

City of South Amboy

Report of Independent Accountants'
on Applying Agreed Upon Procedures

Payment In Lieu of Taxes (PILOT)
Agreements Initiated After
January 1, 2010 Through December 31, 2022

**Report of Independent Accountants'
on Applying Agreed-Upon Procedures**

**To The Honorable Mayor and
Members of the City Council
City of South Amboy
South Amboy, New Jersey**

We have performed the procedures enumerated below, which were agreed to by the Mayor and members of the City Council and Chief Financial Officer of the City of South Amboy (the "City"), (the "specified parties") with respect to the entities making payments in lieu of taxes (PILOT) to the City which began after January 1, 2010 through December 31, 2022 solely to assist you in evaluating the PILOT billings and related payments to the City by the respective entities. The City's management is responsible for the PILOT billings and receipts records pertaining to the respective entities. The procedures performed may not address all items of interest to a user of this report and may not meet the needs of all users of this report and as such, users are responsible for determining whether the procedures performed are appropriate for their purposes.

In performing our procedures relating to the PILOT billings and cash receipts, the following information was provided or made available to us by the City:

1. Financial Agreements and/or City resolutions relating to redevelopers identified as making payments in lieu of taxes to the City beginning after January 1, 2010
2. Billing and cash receipts records pertaining to the identified PILOT's maintained by the City tax collector
3. Audit reports for entities required to submit an annual audit to the City in order to validate annual revenues

The procedures we performed and the associated findings are as follows:

1. Determine and identify all entities that began making payments in lieu of taxes to the City beginning after January 1, 2010.

Finding

The following entities began making payments in lieu of taxes to the City beginning after January 1, 2010.

A. Hillcrest Manor at South Amboy LLC (Hillcrest)

The PILOT was effective January 1, 2011 as per City Resolution No. 181-2011 based upon an Agreement for Payment in Lieu of Taxes with Hillcrest Management and Development Corp. dated June 7, 2001.

B. Woodmont Amboy Urban Renewal, LLC (Woodmont), succeeded by Bayside Cove Urban Renewal LLC (Bayside Cove)

The PILOT took affect in the calendar year 2018 as a result of the issuance of a certificate of occupancy and based upon a Financial Agreement dated May 16, 2016. Woodmont sold the project to Bayside Cove on March 24, 2020.

C. Samboy Partners Urban Renewal LLC also known as Station Bay (Station Bay)

The PILOT took affect as a result of the issuance of a certificate of occupancy dated May 11, 2022 and based upon a Financial Agreement dated February 28, 2019.

2. For the entities identified in Item No. 1 above, determine the annual service charge (ASC) methodology based upon supporting documents including City resolutions and/or the respective entity's Financial Agreement.

A. Hillcrest

The annual service charge (ASC) is setforth in Item 4 of the Agreement for Payment in Lieu of Taxes. The ASC is a specific amount per year for the term of the PILOT. After year 19, the amount required per year is the same for the remaining term of the developers New Jersey Housing and Mortgage Finance Agency (NJHMFA) mortgage. It should be noted the language in the agreement omitted the ASC amount for year 3, however it was assumed the ASC for year 3 would equal the amount required for year 2.

There is no annual administrative charge to be paid to the City by the developer. Schedule 1 reflects the ASC for each year from 2011 through 2040 which coincides with the term of the NJHMFA mortgage.

B. Bayside Cove

The annual service charge is set forth in Section 4.03 of the Financial Agreement and is based upon an amount equal to a percent of annual gross revenues or the minimum annual service charge. The percentage is in increments beginning at 13.5% in year one to 15% beginning in year 16. The percentages for each year are included on Schedule 2. The minimum annual service charge equals the taxes levied on the real property of the project site in the last full year the project was subject to taxation. Beginning in year 16 of the agreement through year 30, the ASC will be the greater of the respective year's percentage of annual gross revenues or a percentage of taxes otherwise due. Schedule 2 presents a comparison of the respective year's percentage of annual gross revenues versus the percentage of taxes otherwise due.

The entity is required to pay an annual administrative fee computed as two percent (2%) of the annual service charge. Section 2.01 of the Financial Agreement indicates that land and improvements shall be exempt from taxation. The entity is still assessed for land taxes and receives a credit each year for the land taxes paid in the respective year.

