

NYCTL 1998-2 TRUST

Financial Statements

Years ended June 30, 2022 and 2021

(With Independent Auditors' Report)

**NYCTL 1998-2 TRUST
(A Blended Component Unit of the City of New York)**

**FINANCIAL STATEMENTS
(Together with Independent Auditors' Report)**

YEARS ENDED JUNE 30, 2022 AND 2021

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INDEPENDENT AUDITORS' REPORT

Wilmington Trust Company
NYCTL 1998-2 Trust:

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of the business-type activities of the NYCTL 1998-2 Trust (the Trust), a blended component unit of the City of New York, as of June 30, 2022 and 2021, and the related notes to financial statements, which collectively comprise the Trust's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Trust, as of June 30, 2022 and 2021, and the 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. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Trust 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 from 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 Trust's ability to continue as a going concern within twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditors' 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 auditors' 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 audits.
- 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 Trust'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 Trust'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 audits.

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 who 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.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Trust's financial statements as a whole. The supplemental schedule on page 16 is presented for purposes of additional analysis and is not a required part of the financial statements. The schedule is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with Government Auditing Standards, we have also issued our report dated September 20, 2022 on our consideration of the Trust'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 Trust'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 Trust's internal control over financial reporting and compliance.

EFPR Group, CPAs, PLLC

Williamsville, New York
September 20, 2022

NYCTL 1998-2 TRUST
(A Blended Component Unit of the City of New York)

MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2022 AND 2021

OVERVIEW OF THE FINANCIAL STATEMENTS

The following is a narrative overview and analysis of the financial activities of NYCTL 1998-2 Trust (the "Trust") for the fiscal years ended June 30, 2022 and 2021. It should be read in conjunction with Trust's financial statements, and the accompanying notes to the financial statements.

The financial statements of the Trust, which include the statements of net position, the statements of revenues, expenses and changes in net position, the statements of cash flows, and the notes to the financial statements, are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"), as prescribed by the Governmental Accounting Standards Board ("GASB"). The financial statements are prepared using the accrual basis of accounting, in which revenues are recognized in the period they are earned and expenses are recognized in the period they are incurred.

On June 4, 2013, the Trust formed a limited liability company, NYCTL Brownfield LLC ("Brownfield"), and transferred certain tax liens to Brownfield. The Trust is the sole member of Brownfield. All of the governmental activities of Brownfield are accounted for as a blended component unit of the Trust.

OVERVIEW OF THE ORGANIZATION

The Trust was created to acquire certain liens securing unpaid real estate taxes, water rents, sewer surcharges, and other charges, payable to the City of New York (the "City") and the Water Board, in exchange for the proceeds from bonds issued by the Trust, net of reserves funded by bond proceeds and bond issuance costs. The City is the sole beneficiary of the Trust and is entitled to receive distributions from the Trust after payments to bondholders and certain reserve requirements have been satisfied.

FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS – FINANCIAL STATEMENTS

During the fiscal year ended June 30, 2021, the Trust entered into an agreement (the "2021 Agreement") with NYCTL 2018-A Trust (the "2021 Transferee") dated and effective as of June 30, 2021, whereby the 2021 Transferee transferred all of its rights and obligations to the Trust. In accordance with the 2021 Agreement, the Trust will pay all administrative expenses of the 2021 Transferee incurred after June 30, 2021, and any costs associated with the transfer.

During the fiscal year ended June 30, 2020, the Trust entered into an agreement (the "2020 Agreement") with NYCTL 2017-A Trust (the "2020 Transferee") dated and effective as of December 31, 2019, whereby the 2020 Transferee transferred all of its rights and obligations to the Trust. In accordance with the 2020 Agreement, the Trust will pay all administrative expenses of the 2020 Transferee incurred after December 31, 2019 and any costs associated with the transfer.

A summary of the assets and liabilities transferred from the 2021 Transferee on June 30, 2021 and the 2020 Transferee on December 31, 2019 are as follows:

	<u>2021 Transferee</u>	<u>2020 Transferee</u>
ASSETS:		
Cash	\$ 8,371	\$ 28,581
Restricted investments	1,815,693	2,253,532
Tax liens receivable, net of allowance	<u>23,402,696</u>	<u>21,135,213</u>
	<u>\$ 25,226,760</u>	<u>\$ 23,417,326</u>
LIABILITIES:		
Accounts payable and accrued liabilities	\$ (37,994)	\$ 327,962
Overages due to taxpayers	6,855	47,035
Residual liability due to Water Board	<u>4,684,772</u>	<u>7,292,453</u>
	4,653,633	7,667,450
TOTAL NET POSITION	<u>20,573,127</u>	<u>15,749,876</u>
TOTAL LIABILITIES AND NET POSITION	<u>\$ 25,226,760</u>	<u>\$ 23,417,326</u>

