## Report of Audit

on the

Financial Statements

of the

# Elizabeth Development Company of New Jersey

for the

Years Ending June 30, 2011 and 2010

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### INDEPENDENT AUDITOR'S REPORT

The Board of Directors
Elizabeth Development Company of New Jersey
Elizabeth, New Jersey

We have audited the accompanying statement of financial position of The Elizabeth Development Company of New Jersey as of June 30, 2011 and 2010 and the related statements of activities and cash flows for the years ended. These financial statements are the responsibility of The Elizabeth Development Company of New Jersey management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with U. S. generally accepted auditing standards, Government Auditing Standards issued by the Comptroller General of the United States, and the provisions of U.S. Office of Management and Budget (OMB) Circular A-133, "Audits of State, Local Government and Non-Profit Organizations" and State of New Jersey OMB Circular 04-04 "Single Audit Policy for Recipients of Federal Grants, State Grants and State Aid." Those standards and provisions require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Elizabeth Development Company of New Jersey as of June 30, 2011 and 2010 and the changes in its net assets and its cash flows for the year then ended in conformity with U.S. Generally Accepted Accounting Principles.

### SUPLEE, CLOONEY & COMPANY

In accordance with <u>Government Auditing Standards</u>, we have also issued a report dated March 23, 2012, on our consideration of The Elizabeth Development Company of New Jersey's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grants 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 <u>Government Auditing Standards</u> and should be considered in assessing the results of our audit.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The financial statements and the schedule of expenditures of federal awards and state financial assistance as listed in the table of contents are presented for purposes of additional analysis as required by U.S. Office of Management and Budget Circular A-133, "Audits of States, Local Governments, and Non-Profit Organizations"; and New Jersey OMB's Circular 04-04 "Single Audit Policy for Recipients of Federal Grants, State Grants and State Aid" and are not a required part of the basic financial statements of Elizabeth Development Company of New Jersey. This 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 taken as a whole.

Sugles, Clooney & Company

March 23, 2012

# STATEMENTS OF FINANCIAL POSITION JUNE 30, 2011 AND JUNE 30, 2010

ASSETS		<u>2011</u>	<u>2010</u>
Cash and Cash Equivalents Cash and Cash Equivalents Held By Trustee Cash and Cash Equivalents Held By City of Elizabeth Federal and State Assistance Receivable Loans Receivable (net of allowance for doubtful	\$	4,482,779 1,131,900 2,878,714 302,009	\$ 3,881,733 1,233,987 4,221,324 401,326
accounts of \$535,000 in 2011 and \$500,000 in 2010) Other Receivables Prepaid Expenses Parking Garage (net of accumulated depreciation of		8,184,686 202,701 24,095	4,534,461 521,919 28,163
\$3,419,103 for 2011 and \$3,140,350 for 2010) United Counties (net of accumulated depreciation of		4,376,352	4,655,104
\$383,404 for 2011 and \$297,794 for 2010) Equipment (net of accumulated depreciation of		1,945,420	2,054,931
\$230,818 for 2011 and \$248,346 for 2010) Redevelopment Projects Bond Issuance Costs (net of accumulated depreciation of		7,380 1,116,846	39,852 916,615
\$30,867 for 2011 and \$23,150 for 2010) Other Assets		123,469 44,067	 131,186 86,959
TOTAL ASSETS	\$	24,820,418	\$ 22,707,560
LIABILITIES AND NET ASSETS			
Liabilities: Accounts Payable and Accrued Liabilities Interest Payable Loan Payable Security Deposits Due to City of Elizabeth Funds Held in Trust Bonds Payable Deferred Revenue Other Liabilities	\$	125,888 58,467 840,408 54,927 365,921 1,150,000 6,470,000 1,019,713 70,619	\$ 416,634 60,759 882,064 54,668 317,674 1,150,000 6,745,000 1,676,876 111,050
Total Liabilities		10,155,943	 11,414,725
Net Assets: Unrestricted Temporarily Restricted		5,525,353 9,139,122	 7,038,660 4,254,175
Total Net Assets	***************************************	14,664,475	 11,292,835
TOTAL LIABILITIES AND NET ASSETS	\$	24,820,418	\$ 22,707,560

The accompanying Notes are an integral part of these financial statements.

# STATEMENT OF ACTIVITIES FOR THE YEARS ENDED JUNE 30, 2011 AND JUNE 30, 2010

YEAR ENDED JUNE 30,

		2011	YEAK END	YEAK ENDED JUNE 30,	2010	
	UNRESTRICTED	TEMPORARILY RESTRICTED	TOTAL	UNRESTRICTED	TEMPORARILY RESTRICTED	TOTAL
Changes in Net Assets: Revenues: Federal Programs State Programs City of Elizabeth UEZ Revenues Program Income Midtown Garage - Parking Fees & Income United Counties Building - Rent & Income	\$ 940,112 927,321 418,748 1,070,504 95,240 257,320	\$ 5,354,000	\$ 940,112 927,321 5,354,000 418,748 1,070,504 95,240 257,320	\$ 808,236 856,069 1,031,670 883,833 156,275	\$ 1,285,000	\$ 808,236 856,669 1,285,000 1,031,670 883,833 156,275
Other Income Released from Restrictions	190,794 469,053	(469,053)	190,794	83,959 1,435,925	(1,435,925)	83,959
Total Revenues and Gains	4,369,092	4,884,947	9,254,039	5,368,757	(150,925)	5,217,832
Expenses: Federal Programs State Programs	898,251 932,536		898,251	822,006		822,006
Program Expenses City of Elizabeth Programs Midbarr Concerns	2,462,962		2,462,962 2,462,962 84,104	893,423 1,017,535		893,425 1,017,535
Mictown Garage - Operating United Counties Building - Rent Expenses CDE	861,070 58,299 65,745		861,070 58,299	819,185		819,185 76,189
Management and General Provision for Bad Debt	79,743 79,881 35,000		65,745 79,881 35,000	98,088 58,722 273,038		98,088 58,722 273,038
Depreciation and Amortization Total Expenses	404,551 5,882,399		404,551 5,882,399	387,847 4,446,035		387,847
Increase (Decrease) in Net Assets	(1,513,307)	4,884,947	3,371,640	922,722	(150,925)	771,797
Net Assets, July 1	7,038,660	4,254,175	11,292,835	6,115,938	4,405,100	10,521,038
Net Assets, June 30	\$ 5,525,353	\$ 9,139,122	\$ 14,664,475	\$ 7,038,660	\$ 4,254,175	\$ 11,292,835

The accompanying Notes are an integral part of these financial statements.

### STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED JUNE 30, 2011 AND JUNE 30, 2010

OPERATING ACTIVITIES		2011		2010
Increase in Net Assets Add Expenses Not Requiring Use of Cash	\$	3,371,640	\$	771,797
Depreciation and Amortization Add (Deduct) Changes in Non-Cash Working Capital		404,551		387,847
Federal and State Assistance Receivable		99,317		(81,232)
Other Receivables		319,218		(437,212)
Prepaid Expenses		4,068		59,012
Other Assets		42,892		(79,676)
Accounts Payable and Accrued Liabilities		(290,746)		240,973
Interest Payable		(2,292)		(2,209)
Security Deposits		259		(15,780)
Deferred Revenue		(657,163)		1,301,791
Other Liabilities		(40,431)		64,891
Net Cash Provided (Used) By Operating Activities		3,251,313	-	2,210,202
INVESTING ACTIVITIES				
Loans Collected		(3,181,172)		600,380
Loans Issued		(469,053)		(1,435,925)
Purchase of Fixed Assets	***************************************	(176,330)		(9,360)
Net Cash Provided (Used) By Investing Activities	•	(3,826,555)	•	(844,905)
FINANCING ACTIVITIES				
Proceeds (Payments) to City of Elizabeth		48,247		81,798
Payments on Bonds		(316,656)		(295,405)
Net Cash Provided (Used) By Financing Activities		(268,409)		(213,607)
Increase (Decrease) in Cash and Cash Equivalents		(843,651)		1,151,690
Cash and Cash Equivalents, July 1	-	9,337,044		8,185,354
Cash and Cash Equivalents, June 30	\$	8,493,393	\$	9,337,044
Supplemental Disclosure - Interest Paid	\$	286,144	\$	296,944

The accompanying Notes are an integral part of these financial statements.

### NOTES TO FINANCIAL STATEMENTS

### JUNE 30, 2011 AND 2010

### **NATURE OF ACTIVITIES**

### **Description of Business and Grant Programs**

The Elizabeth Development Company (EDC/the Company) was incorporated as a non-profit organization in the State of New Jersey on February 28, 1977 to administer financial assistance programs for small businesses, landowners and developers in the City of Elizabeth, New Jersey (the City).

EDC acquires property for redevelopment with the City and issues commercial loans to stimulate economic development. Additionally, the Company works with the Retail Skills Center to assist in identifying job opportunities, training, and placement of economically disadvantaged or unemployed individuals facing barriers to employment within Union County. In addition, it serves as the coordinating agency for the State's Urban Enterprise Zone Program (UEZ), the Elizabethport and Midtown Neighborhood Revitalization Tax Credit (NRTC) Programs in the City of Elizabeth.

### Federal

<u>Community Development Block Grants:</u> A portion of the funds awarded to the City by HUD under a Community Development Block Grant Program (CDBG) are allocated to EDC for economic development purposes. EDC uses those funds to acquire property for redevelopment as well as to assist in moving development projects forward and administering the Micro Enterprise Loan Program. Re-payments of existing loans are returned to the City for future CDBG activities. Loans are granted over time periods ranging up to 6 years and are collateralized by mortgage liens on the related properties, machinery, and equipment. Interest rates are fixed at 2.0%.

### City of Elizabeth

<u>UEZ Statewide Loan Pool Programs:</u> The purpose of this fund is to provide financial assistance, on a competitive basis, to projects located within the UEZ of the City of Elizabeth, which meet certain economic and employment criteria.

Loans made by the UEZ Statewide Loan Pool are available generally to finance up to 50% of eligible project costs or \$750,000 whichever is less.

<u>UEZ Commercial Loan Programs:</u> The purpose of the commercial loan program is to provide low interest, fixed rate financial assistance to Elizabeth businesses that meet certain program and employment criteria.

Loans made under the UEZ Commercial Loan Programs are available generally to finance up to ninety percent of eligible project cost or \$75,000, whichever is less.

### NOTES TO FINANCIAL STATEMENTS

### JUNE 30, 2011 AND 2010

### NATURE OF ACTIVITIES (CONTINUED)

<u>UEZ Micro-Enterprise Loan/Grant Programs:</u> The purpose of the UEZ Micro-Enterprise Loan Program is to provide a combination of low interest, fixed rate loan and grant assistance to businesses located in, or relocating, to the City of Elizabeth's Urban Enterprise Zone. Eligible businesses must meet the program objectives.

Loans/Grants under the UEZ Micro-Enterprise Program are available generally to finance up to ninety percent of eligible project cost or \$20,000, whichever is less. The structure is 70% loan and 30% grant, loans will be at a fixed rate of 2%.

<u>UEZ Working Capital Loan Programs:</u> The purpose of the UEZ Working Capital Loan Program is to provide low interest, short term financial assistance to Elizabeth businesses that are unable to obtain working capital assistance from other sources. Businesses must meet general program criteria and eligibility.

Loans under the UEZ Working Capital Programs are available generally to finance working capital needs to a maximum amount of \$20,000. The interest rate is fixed at one percentage point above the current Federal Discount Rate with a floor of 3%.