C. Station Bay

The annual service charge is set forth in Section 4.03 of the Financial Agreement and is based upon an amount equal to percentage of the annual gross revenues or the minimum annual service charge. The percentage is in increments beginning at 10.5% in year 1 to 13% beginning in year 21. The percentages for each year are included on Schedule 3. The minimum annual service charge equals the taxes levied on the real property of the project in the last full tax year the project was subject to taxation. Beginning in year 9 of the agreement through year 25 the ASC will be the greater of the respective year's percentage of annual gross revenues or a percentage of taxes otherwise due. Schedule 3 presents a comparison of the year's respective percentage of annual gross revenues versus the percentage of taxes otherwise due.

The entity is required to pay as annual administrative fee computed as two percent (2%) of the annual service charge. Section 2.01 of the Financial Agreement indicates that land and improvements shall be exempt from taxation. The entity is still assessed for land taxes and receives a credit each year for the land taxes paid in the respective year.

3. From inception of the PILOT through December 31, 2022, compare the ASC, administrative charge if applicable, and land credit, if applicable, per the documents identified in Item No. 2 above to actual amounts billed by the City.

A. Hillcrest

The City under billed Hillcrest for years 2012, 2018, 2019, 2020 and 2022. The amount underbilled was \$14,561.64 (See Schedule 1).

B. Bayside Cove

The City receives payments from the entity based upon a calculation of unaudited gross revenues determined by Woodmont/Bayside Cove. The entity credited the ASC for the current year land taxes and also calculated the administrative charge on the ASC net of the current year land taxes versus the ASC.

As a result of these billing errors, the entity was underbilled \$20,944.41 based on the unaudited revenues. (See Schedule 4).

C. Station Bay

Amounts billed for 2022 were correct (See Schedule 5).

4. Compare amounts billed as required by the respective documents in Item No. 2 above to actual receipts in the records maintained by the City tax collector.

Finding

A. Hillcrest

From inception (2011) through December 31, 2022 the entity paid the City for all amounts billed, however, the entity was underbilled \$14,561.64 (See Schedule 6)

B. Bayside Cove

From inception (2018) through December 31, 2022 the entity was underbilled \$20,944.41, therefore, actual receipts were less than the required billings by the same amounts (See Schedule 4).

C. Station Bay

Amounts billed for calendar year 2022 was paid in 2023 (See Schedule 7).

5. For any entities requiring to submit an annual audit to the City determine if the City has on file a copy of each years audit.

A. Hillcrest

Annual audits are not required.

B. Bayside Cove

The City only had a copy of the entities 2018 audit when originally requested, Audits for 2019 through 2021 were obtained by the City's Chief Financial Officer after they were requested during this engagement.. The 2022 was not due to the City until March 31, 2023. The 2022 audit was received by the city by the due date.

C. Station Bay

The entities annual audit for calendar year 2022 was not due to March 31, 2023. It was received by the City by the due date.

6. Determine that the City billed and received the respective "true up" amount for entities requiring to "true up" the tentative PILOT billings based upon the respective entities annual audit.

A. Hillcrest

Not applicable.

B. Bayside Cove

A true up was not done for 2018, 2019, 2020. A true up was done for 2021 however it was incorrectly calculated as a result of calculating the administrative charge on the ASC net of the land tax credit. Schedule 8 sets forth a calculation of the true up for the years 2018 (inception) through 2022. Based on the true up, Woodmont owes the city \$28,047.95 from inception to March 24, 2020 and the Bayside Cove owes the City \$88,063.20 from March 25, 2020 to December 31, 2022.

C. Station Bay

The 2022 audit was not due until March 31, 2023, therefore a "true up" could not be completed until after it was received by the City. The City did receive the audit by March 31, 2023. The true-up based upon the 2022 audit indicates Station Bay overpaid the City \$10,505.10 for calendar year 2022. (See Schedule 9).

We were engaged by City of South Amboy to perform this agreed-upon procedures engagement and conducted our engagement in accordance with attestation standards established by the American Institute of Certified Public Accountants. We were not engaged to, and did not, conduct an audit or review, the objective of which would be the expression of an opinion or conclusion, respectively, on the accompanying Schedules. Accordingly, we do not express such an opinion or conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

We are required to be independent of the Mayor and members of the City Council and Chief Financial Officer of the City of South Amboy and to meet other ethical responsibilities in accordance with the relevant ethical requirements related to our agreed-upon procedures engagement.

This report is intended solely for the information and use of the Mayor and members of the City Council and Chief Financial Officer (the specified parties) and is not intended to be and should not be used by anyone other than those specified parties.

PKF O'Connor Davies, LLP

Woodcliff Lake, New Jersey
April 28, 2023

City of South Amboy
Hillcrest Manor at South Amboy LLC
Annual Service Charge Versus Actual Billings
Inception To December 31, 2022

Billing	Original Agreement	Year	Annual	Actual	(Over)	Cumulative
Year	Year	(Settlement)	Service Charge	Billings	Under	Balance
					Billing	
1	12/14/04-12/13/05	2011	\$ 7,509.93	\$ 7,509.93		
2	12/14/05-12/13/06	2012	16,839.35	23,782.58	\$ (6,943.23)	\$ (6,943.23)
3	12/14/06-12/13/07	2013	16,839.35	16,839.35		(6,943.23)
4	12/14/07-12/13/08	2014	30,628.69	30,628.69		(6,943.23)
5	12/14/08-12/13/09	2015	30,628.69	30,628.69		(6,943.23)
6	12/14/09-12/13/10	2016	30,628.69	30,628.69		(6,943.23)
7	12/14/10-12/13/11	2017	30,628.69	30,628.69		(6,943.23)
8	12/14/11-12/13/12	2018	36,293.68	30,628.69	5,664.99	(1,278.24)
9	12/14/12-12/13/13	2019	36,293.68	30,628.71	5,664.97	4,386.73
10	12/14/13-12/13/14	2020	36,293.68	30,628.70	5,664.98	10,051.71
11	12/14/14-12/13/15	2021	36,293.68	36,293.68	-	10,051.71
12	12/14/15-12/13/16	2022	40,803.61	36,293.68	4,509.93	14,561.64
13	12/14/16-12/13/17	2023	40,803.61			
14	12/14/17-12/13/18	2024	40,803.61			
15	12/14/18-12/13/19	2025	40,803.61			
16	12/14/19-12/13/20	2026	48,313.54			
17	12/14/20-12/13/21	2027	48,313.54			
18	12/14/21-12/13/22	2028	48,313.54			
19	12/14/22-12/13/23	2029	48,313.54			
20	12/14/23-12/13/24	2030	51,313.54			
21	12/14/24-12/13/25	2031	51,313.54			
22	12/14/25-12/13/26	2032	51,313.54			
23	12/14/26-12/13/27	2033	51,313.54			
24	12/14/27-12/13/28	2034	51,313.54			
25	12/14/28-12/13/29	2035	51,313.54			
26	12/14/29-12/13/30	2036	51,313.54			
27	12/14/30-12/13/31	2037	51,313.54			
28	12/14/31-12/13/32	2038	51,313.54			
29	12/14/32-12/13/33	2039	51,313.54			
30	12/14/33-12/14/34	2040	51,313.54			
			<u>\$ 1,229,795.65</u>			

City of South Amboy
Woodmont Amboy Urban Renewal LLC (Bayside Cove)
Annual Service Charge Versus Taxes Otherwise Due

<u>Billing Year</u>	<u>Annual Service Charge Percent</u>	<u>Taxes Otherwise Due Percent</u>
1	13.50%	0%
2	13.50%	0%
3	13.50%	0%
4	13.50%	0%
5	13.50%	0%
6	14.00%	0%
7	14.00%	0%
8	14.00%	0%
9	14.00%	0%
10	14.00%	0%
11	14.50%	0%
12	14.50%	0%
13	14.50%	0%
14	14.50%	0%
15	14.50%	0%
16	15.00%	20%
17	15.00%	20%
18	15.00%	20%
19	15.00%	20%
20	15.00%	20%
21	15.00%	20%
22	15.00%	40%
23	15.00%	40%
24	15.00%	40%
25	15.00%	40%
26	15.00%	40%
27	15.00%	40%
28	15.00%	60%
29	15.00%	60%
30	15.00%	80%

City of South Amboy
Samboy Partners Urban Renewal LLC (Station Bay)
Annual Service Charge Versus Taxes Otherwise Due

Billing Year	Annual Service Charge Percent	Taxes Otherwise Due Percent
1	10.50%	0%
2	10.50%	0%
3	10.50%	0%
4	10.50%	0%
5	10.50%	0%
6	10.50%	0%
7	10.50%	0%
8	10.50%	0%
9	10.50%	20%
10	10.50%	20%
11	12%	20%
12	12%	20%
13	12%	20%
14	12%	20%
15	12%	40%
16	12%	40%
17	12%	40%
18	12%	40%
19	12%	40%
20	12%	40%
21	13%	60%
22	13%	60%
23	13%	60%
24	13%	60%
25	13%	80%

City of South Amboy
Woodmont Amboy Urban Renewal LLC (Bayside Cove)
Inception To December 31, 2022