NYCTL 1998-2 TRUST
(A Blended Component Unit of the City of New York)

MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2022 AND 2021

FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS – FINANCIAL STATEMENTS (CONTINUED)

A summary of the Trust's assets, liabilities and net position and its activities as of and for the years ended June 30, 2022, 2021 and 2020 is as follows:

Summary of Net Position:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
ASSETS:			
Current assets			
Cash and cash equivalents	\$ 541,460	\$ 201,583	\$ 131,881
Restricted investments	19,975,421	10,449,341	9,503,775
Current tax liens receivable	<u>40,368,943</u>	<u>39,012,692</u>	<u>43,274,600</u>
Total current assets	60,885,824	49,663,616	52,910,256
Noncurrent tax liens receivable, net of allowance	<u>137,861,754</u>	<u>132,485,547</u>	<u>131,192,084</u>
TOTAL ASSETS	<u>\$ 198,747,578</u>	<u>\$ 182,149,163</u>	<u>\$ 184,102,340</u>
LIABILITIES:			
Current liabilities			
Accounts payable and accrued liabilities	\$ 11,087,311	\$ 13,025,289	\$ 8,781,543
Overages due to taxpayers	1,428,265	1,081,000	757,872
Residual liability due to Water Board	<u>10,735,322</u>	<u>10,049,738</u>	<u>10,230,595</u>
Total Current Liabilities	23,250,898	24,156,027	19,770,010
Noncurrent residual liability due to Water Board	<u>35,939,990</u>	<u>33,644,774</u>	<u>34,250,252</u>
TOTAL LIABILITIES	59,190,888	57,800,801	54,020,262
TOTAL NET POSITION	<u>139,556,690</u>	<u>124,348,362</u>	<u>130,082,078</u>
TOTAL LIABILITIES AND NET POSITION	<u>\$ 198,747,578</u>	<u>\$ 182,149,163</u>	<u>\$ 184,102,340</u>

Summary of Revenues, Expenses and Changes in Net Position:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
REVENUES:			
Tax liens received from the City of New York	\$ 31,222,797	\$ -	\$ 38,007,026
Interest on tax liens	106,424,602	90,966,302	87,894,938
Other income	12,553	2,987	255,743
Transfer from other New York City Tax Lien Trusts	<u>-</u>	<u>20,573,127</u>	<u>15,749,876</u>
TOTAL REVENUES	<u>137,659,952</u>	<u>111,542,416</u>	<u>141,907,583</u>
EXPENSES:			
Distributions to the City of New York	1,781,802	11,872,739	49,388,714
Purchase of liens	11,388,489	-	11,302,344
Administrative expenses	2,253,078	6,556,378	6,061,623
Increase in allowance for doubtful accounts	78,730,219	93,340,533	25,768,678
Write-offs of uncollectible liens, net of recoveries	25,317,236	10,977,589	106,025,232
Change to residual liability due to Water Board	<u>2,980,800</u>	<u>(5,471,107)</u>	<u>(13,435,377)</u>
TOTAL EXPENSES	<u>122,451,624</u>	<u>117,276,132</u>	<u>185,111,214</u>
NET CHANGE IN NET POSITION	<u>\$ 15,208,328</u>	<u>\$ (5,733,716)</u>	<u>\$ (43,203,631)</u>

NYCTL 1998-2 TRUST
(A Blended Component Unit of the City of New York)

MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2022 AND 2021

FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS – FINANCIAL STATEMENTS (CONTINUED)

During fiscal year 2022, the Trust's total assets increased by \$16,598,415 reflecting an increase in restricted investments of \$9,526,080 and net tax liens receivable of \$6,732,458. The increase in tax liens receivable resulted from an increase in accrued interest of \$78,419,100, an increase in capitalized costs of \$2,195,148, offset by a decrease in principal tax lien receivables of \$106,387, an increase in the allowance for doubtful accounts of \$72,728,448, and a decrease in recoverable expenses of \$1,046,955. The \$1,390,087 increase in the Trust's liabilities resulted from an increase in overages due to taxpayers of \$347,265 and an increase in the residual liability due to the Water Board of \$2,980,800, offset by a decrease in accounts payable and accrued liabilities of \$1,937,978.