State

<u>Urban Enterprise Zone:</u> During the fiscal year ended June 1994, the City of Elizabeth designated the Company as the Zone Development Corporation and contracted with it for the management and administration of the Urban Enterprise Program (UEZ). This program is funded by the State's Urban Enterprise Zone Assistance Fund to assist qualified municipalities in which urban enterprise zones are designated in undertaking public improvements and upgrading eligible municipal services.

In addition, funding is provided for public relations activities which will stimulate economic activity within the zone and for a marketing outreach program to:

- 1) Inform all businesses of the benefits of the UEZ and assist them in taking advantage of them.
- 2) Assist existing businesses in the zone with expansion plans.
- 3) Attract businesses to relocate to the zone.

### NOTES TO FINANCIAL STATEMENTS

### JUNE 30, 2011 AND 2010

### (1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Accounting

The Company prepares its financial statements on the accrual basis.

### Financial Statement Presentation

Net assets and revenues, gains, and losses are classified based on the absence or existence and nature of donor-imposed restrictions as follows:

<u>Unrestricted Net Assets</u> - Net assets that are not subject to donor-imposed stipulations.

<u>Temporarily Restricted Net Assets</u> - Net assets subject to donor-imposed stipulations that may or will be met either by actions of the Corporation and/or the passage of time.

<u>Permanently Restricted Net Assets</u> - Net assets subject to donor-imposed stipulations that they be maintained permanently by the Corporation. Generally the donors of these assets permit the Corporation to use all or part of the income earned on related investments for general or specific purposes.

### Income Taxes

The Company qualifies as a tax-exempt organization under Section 501 (c)(3) of the Internal Revenue Code and, therefore, has no provision for federal income taxes. In addition, the Company has been determined by the Internal Revenue Service not to be a "private foundation" within the meaning of Section 509(a)(1) of the Code.

Financial Accounting Standards Board Interpretation No. 48 requires that an organization recognize in the financial statements the impact of its tax position if that position was not to be sustained on review, based on the technical merits of the position. During the year ended June 30, 2011, the Company performed an evaluation of its tax positions and did not note any matters that would require recognition in the statement of activities or which may have an effect on its tax-exempt status.

### **NOTES TO FINANCIAL STATEMENTS**

### JUNE 30, 2011 AND 2010

### (1) <u>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</u>

### Financial Statement Presentation (Continued)

### Cash Equivalents

For purposes of the statement of cash flows, the Company considers all monies in banks and highly liquid investments with maturity dates of less than three months to be cash equivalents.

Cash and cash equivalents held by trustee include funds relating to the Midtown Elizabeth Transit Garage Redevelopment Project at June 30, 2011 (Note 7).

### **Investments**

Investments in marketable securities and debt securities in the statement of financial position are valued at their fair values based on quoted market prices or prices which are provided by investment managers that are obtained from independent sources they believe to be reliable. Realized and unrealized gains and losses are included in the statement of activities.

### Other Receivables

The Company considers all other receivables to be fully collectible: no allowance for doubtful accounts is required. If amounts become uncollectible, they will be charged to operations when that determination is made.

### Revenue Recognition

Contributions received are recorded as unrestricted, temporarily restricted or permanently restricted support, depending on the existence and/or nature of any donor restrictions. All donor-restricted support is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statement of Activity as net assets released from restrictions.

### Fixed Assets

Fixed Assets are recorded at cost or estimated fair value on the date received. Depreciation is computed using the straight-line method over the estimated useful life of the asset.

### **NOTES TO FINANCIAL STATEMENTS**

### JUNE 30, 2011 AND 2010

### (1) <u>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</u>

### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

### CDBG Loan Programs

The Company provides below-market-interest-rate loans with CDBG funds to private businesses within the City to retain and create job opportunities and help eliminate blighted areas. Loans may also be utilized for renovations and the purchase of capital assets. Loan re-payments are due to the City on a quarterly basis. The maximum loan amount is \$20,000 (70% loan 30% forgivable grant) and the borrower has up to six (6) years to repay the loan. Interest rates are set by the Company's loan committee and are currently 2.0%. Generally, the loans are collateralized by the borrower's real property, equipment, machinery and personal guarantees.

### Land, Parking Garage and Equipment

Purchased land, parking garage and equipment are carried at cost. Donated assets are recorded using its estimated value on the date of acquisition. The Company provides for depreciation on the parking garage and equipment using the straight-line method over its estimated useful lives of twenty-eight years and three to five years, respectively.

Maintenance and repairs are expensed as incurred. Depreciation on assets acquired with grants-in-aid is recorded as a reduction of restricted net assets.

### (2) FUNDS HELD IN TRUST

During 1997, NJ Transit entered into a ground lease with the City of Elizabeth for the property upon which the Midtown Elizabeth Transit Garage was constructed. The property was simultaneously subleased to EDC for 30 years with rental payments of \$1 a year required annually.

Funds held in trust represent \$1,150,000 received from NJ Transit to support the construction of the Midtown Elizabeth Transit Garage Redevelopment Project. These funds will be repaid to NJ Transit from net revenues realized from the operation of the Midtown Elizabeth Transit Garage during the lease term.

### **NOTES TO FINANCIAL STATEMENTS**

### JUNE 30, 2011 AND 2010

### (3) **LEASE OBLIGATIONS**

The Company entered into a five year office lease which automatically renews with a provision for cancelation subject to six months notice. Rental expense was \$65,797 and \$64,016 for fiscal years 2011 and 2010, respectively. This lease expired June 30, 2011.

In July 2011, the Company moved and entered into a sub-lease with Bond Street Commercial Court Urban Renewal, Inc., a related Organization, for new office space. Future minimum annual requirements, which includes the monthly PILOT, are:

2012	\$14,124
2013	\$14,124
2014	\$14,124
2015	\$14,124
2016	\$14.124

### (4) FINANCIAL DEPENDENCY

The Company receives approximately ninety-nine percent (99%) of its operating support from governmental grants and contracts. The Company is economically dependent on these grants to carry on its operations.

