



FINANCIAL STATEMENTS

New York City Land Development Corporation
(a component unit of The City of New York)
From May 8, 2012 (date of inception) to June 30, 2013
With Report of Independent Auditors

Ernst & Young LLP

 **ERNST & YOUNG**

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

Financial Statements

From May 8, 2012 (date of inception) to June 30, 2013

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Report of Independent Auditors

The Board of Directors
New York City Land Development Corporation

Report on the Financial Statements

We have audited the accompanying financial statements of New York City Land Development Corporation (“NYCLDC”), a component unit of The City of New York, as of June 30, 2013 and for the period from May 8, 2012 (date of inception) to June 30, 2013, and the related notes to the financial statements, which collectively comprise the NYCLDC’s basic financial statements as listed in the table of contents.

Management’s Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of NYCLDC as of June 30, 2013, and the changes in its financial position and its cash flows for the period from May 8, 2012 (date of inception) to June 30, 2013 in conformity with U.S. generally accepted accounting principles.

Required Supplementary Information

U.S. generally accepted accounting principles require that management's discussion and analysis, as listed in the table of contents, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we also have issued our report dated September 30, 2013 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 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 internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering NYCLDC's internal control over financial reporting and compliance.

Ernst + Young LLP

September 30, 2013

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

Management's Discussion and Analysis

June 30, 2013

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, 2013 and 2012. 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*. NYCLDC is a local development corporation organized pursuant to Section 1411 of the Not-for-Profit Corporation Law of the State of New York. NYCLDC is also a discretely presented component unit of The City of New York ("the City"). NYCLDC follows enterprise fund reporting; accordingly, the financial statements are presented using the economic resources measurement focus and the accrual basis of accounting. Enterprise fund statements offer short and long-term financial information about the activities and operations of the Corporation.

These statements are presented in a manner similar to a private business, such as a property management company. While detailed sub-fund information is not presented, separate accounts are maintained for each fund to control and manage transactions for specific purposes and to demonstrate that NYCLDC is properly performing its contractual obligations.

Financial Analysis of the Corporation

Net position

The following table summarizes NYCLDC's financial position at June 30, 2013:

	<u>2013</u>
Current assets	\$ 22,505
Current liabilities	<u>17,506</u>
Unrestricted net position	<u>\$ 4,999</u>

At June 30, 2013, total assets were \$22,505. The overall change in assets was due to a 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

Net position (continued)

general and administrative expenses. As of June 30, 2013, the only asset of the Corporation was a receivable balance from NYCEDC for the grant.

Total liabilities at June 30, 2013 were \$17,506, which consisted mainly of audit fees.

Net position at June 30, 2013 was \$4,999, which was a result of the aforementioned grant agreement.

Operating Activities

NYCLDC is engaged in economic development by means of assisting the City with leasing and selling certain properties. The Corporation acquires City property and disposes it to strengthen the City's competitive position and facilitate investments that build capacity, generate prosperity and catalyze the economic vibrancy of city live as a whole.

The following table summarizes NYCLDC's change in net position for period from May 8, 2012 (date of inception) to June 30, 2013:

Operating revenues	\$ 22,505
Operating expenses	<u>(17,506)</u>
Operating income	4,999
Non-operating revenues	50,295
Non-operating expenses	<u>(50,295)</u>
Total non-operating income	<u>—</u>
Change in net position	4,999
Total net position, date of inception	<u>—</u>
Total net position, end of year	<u>\$ 4,999</u>

Operating revenues for the period from May 8, 2012 (date of inception) to June 30, 2013 were \$22,499 due to a grant from NYCEDC. The grant allows NYCLDC to meet its current general and administrative expenses. The Corporation also closed on six real estate transactions in which it purchased or leased the land from the City in compliance with Section 384(b)(4) of the City Charter, for a nominal fee, and sold it to NYCEDC for the same nominal fee. NYCEDC assigned the lease or sublease or resold the property to a private party. The aggregate nominal fee exchanged for both purchasing and selling the land amounted to \$6.

Operating expenses also included \$17,500 due to audit related services.

Correspondingly, operating income for the period from May 8, 2012 (date of inception) to June 30, 2013 was \$4,999 a result of the above activities.