During fiscal year 2021, the Trust's total assets decreased by \$1,953,177 reflecting a decrease in net tax liens receivable of \$2,968,445. The decrease in tax liens receivable resulted from an increase in the allowance for doubtful accounts of \$93,340,533 and a decrease in capitalized costs of \$467,220, offset by an increase in principal tax lien receivables of \$4,641,549, an increase in accrued interest of \$84,583,218 and an increase in recoverable expenses of \$1,734,966. The \$3,780,539 increase in the Trust's liabilities resulted from an increase in overages due to taxpayers of \$323,128 and an increase in accounts payable and accrued liabilities of \$4,243,746, offset by a decrease in the residual liability due to the Water Board of \$786,335.

During fiscal year 2022, the Trust's total revenues were \$137,659,952 and consisted primarily of tax liens received from The City of New York of \$31,222,797, the recording of interest on tax liens receivable of \$106,424,602 and other income of \$12,553. Total expenses of \$122,451,624 resulted primarily from distributions to the City of \$1,781,802, purchase of liens of \$11,388,489, write-offs of uncollectible liens of \$25,317,236, administrative expenses of \$2,253,078 and an increase in the allowance for doubtful accounts of \$78,730,219, and an increase in the residual liability due to the Water Board of \$2,980,800.

During fiscal year 2021, the Trust's total revenues were \$111,542,416 and consisted primarily of the recording of interest on tax liens receivable of \$90,966,302 and the transfer from other New York City Tax Lien Trusts of \$20,573,127. Total expenses of \$117,276,132 resulted primarily from distributions to the City of \$11,872,739, write-offs of uncollectible liens of \$10,977,589, administrative expenses of \$6,556,378 and an increase in the allowance for doubtful accounts of \$93,340,533, offset by a decrease in the residual liability due to the Water Board of \$5,471,107.

COVID-19:

In March 2020, the World Health Organization declared the outbreak of a novel coronavirus ("COVID-19") as a pandemic, which spread throughout the United States. The Trust's operations were disrupted by COVID-19 during the years ended June 30, 2022 and 2021. Dislocation of the courts because of the pandemic impacted the ability to do foreclosures in a timely manner. The ultimate extent of the impact of any epidemic, pandemic or other health crisis on the Trust's operations will depend on future developments, which are uncertain and cannot be predicted, including new information that may emerge concerning the severity of such epidemic, pandemic or other health crisis and actions taken to contain or prevent their further spread, among others. Accordingly, the Trust cannot predict the extent to which its financial condition and results of operations will be affected.

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NYCTL 1998-2 TRUST
(A Blended Component Unit of the City of New York)

STATEMENTS OF NET POSITION
AS OF JUNE 30, 2022 AND 2021

	2022	2021
ASSETS:		
Current assets		
Cash and cash equivalents	\$ 541,460	\$ 201,583
Restricted investments	19,975,421	10,449,341
Tax liens receivable:		
Principal	9,547,286	13,300,123
Accrued interest	30,821,657	25,712,569
Net tax liens receivable	40,368,943	39,012,692
Total current assets	60,885,824	49,663,616
Noncurrent assets		
Tax liens receivable:		
Principal	244,554,409	240,907,959
Accrued interest	437,378,746	364,068,734
Accrued capitalized costs	4,092,553	1,897,405
Recoverable expenses	31,059,719	32,106,674
Less: allowance for uncollectible accounts	(579,223,673)	(506,495,225)
Total noncurrent assets	137,861,754	132,485,547
TOTAL ASSETS	\$ 198,747,578	\$ 182,149,163
LIABILITIES:		
Current liabilities		
Accounts payable and accrued liabilities	\$ 11,087,311	\$ 13,025,289
Overages due to taxpayers	1,428,265	1,081,000
Residual liability due to Water Board	10,735,322	10,049,738
Total current liabilities	23,250,898	24,156,027
Noncurrent liabilities		
Residual liability due to Water Board	35,939,990	33,644,774
Total liabilities	59,190,888	57,800,801
NET POSITION:		
Restricted by contractual agreements	19,975,421	10,449,341
Unrestricted	119,581,269	113,899,021
Total net position	139,556,690	124,348,362
TOTAL LIABILITIES AND NET POSITION	\$ 198,747,578	\$ 182,149,163

See accompanying notes to financial statements.

