

**Supplement dated October 19, 2010
to the Official Statement dated October 7, 2010**

Relating to

\$1,225,000,000

The City of New York

**General Obligation Bonds, Fiscal 2011 Series C, D and E
\$775,000,000 Taxable Bonds, Subseries C-1 (Build America Bonds)
\$150,000,000 Taxable Bonds, Subseries C-2
\$30,985,000 Tax-Exempt Bonds, Series D
\$269,015,000 Tax-Exempt Bonds, Series E**

The above-referenced Official Statement incorrectly described the number of basis points to be added to the Treasury Rate in computing the Make-Whole Redemption Price of the Subseries C-2 Bonds. The third paragraph under “**SECTION II: THE BONDS — Optional Redemption — *Optional Redemption of Subseries C-1 and C-2 Bonds Other Than Par Call Bonds***” is hereby replaced in its entirety with the following:

“The Subseries C-2 Bonds are subject to redemption prior to their stated maturity dates at the option of the City, in whole or in part on any date, at a Make-Whole Redemption Price equal to the greater of:

(1) the issue price set forth on the inside cover pages hereof (but not less than 100%) of the principal amount of such Subseries C-2 Bonds to be redeemed; or

(2) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of such Subseries C-2 Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which such Subseries C-2 Bonds are to be redeemed, discounted to the date on which such Subseries C-2 Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate plus 25 basis points;

plus, in each case, accrued interest on such Subseries C-2 Bonds to be redeemed to the redemption date.”

The following changes update “**APPENDIX C — BONDS TO BE REDEEMED**” in the above-referenced Official Statement:

(1) The Series 2003F Bond maturing January 15, 2018 and bearing interest at a rate of 6.00% will not be refunded and is hereby deleted from APPENDIX C.

(2) The Series 2003F Bond maturing January 15, 2021 and bearing interest at a rate of 6.00% will not be refunded and is hereby deleted from APPENDIX C.

(3) The amount to be refunded of the Series 2004C Bond maturing September 15, 2020 and bearing interest at a rate of 4.875% has been increased from \$1,730,000 to \$6,110,000 and the footnote relating thereto is hereby changed from (p) to (a).

(4) The following additional bonds are to be refunded and are hereby added to APPENDIX C:

<u>Series</u>	<u>Dated Date</u>	<u>Maturities</u>	<u>Interest Rate</u>	<u>Payment Date</u>	<u>Amount</u>
2003F	January 22, 2003	January 15, 2018	4.95%	January 15, 2013	\$1,735,000 (p)
2004D	October 15, 2003	October 15, 2020	4.70%	October 15, 2013	\$ 235,000 (p)

NEW ISSUE

In the opinion of Bond Counsel, interest on the Bonds will be exempt from personal income taxes imposed by the State of New York or any political subdivision thereof, including the City, and assuming continuing compliance with the provisions of the Internal Revenue Code of 1986, as amended, with respect to the Tax-Exempt Bonds, as described herein, interest on the Tax-Exempt Bonds will not be includable in the gross income of the owners thereof for federal income tax purposes. Interest on the Taxable Bonds will be includable in gross income for federal income tax purposes. See "SECTION IX: OTHER INFORMATION" herein for further information.

\$1,225,000,000

The City of New York

General Obligation Bonds, Fiscal 2011 Series C, D and E

\$775,000,000 Taxable Bonds, Subseries C-1 (Build America Bonds)

\$150,000,000 Taxable Bonds, Subseries C-2

\$30,985,000 Tax-Exempt Bonds, Series D

\$269,015,000 Tax-Exempt Bonds, Series E

Dated: Date of Delivery

Due: As shown on the inside cover pages

The Bonds will be issued as registered bonds. The Bonds will be registered in the nominee name of The Depository Trust Company, New York, New York, which will act as securities depository for the Bonds.

Interest on the Series C Bonds will be payable on each April 1 and October 1, commencing April 1, 2011. Interest on the Series D and E Bonds will be payable on each February 1 and August 1, commencing February 1, 2011. The Bonds can be purchased in principal amounts of \$5,000 or any integral multiple thereof. Other terms of the Bonds including redemption provisions are described herein. *A detailed schedule of the Bonds is set forth on the inside cover pages.*

The Subseries C-1 and Series D and E Bonds are offered subject to prior sale, when, as and if issued by the City and accepted by the Underwriters. The Subseries C-2 Bonds are being sold by public letting on the basis of electronic competitive bids in accordance with the Notice of Sale dated September 21, 2010, as supplemented. The issuance of the Bonds is subject to the approval of the legality of the Bonds by Sidley Austin LLP, New York, New York, Bond Counsel to the City, and to certain other conditions. Certain legal matters in connection with the preparation of this Official Statement will be passed upon for the City by Orrick, Herrington & Sutcliffe LLP, New York, New York, Special Disclosure Counsel to the City. Certain legal matters will be passed upon for the Underwriters and the Original Purchaser of the Subseries C-2 Bonds by Hawkins Delafield & Wood LLP, New York, New York, Counsel to the Underwriters and the Original Purchaser. It is expected that the Bonds will be available for delivery in New York, New York, on or about October 20, 2010.

BofA Merrill Lynch

**Citi
Morgan Stanley**

**J.P. Morgan
Siebert Brandford Shank & Co., LLC**

**Barclays Capital
Fidelity Capital Markets
Loop Capital Markets, LLC
Roosevelt & Cross Incorporated**

**Goldman, Sachs & Co.
Ramirez & Co., Inc.
Southwest Securities, Inc.**

**M.R. Beal & Company
Jefferies & Company
Rice Financial Products Company
Wells Fargo Bank, National Association**

**Cabrera Capital Markets, LLC
Lebenthal & Co., LLC
Raymond James & Associates, Inc.**

**Jackson Securities
MFR Securities, Inc.
RBC Capital Markets**

**Janney Montgomery Scott LLC
Morgan Keegan & Company, Inc.
TD Securities**

October 7, 2010

\$1,225,000,000 General Obligation Bonds, Fiscal 2011 Series C, D and E

\$925,000,000 General Obligation Bonds, Fiscal 2011 Series C

<u>October 1,</u>	<u>Subseries C-1</u> <u>\$775,000,000 Taxable Bonds</u> <u>(Build America Bonds)</u>				<u>Subseries C-2</u> <u>\$150,000,000 Taxable Bonds</u>			
	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Price</u>	<u>CUSIP*</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Price</u>	<u>CUSIP*</u>
2012					\$19,095,000	1.16%	100%	64966H3Z1
2013					19,325,000	1.72	100	64966H4A5
2014					22,680,000	2.23	100	64966H4B3
2015					23,135,000	2.53	100	64966H4C1
2016					22,575,000	2.84	100	64966H4D9
2017					21,250,000	3.14	100	64966H4E7
2018					21,940,000	3.48	100	64966H4F4
2019	\$25,790,000	3.947%	100%	64966H4G2				
2020	26,765,000	4.047	100	64966H4H0				
2021	27,805,000	4.297	100	64966H4J6				
2022								
2023								
2024								
2025	33,430,000	5.147	100	64966H4N7				
2026								

\$91,210,000 5.047% Subseries C-1 Term Bond Maturing October 1, 2024, Price 100% CUSIP* 64966H4M9

\$225,000,000 5.817% Subseries C-1 Term Bond Maturing October 1, 2031, Price 100% CUSIP* 64966H4L1

\$345,000,000 5.517% Subseries C-1 Term Bond Maturing October 1, 2037, Price 100% CUSIP* 64966H4K3

* Copyright, American Bankers Association. CUSIP data herein are provided by Standard & Poor's, CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. The CUSIP numbers listed above are being provided solely for the convenience of Bondholders only at the time of issuance of the Bonds and the City makes no representation with respect to such numbers nor undertakes any responsibility for their accuracy now or at any time in the future. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of such maturity or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Bonds.

**\$30,985,000 General Obligation Bonds,
Fiscal 2011 Series D**

<u>August 1,</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP*</u>
2011	\$1,540,000	2 %	0.40%	64966HX62
2012	1,495,000	2	0.73	64966HX70
2013	1,495,000	2	1.03	64966HX88
2014	1,495,000	2	1.36	64966HX96
2015	1,495,000	2¼	1.70	64966HY20
2016	1,495,000	2½	2.05	64966HY38
2017	2,235,000	2¾	2.35	64966HY46
2018	1,495,000	3	2.64	64966HY53
2019	1,545,000	3	2.87	64966HY61
2020	1,495,000	3¼	3.05	64966HY79
2021	1,545,000	3	3.22	64966HY87
2022	2,235,000	3¼	3.32	64966HY95
2023	2,235,000	3¼	3.39	64966HZ29
2024	2,235,000	3½	3.47	64966HZ37
2025	675,000	3½	3.55	64966HZ45
2025	720,000	5	3.55 ⁽¹⁾	64966HZ86
2026	645,000	3½	3.63	64966HZ52
2026	1,435,000	5	3.63 ⁽¹⁾	64966HZ94
2027	85,000	3½	3.71	64966HZ60
2027	1,310,000	5	3.71 ⁽¹⁾	64966H2A7
2028	2,080,000	3½	3.79	64966HZ78

(1) Priced to first optional call on August 1, 2020.

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**\$269,015,000 General Obligation Bonds
Fiscal 2011 Series E**

<u>August 1,</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP*</u>
2012	\$ 4,710,000	3 %	0.73%	64966H2B5
2012	9,110,000	4	0.73	64966H2U3
2012	1,560,000	2	0.73	64966H3G3
2013	6,945,000	4	1.03	64966H2C3
2013	8,090,000	5	1.03	64966H2V1
2014	4,810,000	3	1.36	64966H2D1
2014	8,855,000	5	1.36	64966H2W9
2014	1,365,000	2	1.36	64966H3H1
2015	7,630,000	4	1.70	64966H2E9
2015	6,535,000	5	1.70	64966H2X7
2015	865,000	2¼	1.70	64966H3J7
2016	3,505,000	4	2.05	64966H2F6
2016	11,530,000	5	2.05	64966H2Y5
2017	1,515,000	3½	2.35	64966H2G4
2017	20,960,000	5	2.35	64966H2Z2
2018	4,965,000	4	2.64	64966H2H2
2018	10,070,000	5	2.64	64966H3A6
2019	2,900,000	4	2.87	64966H2J8
2019	19,575,000	5	2.87	64966H3B4
2020	6,990,000	4	3.05	64966H2K5
2020	7,050,000	5	3.05	64966H3C2
2020	990,000	3¼	3.05	64966H3K4
2021	2,990,000	4	3.22 ⁽¹⁾	64966H2L3
2021	11,970,000	5	3.22 ⁽¹⁾	64966H3D0
2021	7,515,000	3	3.22	64966H3L2
2022	22,475,000	5	3.32 ⁽¹⁾	64966H2M1
2023	11,825,000	5	3.39 ⁽¹⁾	64966H2N9
2024	17,680,000	5	3.47 ⁽¹⁾	64966H2P4
2025	8,825,000	5	3.55 ⁽¹⁾	64966H2Q2
2026	1,180,000	4	3.63 ⁽¹⁾	64966H2R0
2026	12,015,000	5	3.63 ⁽¹⁾	64966H3E8
2027	8,825,000	5	3.71 ⁽¹⁾	64966H2S8
2028	4,555,000	4	3.79 ⁽¹⁾	64966H2T6
2028	7,615,000	5	3.79 ⁽¹⁾	64966H3F5
2028	1,020,000	3¾	3.79	64966H3M0

(1) Priced to first optional call on August 1, 2020.

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OFFICIAL STATEMENT OF THE CITY OF NEW YORK

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No dealer, broker, salesperson or other person has been authorized by the City, the Underwriters or the Original Purchaser to give any information or to make any representations in connection with the Bonds or the matters described herein, other than those contained in this Official Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by the City, the Underwriters or the Original Purchaser. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information and expressions of opinion contained herein are subject to change without notice, and neither the delivery of this Official Statement, nor any sale made hereunder, shall, under any circumstances, create any implication that there has been no change in the matters described herein since the date hereof. This Official Statement is submitted in connection with the sale of the Bonds referred to herein and may not be reproduced or used, in whole or in part, for any other purpose. The Underwriters may offer and sell Bonds to certain dealers and others at prices lower than the offering prices stated on the inside cover pages hereof. The offering prices may be changed from time to time by the Underwriters. No representations are made or implied by the City, the Underwriters or the Original Purchaser as to any offering of any derivative instruments.

The factors affecting the City's financial condition are complex. This Official Statement should be considered in its entirety and no one factor considered less important than any other by reason of its location herein. Where agreements, reports or other documents are referred to herein, reference should be made to such agreements, reports or other documents for more complete information regarding the rights and obligations of parties thereto, facts and opinions contained therein and the subject matter thereof. Any electronic reproduction of this Official Statement may contain computer-generated errors or other deviations from the printed Official Statement. In any such case, the printed version controls.

This Official Statement contains forecasts, projections and estimates that are based on expectations and assumptions which existed at the time such forecasts, projections and estimates were prepared. In light of the important factors that may materially affect economic conditions in the City, the inclusion in this Official Statement of such forecasts, projections and estimates should not be regarded as a representation by the City, its independent auditors, the Underwriters or the Original Purchaser that such forecasts, projections and estimates will occur. Such forecasts, projections and estimates are not intended as representations of fact or guarantees of results. If and when included in this Official Statement, the words "expects," "forecasts," "projects," "intends," "anticipates," "estimates" and analogous expressions are intended to identify forward-looking statements and any such statements inherently are subject to a variety of risks and uncertainties that could cause actual results to differ materially from those projected. Such risks and uncertainties include, among others, general economic and business conditions, changes in political, social and economic conditions, regulatory initiatives and compliance with governmental regulations, litigation and various other events, conditions and circumstances, many of which are beyond the control of the City. These forward-looking statements speak only as of the date they were prepared. The City disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any change in the City's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based between modifications to the City's financial plan required by law.

Deloitte & Touche LLP, the City's independent auditor, has not reviewed, commented on or approved, and is not associated with, this Official Statement. The report of Deloitte & Touche LLP relating to the City's financial statements for the fiscal years ended June 30, 2009 and 2008, which is a matter of public record, is included in this Official Statement. However, Deloitte & Touche LLP has not performed any procedures on any financial statements or other financial information of the City, including without limitation any of the information contained in this Official Statement, since the date of such report and has not been asked to consent to the inclusion of its report in this Official Statement.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS AND THE ORIGINAL PURCHASER MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN MARKET PRICES OF THE BONDS AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THIS OFFICIAL STATEMENT AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED.

IN CONNECTION WITH OFFERS AND SALES OF THE BONDS, NO ACTION HAS BEEN TAKEN BY THE CITY THAT WOULD PERMIT A PUBLIC OFFERING OF THE BONDS, OR POSSESSION OR DISTRIBUTION OF ANY INFORMATION RELATING TO THE PRICING OF THE BONDS, THIS OFFICIAL STATEMENT OR ANY OTHER OFFERING OR PUBLICITY MATERIAL RELATING TO THE BONDS, IN ANY NON-UNITED STATES JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. ACCORDINGLY, EACH UNDERWRITER AND THE ORIGINAL PURCHASER IS OBLIGATED TO COMPLY WITH ALL APPLICABLE LAWS AND REGULATIONS IN FORCE IN ANY NON-UNITED STATES JURISDICTION IN WHICH IT PURCHASES, OFFERS OR SELLS THE BONDS OR POSSESSES OR DISTRIBUTES THIS OFFICIAL STATEMENT OR ANY OTHER OFFERING OR PUBLICITY MATERIAL RELATING TO THE BONDS AND WILL OBTAIN ANY CONSENT, APPROVAL OR PERMISSION REQUIRED BY IT FOR THE PURCHASE, OFFER OR SALE BY IT OF THE BONDS UNDER THE LAWS AND REGULATIONS IN FORCE IN ANY NON-UNITED STATES JURISDICTION TO WHICH IT IS SUBJECT OR IN WHICH IT MAKES SUCH PURCHASES, OFFERS OR SALES AND THE CITY SHALL HAVE NO RESPONSIBILITY THEREFOR.

**INFORMATION CONCERNING OFFERING RESTRICTIONS
IN CERTAIN JURISDICTIONS OUTSIDE THE UNITED STATES**

REFERENCES HEREIN TO THE “ISSUER” MEAN THE CITY AND REFERENCES TO “BONDS” OR “SECURITIES” MEAN THE BONDS OFFERED HEREBY.

MINIMUM UNIT SALES

THE BONDS WILL TRADE AND SETTLE ON A UNIT BASIS (ONE UNIT EQUALING ONE BOND OF \$5,000 PRINCIPAL AMOUNT). FOR ANY SALES MADE OUTSIDE THE UNITED STATES, THE MINIMUM PURCHASE AND TRADING AMOUNT IS 20 UNITS (BEING 20 BONDS IN AN AGGREGATE PRINCIPAL AMOUNT OF \$100,000).

NOTICE TO PROSPECTIVE INVESTORS LOCATED IN AUSTRALIA

ANY OFFER OF SECURITIES IN CONNECTION WITH THIS NOTICE WILL NOT BE MADE BY WAY OF A DISCLOSURE DOCUMENT UNDER PART 6D OF THE CORPORATIONS ACT (CTH) (THE “ACT”).

NEITHER THE ISSUER NOR THE UNDERWRITER IS REQUIRED TO PROVIDE YOU WITH A PROSPECTUS OR OTHER DISCLOSURE DOCUMENT FOR THE ISSUE OF SECURITIES BECAUSE OF THE APPLICATION OF SPECIFIC EXEMPTIONS FROM THE REQUIREMENTS FOR DISCLOSURE SET OUT IN SECTION 708 OF THE ACT. IN PARTICULAR, THIS NOTICE IS BEING PROVIDED TO YOU ON THE BASIS THAT:

1. ANY OFFER IN CONNECTION WITH THIS NOTICE IS A PERSONAL OFFER WITHIN THE MEANING OF SECTION 708(2) OF THE ACT, AND THAT OFFER WILL NOT RESULT IN ANY BREACH REFERRED TO IN THAT SECTION;
2. SECTION 708(8) OF THE ACT APPLIES AND YOU ARE A SOPHISTICATED INVESTOR IN ACCORDANCE WITH THE TERMS OF THAT SECTION;
3. YOU ARE AN EXPERIENCED INVESTOR WITHIN THE MEANING OF S 708(10) OF THE ACT; OR
4. YOU ARE A PROFESSIONAL INVESTOR IN ACCORDANCE WITH SECTION 708(11) OF THE ACT.

ANY DOCUMENTS PROVIDED IN CONNECTION WITH THIS NOTICE ARE FURNISHED SOLELY FOR INFORMATION PURPOSES ONLY AND MAY NOT BE REPRODUCED OR REDISTRIBUTED TO ANY OTHER PERSONS EXCEPT WITH OUR PRIOR WRITTEN CONSENT. THE DOCUMENTS ARE STRICTLY CONFIDENTIAL.

THIS NOTICE DOES NOT CONSTITUTE AN OFFER OR INVITATION TO SUBSCRIBE FOR OR TO PURCHASE ANY SECURITIES AND NEITHER THIS NOTICE NOR ANYTHING CONTAINED IN IT WILL FORM THE BASIS OF ANY CONTRACT OR COMMITMENT ON THE PART OF THE ISSUER OR UNDERWRITER TO ISSUE OR TRANSFER SECURITIES TO ANY PERSON.

NOTICE TO RESIDENTS OF BRAZIL

THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE BRAZILIAN SECURITIES COMMISSION (COMISSÃO DE VALORES MOBILIÁRIOS – “CVM”). ANY PUBLIC OFFERING, AS DEFINED UNDER BRAZILIAN LAWS AND REGULATIONS OF THE SECURITIES IN BRAZIL IS NOT LEGAL WITHOUT SUCH PRIOR REGISTRATION UNDER LAW NO. 6.385/76.

