



ALLENTOWN NEIGHBORHOOD
IMPROVEMENT ZONE
DEVELOPMENT AUTHORITY

**ALLENTOWN NEIGHBORHOOD IMPROVEMENT
ZONE DEVELOPMENT AUTHORITY
ALLENTOWN, PENNSYLVANIA**

**REPORT ON AUDIT OF
BASIC FINANCIAL STATEMENTS**

DECEMBER 31, 2020 AND 2019

ALLENTOWN NEIGHBORHOOD IMPROVEMENT
ZONE DEVELOPMENT AUTHORITY
ALLENTOWN, PENNSYLVANIA

TABLE OF CONTENTS

	<u>PAGE</u>
INDEPENDENT AUDITOR'S REPORT	1
MANAGEMENT'S DISCUSSION AND ANALYSIS	3
BASIC FINANCIAL STATEMENTS	
Statements of Net Position	7
Statements of Revenues, Expenses, and Changes in Net Position	8
Statements of Cash Flows	9
Notes to Financial Statements	10



INDEPENDENT AUDITOR'S REPORT

May 25, 2021

To the Authority Board Members
Allentown Neighborhood Improvement
Zone Development Authority
Allentown, Pennsylvania

Report on the Financial Statements

We have audited the accompanying financial statements of the Allentown Neighborhood Improvement Zone Development Authority ("ANIZDA"), Allentown, Pennsylvania, as of and for the years ended December 31, 2020 and 2019, and the related notes to the financial statements, which collectively comprise ANIZDA'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. 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

To the Authority Board Members
Allentown Neighborhood Improvement
Zone Development Authority

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 Allentown Neighborhood Improvement Zone Development Authority as of December 31, 2020 and 2019, 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 on pages 3 through 6 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, which 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.

Barbacane, Thornton & Company LLP
BARBACANE, THORNTON & COMPANY LLP

**ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS – UNAUDITED (CONT'D)
DECEMBER 31, 2020 AND 2019**

The Allentown Neighborhood Improvement Zone Development Authority ("ANIZDA") is a public instrumentality of the Commonwealth of Pennsylvania ("the Commonwealth"), and a body corporate and politic created by the City of Allentown ("the City"). ANIZDA was incorporated under the Pennsylvania Economic Development Financing Law. A certificate of incorporation was issued to ANIZDA by the Secretary of the Commonwealth on March 23, 2012. ANIZDA's existence will continue for 50 years to March 23, 2062.

ANIZDA offers readers of these financial statements this narrative overview and analysis of the financial activities of ANIZDA for the fiscal year ended December 31, 2020. This discussion and analysis is designed to assist the reader in focusing on the significant financial issues and activities and to identify any significant changes in financial position. Readers are encouraged to consider the information presented here in conjunction with the financial statements as a whole.

Financial Highlights

During the fiscal year ended December 31, 2020, ANIZDA:

- Transferred \$22,000,000 in preliminary excess Neighborhood Improvement Zone ("NIZ") revenue to the Commonwealth of Pennsylvania in May 2020. This return was accrued for in the December 31, 2019 statements.
- Transferred \$7,742,207 in year-end excess NIZ revenue to the Commonwealth of Pennsylvania and \$297,468 to the City of Allentown
- Accrued for \$58,074,213 in NIZ revenue for calendar year 2020. This accrual is net of \$20,206,729 in excess NIZ revenue due back to the Commonwealth of Pennsylvania for calendar year 2020, which is to be transferred to the Commonwealth in May 2021.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to ANIZDA's basic financial statements. ANIZDA's basic financial statements consist of: 1) financial statements and 2) notes to the financial statements. The notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the financial statements.

Table 1: Statements of Net Position

	2020	2019	2018
Assets:			
Current assets	\$ 77,223,957	\$ 88,961,854	\$ 90,467,645
Noncurrent assets	207,357,217	205,554,781	196,088,270
Total Assets	<u>\$284,581,174</u>	<u>\$294,516,635</u>	<u>\$286,555,915</u>

**ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS – UNAUDITED (CONT'D)
DECEMBER 31, 2020 AND 2019**

Table 1: Statements of Net Position

(cont'd)	2020	2019	2018
Liabilities and Deferred Inflows:			
Current liabilities	\$ 54,118,373	\$ 50,981,548	\$ 45,335,247
Long-term liabilities	203,261,673	208,645,910	215,405,689
Deferred inflows of resources	3,005,086	2,885,862	2,466,638
Total Liabilities and Deferred Inflows	260,385,132	262,513,320	263,207,574
Net Position:			
Net investment in capital assets	(24,590,425)	(23,534,873)	(11,146,514)
Restricted	34,632,695	34,950,057	32,588,540
Unrestricted	14,153,772	20,588,131	1,906,315
Total Net Position	24,196,042	32,003,315	23,348,341
Total Liabilities and Net Position	\$284,581,174	\$294,516,635	\$286,555,915

The primary variances in the statement of net position were:

- In 2020, current assets decreased by \$11,737,897 compared to 2019 primarily due to a decrease in the year-end receivable from the Commonwealth of Pennsylvania and the reclassification of investments to noncurrent assets as a result of scheduled maturities of investments exceeding one year from the statement of net position date. This was offset by an increase cash and cash equivalents. Comparing 2019 and 2018, current assets decreased by \$1,505,791 primarily due to a reclassification of investments to noncurrent assets as a result of scheduled maturities of investments exceeding one year from the statement of net position date. This was offset by an increase in the year-end receivable from the Commonwealth of Pennsylvania.
- In 2020, noncurrent assets increased by \$1,802,436 compared to 2019 due to an increase in noncurrent investments, which was offset by the increase in accumulated depreciation. In 2019, noncurrent assets increased by \$9,466,511 compared to 2018 also due to an increase in noncurrent investments, which was offset by the increase in accumulated depreciation.
- In 2020, long-term liabilities decreased by \$5,384,237 compared to 2019 due to payments made on long-term debt. Comparing 2019 and 2018, long-term liabilities decreased by \$6,759,779 also due to payments made on long-term debt.

Table 2: Statements of Revenues, Expenses, and Changes in Net Position

	2020	2019	2018
Operating revenues	\$ 51,654,955	\$ 65,821,925	\$ 44,500,177
Operating expenses	50,278,223	45,486,400	43,559,741
Income from operations	1,376,732	20,335,525	940,436

**ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS – UNAUDITED (CONT'D)
DECEMBER 31, 2020 AND 2019**

Table 2: Statements of Revenues, Expenses, and Changes in Net Position

	<u>2020</u>	<u>2019</u>	<u>2018</u>
(cont'd)			
Non-operating revenues (expenses)			
Investment income	1,042,869	938,313	807,254
Gain on investments	-	-	11,832
Capital grant expense	(120,757)	(2,217,076)	(573,045)
Interest expense	<u>(10,106,117)</u>	<u>(10,401,788)</u>	<u>(10,571,411)</u>
Non-operating expenses	<u>(9,184,005)</u>	<u>(11,680,551)</u>	<u>(10,325,370)</u>
Change in net position	<u>\$ (7,807,273)</u>	<u>\$ 8,654,974</u>	<u>\$ (9,384,934)</u>

The primary variances in the statement of revenues, expenses, and changes in net position were as follows:

- In 2020, operating revenues decreased by \$14,166,970 compared to 2019 primarily due to an increase in the NIZ revenue remitted by the Commonwealth of Pennsylvania and the timing of returns of excess NIZ revenues to the Commonwealth. In 2020, there was an accrual for the return of 2020 excess NIZ revenues in addition to a return that occurred during the year related to 2019 excess NIZ revenues while in 2019, there was one accrual for the return of 2019 excess revenues.
- Investment income increased by \$104,556 when comparing 2020 and 2019 due to improved market performance in 2020. In 2019, investment income increased by \$131,059 when compared to 2018. This increase can be attributed to improved market performance in 2019.
- Capital grant expense decreased by \$2,096,319 when comparing 2020 and 2019 due to decreased development activity funded through ANIZDA's Public Improvement Investment Program. Construction of the Artswalk Hamilton Connector, Allentown Parking Authority pay station kiosk installation, and 107 West Hamilton Street public improvement projects was substantially completed during 2019. Comparing 2019 and 2018, capital grant expense increased by \$1,644,031 due to increased development activity funded through ANIZDA's Public Improvement Investment Program in 2019.

