

**W**ATERTOWN LOCAL  
DEVELOPMENT CORPORATION

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***FINANCIAL STATEMENTS***

December 31, 2018

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## BOWERS & COMPANY CPAs PLLC

CERTIFIED PUBLIC ACCOUNTANTS • BUSINESS CONSULTANTS

### INDEPENDENT AUDITOR'S REPORT

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#### BOARD OF DIRECTORS WATERTOWN LOCAL DEVELOPMENT CORPORATION

##### Report on the Financial Statements

We have audited the accompanying financial statements of **WATERTOWN LOCAL DEVELOPMENT CORPORATION**, (a nonprofit organization), which comprise the statement of financial position as of December 31, 2018, and the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements.

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

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

##### Auditor's 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 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 Watertown Local Development Corporation as of December 31, 2018, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

### **Emphasis of Matter**

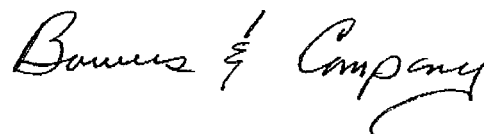
As discussed in Note 2 to the financial statements, in 2018, Watertown Local Development Corporation adopted Accounting Standards Update (ASU) No. 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements for Not-for-Profit Entities*. Our opinion is not modified with respect to this matter.

### **Report on Summarized Comparative Information**

We have previously audited Watertown Local Development Corporation's 2017 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated February 26, 2018. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2017, is consistent, in all material respects, with the audited financial statements from which it has been derived.

### **Other Reporting Required by *Government Auditing Standards***

In accordance with *Government Auditing Standards*, we have also issued our report dated March 18, 2019, on our consideration of Watertown Local Development 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 Watertown Local Development 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 Watertown Local Development Corporation's internal control over financial reporting and compliance.

A handwritten signature in black ink that reads "Bowers & Company". The signature is written in a cursive, flowing style.

Watertown, New York  
March 18, 2019

**WATERTOWN LOCAL DEVELOPMENT CORPORATION****AUDITED FINANCIAL STATEMENTS****STATEMENT OF FINANCIAL POSITION**

December 31, 2018 with Comparative Totals for 2017

<b>ASSETS</b>		
	<b>2018</b>	<b>2017</b>
Cash	\$ 103,803	\$ 458,233
Temporary Cash Investments	3,133,856	3,573,153
Investments	2,028,016	1,650,865
Accrued Investment Interest Receivable	25,609	25,028
Rents Receivable, Franklin Building	1,910	7,447
Loans Receivable, Net	4,779,554	4,797,496
Equipment and Leasehold Improvements, Net	3,893	5,010
<b>TOTAL ASSETS</b>	<b>\$ 10,076,641</b>	<b>\$ 10,517,232</b>
<b>LIABILITIES AND NET ASSETS</b>		
<b>LIABILITIES</b>		
Security Deposits / Total Liabilities	\$ 8,207	\$ 8,006
<b>NET ASSETS</b>		
Net Assets Without Donor Restrictions		
Undesignated	10,064,541	10,504,216
Invested in Equipment and Leasehold Improvements	3,893	5,010
	10,068,434	10,509,226
<b>TOTAL LIABILITIES AND NET ASSETS</b>	<b>\$ 10,076,641</b>	<b>\$ 10,517,232</b>

See notes to financial statements.

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**WATERTOWN LOCAL DEVELOPMENT CORPORATION**

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**STATEMENT OF ACTIVITIES**

Year Ended December 31, 2018 with Summarized Totals for December 31, 2017

	<b>2018</b>	<b>Totals</b>	<b>2017</b>
			<b>(Summarized)</b>
<b>SUPPORT AND REVENUE:</b>			
Interest Income:			
Interest on Loans	\$ 225,686		\$ 224,550
Interest on Investments, Net	123,930		111,796
Realized and Unrealized Gain (Loss)			
on Investments, Net	(160,386)		71,703
Franklin Building Rental Income	86,707		79,763
Bad Debt Recovery	54,602		30,002
Other Income	10,481		8,389
Total Support and Revenue	<u>341,020</u>		<u>526,203</u>
<b>EXPENSES:</b>			
Program Services	646,375		323,136
Management and General	<u>135,437</u>		<u>155,913</u>
Total Expenses	<u>781,812</u>		<u>479,049</u>
Change in Net Assets Without Donor Restrictions	(440,792)		47,154
Net Assets Without Donor Restrictions, Beginning of Year	<u>10,509,226</u>		<u>10,462,072</u>
Net Assets Without Donor Restrictions, End of Year	<u><u>\$ 10,068,434</u></u>		<u><u>\$ 10,509,226</u></u>

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See notes to financial statements.