OFFERING IN CANADA (BRITISH COLUMBIA, ONTARIO, AND QUEBEC)

THE OFFERING OF THE SECURITIES IN CANADA IS BEING MADE IN THE PROVINCES OF BRITISH COLUMBIA, ONTARIO AND QUÉBEC (EACH, A “CANADIAN JURISDICTION” AND COLLECTIVELY, THE “CANADIAN JURISDICTIONS”) PURSUANT TO EXEMPTIONS FROM THE PROSPECTUS REQUIREMENTS OF APPLICABLE SECURITIES LAWS. THE SECURITIES WILL BE OFFERED TO “ACCREDITED INVESTORS” IN THE CANADIAN JURISDICTIONS PURSUANT TO SECTION 2.3 (THE “ACCREDITED INVESTOR EXEMPTION”) OF NATIONAL INSTRUMENT 45-106 – *PROSPECTUS AND REGISTRATION EXEMPTIONS* OF THE CANADIAN SECURITIES ADMINISTRATORS (“NI 45-106”). UNDER THE ACCREDITED INVESTOR EXEMPTION, A SUBSCRIBER OR ANY PRINCIPAL ON WHOSE BEHALF THE SUBSCRIBER IS ACTING AS AGENT (A “CANADIAN PURCHASER”) MUST QUALIFY AS AN “ACCREDITED INVESTOR”; AS SUCH TERM IS DEFINED IN NI 45-106. ALL CANADIAN PURCHASERS OF THE SECURITIES WILL BE REQUIRED TO EXECUTE A SUBSCRIPTION AGREEMENT WHICH WILL CONTAIN REPRESENTATIONS, WARRANTIES, COVENANTS AND ACKNOWLEDGMENTS OF THE CANADIAN PURCHASER TO ESTABLISH THE AVAILABILITY OF SUCH EXEMPTION AND TO ENSURE COMPLIANCE WITH APPLICABLE CANADIAN SECURITIES LAWS.

RESALE RESTRICTIONS

THE SECURITIES ACQUIRED BY CANADIAN PURCHASERS HEREUNDER MAY NOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF IN ANY MANNER UNLESS SUCH SALE, TRANSFER OR DISPOSITION COMPLIES WITH THE RESALE RESTRICTIONS OF THE SECURITIES LAWS OF THE CANADIAN JURISDICTIONS. PURSUANT TO APPLICABLE CANADIAN PROVINCIAL AND TERRITORIAL SECURITIES LAWS, THE SECURITIES ACQUIRED BY A CANADIAN PURCHASER HEREUNDER WILL BE SUBJECT TO RESTRICTIONS ON RESALE UNTIL SUCH TIME AS:

(a) THE APPROPRIATE “HOLD PERIODS” HAVE BEEN SATISFIED AND SUCH PURCHASER HAS COMPLIED WITH OTHER APPLICABLE REQUIREMENTS, INCLUDING THE FILING OF APPROPRIATE REPORTS PURSUANT TO APPLICABLE SECURITIES LEGISLATION;

(b) A FURTHER STATUTORY EXEMPTION MAY BE RELIED UPON BY SUCH PURCHASER; OR

(c) AN APPROPRIATE DISCRETIONARY ORDER IS OBTAINED PURSUANT TO APPLICABLE SECURITIES LAWS.

AS THE ISSUER IS NOT A REPORTING ISSUER IN ANY PROVINCE OR TERRITORY OF CANADA, THE APPLICABLE HOLD PERIOD FOR THE SECURITIES MAY NEVER EXPIRE, AND IF NO FURTHER STATUTORY EXEMPTION MAY BE RELIED UPON AND IF NO DISCRETIONARY ORDER IS OBTAINED, THIS COULD RESULT IN A CANADIAN PURCHASER HAVING TO HOLD THE SECURITIES FOR AN INDEFINITE PERIOD OF TIME. EACH CERTIFICATE REPRESENTING THE SECURITIES ISSUED TO CANADIAN PURCHASERS WILL BEAR A LEGEND INDICATING THAT THE RESALE OF SUCH SECURITIES IS RESTRICTED.

THE FOREGOING IS A SUMMARY ONLY OF APPLICABLE RESALE RESTRICTIONS AND IS SUBJECT TO THE EXPRESS PROVISIONS OF APPLICABLE SECURITIES LEGISLATION. ALL CANADIAN PURCHASERS SHOULD CONSULT WITH THEIR OWN LEGAL ADVISORS TO DETERMINE THE EXTENT OF THE APPLICABLE HOLD PERIOD AND THE POSSIBILITIES OF UTILIZING ANY FURTHER STATUTORY EXEMPTIONS OR THE OBTAINING OF A DISCRETIONARY ORDER.

INDIRECT COLLECTION OF PERSONAL INFORMATION

BY PURCHASING THE SECURITIES, A CANADIAN PURCHASER ACKNOWLEDGES THAT ITS NAME, RESIDENTIAL ADDRESS, TELEPHONE NUMBER AND OTHER SPECIFIED INFORMATION MAY BE DISCLOSED TO CANADIAN SECURITIES REGULATORY AUTHORITIES AND BECOME AVAILABLE TO THE PUBLIC IN ACCORDANCE WITH THE REQUIREMENTS OF APPLICABLE CANADIAN LAWS. BY PURCHASING THE SECURITIES, A CANADIAN PURCHASER CONSENTS TO THE DISCLOSURE OF SUCH INFORMATION.

BY PURCHASING THE SECURITIES, A CANADIAN PURCHASER THAT IS RESIDENT IN THE PROVINCE OF ONTARIO ACKNOWLEDGES THAT IT HAS BEEN NOTIFIED BY THE ISSUER: (A) OF THE REQUIREMENT TO DELIVER TO THE ONTARIO SECURITIES COMMISSION (THE "OSC") THE FULL NAME, RESIDENTIAL ADDRESS AND TELEPHONE NUMBER OF SUCH PURCHASER, THE NUMBER AND TYPE OF SECURITIES PURCHASED, THE TOTAL PURCHASE PRICE, THE EXEMPTION RELIED UPON AND THE DATE OF DISTRIBUTION; (B) THAT THIS INFORMATION IS BEING COLLECTED INDIRECTLY BY THE OSC UNDER THE AUTHORITY GRANTED TO IT IN APPLICABLE SECURITIES LEGISLATION; (C) THAT THIS INFORMATION IS BEING COLLECTED FOR THE PURPOSES OF THE ADMINISTRATION AND ENFORCEMENT OF THE SECURITIES LEGISLATION OF ONTARIO; AND (D) THAT THE ADMINISTRATIVE SUPPORT CLERK CAN BE CONTACTED AT THE ONTARIO SECURITIES COMMISSION, SUITE 1903, BOX 55, 20 QUEEN STREET WEST, TORONTO, ONTARIO M5H 3S8, OR AT (416) 593-3684, AND CAN ANSWER ANY QUESTIONS ABOUT THE OSC'S INDIRECT COLLECTION OF THIS INFORMATION.

RIGHTS OF ACTIONS FOR DAMAGES OR RESCISSION

ONTARIO PURCHASERS THE *SECURITIES ACT* (ONTARIO) (THE "ONTARIO ACT") PROVIDES CANADIAN PURCHASERS RESIDENT IN THE PROVINCE OF ONTARIO WITH, IN ADDITION TO ANY OTHER RIGHT THEY MAY HAVE AT LAW, RIGHTS OF RESCISSION OR DAMAGES, OR BOTH, WHERE THIS DOCUMENT AND ANY AMENDMENT TO IT CONTAINS A MISREPRESENTATION (AS DEFINED BELOW). HOWEVER, SUCH RIGHTS MUST BE EXERCISED BY THE PURCHASERS WITHIN THE TIME LIMITS PRESCRIBED BY THE ONTARIO ACT. CANADIAN PURCHASERS RESIDENT IN THE PROVINCE OF ONTARIO SHOULD CONSULT WITH A LEGAL ADVISOR OR REFER TO THE APPLICABLE PROVISIONS OF THE ONTARIO ACT, FOUND IN SECTION 130.1, FOR THE COMPLETE TEXT OF THESE RIGHTS, THE DEFENCES AVAILABLE TO THE ISSUER AND OTHERS AND THE TIME LIMITS DURING WHICH THESE RIGHTS MUST BE EXERCISED.

THE RIGHTS OF ACTION SUMMARIZED BELOW SHALL BE AVAILABLE TO EACH CANADIAN PURCHASER OF THE SECURITIES RESIDENT IN ONTARIO AND ARE IN ADDITION TO AND WITHOUT DEROGATION FROM ANY OTHER RIGHT OR REMEDY AVAILABLE AT LAW TO SUCH PURCHASER AND ARE INTENDED TO CORRESPOND TO THE RIGHTS AGAINST AN ISSUER OF SECURITIES PROVIDED IN THE ONTARIO ACT AND ARE SUBJECT TO THE DEFENCES CONTAINED THEREIN. WHERE USED IN THIS SECTION, "MISREPRESENTATION" MEANS AN UNTRUE STATEMENT OF MATERIAL FACT OR AN OMISSION TO STATE A MATERIAL FACT THAT IS REQUIRED TO BE STATED OR THAT IS NECESSARY TO MAKE A STATEMENT NOT MISLEADING IN THE LIGHT OF THE CIRCUMSTANCES IN WHICH IT WAS MADE.

IN THE EVENT THAT THIS OFFICIAL STATEMENT, TOGETHER WITH ANY AMENDMENTS HERETO, IS DELIVERED TO A CANADIAN PURCHASER RESIDENT IN ONTARIO AND CONTAINS A MISREPRESENTATION, SUCH PURCHASER SHALL BE DEEMED TO HAVE RELIED UPON SUCH MISREPRESENTATION AND HAS, SUBJECT AS HEREINAFTER PROVIDED, A STATUTORY RIGHT OF ACTION AGAINST THE ISSUER EITHER FOR

DAMAGES OR ALTERNATIVELY, WHILE STILL THE OWNER OF ANY OF THE SECURITIES, RESCISSION, PROVIDED THAT:

(a) AN ACTION IS COMMENCED TO ENFORCE SUCH RIGHT (I) IN THE CASE OF AN ACTION FOR RESCISSION, WITHIN 180 DAYS AFTER THE DATE OF PURCHASE, OR (II) IN THE CASE OF AN ACTION FOR DAMAGES, WITHIN THE EARLIER OF 180 DAYS FOLLOWING THE DATE SUCH PURCHASER FIRST HAD KNOWLEDGE OF THE MISREPRESENTATION AND THREE YEARS AFTER THE DATE OF THE PURCHASE;

(b) A PERSON OR COMPANY WILL NOT BE LIABLE IF IT PROVES THAT SUCH PURCHASER PURCHASED THE SECURITIES WITH KNOWLEDGE OF THE MISREPRESENTATION;

(c) IN THE CASE OF AN ACTION FOR DAMAGES, THE ISSUER WILL NOT BE LIABLE FOR ALL OR ANY PORTION OF THE DAMAGES THAT IT PROVES DOES NOT REPRESENT THE DEPRECIATION IN VALUE OF THE SECURITIES AS A RESULT OF THE MISREPRESENTATION RELIED UPON;

(d) IN NO CASE WILL THE AMOUNT RECOVERABLE IN ANY ACTION EXCEED THE PRICE AT WHICH THE SECURITIES WERE SOLD TO SUCH PURCHASER; AND

(e) IF SUCH PURCHASER ELECTS TO EXERCISE THE RIGHT OF RESCISSION, IT WILL HAVE NO RIGHT OF ACTION FOR DAMAGES.

NOTWITHSTANDING THE FOREGOING, A CANADIAN PURCHASER RESIDENT IN THE PROVINCE OF ONTARIO WILL NOT HAVE THE RIGHTS REFERRED TO ABOVE IF SUCH PURCHASER IS:

(A) A CANADIAN FINANCIAL INSTITUTION, MEANING EITHER:

(ii) AN ASSOCIATION GOVERNED BY THE *COOPERATIVE CREDIT ASSOCIATIONS ACT* (CANADA) OR A CENTRAL COOPERATIVE CREDIT SOCIETY FOR WHICH AN ORDER HAS BEEN MADE UNDER SECTION 473(1) OF THAT ACT; OR

(iii) A BANK, LOAN CORPORATION, TRUST COMPANY, TRUST CORPORATION, INSURANCE COMPANY, TREASURY BRANCH, CREDIT UNION, CAISSE POPULAIRE, FINANCIAL SERVICES CORPORATION, OR LEAGUE THAT, IN EACH CASE, IS AUTHORIZED BY AN ENACTMENT OF CANADA OR A JURISDICTION OF CANADA TO CARRY ON BUSINESS IN CANADA OR A JURISDICTION IN CANADA;

(B) A SCHEDULE III BANK, MEANING AN AUTHORIZED FOREIGN BANK NAMED IN SCHEDULE III OF THE *BANK ACT* (CANADA);

(C) THE BUSINESS DEVELOPMENT BANK OF CANADA INCORPORATED UNDER THE *BUSINESS DEVELOPMENT BANK OF CANADA ACT* (CANADA); OR

(D) A SUBSIDIARY OF ANY PERSON REFERRED TO IN PARAGRAPHS (A), (B) OR (C), IF THE PERSON OWNS ALL OF THE VOTING SECURITIES OF THE SUBSIDIARY, EXCEPT THE VOTING SECURITIES REQUIRED BY LAW TO BE OWNED BY THE DIRECTORS OF THE SUBSIDIARY.

THE FOREGOING SUMMARY IS SUBJECT TO THE EXPRESS PROVISIONS OF THE ONTARIO ACT AND THE RESPECTIVE REGULATIONS AND RULES THEREUNDER. EACH CANADIAN PURCHASER RESIDENT IN ONTARIO SHOULD REFER TO THE COMPLETE TEXT OF SUCH PROVISIONS OR CONSULT WITH A LEGAL ADVISOR.

LANGUAGE OF DOCUMENTS

UPON RECEIPT OF THIS OFFICIAL STATEMENT, THE PURCHASER HEREBY CONFIRMS THAT HE, SHE OR IT HAS EXPRESSLY REQUESTED THAT ALL DOCUMENTS

EVIDENCING OR RELATING IN ANY WAY TO THE OFFER AND/OR SALE OF THE SECURITIES BE DRAWN UP IN THE ENGLISH LANGUAGE ONLY. *PAR LA RÉCEPTION DE CE DOCUMENT, L'ACHETEUR CONFIRME PAR LES PRÉSENTES QU'IL A EXPRESSÉMENT EXIGÉ QUE TOUS LES DOCUMENTS FAISANT FOI OU SE RAPPORTANT DE QUELQUE MANIÈRE QUE CE SOIT À L'OFFRE OU À LA VENTE DES VALEURS MOBILIÈRES DÉCRITES AUX PRÉSENTES (INCLUANT, POUR PLUS DE CERTITUDE, TOUTE CONFIRMATION D'ACHAT OU TOUT AVIS) SOIENT RÉDIGÉS EN ANGLAIS SEULEMENT.*

NOTICE TO PROSPECTIVE INVESTORS IN THE PEOPLES REPUBLIC OF CHINA (PRC)

THIS OFFICIAL STATEMENT HAS NOT BEEN AND WILL NOT BE CIRCULATED OR DISTRIBUTED IN THE PRC, AND THE SECURITIES MAY NOT BE OFFERED OR SOLD, AND WILL NOT BE OFFERED OR SOLD TO ANY PERSON FOR RE-OFFERING OR RESALE, DIRECTLY OR INDIRECTLY, TO ANY RESIDENTS OF THE PRC EXCEPT PURSUANT TO APPLICABLE LAWS AND REGULATIONS OF THE PRC. FOR THE PURPOSES OF THIS PARAGRAPH, THE PRC DOES NOT INCLUDE TAIWAN, HONG KONG OR MACAU.

NOTICE TO PROSPECTIVE INVESTORS IN DENMARK

THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE A PROSPECTUS UNDER ANY DANISH LAW AND HAS NOT BEEN FILED WITH OR APPROVED BY THE DANISH FINANCIAL SUPERVISORY AUTHORITY AS THIS OFFICIAL STATEMENT HAS NOT BEEN PREPARED IN THE CONTEXT OF A PUBLIC OFFERING OF SECURITIES IN DENMARK WITHIN THE MEANING OF THE DANISH SECURITIES TRADING ACT OR ANY EXECUTIVE ORDERS ISSUED PURSUANT THERETO. PURSUANT TO SECTION 11 (1) OF THE DANISH PROSPECTUS ORDER NO. 223 OF 10 MARCH 2010 AND SECTION 2 OF THE DANISH EXECUTIVE ORDER NO. 222 OF MARCH 10, 2010, THIS OFFICIAL STATEMENT WILL ONLY BE DIRECTED TO:

(I) QUALIFIED INVESTORS AS DEFINED IN SECTION 2 OF THE DANISH PROSPECTUS ORDER NO. 223 OF 10 MARCH 2010 AND/OR

(II) FEWER THAN 100 NATURAL OR LEGAL PERSONS IN DENMARK, AND/OR

(III) INVESTORS WHO ACQUIRE SECURITIES FOR A TOTAL CONSIDERATION OF AT LEAST EUR 50,000 PER INVESTOR FOR EACH SINGLE OFFER OF SECURITIES, AND/OR

(IV) SECURITIES WHICH ARE SUBJECT TO A MINIMUM DENOMINATION EQUIVALENT TO AT LEAST EUR 50,000 PER SECURITY.

ACCORDINGLY, THIS OFFICIAL STATEMENT MAY NOT BE MADE AVAILABLE NOR MAY THE SECURITIES OTHERWISE BE MARKETED AND OFFERED FOR SALE IN DENMARK OTHER THAN IN CIRCUMSTANCES WHICH ARE DEEMED NOT TO BE CONSIDERED AS MARKETING OR AN OFFER TO THE PUBLIC IN DENMARK.

NOTICE TO PROSPECTIVE INVESTORS IN DUBAI INTERNATIONAL FINANCIAL CENTRE

THIS OFFICIAL STATEMENT RELATES TO AN EXEMPT OFFER IN ACCORDANCE WITH THE OFFERED SECURITIES RULES OF THE DUBAI FINANCIAL SERVICES AUTHORITY.

THIS OFFICIAL STATEMENT IS INTENDED FOR DISTRIBUTION ONLY TO PERSONS OF A TYPE SPECIFIED IN THOSE RULES. IT MUST NOT BE DELIVERED TO, OR RELIED ON BY, ANY OTHER PERSON.

THE DUBAI FINANCIAL SERVICES AUTHORITY HAS NO RESPONSIBILITY FOR REVIEWING OR VERIFYING ANY DOCUMENTS IN CONNECTION WITH EXEMPT OFFERS. THE DUBAI FINANCIAL SERVICES AUTHORITY HAS NOT APPROVED THIS OFFICIAL

STATEMENT NOR TAKEN STEPS TO VERIFY THE INFORMATION SET OUT IN IT, AND HAS NO RESPONSIBILITY FOR IT.

THE SECURITIES TO WHICH THIS OFFICIAL STATEMENT RELATES MAY BE ILLIQUID AND/OR SUBJECT TO RESTRICTIONS ON THEIR RESALE. PROSPECTIVE PURCHASERS OF THE SECURITIES OFFERED SHOULD CONDUCT THEIR OWN DUE DILIGENCE ON THE SECURITIES.

IF YOU DO NOT UNDERSTAND THE CONTENTS OF THIS OFFICIAL STATEMENT YOU SHOULD CONSULT AN AUTHORISED FINANCIAL ADVISER.