NYCTL 1998-2 TRUST
(A Blended Component Unit of the City of New York)

STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021

	2022	2021
OPERATING REVENUES:		
Tax liens received from the City of New York	\$ 31,222,797	\$ -
Interest on tax liens	106,424,602	90,966,302
TOTAL OPERATING REVENUES	137,647,399	90,966,302
OPERATING EXPENSES:		
Distributions to the City of New York	1,781,802	11,872,739
Purchase of liens	11,388,489	-
Increase in allowance for doubtful accounts	78,730,219	93,340,533
Change to residual liability due to Water Board	2,980,800	(5,471,107)
Write-offs of uncollectible liens, net of recoveries	25,317,236	10,977,589
Trust administrative expenses		
Servicer fees	2,076,182	1,441,950
Trustee fees	126,846	129,966
Financial advisor/management fees	1,585,863	1,587,067
Lien and other expenses	(1,535,813)	3,397,395
Total administrative expenses	2,253,078	6,556,378
TOTAL OPERATING EXPENSES	122,451,624	117,276,132
OPERATING INCOME (LOSS)	15,195,775	(26,309,830)
NONOPERATING REVENUES:		
Other income - investment income	12,553	2,987
Transfer from other New York City Tax Lien Trusts	-	20,573,127
TOTAL NONOPERATING REVENUES	12,553	20,576,114
CHANGE IN NET POSITION	15,208,328	(5,733,716)
Net Position - Beginning of Year	124,348,362	130,082,078
NET POSITION - END OF YEAR	\$ 139,556,690	\$ 124,348,362

NYCTL 1998-2 TRUST
(A Blended Component Unit of the City of New York)

STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES:		
Cash receipts from:		
Cash collections	\$ 26,867,486	\$ 13,019,321
Overages due to taxpayers	347,265	316,273
Total cash receipts from operating activities	27,214,751	13,335,594
Cash payments for:		
Distributions to the City of New York	(1,781,802)	(11,872,739)
Purchase of liens	(11,388,489)	-
Servicer fees	(2,060,090)	(973,881)
Other expenses	(2,130,966)	(1,300,757)
Total cash payments for operating activities	(17,361,347)	(14,147,377)
Net Cash Provided by (Used in) Operating Activities	9,853,404	(811,783)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of investments	(50,528,251)	(31,274,908)
Sale of investments	41,002,171	30,329,342
Interest received on investments	12,553	2,987
Net Cash Used in Investing Activities	(9,513,527)	(942,579)
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:		
Transfer from other New York City Tax Lien Trusts	-	1,824,064
Net Cash Provided by Noncapital Financing Activities	-	1,824,064
NET INCREASE IN CASH AND CASH EQUIVALENTS	339,877	69,702
Cash and cash equivalents - beginning of year	201,583	131,881
CASH AND CASH EQUIVALENTS—END OF YEAR	\$ 541,460	\$ 201,583
RECONCILIATION OF OPERATING INCOME (LOSS) TO CASH FLOWS FROM OPERATING ACTIVITIES:		
Operating income (loss)	\$ 15,195,775	\$ (26,309,830)
Adjustments to reconcile operating income (loss) to net cash used in operating activities:		
Increase in allowance for doubtful accounts	78,730,219	93,340,533
Write-offs of uncollectible liens	25,317,236	10,977,589
Tax liens receivable	(110,779,913)	(77,946,981)
Accounts payable and accrued liabilities	(1,937,978)	4,281,740
Overages due to taxpayers	347,265	316,273
Change to Water Board	2,980,800	(5,471,107)
Net Cash Provided by (Used in) Operating Activities	\$ 9,853,404	\$ (811,783)

NONCASH ACTIVITIES:

In 2021, in addition to the cash transfer of \$1,824,064, the Trust received a noncapital financing transfer of certain assets and liabilities from the New York City Tax Lien 2018-A Trust. The net book value of the assets and liabilities at the time of the transfer was \$18,749,063.

**NYCTL 1998-2 TRUST
(A Blended Component Unit of the City of New York)**

**NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021**

NOTE 1 – ORGANIZATION AND NATURE OF ACTIVITIES

NYCTL 1998-2 Trust (the “Trust”) is a Delaware statutory trust formed in 1998. The Trust is governed by the 2016 Amended and Restated Declaration and Agreement of Trust dated April 30, 2016 between the City of New York (the “City”) and the Wilmington Trust Company of Wilmington, Delaware (the “Owner Trustee”). Tax lien sales are authorized by Chapter 3 of Title 11 of the Administrative Code of the City of New York. In accordance with a purchase and sale agreement between the Trust and the City, the Trust was created to acquire certain tax liens (see Note 5) from the City in exchange for the proceeds from bonds issued by the Trust, net of reserves funded by bond proceeds and bond issuance costs.

The Trust’s intended purpose is the collection of delinquent tax and utility receivables, including appropriate interest, fees and service charges, and the eventual distribution of net proceeds back to the originating City fund. Accordingly, the Trust is not intended to function as an independent business.