Capital Assets and Debt Administration

Capital Assets

As of December 31, 2020, 2019, and 2018, ANIZDA's investment in capital assets, net of accumulated depreciation was \$184,055,485, \$190,065,218, and \$196,088,270, respectively. This investment in capital assets includes land, buildings, land improvements, leasehold improvements, and equipment.

**ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS – UNAUDITED (CONT'D)
DECEMBER 31, 2020 AND 2019**

Table 3: Capital Assets

	2020	2019	2018
Land	\$ 42,483,747	\$ 42,483,747	\$ 42,483,747
Depreciable Capital Assets:			
Buildings	158,433,789	158,433,789	158,433,789
Land improvements	941,918	941,918	941,918
Equipment	20,233,614	20,233,614	20,233,614
Leasehold improvements	106,691	106,691	106,691
Office equipment	23,195	20,615	20,615
Total Depreciable Capital Assets	<u>179,739,207</u>	<u>179,736,627</u>	<u>179,736,627</u>
Less Accumulated Depreciation	<u>(38,167,469)</u>	<u>(32,155,156)</u>	<u>(26,132,104)</u>
Net Depreciable Assets	<u>141,571,738</u>	<u>147,581,471</u>	<u>153,604,523</u>
Total Capital Assets (including land)	<u>\$184,055,485</u>	<u>\$190,065,218</u>	<u>\$196,088,270</u>

Additional information about ANIZDA's capital assets is presented in Note 6 to the financial statements.

Long-term Debt

As of December 31, 2020, 2019, and 2018, ANIZDA had \$208,645,910, \$213,765,147, and \$218,649,384, respectively, in Tax Revenue Bonds outstanding.

As of December 31, 2020, 2019 and 2018, ANIZDA had a balance of \$2,000,000, \$4,000,000, and \$2,640,542, respectively, in a revolving credit facility with Peoples Security Bank & Trust.

Additional information about ANIZDA's current long-term debt can be found in Notes 7 and 14 to the financial statements.

Future Plans

- Based on the level of inquiries and proposals received from prospective developers, additional future development projects are expected within the NIZ.

Requests for Information

This report is designed to provide an overview of ANIZDA's finances for those parties with an interest in further understanding the operations of the entity for the year. Questions concerning any of the information found in this report or requests for additional information should be directed to the Allentown Neighborhood Improvement Zone Development Authority at 5 North Front Street, Allentown, PA, 18102-5303.

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY
STATEMENTS OF NET POSITION
DECEMBER 31, 2020 AND 2019

	2020	2019
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 6,232,962	\$ 3,895,865
Cash and cash equivalents - restricted	4,898,253	5,034,294
Investments - restricted	7,702,260	15,448,146
Accounts receivable - Commonwealth of Pennsylvania	58,074,213	64,350,658
Accounts receivable - Other	316,269	232,891
Total Current Assets	77,223,957	88,961,854
Noncurrent Assets:		
Investments - restricted	23,301,732	15,489,563
Capital Assets		
Land	42,483,747	42,483,747
Depreciable capital assets, net	141,571,738	147,581,471
Total Capital Assets	184,055,485	190,065,218
Total Noncurrent Assets	207,357,217	205,554,781
TOTAL ASSETS	\$ 284,581,174	\$ 294,516,635
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND NET POSITION		
LIABILITIES		
Current Liabilities:		
Accounts payable and other accrued liabilities	\$ 110,094	\$ 339,118
Unearned revenue	389,163	423,170
Developer Dedicated NIZ Revenue payable	43,258,357	38,324,137
Capital reserve fund escrow	1,269,550	1,021,946
Accrued payroll and related liabilities	2,706	7,653
Revolving credit facility	2,000,000	4,000,000
Accrued interest payable	1,704,266	1,746,287
Bonds payable, including unamortized premium	5,384,237	5,119,237
Total Current Liabilities	54,118,373	50,981,548
Noncurrent Liabilities:		
Bonds payable, including unamortized premium	203,261,673	208,645,910
Total Noncurrent Liabilities	203,261,673	208,645,910
TOTAL LIABILITIES	257,380,046	259,627,458
DEFERRED INFLOWS OF RESOURCES		
Deferred arena rent	3,005,086	2,885,862
TOTAL DEFERRED INFLOWS OF RESOURCES	3,005,086	2,885,862
NET POSITION		
Net investment in capital assets	(24,590,425)	(23,534,873)
Restricted	34,632,695	34,950,057
Unrestricted	14,153,772	20,588,131
Total Net Position	24,196,042	32,003,315
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND NET POSITION	\$ 284,581,174	\$ 294,516,635

The accompanying notes are an integral part of these financial statements.

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY
STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

	2020	2019
OPERATING REVENUES:		
Commonwealth of Pennsylvania - NIZ revenue	\$ 78,280,942	\$ 86,350,658
Less: Return of excess NIZ revenue 2020	(20,206,729)	-
Less: Return of excess NIZ revenue 2019	(8,039,675)	(22,000,000)
Net Commonwealth of Pennsylvania - NIZ revenue	50,034,538	64,350,658
Local hotel tax - NIZ revenue	61,505	275,089
Developer fees	665,623	541,181
Arena rents	330,776	330,776
Parking fees and reimbursements	156,433	143,380
Other	406,080	180,841
TOTAL OPERATING REVENUES	51,654,955	65,821,925
OPERATING EXPENSES:		
Depreciation	6,012,313	6,023,052
Developer Dedicated NIZ Revenue	43,258,357	38,324,137
Insurance	17,281	16,256
Local hotel tax distribution	61,505	275,089
Other expenses	53,545	49,425
Parking facility operating expenses and management fees	156,433	143,380
Payroll expenses	220,353	207,782
Professional fees	479,366	426,363
Rent	19,070	20,916
TOTAL OPERATING EXPENSES	50,278,223	45,486,400
OPERATING INCOME	1,376,732	20,335,525
NONOPERATING REVENUES (EXPENSES):		
Investment income	1,042,869	938,313
Capital grant expense	(120,757)	(2,217,076)
Interest expense	(10,106,117)	(10,401,788)
TOTAL NONOPERATING EXPENSES	(9,184,005)	(11,680,551)
CHANGE IN NET POSITION	(7,807,273)	8,654,974
NET POSITION, BEGINNING OF YEAR	32,003,315	23,348,341
NET POSITION, END OF YEAR	\$ 24,196,042	\$ 32,003,315

The accompanying notes are an integral part of these financial statements.

