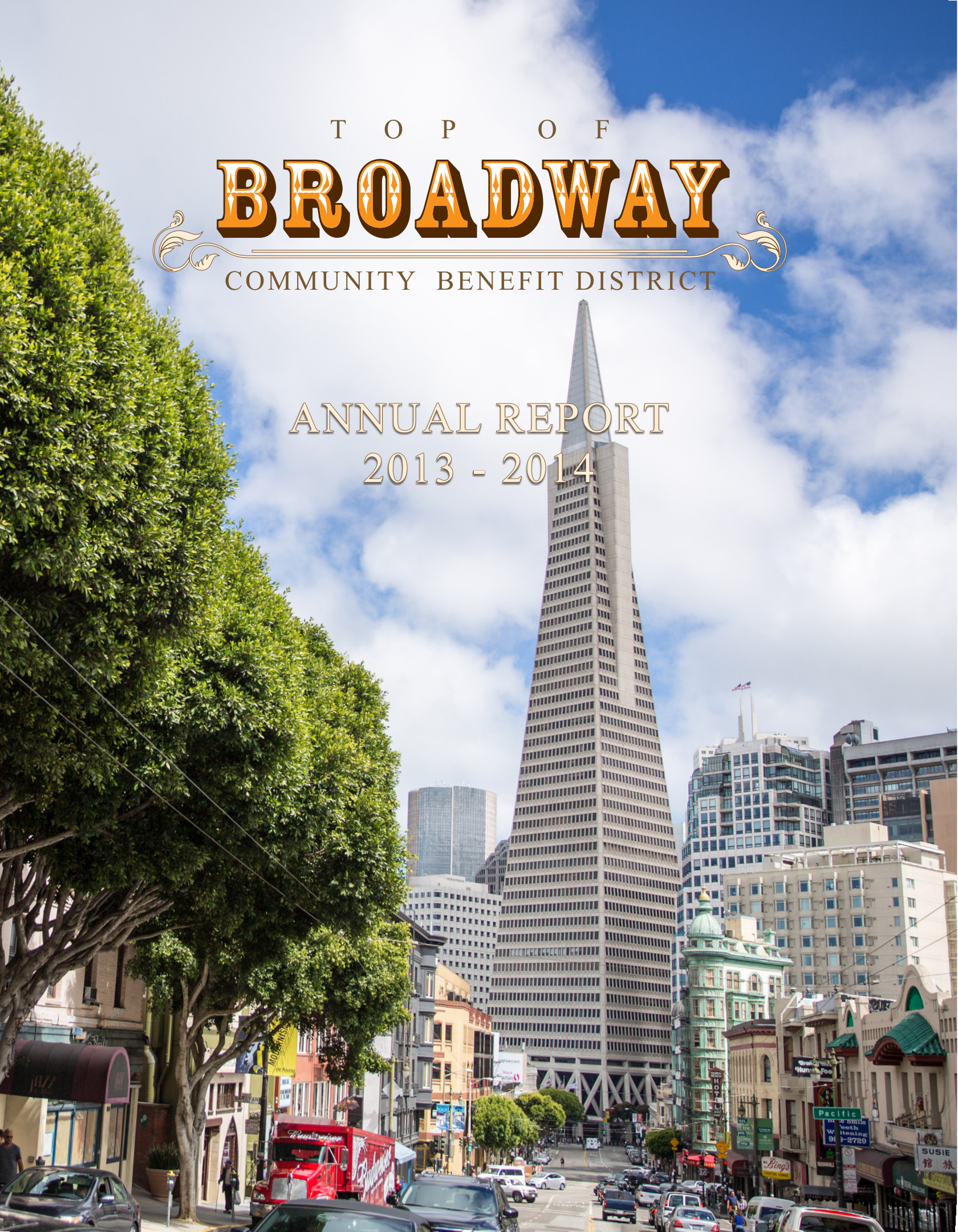


T O P O F
BROADWAY
COMMUNITY BENEFIT DISTRICT

ANNUAL REPORT
2013 - 2014



LETTER FROM THE BOARD PRESIDENT

Dear Top of Broadway Community,

On behalf of the Top of Broadway Community Benefit District's (ToBCBD) Board of Directors, I am pleased to present to you our first annual report. As we end our fiscal year, it is a great time to reflect on the many accomplishments that the ToBCBD has achieved in a short amount of time. We are all privileged to be part of this unique and historic neighborhood, and it is with great confidence and enthusiasm that the ToBCBD continues its path toward an even brighter future. Many thanks to our dedicated Board of Directors, committee members, property owners, business owners and community partners who continue to strive toward "making the area around Broadway a safe, beautiful, diverse, and enjoyable place to live, work and visit, with a commitment to promoting economic vitality, improving livability, and advocating area identity and history." Special thanks to our contractors — you are all integral to the success of ToBCBD and to the strength and spirit of our district.

Certainly, our largest achievement to date is the successful incorporation of the Top of Broadway Community Benefit District. One year ago, in July 2013, the San Francisco Board of Supervisors approved the establishment of the ToBCBD, which joined twelve other CBDs and BIDs across the City. Our Steering Committee became a larger Interim Board of Directors, all of whom volunteered an extraordinary amount of time to accomplish the many requirements of CBD formation and implementation. A short time later, in November 2013, the CBD was officially incorporated and this passionate group of individuals got to work on making revitalization and safety improvements a reality. Our City contract became finalized in January, and we began receiving assessments in late March 2014.

The Top of Broadway Community Benefit District has already made a significant and positive impact on the neighborhood. The Board of Directors, Executive Director and three advisory committees continue to work diligently toward our goals. Early in 2014, the ToBCBD focused on cleanliness and public safety as our top priority, and to that end, we have successfully contracted with professional cleaning and security organizations which have made a definitive and beneficial impact on our public space. In May 2014, we contracted with a public relations firm to help us promote our district

and its businesses, and to foster a positive district identity and sense of place. You may have noticed other impactful changes, including the addition of flower baskets and festive, decorative lighting in some of our trees. It is an exciting time for the ToBCBD, and we are just getting started.