Non-operating expenses relating to the legal formation of the Corporation totaled \$50,295. These costs were offset by non-operating revenues in an equal amount in the form of a grant from NYCEDC.

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 the Public Information Officer, New York City Land Development Corporation, 110 William Street, New York, NY 10038.

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

Statement of Net Position

June 30, 2013

Current assets

Due from NYCEDC	\$ 22,505
Total current assets	<u>22,505</u>

Liabilities and net assets

Current liabilities:

Accounts payable and accrued expenses	17,500
Due to The City	<u>6</u>
Total current liabilities	<u>17,506</u>
Unrestricted net position	<u>\$ 4,999</u>

See accompanying notes.

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

Statement of Revenues, Expenses and Changes in Net Position

Period from May 8, 2012 (date of inception) to June 30, 2013

Operating revenues:	
Grant	\$ 22,499
Real estate sales	6
Total operating revenues	<u>22,505</u>
Operating expenses:	
Cost of property sold	6
Auditing fees	17,500
Total operating expenses	<u>17,506</u>
Operating income	4,999
Nonoperating revenues:	
Grants from NYCEDC	50,295
Organizational costs	(50,295)
Total nonoperating revenues	<u>-</u>
Change in net position	4,999
Unrestricted net position, date of inception	-
Unrestricted net position, end of year	<u>\$ 4,999</u>

See accompanying notes.

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

Statement of Cash Flows

Period from May 8, 2012 (date of inception) to June 30, 2013

Cash flows from operating activities

Other	\$	—
Net cash used in operating activities		<u>—</u>
Net change in cash and cash equivalents		—
Cash and cash equivalents, date of inception		<u>—</u>
Cash and cash equivalents, end of year	\$	<u><u>—</u></u>

Reconciliation of operating income to net cash used in operating activities

Operating income	\$	4,999
Adjustments to reconcile operating loss to net cash used in operating activities:		
Changes in operating assets and liabilities:		
Accounts payable and accrued expenses		17,500
Due to The City		6
Due from NYCEDC		<u>(22,505)</u>
Net cash used in operating activities	\$	<u>—</u>

Supplemental disclosure of non-cash activities

Grants from NYCEDC	\$	<u><u>50,295</u></u>
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See accompanying notes.

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

Notes to Financial Statements

June 30, 2013

1. Background and Organization

On May 8, 2012, the City of New York (“the City”) formed New York City Land Development Corporation (“NYCLDC” or the “Corporation”) as a local development corporation organized under Section 1411 of the Not-for-Profit Corporation Law of New York State. NYCLDC is engaged in economic development activities by means of assisting the City with leasing and selling certain properties. As a local development corporation, NYCLDC is able to acquire or lease City-owned property outside of the auction process as provided by Section 384(b)(4) of the City Charter. Prior to November 1, 2012, the ability to acquire property in this manner was an important function of New York City Economic Development Corporation (“Predecessor NYCEDC”). On November 1, 2012 Predecessor NYCEDC merged with and into New York City Economic Growth Corporation which was then renamed New York City Economic Development Corporation (“Successor NYCEDC”). As a result of the merger, Successor NYCEDC no longer acquires City property outside of the auction process. The mission of NYCLDC is to encourage economic growth in each of the five boroughs of New York City by acquiring City property and disposing of it to strengthen the City’s competitive position and facilitate investments that build capacity, generate prosperity and catalyze the economic vibrancy of city life as a whole.

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”).

Recently Adapted Accounting Pronouncements

In June 2011, the GASB issued Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position* (“GASB No. 63”). GASB No. 63 provides financial reporting guidance for deferred outflows of resources and deferred inflows of resources. Concepts Statement No. 4, *Elements of Financial Statements*, introduced and defined those elements as a consumption of net assets by the government that is applicable to a future reporting period, and an acquisition of net assets by the government that is applicable to a future reporting period. Previous financial reporting standards do not include guidance for reporting

New York City Land Development Corporation
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Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

those financial statement elements, which are distinct from assets and liabilities. Concepts Statement 4 also identifies net position as the residual of all other elements presented in a statement of financial position. GASB No. 63 amends the net asset reporting requirements in GASB Statement No.34, *Basic Financial Statements—and Management’s Discussion and Analysis—for State and Local Governments*, and other pronouncements by incorporating deferred outflows of resources and deferred inflows of resources into the definitions of the required components of the residual measure and by renaming that measure as net position, rather than net assets. The Corporation has not completed the process of evaluating the impact of GASB No.63 on its financial statements.