### (5) PENSION PLAN

The Company offers personnel the option of participating in a tax-deferred savings plan under Section 403(b) of the Internal Revenue Code. Discretionary payments at a rate of 50% and 75%, respectively, were made to the plan by the Company. The cost of this plan for the years ended June 30, 2011 and 2010 was \$26,330 and \$41,614, respectively. On July 1, 2011, the Company has discontinued these discretionary payments.

### (6) <u>CASH AND CASH EQUIVALENTS</u>

The components of cash and cash equivalents at June 30 are summarized as follows:

	<u>2011</u>	<u>2010</u>
Cash and Cash Equivalents Cash and Cash Equivalents Held By Trustee Cash and Cash Equivalents Held By City of Elizabeth	\$4,482,779 1,131,900 2,878,714	\$3,881,733 1,233,987 4,221,324
	<u>\$8,493,393</u>	\$9,337,044

The Company maintains its cash in bank deposit accounts, which at times, may exceed federally insured limits, currently \$250,000. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on its cash accounts.

### NOTES TO FINANCIAL STATEMENTS

### JUNE 30, 2011 AND 2010

### (7) BONDS PAYABLE

In 1997, the New Jersey Economic Development Authority Parking Revenue Bonds (Elizabeth Development Company-1997 Project) were issued in the amount of \$7,425,000. The proceeds from these bonds were used by the Company to provide funds for the EDC's Midtown Elizabeth Transit Garage Redevelopment Project. In 2007 the company issued \$7,195,000 of Revenue refunding Bonds to refund and defease all of the Company's outstanding 1997 bonds. Under the terms of the Loan and Security Agreement, EDC is required to make debt service payments so as to provide for the timely payment of the principal and interest on the NJEDA'S \$7,425,000 Parking Revenue Bonds. The note obligation is secured by parking revenues generated from the Project. To the extent revenues of the Project are insufficient to pay debt service; the Company has executed a deficiency agreement with the City of Elizabeth whereby the City has agreed to make payments to the extent of such deficiency.

At June 30, 2010, the carrying value of the note payable approximates fair market value.

Principal requirements on the note payable due (October 15) are as follows:

2011	\$ 285,000	)
2012	295,000	)
2013	310,000	)
2014	325,000	)
2015	340,000	)
2016-2026	4,915,000	2

\$6,470,000

The Company is required under of the Loan and Security Agreement to furnish by November 1, annually to the trustee, the City of Elizabeth and Financial Guaranty Insurance Company, a complete annual budget that includes the calculation of a Debt Service Coverage Ratio and that such ratio be 1.05 or higher. The Company was in compliance during the fiscal year.

According to the Trust Indenture dated 2/1/07, the Operating and Maintenance Requirement is "an amount equal to the average amount of two (2) months' expenditures for the operating and maintenance of the Project during the prior twenty four (24th) month period" and the requirement must be reviewed on semi-annually on May 1 and November 1 of each year. The amounts on deposit at June 30, 2011 and 2010 was \$75,953 and \$75,948, an excess of \$13,036 and \$13,031, respectively.

### NOTES TO FINANCIAL STATEMENTS

### JUNE 30, 2011 AND 2010

### (8) LOAN PAYABLE

In order to fund the United Counties Trust Bank Building, the Company obtained the following financing:

The Company has received \$549,111 of funds from a mortgage loan through First BankAmericano. In 2009 Crown Bank took over First BankAmericano. The loan is for a twenty (20) year term and carries an interest rate of 6.00% annually. The monthly payment remains the same throughout the term of the loan. The monthly payment amount which includes principal and interest is \$3,961.84. The outstanding balance at June 30, 2011 and 2010 is \$447,070 and \$466,651, respectively.

The Company has received \$500,000 of funds from a mortgage loan through New Jersey Economic Development Authority. The loan is for a twenty (20) year term and the interest is reset every five (5) years. In 2010 the interest reset and the loan now carries an interest rate of 4.00% annually. The monthly payment remains the same throughout the term of the loan. The monthly payment amount which includes principal and interest is \$3,057.41. The outstanding balance is \$390,821 and \$411,958 at June 30, 2011 and 2010.

### Line of Credit

The Company has a \$100,000 line of credit with Sovereign Bank. Interest on advances is accrued at the rate of 5.50%, payable on a monthly basis. The Line of Credit matured and was due on May 28, 2009. A modification to the agreement was signed to extend the terms of the original agreement for five years.

At June 30, 2011 and 2010, the Company's outstanding balance was \$2,517 and \$3,455, respectively.

Principal requirements on the loan payable due monthly are as follows:

	<u>Total</u>	Crown <u>Bank</u>	New Jersey Economic Development Authority	Sovereign <u>Bank</u>
2012 2013	\$ 45,900 45,691	\$ 22,217 23,608	\$ 21,166 22,083	\$ 2,517
2014	48,081	25,085	22,996	
2015 2016	351,173 28,318	26,597 28,318	324,576	
2017-2025	321,245	321,245		
	<u>\$840,408</u>	<u>\$447,070</u>	<u>\$390,821</u>	\$ 2,517

### NOTES TO FINANCIAL STATEMENTS

### JUNE 30, 2011 AND 2010

### (9) FIXED ASSETS

Fixed assets are stated at cost at date of acquisition. Depreciation is based on estimated useful life of the acquired asset, applied on a straight line basis. At June 30, such assets were:

	<u>2011</u>	<u>2010</u>
Midtown Garage United Counties Building Projects	\$ 7,795,454 2,328,824	\$ 7,795,454 2,352,725
Equipment	1,101,626 238,199	916,615 288,199
Less: Accumulated Depreciation	11,479,323 (4,033,325)	11,352,993 (3,686,491)
	\$ 7,445,998	\$ 7,666,50 <u>2</u>

### (10) CONTINGENT LIABILITIES - GRANTS

The Company participates in federal and state financial assistance grant programs. Entitlement to the funds is generally conditional upon compliance with terms and conditions of the grant agreements and applicable regulations, including the expenditure of funds for eligible purposes.