NOTICE TO PROSPECTIVE INVESTORS IN THE EUROPEAN ECONOMIC AREA

THIS OFFICIAL STATEMENT HAS BEEN PREPARED ON THE BASIS THAT ALL OFFERS OF THE SECURITIES WILL BE MADE PURSUANT TO AN EXEMPTION UNDER ARTICLE 3 OF DIRECTIVE 2003/7 1/EC (THE “PROSPECTUS DIRECTIVE”), AS IMPLEMENTED IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA (THE “EEA”), FROM THE REQUIREMENT TO PRODUCE A PROSPECTUS FOR OFFERS OF THE SECURITIES. ACCORDINGLY, ANY PERSON MAKING OR INTENDING TO MAKE ANY OFFER WITHIN THE EEA OF THE SECURITIES SHOULD ONLY DO SO IN CIRCUMSTANCES IN WHICH NO OBLIGATION ARISES FOR THE ISSUER OR ANY OF THE INITIAL PURCHASERS TO PRODUCE A PROSPECTUS FOR SUCH OFFER. NEITHER THE ISSUER NOR THE INITIAL PURCHASERS HAVE AUTHORIZED, NOR DO THEY AUTHORIZE, THE MAKING OF ANY OFFER OF SECURITIES THROUGH ANY FINANCIAL INTERMEDIARY, OTHER THAN OFFERS MADE BY THE INITIAL PURCHASERS, WHICH CONSTITUTE THE FINAL PLACEMENT OF THE SECURITIES CONTEMPLATED IN THIS OFFICIAL STATEMENT.

IN RELATION TO EACH MEMBER STATE OF THE EEA THAT HAS IMPLEMENTED THE PROSPECTUS DIRECTIVE (EACH, A “RELEVANT MEMBER STATE”), WITH EFFECT FROM AND INCLUDING THE DATE ON WHICH THE PROSPECTUS DIRECTIVE IS IMPLEMENTED IN THAT RELEVANT MEMBER STATE, THE OFFER OF ANY SECURITIES WHICH IS THE SUBJECT OF THE OFFERING CONTEMPLATED BY THIS OFFICIAL STATEMENT IS NOT BEING MADE AND WILL NOT BE MADE TO THE PUBLIC IN THAT RELEVANT MEMBER STATE, OTHER THAN: (A) TO LEGAL ENTITIES WHICH ARE AUTHORIZED OR REGULATED TO OPERATE IN THE FINANCIAL MARKETS OR, IF NOT SO AUTHORIZED OR REGULATED, WHOSE CORPORATE PURPOSE IS SOLELY TO INVEST IN SECURITIES; (B) TO ANY LEGAL ENTITY WHICH HAS TWO OR MORE OF (I) AN AVERAGE OF AT LEAST 250 EMPLOYEES DURING THE LAST FINANCIAL YEAR, (II) A TOTAL BALANCE SHEET OF MORE THAN EURO 43,000,000, AND (III) AN ANNUAL NET TURNOVER OF MORE THAN EURO 50,000,000, AS SHOWN IN ITS LAST ANNUAL OR CONSOLIDATED ACCOUNTS; OR (C) IN ANY OTHER CIRCUMSTANCES FALLING WITHIN ARTICLE 3(2) OF THE PROSPECTUS DIRECTIVE; PROVIDED THAT NO SUCH OFFER OF THE SECURITIES SHALL REQUIRE THE ISSUER OR THE INITIAL PURCHASERS TO PUBLISH A PROSPECTUS PURSUANT TO ARTICLE 3 OF THE PROSPECTUS DIRECTIVE.

FOR THE PURPOSES OF THIS PROVISION, THE EXPRESSION AN “OFFER OF SECURITIES TO THE PUBLIC” IN RELATION TO THE SECURITIES IN ANY RELEVANT MEMBER STATE MEANS THE COMMUNICATION IN ANY FORM AND BY ANY MEANS OF SUFFICIENT INFORMATION ON THE TERMS OF THE OFFER AND THE SECURITIES TO BE OFFERED SO AS TO ENABLE AN INVESTOR TO DECIDE TO PURCHASE THE SECURITIES, AS THE SAME MAY BE VARIED IN THAT RELEVANT MEMBER STATE BY ANY MEASURE IMPLEMENTING THE PROSPECTUS DIRECTIVE IN THAT RELEVANT MEMBER STATE AND THE EXPRESSION “PROSPECTUS DIRECTIVE” MEANS DIRECTIVE 2003/7 1/BC AND INCLUDES ANY RELEVANT IMPLEMENTING MEASURE IN EACH RELEVANT MEMBER STATE.

NOTICE TO RESIDENTS OF FRANCE

THE SECURITIES HAVE NOT BEEN OFFERED OR SOLD AND WILL NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, BY WAY OF A PUBLIC OFFER IN FRANCE (OFFRE AU PUBLIC, AS DEFINED IN ARTICLES L. 411-1, OF THE CODE MONÉTAIRE ET FINANCIER). THE SECURITIES MAY ONLY BE SUBSCRIBED FOR OR HELD BY QUALIFIED INVESTORS (INVESTISSEURS QUALIFIÉS), AS DEFINED BY ARTICLES L. 411-2, D. 411-1 AND D. 411-2 OF THE CODE MONÉTAIRE ET FINANCIER.

THIS OFFICIAL STATEMENT IS FURNISHED TO POTENTIAL QUALIFIED INVESTORS SOLELY FOR THEIR INFORMATION AND MAY NOT BE REPRODUCED OR REDISTRIBUTED TO ANY OTHER PERSON. IT IS STRICTLY CONFIDENTIAL AND IS SOLELY DESTINED FOR QUALIFIED INVESTORS TO WHICH IT WAS INITIALLY SUPPLIED. THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE AN OFFER OR INVITATION TO SUBSCRIBE FOR OR TO PURCHASE ANY SECURITIES AND NEITHER THIS OFFICIAL STATEMENT NOR ANYTHING HEREIN SHALL FORM THE BASIS OF ANY CONTRACT OR COMMITMENT WHATSOEVER.

THIS OFFICIAL STATEMENT OR ANY OTHER MATERIAL RELATING TO THE SECURITIES MAY NOT BE DISTRIBUTED TO THE PUBLIC IN FRANCE OR USED IN CONNECTION WITH ANY OFFER FOR SUBSCRIPTION OR SALE OF SECURITIES IN FRANCE OTHER THAN IN ACCORDANCE WITH ARTICLES L. 411-2, D. 411-1 AND D. 411-2 OF THE CODE MONÉTAIRE ET FINANCIER. THIS OFFICIAL STATEMENT HAS NOT BEEN SUBMITTED TO THE “AUTORITÉ DES MARCHÉS FINANCIERS” FOR APPROVAL AND DOES NOT CONSTITUTE AN OFFER FOR SALE OR SUBSCRIPTION OF SECURITIES. ANY CONTACT WITH POTENTIAL QUALIFIED INVESTORS IN FRANCE DOES NOT AND WILL NOT CONSTITUTE FINANCIAL AND BANKING SOLICITATION (DÉMARCHAGE BANCAIRE ET FINANCIER) AS DEFINED IN ARTICLES L. 341-1 ET SEQ. OF THE CODE MONÉTAIRE ET FINANCIER.

NOTICE TO PROSPECTIVE INVESTORS IN GERMANY

THE SECURITIES HAVE NOT BEEN, WILL NOT BE AND MAY NOT BE OFFERED, PROMOTED OR SOLD, EITHER DIRECTLY OR INDIRECTLY, IN GERMANY BY WAY OF AN OFFER TO THE PUBLIC WITHIN THE MEANING OF SECTION 2 NO. 4 OF THE SECURITIES PROSPECTUS ACT (WERTPAPIERPROSPEKTGESETZ). THE SECURITIES MAY ONLY BE OFFERED TO, SOLD TO, SUBSCRIBED FOR OR HELD BY QUALIFIED INVESTORS WITHIN THE MEANING OF SECTION 2 NO. 6 OF THE SECURITIES PROSPECTUS ACT OR, IF APPLICABLE, ANY PERSON IN GERMANY WHOSE PROFESSIONAL OR COMMERCIAL ACTIVITIES INVOLVE THEM IN THE ACQUIRING OR DISPOSING OF INVESTMENTS WITHIN THE MEANING OF SECTION 8F SUBSECTION 2 NO. 4 OF THE SALES PROSPECTUS ACT (VERKAUFSPROSPEKTGESETZ) EITHER AS PRINCIPAL OR AGENT.

THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE AN OFFER TO SUBSCRIBE FOR OR BUY ANY OF THE SECURITIES OFFERED HEREBY TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION IN GERMANY. THIS OFFICIAL STATEMENT IS GIVEN TO POTENTIAL INVESTORS SOLELY FOR THEIR INFORMATION AND MAY NOT BE DISTRIBUTED TO ANY OTHER PERSON. IT IS CONFIDENTIAL AND SOLELY TARGETED AT THE RECIPIENTS, I.E. QUALIFIED INVESTORS WITHIN THE MEANING OF SECTION 2 NO. 6 OF THE SECURITIES PROSPECTUS ACT, TO WHICH IT HAS BEEN INITIALLY SUPPLIED.

NOTICE TO RESIDENTS OF HONG KONG

THE SECURITIES HAVE NOT BEEN AUTHORISED BY THE SECURITIES AND FUTURES COMMISSION IN HONG KONG FOR PUBLIC OFFERING IN HONG KONG, NOR HAS A COPY

OF THIS OFFICIAL STATEMENT BEEN REGISTERED WITH THE REGISTRAR OF COMPANIES IN HONG KONG.

THE SECURITIES MAY NOT BE OFFERED OR SOLD BY MEANS OF ANY DOCUMENT OTHER THAN (I) IN CIRCUMSTANCES WHICH DO NOT CONSTITUTE, OR FORM PART OF, AN OFFER TO THE PUBLIC WITHIN THE MEANING OF THE COMPANIES ORDINANCE (CAP.32 OF THE LAWS OF HONG KONG), OR (II) TO “PROFESSIONAL INVESTORS” WITHIN THE MEANING OF THE SECURITIES AND FUTURES ORDINANCE (CAP.571 OF THE LAWS OF HONG KONG) AND ANY RULES MADE THEREUNDER, OR (III) IN OTHER CIRCUMSTANCES WHICH DO NOT RESULT IN THE DOCUMENT BEING A “PROSPECTUS” WITHIN THE MEANING OF THE COMPANIES ORDINANCE (CAP.32 OF THE LAWS OF HONG KONG), AND THAT NO ADVERTISEMENT, INVITATION OR DOCUMENT RELATING TO THE SECURITIES MAY BE ISSUED OR MAY BE IN THE POSSESSION OF ANY PERSON FOR THE PURPOSE OF ISSUE (IN EACH CASE WHETHER IN HONG KONG OR ELSEWHERE), WHICH IS DIRECTED AT, OR THE CONTENTS OF WHICH ARE LIKELY TO BE ACCESSED OR READ BY, THE PUBLIC IN HONG KONG (EXCEPT IF PERMITTED TO DO SO UNDER THE LAWS OF HONG KONG) OTHER THAN WITH RESPECT TO THE SECURITIES WHICH ARE OR ARE INTENDED TO BE SOLD OR OTHERWISE DISPOSED OF ONLY TO PERSONS OUTSIDE HONG KONG OR ONLY TO “PROFESSIONAL INVESTORS” WITHIN THE MEANING OF THE SECURITIES AND FUTURES ORDINANCE (CAP. 571 OF THE LAWS OF HONG KONG) AND ANY RULES MADE THEREUNDER.

NOTICE TO RESIDENTS OF JAPAN

THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE FINANCIAL INSTRUMENTS AND EXCHANGE LAW OF JAPAN (LAW NO. 25 OF 1948, AS AMENDED, THE “FIEL”). THE SECURITIES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, IN JAPAN OR TO, OR FOR THE BENEFIT OF, ANY RESIDENT OF JAPAN (WHICH TERM AS USED HEREIN MEANS ANY PERSON RESIDENT IN JAPAN, INCLUDING ANY CORPORATION OR OTHER ENTITY ORGANIZED UNDER THE LAWS OF JAPAN), OR TO OTHERS FOR RE-OFFERING OR RESALE, DIRECTLY OR INDIRECTLY, IN JAPAN OR TO, OR FOR THE BENEFIT OF, ANY RESIDENT OF JAPAN, EXCEPT PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF, AND OTHERWISE IN COMPLIANCE WITH, THE FIEL AND ANY OTHER APPLICABLE LAWS, REGULATIONS AND MINISTERIAL GUIDELINES OF JAPAN.

NOTICE TO PROSPECTIVE INVESTORS IN KOREA

THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE FINANCIAL INVESTMENTS SERVICES AND CAPITAL MARKETS ACT OF KOREA AND THE DECREES AND REGULATIONS THEREUNDER (THE “FSCMA”) AND THE SECURITIES HAVE BEEN AND WILL BE OFFERED IN KOREA AS A PRIVATE PLACEMENT UNDER THE FSCMA. NONE OF THE SECURITIES MAY BE OFFERED, SOLD AND DELIVERED DIRECTLY OR INDIRECTLY, OR OFFERED OR SOLD TO ANY PERSON FOR RE-OFFERING OR RESALE, DIRECTLY OR INDIRECTLY, IN KOREA OR TO ANY RESIDENT OF KOREA EXCEPT PURSUANT TO THE APPLICABLE LAWS AND REGULATIONS OF KOREA, INCLUDING THE FSCMA AND THE FOREIGN EXCHANGE TRANSACTION LAW OF KOREA AND THE DECREES AND REGULATIONS THEREUNDER (THE “FETL”). FOR A PERIOD OF ONE YEAR FROM THE ISSUE DATE OF THE SECURITIES, THE DENOMINATION OF THE SECURITIES MAY NOT BE SUB-DIVIDED. FURTHERMORE, THE PURCHASER OF THE SECURITIES SHALL COMPLY WITH ALL APPLICABLE REGULATORY REQUIREMENTS (INCLUDING BUT NOT LIMITED TO REQUIREMENTS UNDER THE FETL) IN CONNECTION WITH THE PURCHASE OF THE SECURITIES.

EACH UNDERWRITER WILL REPRESENT AND AGREE THAT IT HAS NOT OFFERED, SOLD OR DELIVERED THE SECURITIES DIRECTLY OR INDIRECTLY TO ANY PERSON FOR RE-OFFERING OR RESALE, DIRECTLY OR INDIRECTLY, IN KOREA OR TO ANY RESIDENT OF KOREA AND WILL NOT OFFER, SELL OR DELIVER THE SECURITIES DIRECTLY OR INDIRECTLY TO ANY PERSON FOR RE-OFFERING OR RESALE, DIRECTLY OR INDIRECTLY, IN KOREA OR TO ANY RESIDENT OF KOREA, EXCEPT PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF, AND OTHERWISE IN COMPLIANCE WITH, THE FSCMA, THE FETL AND OTHER RELEVANT LAWS AND REGULATIONS OF KOREA.

NOTICE TO PROSPECTIVE INVESTORS IN THE NETHERLANDS

1. IN ACCORDANCE WITH THE DUTCH FINANCIAL SUPERVISION ACT (“WET OP HET FINANCIËEL TOEZICHT” OR “WFT”) AND THE WFT EXEMPTIONS REGULATION (IN DUTCH: “VRIJSTELLINGSREGELING WFT”) A STRAIGHT FORWARD OFFERING OF THE SECURITIES TO THE PUBLIC IN THE NETHERLANDS REQUIRES PUBLICATION OF A PROSPECTUS THAT IS DULY APPROVED BY THE COMPETENT DUTCH AUTHORITY (I.E. NETHERLANDS AUTHORITY FOR THE FINANCIAL MARKETS, IN DUTCH: “AUTORITEIT FINANCIËLE MARKTEN” OR “AFM”) OR BY A COMPETENT AUTHORITY OF ANOTHER EUROPEAN MEMBER STATE, UNLESS:

(a) THE SECURITIES ARE OFFERED EXCLUSIVELY TO QUALIFIED INVESTORS AS DEFINED IN THE WFT; AND/OR

(b) THE SECURITIES ARE OFFERED TO LESS THAN 100 PEOPLE, NOT BEING QUALIFIED INVESTORS AS DEFINED IN THE WFT; AND/OR

(c) THE SECURITIES ARE OFFERED IN MINIMUM LOTS OF EUR 50,000 IN TERMS OF NOMINAL VALUE OR SUBSCRIPTION PRICE; AND/OR

(d) THE TOTAL CONSIDERATION VALUE OF THE OFFERING OF SECURITIES INVOLVES A TOTAL AMOUNT OF LESS THAN EUR 100,000 CALCULATED OVER A 12-MONTH-PERIOD; AND/OR

(e) THE OFFERING OF SECURITIES FORMS PART OF AN OFFER UNDER WHICH THE TOTAL CONSIDERATION VALUE OF THE OFFER, CALCULATED OVER A PERIOD OF TWELVE MONTHS, DOES NOT EXCEED EUR 2.5 MILLION, PROVIDED THAT IN ALL RELEVANT DOCUMENTATION AND ADVERTISEMENTS THE OFFEROR MENTIONS THAT THE OFFER IN QUESTION IS EXEMPTED FROM THE STATUTORY REQUIREMENT TO PUBLISH A PROSPECTUS; AND/OR

(f) THE SECURITIES ARE OFFERED TO INVESTORS, NOT BEING QUALIFIED INVESTORS, WHO HAVE CONCLUDED A WRITTEN MANDATE AGREEMENT (“SCHRIFTELIJKE OVEREENKOMST VAN LASTGEVING”) WITH AN ASSET MANAGER ENTITLED TO PROVIDE INVESTMENT SERVICES UNDER THE LAW OF THE NETHERLANDS AND WHO IS ENTITLED IN TERMS OF THAT AGREEMENT TO UNDERTAKE OR REALISE TRANSACTIONS AT HIS OWN DISCRETION WITHOUT TAKING ORDERS FROM OR CONSULTING WITH THE INVESTORS WHO GRANTED THE MANDATE.

2. IN LIGHT OF THE ABOVE, THE SECURITIES THAT ARE OFFERED TO YOU WITHOUT PUBLICATION OF A PROSPECTUS THAT IS DULY APPROVED BY THE AFM OR BY A COMPETENT AUTHORITY OF ANOTHER EUROPEAN MEMBER STATE SHALL NOT BE DEEMED TO BE IN VIOLATION OF THE WFT AND THE WFT EXEMPTION REGULATION, IF AND INsofar AS:

(a) YOU ARE A QUALIFIED INVESTOR AS DEFINED IN THE WFT; AND/OR

(b) YOU ARE NOT A QUALIFIED INVESTOR AS DEFINED IN THE WFT, BUT YOU HAVE CONCLUDED A WRITTEN MANDATE AGREEMENT (“SCHRIFTELIJKE OVEREENKOMST VAN LASTGEVING”) WITH AN ASSET MANAGER ENTITLED TO PROVIDE INVESTMENT SERVICES UNDER THE LAW OF THE NETHERLANDS AND WHO IS ENTITLED IN TERMS OF THAT AGREEMENT TO UNDERTAKE OR REALISE TRANSACTIONS IN THE SECURITIES AT HIS OWN DISCRETION WITHOUT BEING REQUIRED TO TAKE ORDERS FROM OR CONSULT WITH YOU; AND/OR

(c) YOU INVEST AT LEAST EUR 50,000 IN THE ACQUISITION OF THE SECURITIES.

3. THE OFFERING OF SECURITIES IS ONLY AIMED AT, DIRECTED AND MADE TO PROSPECTIVE INVESTORS IN THE NETHERLANDS WHO FALL WITHIN THE SCOPE OF PAR. 2 ABOVE AND, THEREFORE, ANY RESPONSE TO AN OFFER OF SECURITIES MADE BY AN INVESTOR THAT DOES NOT FALL WITHIN THE SCOPE OF PAR. 2 ABOVE SHALL NOT BE DEEMED TO CONSTITUTE NOR IMPLY ACCEPTANCE OF THE OFFER AND THE OFFEROR SHALL IN THAT CASE NOT BE HELD TO SELL THE SECURITIES TO THAT INVESTOR.