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES:		
Commonwealth of Pennsylvania - NIZ revenue received	\$ 56,310,983	\$ 51,053,134
Other cash receipts	1,622,256	2,085,289
Developer Dedicated NIZ Revenue paid	(38,324,137)	(36,306,525)
Other cash payments	(993,920)	(650,038)
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES	18,615,182	16,181,860
CASH FLOWS FROM INVESTING ACTIVITIES:		
Investment income received	1,042,869	938,313
Purchase of investments	(23,434,298)	(30,937,709)
Sale of investments	23,368,015	-
NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES	976,586	(29,999,396)
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:		
Revolving credit facility proceeds	2,000,000	2,359,458
Principal payment on revolving credit facility	(4,000,000)	(1,000,000)
Principal payment on long term debt	(4,830,000)	(4,595,000)
Interest paid on bonds	(10,437,375)	(10,727,479)
Payment of capital grant	(120,757)	(2,217,076)
Payments for the acquisition and construction of capital assets	(2,580)	-
NET CASH USED BY CAPITAL AND RELATED FINANCING ACTIVITIES	(17,390,712)	(16,180,097)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	2,201,056	(29,997,633)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	8,930,159	38,927,792
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 11,131,215	\$ 8,930,159
RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES:		
Operating income	\$ 1,376,732	\$ 20,335,525
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation expense	6,012,313	6,023,052
Changes in assets and liabilities:		
Decrease (Increase) in accounts receivable - Commonwealth of Pennsylvania	6,276,445	(13,297,524)
(Increase) Decrease in accounts receivable - other	(83,378)	136,531
Decrease in prepaid expenses	-	117,297
Decrease in accounts payable and other accrued liabilities	(229,024)	(34,835)
(Decrease) Increase in unearned revenue	(34,007)	58,267
Increase in capital reserve fund escrow	247,604	406,506
Increase in Developer Dedicated NIZ Revenue payable	4,934,220	2,017,612
(Decrease) Increase in accrued payroll and related liabilities	(4,947)	205
Increase in deferred inflows of resources - deferred arena rent	119,224	419,224
NET CASH PROVIDED BY OPERATING ACTIVITIES	\$ 18,615,182	\$ 16,181,860
Cash and cash equivalents	\$ 6,232,962	\$ 3,895,865
Cash and cash equivalents - restricted	4,898,253	5,034,294
	\$ 11,131,215	\$ 8,930,159
NONCASH INVESTING AND CAPITAL AND RELATED FINANCING ACTIVITIES:		
Amortization of bond premium (component of interest expense)	\$ 289,237	\$ 289,237

The accompanying notes are an integral part of these financial statements.

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity

The Allentown Neighborhood Improvement Zone Development Authority ("ANIZDA") is a public instrumentality of the Commonwealth of Pennsylvania ("the Commonwealth"), and a body corporate and politic created by the City of Allentown ("the City"). ANIZDA was incorporated under the Pennsylvania Economic Development Financing Law. A certificate of incorporation was issued to ANIZDA by the Secretary of the Commonwealth on March 23, 2012. ANIZDA's existence will continue for 50 years to March 23, 2062.

The criteria for including organizations within ANIZDA's reporting entity, as set forth in the Governmental Accounting Standards Board *Codification of Governmental Accounting and Financial Reporting Standards* ("GASB Codification"), relate to financial accountability. On the basis of these criteria, ANIZDA has no other entities that are required to be included in its financial statements, nor is ANIZDA includable in the financial statements of any other reporting entity.

ANIZDA was created by the City as a dedicated industrial development authority to implement and administer development and financing of projects in the Neighborhood Improvement Zone ("the NIZ"), as explained below, to manage the unique financing structure of the NIZ, including the financing and development of the Arena Project and related supporting projects.

The provisions of Act 50 of 2009, Act 26 of 2011, Act 87 of 2012, and Act 52 of 2013 as amended in Act 84 of 2016 and Act 43 of 2017 of the Pennsylvania General Assembly, authorize, among other things, the establishment of the NIZ in an area not greater than 130 acres located in the City of Allentown and the pledge of revenues to ANIZDA derived from the taxes enumerated in the NIZ Act from all taxpayers associated with a qualified business, as defined below, located in the NIZ, distributed, or to be distributed to ANIZDA by the Treasurer of the Commonwealth ("the NIZ revenues") for the payment of debt service on the bonds or obligations issued to finance improvements and developments within the NIZ, including the construction of the Arena Project within the NIZ. The NIZ contains approximately 128 acres.

The NIZ Act defines a "Qualified Business" as an entity authorized to conduct business in the Commonwealth which is located or partially located within the NIZ and engaged in the active conduct of a trade or business for the taxable year.

The NIZ Act provides for the Commonwealth to transfer to ANIZDA the NIZ revenue attributed to the previous calendar year prior to March 20th of each year.

ANIZDA is authorized to acquire, hold, construct, improve, maintain, own, finance, and lease, either in capacity of lessor or lessee, industrial, specialized, or commercial development projects and serve as successor contracting authority to the Allentown Commercial and Industrial Development Authority ("ACIDA") for purposes of administering the NIZ. ANIZDA's

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

powers are limited to development activities within the NIZ. ANIZDA is authorized to assume or issue debt to refinance debt issued by ACIDA for NIZ-related projects and acquire the NIZ-related assets held by ACIDA in the Arena Block.

ACIDA is a separate entity and independent of ANIZDA. ACIDA has served as the City's economic development financing arm since 1983. ACIDA acted as the initial creator of the NIZ and designated the initial boundaries of the NIZ as required by the NIZ Act. In addition, in 2011, ACIDA incurred the initial debt under the NIZ Act to finance certain property acquisitions for the site of the arena and related development projects.

On October 2, 2012, ANIZDA and ACIDA entered into an asset purchase agreement whereby all NIZ-related assets were acquired by ANIZDA. In addition, ANIZDA assumed all liabilities relating to the ownership of the real property and all contracts entered into by ACIDA.

Basis of Accounting

The term "basis of accounting" is used to determine when a transaction or event is recognized on the Authority's operating statement. ANIZDA uses the accrual basis of accounting. Under this basis, revenues are recorded when earned and expenses are recorded when incurred, even though actual payment or receipt may not occur until after the period ends.

ANIZDA applies all relevant principles as identified in the GASB Codification. GASB is the accepted standard-setting body for establishing governmental accounting and financial reporting principles and accounting principles generally accepted in the United States of America.

Basis of Presentation

ANIZDA's accounts are organized as an enterprise fund. The operations are accounted for with a set of self-balancing accounts that comprise its assets, liabilities, deferred inflows of resources, net position, revenues, and expenses. Enterprise funds are used to account for operations that provide a service to the public financed by charges to users of that service and activities where the periodic measurement of net income is deemed appropriate for capital maintenance, public policy, management control, accountability, or other purposes.

Use of Estimates in the Preparation of Financial Statements

Preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure 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.

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Cash Equivalents

Cash equivalents include all deposit accounts and highly liquid investments in money market mutual funds.

Investments

Investments are recorded at fair value.

In establishing the fair value of investments, the Authority uses the following hierarchy. The lowest level of valuation available is used for all investments.

Level 1 – Valuations based on quoted market prices in active markets for identical assets or liabilities that the entity has the ability to access.

Level 2 – Valuations based on quoted prices of similar products in active markets or identical products in markets that are not active or for which all significant inputs are observable, directly or indirectly.