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**WATERTOWN LOCAL DEVELOPMENT CORPORATION**

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**STATEMENT OF FUNCTIONAL EXPENSES**

Year Ended December 31, 2018 with Summarized Totals for December 31, 2017

	<b>Program Services</b>	<b>Management and General</b>	<b>Totals 2018</b>	<b>2017 (Summarized)</b>
Salaries	\$ 94,443	\$ 68,337	\$ 162,780	\$ 165,179
Employee Benefits	45,769	33,118	78,887	77,315
Advertising	-	290	290	1,014
Bad Debt Expense - Rent Receivable	6,095	-	6,095	-
Façade Program	250,000	-	250,000	-
Filing Fees	-	750	750	775
Franklin Building Program	62,434	-	62,434	63,462
Insurance	-	4,837	4,837	1,677
Janitorial Expense	2,339	2,338	4,677	4,901
Miscellaneous	18,885	713	19,598	15,455
Occupancy Expense	10,042	10,042	20,084	17,760
Office Expense	8,333	8,333	16,666	13,209
Professional Fees	28,227	5,325	33,551	51,482
Provision for Loan Loss	74,559	-	74,559	23,404
Rent Subsidy Program	42,332	-	42,332	39,288
Travel and Entertainment	1,891	330	2,221	2,541
Total Expenses Before Depreciation	645,349	134,412	779,761	477,462
Depreciation	1,026	1,025	2,051	1,587
<b>TOTAL EXPENSES</b>	<b>\$ 646,375</b>	<b>\$ 135,437</b>	<b>\$ 781,812</b>	<b>\$ 479,049</b>

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See notes to financial statements.

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**WATERTOWN LOCAL DEVELOPMENT CORPORATION**

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**STATEMENT OF CASH FLOWS**

Year Ended December 31, 2018 with Comparative Totals for 2017

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Changes in Net Assets Without Donor Restrictions	\$ (440,792)	\$ 47,154
Adjustments to Reconcile Changes in Net Assets Without Donor Restrictions to Net Cash Used In Operating Activities:		
Depreciation	2,051	1,587
Bad Debt Expense	6,095	-
Provision for Loan Loss	74,559	23,404
Unrealized Loss (Gain) on Investments	149,841	(67,927)
Realized Loss (Gain) on Sale of Investments	10,545	(3,776)
(Increase) Decrease in Assets:		
Accrued Interest Receivable	(581)	(4,532)
Rents Receivable, Franklin Building	5,537	168
Increase (Decrease) in Liabilities:		
Security Deposits	201	1,920
Accounts Payable	-	(7,238)
Net Cash Used In Operating Activities	<u>(192,544)</u>	<u>(9,240)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Loan Originations	(837,653)	(794,749)
Principal Collections on Loans	789,584	1,299,887
Purchase of Equipment and Leasehold Improvements	(934)	(3,463)
Purchase of Investments	(1,201,715)	(1,269,437)
Proceeds from Sales of Investments	<u>1,088,833</u>	<u>771,893</u>
Net Cash Provided By (Used In) Investing Activities	<u>(161,885)</u>	<u>4,131</u>
Net Decrease in Cash	(354,429)	(5,109)
Cash, Beginning of Year	<u>458,233</u>	<u>463,343</u>
Cash, End of Year	<u>\$ 103,803</u>	<u>\$ 458,233</u>

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See notes to financial statements.



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## WATERTOWN LOCAL DEVELOPMENT CORPORATION

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### NOTES TO FINANCIAL STATEMENTS

December 31, 2018 with Comparative Totals for 2017

#### NOTE 1 – NATURE OF ACTIVITIES

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The Watertown Local Development Corporation (the LDC) was incorporated under Section 1411 of the not-for-profit corporation law on November 14, 1982. Their mission is to foster an environment of cooperation between the City government, economic development agencies and the private sector with the goal of promoting economic expansion and prosperity in the City of Watertown. Moreover, the LDC uses financial resources to leverage other investments, with the goal of job creation, retention and elimination of blight.

500 Newell Street LLC, a New York Limited Liability Company (LLC), was organized on June 29, 2004. The LDC is 100% owner of 500 Newell Street LLC. The primary purpose of the LLC is to hold real estate acquired as a result of foreclosure sales and judgments against borrowers that have defaulted on their loans with the LDC. At December 31, 2018 and 2017, the LLC held no property. The activity in the LLC is not material to the LDC financial statements, and therefore is not reflected in the accompanying financial statements.

The LDC functions as a lending institution, making low interest loans for real estate, machinery and equipment purchases, working capital and housing.

- Repayment terms for real estate range from 10 to 20 years.
- Repayment terms for machinery and equipment purchases and working capital range from 7 to 10 years.

Maximum loan amounts are limited to 40% of project costs or 10% of the total LDC assets, whichever is lower. Interest rates on the LDC loans will be determined by the Board of Directors and will be on a fixed rate basis. The loans are made to businesses and industries which have an economic impact on the Watertown area. Any commitment by the LDC for a project located outside the corporate limits of the City of Watertown must be made subject to a majority approval of the City Council. Exceptions to loan policy terms and loan amounts may be approved at the discretion of the Board of Directors.

