

MINUTES OF THE ANNUAL MEETING
OF THE MEMBERS
OF
NEW YORK CITY LAND DEVELOPMENT CORPORATION
November 8, 2018

The annual meeting of the Members of New York City Land Development Corporation ("NYCLDC") was held, pursuant to notice by the Secretary, on Thursday, November 8, 2018, at the offices of New York City Economic Development Corporation ("NYCEDC"), Conference Room 5C, 110 William Street, New York, New York.

The following Members of NYCLDC were present:

Kim Bryan
Jon Cohen (by conference telephone)
Carl Rodrigues
Kim Vaccari

Mr. Rodrigues chaired the meeting. Also present were Mark Silversmith, Secretary of NYCLDC, who served as secretary of the duly constituted meeting, at which a quorum was present, Spencer Hobson, an Executive Vice President and Treasurer of NYCLDC, and Jaan Kangur, a Senior Paralegal of NYCEDC. The meeting was called to order at 2:05 p.m.

1. Approval of the Minutes of the August 9, 2018 Special Meeting of the Members

There were no questions or comments with respect to the minutes of the August 9, 2018 special Members meeting, as submitted. A motion to approve such minutes, as submitted, was made, seconded and unanimously adopted.

2. Election of Directors

Under NYCLDC's Bylaws NYCLDC's Members elect its Directors at the annual meeting of the Members. Directors must be Members at the time of their election.

A motion was made to elect the persons listed in Exhibit A to be Directors of NYCLDC. Such motion was seconded and unanimously approved.

3. Annual Report of the Board of Directors of NYCLDC for the Fiscal Period Ended June 30, 2018

The Annual Report of the Board of Directors of New York City Land Development Corporation ("NYCLDC") for the Fiscal Period Ended June 30, 2018, attached hereto as Exhibit B, was submitted to the Members. Mr. Silversmith stated that the financials

included in the report were substantially the same as those presented to the NYCLDC Board of Directors in September, though blank dates in the financials had been filled in after the September meeting.

4. Adjournment

There being no further business to come before the meeting, pursuant to a motion made, seconded and unanimously approved, the meeting of the Members was adjourned at 2:09 p.m.

Mark Silvermith
Secretary

Dated: September 27, 2019
New York, New York

Exhibit A

It is proposed that the following persons be elected Directors of NYCLDC:

Kim Bryan
Jon Cohen
Lindsay Greene
Carl Rodriques
Kim Vaccari

Exhibit B


**Annual Report of the Board of Directors
of New York City Land Development Corporation ("NYCLDC")
for the Fiscal Period Ended June 30, 2018**

TO: The Members of NYCLDC


The Board of Directors of NYCLDC respectfully submits for your information the following report relating to NYCLDC. The report is for the fiscal period beginning on July 1, 2017, and ended June 30, 2018.

1. Attached hereto as Attachment A are the Financial Statements of NYCLDC for the years ended June 30, 2018 and 2017, which includes a Report of Independent Auditors Ernst & Young LLP and financial information required to be provided to the Members of NYCLDC pursuant to Section 519 of the New York State Not-for-Profit Corporation Law.
2. As of October 24, 2018, the number of Members of NYCLDC is 5.
3. The number of Members of NYCLDC was 5 on July 1, 2017 and on June 30, 2018, on which dates there were no vacancies.
4. The names and addresses of the Members of NYCEDC as of October 24, 2018 may be found in the Members/Directors books of NYCLDC, which is kept at 110 William Street, 6th Floor, New York, New York 10038.

Dated October 24, 2018
New York, New York



President



Executive Vice President and Treasurer

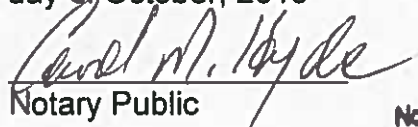
State of New York)
) ss.:
County of New York)

Kim Vaccari, being first duly sworn, deposes and says that she executed the foregoing report and is the President of New York City Land Development Corporation, that she has read the foregoing report and knows the contents thereof, and that the information provided in Sections 2-4 of the report is true.



Kim Vaccari

Sworn to before me this 24th
day of October, 2018



Notary Public

CAROL M. MYDE
Notary Public, State of New York
No. 4977270 01HY4977270
Qualified in Queens County
Commission Expires Jan. 28, 2019

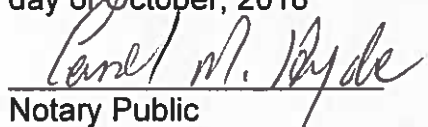
State of New York)
) ss.:
County of New York)

Spencer Hobson, being first duly sworn, deposes and says that he executed the foregoing report and is the Executive Vice President and Treasurer of New York City Land Development Corporation, that he has read the foregoing report and knows the contents thereof, and that the information provided in Sections 2-4 of the report is true.