Level 3 – Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

Net Position

The financial statements report net position in one of three components. Net investment in capital assets consists of capital assets, net of accumulated depreciation and reduced by the outstanding balances of borrowing attributable to acquiring, constructing, or improving those assets. Net position is reported as restricted when constraints placed on net position use are either externally imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments or imposed by law through constitutional provisions or enabling legislation. Unrestricted net position consists of net position that does not meet the definition of "net investment in capital assets" or "restricted."

Use of Restricted/Unrestricted Net Position

When an expense is incurred for purposes for which both restricted and unrestricted net position is available, ANIZDA's policy is to apply restricted net position first.

Restricted net position consists of NIZ revenues restricted for the payment of debt service on the bonds or obligations issued to finance improvements and developments within the NIZ per the NIZ Act.

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Accounts Receivable

Accounts receivable are stated at net realizable value. Receivables are considered impaired if full principal payments are not received in accordance with the contractual terms.

Management's estimate of the allowance for uncollectible accounts receivable is based on historical collection rates and an analysis of the collectability of individual receivables. The allowance for uncollectible accounts was \$0 as of December 31, 2020 and 2019.

Capital Assets

ANIZDA defines capital assets as assets with an initial, individual cost of more than \$2,000 and an estimated useful life in excess of one year.

Capital assets of ANIZDA are recorded at their actual cost. Donated assets are valued at their estimated fair value on the date donated. Depreciation of all exhaustible capital assets is charged as an expense against their operations. Depreciation is computed using the straight-line method over estimated asset lives as follows:

Buildings	40 years
Land improvements	15 - 40 years
Equipment	5 - 15 years

Major additions and betterments are capitalized while expenses for maintenance and repairs that do not add value to the asset or materially extend asset lives are charged to operations as incurred.

Bonds Payable

In the financial statements, bonds payable are reported as liabilities. The bond premium is deferred and amortized over the life of the bonds using the straight-line method. Bond issuance costs are expensed when incurred.

Deferred Inflows and Outflows of Resources

In addition to assets and liabilities, the statement of net position will sometimes report separate sections for deferred inflows and deferred outflows of resources. These separate financial statement elements represent acquisition or use of net position that applies to a future period(s) and so will not be recognized as an inflow or outflow of resources (revenue or expense) until that time. ANIZDA currently has one item that qualifies for reporting in this category. Cumulative rents received from the arena lease in excess of the cumulative amount recognized as revenue using the straight-line method over the life of the lease are reflected as deferred inflows of resources on the statement of net position.

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Revenues and Expenses

Revenues and expenses are distinguished between operating and nonoperating items. Operating revenues generally result from providing services in connection with ANIZDA's principal ongoing operations. The principal operating revenues of ANIZDA include developer fees, and arena rents. Operating expenses include Developer Dedicated NIZ Revenue, parking management and maintenance fees, depreciation expense, and other administrative costs. All revenues and expenses not meeting these definitions are reported as nonoperating revenues and expenses.

NOTE 2 DEPOSITS AND INVESTMENTS

ANIZDA is allowed to invest in certain qualified investments as defined by the Master Trust Indenture for the Series of 2012A and B bonds. Subject to certain limitations and credit ratings, qualified investments include:

- Cash deposits (insured at all times by the Federal Deposit Insurance Corporation or otherwise collateralized with direct obligations of the United States of America).
- Direct obligations of the United States of America.
- Obligations of federal agencies backed by the full faith and credit of the United States of America.
- Obligations of federal agencies not fully guaranteed by the full faith and credit of the United States of America.
- U.S. dollar denominated deposit accounts, federal funds, and bankers' acceptances.
- Domestic commercial paper.
- Domestic money market mutual funds.
- Demand deposits, including interest-bearing money market accounts, time deposits, trust funds, trust accounts, overnight bank deposits, interest-bearing deposits, and certificates of deposit or bankers acceptances.
- General obligations of states.
- Shares in the Pennsylvania Local Government Investment Trust ("PLGIT").

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 2 DEPOSITS AND INVESTMENTS (cont'd)

Deposits

At December 31, 2020, the carrying amount of ANIZDA's deposits was \$11,131,215, and the bank balance was \$11,357,432. Of the bank balance, \$6,687,477 was insured by federal depository insurance, and \$1,019,550 was collateralized by pooled securities in accordance with Act 72 of 1971 ("Act 72"). At December 31, 2019, the carrying amount of ANIZDA's deposits was \$8,930,159, and the bank balance was \$9,235,734. Of the bank balance, \$4,485,418 was insured by federal depository insurance, and \$771,946 was collateralized by pooled securities in accordance with Act 72 of 1971 ("Act 72"). To the extent that deposits exceed federal insurance, the depositories must pledge as collateral obligations of the United States of America, the Commonwealth of Pennsylvania, or any political subdivision of the Commonwealth. Under Act 72, as amended, the depositories may meet this collateralization requirement by pooling appropriate securities to cover all public funds on deposit. The deposits collateralized in accordance with Act 72 were exposed to custodial credit risk because they were uninsured, and the collateral held by the depository's agent was not in ANIZDA's name.

As of December 31, 2020 and 2019, \$3,650,405 and \$3,978,370, respectively, of ANIZDA's deposits were invested in a domestic money market mutual fund managed by Goldman Sachs. Goldman Sachs is registered with the Securities and Exchange Commission and subject to regulatory oversight. The objective of the fund is to maintain a stable net asset value of \$1 per share. In addition, the fund is rated by nationally recognized rating organizations (Moody's Investors Service rating of Aaa-mf and Standard & Poor's rating of AAAM as of December 31, 2020 and 2019) and is subject to an independent annual audit.

Investments

As of December 31, 2020 and 2019, ANIZDA held investments in the amount of \$31,003,992 and \$30,937,709, respectively.

The investments and maturities as of December 31, 2020 are summarized in the following chart:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Level 1</u>	<u>Maturities</u>	
			<u>Less Than One year</u>	<u>One to Five Years</u>
U.S. Treasury notes	\$ 7,702,260	\$ 7,702,260	\$ 7,702,260	\$ -
U.S. Agency notes	<u>23,301,732</u>	<u>23,301,732</u>	<u>-</u>	<u>23,301,732</u>
TOTAL	<u>\$ 31,003,992</u>	<u>\$ 31,003,992</u>	<u>\$ 7,702,260</u>	<u>\$23,301,732</u>

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 2 DEPOSITS AND INVESTMENTS (cont'd)

The investments and maturities as of December 31, 2019 are summarized in the following chart:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Level 1</u>	<u>Maturities</u>	
			<u>Less Than One year</u>	<u>One to Five Years</u>
U.S. Treasury notes	<u>\$30,937,709</u>	<u>\$30,937,709</u>	<u>\$15,448,146</u>	<u>\$15,489,563</u>
TOTAL	<u>\$30,937,709</u>	<u>\$30,937,709</u>	<u>\$15,448,146</u>	<u>\$15,489,563</u>

Custodial Credit Risk

For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, ANIZDA will not be able to recover the value of its investments or collateral security that are in the possession of an outside party. As of December 31, 2020 and 2019, none of ANIZDA's investments were subject to custodial credit risk.

Interest Rate Risk

The Master Trust Indenture does not limit the maturity dates of investments. As of December 31, 2020, all of ANIZDA's investments mature at various times through 2025. As of December 31, 2019, all of ANIZDA's investments mature at various times through 2021.

Credit Risk

The Master Trust Indenture does not limit the credit ratings of investments.

