

South Side Public Improvement District

Financial Statements and
Independent Auditors' Report
December 31, 2020

SOUTH SIDE PUBLIC IMPROVEMENT DISTRICT

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Malnory, McNeal & Company, PC

Certified Public Accountants

Mark W. Malnory, CPA
Johnna W. McNeal, CPA
Les S. Malnory, CPA
E.J. Musharbash, CPA
Beverly Smith, CPA
James R. Smith, CPA

Members of
American Institute of Certified Public Accountants
Texas Society of Certified Public Accountants
AICPA Governmental Audit Quality Center

Elizabeth Hamm, CPA
Matthew Doyle, CPA
Yvonne Yu, CPA
Imran Zamani, CPA

Independent Auditors' Report

Board of Directors
South Side Public Improvement District

We have audited the accompanying financial statements of South Side Public Improvement District (the "District"), which comprise the statement of financial position as of December 31, 2020, and the related statements of activities and changes in net assets, statement of 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. 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 South Side Public Improvement District as of December 31, 2020, and the changes in its net assets, functional expenses, and its cash flow for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Dallas, Texas
April 28, 2021

South Side Public Improvement District
Statement of Financial Position
December 31, 2020

Assets

Current Assets	
Cash & cash equivalents	\$ 69,404
Tax assessments receivable	333,434
Total current assets	<u>402,838</u>
Total Assets	<u>\$ 402,838</u>

Liabilities and Net Assets

Current Liabilities	
Accounts payable	\$ 6,000
Tax assessments-deferred revenue	305,796
Total current liabilities	<u>311,796</u>
Net Assets	
Net assets without donor restrictions	91,042
Net assets with donor restrictions	-
Total Net Assets	<u>91,042</u>
Total Liabilities and Net Assets	<u>\$ 402,838</u>

South Side Public Improvement District
 Statements of Activities and Changes in Net Assets
 For the Year Ended December 31, 2020

	<u>Net Assets without Donor Restrictions</u>	<u>Net Assets with Donor Restrictions</u>	<u>Total</u>
Revenue:			
Assessments	\$ 284,614	\$ -	\$ 284,614
Interest income	373	-	373
Less: City and county fees	<u>(3,634)</u>	<u>-</u>	<u>(3,634)</u>
Total Revenue	292,603	-	292,603
Expenses			
Program	143,916	-	143,916
Supporting	37,815	-	37,815
Fundraising	<u>-</u>	<u>-</u>	<u>-</u>
Total expenses	<u>181,731</u>	<u>-</u>	<u>181,731</u>
Changes in Net Assets	110,872	-	110,872
Net Assets at beginning of year	<u>(19,830)</u>	<u>-</u>	<u>(19,830)</u>
Net Assets at end of year	<u>\$ 91,042</u>	<u>\$ -</u>	<u>\$ 91,042</u>

South Side Public Improvement District
Statement of Functional Expenses
For the Year Ended December 31, 2020

	<u>Program</u>	<u>Management & General</u>	<u>Fundraising</u>	<u>Total</u>
Park improvements	\$ 72,653	\$ -	\$ -	\$ 72,653
Public safety & security	39,963	-	-	39,963
Public art projects	22,000	-	-	22,000
Business recruitment	-	7,500	-	7,500
Cultural events	9,300	-	-	9,300
Adminstration	-	11,792	-	11,792
Audit	-	8,544	-	8,544
Insurance and legal fees	-	9,979	-	9,979
Total functional expenses	<u>\$ 143,916</u>	<u>\$ 37,815</u>	<u>\$ -</u>	<u>\$ 181,731</u>

South Side Public Improvement District
Statement of Cash Flows
For the Year Ended December 31, 2020

Cash flows from operating activities	
Changes in net assets	\$ 110,872
Adjustments to reconcile change in net assets to cash provided by (used in) operating activities	
Changes in operating assets and liabilities	
(Increase) decrease in tax assessment receivable	(39,226)
Increase (decrease) in accounts payable	(41,910)
Increase (decrease) in tax assessments-deferred revenue	22,780
Net cash provided by (used in) operating activities	<u>52,516</u>
Net increase (decrease) in cash	<u>52,516</u>
Cash and cash equivalents at beginning of year	<u>16,888</u>
Cash and cash equivalents at end of year	<u><u>\$ 69,404</u></u>

South Side Public Improvement District
Notes to the Financial Statements
For the Year Ended December 31, 2020

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

South Side Quarter Development Corporation (“SSQDC”) is a nonprofit corporation, incorporated in the State of Texas. SSQDC was organized to create, document and teach a new model of inner-city revitalization focused on humane and sustainable practices within the South Side Quarter Community of the City of Dallas, Texas.