In March 2012, GASB issued Statement No. 65, *Items Previously Reported as Assets and Liabilities* (GASB No. 65). This Statement establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. The provisions of this Statement will improve financial reporting by clarifying the appropriate use of the financial statement elements deferred outflows of resources and deferred inflows of resources to ensure consistency in financial reporting. The requirements of this Statement are effective for financial statements for periods beginning after December 15, 2012. The Corporation has not completed the process of evaluating the impact of GASB No. 65 on its financial statements.

Upcoming Accounting Pronouncements

In March 2012, GASB issued Statement No. 66, *Technical Corrections–2012* (GASB No. 66). The objective of this Statement is to improve accounting and financial reporting by state and local governmental entities by resolving conflicting guidance that resulted from the issuance of two pronouncements–Statements No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, and No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. The provisions of this Statement are effective for financial statements for periods beginning after December 15, 2012. The Corporation does not anticipate the implementation of GASB No. 66 will have an impact on its financial statements.

New York City Land Development Corporation
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Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

In June 2012, GASB issued Statement No. 68, *Accounting and Financial Reporting for Pensions* (GASB No. 68). The objective of this Statement is to improve the information provided in government financial reports about pension-related financial support provided by certain non-employer entities that make contributions to pension plans that are used to provide benefits to the employees of other entities. The provisions of this Statement are effective for financial statements for periods beginning after June 15, 2014. The Corporation has not completed the process of evaluating the impact of GASB No. 68 on its financial statements.

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 those that directly relate to the organization fulfilling its mission statement and related administrative expenses. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

When both restricted and unrestricted resources are available for use, it is NYCLDC's policy to use restricted resources first, and then unrestricted resources as needed.

Tax Status

The currently anticipated income of NYCLDC is exempt from federal income taxes under Section 115 of the U.S. Internal Revenue Code (the "Code").

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

Predecessor NYCEDC provided NYCLDC with grant funding for the legal formation costs of the NYCLDC. Successor NYCEDC provides NYCLDC with grant funding for its general and administrative expenses. NYCLDC does not have any employees. Administrative services are provided to the Corporation by Successor NYCEDC pursuant to a services agreement and no management fees are earned for these services.

New York City Land Development Corporation
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Notes to Financial Statements (continued)

3. Contract With The City of New York

NYCLDC has a contract with the City covering 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 Successor NYCEDC or at the direction of Successor NYCEDC.

During the period from May 12 (date of inception) to June 30, 2013, the Corporation also closed on six real estate transactions in which it purchased or leased the land from the City in compliance with Section 384(b)(4) of the City Charter, for a nominal fee, and sold it to NYCEDC for the same nominal fee. NYCEDC assigned the lease or sublease or resold the property to a private party. The aggregate nominal fee exchanged for both purchasing and selling the land amounted to \$6.

4. Grants

NYCLDC received grants from Predecessor NYCEDC and Successor NYCEDC during the period from May 8, 2012 (date of inception) to June 30, 2013. Grant revenues in the amount of \$22,499 were provided to offset the Corporation's annual operating expenses and were recorded as operating revenue. Additionally, NYCLDC received grants totaling \$50,295 from NYCEDC for organizational formation costs from NYCEDC. Due to the nature of these set-up expenses, these amounts were recorded as non-operating activity.

5. Cash and Cash Equivalents

The Corporation established banking relationships with JP Morgan Chase Bank. No funds were deposited into the bank account. The bank balance remained at zero dollars. It is expected that Funds will be deposited during fiscal year 2014.

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*

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

We have audited, in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of New York City Land Development Corporation (“NYCLDC”), a component unit of The City of New York, which comprise the statement of net position as of June 30, 2013, and the related statements of revenues and expenses and changes in net position, and cash flows for period from May 8, 2012 (date of inception) to June 30, 2013, and the related notes to the financial statements, and have issued our report thereon dated September 30, 2013.

Internal Control Over Financial Reporting

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

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

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

Compliance and Other Matters

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

Purpose of this Report

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

Ernst + Young LLP

September 30, 2013

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