4. THIS NOTICE IS FURNISHED TO PROSPECTIVE INVESTORS IN THE NETHERLANDS ONLY IN CONNECTION WITH THIS OFFICIAL STATEMENT AND IS SOLELY FOR THEIR INFORMATION. THIS OPINION IS NOT TO BE USED, CIRCULATED, QUOTED OR OTHERWISE RELIED UPON BY ANY OTHER PERSON OR ENTITY OR, FOR ANY PURPOSE.

NOTICE TO PROSPECTIVE INVESTORS IN NEW ZEALAND

NO ACTION HAS BEEN TAKEN TO AUTHORIZE THE OFFER OF ANY OF THE SECURITIES TO THE PUBLIC IN NEW ZEALAND. ACCORDINGLY, THE SECURITIES MAY NOT BE OFFERED OR SOLD, OR RE-OFFERED OR RESOLD, AND THIS OFFICIAL STATEMENT OR ANY OTHER MATERIAL IN CONNECTION WITH THE SECURITIES MAY NOT BE ISSUED, CIRCULATED, DELIVERED OR DISTRIBUTED, IN NEW ZEALAND, EITHER DIRECTLY OR INDIRECTLY, OTHER THAN TO:

(a) PERSONS WHOSE PRINCIPAL BUSINESS IS THE INVESTMENT OF MONEY OR WHO, IN THE COURSE OF AND FOR THE PURPOSES OF THEIR BUSINESS, HABITUALLY INVEST MONEY;

(b) PERSONS WHO ARE EACH REQUIRED TO PAY A MINIMUM SUBSCRIPTION PRICE OF AT LEAST \$500,000 FOR THE SECURITIES BEFORE THE ALLOTMENT OF THOSE SECURITIES;

(c) PERSONS WHO HAVE EACH, IN A SINGLE TRANSACTION, PREVIOUSLY PAID THE ISSUER OF THE CURRENT SECURITIES A MINIMUM SUBSCRIPTION PRICE OF AT LEAST \$500,000 FOR OTHER SECURITIES ISSUED BY THE SAME ENTITY BEFORE THE ALLOTMENT OF SUCH OTHER SECURITIES AND PROVIDED THAT THE OFFER OF THE CURRENT SECURITIES IS MADE WITHIN 18 MONTHS OF THE DATE OF THE FIRST ALLOTMENT OF THE PREVIOUS SECURITIES; OR

(d) PERSONS WHO ARE “ELIGIBLE PERSONS” (AS DEFINED IN SECTION 5(2CC) OF THE SECURITIES ACT 1978 (NZ)),

IN EACH CASE AS INTERPRETED IN ACCORDANCE WITH THE SECURITIES ACT 1978 (NZ) AND THE LAWS OF NEW ZEALAND.

ALL PERSONS INTO WHOSE POSSESSION THIS MATERIAL MAY COME MUST INFORM THEMSELVES ABOUT AND STRICTLY OBSERVE THE RESTRICTIONS DETAILED IN THE PRECEDING SENTENCE.

THIS OFFICIAL STATEMENT IS NOT A NEW ZEALAND REGISTERED PROSPECTUS OR INVESTMENT STATEMENT, THE CONTENT OF WHICH IS PRESCRIBED BY THE

SECURITIES ACT 1978 (NZ) AND OTHER LAWS, AND DOES NOT CONTAIN THE INFORMATION THAT SUCH DOCUMENTS WOULD BE REQUIRED TO CONTAIN.

NOTICE TO PROSPECTIVE INVESTORS IN NORWAY

THE SECURITIES HAVE NOT AND WILL NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, TO ANY PERSON IN NORWAY, OTHER THAN TO LEGAL AND PHYSICAL PERSONS DEEMED TO BE PROFESSIONAL INVESTORS AS FURTHER DEFINED IN SECTION 7-1 OF THE NORWEGIAN REGULATION OF SECURITIES TRADING (“THE REGULATION”).

PROFESSIONAL INVESTORS ARE CATEGORIZED AS:

(I) LEGAL ENTITIES THAT ARE DEEMED TO BE PROFESSIONAL INVESTORS WITHOUT FURTHER REQUIREMENTS, CF. SECTION 7-1 (1) OF THE REGULATION,

(II) LEGAL AND PHYSICAL PERSONS THAT MUST BE REGISTERED WITH THE COMPETENT AUTHORITY RESPONSIBLE FOR INSPECTING PROSPECTUSES IN ORDER TO BE DEEMED PROFESSIONAL INVESTORS, CF. SECTION 7-1 (2) AND (3) OF THE REGULATION.

THIS OFFICIAL STATEMENT IS FURNISHED TO POTENTIAL INVESTORS SOLELY FOR THEIR INFORMATION AND MAY NOT BE REPRODUCED OR REDISTRIBUTED TO ANY OTHER PERSON. IT IS STRICTLY CONFIDENTIAL AND IS SOLELY DESTINED FOR PERSONS OR INSTITUTIONS TO WHICH IT WAS INITIALLY SUPPLIED. THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE AN OFFER OR INVITATION TO SUBSCRIBE FOR OR TO PURCHASE ANY SECURITIES. NEITHER THIS OFFICIAL STATEMENT NOR ANYTHING HEREIN SHALL FORM THE BASIS OF ANY CONTRACT OR COMMITMENT WHATSOEVER.

THIS OFFICIAL STATEMENT HAS NOT BEEN SUBMITTED TO THE OSLO STOCK EXCHANGE / THE NORWEGIAN FINANCIAL SUPERVISORY AUTHORITY FOR APPROVAL.

INVESTMENT SERVICES, INCLUDING OFFERING AND SUBSCRIPTION OF SECURITIES, CAN ONLY BE MADE THROUGH INVESTMENT FIRMS AUTHORIZED BY THE FINANCIAL SUPERVISORY AUTHORITY OF NORWAY, CF. THE NORWEGIAN SECURITIES TRADING ACT CHAPTER 9. THE ISSUER RESERVES ITS RIGHTS, AT ITS SOLE DISCRETION, TO REJECT ANY SUBSCRIPTION MADE THROUGH NON-AUTHORIZED INVESTMENT FIRMS.

SELLING RESTRICTIONS FOR OFFER OF SECURITIES IN SINGAPORE TO ACCREDITED INVESTORS AND INSTITUTIONAL INVESTORS

NEITHER THIS OFFICIAL STATEMENT NOR ANY OTHER DOCUMENT OR MATERIAL IN CONNECTION WITH ANY OFFER OF THE SECURITIES HAS BEEN OR WILL BE LODGED OR REGISTERED AS A PROSPECTUS WITH THE MONETARY AUTHORITY OF SINGAPORE (MAS) UNDER THE SECURITIES AND FUTURES ACT (CAP.289) OF SINGAPORE (SFA). ACCORDINGLY, MAS ASSUMES NO RESPONSIBILITY FOR THE CONTENTS OF THIS OFFICIAL STATEMENT. THIS OFFICIAL STATEMENT IS NOT A PROSPECTUS AS DEFINED IN THE SFA AND STATUTORY LIABILITY UNDER THE SFA IN RELATION TO THE CONTENTS OF PROSPECTUSES WOULD NOT APPLY.

THIS OFFICIAL STATEMENT AND ANY OTHER DOCUMENTS OR MATERIALS IN CONNECTION WITH THIS OFFER AND THE SECURITIES MAY NOT BE DIRECTLY OR INDIRECTLY ISSUED, CIRCULATED OR DISTRIBUTED, NOR MAY THE SECURITIES BE OFFERED OR SOLD, OR BE MADE THE SUBJECT OF AN INVITATION FOR SUBSCRIPTION OR PURCHASE, WHETHER DIRECTLY OR INDIRECTLY, TO PERSONS IN SINGAPORE OTHER THAN (I) TO AN INSTITUTIONAL INVESTOR UNDER SECTION 274 OF THE SFA; (II) TO A RELEVANT PERSON (AS DEFINED IN SECTION 275(2) OF THE SFA) PURSUANT TO

SECTION 275(1) OF THE SFA; (III) TO ANY PERSON PURSUANT TO THE CONDITIONS OF SECTION 275(1A) OF THE SFA; OR (IV) OTHERWISE PURSUANT TO, AND IN ACCORDANCE WITH, THE CONDITIONS OF ANY OTHER APPLICABLE PROVISIONS OF THE SFA.

ANY SUBSEQUENT OFFERS IN SINGAPORE OF SECURITIES ACQUIRED PURSUANT TO AN INITIAL OFFER MADE IN RELIANCE ON AN EXEMPTION UNDER SECTION 274 OF THE SFA OR SECTION 275 OF THE SFA MAY ONLY BE MADE, PURSUANT TO THE REQUIREMENTS OF SECTION 276 OF THE SFA, FOR THE INITIAL SIX MONTH PERIOD AFTER SUCH ACQUISITION TO PERSONS WHO ARE INSTITUTIONAL INVESTORS (AS DEFINED IN SECTION 4A OF THE SFA) OR TO ACCREDITED INVESTORS AND CERTAIN OTHER PERSONS (AS SET OUT IN SECTION 275 OF THE SFA). ANY TRANSFER AFTER SUCH INITIAL SIX MONTH PERIOD IN SINGAPORE SHALL BE MADE, PURSUANT TO THE REQUIREMENTS OF SECTION 257 OF THE SFA, IN RELIANCE ON ANY APPLICABLE EXEMPTION UNDER SUBDIVISION (4) OF DIVISION 1 OF PART XIII OF THE SFA.

IN ADDITION TO THE ABOVE, PURSUANT TO THE REQUIREMENTS OF SECTION 276(3) OF THE SFA, WHERE THE SECURITIES ARE ACQUIRED PURSUANT TO AN OFFER MADE IN RELIANCE ON THE EXEMPTION UNDER SECTION 275 OF THE SFA BY A CORPORATION (OTHER THAN A CORPORATION THAT IS AN ACCREDITED INVESTOR (AS DEFINED IN SECTION 4A OF THE SFA)) WHOSE SOLE BUSINESS IS TO HOLD INVESTMENTS AND THE ENTIRE SHARE CAPITAL OF WHICH IS OWNED BY ONE OR MORE INDIVIDUALS EACH OF WHOM IS AN ACCREDITED INVESTOR (AS DEFINED IN SECTION 4A OF THE SFA), SECURITIES OF SUCH CORPORATION SHALL NOT BE TRANSFERRED WITHIN 6 MONTHS AFTER THE CORPORATION HAS ACQUIRED THE SECURITIES PURSUANT TO AN OFFER MADE IN RELIANCE ON THE EXEMPTION UNDER SECTION 275 OF THE SFA UNLESS THAT TRANSFER IS MADE ONLY TO INSTITUTIONAL INVESTORS (AS DEFINED IN SECTION 4A OF THE SFA) OR RELEVANT PERSONS (AS DEFINED IN SECTION 275(2) OF THE SFA); OR ARISES FROM AN OFFER REFERRED TO IN SECTION 275(1A) OF THE SFA; OR NO CONSIDERATION IS OR WILL BE GIVEN FOR THE TRANSFER; OR THE TRANSFER IS BY OPERATION OF LAW. THIS RESTRICTION DOES NOT APPLY TO SECURITIES PREVIOUSLY MADE IN OR ACCOMPANIED BY A PROSPECTUS AND WHICH ARE OF THE SAME CLASS AS OTHER SECURITIES OF A CORPORATION LISTED ON THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED.

PURSUANT TO THE REQUIREMENTS OF SECTION 276(4) OF THE SFA, WHERE THE SECURITIES ARE ACQUIRED PURSUANT TO AN OFFER MADE IN RELIANCE ON THE EXEMPTION UNDER SECTION 275 OF THE SFA FOR A TRUST (OTHER THAN A TRUST THE TRUSTEE OF WHICH IS AN ACCREDITED INVESTOR (AS DEFINED IN SECTION 4A OF THE SFA)) WHOSE SOLE PURPOSE IS TO HOLD INVESTMENTS AND EACH BENEFICIARY OF THE TRUST IS AN INDIVIDUAL WHO IS AN ACCREDITED INVESTOR (AS DEFINED IN SECTION 4A OF THE SFA), THE BENEFICIARIES' RIGHTS AND INTEREST (HOWSOEVER DESCRIBED) IN THE TRUST SHALL NOT BE TRANSFERRED WITHIN 6 MONTHS AFTER THE SECURITIES ARE ACQUIRED FOR THE TRUST PURSUANT TO AN OFFER MADE IN RELIANCE ON THE EXEMPTION UNDER SECTION 275 OF THE SFA UNLESS THAT TRANSFER IS MADE ONLY TO INSTITUTIONAL INVESTORS (AS DEFINED IN SECTION 4A OF THE SFA) OR RELEVANT PERSONS (AS DEFINED IN SECTION 275(2) OF THE SFA); OR ARISES FROM AN OFFER THAT IS MADE ON TERMS THAT SUCH RIGHTS OR INTEREST ARE ACQUIRED AT A CONSIDERATION OF NOT LESS THAN US\$200,000 (OR ITS EQUIVALENT IN A FOREIGN CURRENCY) FOR EACH TRANSACTION, WHETHER SUCH AMOUNT IS TO BE PAID FOR IN CASH OR BY EXCHANGE OF SECURITIES OR OTHER ASSETS; OR NO CONSIDERATION IS OR WILL BE GIVEN FOR THE TRANSFER; OR THE TRANSFER IS BY OPERATION OF LAW. THIS RESTRICTION DOES NOT APPLY TO SECURITIES PREVIOUSLY MADE IN OR ACCOMPANIED BY A PROSPECTUS AND WHICH ARE OF THE SAME CLASS AS

OTHER SECURITIES OF A CORPORATION LISTED ON THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED.

NOTICE TO SWEDISH INVESTORS

THIS OFFICIAL STATEMENT HAS NOT BEEN, AND WILL NOT BE, REGISTERED WITH OR APPROVED BY THE SWEDISH FINANCIAL SUPERVISORY AUTHORITY (SW. FINANSINSPEKTIONEN). ACCORDINGLY, THIS OFFICIAL STATEMENT IS NOT INTENDED FOR AND MAY NOT BE MADE AVAILABLE TO THE PUBLIC IN SWEDEN. NOR MAY THE SECURITIES OTHERWISE BE MARKETED AND OFFERED FOR SALE, OTHER THAN UNDER CIRCUMSTANCES THAT ARE DEEMED NOT TO BE AN OFFER TO THE PUBLIC IN SWEDEN UNDER THE SWEDISH FINANCIAL INSTRUMENTS TRADING ACT (1991:980). NOTWITHSTANDING THE ABOVE, IF THE OFFER IS DEEMED AS AN OFFER TO THE PUBLIC IN SWEDEN, PLEASE NOTE THAT THE OFFER IS DIRECTED SOLELY TO QUALIFIED INVESTORS.

NOTICE TO PROSPECTIVE INVESTORS IN SWITZERLAND

THIS OFFICIAL STATEMENT TOGETHER WITH THE ANY ACCOMPANYING DOCUMENTS DOES NOT CONSTITUTE AN ISSUE PROSPECTUS TO ART. 1156 AND ART. 652A OF THE SWISS FEDERAL CODE OF OBLIGATIONS. THE SECURITIES MAY NOT BE OFFERED TO THE PUBLIC IN OR FROM SWITZERLAND, BUT ONLY TO A SELECTED AND LIMITED CIRCLE OF INVESTORS. THIS OFFICIAL STATEMENT TOGETHER WITH ANY ACCOMPANYING DOCUMENTS AND ANY OTHER SUPPLEMENT HERETO ARE PERSONAL TO EACH OFFEREE AND DO NOT CONSTITUTE AN OFFER TO ANY OTHER PERSON. THIS OFFICIAL STATEMENT TOGETHER WITH ANY ACCOMPANYING DOCUMENTS MAY ONLY BE USED BY THOSE PERSONS TO WHOM THEY HAVE BEEN DISTRIBUTED IN CONNECTION WITH THE OFFERING OF THE SECURITIES AND MAY NEITHER BE COPIED NOR DIRECTLY OR INDIRECTLY BE DISTRIBUTED NOR BE MADE AVAILABLE TO OTHER PERSONS WITHOUT THE EXPRESS PRIOR WRITTEN CONSENT OF THE ISSUER.

NOTICE TO PROSPECTIVE INVESTORS IN TAIWAN

THE OFFER OF THE SECURITIES HAS NOT BEEN AND WILL NOT BE REGISTERED WITH THE FINANCIAL SUPERVISORY COMMISSION OF TAIWAN PURSUANT TO RELEVANT SECURITIES LAWS AND REGULATIONS OF TAIWAN AND THE SECURITIES, INCLUDING ANY COPY OF THIS OFFICIAL STATEMENT OR ANY OTHER DOCUMENTS RELATING TO THE SECURITIES, MAY NOT BE OFFERED, SOLD, DELIVERED OR DISTRIBUTED WITHIN TAIWAN THROUGH A PUBLIC OFFERING OR IN CIRCUMSTANCES WHICH CONSTITUTE AN OFFER WITHIN THE MEANING OF THE SECURITIES AND EXCHANGE ACT OF TAIWAN THAT REQUIRES THE PRIOR REGISTRATION WITH OR APPROVAL OF THE FINANCIAL SUPERVISORY COMMISSION OF TAIWAN. TAIWAN INVESTORS WHO SUBSCRIBE AND PURCHASE THE SECURITIES SHALL COMPLY WITH ALL RELEVANT SECURITIES, TAX AND FOREIGN EXCHANGE LAWS AND REGULATIONS IN EFFECT IN TAIWAN.

NOTICE TO PROSPECTIVE INVESTORS IN THE KINGDOM OF THAILAND

WARNINGS:

PRIOR TO MAKING AN INVESTMENT DECISION, INVESTORS SHOULD EXERCISE THEIR OWN JUDGMENT WHEN CONSIDERING INFORMATION RELATING TO A PARTY ISSUING SECURITIES OR BONDS AS WELL AS THE TERMS AND CONDITIONS OF THE SECURITIES OR BONDS, INCLUDING THE SUITABILITY OF SUCH SECURITIES OR BONDS FOR INVESTMENT AND THEIR RELEVANT RISK EXPOSURE. NOTHING IN THE OFFICIAL

STATEMENT SHOULD BE READ TO REPRESENT OR EVEN SUGGEST THAT THE SECURITIES AND EXCHANGE COMMISSION OR THE OFFICE OF THE SECURITIES AND EXCHANGE COMMISSION HAVE RECOMMENDED INVESTMENT IN THE OFFERED SECURITIES OR BONDS; NOR DOES THE OFFICIAL STATEMENT CONTAIN ANY ASSURANCE IN RELATION TO THE VALUE OR RETURNS ON THE OFFERED SECURITIES OR BONDS; NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR THE OFFICE OF THE SECURITIES AND EXCHANGE COMMISSION CERTIFIED THE ACCURACY AND COMPLETENESS OF INFORMATION CONTAINED IN THE OFFICIAL STATEMENT. THE LIABILITY FOR CERTIFICATION OF THE ACCURACY AND COMPLETENESS OF INFORMATION CONTAINED IN THE OFFICIAL STATEMENT IS VESTED IN THE OFFEROR OF THE SECURITIES OR BONDS.

IF THE OFFICIAL STATEMENT CONTAINS ANY FALSE STATEMENTS OR OMITTS TO STATE ANY MATERIAL INFORMATION WHICH SHOULD HAVE BEEN DISCLOSED, THE SECURITIES OR BOND HOLDERS SHALL BE ENTITLED TO CLAIM DAMAGES FROM THE SECURITIES OR BOND OFFEROR OR THE SECURITIES OR BOND OWNERS PURSUANT TO SECTION 82 OF THE SECURITIES AND EXCHANGE ACT B.E. 2535 (1992) WITHIN ONE YEAR FROM THE DATE ON WHICH THE FACT THAT THIS OFFICIAL STATEMENT CONTAINED FALSE INFORMATION BECOMES KNOWN OR SHOULD HAVE BEEN KNOWN, BUT NOT EXCEEDING TWO YEARS FROM THE DATE THE OFFICIAL STATEMENT WAS DELIVERED TO THE BOND OR SECURITIES HOLDERS.