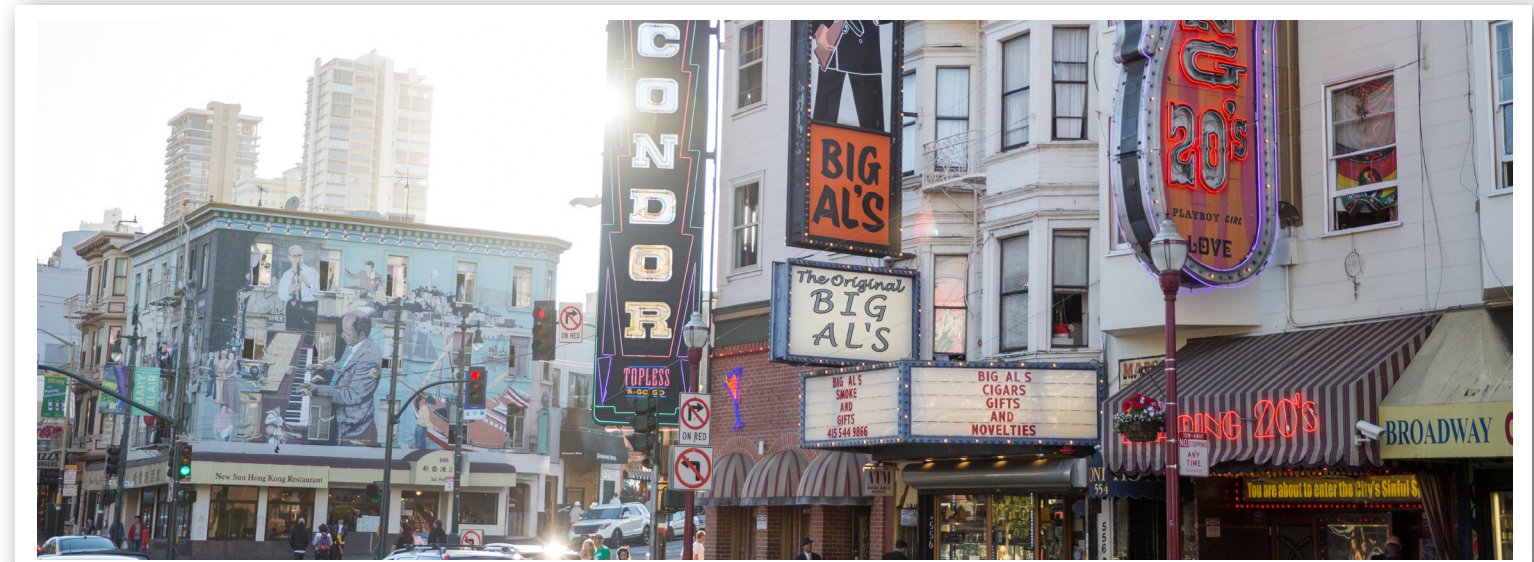


In the 2014-15 fiscal year, our focus will be on marketing & identity projects including the unveiling of our logo, development of collateral to help market the district, the launch of a new and improved website, and upcoming events to re-introduce our area to locals and visitors alike. Finally, we are developing plans to perform a retail strategy study and visioning project for the area. It is important to all of us that we work collaboratively, and that the community is engaged. We encourage you to attend our meetings, which are open to the public, and/or to participate on our advisory committees. Our volunteers are the heart of ToBCBD.

Thank you all for your optimism, hard work and support. The successful opening of three exciting restaurants, Tosca, Little Szechuan, and Mura, during our first fiscal year inspires confidence in a very bright future. I have no doubt that our continued teamwork will ensure the Top of Broadway Community Benefit District is a vibrant, clean, and safe neighborhood which honors our history and diversity, and also makes us all proud to be part of this extraordinary effort.

Sincerely,

Stephanie Greenburg
Board President



ACCOMPLISHMENTS SIDEWALK OPERATIONS, BEAUTIFICATION & ORDER

- Instituted Security Protocols developed by District Attorney's Office in conjunction with community
- Developed RFP for cleaning & safety services and distributed
- Hired cleaning company and implemented 5 day per week street cleaning and monthly pressure washing services
- Hired security company and implemented 3 night per week safety and hospitality patrols
- Provided landscaping maintenance to trees in district
- Evaluated district conditions on regular basis with DPW and advocated for improvements
- Removed graffiti-covered street furniture
- Conducted initial security camera and lighting audit
- Hosted numerous Central Station Captain's meetings including new Captain's security plan meeting for Broadway
- Advocated to City and property owners and businesses for improved management of parking lots, trash management and illegal dumping, loitering and party bus control

SAFETY INCIDENT SUMMARY REPORT: TOTALS FOR FEBRUARY-JUNE 2014

SERVICES	YTD
Hospitality/concierge services	131
Physical altercations/fighting	28
Drunk & disorderly	58
Calls for service city agencies	13
Merchant check ins	554
Traffic/parking violations	79
Loitering	244
Alcohol & drug consumption	63
Jaywalking	398
Crowd control issues and assistance	31
Parking lot issues	32
SFPD interactions	171
Party bus rogue count	22
Party bus invited count	98
Public urination	14

TOTALS 1,936

CLEANING & MAINTENANCE TOTALS FEBRUARY – JUNE 2014

District cleaning and litter removal	108
Graffiti incidents removal	381
Human/animal waste clean-up	85
Pressure washing entire district – 5 times plus problem areas	
Illegal dumping reports	169



MARKETING & IDENTITY ACCOMPLISHMENTS

- Created RFP and distributed to public relations consultants and firms
- Conducted audit of area history and community survey and research to develop branding identity and key messages
- Developed outline for 6-month PR plan and goals
- Crafted branding identity and area story to convey the district's rich history
- Drafted RFP for a logo designer and selected logo designer and collaborated on a visual mark that embodies area's diversity and legacy
- Created social media platforms
- Hired and collaborated with professional photographer for photographs to be used across all collateral materials
- Outreached to social organizations to craft a neighborhood event
- Developing website and collateral materials to accurately reflect area's brand identity
- Installed decorative lighting on 15 trees within district
- Installed 6 flower baskets (in-kind donation)
- Advocated, contributed and worked with CBD Consortium on beat cop funding, strategic planning and CBD/BID legislation