Spencer Hobson

Sworn to before me this 24th
day of October, 2018



Notary Public

CAROL M. MYDE
Notary Public, State of New York
No. 4977270 01HY4977270
Qualified in Queens County
Commission Expires Jan. 28, 2019

New York City Land Development Corporation
(a component unit of the City of New York)

Financial Statements

Years Ended June 30, 2018 and 2017
With Report of Independent Auditors

NYCLDC
New York City Land Development Corporation

New York City Land Development Corporation
(A Component Unit of the City of New York)

Financial Statements and Required Supplementary Information

Years Ended June 30, 2018 and 2017

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I. Financial Section



Report of Independent Auditors

The Management and the Board of Directors
New York City Land Development Corporation

Report on the Financial Statements

We have audited the accompanying financial statements of New York City Land Development Corporation (NYCLDC), a component unit of The City of New York, as of and for the years ended June 30, 2018 and 2017, and the related notes to the financial statements, which collectively comprise the NYCLDC'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 conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of 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 and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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



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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 NYCLDC as of June 30, 2018 and 2017, and the changes in its financial position and its cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

Required Supplementary Information

U.S. generally accepted accounting principles require that management's discussion and analysis, as listed in the table of contents, 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, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we also have issued our report dated September 30, 2018, on our consideration of the NYCLDC's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of NYCLDC's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering NYCLDC's internal control over financial reporting and compliance.

Ernst + Young LLP

September 30, 2018

New York City Land Development Corporation
(A Component Unit of the City of New York)

Management's Discussion and Analysis

June 30, 2018

This section of New York City Land Development Corporation's ("NYCLDC" or the "Corporation") annual financial report presents our discussion and analysis of NYCLDC's financial performance during the fiscal years ended June 30, 2018 and 2017. Please read it in conjunction with the financial statements and accompanying notes.

Overview of the Financial Statements

This annual financial report consists of two parts: *management's discussion and analysis* (this section) and *basic financial statements and footnote disclosures*. NYCLDC is a local development corporation organized pursuant to section 1411 of the Not-for-Profit Corporation Law of the State of New York. NYCLDC is also a discretely presented component unit of the City of New York ("the City"). NYCLDC follows enterprise fund reporting; accordingly, the financial statements are presented using the economic resources measurement focus and the accrual basis of accounting. Enterprise fund statements offer short and long-term financial information about the activities and operations of the Corporation.

These statements are presented in a manner similar to a private business.

Financial Analysis of the Corporation

Net position

The following table summarizes NYCLDC's financial position at June 30, 2018, 2017 and 2016 and the percentage change between June 30, 2018 and 2017:

| | <u>2018</u> | <u>2017</u> | <u>2016</u> | <u>% Change</u> <u>2018-2017</u> |
|---------------------------|-----------------|-----------------|--------------|-------------------------------------|
| Total assets | \$ 7,021 | \$ 6,019 | \$ 25,483 | 17% |
| Total liabilities | 2,022 | 1,020 | 20,484 | 98% |
| Unrestricted net position | <u>\$ 4,999</u> | <u>\$ 4,999</u> | <u>4,999</u> | - |

At June 30, 2018 and 2017, total assets were \$7,021 and \$6,019, respectively. The overall change in assets was due to a grant agreement between the Corporation and New York City Economic

New York City Land Development Corporation
(A Component Unit of the City of New York)

Management's Discussion and Analysis (continued)

Development Corporation ("NYCEDC"). The grant agreement provides NYCLDC with the necessary funding for its annual general and administrative expenses. As of June 30, 2018 and 2017, the total cash in bank was \$5,502 and \$5,000, respectively.

Total liabilities at June 30, 2018 and 2017, were \$2,022 and \$1,020, respectively, which primarily consisted of audit fees.

Net position at June 30, 2018 and 2017, remains unchanged at \$4,999.

Operating Activities

NYCLDC is engaged in economic development by means of assisting the City with the leasing and selling of certain properties. The Corporation encourages economic growth throughout the five boroughs of the City by acquiring City-owned property and disposing of it to strengthen the City's competitive position and facilitate investments that build capacity, generate economic opportunity and improve the quality of life.

The following table summarizes NYCLDC's change in net position for the fiscal years ended June 30, 2018 and 2017 and the percentage changes between June 30, 2018 and 2017:

| | 2018 | 2017 | 2016 | % Change 2018-2017 |
|---------------------------------------|-------------|-------------|-------------|-------------------------------|
| Operating revenues | \$ 1,527 | \$ 1,029 | \$ 20,518 | 48% |
| Operating expenses | 1,527 | 1,029 | 20,518 | 48% |
| Operating income | - | - | - | - |
| Non-operating revenues | 7 | 10 | 4 | 26% |
| Non-operating expenses | (7) | (10) | (4) | 26% |
| Total non-operating income | - | - | - | - |
| Change in net position | - | - | - | - |
| Total net position, beginning of year | 4,999 | 4,999 | 4,999 | - |
| Total net position, end of year | \$ 4,999 | \$ 4,999 | \$ 4,999 | - |

New York City Land Development Corporation
(A Component Unit of the City of New York)

Management's Discussion and Analysis (continued)

Operating Activities (continued)

Operating revenues for the fiscal year ended June 30, 2018, were \$1,527, due to a grant from NYCEDC. The grant allows NYCLDC to meet its current general and administrative expense obligations. The Corporation also closed on two (2) real estate sales transactions in which it purchased property from the City in compliance with section 384(b)(4) of the City Charter. Under the City Charter, land can be purchased for a nominal fee. The purchased properties were then sold for the same nominal fee; it is allowable for land to be purchased for a nominal fee to NYCEDC, which then re-sold the properties to private parties. The aggregate nominal fee exchanged for both acquiring and selling the land amounted to \$2.

Operating expenses of \$1,527 mainly in fees related to audit services.

Correspondingly, no operating income was recognized for the year ended June 30, 2018.

Contacting the Corporation's Financial Management

This financial report is designed to provide our customers, clients and creditors with a general overview of the Corporation's finances and to demonstrate the Corporation's accountability for the resources at its disposal. If you have any questions about this report or need additional financial information, contact New York City Land Development Corporation, 110 William Street, New York, NY 10038.

New York City Land Development Corporation
(A Component Unit of the City of New York)

Statements of Net Position

| | June 30 | |
|---------------------------------------|-----------------|-----------------|
| | 2018 | 2017 |
| Current assets | | |
| Cash | \$ 5,502 | \$ 5,000 |
| Due from NYCEDC | 1,519 | 1,019 |
| Total current assets | <u>7,021</u> | <u>6,019</u> |
| Liabilities and net position | | |
| Current liabilities: | | |
| Accounts payable and accrued expenses | 2,000 | 1,000 |
| Due to the City | 22 | 20 |
| Total current liabilities | <u>2,022</u> | <u>1,020</u> |
| Unrestricted net position | <u>\$ 4,999</u> | <u>\$ 4,999</u> |

See accompanying notes.

New York City Land Development Corporation
(A Component Unit of the City of New York)

Statements of Revenues, Expenses, and Changes in Net Position

| | Year Ended June 30 | |
|--|--------------------|----------|
| | 2018 | 2017 |
| Operating revenues: | | |
| Grant | \$ 1,525 | \$ 1,025 |
| Real estate sales | 2 | 4 |
| Total operating revenues | 1,527 | 1,029 |
| Operating expenses: | | |
| Cost of property sold | 2 | 4 |
| Auditing fees | 1,500 | 1,000 |
| Miscellaneous expenses | 25 | 25 |
| Total operating expenses | 1,527 | 1,029 |
| Operating income | - | - |
| Non-operating revenues (expenses): | | |
| Interest income | 7 | 10 |
| Other expense | (7) | (10) |
| Total non-operating revenues (expenses) | - | - |
| Change in net position | - | - |
| Unrestricted net position, beginning of year | 4,999 | 4,999 |
| Unrestricted net position, end of year | \$ 4,999 | \$ 4,999 |

See accompanying notes.