RISKS AND RESTRICTIONS:

IN RESPECT OF INVESTING IN SECURITIES OR BONDS OFFERED IN THAILAND BY A FOREIGN OFFEROR, INVESTORS SHALL BE ENTITLED TO RIGHTS AND PROTECTIONS SIMILAR IN NATURE TO THOSE PROVIDED BY ANY FOREIGN JURISDICTION TO INVESTORS MAKING DIRECT INVESTMENTS IN THE SECURITIES OR BONDS OFFERED. ACCORDINGLY, INVESTORS ARE STRONGLY ENCOURAGED TO REVIEW AND UPDATE THEMSELVES ON THE PERTINENT LAWS AND REGULATIONS OF THE FOREIGN OFFEROR'S HOME JURISDICTION AND OF ANY JURISDICTION WHERE THE SECURITIES OR BONDS OF THE FOREIGN OFFEROR ARE TRADED ON AN EXCHANGE.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED ARAB EMIRATES

THE OFFICIAL STATEMENT HAS NOT BEEN REVIEWED, APPROVED OR LICENSED BY THE UAE CENTRAL BANK OR ANY OTHER RELEVANT LICENSING AUTHORITIES OR GOVERNMENTAL AGENCIES IN THE UNITED ARAB EMIRATES. THIS OFFICIAL STATEMENT IS STRICTLY PRIVATE AND CONFIDENTIAL AND HAS NOT BEEN REVIEWED, DEPOSITED OR REGISTERED WITH ANY LICENSING AUTHORITY OR GOVERNMENTAL AGENCY IN THE UNITED ARAB EMIRATES, AND IS BEING ISSUED TO A LIMITED NUMBER OF INSTITUTIONAL OR PRIVATE INVESTORS AND MUST NOT BE PROVIDED TO ANY PERSON OTHER THAN THE ORIGINAL RECIPIENT AND MAY NOT BE REPRODUCED OR USED FOR ANY OTHER PURPOSE. THE SECURITIES MAY NOT BE OFFERED OR SOLD DIRECTLY OR INDIRECTLY TO THE PUBLIC IN THE UNITED ARAB EMIRATES.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED KINGDOM

THIS OFFERING MEMORANDUM IS FOR DISTRIBUTION ONLY TO, AND IS DIRECTED SOLELY AT, PERSONS WHO (I) ARE OUTSIDE THE UNITED KINGDOM, (II) ARE INVESTMENT PROFESSIONALS, AS SUCH TERM IS DEFINED IN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (THE "FINANCIAL PROMOTION ORDER"), (III) ARE PERSONS FALLING WITHIN ARTICLE 49(2)(A) TO (D) OF THE FINANCIAL PROMOTION ORDER, OR (IV) ARE PERSONS TO WHOM AN INVITATION OR INDUCEMENT TO ENGAGE IN INVESTMENT BANKING ACTIVITY (WITHIN THE MEANING OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS

ACT 2000) IN CONNECTION WITH THE ISSUE OR SALE OF ANY SECURITIES MAY OTHERWISE BE LAWFULLY COMMUNICATED OR CAUSED TO BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS “RELEVANT PERSONS”). THIS OFFICIAL STATEMENT IS DIRECTED ONLY AT RELEVANT PERSONS AND MUST NOT BE ACTED ON OR RELIED ON BY PERSONS WHO ARE NOT RELEVANT PERSONS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS OFFICIAL STATEMENT RELATES IS AVAILABLE ONLY TO RELEVANT PERSONS AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS. ANY PERSON WHO IS NOT A RELEVANT PERSON SHOULD NOT ACT OR RELY ON THIS OFFICIAL STATEMENT OR ANY OF ITS CONTENTS.

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OFFICIAL STATEMENT OF THE CITY OF NEW YORK

This Official Statement provides certain information concerning The City of New York (the “City”) in connection with the sale of \$1,225,000,000 aggregate principal amount of the City’s General Obligation Bonds, Fiscal 2011 Series C, D and E (the “Bonds”). The Bonds consist of \$775,000,000 taxable bonds, Subseries C-1 (Build America Bonds) (the “Subseries C-1 Bonds” or the “Build America Bonds”), \$150,000,000 taxable bonds, Subseries C-2 (the “Subseries C-2 Bonds” and together with the Subseries C-1 Bonds, the “Taxable Bonds”), \$30,985,000 tax-exempt bonds, Series D (the “Series D Bonds”) and \$269,015,000 tax-exempt bonds, Series E (the “Series E Bonds” and together with the Series D Bonds, the “Tax-Exempt Bonds”). The Subseries C-2 Bonds are to be issued to the original purchaser thereof (the “Original Purchaser”) in accordance with the City’s Notice of Sale, dated September 21, 2010, as supplemented. Reference is made to such Notice of Sale for the terms and conditions of the sale and delivery of the Subseries C-2 Bonds to the Original Purchaser. Concurrently with the delivery of the Bonds, the City expects to convert \$88,545,000 aggregate principal amount of its tax-exempt Fiscal 2002 Series A, Subseries A-7 and Subseries A-8 multi-modal bonds from variable rate to fixed rate, which will be described in a separate reoffering circular.

INTRODUCTORY STATEMENT

The Bonds will be general obligations of the City for the payment of which the City will pledge its faith and credit. All real property subject to taxation by the City will be subject to the levy of *ad valorem* taxes, without limitation as to rate or amount, to pay the principal of, applicable redemption premium, if any, and interest on the Bonds.

The City, with a population of approximately 8,400,000, is an international center of business and culture. Its non-manufacturing economy is broadly based, with the banking and securities, life insurance, communications, publishing, fashion design, retailing and construction industries accounting for a significant portion of the City’s total employment earnings. Additionally, the City is a leading tourist destination. Manufacturing activity in the City is conducted primarily in apparel and printing.

For each of the 1981 through 2009 fiscal years, the City’s General Fund had an operating surplus, before discretionary and other transfers, and achieved balanced operating results as reported in accordance with then applicable generally accepted accounting principles (“GAAP”), after discretionary and other transfers and except for the application of Statement No. 49 of the Government Accounting Standards Board (“GASB 49”), as described below. See “SECTION VI: FINANCIAL OPERATIONS—2005-2009 Summary of Operations.” City fiscal years end on June 30 and are referred to by the calendar year in which they end. The City has been required to close substantial gaps between forecast revenues and forecast expenditures in order to maintain balanced operating results. There can be no assurance that the City will continue to maintain balanced operating results as required by New York State (the “State”) law without proposed tax or other revenue increases or reductions in City services or entitlement programs, which could adversely affect the City’s economic base.

As required by the New York State Financial Emergency Act For The City of New York (the “Financial Emergency Act” or the “Act”) and the New York City Charter (the “City Charter”), the City prepares a four-year annual financial plan, which is reviewed and revised on a quarterly basis and which includes the City’s capital, revenue and expense projections and outlines proposed gap-closing programs for years with projected budget gaps. The City’s current financial plan projects budget balance in the 2010 and 2011 fiscal years in accordance with GAAP except for the application of GASB 49. The City’s current financial plan projects budget gaps for each of the 2012 through 2014 fiscal years. A pattern of current year balance and projected subsequent year budget gaps has been consistent through the entire period since 1982, during which the City has achieved an excess of revenues over expenditures, before discretionary

transfers, for each fiscal year. For information regarding the current financial plan and actions by the New York State Financial Control Board (the “Control Board”) and the recent amendment of the Financial Emergency Act with respect to the application of GASB 49 to the City budget, see “SECTION I: RECENT FINANCIAL DEVELOPMENTS” and “SECTION VII: FINANCIAL PLAN.” The City is required to submit its financial plans to the Control Board. For further information regarding the Control Board, see “SECTION III: GOVERNMENT AND FINANCIAL CONTROLS—City Financial Management, Budgeting and Controls—*Financial Review and Oversight.*”

For its normal operations, the City depends on aid from the State both to enable the City to balance its budget and to meet its cash requirements. There can be no assurance that there will not be delays or reductions in State aid to the City from amounts currently projected; that State budgets for future State fiscal years will be adopted by the April 1 statutory deadline, or interim appropriations will be enacted; or that any such reductions or delays will not have adverse effects on the City’s cash flow or expenditures. See “SECTION I: RECENT FINANCIAL DEVELOPMENTS—2010-2014 Financial Plan.” In addition, the City has made various assumptions with respect to federal aid. Future federal actions could have adverse effects on the City’s cash flow or revenues.

The Mayor is responsible for preparing the City’s financial plan which relates to the City and certain entities that receive funds from the City, including the financial plan for the 2010 through 2013 fiscal years submitted to the Control Board on June 23, 2009 (the “June 2009 Financial Plan”), the financial plan for the 2011 through 2014 fiscal years submitted to the Control Board on June 30, 2010 (the “June 2010 Financial Plan”), and Modification No. 10-5 to the June 2009 Financial Plan and Modification No. 11-1 to the June 2010 Financial Plan submitted to the Control Board on July 13, 2010 (as so modified, the “2010-2014 Financial Plan” or “Financial Plan”). The City’s projections set forth in the Financial Plan are based on various assumptions and contingencies which are uncertain and which may not materialize. Such assumptions and contingencies are described throughout this Official Statement and include the condition of the regional and local economies, the provision of State and federal aid, the impact on City revenues and expenditures of any future federal or State legislation and policies affecting the City and the cost of future labor settlements. See “SECTION I: RECENT FINANCIAL DEVELOPMENTS.”

Implementation of the Financial Plan is dependent on the City’s ability to market successfully its bonds and notes, including revenue and tax anticipation notes that it may issue under certain circumstances to finance seasonal working capital requirements. Implementation of the Financial Plan is also dependent upon the ability to market the securities of other financing entities including the New York City Municipal Water Finance Authority (the “Water Authority”) and the New York City Transitional Finance Authority (“TFA”). See “SECTION VII: FINANCIAL PLAN—Financing Program.” The success of projected public sales of City, Water Authority, TFA and other bonds and notes will be subject to prevailing market conditions. Future developments in the financial markets generally, as well as future developments concerning the City, and public discussion of such developments, may affect the market for outstanding City general obligation bonds and notes.

The City Comptroller and other agencies and public officials, from time to time, issue reports and make public statements which, among other things, state that projected revenues and expenditures may be different from those forecast in the City’s financial plans. See “SECTION VII: FINANCIAL PLAN—Certain Reports.”

The factors affecting the City’s financial condition described throughout this Official Statement are complex and are not intended to be summarized in this Introductory Statement. The economic and financial condition of the City may be affected by various financial, social, economic, geo-political and other factors which could have a material effect on the City. This Official Statement should be read in its entirety.

SECTION I: RECENT FINANCIAL DEVELOPMENTS

For the 2009 fiscal year, the City’s General Fund had a total surplus of \$2.919 billion, before discretionary and other transfers, and achieved balanced operating results in accordance with GAAP, except for the application of GASB 49 as described below, after discretionary and other transfers. The 2009 fiscal year is the twenty-ninth consecutive year that the City has achieved balanced operating results when reported in accordance with GAAP, except for the application of GASB 49.

2010-2014 Financial Plan

The City's expense and capital budgets for the 2010 fiscal year were adopted on June 19, 2009. The June 2009 Financial Plan, which was consistent with the City's expense and capital budgets as adopted for the 2010 fiscal year, projected revenues and expenses for the 2010 fiscal year balanced in accordance with GAAP, except for the application of GASB 49, as described below. The June 2009 Financial Plan projected gaps of \$4.9 billion, \$5.0 billion and \$5.6 billion in fiscal years 2011 through 2013, respectively.

On July 13, 2010, the City submitted to the Control Board the Financial Plan for the 2010 through 2014 fiscal years, which relates to the City and certain entities that receive funds from the City. The Financial Plan is a modification to the June 2009 Financial Plan, as subsequently modified by the financial plans submitted to the Control Board on November 16, 2009, January 28, 2010, May 6, 2010 and June 30, 2010, and the June 2010 Financial Plan. The Financial Plan projects revenues and expenses for the 2010 and 2011 fiscal years balanced in accordance with GAAP, except for the application of GASB 49, and projects gaps of \$3.3 billion, \$4.1 billion and \$4.8 billion in fiscal years 2012 through 2014, respectively, after the implementation of a gap-closing program described below.

The Financial Plan reflects, since the June 2009 Financial Plan, increases in projected net revenues of \$2.1 billion, \$606 million, \$705 million and \$524 million in fiscal years 2010 through 2013, respectively. Changes in projected revenues include: (i) increases in personal income tax revenues of \$890 million, \$671 million, \$615 million and \$587 million in fiscal years 2010 through 2013, respectively; (ii) net increases in business tax revenues of \$459 million, \$328 million, \$230 million and \$257 million in fiscal years 2010 through 2013, respectively; (iii) decreases in real property transfer and mortgage recording tax revenues of \$106 million, \$117 million, \$60 million and \$90 million in fiscal years 2010 through 2013, respectively; (iv) an increase of \$83 million in real property tax revenues in fiscal year 2010 and decreases in real property tax revenues of \$372 million, \$318 million and \$436 million in fiscal years 2011 through 2013, respectively; (v) increases in sales tax revenues of \$223 million, \$195 million, \$98 million and \$69 million in fiscal years 2010 through 2013, respectively; (vi) an increase of \$285 million in tax audit revenues in fiscal year 2010; (vii) increases in commercial rent tax revenues of \$58 million in fiscal year 2010 and \$35 million in each of fiscal years 2011 through 2013; (viii) net increases in all other taxes of \$111 million, \$104 million, \$84 million and \$87 million in fiscal years 2010 through 2013, respectively; (ix) increases in Battery Park City Authority joint purpose funds of \$134 million and \$66 million in fiscal years 2010 and 2011, respectively; (x) a decrease in revenues from the Health and Hospitals Corporation ("HHC") of \$181 million in fiscal year 2010; (xi) decreases in State aid of \$327 million and \$346 million in fiscal years 2010 and 2011, respectively, primarily due to the elimination of State revenue sharing and decreases in State aid of \$45 million in each of fiscal years 2012 and 2013; (xii) an increase of \$15 million from the elimination of the reserve for disallowances in fiscal year 2010; and (xiii) net increases in miscellaneous revenues of \$414 million, \$42 million, \$66 million and \$60 million in fiscal years 2010 through 2013, respectively.

The Financial Plan also reflects, since the June 2009 Financial Plan, a decrease in projected net expenditures of \$1.1 billion in fiscal year 2010 and increases in projected net expenditures of \$614 million, \$255 million and \$241 million in fiscal years 2011 through 2013, respectively. Changes in projected expenditures include: (i) increases resulting from the elimination of savings from employee and retiree health insurance cost containment of \$357 million, \$386 million and \$418 million in fiscal years 2011 through 2013, respectively; (ii) increases resulting from the elimination of savings from pension reform of \$200 million in each of fiscal years 2011 through 2013; (iii) decreases of \$35 million, \$190 million, \$469 million and \$730 million in fiscal years 2010 through 2013, respectively, associated with the elimination of assumed 1.25% annual wage increases for the next round of collective bargaining; (iv) an increase of \$187 million in fiscal year 2010 and decreases of \$561 million, \$395 million and \$422 million in fiscal years 2011 through 2013, respectively, as a result of previously proposed changes to federal Medicaid participation, which are subject to the enactment of federal legislation; (v) increases in payments to HHC for deficit reduction of \$167 million, \$83 million, \$229 million and \$300 million in fiscal years 2010 through 2013, respectively; (vi) increases in the reserve for changes in pension funding assumptions and methodology of \$400 million, \$150 million and \$150 million in fiscal years 2011 through 2013; (vii) decreases in labor reserves for collective bargaining of \$213 million, \$268 million \$336 million and \$266 million in fiscal

years 2010 through 2013, respectively; (viii) increases in interfund revenue reimbursements of eligible capital costs of \$74 million, \$61 million, \$36 million and \$36 million in fiscal years 2010 through 2013, respectively; (ix) increases of \$15 million, \$154 million, \$111 million and \$111 million in fiscal years 2010 through 2013, respectively, as a result of decreased State aid in State budget actions; (x) the roll of \$124 million of the Department of Education (“DOE”) labor reserve from fiscal year 2010 to fiscal year 2011 resulting in decreased expense in fiscal year 2010 and increased expense in fiscal year 2011; (xi) a reduction in prior year payables of \$817 million and a reduction in the general reserve of \$300 million in fiscal year 2010; (xii) an increase of \$137 million in the general reserve in fiscal year 2011 to partially address the potential shortfall in additional federal Medicaid participation; (xiii) decreases in debt service of \$170 million, \$524 million, \$61 million and \$33 million in fiscal years 2010 through 2013, respectively, primarily due to projected lower interest rates and refunding savings; (xiv) an increase of \$395 million in fiscal year 2011 as a result of City Council restorations and initiatives; and (xv) increases in other expenses of \$269 million, \$368 million, \$476 million and \$549 million in fiscal years 2010 through 2013, respectively.

The Financial Plan also reflects, since the June 2009 Financial Plan, an increase in the provision for prepayments of future expenses of \$3.6 billion in fiscal year 2010 resulting in net expenditure reductions of \$3.6 billion in fiscal year 2011.

In addition, the Financial Plan sets forth a gap-closing program to maintain budget balance in fiscal year 2011, to increase the transfer of financial resources from fiscal year 2010 to fiscal year 2011 and to reduce previously projected gaps for each of fiscal years 2012 and 2013. The gap-closing actions include agency programs reflecting reduced agency expenditures or increased revenues totaling \$489 million in fiscal year 2010, \$1.2 billion in fiscal year 2011 and \$1.3 billion in each of fiscal years 2012 and 2013, including proposed headcount reductions of 3,333 through either layoffs or attrition.

The Financial Plan includes a total reduction of approximately \$1.2 billion in fiscal years 2010 and 2011, reflecting State actions, as of the date of the Financial Plan, with respect to the 2010-2011 State budget. This reduction includes the elimination of revenue sharing and reductions in other aid payments reflected above. It also includes the reduction in education aid of \$493 million in fiscal year 2011 which will result in pedagogical headcount reductions of 2,018 through either layoffs or attrition, and the reallocation of funding from previously planned salary increases to the retention of 4,400 pedagogical positions, the elimination of which had been previously planned. In addition, although to date the State has made statutorily required aid payments to the City, no assurance can be given that State aid payments to the City will not be significantly delayed in the future.

Subsequent to the release of the Financial Plan, the federal government enacted legislation extending federal Medicaid participation in an amount less than assumed in the Financial Plan, which will result in increased City expenditures of \$70 million, \$18 million and \$88 million in fiscal years 2011 through 2013, respectively. Such federal legislation is expected to result in a reduction in State aid to the City of approximately \$100 million in fiscal year 2011 beyond the State aid reductions assumed in the Financial Plan. In addition, the Financial Plan assumes a methodology for distribution of additional federal Medicaid funds between the City and the State, which is the subject of dispute between the City and the State. If such methodology were not implemented as assumed in the Financial Plan, this could result in additional City expenditures of \$154 million, \$223 million and \$263 million in fiscal years 2011 through 2013, respectively, beyond those reflected above.

On September 21, 2010, the Mayor and the Director of Management and Budget of the City directed City agencies to submit spending reduction programs in controllable City-funded spending of 2.7% for the Department of Education and the uniformed forces and 5.4% for all other agencies in fiscal year 2011 and 4% for the Department of Education and uniformed forces and 8% for all other agencies in fiscal year 2012, in order to provide overall City budget relief of approximately \$800 million in fiscal year 2011 and approximately \$1.2 billion in fiscal year 2012. In addition, a hiring freeze was implemented. It is anticipated that hiring may resume on an agency-by-agency basis as determined by the Mayor after implementation of the spending reduction programs. It is also anticipated that the spending reduction programs, which may be

achieved through reduced expenditures and/or increased recurring revenues, will be reflected in the modification to the Financial Plan to be released in November 2010.