The federal and state grants received and expended were subject to the Single Audit Act Amendments and State of New Jersey OMB Circular 04-04, which mandates that grant revenues and expenditures be audited in conjunction with the Corporation's annual audit.

Findings and questioned costs, if any, relative to state financial assistance programs will be discussed in detail in the Schedule of Findings and Questioned Costs. In addition, these programs are also subject to compliance and financial audits by the grantors or their representatives.

### (11) CONCENTRATION OF RISK

The Company has outstanding loans and notes receivable in the amount of \$4,663,466 with six businesses at June 30, 2011 and \$1,933,128 with four businesses at June 30, 2010. The balances represent approximately 60% and 40%, respectively, of the Company's net loan and note receivables.

### NOTES TO FINANCIAL STATEMENTS

### JUNE 30, 2011 AND 2010

### (12) MIDTOWN ELIZABETH TRANSIT GARAGE

In 1999, the Midtown Elizabeth Transit Garage was put into operation. Depreciation expense is being recorded over 28 years, the remaining life of the bonds used to finance this project. Depreciation expense was \$278,752 and \$278,752 for fiscal years 2011 and 2010, respectively.

### (13) TEMPORARILY RESTRICTED NET ASSETS

The Company receives funds from the State of New Jersey for the purpose of issuing UEZ loans. As these funds are paid back to the Company, they are restricted for the purposes of replenishing the UEZ loan program. The temporarily restricted balance therefore consists of cash on hand and loan receivables related to the program. The temporarily restricted net assets at June 30, 2011 and 2010 are \$9,139,122 and \$4,254,175, respectively. In 2010-2011, the company committed \$4,354,000 and in 2009-2010, the company committed \$1,285,000 of these funds for various projects.

### (14) REDEVELOPMENT PROJECTS

The Company has acquired for redevelopment purposes property at 205 and 213-215 First Street in the city. At June 30, 2011 and 2010 the Company has expended \$1,116,846 and \$916,615, respectively, on these Mixed Use projects.

### (15) <u>CO-DEVELOPMENT AGREEMENT</u>

The Company has entered into a co-developer agreement with the Supermarket Commercial Corporation, which resulted in the creation of the BFLF Land Corporation for the development of parcels at 60–90 Broadway.

The City of Elizabeth has designated the BFLF Land Corporation (consisting of Supermarket Commercial Corp. 55% and Elizabeth Development Company 45%) as the developers for the Eport Waterfront Revitalization - Supermarket project.

The proposed project will include the construction of sixty-five (65) residential units with retail units consisting of approximately 41,000 square feet. It is anticipated that the commercial spaces will be occupied by a supermarket and other mixed use retail facilities.

EDC filed a Brownfield Redevelopment loan application on behalf of BFLF Land Corp. for \$2 million dollars with the NJRA. The application was approved; funds were remitted to the BFLF Land Corp. with the loan being secured by Supermarket Commercial Corporation (SCC) corporate guarantees.

At June 30, 2011, the Company the City of Elizabeth and BFLF Land Corporation are working to dissolve the co-developer agreement with Supermarket Commercial Corp. due to Supermarket Commercial Corp.'s inability to continue with the project.

### **NOTES TO FINANCIAL STATEMENTS**

### JUNE 30, 2011 AND 2010

### (16) RELATED PARTY TRANSACTIONS

### **UEZ Administration Contract**

The Company has entered into an agreement with the City of Elizabeth whereby the Company receives an annual fee for administering the City's Urban Enterprise Zone program.

### UEZ 2<sup>nd</sup> Generation Revenue

The Company has entered into an agreement with the City of Elizabeth whereby revenue received from UEZ loans and loan programs may be retained by the Company for the purpose of replenishing the loan pool and other eligible programs.

### New Markets Tax Credit Program

In 2006 and 2007, the Elizabeth Development Company was awarded two New Markets Tax Credit allocations in the amount of \$10 million and \$25 million, respectively. The Company has formed Elizabeth Development CDE-1, LLC, CDE-2, LLC and CDE-3, LLC as Sub-CDE's for the purpose of allocating credits to different Qualified Active Low Income Community Businesses (QALICBs) as required by the allocation agreements in order to administer the New Markets Tax Credit (NMTC) program.

CDE- 1, LLC

The CDE-1 entered into an operating agreement with a Qualified Equity Investment (QEI) partner, TC Elizabeth, LLC. TC Elizabeth, LLC owns 99.99% membership interest and the Elizabeth Development CDE-1, LLC membership interest is 0.01%.

In February 2008, the CDE-1 structured and closed on a loan allocating \$10 million of their NMTC allocation for a QALICB in Elizabeth. The financial structure was for the construction and expansion of a state of the art warehouse facility in a qualified low income community (LIC) in the City of Elizabeth.

The CDE-1 received a sponsor fee of \$300,000 to be used to help absorb operating expenses to administer the NMTC program over a period of seven years as required by the program and/or support other economic development activities as guided by the EDC's mission statement. Deferred revenue at June 30, 2011 and 2010 is \$157,032 and \$200,000, respectively. In February 2010, the CDE transferred \$157,032 to the EDC as deferred sponsor fee.

The CDE-1 will receive from the QALICB an annual reporting and management fee of \$12,500 to be used to offset the annual audit, accounting, reporting, administrative and managing fees associated to the transaction. The investor member (TC Elizabeth, LLC) receives an annual reporting fee of \$5,000 in consideration of its services provided.