In addition, the following programs were established:

- The Board granted the CEO authority to approve loans in the amount of \$10,000 or less.
- The Factory Street Loan Program to give loans to small businesses that were affected by road construction in the City of Watertown. The maximum loan is for \$10,000 at 3% interest and for a maximum of 5 years. Loans are no longer being originated under this program.

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## WATERTOWN LOCAL DEVELOPMENT CORPORATION

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### NOTES TO FINANCIAL STATEMENTS

December 31, 2018 with Comparative Totals for 2017

#### NOTE 1 – NATURE OF ACTIVITIES - Continued

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- The Public Square Historic District Façade Easement Program was established to provide grants to owners of downtown buildings wishing to upgrade the appearance and stability of their building exterior. The program is administered by Neighbors of Watertown, Inc. The LDC has, over the last 15 years, granted approximately \$1,000,000 for downtown facades. The program was terminated during 2016. Remaining commitments of \$250,000 were disbursed in the current year. Façade expense was \$250,000 and \$0 for the years ended December 31, 2018 and 2017, respectively.
- The Façade Program designated for businesses in the downtown boundaries. The maximum loan is for \$25,000 at 0% interest for a maximum of 3 years.
- The Public Square Rent Assistance Program for new businesses to be located within the program boundary or for existing businesses planning to relocate within the program boundary. Lease payments in year one will be subsidized at 50% or \$1,000 per month, whichever is less. Subsidy decreases in year two to 25% or \$500 per month, whichever is less.
- The Downtown Micro Loan Program designated for businesses in the Watertown area. The maximum loan is for \$40,000 at 3% interest for a maximum of 6 years.

#### NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

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##### **Basis of Accounting**

The financial statements of the LDC have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables, and other liabilities.

##### **Basis of Presentation**

The LDC reports information regarding its financial positions and activities according to one class of net assets: net assets without donor restriction.

Net Assets Without Donor Restrictions – Are currently available for operating purposes subject only to the broad limits resulting from the nature of the organization or invested in equipment and leasehold improvements. Net assets without donor restrictions generally result from rental revenue, income from investments and receiving interest from notes receivables, less expenses incurred in providing program-related services and performing administrative functions.

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## WATERTOWN LOCAL DEVELOPMENT CORPORATION

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### NOTES TO FINANCIAL STATEMENTS

December 31, 2018 with Comparative Totals for 2017

#### NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES - Continued

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##### **Income Taxes**

The LDC is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code and is classified as an organization that is not a private foundation.

The Organization's Forms 990, *Return of Organization Exempt from Income Tax*, for the years ending 2017, 2016, and 2015 are subject to examination by the IRS, generally for 3 years after they were filed. Based on its analysis, the Organization determined that there were no uncertain tax positions and that the Organization should prevail upon examination by the taxing authorities.

##### **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

##### **Fair Value of Financial Instruments**

The carrying amounts of cash and cash equivalents approximate fair value because of the short maturity of those financial instruments. Refer to Notes 5 and 12 for fair value of temporary cash investments and investments.

##### **Cash and Cash Equivalents**

The LDC considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. There were no cash equivalents at December 31, 2018 and 2017.

##### **Rents Receivable**

Rents receivable are stated at the amount management expects to collect from balances outstanding at year-end. Management considers accounts receivable to be fully collectible; accordingly, no allowance for doubtful accounts has been established. If accounts become uncollectible, they will be charged to operations when that determination is made. For the year ended December 31, 2018, one tenant receivable in the amount of \$6,095 was deemed uncollectible and written off to bad debt expense.

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## WATERTOWN LOCAL DEVELOPMENT CORPORATION

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### NOTES TO FINANCIAL STATEMENTS

December 31, 2018 with Comparative Totals for 2017

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#### NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES - Continued

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##### **Loans Receivable and Allowance for Loan Losses**

Loans receivable are stated at unpaid principal balances, less an allowance for loan losses. Interest on loans is recognized over the term of the loan and is calculated using the simple-interest method on principal amounts outstanding.

The LDC uses a loan rating system as a method for calculating their required reserve. Loan rating classifications are 1) Satisfactory, 2) Watch, and 3) Substandard. A percentage of each loan is allocated to the reserve calculation based on its classification. Management's periodic evaluation of the loan risk ratings is based on specific criteria such as past loan loss experience, known and other risks inherent in the portfolio, cash flows, and estimated value of any underlying collateral. The allowance for loan losses is increased by charges to income and decreased by charge-offs (net of recoveries) as deemed appropriate by the LDC's internal loan review and risk rating process.