On June 4, 2013, the Trust formed a limited liability company, NYCTL Brownfield LLC (“Brownfield”). The Trust is the sole member of Brownfield. All of the governmental activities of Brownfield are accounted for as a blended component unit of the Trust.

Although legally separate from the City, the Trust is an instrumentality of the City and, accordingly, is included in the City’s financial statements as a blended component unit.

The City is the sole beneficiary of the Trust and is entitled to receive distributions from the Trust after certain reserve requirements have been satisfied. As certain tax liens secure unpaid water and sewer rents and sewer surcharges, the City and the New York City Water Board (“Water Board”) have agreed that the City and the Water Board will share in the distributions and residual assets of the Trust (see Note 2D).

The Trust issued Tax Lien Collateralized Bonds, Series 1998-2, which were secured solely by the assets of the Trust, consisting primarily of tax liens, and were not an obligation of the City. The bonds were fully retired and no subsequent bonds in this series have been issued.

The Trust does not have any employees. In addition to its interaction with various City agencies, the Trust’s affairs are administered by the Owner Trustee, its program manager, tax lien servicer, paying agent and investment custodian.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. As a governmental activity, the Trust reports its activities in business-type financial statements.

The financial statements of the Trust, which include the statements of net position, the statements of revenues, expenses and changes in net position, and the statements of cash flows, are presented to display information about the reporting entity as a whole, in accordance with Governmental Accounting Standards Board (“GASB”) standards. The financial statements are prepared using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows.

Net position represents the difference between assets, deferred outflows of resources, liabilities and deferred inflows of resources. Net position is reported as restricted where resources are constrained for debt service or redemption in accordance with the bond indenture. The Trust’s net position on the statement of net position includes amounts restricted by contractual agreements. The balance is classified as unrestricted.

When both restricted and unrestricted resources are available for use for a specific purpose, it is the Trust’s policy to use restricted resources first, then unrestricted resources as they are needed.

B. Cash equivalents include short-term investments with maturities of three months or less at date of acquisition. Investments, including accrued interest, are reported at fair value.

**NYCTL 1998-2 TRUST
(A Blended Component Unit of the City of New York)**

**NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021**

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

- C. The Trust records tax liens receivable based on the amounts that are receivable for real estate taxes, water rents, sewer surcharges, and other charges. Interest that accrues on the outstanding balances as well as certain other costs, such as public notices that can be recovered from the taxpayer as part of the tax lien balance are capitalized. The Trust establishes an allowance for doubtful accounts by comparing tax lien receivable balances with the estimated fair value of the properties subject to the liens as provided by the City. The Trust also considers certain factors related to specific properties, such as environmental issues, and where other tax liens have legal priority over the Trust's tax liens in determining the adequacy of its allowance for doubtful accounts.
- D. The City and the Water Board have agreed to share in the distributions and residual assets of the Trust in accordance with the fixed percentages of 84% and 16%, respectively. As the City is the sole beneficiary of the net position of the Trusts, the amounts that would be due to the Water Board under this agreement are recorded as a general long-term liability for financial reporting purposes.
- E. The preparation of financial statements in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") requires the Trust's management to make estimates and assumptions in determining the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of additions and deductions in net position during the reporting period. Actual results could differ from those estimates.
- F. The Trust distinguishes operating revenues and expenses from nonoperating items in the preparation of its financial statements. The principal operating revenues include tax liens collected and interest on tax liens. Major operating expenses include distributions to the City, direct purchase of liens, and services fees.

NOTE 3 – CASH AND CASH EQUIVALENTS AND CONCENTRATION OF CREDIT RISK

The Trust's cash and cash equivalents consisted of cash in demand deposit accounts and money market funds. As of June 30, 2022, the book and bank values of the total cash and cash equivalents were \$541,460 and \$1,255,480, respectively, of which \$739,795 was in excess of Federal Deposit Insurance Corporation ("FDIC") coverage. As of June 30, 2021 the book and bank values of the total cash and cash equivalents were \$201,583 and \$970,098, respectively, of which approximately \$488,330 was in excess of FDIC coverage.

NOTE 4 – RESTRICTED INVESTMENTS

The Trust has limited its investments to those eligible investments specified in its agreement with its paying agent and investment custodian, which is The Bank of New York Mellon. The eligible investments are obligations of, or guaranteed by, the U.S. government; Fannie Mae, Freddie Mac or the Federal Farm Credit System; certain highly-rated certificates of deposit (or similar instruments), certain highly-rated municipal obligations; certain highly-rated commercial paper (or similar instruments), certain investment agreements with highly-rated institutions; certain repurchase obligations with highly-rated institutions, certain highly-rated corporate securities (that do not exceed 20% of its investments); and certain highly-rated taxable money market funds. In addition, the Trust is authorized to invest in the Residual Interest Bonds, which are bonds sold by other New York City Tax Lien Trusts.