### NOTES TO FINANCIAL STATEMENTS

### JUNE 30, 2011 AND 2010

### (16) RELATED PARTY TRANSACTIONS (CONTINUED)

New Markets Tax Credit Program (Continued)

CDE-2, LLC

The CDE-2 entered into an operating agreement with a Qualified Equity Investment (QEI) partner, US Bancorp Community Development Corporation. US Bancorp Community Development Corporation owns 99.99% membership interest and the Elizabeth Development CDE-2, LLC membership interest is 0.01%

In November 2009, the CDE-2 structured and closed on a loan allocating \$12.5 million of their remainder NMTC allocation received in 2007 for a QALICB in Elizabeth. The financial structure was for the construction of a new parking deck with commercial space facility in a qualified low income community (LIC) in the City of Elizabeth.

The CDE-2 received a sponsor fee of \$625,000 to be used to help absorb operating expenses to administer the NMTC program over a period of seven years as required by the program and/or support other economic development activities as guided by the EDC's mission statement. Deferred revenue as June 30, 2011 and 2010 is \$491,016 and \$580,292, respectively. In 2011, the CDE transferred \$491,016 to the EDC as deferred sponsor fee.

The CDE-2 will receive from the QALICB an annual reporting and management fee of \$30,000 to be used to offset the annual audit, accounting, reporting, administrative and managing fees associated with the transaction for the CDE-2 and investor member.

CDE-3, LLC

In December 2007, the Company was awarded \$25 million new markets tax credits allocation. The first half of the \$25 million was allocated to a Qualified Active Low Income Community Business (QALICB) by the CDE-2, LLC.

In February 2011, the CDE-3 structured and closed on a loan allocating \$4.5 million of their remainder NMTC allocation received in 2007 for a QALICB in Elizabeth. The financial structure was for the installation of solar panels in a qualified low income community (LIC) in the City of Elizabeth.

The CDE-3 received a sponsor fee of \$225,000 to be used to help absorb operating expenses to administer the NMTC program over a period of seven years as required by the program and/or support other economic development activities as guided by the EDC's mission statement. Deferred revenue as June 30, 2011 and 2010 is \$216,964 and \$-0-, respectively.

### NOTES TO FINANCIAL STATEMENTS

### JUNE 30, 2011 AND 2010

### (16) RELATED PARTY TRANSACTIONS (CONTINUED)

New Markets Tax Credit Program (Continued)

CDE-3, LLC (Continued)

The CDE-3 will receive from the QALICB an annual asset management fee of \$30,000 to be used to offset the annual audit, accounting, reporting, administrative and managing fees associated with the transaction for the CDE-3 and investor member.

CDE-4, LLC

In December 2007, the Company was awarded \$25 million new markets tax credits allocation. The first half of the \$25 million was allocated to a Qualified Active Low Income Community Business (QALICB) by the CDE-2, LLC.

CDE-4, LLC will be formed to deploy a portion or the remainder of the \$8.0 million left under the 2007 NMTC allocation agreement. The amount of the NMTC allocation that would be used by the CDE-4 will depend on the prospective financial structure and need of the potential QALICB.

Bond Street Commercial Court Urban Renewal, Inc.

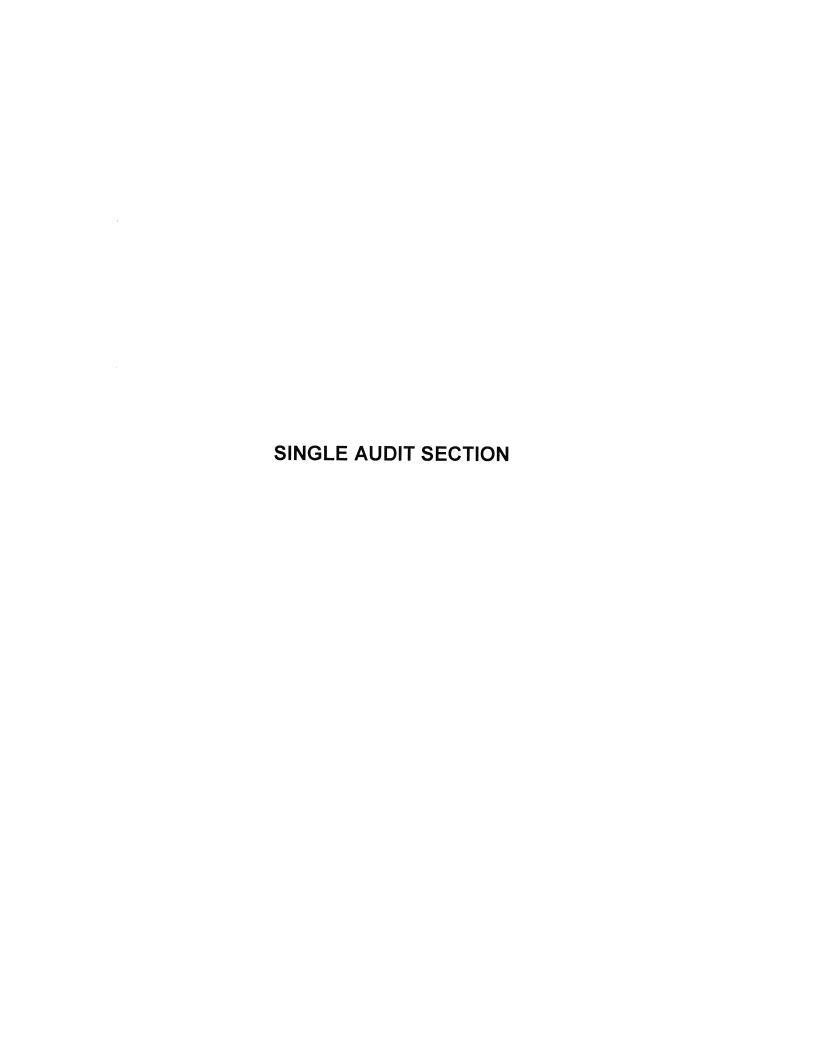
In July 2011, the Company has entered into an agreement with the Bond Street Commercial Court Urban Renewal, Inc. for a five year office lease which automatically renews with a provision for cancelation subject to six months' notice.