##### **Equipment and Leasehold Improvements**

Equipment and leasehold improvements have been recorded at cost. Repairs and maintenance not prolonging the useful life of the asset are charged to expense in the year incurred and improvements, which extend the useful life of the assets, are capitalized. Assets are depreciated over their estimated useful lives of three to seven years using the straight-line depreciation method. Generally, equipment, which has a cost of \$500 or more at the date of acquisition and has an expected useful life of greater than one year, is capitalized.

##### **Comparative Financial Information**

The financial statements include certain prior-year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended December 31, 2017, from which the summarized information was derived.

##### **Functional Allocation of Expenses**

Expenses consist of costs related to providing economic development and administrative functions. The LDC's operating costs have been allocated based on direct identification when possible, and allocation if a single expenditure benefits more than one function. Expenditures that require allocation are allocated on either a personnel-cost or square-footage basis, whichever is more reasonable for the expenditure. Compensation and benefits are allocated based on estimates of time and effort. Occupancy costs and depreciation are allocated on a square footage basis.

## **WATERTOWN LOCAL DEVELOPMENT CORPORATION**

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### **NOTES TO FINANCIAL STATEMENTS**

December 31, 2018 with Comparative Totals for 2017

#### **NOTE 2 –SIGNIFICANT ACCOUNTING POLICIES - Continued**

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##### **Concentrations of Credit Risk**

The LDC typically maintains cash deposits in local federally insured banks. At times, the balances in these accounts may be in excess of federally insured limits. As of December 31, 2018 and 2017, the LDC's deposits in excess of FDIC limits totaled approximately \$0 and \$19,000, respectively.

The LDC has investments which consist of investments in governmental fixed income instruments, certificates of deposits and money market funds. Certificates of deposit held are covered by FDIC limits at each banking institution. Other investments are insured by the Securities Investor Protection Corporation (SIPC) up to \$500,000. The investments are held at RBC Wealth Management, a division of RBC Capital Markets Corporation. RBC has purchased an additional policy to physically protect assets in excess of the coverage provided by the SIPC. Cash balances at RBC are covered by FDIC insurance at each program bank.

##### **Statement of Cash Flows**

There were no noncash investing and financing activities during 2018 and 2017.

##### **New Accounting Pronouncement**

The Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2016-14, *Presentation of Financial Statements for Not-for-Profit Entities*. The LDC adopted the provisions of this new standard during the year ended December 31, 2018. In addition to changes in terminology used to describe categories of net assets throughout the financial statements, new disclosures were added regarding liquidity and availability of resources and functional allocation of expenses.

The accompanying information from the 2017 financial statements has been restated to conform to the 2018 presentation and disclosure requirements of ASU 2016-14.

##### **Date of Management's Review**

Management has evaluated subsequent events through March 18, 2019, the date which the financial statements were available to be issued.

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## WATERTOWN LOCAL DEVELOPMENT CORPORATION

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### NOTES TO FINANCIAL STATEMENTS

December 31, 2018 with Comparative Totals for 2017

#### NOTE 3 – LOANS RECEIVABLE

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Loans receivable at December 31, are summarized as follows:

	2018	2017
Real Estate, Machine and Equipment	\$ 5,022,444	\$ 5,129,209
Downtown Micro Loan	76,936	-
Factory Street Program	35,512	50,117
Total Loans Receivable	5,134,892	5,179,326
Less: Allowance for Loan Losses	(355,338)	(381,830)
Total Loans Receivable, Net	\$ 4,779,554	\$ 4,797,496

#### Credit Quality Information

Credit quality indicators as of December 31, 2018 and 2017 are as follows:

Internally assigned grade:

Satisfactory – loans in this category show the borrower is responsible for the credit, financial statements are current, of good quality and in adequate detail, financial condition is generally on par with the industry average, earnings are generally profitable, cash flow is sufficient, borrower adheres to repayment schedule and loan covenants, integrity and ability of management are good, and collateral is adequate.

Watch – loans in this category contain higher risk profiles but credit is generally current and loan is being paid as agreed. These loans may be missing current financial statements, financial condition is below industry average, the borrower is experiencing negative trends or unstable financial performance, cash flow may be potentially inadequate, borrower adheres to repayment schedule but may have violated loan covenants, integrity of management is good, collateral is moderate, and the business may be closing.

Substandard – loans in this category are inadequately protected by the current sound worth and paying capacity of the borrower or of the collateral pledged. These loans hold the distinct possibility that the LDC will sustain some losses if the deficiencies are not corrected.