The Trust is required under contractual agreements to maintain separate accounts, representing restricted investments:

- 1) Collection Account – an account established by the paying agent, which receives daily transfers from lockbox accounts to which payments received from property owners on tax liens are deposited. The paying agent uses this account to pay expenses of the Trust and distributions to the City and the Water Board, in order of priority as specified in the Paying Agent and Custody Agreement.
- 2) Working Capital Reserve Fund – initially funded out of proceeds from the sale of bonds in the amount of \$4,000,000, this fund is used to pay lien administration expenses and the base fee to the tax lien servicers to the extent amounts on deposit in the Collection Account are insufficient for such purpose. The Working Capital Reserve Fund is replenished from the Collection Account.

NYCTL 1998-2 TRUST
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NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 4 – RESTRICTED INVESTMENTS (Continued)

- 3) Residual Interest Bonds – in order to comply with Securities and Exchange Commission (“SEC”) Risk Retention regulations, the Trust, as a majority owned affiliate of the City, purchases bonds of other trusts.

As of June 30, 2022 and 2021, the amounts held in each of these funds were as follows:

	2022	2021
Collection Account	\$ 12,288,585	\$ 4,440,834
Working Capital Reserve Fund	3,638,603	4,783,590
2021A Residual Interest Bonds	3,635,323	-
2019A Residual Interest Bonds	412,910	1,224,917
Total Restricted Investments	\$ 19,975,421	\$ 10,449,341

A majority of the restricted funds were invested in various short-term investment funds. As of June 30, 2022 and 2021, the balances were invested in Invesco Government & Agency Portfolio. This fund is a money market portfolio carrying a rating of AAAM by Standard & Poor’s and Aaa-mf by Moody’s Investor Services Inc. The Trust’s investments in residual interest bonds carried a rating of Aaa by Moody’s Investor Services Inc. and AAA by Kroll Bond Rating Agency.

Risk Disclosure

Interest Rate Risk - Interest rate risk is the risk that the investment will incur losses in fair value caused by changing interest rates. The Trust does not have a formal investment policy that limits investment maturities as a means of managing its exposure to fair value losses arising from changing interest rates. Generally, the Trust does not invest in any long-term investment obligations.

Credit Risk - Credit risk is the risk that an issuer or other counterparty will not fulfill its specific obligation even without the entity’s complete failure. The Trust does not have a formal credit risk policy other than restrictions to obligations allowable under the General Municipal Law of the State of New York.

Custodial Credit Risk - Custodial credit risk is the risk that, in the event of the failure of the counterparty, the Trust will not be able to recover the value of investments or collateral securities that are in possession of an outside party. As of June 30, 2022 and 2021, the Trust’s investments balances of \$15,927,188 and \$9,224,424 were in Goldman Sachs Financial Square Government Fund and Invesco Government & Agency Portfolio, respectively, and \$4,048,233 and \$1,224,917 of the investments were residual interest bond funds, respectively.

Concentration of Credit Risk - Concentration of credit risk is the risk attributed to the magnitude of an investment to a single issuer. As of June 30, 2022 and 2021, the Trust’s investments balance of \$15,927,188 and \$9,224,424 were in Invesco Government & Agency Portfolio. In addition, as of June 30, 2022 and 2021, the Trust’s investments balance of \$4,048,233 and \$1,224,917, were in residual interest bonds, respectively.

NOTE 5 – TAX LIENS RECEIVABLE

A tax lien is a lien on a parcel of real estate located in the City securing unpaid real property taxes, assessments, sewer rents, sewer surcharges, water rents, and other City charges, such as environmental charges, Department of Housing Preservation and Development charges and business improvement district charges. In addition to these unpaid items, a tax lien also includes the costs of any advertisements and notices given in connection with the sale of the tax lien, that had become a lien against the property prior to the sale of the lien to the Trust, and interest and penalties accrued at various rates up to the time of sale of the lien to the Trust. In addition, a tax lien also includes a surcharge of 5% on all of the aforementioned amounts computed through the date of the sale to the Trust. The total of these amounts described in this paragraph represents the tax lien principal balance as of the date of the sale to the Trust. The City was required to redeem or replace any tax liens that are determined to be defective, in accordance with the provisions of the bond indenture. As the bond indenture has been discharged, the City may elect to reduce its distributions for defective liens.