GENERAL ADMIN, ORGANIZATION & CORPORATE OPERATIONS ACCOMPLISHMENTS

- Formed initial Board of Directors and recruited new Board members
- Drafted Bylaws & Articles of Incorporation
- Incorporated and registered with City, State & IRS
- Developed 3 advisory committees
- Drafted initial budget and 14-15FY budget
- Negotiated and completed City contract
- Setup accounting system and produced year-end financial reports
- Researched CPA firms and selected firm within budget
- Bound several insurance policies
- Approved numerous governance policies



- Submitted tax exempt applications
- Developed Executive Director job description and hiring process and hired Executive Director

LOOKING FORWARD FOR 14-15 FISCAL YEAR MARKETING & IDENTITY MAJOR PROJECTS

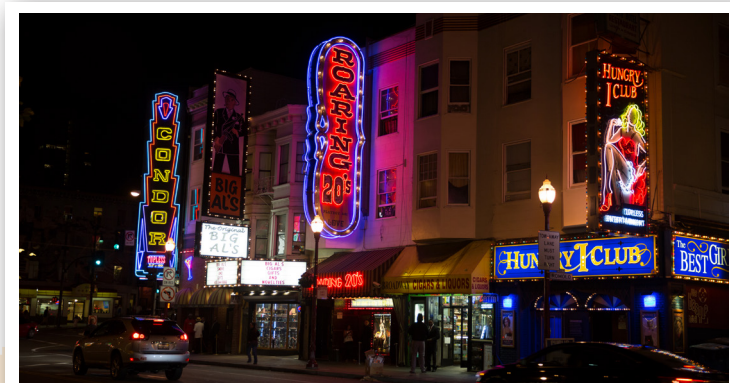
- Media relations & events
- Collateral development
- Flower baskets and decorative lighting
- Kearny Street Steps project
- Community relations and outreach
- Retail strategy and area visioning project
- Expansion of district and recruitment of new members

SIDEWALK OPERATIONS, BEAUTIFICATION & ORDER MAJOR PROJECTS

- Maintaining cleaning & maintenance and security patrols standards and continued evaluation and advocacy
- District lighting & security camera planning and advocacy
- Community communications tool and networking