As of December 31, 2020, ANIZDA's investments in U.S. Treasury notes and U.S. Agency notes (Federal Home Loan Banks, Federal Farm Credit Banks Funding Corp, Federal Home Loans Mortgage Corp) are rated Aaa by Moody's Investors Service and AA+ by Standard & Poor's.

As of December 31, 2019, ANIZDA's investments in U.S. Treasury notes are rated Aaa by Moody's Investors Service and AA+ by Standard & Poor's.

NOTE 3 DEVELOPMENT OF THE ARENA BLOCK

City Center Investment Corporation ("CCIC"), Hammes Company Sports Development, Inc., the City, ANIZDA (successor to ACIDA by assignment), and City Center Wholesale LLC have entered into an Amended and Restated Arena Block Master Development Agreement, dated October 1, 2012, effective as of June 15, 2012, as amended. This agreement sets forth the

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 3 DEVELOPMENT OF THE ARENA BLOCK (cont'd)

terms amongst the parties for the purpose of coordinating various development, planning, permitting, and financing activities necessary to construct a mixed use facility on a portion of the Arena Block, including the Arena Project. The Arena Block is located within the NIZ as defined in Note 1.

The Arena Project was the first phase of the development on the Arena Block, which was completed during 2014. The Arena Project includes a multipurpose arena (8,500 seats for hockey, with up to 10,000 seats for concerts), parking facilities, land acquisitions, site improvements, and the development of supporting infrastructure.

ANIZDA declared the Arena Block to be a condominium form of ownership and the property was converted into nine separate units, all individually owned. The Condominium Instrument provides for the units to be numbered as Unit One ("the Arena Building"), Unit Two ("the Office Building"), Unit Three ("the Hotel"), Unit Four ("the North Parking Deck"), Unit Five ("the South Parking Structure"), Unit Six ("the Commercial Unit"), Unit Seven ("the Retail Unit"), Unit Eight ("the Arena Side Commercial Unit"), and Unit Nine ("the Streetside Commercial Unit").

ANIZDA retains ownership of the Arena Building, the North Parking Deck, the South Parking Structure, the Retail Unit, and the Arena Side Commercial Unit, which were completed in 2014. The Office Building, the Hotel, and the Streetside Commercial Unit are owned by CCIC. CCIC financed these projects separately.

NOTE 4 ARENA LEASE

ANIZDA (successor to ACIDA by assignment) has entered into an agreement with BDH Development LLC ("the Arena Operator") for the lease of the arena and all installed equipment. The lease, which was amended in 2014, commenced on September 1, 2014 for an initial lease period of 29 years with two 10-year renewal options. The Arena Operator has an option to purchase the arena at the end of the lease term at a purchase price of 120 percent of the total arena development costs or fair market value, whichever is greater.

Under the terms of the agreement, the Arena Operator shall use and operate the arena for hosting all American Hockey League ("AHL") home games for the Phantoms, other AHL events, concerts, trade shows, and other events. All costs, charges, and expenses relating to the use, occupancy, repair, and maintenance of the arena, including but not limited to assessments for improvements, utilities and services, insurance, operation, maintenance, and repairs shall be paid by the Arena Operator. The Arena Operator is entitled to receive and retain all revenues (net of applicable taxes) from all events except for community events. The Arena Operator will also receive all revenues from sponsorship, naming rights and signage on or inside the arena.

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 4 ARENA LEASE (cont'd)

ANIZDA shall establish a Capital Reserve Fund as a segregated fund separate and apart from other funds received from the Operator. The Arena Operator will make deposits to the fund annually for qualified capital repairs and capital improvements, and non-routine maintenance or repairs.

As of December 31, 2020, lease payments to be received are as follows:

Year Ending December 31,

2021	\$ 450,000
2022	449,167
2023	446,667
2024	346,666
2025	150,000
2026	150,000
2027	150,000
2028	150,000
2029	150,000
2030	150,000
2031	150,000
2032	150,000
2033	150,000
2034	150,000
2035	150,000
2036	150,000
2037	150,000
2038	150,000
2039	150,000
2040	150,000
2041	150,000
2042	150,000
2043	<u>100,000</u>
	<u>\$ 4,492,500</u>

Revenue recognized under this lease for the years ended December 31, 2020 and 2019 was \$330,776 for both years. In addition, as of December 31, 2020 and 2019, a deferred inflow of resources in the amount of \$3,005,086 and \$2,885,862, respectively, was recognized for cumulative rents received in excess of the cumulative amount recognized as revenue under the straight-line method.

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 5 PARKING FACILITY

ANIZDA has entered into an agreement with the Office and Hotel Developers for shared use with the Arena Operator of the parking facilities owned by ANIZDA. An exception is during arena events where the Arena Operator has sole use of a limited number of spaces in the parking facility. Under the terms of the agreement, ANIZDA will be responsible for the operation of the parking facilities and all repairs and maintenance.

ANIZDA will be compensated with a monthly management fee which will be equal to the direct operating costs and expenses of the parking facilities. This agreement commenced on September 1, 2014, shall continue for a period of 30 years, and shall automatically renew for additional three-year terms unless otherwise terminated by ANIZDA or the Office and Hotel Developers.

On September 1, 2014, ANIZDA entered into an agreement with the Allentown Parking Authority ("APA") for the operation of the parking facilities and all repairs and maintenance. ANIZDA compensates APA with a monthly management fee of \$3,018 starting September 1, 2014. ANIZDA is responsible for all direct operating expenses. The initial agreement term was for five years ending September 1, 2019. The agreement is currently operating on a year-to-year basis until either party elects to terminate or renegotiate the agreement. A new continuing agreement is under negotiation between ANIZDA and APA.

NOTE 6 CAPITAL ASSETS

A summary of changes in ANIZDA's capital assets is as follows:

	2020			Balance 12/31/20
	Balance 01/01/20	Additions	Deletions	
Assets not being depreciated:				
Land	\$ 42,483,747	\$ -	\$ -	\$ 42,483,747
Total assets not being depreciated	42,483,747	-	-	42,483,747
Assets being depreciated:				
Buildings	158,433,789	-	-	158,433,789
Land improvements	941,918	-	-	941,918
Equipment	20,233,614	-	-	20,233,614
Leasehold improvements	106,691	-	-	106,691
Office equipment	20,615	2,580	-	23,195
Total assets being depreciated	179,736,627	2,580	-	179,739,207
Accumulated depreciation	(32,155,156)	(6,012,313)	-	(38,167,469)
Total assets being depreciated, net	147,581,471	(6,009,733)	-	141,571,738
CAPITAL ASSETS, NET	\$190,065,218	\$ (6,009,733)	\$ -	\$184,055,485

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 6 CAPITAL ASSETS (cont'd)

	2019			Balance 12/31/19
	Balance 01/01/19	Additions	Deletions	
Assets not being depreciated:				
Land	\$ 42,483,747	\$ -	\$ -	\$ 42,483,747
Total assets not being depreciated	<u>42,483,747</u>	<u>-</u>	<u>-</u>	<u>42,483,747</u>
Assets being depreciated:				
Buildings	158,433,789	-	-	158,433,789
Land improvements	941,918	-	-	941,918
Equipment	20,233,614	-	-	20,233,614
Leasehold improvements	106,691	-	-	106,691
Office equipment	20,615	-	-	20,615
Total assets being depreciated	179,736,627	-	-	179,736,627
Accumulated depreciation	(26,132,104)	(6,023,052)	-	(32,155,156)
Total assets being depreciated, net	<u>153,604,523</u>	<u>(6,023,052)</u>	<u>-</u>	<u>147,581,471</u>
CAPITAL ASSETS, NET	<u>\$196,088,270</u>	<u>\$ (6,023,052)</u>	<u>\$ -</u>	<u>\$190,065,218</u>

NOTE 7 BONDS PAYABLE

On October 2, 2012, ANIZDA issued Tax Revenue Bonds Series of 2012A and 2012B in the aggregate of \$224,380,000 (Series of 2012A - \$183,955,000 non-taxable and Series of 2012B - \$40,425,000 taxable), collectively referred to as "the bonds." The bonds were issued for the purpose of providing funds to develop the Arena Project. The bonds mature through May 1, 2042 and require semi-annual interest payments on May 1 and November 1 of each year, and annual principal payments on May 1 of each year. Interest rates on the bonds range from 4.12 percent to 5.67 percent. The bonds are secured by the NIZ revenues and rent payments made by the Arena Operator as described in Note 4.

A schedule of the changes in the bonds payable for the year ended December 31, 2020 is as follows:

	Outstanding 01/01/20	Additions	Deletions	Outstanding 12/31/20	Amount Due in One Year
Bonds payable	\$ 207,185,000	\$ -	\$ 4,830,000	\$ 202,355,000	\$ 5,095,000
Bond premium	6,580,147	-	289,237	6,290,910	289,237
Total	<u>\$ 213,765,147</u>	<u>\$ -</u>	<u>\$ 5,119,237</u>	<u>\$ 208,645,910</u>	<u>\$ 5,384,237</u>

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 7 BONDS PAYABLE (cont'd)

A schedule of the changes in the bonds payable for the year ended December 31, 2019 is as follows:

	Outstanding 01/01/19	Additions	Deletions	Outstanding 12/31/19	Amount Due in One Year
Bonds payable	\$ 211,780,000	\$ -	\$ 4,595,000	\$ 207,185,000	\$ 4,830,000
Bond premium	6,869,384	-	289,237	6,580,147	289,237
Total	<u>\$ 218,649,384</u>	<u>\$ -</u>	<u>\$ 4,884,237</u>	<u>\$ 213,765,147</u>	<u>\$ 5,119,237</u>

The bonds mature as follows:

<u>December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2021	\$ 5,095,000	\$ 10,087,526	\$ 15,182,526
2022	5,385,000	9,798,133	15,183,133
2023	5,700,000	9,485,219	15,185,219
2024	6,015,000	9,165,812	15,180,812
2025	6,335,000	8,849,625	15,184,625
2026 - 2030	36,880,000	39,030,500	75,910,500
2031 - 2035	47,355,000	28,553,125	75,908,125
2036 - 2040	60,805,000	15,100,625	75,905,625
2041 - 2042	28,785,000	1,454,125	30,239,125
Totals	<u>\$ 202,355,000</u>	<u>\$ 131,524,690</u>	<u>\$ 333,879,690</u>

NOTE 8 CONDUIT DEBT

On January 31, 2013, ANIZDA entered into a Construction Loan Agreement with Branch Banking and Trust Company ("BB&T") (formerly National Penn Bank) in the amount of \$10,000,000 for the purpose of assisting with the financing needs of EPC Allentown, LLC. ANIZDA also entered into promissory notes providing for withdrawal of funds from the escrow account created under the Amended and Restated Escrow Agreement which provides an allocation of NIZ revenues for the purpose of paying down the loan. ANIZDA will have no liability for this loan other than the allocation of the Developer Dedicated NIZ Revenue. Accordingly, this loan is not reported as a liability in ANIZDA's financial statements. This loan is a non-recourse debt to ANIZDA. In February 2020, this loan was refinanced with ESSA Bank & Trust. As of December 31, 2020 and 2019, the balance of this loan was \$0 and \$6,022,685, respectively.

On May 25, 2016, ANIZDA entered into a Construction Loan Agreement with BB&T (formerly National Penn Bank) in the amount of \$13,515,000 for the purpose of assisting with the financing needs of EPC Allentown, LLC. ANIZDA also entered into a promissory note providing

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 8 CONDUIT DEBT (cont'd)

for withdrawal of funds from the escrow account created under the Amended and Restated Escrow Agreement which provides an allocation of NIZ revenues for the purpose of paying down the loan. ANIZDA will have no liability for this loan other than the allocation of the Developer Dedicated NIZ Revenue. Accordingly, this loan is not reported as a liability in ANIZDA's financial statements. This loan is non-recourse debt to ANIZDA. In February 2020, this loan was refinanced with ESSA Bank & Trust. As of December 31, 2020 and 2019, the balance of this loan was \$0 and \$10,731,312, respectively.

On February 24, 2020, ANIZDA entered into a Loan Agreement with ESSA Bank & Trust in the amount of \$16,753,997 for the purpose of refinancing two existing loans for EPC Allentown, LLC (a construction loan dated January 31, 2013 with an original principal amount of up to \$10,000,000 and a construction loan dated May 25, 2016 with an original principal amount of up to \$13,515,000 both payable to BB&T). ANIZDA also entered into promissory notes providing for withdrawal of funds from the escrow account created under the Amended and Restated Escrow Agreement which provides an allocation of NIZ revenues for the purpose of paying down the loan. ANIZDA will have no liability for this loan other than the allocation of the Developer Dedicated NIZ Revenue. Accordingly, this loan is not reported as a liability in ANIZDA's financial statements. This loan is non-recourse debt to ANIZDA. As of December 31, 2020, the balance of this loan was \$16,318,097.

On February 13, 2013, ANIZDA entered into a construction loan agreement with BB&T (formerly National Penn Bank) in the amount of \$135,000,000 for the purpose of assisting with the financing needs of CCIC. The loan was increased to \$185,000,000 in October 2014 and to \$325,000,000 in August 2016 and reduced to \$125,000,000 in July 2017. ANIZDA also entered into promissory notes providing for withdrawal of funds from the escrow account created under the Amended and Restated Escrow Agreement which provides an allocation of NIZ revenues for the purpose of paying down the loan. During 2018, this debt was purchased by M&T Bank from BB&T. ANIZDA will have no liability for this loan other than the allocation of the Developer Dedicated NIZ Revenue. Accordingly, this loan is not reported as a liability in ANIZDA's financial statements. This loan is a non-recourse debt to ANIZDA. As of December 31, 2020 and 2019, the balance of this loan was \$63,417,089 and \$15,682,041, respectively.

On October 11, 2013, ANIZDA entered into a construction loan agreement with BB&T (formerly National Penn Bank) in the amount of \$7,400,000 for the purpose of assisting with the financing needs of Schoens Allentown, LLC. During 2020, this debt was refinanced with Peoples Security Bank and Trust Company, as such the debt balance was with Peoples Security Bank and Trust Company at December 31, 2020. ANIZDA also entered into promissory notes providing for withdrawal of funds from the escrow account created under the Amended and Restated Escrow Agreement which provides an allocation of NIZ revenues for the purpose of paying down the loan. ANIZDA will have no liability for this loan other than the allocation of the Developer Dedicated NIZ Revenue. Accordingly, this loan is not reported as a liability in ANIZDA's financial statements. This loan is a non-recourse debt to ANIZDA. As of December 31, 2020 and 2019, the balance of this loan was \$5,626,266 and \$6,154,068, respectively.