The Financial Plan reflects the impact of actions by the Control Board, and the recent amendment of the Financial Emergency Act, relating to the budgetary impact of GASB 49 and the accounting treatment of pollution remediation costs. In April 2008, the Control Board, pursuant to the Financial Emergency Act, approved a phase-in of the budgetary impact of GASB 49, enabling the City to continue to finance with the issuance of bonds certain remediation costs and, consequently, to achieve balance in fiscal years 2009 and 2010 in accordance with GAAP, except in the application of GASB 49. In June 2010, the Financial Emergency Act was amended to permanently waive the budgetary impact of GASB 49 by allowing the City to include certain pollution remediation costs in its capital budget and to finance such costs with the issuance of bonds. For information on GASB 49 and reported pollution remediation obligation liability, see “SECTION III: GOVERNMENT AND FINANCIAL CONTROLS — City Financial Management, Budgeting and Controls.”

In July 2009, the State amended the New York City Transitional Finance Authority Act to expand the borrowing capacity of the TFA by providing that it may have outstanding \$13.5 billion of Future Tax Secured Bonds (excluding such bonds issued for costs relating to the terrorist attack on the World Trade Center (“Recovery Bonds”)) and may issue additional Future Tax Secured Bonds provided that the amount of such additional bonds, together with the amount of indebtedness contracted by the City, does not exceed the debt limit of the City. As a result of this change, the City currently expects to finance through the TFA approximately half of the capital program that was previously expected to be financed with general obligation debt. Consequently, in order to more accurately reflect the debt service costs of the City’s capital program, and the trends in personal income tax revenues, the Financial Plan reflects, since the June 2009 Financial Plan, the funding requirements associated with TFA Future Tax Secured Bonds as a debt service expense, and the personal income tax revenues retained by the TFA as revenues to the City.

For information on reports issued and to be issued by the City Comptroller and others reviewing and commenting on the Financial Plan and identifying various risks see “SECTION VII: FINANCIAL PLAN — Certain Reports.”

The State

The State ended the 2009-2010 fiscal year with a general fund balance of \$2.3 billion, including \$1.3 billion in reserves and \$906 million resulting from the deferral of certain payments to localities from the 2009-2010 fiscal year into the 2010-2011 fiscal year. Such deferred payments were made by the State in the first quarter of the 2010-11 fiscal year.

The State Legislature completed action on the \$136.5 billion budget for the 2010-2011 fiscal year on August 3, 2010 (the “Enacted Budget”). The Enacted Budget closed a budget gap for the 2010-2011 fiscal year estimated to be \$9.2 billion. Such budget gap included the budget shortfall of \$1.6 billion carried forward from the 2009-2010 fiscal year. The State forecasts ending the 2010-2011 fiscal year in balance on a cash basis with a general fund balance of \$1.4 billion, after undertaking the Enacted Budget gap-closing actions to close the estimated 2010-2011 fiscal year budget gap of \$8.2 billion. The Enacted Budget includes \$6.3 billion in reduced expenditures, including \$692 million in reductions reflecting the recurring value of administrative and legislative actions approved in December 2009. The gap-closing reductions include (i) \$3.7 billion in local assistance payments, (ii) \$1.6 billion in State agency operations, benefits and debt management and (iii) \$281 million resulting from the enactment of State legislation providing for the uniform reduction of local assistance payments to cover the difference between \$1.085 billion in savings assumed in the gap-closing plan from the extension of enhanced federal Medicaid participation and the \$804 million in savings now expected as a result of federal legislation. The gap-closing revenue enhancements include (i) \$1.03 billion in revenue actions, primarily resulting from tax law changes, (ii) \$371 million resulting from tax audits, recoveries and enforcement and (iii) \$660 million in non-recurring revenues. The State projects budget gaps of \$8.2 billion in the 2011-2012 fiscal year, \$13.5 billion in the 2012-2013 fiscal year and \$15.6 billion in the 2013-2014 fiscal year.

The State Annual Information Statement dated September 7, 2010 (the “Annual Information Statement”) reflects the Enacted Budget and revisions to its financial plan through the date thereof. The State expects to update the Annual Information Statement quarterly.

The Annual Information Statement identifies a number of risks inherent in the implementation of the Enacted Budget and the State financial plan. Such risks include, but are not limited to, the performance of the national and State economies; the impact of behavioral changes concerning financial sector profitability and bonus payouts, as well as any future legislation governing the structure of compensation; the impact of financial and real estate market developments on bonus income and capital gains realizations; the impact of consumer spending on State tax collections; increased demand in entitlement-based and claims-based programs such as Medicaid, public assistance and general public health; access to the capital markets in light of disruptions in the municipal bond market; litigation against the State; and actions taken by the federal government, including audits, disallowances, changes in aid levels; changes to Medicaid rules; and risks concerning the implementation of gap-closing actions, including reductions in State agency spending.

SECTION II: THE BONDS

General

The Bonds will be general obligations of the City issued pursuant to the Constitution and laws of the State, including the Local Finance Law (the “LFL”), and the City Charter and in accordance with bond resolutions of the Mayor and a certificate of the Deputy Comptroller for Public Finance (with related proceedings, the “Certificate”). The Bonds will mature and bear interest as described on the cover and inside cover pages of this Official Statement and will contain a pledge of the City’s faith and credit for the payment of the principal of, redemption premium, if any, and interest on the Bonds. All real property subject to taxation by the City will be subject to the levy of *ad valorem taxes*, without limitation as to rate or amount, to pay the principal of and interest on the Bonds. Interest on the Bonds, calculated on a 30/360 day basis, will be payable to the registered owners thereof as shown on the registration books of the City on the Record Date (the fifteenth day of the calendar month immediately preceding the applicable interest payment date).

Designation of the Subseries C-1 Bonds as “Build America Bonds”

The City intends to make an irrevocable election to treat the Subseries C-1 Bonds as “Build America Bonds” under Section 54AA of the Internal Revenue Code of 1986, as amended (the “Code”), for which it will receive, pursuant to Sections 54AA(g) and 6431 of the Code, a cash subsidy payment from the United States Treasury equal to 35% of the interest payable by the City on the Build America Bonds. It is expected that any cash subsidy payments received will be deposited, upon receipt, to the credit of the City.

Payment Mechanism

Pursuant to the Financial Emergency Act, a general debt service fund (the “General Debt Service Fund” or the “Fund”) has been established for City bonds and certain City notes. Pursuant to the Act, payments of the City real estate tax must be deposited upon receipt in the Fund, and retained under a statutory formula, for the payment of debt service (with exceptions for debt service, such as principal of seasonal borrowings, that is set aside under other procedures). The statutory formula has in recent years resulted in retention of sufficient real estate taxes to comply with the City Covenants (as defined in “—Certain Covenants and Agreements”). If the statutory formula does not result in retention of sufficient real estate taxes to comply with the City Covenants, the City will comply with the City Covenants either by providing for early retention of real estate taxes or by making cash payments into the Fund. The principal of and interest on the Bonds will be paid from the Fund until the Act expires, and thereafter from a separate fund maintained in accordance with the City Covenants. Since its inception in 1978, the Fund has been fully funded at the beginning of each payment period.

If the Control Board determines that retentions in the Fund are likely to be insufficient to provide for the debt service payable therefrom, it must require that additional real estate tax revenues be retained or other cash resources of the City be paid into the Fund. In addition, the Control Board is required to take such action as it determines to be necessary so that the money in the Fund is adequate to meet debt service requirements. For information regarding the termination date of the Act, see “SECTION III: GOVERNMENT AND FINANCIAL CONTROLS—City Financial Management, Budgeting and Controls—*Financial Emergency Act and City Charter*.”

Enforceability of City Obligations

As required by the State Constitution and applicable law, the City pledges its faith and credit for the payment of the principal of and interest on all City indebtedness. Holders of City debt obligations have a contractual right to full payment of principal and interest when due. If the City fails to pay principal or interest, the holder has the right to sue and is entitled to the full amount due, including interest to maturity at the stated rate and at the rate authorized by law thereafter until payment. Under the New York General Municipal Law, if the City fails to pay any money judgment, it is the duty of the City to assess, levy and cause to be collected amounts sufficient to pay the judgment. Decisions indicate that judicial enforcement of statutes such as this provision in the New York General Municipal Law is within the discretion of a court. Other judicial decisions also indicate that a money judgment against a municipality may not be enforceable against municipal property devoted to public use.

The rights of the owners of Bonds to receive interest, principal and applicable redemption premium, if any, from the City could be adversely affected by a restructuring of the City’s debt under Chapter 9 of the Federal Bankruptcy Code. No assurance can be given that any priority of holders of City securities (including the Bonds) to payment from money retained in the Fund or from other sources would be recognized if a petition were filed by or on behalf of the City under the Federal Bankruptcy Code or pursuant to other subsequently enacted laws relating to creditors’ rights; such money might then be available for the payment of all City creditors generally. Judicial enforcement of the City’s obligation to make payments into the Fund, of the obligation to retain money in the Fund, of the rights of holders of bonds and notes of the City to money in the Fund, of the obligations of the City under the City Covenants and of the State under the State Pledge and Agreement (in each case, as defined in “—Certain Covenants and Agreements”) may be within the discretion of a court. For further information concerning rights of owners of Bonds against the City, see “SECTION VIII: INDEBTEDNESS—Indebtedness of the City and Certain Other Entities”

Certain Covenants and Agreements

The City will covenant that: (i) a separate fund or funds for the purpose of paying principal of and interest on bonds and interest on notes of the City (including required payments into, but not from, City sinking funds) shall be maintained by an officer or agency of the State or by a bank or trust company; and (ii) not later than the last day of each month, there shall be on deposit in a separate fund or funds an amount sufficient to pay principal of and interest on bonds and interest on notes of the City due and payable in the next succeeding month. The City currently uses the debt service payment mechanism described above to perform these covenants. The City will further covenant in the Bonds to provide a general reserve for each fiscal year to cover potential reductions in its projected revenues or increases in its projected expenditures during each such fiscal year, to comply with the financial reporting requirements of the Act, as in effect from time to time, and to limit its issuance of bond anticipation notes as required by the Act, as in effect from time to time.

The State pledges and agrees in the Financial Emergency Act that the State will not take any action that will impair the power of the City to comply with the covenants described in the preceding paragraph (the “City Covenants”) or any right or remedy of any owner of the Bonds to enforce the City Covenants (the “State Pledge and Agreement”). The City will covenant to make continuing disclosure with respect to the Bonds (the “Undertaking”) to the extent summarized in “SECTION IX: OTHER INFORMATION—Continuing Disclosure Undertaking.” In the opinion of Bond Counsel, the enforceability of the City Covenants, the

Undertaking and the State Pledge and Agreement may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted and may also be subject to the exercise of the State's police powers and of judicial discretion in appropriate cases. The City Covenants, the Undertaking and the State Pledge and Agreement shall be of no force and effect with respect to any Bond if there is a deposit in trust with a bank or trust company of sufficient cash or equivalents to pay when due all principal of, applicable redemption premium, if any, and interest on such Bond.

Use of Proceeds

The proceeds of the Subseries C-1 Bonds will be used for capital purposes and the proceeds of the Subseries C-2 Bonds will be used for other discrete capital purposes. The proceeds of the Tax-Exempt Bonds will be used to redeem, at or prior to maturity, the bonds identified in Appendix C hereto by providing, with other City funds, for the payment of the principal of and interest and applicable redemption premium, if any, on such bonds to the extent and to the payment dates shown in Appendix C. The proceeds of the Bonds will also be used for the payment of certain costs of issuance.

Mandatory Redemption

The Subseries C-1 Bonds maturing on October 1, 2031 (the "Par Call Bonds") are Term Bonds subject to mandatory redemption, by lot, at a redemption price equal to the principal amount thereof, plus accrued interest, without premium, on the dates and in the amounts set forth below:

<u>October 1,</u>	<u>Principal Amount to be Redeemed</u>
2026	\$35,100,000
2027	37,075,000
2028	39,155,000
2029	41,360,000
2030	43,680,000
2031 ⁽¹⁾	28,630,000

(1) Stated Maturity

At the option of the City, there will be credited against any of the mandatory redemption amounts the principal amount of any Par Call Bonds that have been defeased, purchased or redeemed and not previously so credited.

The Subseries C-1 Bonds maturing on October 1, 2024 are Term Bonds subject to mandatory redemption, pro rata, at a redemption price equal to the principal amount thereof, plus accrued interest, without premium, on the dates and in the amounts set forth below:

<u>October 1,</u>	<u>Principal Amount to be Redeemed</u>
2022	\$28,960,000
2023	30,380,000
2024 ⁽¹⁾	31,870,000

(1) Stated Maturity

The Subseries C-1 Bonds maturing on October 1, 2037 are Term Bonds subject to mandatory redemption, pro rata, at a redemption price equal to the principal amount thereof, plus accrued interest, without premium, on the dates and in the amounts set forth below:

<u>October 1,</u>	<u>Principal Amount to be Redeemed</u>
2031	\$17,500,000
2032	48,680,000
2033	51,265,000
2034	53,995,000
2035	56,865,000
2036	59,895,000
2037 ⁽¹⁾	56,800,000

(1) Stated Maturity

Optional Redemption

Optional Redemption of Subseries C-1 and C-2 Bonds Other Than Par Call Bonds

The Subseries C-1 Bonds (except for the Par Call Bonds, which are subject to optional redemption as set forth below) are subject to redemption prior to their stated maturity dates at the option of the City, in whole or in part on any date, at a redemption price (the “Make-Whole Redemption Price”) equal to the greater of:

- (1) the issue price set forth on the inside cover pages hereof (but not less than 100%) of the principal amount of such Subseries C-1 Bonds to be redeemed; or
- (2) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of such Subseries C-1 Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which such Subseries C-1 Bonds are to be redeemed, discounted to the date on which such Subseries C-1 Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate (described below) plus 40 basis points;

plus, in each case, accrued interest on such Subseries C-1 Bonds to be redeemed to the redemption date.

“Treasury Rate” means, with respect to any redemption date for a particular Bond, the yield to maturity as of such redemption date of United States Treasury securities with a constant maturity (as compiled and published in the Federal Reserve Statistical Release H.15 (519) that has become publicly available at least two Business Days, but not more than 45 calendar days, prior to the redemption date (excluding inflation indexed securities) (or, if such Statistical Release is no longer published, any publicly available source of similar market data)) most nearly equal to the period from the redemption date to the maturity date of the Bond to be redeemed; provided, however, that if the period from the redemption date to such maturity date is less than one year, the weekly average yield on actually traded United States Treasury securities adjusted to a constant maturity of one year will be used.

The Subseries C-2 Bonds are subject to redemption prior to their stated maturity dates at the option of the City, in whole or in part on any date, at a Make-Whole Redemption Price equal to the greater of:

- (1) the issue price set forth on the inside cover pages hereof (but not less than 100%) of the principal amount of such Subseries C-2 Bonds to be redeemed; or
- (2) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of such Subseries C-2 Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which such Subseries C-2 Bonds are to be redeemed, discounted to the date on which such Subseries C-2 Bonds are to be redeemed on a

semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate plus 40 basis points;

plus, in each case, accrued interest on such Subseries C-2 Bonds to be redeemed to the redemption date.

Optional Redemption of Par Call Bonds

The Par Call Bonds are subject to redemption prior to their maturity at the option of the City in whole or in part, by lot, at any time:

(i) if prior to October 1, 2020, at a redemption price equal to the greater of:

(a) the issue price set forth on the inside cover pages hereof (but not less than 100%) of the principal amount of such Bonds to be redeemed; or

(b) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of such Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which such Bonds are to be redeemed, discounted to the date on which such Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate plus 40 basis points; and

(ii) if on and after October 1, 2020, at a redemption price of 100% of the principal amount thereof plus, in each case, accrued interest to the redemption date.

Extraordinary Optional Redemption

The Subseries C-1 Bonds are subject to redemption prior to their stated maturity dates at the option of the City, in whole or in part upon the occurrence of an Extraordinary Event, at a redemption price (the “Extraordinary Redemption Price”) equal to the greater of:

(1) the issue price set forth on the inside cover pages hereof (but not less than 100%) of the principal amount of such Bonds to be redeemed; or

(2) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of such Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which such Bonds are to be redeemed, discounted to the date on which such Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate plus 100 basis points;

plus, in each case, accrued interest on such Bonds to be redeemed to the redemption date.

An “Extraordinary Event” will have occurred if a material adverse change has occurred to Section 54AA or 6431 of the Code (as such Sections were added by Section 1531 of the Recovery Act, pertaining to the “Build America Bonds”) pursuant to which the City’s 35% cash subsidy payment from the United States Treasury is reduced or eliminated.

Optional Redemption of Tax-Exempt Bonds

The Tax-Exempt Bonds maturing after August 1, 2020 will be subject to redemption at the option of the City, on or after August 1, 2020 in whole or in part, by lot within each maturity and interest rate, on any date, upon 30 days notice to Bondholders, at par, plus accrued interest to the date of redemption. The City may select amounts, maturities and interest rates for redemption in its sole discretion. On and after any redemption date, interest will cease to accrue on the Tax-Exempt Bonds called for redemption. Any Tax-Exempt Bonds that are escrowed to maturity in the future will remain subject to optional redemption by the City.

When Tax-Exempt Bonds are redeemed, the City will give notice of redemption only to DTC (not to the Beneficial Owners of the Tax-Exempt Bonds) not less than 30 or more than 60 days prior to the date fixed for redemption.

Selection of Bonds to Be Redeemed

The particular maturities of Bonds to be redeemed at the option of the City will be determined by the City in its sole discretion.

If the Taxable Bonds are registered in book-entry only form and so long as DTC or a successor securities depository is the sole registered owner of the Taxable Bonds, if less than all of the Taxable Bonds, other than the Par Call Bonds, of a subseries and maturity are called for prior redemption, the particular Taxable Bonds or portions thereof to be redeemed shall be selected on a pro rata pass-through distribution of principal basis in accordance with DTC procedures, provided that, so long as such Taxable Bonds of a series are held in book-entry form, the selection for redemption of such Taxable Bonds shall be made in accordance with the operational arrangements of DTC then in effect, and, if the DTC operational arrangements do not allow for redemption on a pro rata pass-through distribution of principal basis, such Taxable Bonds will be selected for redemption, in accordance with DTC procedures, by lot.

It is the City's intent that redemption allocations made by DTC be made on a pro rata pass-through distribution of principal basis as described above. However, neither the City nor the Underwriters can provide any assurance that DTC, DTC's direct and indirect participants or any other intermediary will allocate the redemption of the Taxable Bonds, other than the Par Call Bonds, on such basis. If the DTC operational arrangements do not allow for the redemption of such Taxable Bonds on a pro rata pass-through distribution of principal basis as discussed above, then such Taxable Bonds of a series will be selected for redemption, in accordance with DTC procedures, by lot. If the Bonds are not registered in book-entry only form, any redemption of less than all of a maturity of the Bonds shall be allocated among the registered owners of such Bonds on a pro-rata basis.

If less than all of the Par Call Bonds are called for prior redemption, such Bonds will be selected for redemption, in accordance with DTC procedures, by lot.

Notice of Redemption

When Bonds are redeemed, the City will give notice of redemption only to DTC (not to the Beneficial Owners of the Bonds) not less than 30 or more than 60 days prior to the date fixed for redemption.

Defeasance

As a condition to legal defeasance of any of the Bonds, the City must obtain an opinion of counsel to the effect that the owners thereof will not recognize income, gain or loss for federal income tax purposes as a result of such legal defeasance and will be subject to federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such legal defeasance had not occurred. Any Bonds that are escrowed to maturity in the future will remain subject to optional redemption by the City.