GENERAL ADMIN, ORGANIZATION & CORPORATE OPERATIONS MAJOR PROJECTS

- CPA review & 990 completion
- Annual meeting
- Fundraising
- Member survey

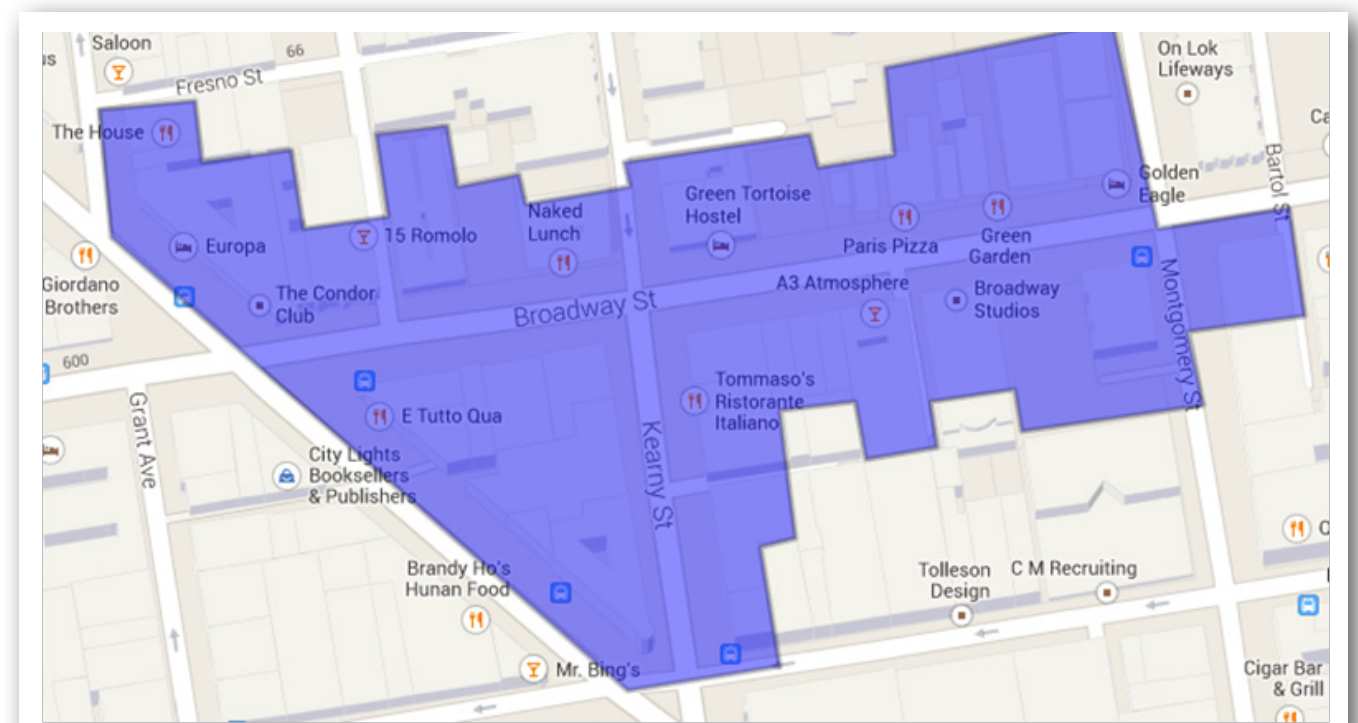


BACKGROUND & ASSESSMENT METHODOLOGY

The Top of Broadway business community represents one of the oldest continuous commercial, cultural and entertainment corridors on the West Coast. This district has a very rich history of music, restaurants and adult entertainment, with venues that have been frequented by millions over the past 130 years. Formerly known as the Barbary Coast, this area is distinct as a special sub-district of the North Beach Community of San Francisco. Although the area has a rich history in recent years the area has had numerous safety and cleanliness issues and suffered from blight and neglect.

The Top of Broadway Community Benefit District (map below) was formed to address some of these issues as a community and to represent and give a voice to all members of the community including retail stores, restaurants, residents and visitors. The ToBCBD was officially formed in November 2013 and began delivering safety and cleaning services in December 2013 and January 2014.

Funding for the district is proportionally shared by property owners, who are self-assessed to provide services to supplement those



provided by the City of San Francisco. These annual assessments are based on the following variables:

- Frontage: approximately 3,211 linear frontage in the district
- 1st floor building square footage: approximately 141,273 building square footage
- Lot/Parcel size: approximately 165,591 square footage in lot size

Rates for each variable are as follows:

- Linear Frontage: \$9.4517
- 1st Floor Building Square Footage: \$0.32153
- Lot/Parcel Size: \$0.17953106