### (17) SUBSEQUENT EVENTS

The Elizabeth Development Company of New Jersey has evaluated subsequent events occurring after the financial statement date through March 23, 2012, which is the date the financial statements were available to be issued. Based on this evaluation, the Elizabeth Development Company of New Jersey has determined that no subsequent events have occurred which require disclosure in the financial statements.

### (18) <u>LITIGATION, CLAIMS, AND CONTINGENT LIABILITIES</u>

In the ordinary conduct of its business, the Company may be a party to litigation. At June 30, 2011, in the opinion of management based upon consultation with legal counsel, there were no matters pending or threatened, which would have a material adverse effect on the financial position of the Company.



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INDEPENDENT AUDITOR'S 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

The Board of Directors
Elizabeth Development Company of New Jersey
Elizabeth, New Jersey

We have audited the financial statements of Elizabeth Development Company of New Jersey as of and for the year ended June 30, 2011, and have issued our report thereon dated March 23, 2012. We conducted our audit in accordance with U. S. generally accepted auditing standards and the standards applicable to financial audits contained in <u>Government Auditing Standards</u>, issued by the Comptroller General of the United States.

### Internal Control Over Financial Reporting

In planning and performing our audit, we considered the Elizabeth Development Company of New Jersey's internal control over financial reporting as a basis for designing our audit procedures 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 Elizabeth Development Company of New Jersey's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Elizabeth Development Company of New Jersey's internal control over financial reporting.

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 possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of the internal control over financial reporting was limited for the purposed described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses.

### SUPLEE, CLOONEY & COMPANY

### **Compliance and Other Matters**

As part of obtaining reasonable assurance about whether Elizabeth Development Company of New Jersey's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grants, 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 <u>Government Auditing Standards</u>.

This report is intended for the information of Elizabeth Development Company of New Jersey and federal and state audit agencies and is not intended to be and should not be used by anyone other than these specified parties.

Sufler, Cloorey's langung

March 23, 2012

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INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE
WITH REQUIREMENTS APPLICABLE TO EACH MAJOR FEDERAL
AND STATE FINANCIAL ASSISTANCE PROGRAMS AND
INTERNAL CONTROL OVER COMPLIANCE IN ACCORDANCE
WITH OMB CIRCULAR A -133 AND NEW JERSEY OMB CIRCULAR 04-04

The Board of Directors
Elizabeth Development Company of New Jersey
Elizabeth, New Jersey

### Compliance

We have audited the compliance of Elizabeth Development Company of New Jersey with the types of compliance requirements described in the U. S. Office of Management and Budget (OMB) Circular A-133 Compliance Supplement and the New Jersey State Grant Compliance Supplement that are applicable to each of its major federal and state programs for the year ended June 30, 2011. Major federal and state programs are identified in the summary of auditor's results section of the accompanying Schedule of Findings and Questioned Costs. Compliance with the requirements of laws, regulations, contracts and grants applicable to each of its major federal and state programs is the responsibility of Elizabeth Development Company of New Jersey's management. Our responsibility is to express an opinion on Elizabeth Development Company of New Jersey's compliance based on our audit.

We conducted our audit of compliance in accordance with U. S. generally accepted auditing standards; the standards applicable to financial audits contained in <u>Government Auditing Standards</u>, issued by the Comptroller General of the United States, and the provisions of U.S. Office of Management and Budget (OMB) Circular A-133" Audits of State Local Governments and Non-Profit Organizations" and State of New Jersey OMB Circular 04-04, "Single Audit Policy for Recipients of Federal Grants, State Grants and State Aid." Those standards and provisions require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal and state program occurred. An audit includes examining, on a test basis, evidence about Elizabeth Development Company of New Jersey's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion. Our audit does not provide a legal determination on the Elizabeth Development Company of New Jersey's compliance with those requirements.

In our opinion, the Elizabeth Development Company of New Jersey complied, in all material respects, with the requirements referred to above that are applicable to each of its major federal and state programs for the year ended June 30, 2011.

### SUPLEE, CLOONEY & COMPANY

### Internal Control Over Compliance

The management of the Elizabeth Development Company of New Jersey is responsible for establishing and maintaining effective internal control over compliance with requirements of laws, regulations, contracts and grants applicable to federal and state programs. In planning and performing our audit, we considered the Elizabeth Development Company of New Jersey's internal control over compliance with requirements that could have a direct and material effect on a major federal or state program in order to determine our auditing procedures for the purpose of expressing our opinion on compliance and to test and report on internal control over compliance in accordance with OMB Circular A-133 and New Jersey OMB Circular 04-04, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Elizabeth Development Company of New Jersey's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal or state program on a timely basis. A material weakness in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal or state program will not be prevented, or detected and corrected, on a timely basis.

Our consideration of the internal control over compliance was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in internal control that might be significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above.

This report is intended for the information and use of management of the Elizabeth Development Company of New Jersey and federal and state audit agencies and is not intended to be and should not be used by anyone other than these specified parties.

Suple. Classey & Conjuny

March 23, 2012

ELIZABETH DEVELOPMENT COMPANY OF NEW JERSEY

# SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS FOR THE YEAR ENDED JUNE 30, 2011

CUMULATIVE EXPENDITURES		\$ 200.039	378 332	352,990	261.288	702 498	405,416	936,355
2010/2011 EXPENDITURES		\$ 200.039	186,388	246,386		258.187	1.862	5,389
2010/2011 FUNDS RECEIVED		\$ 97,124	394,951	246,386		268.473	1,862	5,389
PERIOD TO		05/31/12	05/31/11	05/31/12	05/31/12	05/31/12	05/31/12	05/31/12
GRANT PERIOD FROM TO		07/01/10	07/01/09	07/01/08	07/01/07	07/01/06	07/01/05	07/01/02
GRANT AWARD AMOUNT		000,009	000'066	356,333	511,639	702,498	480,416	936,355
FEDERAL C.F.D.A. NUMBER	ent:	14.218	14.218	14.218	14.218	14.218	14.218	14.218
FEDERAL GRANTOR/PASS-THROUGH GRANTOR/ PROGRAM TITLE	United States Department of Housing and Urban Development. Pass-Through City of Elizabeth:	Community Development Block Grant						