Book-Entry Only System

The Depository Trust Company ("DTC"), New York, New York, acts as securities depository for the Bonds. Reference to the Bonds under the caption "Book-Entry Only System" shall mean all Bonds held through DTC. The Bonds will be issued as fully-registered bonds registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds of a Subseries, each in the aggregate principal amount of such maturity. Purchasers may own beneficial ownership interests in the Bonds in the United States through DTC and in Europe through Clearstream Banking, société anonyme ("Clearstream"), or the Euroclear System ("Euroclear").

DTC is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity, corporate and

municipal debt issues, and money market instruments from over 100 countries that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions, in deposited securities through electronic computerized book-entry transfers and pledges between Direct Participants' accounts, thereby eliminating the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC National Securities Clearing Corporation and Fixed Income Securities Clearing Corporation, all of which are registered clearing agencies, DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to both U.S. and non-U.S. securities brokers and dealers, bank, trust companies and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). The DTC rules applicable to its Participants are on file with the Securities and Exchange Commission.

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond (under this caption, "Book-Entry Only System," a "Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants records. Beneficial Owners will not receive written confirmation from DTC of their purchase, but Beneficial Owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee effect no change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Neither DTC nor Cede & Co. (nor such other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's procedures. Under its usual procedures, DTC mails an omnibus proxy (the "Omnibus Proxy") to the City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption notices will be sent to DTC.

Payment of redemption proceeds and principal and interest on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or its Fiscal Agent, The Bank of New York Mellon, on the payment date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Fiscal Agent, or the City, subject to any statutory or regulatory

requirements as may be in effect from time to time. Payment of redemption proceeds and principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Fiscal Agent, disbursement of such payments to Direct Participants shall be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

The services of DTC as securities depository with respect to the Bonds of a Subseries may be discontinued at any time by giving reasonable notice to the City or the Fiscal Agent. Under such circumstances, in the event that a successor securities depository is not obtained, Bond certificates of such Subseries will be printed and delivered.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the City believes to be reliable, but the City takes no responsibility for the accuracy thereof.

No assurance can be given by the City that DTC will make prompt transfer of payments to the Participants or that Participants will make prompt transfer of payments to Beneficial Owners. The City is not responsible or liable for payment by DTC or Participants or for sending transaction statements or for maintaining, supervising or reviewing records maintained by DTC or Participants.

For every transfer and exchange of the Bonds, the Beneficial Owners may be charged a sum sufficient to cover any tax, fee or other charge that may be imposed in relation thereto.

Unless otherwise noted, certain of the information contained under this caption "Book-Entry Only System" has been extracted from information furnished by DTC. The City does not make any representation as to the completeness or the accuracy of such information or as to the absence of material adverse changes in such information subsequent to the date hereof.

Global Clearance Procedures

The Bonds initially will be registered in the name of Cede & Co. as registered owner and nominee for DTC, which will act as securities depository for the Bonds. Purchases of the Bonds will be in book-entry form only. Clearstream and Euroclear may hold omnibus positions on behalf of their participants through customers' securities accounts in Clearstream's and/or Euroclear's names on the books of their respective U.S. Depositories, which, in turn, hold such positions in customers' securities accounts in the U.S. Depositories' names on the books of DTC. Citibank, N.A. acts as the U.S. Depository for Clearstream and JPMorgan Chase Bank acts as the U.S. Depository for Euroclear.

Clearstream

Clearstream Banking, société anonyme, 42 Avenue J.F. Kennedy, L-1855 Luxembourg ("Clearstream, Luxembourg") is successor in name to Cedel Bank, S.A. Clearstream, Luxembourg is a wholly-owned subsidiary of Clearstream International S.A. On 1 January 1995, Clearstream, Luxembourg was granted a banking license in Luxembourg.

Clearstream International S.A., which is domiciled in Luxembourg, is as from June 2009, 51% owned by Clearstream Holding AG and 49% owned by Deutsche Börse AG ("DBAG").

Clearstream Holding AG is domiciled in Germany and wholly owned by DBAG.

DBAG is a publicly held company organized under German law and traded on the Frankfurt Stock Exchange.

Clearstream, Luxembourg holds securities for its customers and facilitates the clearance and settlement of securities transactions between Clearstream, Luxembourg customers through electronic book-entry changes in accounts of Clearstream, Luxembourg customers, thereby eliminating the need for physical movement of certificates. Clearstream, Luxembourg provides to its customers, among other things, services for safekeeping, administration, clearance and settlement of internationally traded

securities and securities lending and borrowing. Clearstream, Luxembourg also deals with domestic securities markets in many countries through established depository and custodial relationships.

Clearstream, Luxembourg is registered as a bank in Luxembourg, and as such is subject to regulation by the Commission de Surveillance du Secteur Financier (“CSSF”), which supervises Luxembourg banks. Since 12 February 2001, Clearstream, Luxembourg has also been supervised by the Central Bank of Luxembourg according to the Settlement Finality Directive Implementation of 12 January 2001, following the official notification to the regulators of the Clearstream, Luxembourg’s role as a payment system provider operating a securities settlement system. Clearstream, Luxembourg’s customers are world-wide financial institutions including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. Indirect access to Clearstream, Luxembourg is available to other institutions that clear through or maintain a custodial relationship with an account holder of Clearstream, Luxembourg. Clearstream, Luxembourg has established an electronic bridge with Euroclear Bank S.A./N.V. as the Operator of the Euroclear System (the “Euroclear Operator”) in Brussels to facilitate settlement of trades between Clearstream, Luxembourg and the Euroclear Operator.

Euroclear

Euroclear Bank S.A./N.V. (“Euroclear Bank”) holds securities and book-entry interests in securities for participating organizations and facilitates the clearance and settlement of securities transactions between Participants, as defined in the Terms and Conditions Governing Use of Euroclear as amended from time to time (the “Terms and Conditions”), and between Euroclear Participants and Participants of certain other securities intermediaries through electronic book-entry changes in accounts of such Participants or other securities intermediaries. Euroclear Bank provides Euroclear Participants, among other things, with safekeeping, administration, clearance and settlement, securities lending and borrowing, and related services. Euroclear Participants are investment banks, securities brokers and dealers, banks, central banks, supranationals, custodians, investment managers, corporations, trust companies and certain other organizations. Certain of the managers or underwriters for this offering, or other financial entities involved in this offering, may be Euroclear Participants. Non-Participants in the Euroclear System may hold and transfer book-entry interests in the securities through accounts with a Participant in the Euroclear System or any other securities intermediary that holds a book-entry interest in the securities through one or more securities intermediaries standing between such other securities intermediary and Euroclear Bank.

Clearance and Settlement. Although Euroclear Bank has agreed to the procedures provided below in order to facilitate transfers of securities among Participants in the Euroclear System, and between Euroclear Participants and Participants of other intermediaries, it is under no obligation to perform or continue to perform such procedures and such procedures may be modified or discontinued at any time.

Initial Distribution. Investors electing to acquire securities through an account with Euroclear Bank or some other securities intermediary must follow the settlement procedures of such an intermediary with respect to the settlement of new issues of securities. Securities to be acquired against payment through an account with Euroclear Bank will be credited to the securities clearance accounts of the respective Euroclear Participants in the securities processing cycle for the business day following the settlement date for value as of the settlement date, if against payment.

Secondary Market. Investors electing to acquire, hold or transfer securities through an account with Euroclear Bank or some other securities intermediary must follow the settlement procedures of such an intermediary with respect to the settlement of secondary market transactions in securities. Euroclear Bank will not monitor or enforce any transfer restrictions with respect to the securities offered herein.

Custody. Investors who are Participants in the Euroclear System may acquire, hold or transfer interests in the securities by book-entry to accounts with Euroclear Bank. Investors who are not Participants in the Euroclear System may acquire, hold or transfer interests in the securities by book-entry to accounts with a securities intermediary who holds a book-entry interest in the securities through accounts with Euroclear Bank.

Custody Risk. Investors that acquire, hold and transfer interests in the securities by book-entry through accounts with Euroclear Bank or any other securities intermediary are subject to the laws and contractual provisions governing their relationship with their intermediary, as well as the laws and contractual provisions governing the relationship between such an intermediary and each other intermediary, if any, standing between themselves and the individual securities.

Euroclear Bank has advised as follows:

Under Belgian law, investors that are credited with securities on the records of Euroclear Bank have a co-property right in the fungible pool of interests in securities on deposit with Euroclear Bank in an amount equal to the amount of interests in securities credited to their accounts. In the event of the insolvency of Euroclear Bank, Euroclear Participants would have a right under Belgian law to the return of the amount and type of interests in securities credited to their accounts with Euroclear Bank. If Euroclear Bank did not have a sufficient amount of interests in securities on deposit of a particular type to cover the claims of all Participants credited with such interests in securities on Euroclear Bank's records, all Participants having an amount of interests in securities of such type credited to their accounts with Euroclear Bank would have the right under Belgian law to the return of their pro-rata share of the amount of interests in securities actually on deposit.

Under Belgian law, Euroclear Bank is required to pass on the benefits of ownership in any interests in securities on deposit with it (such as dividends, voting rights and other entitlements) to any person credited with such interests in securities on its records.

Initial Settlement; Distributions; Actions on Behalf of the Owners. All of the Bonds will initially be registered in the name of Cede & Co., the nominee of DTC. Clearstream and Euroclear may hold omnibus positions on behalf of their participants through customers' securities accounts in Clearstream's and/or Euroclear's names on the books of their respective U.S. Depository, which, in turn, holds such positions in customers' securities accounts in its U.S. Depository's name on the books of DTC. Citibank, N.A. acts as depository for Clearstream and JPMorgan Chase Bank acts as depository for Euroclear (the "U.S. Depositories"). Holders of the Bonds may hold their Bonds through DTC (in the United States) or Clearstream or Euroclear (in Europe) if they are participants of such systems, or directly through organizations that are participants in such systems. Investors electing to hold their Bonds through Euroclear or Clearstream accounts will follow the settlement procedures applicable to conventional EuroBonds in registered form. Securities will be credited to the securities custody accounts of Euroclear and Clearstream holders on the business day following the settlement date against payment for value on the settlement date.

Distributions with respect to the Bonds held beneficially through Clearstream will be credited to the cash accounts of Clearstream customers in accordance with its rules and procedures, to the extent received by its U.S. Depository. Distributions with respect to the Bonds held beneficially through Euroclear will be credited to the cash accounts of Euroclear Participants in accordance with the Terms and Conditions, to the extent received by its U.S. Depository. Such distributions will be subject to tax reporting in accordance with relevant United States tax laws and regulations.

Clearstream or the Euroclear Operator, as the case may be, will take any other action permitted to be taken by an owner of the Bonds on behalf of a Clearstream customer or Euroclear Participant only in accordance with the relevant rules and procedures and subject to the U.S. Depository's ability to effect such actions on its behalf through DTC.

Procedures May Change. Although DTC, Clearstream and Euroclear have agreed to these procedures in order to facilitate transfers of securities among DTC and its Participants, Clearstream and Euroclear, they are under no obligation to perform or continue to perform these procedures and these procedures may be discontinued and may be changed at any time by any of them.

Secondary Market Trading. Secondary market trading between Participants (other than U.S. Depositories) will be settled using the procedures applicable to U.S. corporate debt obligations in same-day funds. Secondary market trading between Euroclear Participants and/or Clearstream customers will be settled using the procedures applicable to conventional EuroBonds in same-day funds. When securities are to be

transferred from the account of a Participant (other than U.S. Depositories) to the account of a Euroclear Participant or a Clearstream customer, the purchaser must send instructions to the applicable U.S. Depository one business day before the settlement date. Euroclear or Clearstream, as the case may be, will instruct its U.S. Depository to receive securities against payment. Its U.S. Depository will then make payment to the Participant's account against delivery of the securities. After settlement has been completed, the securities will be credited to the respective clearing system and by the clearing system, in accordance with its usual procedures, to the Euroclear Participant's or Clearstream customers' accounts. Credit for the securities will appear on the next day (European time) and cash debit will be back-valued to, and the interest on the Bonds will accrue from the value date (which would be the preceding day when settlement occurs in New York). If settlement is not completed on the intended value date (i.e., the trade fails), the Euroclear or Clearstream cash debit will be valued instead as of the actual settlement date.

Euroclear Participants and Clearstream customers will need to make available to the respective clearing systems the funds necessary to process same-day funds settlement. The most direct means of doing so is to pre-position funds for settlement, either from cash on hand or existing lines of credit, as they would for any settlement occurring within Euroclear or Clearstream. Under this approach, they may take on credit exposure to Euroclear or Clearstream until the securities are credited to their accounts one day later. As an alternative, if Euroclear or Clearstream has extended a line of credit to them, participants/customers can elect not to pre-position funds and allow that credit line to be drawn upon to finance settlement. Under this procedure, Euroclear Participants or Clearstream customers purchasing securities would incur overdraft charges for one day, assuming they cleared the overdraft when the securities were credited to their accounts. However, interest on the securities would accrue from the value date. Therefore, in many cases, the investment income on securities earned during that one day period may substantially reduce or offset the amount of such overdraft charges, although this result will depend on each participant's/customer's particular cost of funds. Because the settlement is taking place during New York business hours, Participants can employ their usual procedures for sending securities to the applicable U.S. Depository for the benefit of Euroclear Participants or Clearstream customers. The sale proceeds will be available to the DTC seller on the settlement date. Thus, to the participant, a cross-market transaction will settle no differently from a trade between two participants.

Due to time zone differences in their favor, Euroclear Participants and Clearstream customers may employ their customary procedure for transactions in which securities are to be transferred by the respective clearing system, through the applicable U.S. Depository to another participant's. In these cases, Euroclear will instruct its U.S. Depository to credit the securities to the participant's account against payment. The payment will then be reflected in the account of the Euroclear Participant or Clearstream customer the following business day, and receipt of the cash proceeds in the Euroclear Participant's or Clearstream customers' accounts will be back valued to the value date (which would be the preceding day, when settlement occurs in New York). If the Euroclear Participant or Clearstream customer has a line of credit with its respective clearing system and elects to draw on such line of credit in anticipation of receipt of the sale proceeds in its account, the back-valuation may substantially reduce or offset any overdraft charges incurred over that one day period.

If settlement is not completed on the intended value date (i.e., the trade fails), receipt of the cash proceeds in the Euroclear Participant's or Clearstream customer's accounts would instead be valued as of the actual settlement date.

THE CITY AND FISCAL AGENT CANNOT AND DO NOT GIVE ANY ASSURANCES THAT DTC, DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC, CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR OR EUROCLEAR PARTICIPANTS WILL DISTRIBUTE TO THE BENEFICIAL OWNERS OF THE BONDS (1) PAYMENTS OF PRINCIPAL OF OR INTEREST OR REDEMPTION PREMIUM ON THE BONDS (2) CONFIRMATIONS OF THEIR OWNERSHIP INTERESTS IN THE BONDS OR (3) OTHER NOTICES SENT TO DTC OR CEDE & CO., ITS PARTNERSHIP NOMINEE, AS THE REGISTERED OWNER OF THE BONDS, OR THAT THEY WILL DO SO ON A TIMELY BASIS, OR THAT DTC DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS, CLEARSTREAM, CLEARSTREAM CUSTOMERS,

EUROCLEAR OR EUROCLEAR PARTICIPANTS WILL SERVE AND ACT IN THE MANNER DESCRIBED IN THIS OFFICIAL STATEMENT.

THE CITY AND FISCAL AGENT WILL NOT HAVE ANY RESPONSIBILITY OR OBLIGATIONS TO DTC, THE DIRECT PARTICIPANTS, THE INDIRECT PARTICIPANTS OF DTC, CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR, EUROCLEAR PARTICIPANTS OR THE BENEFICIAL OWNERS WITH RESPECT TO (1) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC, CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR OR EUROCLEAR PARTICIPANTS; (2) THE PAYMENT BY DTC OR ANY DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC, CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR OR EUROCLEAR PARTICIPANTS OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL AMOUNT OF OR INTEREST OR REDEMPTION PREMIUM ON THE BONDS; (3) THE DELIVERY BY DTC OR ANY DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC, CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR OR EUROCLEAR PARTICIPANTS OF ANY NOTICE TO ANY BENEFICIAL OWNER THAT IS REQUIRED OR PERMITTED TO BE GIVEN TO OWNERS UNDER THE TERMS OF THE CERTIFICATE; OR (4) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS THE REGISTERED HOLDER OF THE BONDS.

THE INFORMATION CONTAINED HEREIN CONCERNING DTC, CLEARSTREAM AND EUROCLEAR AND THEIR BOOK-ENTRY SYSTEMS HAS BEEN OBTAINED FROM DTC, CLEARSTREAM AND EUROCLEAR, RESPECTIVELY, AND THE CITY MAKES NO REPRESENTATION AS TO THE COMPLETENESS OR THE ACCURACY OF SUCH INFORMATION OR AS TO THE ABSENCE OF MATERIAL ADVERSE CHANGES IN SUCH INFORMATION SUBSEQUENT TO THE DATE HEREOF.

SECTION III: GOVERNMENT AND FINANCIAL CONTROLS

Structure of City Government

The City of New York is divided into five counties, which correspond to its five boroughs. The City, however, is the only unit of local government within its territorial jurisdiction with authority to levy and collect taxes, and is the unit of local government primarily responsible for service delivery. Responsibility for governing the City is currently vested by the City Charter in the Mayor, the City Comptroller, the City Council, the Public Advocate and the Borough Presidents.

- *The Mayor.* Michael R. Bloomberg, the Mayor of the City, took office on January 1, 2002, was elected to a second term which commenced on January 1, 2006 and was elected for a third term which commenced on January 1, 2010. The Mayor is elected in a general election for a four-year term and is the chief executive officer of the City. The Mayor has the power to appoint the commissioners of the City's various departments. The Mayor is responsible for preparing and administering the City's annual Expense and Capital Budgets (as defined below) and financial plan. The Mayor has the power to veto local laws enacted by the City Council, but such a veto may be overridden by a two-thirds vote of the City Council. The Mayor has powers and responsibilities relating to land use and City contracts and all residual powers of the City government not otherwise delegated by law to some other public official or body. The Mayor is also a member of the Control Board.
- *The City Comptroller.* John C. Liu, the Comptroller of the City, took office on January 1, 2010. The City Comptroller is elected in a general election for a four-year term and is the chief fiscal officer of the City. The City Comptroller has extensive investigative and audit powers and responsibilities which include keeping the financial books and records of the City. The City Comptroller's audit responsibilities include a program of performance audits of City agencies in connection with the City's management, planning and control of operations. In addition, the City Comptroller is required to evaluate the Mayor's budget, including the assumptions and methodology used in

the budget. The Office of the City Comptroller is responsible under the City Charter and pursuant to State law and City investment guidelines for managing and investing City funds for operating and capital purposes. The City Comptroller is also a member of the Control Board and is a trustee, the custodian and the delegated investment manager of the City's five pension systems. The investments of those pension system assets, aggregating approximately \$103.4 billion as of July 31, 2010, are made pursuant to the directions of the respective boards of trustees.

- *The City Council.* The City Council is the legislative body of the City and consists of the Public Advocate and 51 members elected for four-year terms who represent various geographic districts of the City. Under the City Charter, the City Council must annually adopt a resolution fixing the amount of the real estate tax and adopt the City's annual Expense Budget and Capital Budget (as defined below). The City Council does not, however, have the power to enact local laws imposing other taxes, unless such taxes have been authorized by State legislation. The City Council has powers and responsibilities relating to franchises and land use and as provided by State law.
- *The Public Advocate.* Bill de Blasio, the Public Advocate, took office on January 1, 2010. The Public Advocate is elected in a general election for a four-year term. The Public Advocate is first in the line of succession to the Mayor in the event of the disability of the Mayor or a vacancy in the office, pending an election to fill the vacancy. The Public Advocate appoints a member of the City Planning Commission and has various responsibilities relating to, among other things, monitoring the activities of City agencies, the investigation and resolution of certain complaints made by members of the public concerning City agencies and ensuring appropriate public access to government information and meetings.
- *The Borough Presidents.* Each of the City's five boroughs elects a Borough President who serves for a four-year term concurrent with other City elected officials. The Borough Presidents consult with the Mayor in the preparation of the City's annual Expense Budget and Capital Budget. Five percent of discretionary increases proposed by the Mayor in the Expense Budget and, with certain exceptions, five percent of the appropriations supported by funds over which the City has substantial discretion proposed by the Mayor in the Capital Budget, must be based on appropriations proposed by the Borough Presidents. Each Borough President also appoints one member to the Panel for Educational Policy (as defined below) and has various responsibilities relating to, among other things, reviewing and making recommendations regarding applications for the use, development or improvement of land located within the borough, monitoring and making recommendations regarding the performance of contracts providing for the delivery of services in the borough and overseeing the coordination of a borough-wide public service complaint program.