<u>Woodmont (Inception to March 24, 2020)</u>										
Billing Year	Year (Settlement)	ASC %	Annual Unaudited Revenue	Annual Service Charge	Administrative Charge	Less Current Year Land Tax	Net Pilot Revenue	Billings/ Cash Receipts	Balance Owed	Cumulative Balance Owed
1	2018	13.5%	\$ 1,326,523.00	\$ 179,080.61	\$ 3,581.61	\$ 93,538.55	\$ 89,123.67	\$ 87,520.00	\$ (1,603.67)	\$ (1,603.67)
2	2019	13.5%	3,305,267.00	446,211.05	8,924.22	180,840.72	274,294.55	268,606.24	(5,688.31)	(7,291.97)
3	2020	13.5%	3,214,920.00	434,014.20	8,680.28	181,696.50	260,997.98	254,495.28	(6,502.70)	(13,794.69)
4	2021	13.5%	3,518,042.23	474,935.70	9,498.71	185,993.46	298,440.96	295,076.10	(3,364.86)	(17,159.55)
5	2022	13.5%	3,424,686.05	462,332.62	9,246.65	189,243.04	282,336.23	278,551.37	(3,784.86)	(20,944.41)

City of South Amboy
Woodmont Amboy Urban Renewal LLC (Bayside Cove)
Summary of Revenue by Calender Quarter
Inception To December 31, 2022

<u>Year</u>	<u>Q1</u>	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>	<u>Total</u>
2018			\$ 72,033.30	\$ 107,047.71	\$ 179,081.01
2019	\$ 113,170.10	\$ 115,603.20	110,985.80	106,451.95	446,211.05
2020	109,350.00	106,490.15	107,574.52	110,599.53	434,014.20
2021	113,508.02	117,433.73	120,698.35	123,295.60	474,935.70
2022	116,128.58	111,958.83	115,094.06	119,151.15	462,332.62

City of South Amboy
Woodmont Amboy Urban Renewal LLC (Bayside Cove)
Summary of Land Taxes by Calender Quarter
Inception To December 31, 2022

<u>Year</u>	<u>Q1</u>	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>	<u>Total</u>
2018			\$ 48,463.33	\$ 45,075.22	\$ 93,538.55
2019	\$ 44,366.13	\$ 44,366.10	47,000.00	45,108.49	180,840.72
2020	44,698.50	44,698.50	46,149.75	46,149.75	181,696.50
2021	45,424.14	45,424.14	47,528.06	47,617.12	185,993.46
2022	46,520.64	46,520.64	48,100.88	48,100.88	189,243.04

City of South Amboy
Samboy Partners Urban Renewal LLC (Station Bay)
ASC and Administrative Charge Versus Billings
Inception To December 31, 2022

<u>Year</u>	<u>Q1</u>	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>	<u>Total</u>	<u>Pilot %</u>	<u>Annual Service Charge</u>	<u>Administrative Percentage</u>	<u>Administrative Charge</u>	<u>Total</u>	<u>Total Billings</u>	<u>Variance</u>
2022	\$ 94,930.64	\$ 484,362.20	\$ 932,613.81	\$ 1,454,962.41	\$ 2,966,869.06	10.50%	\$ 311,521.25	2%	\$ 6,230.43	\$ 317,751.68	\$ 317,751.68	\$ -

City of South Amboy
Hillcrest Manor at South Amboy LLC
Annual Service Charge Versus Cash Receipts
Inception To December 31, 2022