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 8 CONDUIT DEBT (cont'd)

On July 29, 2014, ANIZDA entered into a Construction Loan Agreement with BB&T (formerly National Penn Bank) in the amount of \$4,800,000 for the purpose of assisting with the financing needs of Sacred Heart. During 2017, this debt was purchased by St. Luke's Hospital of Bethlehem, Pennsylvania from BB&T, as such the debt balances are with St. Luke's Hospital. ANIZDA also entered into a promissory note providing for withdrawal of funds from the escrow account created under the Amended and Restated Escrow Agreement which provides an allocation of NIZ revenues for the purpose of paying down the loan. ANIZDA will have no liability for this loan other than the allocation of the Developer Dedicated NIZ Revenue. Accordingly, this loan is not reported as a liability in ANIZDA's financial statements. This loan is non-recourse debt to ANIZDA. As of December 31, 2020 and 2019, the balance of this loan was \$4,083,477 and \$4,211,320, respectively.

On December 23, 2015, ANIZDA entered into a Construction Loan Agreement with Lafayette Ambassador Bank in the amount of \$6,249,600 for the purpose of assisting with the financing needs of The Waterfront Development Company. During 2019 Lafayette Ambassador Bank Merged into Fulton Bank. ANIZDA also entered into a promissory note providing for withdrawal of funds from the escrow account created under the Amended and Restated Escrow Agreement which provides an allocation of NIZ revenues for the purpose of paying down the loan. ANIZDA will have no liability for this loan other than the allocation of the Developer Dedicated NIZ Revenue. Accordingly, this loan is not reported as a liability in ANIZDA's financial statements. This loan is non-recourse debt to ANIZDA. As of December 31, 2020 and 2019, the balance of this loan was \$5,542,277 and \$4,253,790, respectively.

On December 19, 2016, ANIZDA entered into a Construction Loan Agreement with ESSA Bank and Trust in the amount of \$5,300,000 for the purpose of assisting with the financing needs of Allentown Parking Authority. ANIZDA also entered into promissory notes providing for withdrawal of funds from the escrow account created under the Amended and Restated Escrow Agreement which provides an allocation of NIZ revenues for the purpose of paying down the loan. ANIZDA will have no liability for this loan other than the allocation of the Developer Dedicated NIZ Revenue. Accordingly, this loan is not reported as a liability in ANIZDA's financial statements. This loan is non-recourse debt to ANIZDA. As of December 31, 2020 and 2019, the balance of this loan was \$3,897,213 and \$4,299,851, respectively.

On June 15, 2017, ANIZDA issued Tax Revenue Bonds Series of 2017 in the amount of \$210,165,000 for the purpose of refunding certain indebtedness previously issued by ANIZDA to fund improvements within the NIZ relating to projects developed by CCIC. ANIZDA also entered into promissory notes providing for withdrawal of funds from the escrow account created under the Amended and Restated Escrow Agreement which provides an allocation of NIZ revenues for the purpose of paying down the loan. ANIZDA will have no liability for this bond other than the allocation of the Developer Dedicated NIZ Revenue. Accordingly, this bond is not reported as a liability in ANIZDA's financial statements. This bond is non-recourse debt to ANIZDA. As of December 31, 2020 and 2019, the balance of this bond was \$200,640,000 and \$205,520,000, respectively.

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 8 CONDUIT DEBT (cont'd)

On December 22, 2017, ANIZDA entered into a Construction Loan Agreement with Peoples Security Bank & Trust in the amount of \$2,478,223 for the purpose of assisting with the financing needs of the Trust Building, Inc. and Vault 634, LLC. ANIZDA also entered into promissory notes providing for withdrawal of funds from the escrow account created under the Amended and Restated Escrow Agreement which provides an allocation of NIZ revenues for the purpose of paying down the loan. ANIZDA will have no liability for this loan other than the allocation of the Developer Dedicated NIZ Revenue. Accordingly, this loan is not reported as a liability in ANIZDA's financial statements. This loan is non-recourse debt to ANIZDA. As of December 31, 2020 and 2019, the balance of this loan was \$2,395,961 and \$2,478,223, respectively.

On April 18, 2018, ANIZDA issued Tax Revenue Bonds Series of 2018 in the amount of \$99,690,000 for the purpose of refunding certain indebtedness previously issued by ANIZDA to fund improvements within the NIZ relating to projects developed by CCIC. ANIZDA also entered into promissory notes providing for withdrawal of funds from the escrow account created under the Amended and Restated Escrow Agreement which provides an allocation of NIZ revenues for the purpose of paying down the loan. ANIZDA will have no liability for these bonds other than the allocation of the Developer Dedicated NIZ Revenue. Accordingly, these bonds are not reported as a liability in ANIZDA's financial statements. These bonds are non-recourse debt to ANIZDA. As of December 31, 2020 and 2019, the balance of these bonds was \$97,320,000 and \$99,690,000, respectively.

On June 19, 2018, ANIZDA entered into a Construction Loan Agreement with First Keystone Community Bank in the amount of \$9,000,000 for the purpose of assisting with the financing needs of Americus Investors, LP, and Americus Hotel, LLC. ANIZDA also entered into promissory notes providing for withdrawal of funds from the escrow account created under the Amended and Restated Escrow Agreement which provides an allocation of NIZ revenues for the purpose of paying down the loan. ANIZDA will have no liability for this loan other than the allocation of the Developer Dedicated NIZ Revenue. Accordingly, this loan is not reported as a liability in ANIZDA's financial statements. This loan is non-recourse debt to ANIZDA. As of December 31, 2020 and 2019, the balance of this loan was \$8,397,060 and \$6,618,595, respectively.

On December 28, 2018, ANIZDA issued Tax Revenue Bonds Series of 2018 in the amount of \$147,995,000 for the purpose of refunding certain indebtedness previously issued by ANIZDA to fund improvements within the NIZ relating to projects developed by CCIC. ANIZDA also entered into promissory notes providing for withdrawal of funds from the escrow account created under the Amended and Restated Escrow Agreement which provides an allocation of NIZ revenues for the purpose of paying down the loan. ANIZDA will have no liability for these bonds other than the allocation of the Developer Dedicated NIZ Revenue. Accordingly, these bonds are not reported as a liability in ANIZDA's financial statements. These bonds are non-recourse debt to ANIZDA. As of December 31, 2020 and 2019, the balance of these bonds was \$144,535,000 and \$147,995,000, respectively.

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 9 NIZ REVENUES AND DEVELOPER DEDICATED NIZ REVENUE

The Commonwealth transfers NIZ revenues attributed to the previous calendar year to ANIZDA each March. In addition, as disclosed in Note 8, ANIZDA provides an allocation of NIZ revenues ("Developer Dedicated NIZ Revenue") to private developers for the purpose of paying down their loans and bonds on approved capital projects in the NIZ. The purpose of this subsidy is to encourage development in the NIZ.

As of December 31, 2020, ANIZDA was due \$58,074,213 (net of \$20,206,729 due back to the Commonwealth of Pennsylvania and local governmental entities based on the determination of excess NIZ revenue for calendar year 2020, as defined by the Master Trust Indenture) from the Commonwealth for the 2020 calendar tax year. The \$20,206,729 in excess NIZ revenue for calendar year 2020 was paid in May 2021 and accrued in the 2020 financial statements. An additional \$7,742,207 in year-end excess NIZ revenue was remitted to Commonwealth of Pennsylvania and \$297,468 to the City of Allentown related to calendar year 2019. The remittances of these funds occurred in 2020 and are reflected in the 2020 financial statements.