3,236,918

↔

898,251

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\$1,014,185

ELIZABETH DEVELOPMENT COMPANY OF NEW JERSEY

# SCHEDULE OF EXPENDITURES OF STATE FINANCIAL ASSISTANCE FOR THE YEAR ENDED JUNE 30, 2011

CUMULATIVE EXPENDITURES	\$ 624,869 1,399,370 2,500,000 80,790 2,168,807 352,783 7,126,619	125,000 591,458 716,458	\$ 7,843,077
2010/2011 EXPENDITURES	\$ 624,869 1,399,370 2,500,000 675,000 87,296 5,286,537	226,900 226,900	\$ 5,513,437
2010/2011 FUNDS RECEIVED	\$ 478,441 1,846,705 2,500,000 46,535 1,175,000 87,298 6,133,979		\$ 6,133,979
PERIOD TO	06/30/11 06/30/11 12/31/13 06/30/10 06/30/10	01/31/12	
GRANT PERIOD <u>FROM</u> TO	07/01/10 07/01/10 05/01/11 06/10/09 06/10/08	02/01/09 12/01/07	
GRANT <u>AWARD</u>	\$ 699,000 \$ 2,229,385 \$ 2,500,000 \$ 2,79,391 \$ 2,540,197 \$ 610,009	\$ 250,000	
STATE ACCOUNT <u>NUMBER</u>	UEZA 2011-08007-0063-00 UEZA 10-18SGF 2011-763-022-2830-009-EEEE-5825 09-763-020-2830-009 763-020-2830-009	2009-100-022-8020-168-FNRT-6130 2008-100-022-8020-168-FNRT-6130	GRAND TOTAL
PROJECT NUMBER	11-07-ADM 10-168 2011-08007-0403-00 09-169 09-167		Ø
STATE GRANTOR/PROGRAM TITLE	Urban Enterprise Zone Authority: Urban Enterprise Zone - Administration Urban Enterprise Zone - Direct Loan Urban Enterprise Zone - Direct Loan Urban Enterprise Zone - Façade Improvement Program Phase VII Urban Enterprise Zone - Financial Lending Urban Enterprise Zone - Florancial Lending Urban Enterprise Zone - Roome - Financial Lending	State of New Jersey, Department of Community Affairs, Division of Community Resources: Neighborhood Revitalization Tax Credit Project 07 Neighborhood Revitalization Tax Credit Project 07	

### NOTES TO THE SCHEDULES OF EXPENDITURES OF FEDERAL AWARDS AND STATE FINANCIAL ASSISTANCE YEAR ENDED JUNE 30, 2011

### (1) GENERAL

The accompanying schedules of expenditures of federal awards and state financial assistance present the activity of all federal and state financial assistance programs of Elizabeth Development Company of New Jersey. The Company is defined in the Notes to the Company's basic financial statements. All federal awards and state financial assistance received directly from federal or state agencies, as well as federal financial assistance passed through other government agencies is included on the schedule of expenditures of federal awards and state financial assistance.

### (2) BASIS OF ACCOUNTING

The accompanying schedules of expenditures of awards and financial assistance are presented using the accrual basis of accounting.

### (3) RELATIONSHIP TO BASIC FINANCIAL STATEMENTS

Amounts reported in the accompanying schedules agree with amounts reported in the Company's basic financial statements.

### (4) RELATIONSHIP TO FEDERAL AND STATE FINANCIAL REPORTS

Amounts reported in the accompanying schedules agree with the amounts reported in the related federal and state financial reports.

### (5) OTHER

Matching contributions expended by the Company in accordance with terms of the various grants are not reported in the accompanying schedules.

# SCHEDULE OF FINDINGS AND QUESTIONED COSTS FOR THE YEAR ENDED JUNE 30, 2011

### **Section I - Summary of Auditor's Results**

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	Ha	IICIA	 tate	ments

Unqualified No N/A No
N/A
N/A
No
None Reported
N/A
Unqualified
None Reported
Yes

### SCHEDULE OF FINDINGS AND QUESTIONED COSTS FOR THE YEAR ENDED JUNE 30, 2011

### Section I - Summary of Auditor's Results (Continued)

### State Program(s)

- (1) Internal Control Over Major State Programs:
  - (a) Material weakness identified?

    None Reported
  - (b) Significant deficiencies identified that are not considered to be material weaknesses?

N/A

(2) Type of Auditor's Report issued on compliance for major state program(s)?

Unqualified

(3) Any audit findings disclosed that are required to be reported in accordance with N.J. OMB Circular 04-04?

None Reported

(4) Identification of Major State Program(s):

Program Identification Number

Urban Enterprise Zone Urban Enterprise Zone Neighborhood Revitalization

UEZA 2011-08007-0063-00 763-020-2830-009

Tax Credit Project

2008-100-022-8020-168-FNRT-6130

(5) Program Threshold Determination:

Type A State Program Threshold > \$300,000.00 Type B State Program Threshold <= \$300,000.00

(6) Auditee qualified as a low-risk auditee under OMB Circular A-133?

Yes

### Section II - Financial Statement Audit - Reported Findings Under Government Auditing Standards

### **Internal Control Findings**

None Reported

### **Compliance Findings**

None Reported

# SCHEDULE OF FINDINGS AND QUESTIONED COSTS FOR THE YEAR ENDED JUNE 30, 2011

### Section III - Findings and Questioned Costs Relative to Major Federal and State Programs

Federal Programs - None Reported

State Programs - None Reported

## SCHEDULE OF PRIOR AUDIT FINDINGS FOR THE YEAR ENDED JUNE 30, 2011

Federal Programs - None Reported

State Programs - None Reported