Billing Year	Original Agreement Year	Year (Settlement)	Annual Service Charge	Cash Receipts	Balance	Cumulative Balance
1	12/14/04-12/13/05	2011	\$ 7,509.93	\$ 7,509.93		
2	12/14/05-12/13/06	2012	16,839.35	23,782.58	\$ (6,943.23)	\$ (6,943.23)
3	12/14/06-12/13/07	2013	16,839.35	16,839.35		(6,943.23)
4	12/14/07-12/13/08	2014	30,628.69	30,628.69		(6,943.23)
5	12/14/08-12/13/09	2015	30,628.69	30,628.69		(6,943.23)
6	12/14/09-12/13/10	2016	30,628.69	30,628.69		(6,943.23)
7	12/14/10-12/13/11	2017	30,628.69	30,628.69		(6,943.23)
8	12/14/11-12/13/12	2018	36,293.68	30,628.69	5,664.99	(1,278.24)
9	12/14/12-12/13/13	2019	36,293.68	30,628.71	5,664.97	4,386.73
10	12/14/13-12/13/14	2020	36,293.68	30,628.70	5,664.98	10,051.71
11	12/14/14-12/13/15	2021	36,293.68	36,293.68	-	10,051.71
12	12/14/15-12/13/16	2022	40,803.61	36,293.68	4,509.93	14,561.64
13	12/14/16-12/13/17	2023	40,803.61			
14	12/14/17-12/13/18	2024	40,803.61			
15	12/14/18-12/13/19	2025	40,803.61			
16	12/14/19-12/13/20	2026	48,313.54			
17	12/14/20-12/13/21	2027	48,313.54			
18	12/14/21-12/13/22	2028	48,313.54			
19	12/14/22-12/13/23	2029	48,313.54			
20	12/14/23-12/13/24	2030	51,313.54			
21	12/14/24-12/13/25	2031	51,313.54			
22	12/14/25-12/13/26	2032	51,313.54			
23	12/14/26-12/13/27	2033	51,313.54			
24	12/14/27-12/13/28	2034	51,313.54			
25	12/14/28-12/13/29	2035	51,313.54			
26	12/14/29-12/13/30	2036	51,313.54			
27	12/14/30-12/13/31	2037	51,313.54			
28	12/14/31-12/13/32	2038	51,313.54			
29	12/14/32-12/13/33	2039	51,313.54			
30	12/14/33-12/14/34	2040	51,313.54			
			<u>\$ 1,229,795.65</u>			

City of South Amboy
Samboy Partners Urban Renewal LLC (Station Bay)
Net Billings Versus Cash Receipts
Inception To December 31, 2022

<u>Year</u>	<u>Total Billings</u>	<u>Less: Prior Year Land Tax</u>	<u>Net Billings</u>	<u>Cash Receipts</u>	<u>Balance</u>
2022	\$ 317,751.68	\$ 158,675.00	\$ 159,076.68	\$ 159,076.68	\$ -

City of South Amboy
Woodmont Amboy Urban Renewal LLC and Bayside Cove Urban Renewal LLC
Calculation of ASC and Administrative Charge
Based Upon Audits - TRUE UP
Inception To December 31, 2022

<u>Woodmont (Inception to March 24, 2020)</u>										
Billing Year	Year (Settlement)	ASC %	Annual Audited Revenue	Annual Service Charge	Administrative Charge	Less Current Year Land Tax	Net Pilot Revenue	Cash Receipts	Balance Owed	Cumulative Balance Owed
1	2018	13.5%	\$ 1,326,523.00	\$ 179,080.61	\$ 3,581.61	\$ 93,538.55	\$ 89,123.67	\$ 87,520.00	\$ (1,603.67)	\$ (1,603.67)
2	2019	13.5%	3,444,256.00	464,974.56	9,299.49	180,840.72	293,433.33	268,606.24	(24,827.09)	(24,430.76)
3	2020	13.5%	713,863.00	96,371.51	1,927.43	40,768.96	57,529.98	53,912.79	(3,617.19)	(28,047.95)
<u>Bayside Cove (March 25, 2020 to December 31, 2022)</u>										
Billing Year	Year (Settlement)	ASC %	Annual Audited Revenue	Annual Service Charge	Administrative Charge	Less Current Year Land Tax	Net Pilot Revenue	Cash Receipts	Balance Owed	Cumulative Balance Owed
3	2020	13.5%	\$ 2,707,627.00	\$ 365,529.64	\$ 7,310.53	\$ 140,927.54	\$ 231,912.63	\$ 200,582.49	\$ (31,330.14)	\$ (31,330.14)
4	2021	13.5%	3,641,318.00	491,577.93	9,831.55	185,993.46	315,416.02	295,084.26	(20,331.76)	(51,661.90)
5	2022	13.5%	3,661,552.00	494,309.52	9,886.19	189,243.04	314,952.67	278,551.37	(36,401.30)	(88,063.20)

City of South Amboy
Samboy Partners Urban Renewal LLC (Station Bay)
Calculation of ASC and Administrative Charge Per Audit
Inception To December 31, 2022

<u>Year</u>	<u>Total Revenue Per Audit</u>	<u>Annual Service charge 10.50%</u>	<u>Administrative Charge 2%</u>	<u>Total Billings</u>	<u>Less Current Year Land Tax</u>	<u>Net Billings</u>
2022	\$ 2,869,716.00	\$ 301,320.18	\$ 6,026.40	\$ 307,346.58	\$ 158,675.00	\$ 148,671.58
Less: Actual Cash Receipts						<u>159,076.68</u>
Overpayment						<u><u>\$ 10,505.10</u></u>