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**NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021**

NOTE 5 – TAX LIENS RECEIVABLE (Continued)

Subsequent to the purchase of the tax liens by the Trust, the tax liens accrue interest at the annual rate of 5%, 7%, or 18% depending on the underlying assessed value of the properties to which the liens are attached, compounded daily. In addition, certain costs incurred by the Trust are eligible to be capitalized as part of the tax lien balance. Special rules for calculating tax lien amounts apply to bankruptcy tax liens.

The Trust has the right to foreclose and take title to properties for which related tax lien collection efforts are unsuccessful. Such properties are referred to as real estate owned (“REO”). As of June 30, 2022 and 2021, the Trust did not have title to any properties.

The Trust has agreements with both Tower Capital Management LLC, Inc. and MTAG Services, LLC for servicing, managing and maintaining custody of certain documents, and collection activities on its tax liens.

On June 4, 2013, a bill of sale was entered into by the Trust and its component unit, Brownfield, of which the Trust is the sole member. Brownfield purchased \$71,053,270 of environmentally challenged tax liens. The Trust, as the seller, received 100% membership interest in Brownfield. On October 10, 2014, the Trust entered into a bill of sale where Brownfield purchased \$29,550,572 of environmentally challenged tax liens.

The Trust has signed Purchase and Sale agreements with the City for the sale of tax liens directly to the Trust. The Trust purchased \$31,222,797 and \$0 for the years ended June 30, 2022 and 2021, respectively.

The Trust may be unable to recover the amount of certain tax liens, including accumulated interest and capitalized expenses, when the value of the related property is less than the amount of the tax lien, when other tax liens have legal priority over the Trust’s tax liens, or when the court awards a reduced expense amount. The Trust has recorded an allowance for uncollectible tax liens of \$579,223,673 and \$506,495,225 as of June 30, 2022 and 2021, respectively.

The changes in the tax liens receivable for the years ended June 30, 2022 and 2021 were as follows:

	<u>Gross tax lien receivable balance</u>
Balance as of June 30, 2020	\$ 587,500,951
Add: Accrued interest on outstanding liens	90,966,302
Less: Cash collections in satisfaction of liens and costs	(13,019,321)
Write-offs directly against allowance	(744,151)
Write-offs of uncollectible lien and defective liens	(10,977,589)
Transfer from New York City Tax Lien Trusts	<u>24,267,272</u>
Balance as of June 30, 2021	677,993,464
Add: Tax liens received from the City of New York	31,222,797
Accrued interest on outstanding lien	106,424,602
Less: Cash collections in satisfaction of liens and costs	(26,867,486)
Write-offs directly against allowance	(6,001,771)
Write-offs of uncollectible lien and defective liens	<u>(25,317,236)</u>
Balance as of June 30, 2022	<u>\$ 757,454,370</u>

The Trust categorizes its fair value measurements within the fair value hierarchy established by U.S. GAAP. The hierarchy is based on the valuation inputs used to measure fair value of the assets. Level 1 inputs are quoted prices in an active market for identical assets; Level 2 inputs are significant other observable inputs; and Level 3 inputs are significant unobservable inputs.

As of June 30, 2022 and 2021, the Trust’s investments amount to \$19,975,421 and \$10,449,341, respectively. The Trust’s investment in Invesco Government & Agency Portfolio and residual interest bonds are valued based on various market and industry inputs (Level 2 inputs).

**NYCTL 1998-2 TRUST
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**NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021**

NOTE 6 – LITIGATION

A number of parties contesting the foreclosure of tax liens previously sold by the City have challenged, among other things, (i) the power of the City to sell tax liens to the trusts, (ii) the power of the City to sell tax liens when some tax liens are less than a year old, (iii) the enforceability of tax liens when a tax certiorari challenge is pending, (iv) the power of the City to restore tax charges that were not previously billed, (v) the 5% surcharge and the applicable interest rate on the tax liens, (vi) the standing of the Indenture Trustee to foreclose on the tax liens, (vii) the priority of tax liens over other liens, (viii) failure by the City to give proper or adequate notice of the tax lien sale and (ix) that the upset price bid in a tax lien foreclosure auction in the amount of the Redemptive Value of the tax lien is fraudulent. In addition, legal challenges to the collection of the tax liens have alleged violations of the Federal Fair Debt Collection Practices Act, the Truth in Lending Act, the New York General Business Law, the New York General Obligation Law, breach of contract and unjust enrichment. To date, no such action or challenge has been successful after completion of the appeal process. Certain parties have also asserted individual defenses against the enforcement of tax liens on properties, such as improper billing, full or partial payment prior to sale, the partial or full tax-exempt status of properties, the existence of forbearance agreements with the City or Trust, or inadequate service of process. The outcome of these challenges is not expected to have a material negative impact on the Trust, as the City is required to redeem or replace defective liens. No assurance can be given that similar or other actions will not be brought against the Trust.