On November 3, 2008, the City Charter was amended to provide that no person shall be eligible to be elected to or serve in the office of Mayor, Public Advocate, Comptroller, Borough President or Council member if that person has previously held such office for three or more full consecutive terms, unless one full term or more has elapsed since that person last held such office.

City Financial Management, Budgeting and Controls

The Mayor is responsible under the City Charter for preparing the City's annual expense and capital budgets (as adopted, the "Expense Budget" and the "Capital Budget," respectively, and collectively, the "Budgets") and for submitting the Budgets to the City Council for its review and adoption. The Expense Budget covers the City's annual operating expenditures for municipal services, while the Capital Budget covers expenditures for capital projects, as defined in the City Charter. Operations under the Expense Budget must reflect the aggregate expenditure limitations contained in financial plans.

The City Council is responsible for adopting the Expense Budget and the Capital Budget. Pursuant to the City Charter, the City Council may increase, decrease, add or omit specific units of appropriation in the Budgets submitted by the Mayor and add, omit or change any terms or conditions related to such appropriations. The City Council is also responsible, pursuant to the City Charter, for approving modifications to the Expense Budget and adopting amendments to the Capital Budget beyond certain latitudes

allowed to the Mayor under the City Charter. However, the Mayor has the power to veto any increase or addition to the Budgets or any change in any term or condition of the Budgets approved by the City Council, which veto is subject to an override by a two-thirds vote of the City Council, and the Mayor has the power to implement expenditure reductions subsequent to adoption of the Expense Budget in order to maintain a balanced budget. In addition, the Mayor has the power to determine the non-property tax revenue forecast on which the City Council must rely in setting the property tax rates for adopting a balanced City budget.

Office of Management and Budget

The City's Office of Management and Budget ("OMB"), with a staff of approximately 300, is the Mayor's primary advisory group on fiscal issues and is also responsible for the preparation, monitoring and control of the City's Budgets and four-year financial plans. In addition, OMB is responsible for the preparation of a Ten-Year Capital Strategy.

State law and the City Charter require the City to maintain its Expense Budget balanced when reported in accordance with GAAP. For fiscal years 2009 and 2010, the City was authorized to phase in implementation of GASB 49 for budgetary purposes. In June 2010, the Financial Emergency Act was amended to permanently waive the budgetary impact of GASB 49 by allowing the City to include certain pollution remediation costs in its capital budget and to finance such costs with the issuance of bonds. See "SECTION I: RECENT FINANCIAL DEVELOPMENTS—2010-2014 Financial Plan." In addition to the Budgets, the City prepares a four-year financial plan which encompasses the City's revenue, expenditure, cash flow and capital projections. All Covered Organizations (as defined below) are also required to maintain budgets that are balanced when reported in accordance with GAAP. From time to time certain Covered Organizations have had budgets providing for operations on a cash basis but not balanced under GAAP.

To assist in achieving the goals of the financial plan and budget, the City reviews its financial plan periodically and, if necessary, prepares modifications to incorporate actual results and revisions to projections and assumptions to reflect current information. The City's revenue projections are continually reviewed and periodically updated with the benefit of discussions with a panel of private economists analyzing the effects of changes in economic indicators on City revenues and information from various economic forecasting services.

Office of the Comptroller

The City Comptroller is the City's chief fiscal officer and is responsible under the City Charter for reviewing and commenting on the City's Budgets and financial plans, including the assumptions and methodologies used in their preparation. The City Comptroller, as an independently elected public official, is required to report annually to the City Council on the state of the City's economy and finances and periodically to the Mayor and the City Council on the financial condition of the City and to make recommendations, comments and criticisms on the operations, fiscal policies and financial transactions of the City. Such reports, among other things, have differed with certain of the economic, revenue and expenditure assumptions and projections in the City's financial plans and Budgets. See "SECTION VII: FINANCIAL PLAN—Certain Reports."

The Office of the City Comptroller establishes the City's accounting and financial reporting practices and internal control procedures. The City Comptroller is also responsible for the preparation of the City's annual financial statements, which, since 1978, have been required to be reported in accordance with GAAP.

The Comprehensive Annual Financial Report of the Comptroller (the "CAFR") for the 2009 fiscal year, which includes, among other things, the City's financial statements for the 2009 fiscal year, was issued on October 23, 2009. The CAFR for the 2008 fiscal year received the Government Finance Officers Association award of the Certificate of Achievement for Excellence in Financial Reporting, the twenty-ninth consecutive year the CAFR has won such award.

All contracts for goods and services requiring the expenditure of City moneys must be registered with the City Comptroller. No contract can be registered unless funds for its payment have been appropriated by the City Council or otherwise authorized. The City Comptroller also prepares vouchers for payments for such goods and services and cannot prepare a voucher unless funds are available in the Budgets for its payment.

The City Comptroller is also required by the City Charter to audit all City agencies and has the power to audit all City contracts. The Office of the Comptroller conducts both financial and management audits and has the power to investigate corruption in connection with City contracts or contractors.

The Mayor and City Comptroller are responsible for the issuance of City indebtedness. The City Comptroller oversees the payment of such indebtedness and is responsible for the custody of certain sinking funds.

Financial Reporting and Control Systems

Since 1978, the City's financial statements have been required to be audited by independent certified public accountants and to be presented in accordance with GAAP. The City has completed twenty-nine consecutive fiscal years with a General Fund surplus when reported in accordance with then applicable GAAP, except with regard to the application of GASB 49 in fiscal year 2009.

In June 2004, the Government Accounting Standards Board ("GASB") issued Statement No. 45, "Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions" ("GASB 45"). GASB 45 establishes standards for the measurement, recognition, and display of other post-employment benefits ("OPEB") expense and related liabilities. OPEB includes post-employment health-care, as well as other forms of post-employment benefits such as life insurance, when provided separately from a pension plan. The approach followed in GASB 45 generally is consistent with the approach adopted with regard to accounting for pension expense and liabilities, with modifications to reflect differences between pension benefits and OPEB. For fiscal year 2009, the City reported an OPEB liability of \$65.5 billion in its government-wide financial statements, based upon an actuarial valuation in accordance with GASB 45. See "APPENDIX B—FINANCIAL STATEMENTS—Note E-5." There is no requirement to fund the future OPEB obligation. For information on the trust established to fund a portion of the future OPEB liability, see "SECTION VI: FINANCIAL OPERATIONS—2005-2009 Summary of Operations."

In November 2006, GASB issued Statement No. 49, "Accounting and Financial Reporting for Pollution Remediation Obligations." GASB 49 sets standards for the accounting and financial reporting for pollution remediation obligations ("PRO"), which are obligations to address the current or potential detrimental effects of existing pollution through activities such as site assessments and cleanups. The City implemented GASB 49 in fiscal year 2009 for financial reporting purposes. For fiscal year 2009, the City reported a PRO liability of \$175.5 million, the costs of known pollution which the City is obligated to remediate, estimated as of June 30, 2009. See "APPENDIX B — FINANCIAL STATEMENTS — Note D.4." In addition to requiring recognition of PRO, under GASB 49 costs incurred for pollution remediation are generally reported as operating expenses rather than as capital expenditures. The City reported pollution remediation expenditures of approximately \$236.1 million in fiscal year 2009.

On April 30, 2008, pursuant to the Financial Emergency Act, the Control Board approved a phase-in of the budgetary impact of GASB 49, enabling the City to continue to finance with the issuance of bonds certain pollution remediation costs for projects authorized prior to fiscal year 2011 and, consequently, to achieve budget balance in fiscal years 2009 and 2010 in accordance with GAAP except for the application of GASB 49. In June 2010, the State amended the Financial Emergency Act to permanently waive the budgetary impact of GASB 49. For further information on GASB 49, see "SECTION I: RECENT FINANCIAL DEVELOPMENTS."

Both OMB and the Office of the Comptroller utilize a financial management system which provides comprehensive current and historical information regarding the City's financial condition. This information, which is independently evaluated by each office, provides a basis for City action required to maintain a balanced budget and continued financial stability.

The City's operating results and forecasts are analyzed, reviewed and reported on by each of OMB and the Office of the Comptroller as part of the City's overall system of internal control. Internal control systems are reviewed regularly, and the City Comptroller requires an annual report on internal control and accountability from each agency. Comprehensive service level and productivity targets are formulated and monitored for each agency by the Mayor's Office of Operations and reported publicly in a semiannual management report.

The City has developed and utilizes a cash forecasting system which forecasts its daily cash balances. This enables the City to predict more accurately its short-term borrowing needs and maximize its return on the investment of available cash balances. Monthly statements of operating revenues and expenditures, capital revenues and expenditures and cash flow are reported after each month's end, and major variances from the financial plan are identified and explained.

City funds held for operating and capital purposes are managed by the Office of the City Comptroller, with specific guidelines as to investment vehicles. The City invests primarily in obligations of the United States Government, its agencies and instrumentalities, high grade commercial paper and repurchase agreements with primary dealers. The repurchase agreements are collateralized by United States Government treasuries, agencies and instrumentalities, held by the City's custodian bank and marked to market daily.

More than 97% of the aggregate assets of the City's five defined benefit pension systems are managed by outside managers, supervised by the Office of the City Comptroller, and the remainder is held in cash or managed by the City Comptroller. Allocations of investment assets are determined by each fund's board of trustees. As of July 31, 2010, aggregate pension assets were allocated approximately as follows: 42.6% U.S. equities; 28.8% fixed income; 16.3% international equities; 9.3% private equity and real estate; 2.4% cash; and 0.6% opportunistic fixed income.

Financial Emergency Act and City Charter

The Financial Emergency Act requires that the City submit to the Control Board, at least 50 days prior to the beginning of each fiscal year (or on such other date as the Control Board may approve), a financial plan for the City and certain State governmental agencies, public authorities or public benefit corporations ("PBCs") which receive or may receive monies from the City directly, indirectly or contingently (the "Covered Organizations") covering the four-year period beginning with such fiscal year. The New York City Transit Authority and the Manhattan and Bronx Surface Transit Operating Authority (collectively, "New York City Transit" or "NYCT" or "Transit Authority"), HHC and the New York City Housing Authority (the "Housing Authority" or "HA") are examples of Covered Organizations. The Act requires that the City's four-year financial plans conform to a number of standards. Subject to certain conditions, the Financial Emergency Act and the City Charter require the City to prepare and balance its budget covering all expenditures other than capital items so that the results of such budget will not show a deficit when reported in accordance with GAAP. Provision must be made, among other things, for the payment in full of the debt service on all City securities. The budget and operations of the City and the Covered Organizations must be in conformance with the financial plan then in effect.

From 1975 to June 30, 1986, the City was subject to a Control Period, as defined in the Act, which was terminated upon the satisfaction of the statutory conditions for termination, including the termination of all federal guarantees of obligations of the City, a determination by the Control Board that the City had maintained a balanced budget in accordance with GAAP for each of the three immediately preceding fiscal years and a certification by the State and City Comptrollers that sales of securities by or for the benefit of the City satisfied its capital and seasonal financing requirements in the public credit markets and were expected to satisfy such requirements in the 1987 fiscal year. With the termination of the Control Period, certain Control Board powers were suspended including, among others, its power to approve or disapprove certain contracts (including collective bargaining agreements), long-term and short-term borrowings, and the four-year financial plan and modifications thereto of the City and the Covered Organizations. Pursuant to the Act and the City Charter, the City is required to develop a four-year financial plan each year and to modify the plan as changing circumstances require. Under current law, prior to July 1, 2008 the Control

Board was required to reimpose a Control Period upon the occurrence or substantial likelihood and imminence of the occurrence of any one of certain events specified in the Act. These events were (i) failure by the City to pay principal of or interest on any of its notes or bonds when due or payable, (ii) the existence of a City operating deficit of more than \$100 million, (iii) issuance by the City of notes in violation of certain restrictions on short-term borrowing imposed by the Act, (iv) any violation by the City of any provision of the Act which substantially impaired the ability of the City to pay principal of or interest on its bonds or notes when due and payable or its ability to adopt or adhere to an operating budget balanced in accordance with the Act, or (v) joint certification by the State and City Comptrollers that they could not at that time make a joint certification that sales of securities in the public credit market by or for the benefit of the City during the immediately preceding fiscal year and the current fiscal year satisfied its capital and seasonal financing requirements during such period and that there was a substantial likelihood that such securities could be sold in the general public market from the date of the joint certification through the end of the next succeeding fiscal year in amounts that would satisfy substantially all of the capital and seasonal financing requirements of the City during such period in accordance with the financial plan then in effect.

In 2003, the State Legislature amended the Act to change its termination date from the *earlier* of July 1, 2008 or the date on which certain bonds are discharged to the *later* of July 1, 2008 or the date on which such bonds are discharged. The bonds referred to in the amended section of the Act are all bonds containing the State pledge and agreement authorized under section 5415 of the Act (the “State Covenant”).

The State Covenant is authorized to be included in bonds of the City. Since enactment of this amendment to the Act, the City has not issued bonds containing the State Covenant. However, many City bonds issued prior to the amendment do contain the State Covenant. Because the City has issued such bonds with maturities as long as 30 years, the effect of the amendment was to postpone termination of the Act from July 1, 2008 to 2033 (or earlier if all City bonds containing the State Covenant are discharged). The State Legislature could, without violation of the State Covenant contained in the City’s outstanding bonds, enact legislation that would terminate the Control Board and the Act after July 1, 2008 because, at the time of issuance of those bonds, the termination date of the Act was July 1, 2008 (or the date of the earlier discharge of such bonds).

While the State Legislature amended the Act to extend the termination date of the Control Board, the power to impose or continue a Control Period terminated July 1, 2008. The power to impose or continue a Control Period is covered by a section of the Act that provides that no Control Period shall continue beyond the earlier of July 1, 2008 or the date on which all bonds containing the State Covenant are discharged. The State Legislature did not amend this provision. Therefore, under current law, although the Act continues in effect beyond July 1, 2008, no Control Period may be imposed after July 1, 2008.

Financial Review and Oversight

The Control Board, with the Office of the State Deputy Comptroller (“OSDC”), reviews and monitors revenues and expenditures of the City and the Covered Organizations. In addition, the Independent Budget Office (the “IBO”) has been established pursuant to the City Charter to provide analysis to elected officials and the public on relevant fiscal and budgetary issues affecting the City.

The Control Board is required to: (i) review the four-year financial plan of the City and of the Covered Organizations and modifications thereto; (ii) review the operations of the City and the Covered Organizations, including their compliance with the financial plan; and (iii) review certain contracts, including collective bargaining agreements, of the City and the Covered Organizations. The requirement to submit four-year financial plans and budgets for review was in response to the severe financial difficulties and loss of access to the credit markets encountered by the City in 1975. The Control Board must reexamine the financial plan on at least a quarterly basis to determine its conformance to statutory standards.

The *ex officio* members of the Control Board are the Governor of the State of New York (Chairman); the Comptroller of the State of New York; the Mayor of The City of New York; and the Comptroller of The City of New York. In addition, there are three private members appointed by the Governor. The Executive Director of the Control Board is appointed jointly by the Governor and the Mayor. The Control Board is

assisted in the exercise of its responsibilities and powers under the Financial Emergency Act by the State Deputy Comptroller.

SECTION IV: SOURCES OF CITY REVENUES

The City derives its revenues from a variety of local taxes, user charges and miscellaneous revenues, as well as from federal and State unrestricted and categorical grants. State aid as a percentage of the City’s revenues has remained relatively constant over the period from 1980 to 2010, while federal aid has been sharply reduced. The City projects that local revenues will provide approximately 71.2% of total revenues in the 2011 fiscal year while federal aid, including categorical grants, will provide 10.8%, and State aid, including unrestricted aid and categorical grants, will provide 18.0%. Adjusting the data for comparability, local revenues provided approximately 60.6% of total revenues in 1980, while federal and State aid each provided approximately 19.7%. A discussion of the City’s principal revenue sources follows. For additional information regarding assumptions on which the City’s revenue projections are based, see “SECTION VII: FINANCIAL PLAN—Assumptions.” For information regarding the City’s tax base, see “APPENDIX A—ECONOMIC AND DEMOGRAPHIC INFORMATION.”

Real Estate Tax

The real estate tax, the single largest source of the City’s revenues, is the primary source of funds for the City’s General Debt Service Fund. The City expects to derive approximately 43.1% of its total tax revenues and 26.6% of its total revenues for the 2011 fiscal year from the real estate tax. For information concerning tax revenues and total revenues of the City for prior fiscal years, see “SECTION VI: FINANCIAL OPERATIONS—2005-2009 Summary of Operations.”

The State Constitution authorizes the City to levy a real estate tax without limit as to rate or amount (the “debt service levy”) to cover scheduled payments of the principal of and interest on indebtedness of the City. However, the State Constitution limits the amount of revenue which the City can raise from the real estate tax for operating purposes (the “operating limit”) to 2.5% of the average full value of taxable real estate in the City for the current and the last four fiscal years less interest on temporary debt and the aggregate amount of business improvement district charges subject to the 2.5% tax limitation. The table below sets forth the percentage the debt service levy represents of the total levy. The City Council has adopted a distinct tax rate for each of the four categories of real property established by State legislation.

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COMPARISON OF REAL ESTATE TAX LEVIES, TAX LIMITS AND TAX RATES

<u>Fiscal Year</u>	<u>Total Levy(1)</u>	<u>Levy Within Operating Limit</u>	<u>Debt Service Levy(2)</u>	<u>Debt Service Levy as a Percentage of Total Levy</u>	<u>Operating Limit</u>	<u>Levy Within Operating Limit as a Percentage of Operating Limit</u>	<u>Rate Per \$100 of Full Valuation(3)</u>	<u>Average Tax Rate Per \$100 of Assessed Valuation(4)</u>
<i>(Dollars in Millions, except for Tax Rates)</i>								
2005	\$12,720.0	\$ 9,615.0	\$2,485.6	19.5%	\$10,675.8	90.1%	\$2.46	\$12.28
2006	13,668.1	11,633.5	1,141.0	8.3	11,666.2	99.7	2.49	12.28
2007	14,291.2	13,094.4	221.0	1.5	13,224.4	99.0	2.30	12.28
2008	14,356.2	10,462.4	2,952.1	20.6	14,949.0	70.0	2.02	11.42
2009(5) . . .	15,903.5	13,213.6	1,168.9	7.6	17,525.7	75.4	1.87	12.28
2010	17,588.1	16,472.3	295.8	1.7	18,641.4	88.4	2.01	12.28
2011	18,323.7	16,418.4	921.2	5.0	18,896.0	86.9	2.17	12.28

- (1) As approved by the City Council.
- (2) The debt service levy includes a portion of the total reserve for uncollected real estate taxes.
- (3) Full valuation is based on the special equalization ratios (discussed below) and the billable assessed valuation. Special equalization ratios and full valuations are revised periodically as a result of surveys by the State Board of Real Property Services (as defined below).
- (4) The decrease in the average tax rate between fiscal years 2007 and 2008 reflects the 7% decrease effective July 1, 2007. The increase in the average tax rate between fiscal years 2008 and 2009 reflects the rescission of the 7% property tax decrease effective January 1, 2009.
- (5) