

MINUTES OF A SPECIAL MEETING
OF THE AUDIT COMMITTEE
OF
NEW YORK CITY LAND DEVELOPMENT CORPORATION
September 29, 2023

A special meeting of the Audit Committee (the “Committee”) of New York City Land Development Corporation (“NYCLDC”), called at the direction of the President of NYCLDC, was held on Friday, September 29, 2023, in Conference Room 13A, on the 13th Floor at the offices of New York City Economic Development Corporation (“NYCEDC”) at One Liberty Plaza, New York, New York.

The following members of the Audit Committee were present:

Anand Amin (by Zoom)
Nathan Bliss (by Zoom)
Kim Bryan (by Zoom)

Also present were Jeanny Pak, a Director and President of NYCLDC, Mark Silversmith, Secretary of NYCLDC, who served as secretary of the meeting, Spencer Hobson, an Executive Vice President and Treasurer of NYCLDC (by Zoom), Amy Chan, an Assistant Treasurer of NYCLDC (by Zoom), Leslie Escobar, an Assistant Treasurer of NYCLDC (by Zoom), Shin Mitsugi, a Senior Vice President of NYCEDC, Andrea Avila, a Senior Project Manager of NYCEDC, Jaan Kangur, a Senior Paralegal of NYCEDC, MaFamata Seck, a Senior Technical Lead of NYCEDC, James Harrison, a Senior Technical Support Lead of NYCEDC, Danielle Hurlburt, a Managing Director of Ernst & Young LLP (“EY”) (by Zoom), and Anisha Patel, an Assurance Manager of EY (by Zoom). The meeting was called to order at 2:02 p.m.

1. Approval of the Minutes of the April 28, 2023 Special Meeting of the Audit Committee

There were no questions or comments with respect to the minutes of the April 28, 2023 special meeting of the Audit Committee, as submitted. A motion to approve such minutes, as submitted, was made, seconded and unanimously adopted.

2. Financial Report Pursuant to Section 2800 of the Public Authorities Law

At this time, Ms. Escobar presented the proposed audited financial statements and financial report of NYCLDC for Fiscal Year 2023 (“FY2023”), as set forth in Exhibit A hereto.

It was noted by Ms. Escobar that upon the Board’s approval of the financial statements and financial report it was anticipated that EY would be issuing an unmodified auditor’s opinion with respect to the financials. Ms. Escobar then summarized the financials.

Ms. Hurlburt then summarized EY's audit with respect to the FY2023 financials. She confirmed that EY expected that it would be submitting an unmodified opinion, and she stated that EY had identified no instances of material weaknesses and no misstatements to the financial statements.

A motion to recommend that the Board of Directors adopt the resolution set forth in Exhibit A hereto was then made, seconded and unanimously approved.

3. Annual Investment Report

The annual investment report of NYCLDC for FY2023, as set forth in Exhibit B hereto, was then presented by Ms. Escobar. It was noted that NYCLDC's investment guidelines were unchanged in FY2023, that NYCLDC had no investments, and that no report was produced by EY because there were no investments.

A motion to recommend that the Board of Directors adopt the resolution set forth in Exhibit B hereto was then made, seconded and unanimously approved.

4. Miscellaneous

The Committee determined that there was no need for separate sessions between the Committee and management and the Committee and the auditors.

5. Adjournment

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

Secretary

Dated: _____
New York, New York

EXHIBIT A

NEW YORK CITY LAND DEVELOPMENT CORPORATION

**FINANCIAL REPORT PURSUANT TO SECTION 2800 OF THE
PUBLIC AUTHORITIES LAW
Board of Directors Meeting
September 29, 2023**

WHEREAS, the Public Authorities Accountability Act of 2005, as amended (the "PAAA"), includes New York City Land Development Corporation ("NYCLDC") in its definition of a local authority; and

WHEREAS, Section 2800 of the Public Authorities Law (a part of the PAAA) requires a local authority to submit to various City officials and the New York State Authorities Budget Office ("ABO") audited financials with regard to the previous fiscal year; and

WHEREAS, ABO has also designated a form in which a financial report containing information from the financials is to be submitted; and

WHEREAS, the Board of Directors of the local authority is to approve the audited financials and the financial report that are submitted; and

WHEREAS, attached hereto are the audited financials and the financial report that NYCLDC proposes to submit with regard to the fiscal year ended June 30, 2023; and

WHEREAS, there are certain blank dates in the attached reports of the auditors, which dates will be filled in after the Board approves the financial statements.

NOW, THEREFORE, BE IT RESOLVED that the Board approves (i) the attached financial report and audited financial statements with regard to NYCLDC's fiscal year ended June 30, 2023, with the understanding that the blank dates in the reports of the auditors will be filled in after the Board approves the audited financial statements, and (ii) their submission, with the dates filled in, pursuant to Section 2800 of the Public Authorities Law.

Staff: Spencer Hobson, Executive Vice President and Treasurer
Amy Chan, Assistant Treasurer

Annual Report for New York City Land Development Corporation

Fiscal Year Ending: 06/30/2023

Run Date: 09/12/2023

Status: UNSUBMITTED

Certified Date: N/A

Summary Financial Information
SUMMARY STATEMENT OF NET ASSETS

			Amount
Assets			
Current Assets			
	Cash and cash equivalents		\$3,102.00
	Investments		\$0.00
	Receivables, net		\$4,021.00
	Other assets		\$0.00
	Total current assets		\$7,123.00
Noncurrent Assets			
	Restricted cash and investments		\$0.00
	Long-term receivables, net		\$0.00
	Other assets		\$0.00
	Capital Assets		
		Land and other nondepreciable property	\$0.00
		Buildings and equipment	\$0.00
		Infrastructure	\$0.00
		Accumulated depreciation	\$0.00
		Net Capital Assets	\$0.00
	Total noncurrent assets		\$0.00
Total assets			\$7,123.00
Liabilities			
Current Liabilities			
	Accounts payable		\$0.00
	Pension contribution payable		\$0.00
	Other post-employment benefits		\$0.00
	Accrued liabilities		\$2,124.00
	Deferred revenues		\$0.00
	Bonds and notes payable		\$0.00
	Other long-term obligations due within one year		\$0.00
	Total current liabilities		\$2,124.00
Noncurrent Liabilities			

Annual Report for New York City Land Development Corporation

Fiscal Year Ending: 06/30/2023

Run Date: 09/12/2023

Status: UNSUBMITTED

Certified Date: N/A

	Pension contribution payable		\$0.00
	Other post-employment benefits		\$0.00
	Bonds and notes payable		\$0.00
	Long term leases		\$0.00
	Other long-term obligations		\$0.00
	Total noncurrent liabilities		\$0.00
Total liabilities			\$2,124.00
Net Asset (Deficit)			
Net Assets			
	Invested in capital assets, net of related debt		\$0.00
	Restricted		\$0.00
	Unrestricted		\$4,999.00
	Total net assets		\$4,999.00

SUMMARY STATEMENT OF REVENUE, EXPENSES AND CHANGES IN NET ASSETS

			Amount
Operating Revenues			
	Charges for services		\$0.00
	Rental and financing income		\$0.00
	Other operating revenues		\$2,100.00
	Total operating revenue		\$2,100.00
Operating Expenses			
	Salaries and wages		\$0.00
	Other employee benefits		\$0.00
	Professional services contracts		\$0.00
	Supplies and materials		\$0.00
	Depreciation and amortization		\$0.00
	Other operating expenses		\$2,100.00
	Total operating expenses		\$2,100.00
Operating income (loss)			\$0.00
Nonoperating Revenues			
	Investment earnings		\$77.00
	State subsidies/grants		\$0.00
	Federal subsidies/grants		\$0.00
	Municipal subsidies/grants		\$0.00
	Public authority subsidies		\$0.00

Annual Report for New York City Land Development Corporation

Fiscal Year Ending: 06/30/2023

Run Date: 09/12/2023

Status: UNSUBMITTED

Certified Date: N/A

	Other nonoperating revenues		\$0.00
	Total nonoperating revenue		\$77.00
Nonoperating Expenses			
	Interest and other financing charges		\$77.00
	Subsidies to other public authorities		\$0.00
	Grants and donations		\$0.00
	Other nonoperating expenses		\$0.00
	Total nonoperating expenses		\$77.00
	Income (loss) before contributions		\$0.00
Capital contributions			\$0.00
Change in net assets			\$0.00
Net assets (deficit) beginning of year			\$4,999.00
Other net assets changes			\$0.00
Net assets (deficit) at end of year			\$4,999.00

FINANCIAL STATEMENTS AND REQUIRED
SUPPLEMENTARY INFORMATION

New York City Land Development Corporation
(A Component Unit of The City of New York)
Years Ended June 30, 2023 and 2022
With Reports of Independent Auditors

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

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, 2023 and 2022

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PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

I. Financial Section

Report of Independent Auditors

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

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of the New York City Land Development Corporation (NYCLDC), a component unit of The City of New York, which comprise the statements of net position as of June 30, 2023 and 2022, and the related statements of revenues, expenses, and changes in net position and cash flows for the years then ended, and the related notes (collectively referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the NYCLDC as of June 30, 2023 and 2022, and the respective changes in financial position, and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States (*Government Auditing Standards*). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the NYCLDC, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the NYCLDC's ability to continue as a going concern for 12 months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 NYCLDC's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the NYCLDC's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis be presented to supplement the basic financial statements. Such information is the responsibility of management and, 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.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated _____, 2023 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 the 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 the NYCLDC's internal control over financial reporting and compliance.

_____, 2023

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

Management's Discussion and Analysis

June 30, 2023 and 2022

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, 2023 and 2022. 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*, which include 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-term 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, 2023, 2022 and 2021 and the percentage change between June 30, 2023, 2022 and 2021:

	2023		2022		2021		% Change	
							2023-2022	2022-2021
Total assets	\$	7,123	\$	7,023	\$	6,848	1%	3%
Total liabilities		2,124		2,024		1,849	5	9
Unrestricted net position	\$	4,999	\$	4,999	\$	4,999	—	—

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

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

Management's Discussion and Analysis (continued)

At June 30, 2023 and 2022, total assets were \$7,123 and \$7,023, respectively. The overall change in assets was due to the grant agreement between the Corporation and New York City Economic Development Corporation (NYCEDC). The grant agreement provides NYCLDC with the necessary funding for its annual general and administrative expenses. As of June 30, 2023 and 2022, the total cash in bank was \$3,102 and \$5,025, respectively.

Total liabilities at June 30, 2023 and 2022 were \$2,124 and \$2,024, respectively, which primarily consisted of audit fees.

Net position at June 30, 2023 and 2022 remained 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, create jobs, generate economic opportunity, and improve quality of life.

The following table summarizes NYCLDC's change in net position for the fiscal years ended June 30, 2023, 2022 and 2021 and the percentage changes between June 30, 2023, 2022 and 2021:

	2023	2022	2021	% Change	
				2023-2022	2022-2021
Operating revenues	\$ 2,100	\$ 2,025	\$ 1,826	4%	11%
Operating expenses	(2,100)	(2,025)	(1,826)	4	11
Operating income	—	—	—		
Non-operating revenues	77	3	4	2,467	(25)
Non-operating expenses	(77)	(3)	(4)	2,467	(25)
Total non-operating revenues	—	—	—		
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	—	—

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

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 years ended June 30, 2023 and 2022 of \$2,100 and \$2,025, respectively, were due to a grant from NYCEDC. The grant allows NYCLDC to meet its current general and administrative expense obligations.

The Corporation did not close on any real estate sales transactions during fiscal years 2023 or 2022. During the year ended June 30, 2023, the Corporation leased one City-owned property from The City pursuant to section 384(b)(4) of The City Charter. The Corporation assigned the lease to a private party at the direction of NYCEDC and the private party assumed the lease. NYCLDC did not pay or receive any fees for leased property.

Operating expenses for the fiscal years ended June 30, 2023 and 2022 were \$2,100 and \$2,025, respectively, primarily due to fees related to audit services.

Correspondingly, no operating income was recognized for the fiscal years ended June 30, 2023 and 2022.

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, One Liberty Plaza, New York, NY 10006.

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

Statements of Net Position

	June 30	
	2023	2022
Assets		
Current assets:		
Cash	\$ 3,102	\$ 5,025
Due from NYCEDC	4,021	1,998
Total current assets	<u>7,123</u>	<u>7,023</u>
Liabilities and net position		
Current liabilities:		
Accounts payable and accrued expenses	2,100	2,000
Due to The City	24	24
Total current liabilities	<u>2,124</u>	<u>2,024</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	
	2023	2022
Operating revenues:		
Grants	\$ 2,100	\$ 2,025
Total operating revenues	<u>2,100</u>	<u>2,025</u>
Operating expenses:		
Auditing fees	2,100	2,000
Miscellaneous expenses	—	25
Total operating expenses	<u>2,100</u>	<u>2,025</u>
Operating income	—	—
Non-operating revenues (expenses):		
Interest income	77	3
Other expense	<u>(77)</u>	<u>(3)</u>
Total non-operating revenues (expenses)	<u>—</u>	<u>—</u>
Change in net position	—	—
Unrestricted net position, beginning of year	4,999	4,999
Unrestricted net position, end of year	<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 Cash Flows

	Year Ended June 30	
	2023	2022
Cash flows from operating activities		
Grant receipts	\$ 77	\$ 1,849
Audit fees	(2,000)	(1,800)
Miscellaneous expenses	—	(50)
Net cash used in operating activities	<u>(1,923)</u>	<u>(1)</u>
Cash flows from investing activities		
Interest income	77	3
Other expense	(77)	(3)
Net cash provided by investing activities	<u>—</u>	<u>—</u>
Net change in cash	(1,923)	(1)
Cash, beginning of year	5,025	5,026
Cash, end of year	<u>\$ 3,102</u>	<u>\$ 5,025</u>
Reconciliation of operating income to net cash used in operating activities		
Operating income	\$ —	\$ —
Adjustments to reconcile operating income to net cash used in operating activities:		
Changes in operating assets and liabilities:		
Accounts payable and accrued expenses	100	175
Due from NYCEDC	(2,023)	(176)
Net cash used in operating activities	<u>\$ (1,923)</u>	<u>\$ (1)</u>

See accompanying notes.

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

Notes to Financial Statements

June 30, 2023 and 2022

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. NYCLDC is engaged in economic development activities by means of assisting The City with the leasing and selling of certain properties. As a local development corporation, NYCLDC is able to purchase 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, create jobs, 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.

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).

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)

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 years ended June 30, 2023 and 2022, the Corporation did not close on any real estate sales transactions. During the year ended June 30, 2023, the Corporation leased one City-owned property from The City pursuant to section 384(b)(4) of The City Charter. The Corporation assigned the lease to a private party at the direction of NYCEDC and the private party assumed the lease. NYCLDC did not pay or receive any fees for leased property. During the year ended June 30, 2022, the Corporation did not lease any City-owned properties from The City.

4. Grants

NYCLDC received operating grants from NYCEDC during the years ended June 30, 2023 and 2022. Grant revenues in the amount of \$2,100 and \$2,025 were earned during 2023 and 2022, respectively, to offset the Corporation's annual operating expenses. These amounts were recorded as operating revenue.

5. Cash

The bank balance was \$3,102 as of June 30, 2023. The full balance was covered by the Federal Deposit Insurance Corporation (FDIC).

6. Risk Management

NYCLDC, along with other parties, has been named a party in several personal injury claims and lawsuits. NYCLDC is covered as an additional insured with respect to all of the pending lawsuits and, as to the claims, NYCLDC is either covered as an additional named insured, or may rely upon

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

Notes to Financial Statements (continued)

contractual indemnification by The City. In management's opinion, the personal injury claims and litigation matters are not expected to have a materially adverse effect on the financial position of NYCLDC.

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 Board of Directors

New York City Land Development Corporation

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States (*Government Auditing Standards*), the financial statements of the 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, 2023, and the related statements of revenues, 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 _____, 2023.

Report on Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the NYCLDC's internal control over financial reporting (internal control) as a basis for designing 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 a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. 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 or significant deficiencies may exist that were not identified.

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether the 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 financial statements. 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 results 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.

_____, 2023

EXHIBIT B

NEW YORK CITY LAND DEVELOPMENT CORPORATION

ANNUAL INVESTMENT REPORT

Board of Directors Meeting

September 29, 2023

WHEREAS, the Board of Directors (the “Board”) of New York City Land Development Corporation (“NYCLDC”) adopted investment policies, procedures and guidelines (the “investment guidelines”) and the adopted investment guidelines require the Board to approve an Annual Investment Report containing specified information and to submit the report to the City’s Mayor and Comptroller and the New York State Department of Audit and Control; and

WHEREAS, attached hereto is the Annual Investment Report for NYCLDC for the fiscal year ended June 30, 2023;

NOW, THEREFORE, BE IT RESOLVED that the Board approves the Annual Investment Report attached hereto.

Staff: Spencer Hobson, Executive Vice President and Treasurer
Amy Chan, Assistant Treasurer

**NEW YORK CITY LAND DEVELOPMENT CORPORATION
ANNUAL INVESTMENT REPORT
FOR THE YEAR ENDED JUNE 30, 2023**

Investment Guidelines and Amendments

Attached hereto as Attachment A is the current investment policies, procedures and guidelines (the “Investment Guidelines”) of New York City Land Development Corporation (“NYCLDC”). In the fiscal year ended June 30, 2023 the Board did not approve any changes to the Investment Guidelines previously adopted.

Summary of Investment Guidelines

The Investment Guidelines provide that the portfolio is to be managed to accomplish the following objectives:

- A. Preservation of Principal – The single most important objective of NYCLDC’s investment program is the preservation of principal of funds within the portfolio.
- B. Maintenance of Liquidity – The portfolio shall be managed in such a manner that assures that funds are available as needed to meet immediate and/or future operating requirements of NYCLDC.
- C. Maximize Return – The portfolio shall be managed in such a fashion as to maximize income through the purchase of authorized investments, taking into account the other investment objectives.

The Investment Guidelines provide that the portfolio is to be structured to diversify investments to reduce risk of loss resulting from over-concentration of assets in a specific maturity, a specific issuer or a specific type of security. The types of investments permitted are based on those permitted for the investment of City funds.

Independent Audit Report

Since NYCLDC did not have any investments for the fiscal year ended June 30, 2023, NYCLDC did not have an annual audit for investments.

Investment Income Record

NYCLDC had no investment income for the year ended June 30, 2023. It earned \$77 on bank account interest.

Fees, Commissions and Other Charges

NYCLDC did not pay any fees, commissions or other charges to an investment banker, broker, agent, dealer or advisor during the fiscal year.

ATTACHMENT A

NEW YORK CITY LAND DEVELOPMENT CORPORATION INVESTMENT GUIDELINES

I. Purpose

The purpose of this document is to establish policies, procedures and guidelines regarding the investing, monitoring and reporting of funds of New York City Land Development Corporation ("LDC").

II. Scope of the Investment Policy

This policy applies to the funds of LDC, which for purposes of these guidelines consist of all moneys and other financial resources available for investment by LDC on its own behalf or on behalf of any other entity or individual.

III. Investment Objectives

The portfolio shall be managed to accomplish the following objectives:

- A. Preservation of Principal – The single most important objective of LDC's investment program is the preservation of principal of funds within the portfolio.
- B. Maintenance of Liquidity – The portfolio shall be managed in such a manner that assures that funds are available as needed to meet immediate and/or future operating requirements of LDC.
- C. Maximize Return – The portfolio shall be managed in such a fashion as to maximize income through the purchase of authorized investments as stated below, taking into account the other investment objectives.

IV. Implementation of Guidelines

The Treasurer shall be responsible for the prudent investment of funds and for the implementation of the investment program and the establishment of investment procedures and a system of controls to regulate the activities of subordinate staff, consistent with these guidelines.

V. Authorized Investments

- A. The Treasurer or an Assistant Treasurer of LDC is authorized to invest funds of LDC as summarized and restricted below:
 - 1. U.S. Treasury Obligations. United States Treasury bills and notes, and any other obligation or security issued by the United States Treasury or any other obligation guaranteed as to principal and interest by the United States.

2. Federal Agency Obligations. Bonds, notes, debentures, or other obligations or securities issued by any agency or instrumentality of the United States.
 3. Repurchase Agreements. The repurchase agreements must be collateralized by U.S. Government guaranteed securities, U.S. Government agency securities, or commercial paper (of a type defined below) in a range of 100% to 102% of the matured value of the repurchase agreements and have a term to maturity of no greater than ninety (90) days. They must be physically delivered for retention to LDC or its agent (which shall not be an agent of the party with whom LDC enters into such repurchase agreement), unless such obligations are issued in book-entry form, in which case LDC shall take such other action as may be necessary to obtain title to or a perfected security interest in such obligations.
 4. Commercial Paper. Commercial paper rated A1 or P1 by Standard & Poor's Corporation or Moody's Investor's Service, Inc. or Fitch.
 5. Bankers' Acceptances and Time Deposits of banks with worldwide assets in excess of \$50 million that are rated with the highest categories of the leading bank rating services and regional banks also rated within the highest categories.
 6. Certificates of Deposit with New York banks, including minority-owned banks. All such certificates of deposit in these banks must be Federal Deposit Insurance Corporation ("FDIC") insured, except when otherwise collateralized.
 7. Other investments approved by the Comptroller of New York City for the investment of City funds.
- B. In addition to the above investments, LDC may deposit funds in the following ("Deposit Accounts"), with respect to funds needed for operational expenses and funds awaiting investment or disbursement:
1. High quality no-load money market mutual funds that restrict their investments to short term, highly rated money market instruments.
 2. Other interest bearing accounts, if permitted by applicable laws, rules and regulations, with New York City financial institutions designated by the New York City Banking Commission or such other financial institutions approved by the Deputy Mayor for Economic Development or his successor in function.

VI. Written Contracts

LDC shall enter into written contracts pursuant to which investments are made which conform with the requirements of these guidelines and Section 2925.3(c) of the Public

Authorities Law unless the Board or Executive Committee determines by resolution that a written contract containing such provisions is not practical or that there is not a regular business practice of written contracts containing such provisions with respect to a specific investment or transaction, in which case the Board or Executive Committee shall adopt procedures covering such investment or transaction.

VII. Diversification

The portfolio shall be structured to diversify investments to reduce the risk of loss resulting from over-concentration of assets in a specific maturity, a specific issuer or a specific type of security. The maximum percentage of the total portfolio permitted in the indicated type of eligible security is as follows:

A.	U.S. Treasury	100% maximum
B.	Federal Agency	100% maximum
C.	Repurchase Agreements	5% maximum
D.	Commercial Paper	25% maximum
E.	Bankers Acceptances and Time Deposits	25% maximum
F.	Certificates of Deposit	20% maximum
G.	Other Investments Approved by Comptroller for City Funds	A percentage deemed prudent by Treasurer

VIII. Maximum Maturity

Maintenance of adequate liquidity to meet the cash flow needs of LDC is essential. Accordingly, the portfolio will be structured in a manner that ensures sufficient cash is available to meet anticipated liquidity needs. Selection of investment maturities must be consistent with cash requirements in order to avoid the forced sale of securities prior to maturity.

For purposes of this investment policy, assets of the portfolio shall be segregated into two categories based on expected liquidity needs and purposes – Cash equivalents and Investments. Assets categorized as Cash equivalents will be invested in permitted investments maturing in ninety (90) days or less or deposited in Deposit Accounts. Assets categorized as Investments will be invested in permitted investments with a stated maturity of no more than two (2) years from the date of purchase.

IX. Monitoring and Adjusting the Portfolio

Those responsible for the day-to-day management of the portfolio will routinely monitor the contents of the portfolio, the available markets and the relative values of competing instruments, and will adjust the portfolio as necessary to meet the investment objectives listed above. It is recognized and understood that the non-speculative active management of portfolio holdings may cause a loss on the sale of an owned investment.

X. Internal Controls

The Treasurer or an Assistant Treasurer under the direction of the Treasurer shall establish and be responsible for monitoring a system of internal controls governing the administration and management of the portfolio. Such controls shall be designed to prevent and control losses of the portfolio funds arising from fraud, employee error, misrepresentation by third parties, unanticipated changes in financial markets, or imprudent actions by any personnel.

XI. Eligible Brokers, Agents, Dealers, Investment Advisors, Investment Bankers and Custodians

The following are the standards for the qualifications of brokers, agents, dealers, investment advisors, investment bankers and custodians:

A. Brokers, Agents, Dealers

1. In Government Securities: any bank or trust company organized or licensed under the laws of any state of the United States of America or of the United States of America or any national banking association or any registered broker/dealer or government securities dealer.
2. In Municipal Securities: any broker, dealer or municipal securities dealer registered with the Securities and Exchange Commission (the "SEC").

B. Investment Advisors: any bank or trust company organized under the laws of any state of the United States of America or any national banking association, and any firm or person which is registered with the SEC under the Investment Advisors Act of 1940.

C. Investment Bankers: firms retained by LDC to serve as senior managing underwriters for negotiated sales must be registered with the SEC.

D. Custodians: any bank or trust company organized under the laws of any state of the United States of America or any national banking association with capital and surplus of not less than \$50,000,000.

XII. Reporting

A. Quarterly

The Treasurer or an Assistant Treasurer under the direction of the Treasurer shall prepare and deliver to the Board of Directors once for each quarter of LDC's fiscal year a report setting forth a summary of new investments made during that quarter, the inventory of existing investments and the selection of investment bankers, brokers, agents, dealers, investment advisors and auditors.

B. Annually

1. Audit – LDC's independent accountants shall conduct an annual audit of LDC's investments for each fiscal year of LDC, the results of which shall be made available to the Board of Directors at the time of its annual review and approval of these Guidelines.
2. Investment Report – Annually, the Treasurer or an Assistant Treasurer under the direction of the Treasurer shall prepare and the Board of Directors shall review and approve an Investment Report, which shall include:
 - a. The Investment Guidelines and amendments thereto since the last report;
 - b. An explanation of the Guidelines and any amendments made since the last report;
 - c. The independent audit report required by Subsection (1) above;
 - d. The investment income record of LDC for the fiscal year; and
 - e. A list of fees, commissions or other charges paid to each investment banker, broker, agent, dealer and advisor rendering investment associated services to LDC since the last report.

The Investment Report shall be submitted to the Mayor and the Comptroller of the City of New York and to the New York State Department of Audit and Control. Copies of the report shall also be made available to the public upon reasonable request.

XIII. Applicability

Nothing contained in these Guidelines shall be deemed to alter, affect the validity of, modify the terms of or impair any contract, agreement or investments of funds made or entered into in violation of, or without compliance with, the provisions of these Guidelines.

XIV. Conflict of Law

In the event that any portion of this policy is in conflict with any State, City or federal law, that law will prevail.

XV. No Conflict With Other LDC Policies

These Investment Guidelines do not modify the powers given by LDC's Board of Directors which authorized and resolved that (i) officers of LDC be authorized to obtain and maintain any bank, investment and other financial accounts as may be necessary or useful to LDC in furtherance of LDC's operations (the "Accounts"); (ii) the officers of LDC be authorized to perform all those tasks necessary or useful to ensure that LDC, acting through those authorized officers listed in the Bylaws of LDC, has access to and control over the Accounts; (iii) the Directors adopt and incorporate by reference the standard forms of banking resolutions and incumbency certificates ordinarily used by such financial institutions selected by the officers of LDC and (iv) any officer of LDC be authorized to certify to the due adoption of such banking resolutions and incumbency certificates. Empowered officers may enter into agreements with banks and financial institutions for bank accounts and to purchase investments of the type indicated in these Investment Guidelines and other investments specifically approved by LDC's Board of Directors.

These Investment Guidelines do not modify any restriction, if any, otherwise imposed on various types of funds held by LDC, such as any restrictions set forth in any third party contracts with the City, or resulting from the source of funds (e.g. federal funds). Those other restrictions, to the extent inconsistent with these Investment Guidelines, shall govern. If possible, all sets of restrictions should be complied with. Furthermore, by adopting these Investment Guidelines, the Board is not amending or superseding any approval given or hereafter given for investments related to particular projects.