During fiscal year 2021 an ongoing litigation arising from disputes on the title and use of a sold property, gave rise to a probable and reasonably estimable likelihood of loss per GASB 62 and was thus recognized in the financial statements. As of and for the year ended June 30, 2021 legal expenses of approximately \$2.3 million were included in accrued expenses and lien and other expenses in the accompanying statements of net position and statements of revenues, expenses and changes in net position. During fiscal year 2022, likelihood of loss from the litigation was no longer deemed probable. Accordingly, the \$2.3 million in accrued expenses and lien and other expenses previously recognized were reversed, resulting in a contra balance of approximately \$1.5 million in lien and other expenses in the accompanying statements of revenues, expenses and changes in net position.

NOTE 7 – ASSIGNMENT AND ASSUMPTION AGREEMENT

During the year ended June 30, 2021, the Trust entered into an agreement (the “2021 Agreement”) with NYCTL 2018-A Trust (the “2021 Transferee”) dated and effective as of June 30, 2021, whereby the 2021 Transferee transferred all of its rights and obligations to the Trust. In accordance with the 2021 Agreement, the Trust will pay all administrative expenses of the 2021 Transferee incurred after June 30, 2021 and any costs associated with the transfer.

A summary of the assets and liabilities transferred from the 2021 Transferees on June 30, 2021 is as follows:

	2021
ASSETS:	
Cash	\$ 8,371
Restricted investments	1,815,693
Tax liens receivable, net of allowance	<u>23,402,696</u>
Total Assets	<u>\$ 25,226,760</u>
LIABILITIES:	
Accounts payable and accrued liabilities	\$ (37,994)
Overages due to taxpayers	6,855
Residual liability due to Water Board	<u>4,684,772</u>
Total Liabilities	4,653,633
TOTAL NET POSITION	<u>20,573,127</u>
TOTAL LIABILITIES AND NET POSITION	<u>\$ 25,226,760</u>

NYCTL 1998-2 TRUST
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NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 8 – CONTINGENCY

In March 2020, the World Health Organization declared the outbreak of a novel coronavirus (“COVID-19”) as a pandemic, which spread throughout the United States. The Trust’s operations were disrupted by COVID-19 during the years ended June 30, 2022 and 2021. Dislocation of the courts because of the pandemic impacted the ability to do foreclosures in a timely manner. The ultimate extent of the impact of any epidemic, pandemic or other health crisis on the Trust’s operations will depend on future developments, which are uncertain and cannot be predicted, including new information that may emerge concerning the severity of such epidemic, pandemic or other health crisis and actions taken to contain or prevent their further spread, among others. Accordingly, the Trust cannot predict the extent to which its financial condition and results of operations will be affected.

NYCTL 1998-2 TRUST
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SUPPLEMENTAL SCHEDULE
SCHEDULE 1 - CHANGES IN RESIDUAL LIABILITY DUE TO WATER BOARD
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021

	<u>Residual Liability</u> <u>Due to Water Board</u>
Ending balance at June 30, 2020	\$ 44,480,847
Net change in net position	1,417,245
Distributions	<u>(2,203,580)</u>
Ending balance at June 30, 2021	43,694,512
Tax liens received from the City of New York	5,857,397
Net change in net position	(405,850)
Distributions	<u>(2,470,747)</u>
Ending balance at June 30, 2022	<u><u>\$ 46,675,312</u></u>

INDEPENDENT AUDITORS' REPORT 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

Wilmington Trust Company
NYCTL 1998-2 Trust:

We have audited, in accordance with the 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 financial statements of the business-type activities of the NYCTL 1998-2 Trust (the Trust), a blended component unit of the City of New York, as of June 30, 2022 and for the year then ended, and the related notes to financial statements, which collectively comprise the Trust's basic financial statements, and have issued our report thereon dated September 20, 2022.

Report on Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Trust's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstance 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 Trust's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Trust'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 over financial reporting 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 Trust'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 disclose 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 Trust'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 Trust's internal control and compliance. Accordingly, this communication is not suitable for any other person.

EFPR Group, CPAs, PLLC

Williamsville, New York
September 20, 2022