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**WATERTOWN LOCAL DEVELOPMENT CORPORATION**

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**NOTES TO FINANCIAL STATEMENTS**

December 31, 2018 with Comparative Totals for 2017

**NOTE 3 – LOANS RECEIVABLE - Continued**

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**Credit Quality Information - Continued**

Credit risk profile by internally assigned grade as of December 31, 2018, is summarized as follows:

	Satisfactory	Watch	Substandard	Total Financing Receivable
Real Estate, Machine and Equipment Loans Receivable	\$ 4,100,524	\$ 199,629	\$ 722,291	\$ 5,022,444
Downtown Micro Loan Loans Receivable	76,936	-	-	76,936
Factory Street Program Loans Receivable	12,698	-	22,814	35,512
	<u>\$ 4,190,158</u>	<u>\$ 199,629</u>	<u>\$ 745,105</u>	<u>\$ 5,134,892</u>

Credit risk profile by internally assigned grade as of December 31, 2017, is summarized as follows:

	Satisfactory	Watch	Substandard	Total Financing Receivable
Real Estate, Machine and Equipment Loans Receivable	\$ 4,094,349	\$ 76,374	\$ 958,486	\$ 5,129,209
Factory Street Program Loans Receivable	32,945	-	17,172	50,117
	<u>\$ 4,127,294</u>	<u>\$ 76,374</u>	<u>\$ 975,658</u>	<u>\$ 5,179,326</u>

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**WATERTOWN LOCAL DEVELOPMENT CORPORATION**

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**NOTES TO FINANCIAL STATEMENTS**

December 31, 2018 with Comparative Totals for 2017

**NOTE 3 – LOANS RECEIVABLE - Continued**

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**Age Analysis of Past Due Financing Receivables by Class**

An aging of past due loans, segregated by class of loans, as of December 31, 2018, is summarized as follows:

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Current	Total Financing Receivable
Real Estate, Machine and Equipment Loans Receivable	\$ 615,338	\$ 83,799	\$ 298,571	\$ 4,024,736	\$ 5,022,444
Downtown Micro Loan Loans Receivable	-	-	-	76,936	76,936
Factory Street Program Loans Receivable	4,528	17,172	5,643	8,169	35,512
	<u>\$ 619,866</u>	<u>\$ 100,971</u>	<u>\$ 304,214</u>	<u>\$ 4,109,841</u>	<u>\$ 5,134,892</u>

An aging of past due loans, segregated by class of loans, as of December 31, 2017, is summarized as follows:

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Current	Total Financing Receivable
Real Estate, Machine and Equipment Loans Receivable	\$ 248,230	\$ 179,494	\$ 668,951	\$ 4,032,534	\$ 5,129,209
Factory Street Program Loans Receivable	23,684	-	-	26,433	50,117
	<u>\$ 271,914</u>	<u>\$ 179,494</u>	<u>\$ 668,951</u>	<u>\$ 4,058,967</u>	<u>\$ 5,179,326</u>



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## WATERTOWN LOCAL DEVELOPMENT CORPORATION

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### NOTES TO FINANCIAL STATEMENTS

December 31, 2018 with Comparative Totals for 2017

#### NOTE 3 – LOANS RECEIVABLE - Continued

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The allowance for loan losses is based on management's loan risk ratings. The funding of the reserve accounts is adjusted based on the loan risk rating calculation. The allowance for loan losses at December 31, 2018 and 2017 consists of the following:

	2018	2017
General Reserve	\$ 347,434	\$ 377,607
Specific Reserve: Downtown Micro Loan	3,847	-
Specific Reserve: Factory Street Loan Program	4,057	4,223
	<hr/>	<hr/>
Total	\$ 355,338	\$ 381,830
	<hr/>	<hr/>

Activity in the Allowance for Loan Losses is as follows:

Balance - January 01, 2017	\$ 360,289
Provision for Loan Loss	23,404
Recovery	-
Write-offs	(1,863)
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Balance - December 31, 2017	381,830
Provision for Loan Loss	74,559
Recovery	-
Write-offs	(101,051)
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Balance - December 31, 2018	\$ 355,338
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#### NOTE 4 – COMMITMENTS

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##### Loan

The LDC had approximately \$40,000 and \$210,000 of outstanding commitments to grant loans at December 31, 2018 and 2017, respectively.

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**WATERTOWN LOCAL DEVELOPMENT CORPORATION**

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**NOTES TO FINANCIAL STATEMENTS**

December 31, 2018 with Comparative Totals for 2017

**NOTE 5 – TEMPORARY CASH INVESTMENTS**

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The LDC invests in certificates of deposit. These investments are stated at fair value. Fair values for investments are determined by reference to quoted market prices and other relevant information generated by market transactions. Fair values and unrealized depreciation at December 31, 2018 and 2017 are summarized as follows:

	<b>Cost</b>	<b>Fair Values</b>	<b>Unrealized Depreciation</b>
<b>2018</b>			
Certificates of Deposit with Maturities Greater than Three Months	<u>\$ 3,195,358</u>	<u>\$ 3,133,856</u>	<u>\$ (61,502)</u>
<b>2017</b>			
Certificates of Deposit with Maturities Greater than Three Months	<u>\$ 3,592,963</u>	<u>\$ 3,573,153</u>	<u>\$ (19,810)</u>

**NOTE 6 – INVESTMENTS**

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The LDC invests in obligations of the United States government and federal agencies, corporate bonds, and equities. Investments are stated at fair value. Fair values for investments are determined by reference to quoted market prices and other relevant information generated by market transactions. Fair values and unrealized appreciation (depreciation) at December 31, 2018 and 2017 are summarized as follows:

	<b>Cost</b>	<b>Fair Values</b>	<b>Unrealized Appreciation (Depreciation)</b>
<b>2018</b>			
Equities	\$ 377,828	\$ 431,912	\$ 54,084
Bonds - Government - Various	<u>1,617,708</u>	<u>1,596,104</u>	<u>(21,604)</u>
Total Investments	<u>\$ 1,995,536</u>	<u>\$ 2,028,016</u>	<u>\$ 32,480</u>
<b>2017</b>			
Equities	\$ 387,148	\$ 504,696	\$ 117,548
Bonds - Government - Various	<u>1,125,088</u>	<u>1,146,169</u>	<u>21,081</u>
Total Investments	<u>\$ 1,512,236</u>	<u>\$ 1,650,865</u>	<u>\$ 138,629</u>

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## WATERTOWN LOCAL DEVELOPMENT CORPORATION

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### NOTES TO FINANCIAL STATEMENTS

December 31, 2018 with Comparative Totals for 2017

#### NOTE 7 – EQUIPMENT AND LEASEHOLD IMPROVEMENTS

Equipment and leasehold improvements at December 31, 2018 and 2017 consist of the following:

	2018	2017
Equipment	\$ 25,157	\$ 24,223
Leasehold Improvements	<u>37,930</u>	<u>37,930</u>
	63,087	62,153
Less: Accumulated Depreciation	<u>(59,194)</u>	<u>(57,143)</u>
Total	<u>\$ 3,893</u>	<u>\$ 5,010</u>

#### NOTE 8 – OPERATING LEASES

The LDC leases its office space from BYNOW, Inc. Under a 2-year commercial lease agreement commencing on November 1, 2016 at \$15,000 per year. The lease is payable in monthly installments of \$1,250 due on the first day of each month, with an annual increase of 13%. The lease expired on October 31, 2018 and was not renewed, and the LDC is currently on a month-to-month rental option at \$1,596 per month. Lease rent expense amounted to \$17,317 and \$15,325 for the years ended December 31, 2018 and 2017, respectively.

In February 2015, the LDC entered into a five-year lease for a copier. The lease calls for monthly payments of \$167. In March 2018, the LDC entered into a five-year postage meter lease. The lease calls for monthly payments of \$37. Equipment rent expense for each of the years ended December 31, 2018 and 2017 was \$2,448.

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## WATERTOWN LOCAL DEVELOPMENT CORPORATION

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### NOTES TO FINANCIAL STATEMENTS

December 31, 2018 with Comparative Totals for 2017

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#### NOTE 8 – OPERATING LEASES - Continued

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Future minimum payments as of December 31 are as follows:

2019	\$	2,448
2020		778
2021		444
2022		444
2023		111
Total	\$	<u>4,225</u>

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#### NOTE 9 – RETIREMENT PLAN

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On March 7, 2013, the LDC established a 401K Profit Sharing Pension Plan. The Plan is administered by RBC Wealth Management. The employer contribution is set at 25% of the employees' annual salary. For the years ended December 31, 2018 and 2017, the LDC made contributions in the amount of \$37,940 and \$34,348, respectively.

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#### NOTE 10 – ADVANCES TO PUBLIC SQUARE DEVELOPERS, L.P.

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Beginning June 2002, Watertown Local Development Corporation, as the sole member of Public Square Developers, L.P., began to acquire, hold, improve and develop a parcel of real property in Watertown, NY known as the Franklin Building. Effective December 1, 2009, the LDC transferred 100% of their ownership interest in Public Square Developers, L.P. to Neighbors of Watertown, Inc. Upon transfer of ownership, the development costs incurred by Watertown Local Development Corporation became a loan receivable from Public Square Developers, L.P. Repayment terms for the loan are as follows; \$636,507 to be paid using funds from closing of construction financing, \$331,277 to be paid at the completion of the Franklin Building project once permanent funding is obtained, and the remaining \$743,789 will be a mortgage loan with the LDC at 1% interest deferred until 2027. In 2010, the LDC also loaned the \$375,000 Community Development Block Grant ("CDBG") they received to Public Square Developers at 1% interest until 2027. As the deferred mortgage loan portion of the LDC's initial investment in the project and the \$375,000 loan of CDBG monies have been deemed uncollectible, a reserve has been established in the full amounts of \$743,789 and \$375,000, respectively. At December 31, 2018 and 2017, the investment in and advances to Public Square Developers, L.P. was \$0, net of the reserve for uncollectible amounts at December 31, 2018 and 2017 of \$1,118,789. Accrued interest receivable on the above loans was deemed uncollectible and a reserve has been established in the full amount for both years ending December 31, 2018 and 2017, respectively.

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**WATERTOWN LOCAL DEVELOPMENT CORPORATION**

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**NOTES TO FINANCIAL STATEMENTS**

December 31, 2018 with Comparative Totals for 2017

**NOTE 11 – LIQUIDITY AND AVAILABILITY OF FINANCIAL ASSETS**

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The LDC monitors its liquidity so that it is able to meet the operating needs and other contractual commitments while maximizing the investment of its excess operating cash. The following table reflects the LDC's financial assets as of December 31, 2018 and 2017, reduced by amounts that are not available to meet general expenditures within one year of the statement of financial position date because the assets are not convertible to cash within one year.

	<b>2018</b>	<b>2017</b>
Financial Assets:		
Cash	\$ 103,803	\$ 458,233
Temporary Cash Investments	3,133,856	3,573,153
Investments	2,028,016	1,650,865
Accrued Investment Interest Receivable	25,609	25,028
Rents Receivable, Franklin Building	1,910	7,447
Loans Receivable, Net	<u>4,779,554</u>	<u>4,797,496</u>
Financial Assets, at Year - End	<u>10,072,748</u>	<u>10,512,222</u>
Less those unavailable for general expenditures within one year, due to:		
Investments with liquidity horizons greater than one year	(2,028,016)	(1,650,865)
Loans receivable collectible beyond one year	<u>(4,143,054)</u>	<u>(4,022,590)</u>
Financial assets available to meet cash needs for general expenditures within one year	<u>\$ 3,901,678</u>	<u>\$ 4,838,767</u>

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## WATERTOWN LOCAL DEVELOPMENT CORPORATION

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### NOTES TO FINANCIAL STATEMENTS

December 31, 2018 with Comparative Totals for 2017

#### NOTE 12 – FAIR VALUE MEASUREMENTS

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FASB ASC No. 820, *Fair Value Measurements and Disclosures*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined by based on quoted market prices. In cases where quoted market prices are not readily available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. The LDC uses a three tier value hierarchy which maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value, as follows.

- |         |   |
|---------|---|
| Level 1 | Quoted prices (unadjusted) in active markets for identical assets or liabilities that the LDC has the ability to access.  |
| Level 2 | Significant other observable inputs other than level 1 prices, such as quoted prices for similar assets or liabilities in active markets, quoted prices in markets that are not active and other inputs that are observable or can be corroborated by observable market data. |
| Level 3 | Significant unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the asset or liability.  |

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**WATERTOWN LOCAL DEVELOPMENT CORPORATION**

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**NOTES TO FINANCIAL STATEMENTS**

December 31, 2018 with Comparative Totals for 2017

**NOTE 12 – FAIR VALUE MEASUREMENTS - Continued**

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Fair values for investments are determined by reference to quoted market prices and other relevant information generated by market transactions. Temporary cash investments are not subject to withdrawal limitations although withdrawal before maturity usually results in a loss of a portion of the interest earned. As penalties for early withdrawal are not significant, the carrying amount of temporary cash investments approximates fair value.

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2018				
Temporary Cash Investments	\$ 3,133,856	\$ -	\$ 3,133,856	\$ -
Investments	\$ 2,028,016	\$ 2,028,016	\$ -	\$ -
December 31, 2017				
Temporary Cash Investments	\$ 3,573,153	\$ -	\$ 3,573,153	\$ -
Investments	\$ 1,650,865	\$ 1,650,865	\$ -	\$ -

**NOTE 13 – FRANKLIN BUILDING PROGRAM**

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On February 1, 2011, the LDC entered into a Master Lease Agreement with Public Square Developers, L.P. for the commercial space located on the ground floor of the Franklin Building. The space houses 6-12 commercial units. The term of the lease is 30 years. Monthly payments for the term of the lease are \$3,965. The lease expense for both years ended December 31, 2018 and 2017 was \$47,577.

Future minimum payments as of December 31 are as follows:

2019	\$ 47,577
2020	47,577
2021	47,577
2022	47,577
2023	47,577
2024-2041	812,744
	<u>\$ 1,050,629</u>

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## WATERTOWN LOCAL DEVELOPMENT CORPORATION

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### NOTES TO FINANCIAL STATEMENTS

December 31, 2018 with Comparative Totals for 2017

#### NOTE 13 – FRANKLIN BUILDING PROGRAM - Continued

The LDC rents the commercial space to other businesses. At December 31, 2018, 10 commercial spaces had been leased out. For the years ended December 31, 2018 and 2017, the LDC received \$86,707 and \$79,763, respectively, in rental income and incurred utility expenses on vacant commercial space of \$14,857 and \$15,885, respectively. Once a space is leased, utilities are the responsibility of the tenant.

The scheduled future rental payments under current operating leases as of December 31 are as follows:

2019	\$ 85,849
2020	41,547
2021	<u>16,649</u>
	<u>\$ 144,045</u>





## BOWERS & COMPANY CPAs PLLC

CERTIFIED PUBLIC ACCOUNTANTS • BUSINESS CONSULTANTS

### **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**

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#### **BOARD OF DIRECTORS WATERTOWN LOCAL 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 Watertown Local Development Corporation (a nonprofit organization), which comprise the statement of financial position as of December 31, 2018, and the related statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated March 18, 2019.

#### **Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered Watertown Local Development 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 Watertown Local Development Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Organization'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 and therefore, material weaknesses or significant deficiencies may exist that were not identified. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. We did identify a deficiency in internal control, described in the accompanying schedule of findings and responses that we consider to be a significant deficiency, 2018-1.

### **Compliance and Other Matters**

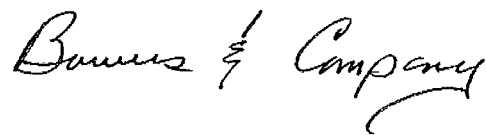
As part of obtaining reasonable assurance about whether Watertown Local Development Corporation's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could 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*.

### **Watertown Local Development Corporation's Response to Findings**

Watertown Local Development Corporation's response to the finding identified in our audit is described in the accompanying schedule of findings and responses. Watertown Local Development Corporation's response was not subjected to the auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on it.

### **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 organization'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 organization's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in cursive script that reads "Bowers & Company". The signature is written in dark ink and is positioned to the right of the date and location text.

Watertown, New York  
March 18, 2019

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## WATERTOWN LOCAL DEVELOPMENT CORPORATION

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### SCHEDULE OF FINDINGS AND RESPONSES

December 31, 2018

#### Internal Control Over Financial Reporting

##### Significant Deficiency

##### 2018-1 Preparation of Financial Statements

**Condition:** Management is unable to prepare the financial statements in accordance with GAAP and relies on external auditor to prepare the financial statements, which also includes preparation of various journal entries.

**Criteria:** Management needs to exercise control over the preparation of its financial statements. To exercise control, management must possess the necessary accounting expertise to prevent, detect and correct a potential misstatement in its financial statements.

**Effect:** Management may not be able to detect and correct potential misstatements in its financial statements.

**Recommendation:** The Board of Directors should be aware that this condition is a significant deficiency and will be in future years unless management is able to prepare their financial statements in accordance with the accrual basis of accounting.

**Management's Response:** The Organization currently has its staff perform day-to-day bookkeeping duties and prepare financial statements using QuickBooks software. At year-end, the Organization contracts with an outside auditing firm to prepare its audited financial statements. The Organization recognizes that this is viewed as a significant deficiency; however, it is not financially feasible at this time to hire someone with the expertise to prepare the financial statements.



March 18, 2019

To the Board of Directors of  
Watertown Local Development Corporation

We have audited the financial statements of Watertown Local Development Corporation for the year ended December 31, 2018 and have issued our report thereon dated March 11, 2019. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards and *Government Auditing Standards*, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our letter to you dated January 9, 2019. Professional standards also require that we communicate to you the following information related to our audit.

#### Significant Audit Matters

##### *Qualitative Aspects of Accounting Practices*

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by Watertown Local Development Corporation are described in Note 2 to the financial statements. As described in Note 2, Watertown Local Development Corporation changed accounting policies related to functional expense and liquidity disclosures by adopting Accounting Standards Update (ASU) No. 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements for Not-for-Profit Entities* during December 31, 2018. Accordingly, the accounting change has been retrospectively applied to prior periods presented as if the policy has always been used. We noted no transactions entered into by the Organization during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimate affecting the financial statements was:

Management's estimate of the allowance for loan losses is based on the collectability of the loan portfolio. We evaluated the key factors and assumptions used to develop the allowance for bad debts in determining that it is reasonable in relation to the financial statements taken as a whole.

The financial statement disclosures are neutral, consistent, and clear.

*Difficulties Encountered in Performing the Audit*

We encountered no significant difficulties in dealing with management in performing and completing our audit.

*Corrected and Uncorrected Misstatements*

Professional standards require us to accumulate all misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. Management has corrected all such misstatements. In addition, none of the misstatements detected as a result of audit procedures and corrected by management were material, either individually or in the aggregate, to the financial statements taken as a whole.

*Disagreements with Management*

For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

*Management Representations*

We have requested certain representations from management that are included in the management representation letter dated March 18, 2019.

*Management Consultations with Other Independent Accountants*

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Organization's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

*Other Audit Findings or Issues*

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Organization's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

To the Board of Directors of  
Watertown Local Development Corporation  
March 18, 2019  
Page 3

This information is intended solely for the use of The Board of Directors and Management of Watertown Local Development Corporation and is not intended to be, and should not be, used by anyone other than these specified parties.

Very truly yours,

*Bowers & Company*