South Side Public Improvement District

On August 10, 2005, the South Side Public Improvement District (“SSPID” or the “District”) was created by Resolution No. 05-2230 of the City Council of the City of Dallas, Texas at the request of the property owners in that district. On June 12, 2019, the District was renewed for another seven years by the City. The District shall automatically dissolve December 31, 2026, unless the District is renewed through the petition and approval process, or the District is sooner terminated as provided by law. These owners pay a supplemental tax assessment, which SSPID uses for services above and beyond existing City services.

The purpose of the District is to fund enhancements to public safety and improvements to public infrastructure, common areas and pedestrian lighting. The funding of operations, approved by the City of Dallas, will be paid primarily from assessments on the real property in the District. The assessment was \$0.12 per \$100 of value for the standard service area and \$0.15 per \$100 of value for the premium service area throughout the District during 2020.

Management Contract

Effective January 1, 2006, SSQDC entered into a management contract with the City of Dallas whereby SSQDC provides management, accounting and other services for the District. This contract as renewed and authorized by the City Council on September 12, 2019, will terminate December 31, 2026, or upon dissolution of the district.

Basis of Accounting

The District prepares its financial statements in accordance with accounting principles generally accepted in the United States of America. The accompanying financial statements include only the accounts of the District and do not include any accounts related to the activities of SSQDC.

Basis of Financial Statements Presentation

For reporting purposes, resources are classified into two net asset categories according to the existence or absence of donor-imposed restrictions. Accordingly, net assets of the District and changes therein are classified and reported as follows:

South Side Public Improvement District
Notes to the Financial Statements
For the Year Ended December 31, 2020

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of Financial Statements Presentation (continued)

Net assets without donor restrictions - net assets that are not subject to donor-imposed stipulations.

Net assets with donor restrictions - net assets subject to donor-imposed stipulations that may or will be met either by actions of the District and/or the passage of time or subject to donor-imposed stipulations that are to be maintained permanently. Generally, the donors of these assets permit the District to use all or part of the income earned on any related investments for general or specific purposes. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statement of operations, as net assets are released from restrictions. Contributions received with donor-imposed restrictions that are met in the same year as received are reported as revenues of the net assets without donor restrictions. There were no net assets with donor restrictions as of December 31, 2020.

Financial Instruments

The District's financial instruments consist of cash only. It is the District's Board's opinion that the District is not exposed to significant interest rate or credit risk arising from the instrument. Unless otherwise noted, the fair value of the financial instrument is the market value of the financial instrument, and approximates their carrying value.

Cash & Concentration of Credit Risk

The District invests its cash primarily with a major bank in Dallas, Texas. Accounts at the Institution are insured by the Federal Deposit Insurance Corporation up to \$250,000. All deposits were adequately insured at December 31, 2020. The District has not incurred losses related to its cash and believes it is not exposed to any significant credit risk on cash and cash equivalents.

Newly Adopted Accounting Pronouncement

In May 2014, the FASB issued ASU No. 2014-09, *Revenue Recognition (Topic 606): Revenue from Contracts with Customers*. This ASU introduces a new five step revenue recognition model in which an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The adoption of this accounting standard effective January 1, 2020, did not have a material impact on the Organization's financial position or changes in its net assets.

South Side Public Improvement District
Notes to the Financial Statements
For the Year Ended December 31, 2020

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue Recognition

Revenue is recognized for the year as the Organization satisfies performance obligations under its service plan, in an amount that reflects the council approved consideration that it expects to receive in exchange for those projects or services. The annual amount and timing of revenue recognition varies based on the nature of the projects or services provided and the terms and conditions of the service plan.

Performance obligations are determined based on the nature of the projects or services provided by the Organization in accordance with the service plan. Revenue for performance obligations satisfied over time is recognized ratably over the period based on time elapsed. The Organization believes this method provides a faithful depiction of the transfer of services over the term of the performance obligation based on the inputs needed to satisfy the obligation. Revenue for performance obligations satisfied at a point in time is generally recognized when the projects or services are provided to residents or property owners at a single point in time and the Organization does not believe it is required to provide additional services related to that transaction. The Organization's revenue streams do not have significant financing components.

Property Assessment, Assessments Receivable, Assessments Allocable, and Revenue

The District presents an annual Service Plan and Assessment Plan to the City in September of each year. After due process and upon adoption, the City levies a property assessment against property in the District and provides for collection of the assessment to be used by the District for the approved services and improvements to property in the District during the following calendar year.

The District records property assessments as a receivable when levied by the City and a corresponding offset to assessments allocable to the respective organization. The Dallas County Assessment Office (the "County") mails property assessment statements to the property owners in October of each year, which are due and payable on October 1, and are delinquent if not paid on or before January 31. No allowance for uncollectible assessments is established because delinquent assessments are considered fully collectible. As collections are received by the County, they were remitted to the District through September 30, 2018. Effective October 1, 2018, collections were remitted to the City to be remitted to the District upon approved request. Assessments allocable are recognized as revenue without donor restrictions as of January 1 each year to correspond to the approved Service Plan's provision for services and improvements for the calendar year.