The total assessment per parcel is determined by adding the first floor building square footage assessment (if applicable to the parcel), plus the linear frontage assessment, plus the parcel/lot square footage assessment.

Each property owner's assessment is calculated according to the special benefit received from the services provided by the Top of Broadway Community Benefit District. Accordingly, each property owner is assessed for their proportional special benefit for the following services:

- Sidewalk operations, beautification and order (cleaning and maintenance)
- Marketing & identity and streetscape improvements
- General Admin, organization and corporate operations

The Broadway Entertainment & Cultural Association pledged a total of \$200,000 in the first two years of operations of the Top of Broadway Community Benefit District. This generous donation helped fund security, additional district cleanup and maintenance, administration and other improvements.

TOP OF BROADWAY COMMUNITY BENEFIT DISTRICT, INC.
FINANCIAL RESULTS FOR 13-14FY
(Unaudited)

FUNDS	13-14 BUDGET*	13-14 ACTUAL	VARIANCE	DETAILS
Special Assessment Funds	\$105,502	\$105,502	\$0	
Other Funds	\$1,066	\$217,632	\$216,566	2 year pledge of \$100,000 per year and in-kind donations
TOTAL FUNDS	\$106,568	\$323,134	\$216,566	
EXPENSES				
District Identity & Marketing	\$45,000	\$13,988	\$31,012	PR/marketing services began in May 2014
Sidewalk Operations, Beautification & Order (SOBO)	\$30,000	\$57,333	\$(27,333)	Cleaning/security began in January supplemented by portion of pledge
Administration, Organization & Corporate Operations	\$31,568	\$36,328	\$(4,761)	Includes in-kind expenses of \$13,500 and supplemented by portion of pledge
TOTAL EXPENSES	\$106,568	\$107,650	\$(1,082)	
NET SURPLUS FOR 13-14FY		\$215,484		