As of December 31, 2019, ANIZDA was due \$64,350,658 (net of \$22,000,000 due back to the Commonwealth of Pennsylvania and local governmental entities based on the determination of excess NIZ revenue for calendar year 2019, as defined by the Master Trust Indenture) from the Commonwealth for the 2019 calendar tax year. The \$22,000,000 in excess NIZ revenue for calendar year 2019 was paid in May 2020 and accrued in the 2019 financial statements.

Calendar year 2020 Developer Dedicated NIZ Revenue amounted to \$43,258,357 and calendar year 2019 Developer Dedicated NIZ Revenue amounted to \$38,324,137. Both amounts have been reflected as liabilities called Developer Dedicated NIZ Revenue payable in ANIZDA's statement of net position as of December 31, 2020 and 2019, respectively.

NOTE 10 RESTRICTED ASSETS

As of December 31, 2020 and 2019, restricted cash equivalents and investments in the amount of \$35,902,245 and \$35,972,003, respectively, are restricted for the repayment of debt in accordance with the Master Trust Indenture and specific projects within the Neighborhood Improvement Zone.

NOTE 11 NET INVESTMENT IN CAPITAL ASSETS

A schedule of net investment in capital assets as of December 31, 2020 is as follows:

Total capital assets, net	\$ 184,055,485
Less: bonds payable, net	<u>(208,645,910)</u>
Total Net Investment in Capital Assets	<u>\$ (24,590,425)</u>

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 11 NET INVESTMENT IN CAPITAL ASSETS (cont'd)

A schedule of net investment in capital assets as of December 31, 2019 is as follows:

Total capital assets, net	\$ 190,065,218
Unspent bond proceeds	165,056
Less: bonds payable	<u>(213,765,147)</u>
Total Net Investment in Capital Assets	<u>\$ (23,534,873)</u>

NOTE 12 PUBLIC IMPROVEMENT INVESTMENT PROGRAM

ANIZDA has entered into agreements with project sponsors and public property owners under the ANIZDA Public Improvement Investment Program. Under these agreements, ANIZDA will provide funding for public improvement projects. During the years ended December 31, 2020 and 2019, ANIZDA incurred expenses amounting to \$120,757 and \$2,217,076, respectively related to public improvement projects. These expenses have not been capitalized as ANIZDA only acts as a funding agent for the cost of construction and will have no responsibility for maintenance or upkeep after completion of the projects.

NOTE 13 LEASE

ANIZDA is obligated under an operating lease for office space at 5 North Front Street, Allentown, Pennsylvania, executed on December 28, 2016. This lease expires on December 31, 2021. Also, ANIZDA entered in a lease with Great America Financial Services for a copier machine, executed on December 8, 2017. This lease will expire on December 8, 2022.

Future minimum lease payments are as follows:

<u>Year Ending December 31</u>	
2021	\$ 19,080
2022	<u>1,072</u>
	<u>\$ 20,152</u>

NOTE 14 REVOLVING CREDIT FACILITY

On December 29, 2017, ANIZDA opened a revolving credit facility in the amount of \$10,000,000 with Peoples Security Bank & Trust secured by ANIZDA's capital projects fund with a maturity date of May 31, 2020. During the current year, the terms of the credit facility were modified extending the maturity date to June 15, 2025. Outstanding amounts bear interest

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 14 REVOLVING CREDIT FACILITY (cont'd)

at a rate equal to the monthly LIBOR rate (0.15 percent at December 31, 2020) plus two and three quarters percent (2.75 percent) per annum. However, the interest rate charged shall in no event be less than three and one quarter percent (3.25 percent). The annual payment on the credit facility shall be an amount equal to the lesser of the outstanding facility proceeds, or \$2,000,000 plus, if ANIZDA shall so request at its discretion, an amount equal to any shortfall in payment in any prior year which is still outstanding including fees and charges. The outstanding balance on this credit facility was \$2,000,000 and \$4,000,000 at December 31, 2020 and 2019, respectively.

NOTE 15 CONTINGENCY

The Plaza at 835 West Hamilton Street LP ("the Plaintiff"), the owner of a commercial office building known as PPL Plaza in Allentown, has filed a complaint for declaratory, injunctive, and monetary relief against ANIZDA and other defendants in federal court regarding the constitutionality of the legislation establishing the NIZ in Allentown and other related claims. ANIZDA has filed a motion for judgment on the pleadings and multiple briefs, and reply briefs have been filed. All of the other defendants have moved to dismiss the Plaintiff's complaint.

On September 12, 2017, the court granted the motions submitted by the Defendants, specifically including ANIZDA's motion for judgement on the pleadings, dismissing with prejudice, the Plaintiff's claims under the Pennsylvania Constitution, and dismissing without prejudice, the Plaintiff's claims under federal law, thus allowing the Plaintiff an opportunity to file an amended complaint consistent with the Judge's memorandum. On November 9, 2017, ANIZDA filed a motion to dismiss the amended complaint. The Plaintiff then filed a motion to stay the proceedings pending resolution of an eminent domain action brought in state court against the City of Allentown and the Commonwealth of Pennsylvania Department of Revenue. Although ANIZDA is not a party to the eminent domain action and opposed the stay, on July 24, 2018, the federal court stayed the proceedings pending the outcome of the eminent domain proceedings in the state court. The eminent domain proceeding was terminated by court order in favor of the Defendants on April 12, 2019 however the Plaintiff appealed the court order. On November 20, 2020, the case was dismissed with prejudice in federal court with each party bearing its own costs and fees.

NOTE 16 UNCERTAINTIES

COVID-19 Pandemic

As a result of the spread of the COVID-19 coronavirus which was ongoing at December 31 2020, economic and operational uncertainties have arisen which may impact the Authority in fiscal year 2021. The extent of the potential impact is unknown as the COVID-19 pandemic continues to develop.

ALLENTOWN NEIGHBORHOOD IMPROVEMENT ZONE DEVELOPMENT AUTHORITY

NOTES TO FINANCIAL STATEMENTS

NOTE 17 SUBSEQUENT EVENTS

On January 25, 2021, ANIZDA issued \$61,455,00 Senior Tax Revenue Bonds, Series 2021 (615 Waterfront Project) for the purpose of providing funds for: (i) the financing of the development, improvement and construction of a six-story, Class A office building at 615 Waterfront Drive, along with other improvements related thereto, (ii) the financing of additional infrastructure improvements at The Waterfront, (iii) the payment in full, redemption, and cancellation of the Issuer's 2015 Site Development Note, (iv) the funding of a deposit to an account within the Debt Service Reserve Fund for the benefit of the 2021 Bonds, and (v) the funding of the costs of issuance of the 2021 Bonds. ANIZDA will have no liability for these bonds other than the allocation of the Developer Dedicated NIZ Revenue. Accordingly, these bonds will not be reported as a liability in ANIZDA's financial statements and will be non-recourse debt to ANIZDA.

On May 12, 2021, ANIZDA entered into an agreement with the Allentown Parking Authority and City Center Investment Corporation to fund construction of improvements on public property and within the public right of way to develop the redesigned Lehigh and Northampton Transportation Authority (LANta) bus terminal in an amount not to exceed \$3,000,000.

ANIZDA has evaluated all subsequent events through May 25, 2021, the date the financial statements were available to be issued.