start-up companies. These investments do not have a readily available fair market value and therefore are valued at cost in these financial statements.

Tax-Exempt Bonds

The Corporation is authorized to act on the behalf of the Town for the primary purpose of issuing tax-exempt bonds. The Corporation charges an administrative fee for issuing such bonds that the Town of Amherst Industrial Development Agency (the Agency) would customarily charge. Such fees are recognized when earned and transferred to the Agency.

Income Taxes

The Corporation is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code, therefore, no provision for income taxes is reflected in the financial statements. The Corporation has been classified as a publicly supported organization that is a private foundation under Section 509(a) of the Code. The Corporation presently discloses or recognizes income tax positions based on management's estimate of whether it is reasonably possible or probable that a liability has been incurred for unrecognized income taxes. Management has concluded that the Corporation has taken no uncertain tax positions that require adjustment in its financial statements.

However, the Corporation is classified as a private foundation and as such, is subject to a federal excise tax of 2% of net investment income. The Corporation did not have any net investment income for the years ended December 31, 2019 and 2018.

Contributed Services

The Corporation recognizes contributed services at their fair value if the services have value to the Corporation, are estimable and require specialized skills, are provided by individuals possessing those skills, and would have been purchased if not provided by contributors.

TOWN OF AMHERST DEVELOPMENT CORPORATION
(A Blended Component Unit of the Town of Amherst, New York)

Notes to Basic Financial Statements
December 31, 2019 and 2018

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. DEPOSITS WITH FINANCIAL INSTITUTIONS AND INVESTMENTS

The Corporation funds must be deposited in Federal Deposit Insurance Corporation (FDIC) insured commercial banks or trust companies located within the state which have a branch office located within the Town. The Treasurer is authorized to use demand accounts and certificates of deposit.

Collateral is required for demand deposits and certificates of deposit at 102% of the amount of all deposits not covered by federal deposit insurance. Obligations that may be pledged as collateral are outlined in chapter 623 of the laws of the State of New York.

Cash and equivalents of the Corporation are stated at fair value, which approximates cost. Cash and equivalents balances as of December 31, 2019 and 2018 were fully FDIC insured.

The Corporation, as part of its economic development mission, invests non-public source funds in equity securities for start-up companies. These investments do not have a readily available fair market value and therefore are valued at cost.

4. RELATED PARTY TRANSACTIONS

The Corporation is related to the Agency through members of its Board of Directors. At December 31, 2019 and 2018, the Corporation had a \$50,000 non-interest bearing note payable to the Agency. In December 2019, the Board of Directors approved the repayment of this note in full to the Agency in early 2020.

In addition, the Agency provides office space and personnel at cost to the Corporation. The Corporation reimburses the Agency for the use of office space and personnel through its management fee. During the year ended December 31, 2019, the Corporation did not transfer any amount to the Agency, as the Corporation did not have any revenue-generating projects during the year. For the year ended December 31, 2018, the Corporation transferred \$500 to the Agency for office space and personnel.

TOWN OF AMHERST DEVELOPMENT CORPORATION
(A Blended Component Unit of the Town of Amherst, New York)

Notes to Basic Financial Statements
December 31, 2019 and 2018

5. NOTE PAYABLE

As mentioned previously, the Corporation had a \$50,000 non-interest bearing note payable to the Agency at December 31, 2019 and 2018. There were no payments made on this note during 2019 or 2018. There is no stated maturity date for this note; however, in December 2019, the Board of Directors approved the repayment of this note in full to the Agency in early 2020. Accordingly, the amount due is listed as due within one year in the schedule below.

The following summarizes note payable activity for the year ended December 31, 2019:

	<u>Balance</u> <u>January 1</u>	<u>Increases</u>	<u>Decreases</u>	<u>Due Within</u> <u>One Year</u>	<u>Due After One</u> <u>Year</u>
Note Payable	\$ 50,000	\$ -	\$ -	\$ 50,000	\$ -

The following summarizes note payable activity for the year ended December 31, 2018:

	<u>Balance</u> <u>January 1</u>	<u>Increases</u>	<u>Decreases</u>	<u>Due Within</u> <u>One Year</u>	<u>Due After One</u> <u>Year</u>
Note Payable	\$ 50,000	\$ -	\$ -	\$ -	\$ 50,000

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

March 27, 2020

To the Board of Directors of the
Town of Amherst Development Corporation

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards issued by the Comptroller General of the United States, the financial statements of the Town of Amherst Development Corporation (the Corporation), a blended component unit of the Town of Amherst, New York, for the year ended December 31, 2019, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements, and have issued our report thereon dated March 27, 2020.

Internal Control Over Financial Reporting

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

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

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

Compliance and Other Matters

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

Purpose of this Report

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

**TOWN OF AMHERST
DEVELOPMENT CORPORATION
(A Blended Component Unit
of the Town of Amherst, New York)**

**Communication of Matters Related to Internal Control
Over Financial Reporting and Other Matters
March 2020**

March 2020

To the Board of Directors of the
Town of Amherst Development Corporation:

In planning and performing our audit of the financial statements of the Town of Town of Amherst Development Corporation (the Corporation) as of and for the year ended December 31, 2019, in accordance with auditing standards generally accepted in the United States of America, we considered the Corporation's internal control over financial reporting (internal control) as a basis for designing auditing procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Corporation's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented or detected and corrected on a timely basis.

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

This communication is intended solely for the information and use of management, the Board of Directors, the Audit Committee, and others within the Corporation and is not intended to be and should not be used by anyone other than these specified parties.

TOWN OF AMHERST DEVELOPMENT CORPORATION
(A Blended Component Unit of the Town of Amherst, New York)

**COMMUNICATION OF MATTERS RELATED TO INTERNAL CONTROL OVER FINANCIAL REPORTING AND
OTHER MATTERS**
MARCH 2020

OTHER MATTERS FOR THE CONSIDERATION OF MANAGEMENT

1. POLICIES

Observation

We noted that the Corporation's policies refer to the Town of Amherst Industrial Development Agency within the documentation.

Recommendation

We recommend new policies be adopted that clearly delineate the policies are applicable to the Corporation.

Draft - Subject to Change