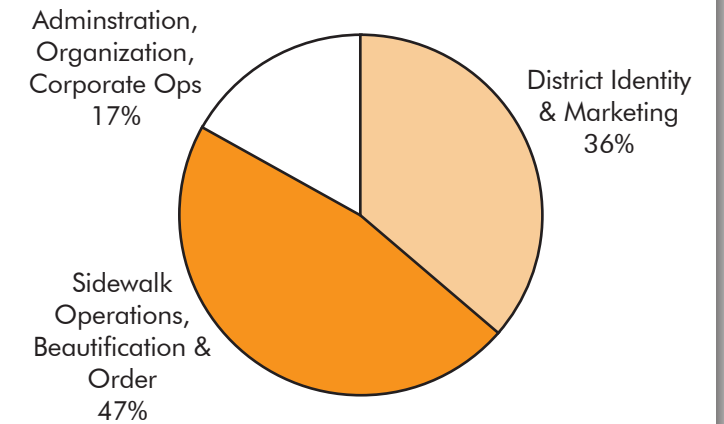
*Budget from management plan year one of operations. Assessment revenue not received until March 18, 2014

CARRY OVER FUNDS FROM FY 13-14

District Identity & Marketing	\$31,066
Sidewalk Operations, Beautification & Order	\$63,527
Administration, Organization & Corporate Ops	\$20,891
General Fund	\$100,000

TOTAL CARRY OVER FUNDS (FROM 13-14) \$215,484

BUDGET 14-15FY



SERVICES

- Cleaning & Maintenance
Weekly Thursday – Monday
8am - 12pm
Monthly Pressure Washing of Entire District
- Safety Services
Weekly Thursday, Friday and Saturday Nights
10pm - 2:30am
- Marketing & Identity
Website, Social Media, Events, PR,
Collateral Development and Beautification Projects

STATEMENT OF FINANCIAL POSITION
AS OF JUNE 30, 2014

ASSETS	AMOUNT
Cash	\$108,876
Assessment Receivable	\$2,991
Pledge Receivable	\$125,000
Other Current Assets	\$716
TOTAL ASSETS	\$237,583
LIABILITIES & NET ASSETS	
LIABILITIES	
Accounts Payable & Accrued Expenses	\$22,099
TOTAL LIABILITIES	\$22,099
NET ASSETS	
Unrestricted	\$215,484
Restricted Temporarily	\$0
TOTAL NET ASSETS	\$215,484
TOTAL LIABILITIES & NET ASSETS	\$237,583

JULY 2014 - JUNE 2015 BUDGET

INCOME	AMOUNT	% OF INCOME
Assessment Revenue	\$105,502	64%
Fundraising & Other	\$59,100	36%
TOTAL INCOME	\$164,602	100.00%
EXPENSES		% OF EXPENSES
District Identity & Marketing	\$100,920	36%
Sidewalk Operations, Beautification & Order	\$129,440	47%
Administration, Organization & Corporate Ops	\$47,100	17%
TOTAL EXPENSES	\$277,460	100%

BOARD OF DIRECTORS

Stephanie Greenburg	President
Joe Carouba	Vice President
Calvin Louie	Treasurer
Oliver Mar	Secretary
Carmen Crotti	Director
Matias Drago	Director
Gail Gilman	Director
Malcolm Yeung	Director
Nader Marvi	Director
Ryan Maxey	Director

ADVISORY COMMITTEE CHAIRS

Stephanie Greenburg	Marketing & Identity
Nader Marvi	Safety & Services
Calvin Louie	Finance

EXECUTIVE DIRECTOR

Benjamin Horne




CLEANING & MAINTENANCE SERVICES
Dome Cleaning

SECURITY & SAFETY SERVICES
Security Intelligence Specialist Corporation

PUBLIC RELATIONS
Change Communications

T O P O F
BROADWAY
COMMUNITY BENEFIT DISTRICT



Contact Information
Top of Broadway Community Benefit District
Tel: (415) 377- 4921
Email: topofbroadway@gmail.com
250 Columbus Avenue, Suite 207
San Francisco, CA 94133
www.topofbroadwaycbd.com