2019 tax assessments levy	\$ 27,638
2020 tax assessments levy	<u>305,796</u>
Total tax assessments receivable	\$ 333,434

South Side Public Improvement District
Notes to the Financial Statements
For the Year Ended December 31, 2020

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Functional Allocation of Expenses

The costs of providing the District's various programs, fundraising, management and general have been summarized on a functional basis in the statement of activities. The statement of functional expenses present the natural classification detail of expenses by function. Certain costs have been allocated among the program, fundraising, management and general categories based on the specific identification of costs or approximate percentage of time and other methods.

Donated Services

The fair value of contributed professional services is reported as in-kind contribution support and expense in the period in which the services were performed. The executive management of the District is provided without compensation from the District. The fair value of the professional services received was \$11,250 for the year ended December 31, 2020.

Federal Income Tax Status

SSQDC is exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for Federal income taxes has been recorded in the accompanying financial statements. In addition, SSQDC has been determined by the Internal Revenue Service ("IRS") not to be a "private foundation" within the meaning of section 509(a) of the Internal Revenue Service Code. There was no unrelated business income or known Federal excise taxes for the year ended December 31, 2020. SSQDC's federal Return of Organization Exempt from Income Tax (Form 990) for 2017, 2018, and 2019 are open to examination by the IRS for a period of three years from the date the returns are filed.

Accounting for Uncertainty in Income Taxes

Management has concluded that any assessment provisions that would not meet the more-likely-than-not criterion of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 740-10, Accounting for Income Taxes, would be immaterial to the financial statement taken as a whole. Accordingly, the accompanying financial statements do not include any provision of uncertain assessment positions, and no related interest or penalties have been recorded in the operating statement.

Concentration of Revenue Sources

The District's revenue is totally derived from annual assessments levied by the City. The current level of the District's operations and programs may be impacted if the City's annual assessment is not levied.

South Side Public Improvement District
Notes to the Financial Statements
For the Year Ended December 31, 2020

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of Estimates

In preparing financial statements, management is required to make estimates and assumptions that affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. LIQUIDITY AND AVAILABILITY

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the balance sheet date is \$402,838.

3. VALUE CHANGES

Value changes occur when a property owner within the District disputes their original tax assessment amount and, as a result of negotiation and or litigation between owners and Dallas Central Appraisal District, the original assessment is increased or reduced. Any resulting changes in assessed valuation and related property assessment amounts may change amounts remitted from the County or result in refunds issued by the District.

4. COLLECTION FEES

Collection fees retained by the County for the 2019 levy in the amount of \$546 are netted against assessment collections received from the County by the City in January 2020 for its collection services during 2019. The 2020 collection fees will be netted against collections received in 2021.

The City reimbursed the City General Fund for administrative costs incurred for the day-to-day accounting responsibilities, administrative, and operational oversight of the District from the assessment collections received from the County in the amount of \$3,088 for the year ended December 31, 2020.

In addition to remitting the net assessment collections received from the County, the City paid the District interest of \$373.

5. SERVICES

Park Improvements

Park improvements are provided to the District under the terms of the service plan. The cost of park improvements was \$72,653 for the year ending December 31, 2020.

South Side Public Improvement District
Notes to the Financial Statements
For the Year Ended December 31, 2020

5. SERVICES (continued)

Business Recruitment and Marketing

Marketing and promotional expenses approved by the service plan are incurred in connection with special events and advertising to promote public awareness of the District. The cost of services was \$7,500 for the year ending December 31, 2020.

Security

Supplemental security services are provided to the District under the terms of the service plan. The cost of full-time private security services was \$39,963 for the year ending December 31, 2020.

Public Art Projects

Public art project expenses approved by the service plan are incurred in connection with an art event tied in with Cedars Open Studio. The cost of services was \$22,000 for the year ending December 31, 2020.

Cultural Events

Cultural events are provided to the District under the service plan. The cost of services was \$9,300 for the year ending December 31, 2020.

6. COMMITMENTS

The District entered into an agreement with Belleview Condos Associates I, LTD. to assume the operation and maintenance responsibilities for the public improvements adjacent to The Beat at South Side Station for twenty years, effective June 2011.

7. COVID-19

The COVID-19 pandemic sweeping across the country has resulted in mandatory closure of many businesses resulting in layoffs of much of the workforce. The economic effects of those closures are not yet known but could potentially affect the District.

8. SUBSEQUENT EVENTS

The District has evaluated subsequent events through April 28, 2021, the date the financial statements were available to be issued.