New York City Land Development Corporation
(A Component Unit of the City of New York)

Statements of Cash Flows

| | Year Ended June 30 | |
|---|--------------------|-------------|
| | 2018 | 2017 |
| Cash flows from operating activities | | |
| Grant receipts | \$ 1,027 | \$ 10 |
| Audit fees | (500) | (20,468) |
| Miscellaneous expenses | (25) | (25) |
| Net cash provided by (used in) operating activities | 502 | (20,483) |
| Cash flow from investing activities | | |
| Interest income | 7 | 10 |
| Other expense | (7) | (10) |
| Net cash provided by investing activities | - | - |
| Net change in cash and cash equivalents | 502 | (20,483) |
| Cash and cash equivalents, beginning of year | 5,000 | 25,483 |
| Cash and cash equivalents, end of year | \$ 5,502 | \$ 5,000 |
| Reconciliation of operating income to net cash provided by (used in) operating activities | | |
| Operating income | \$ - | \$ - |
| Adjustments to reconcile operating income to net cash provided by (used in) operating activities: | | |
| Changes in operating assets and liabilities: | | |
| Accounts payable and accrued expenses | 1,000 | (19,468) |
| Due to the City | 2 | 4 |
| Due from NYCEDC | (500) | (1,019) |
| Net cash provided by (used in) operating activities | \$ 502 | \$ (20,483) |

See accompanying notes.

New York City Land Development Corporation
(A Component Unit of the City of New York)

Notes to Financial Statements

June 30, 2018

1. Background and Organization

The accompanying financial statements include the assets, liabilities, net position and the financial activities of the New York City Land Development Corporation (“NYCLDC” or the “Corporation”).

On May 8, 2012, the City of New York (“the City”) formed the Corporation. NYCLDC is a local development corporation organized pursuant to section 1411 of the Not-for-Profit Corporation Law of the State of New York (the “State”). NYCLDC is engaged in economic development activities by means of assisting the City with the leasing and selling of the certain properties. As a local development corporation, NYCLDC is able to acquire or lease City-owned property outside of the auction process as provided by section 384(b)(4) of the City Charter. The mission of NYCLDC is to encourage economic growth throughout the five boroughs of the City by acquiring City-owned property and disposing of it to strengthen the City’s competitive position and facilitate investments that build capacity, generate economic opportunity and improve the quality of life.

2. Summary of Significant Accounting Policies

Basis of Accounting and Presentation

NYCLDC follows enterprise fund reporting; accordingly, the accompanying financial statements are presented using the economic resources measurement focus and the accrual basis of accounting. In its accounting and financial reporting, the Corporation follows the pronouncements of the Governmental Accounting Standards Board (“GASB”).

Revenue and Expense Classification

NYCLDC distinguishes operating revenues and expenses from non-operating items in the preparation of its financial statements. Operating revenues and expenses are transactions that directly relate to the organization fulfilling its mission statement including related administrative expenses. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

New York City Land Development Corporation
(A Component Unit of the City of New York)

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Tax Status

The income of NYCLDC is excluded from gross income for federal income tax purposes under section 115 of the U.S. Internal Revenue Code (the "Code").

Other Related-Party Transactions – New York City Economic Development Corporation

New York City Economic Development Corporation ("NYCEDC") provides NYCLDC with grant funding for its general and administrative expenses. The Corporation does not have any employees. Administrative services are provided to the Corporation by NYCEDC pursuant to a services agreement and no management fees are charged for these services.

3. Contract With the City of New York

NYCLDC has a contract with the City allowing for the sale and lease of City-owned land to NYCLDC. The contract provides that when the City sells or leases City-owned land to NYCLDC, NYCLDC must dispose of such land to NYCEDC or at the direction of NYCEDC.

During the year ended June 30, 2018, the Corporation closed on two (2) real estate sales transactions in which property was obtained from the City in compliance with section 384(b)(4) of the City Charter, for a nominal fee. The purchased properties were then sold for the same nominal fee to NYCEDC, which then re-sold the land to private parties. The aggregate nominal fee exchanged for both acquiring and selling the land amounted to \$2.

4. Grants

NYCLDC received operating grants from NYCEDC during the year ended June 30, 2018. Grant revenues in the amount of \$1,525 were provided to offset the Corporation's annual operating expenses. These amounts were recorded as operating revenue.

5. Cash

The bank balance was \$5,502 as of June 30, 2018. The full balance was covered by the Federal Deposit Insurance Corp.

II. Government Auditing Standards Section



**Report of Independent Auditors on Internal Control Over Financial Reporting and
on Compliance and Other Matters Based on an Audit of
Financial Statements Performed in Accordance
With *Government Auditing Standards***

The Management and the Board of Directors
New York City Land Development Corporation

We have audited, in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of New York City Land Development Corporation (NYCLDC), a component unit of The City of New York, which comprise the statement of net position as of June 30, 2018, and the related statements of revenues and expenses and changes in net position, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated September 30, 2018.

Internal Control Over Financial Reporting

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

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

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



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Compliance and Other Matters

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

Purpose of this Report

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

Ernst + Young LLP

September 30, 2018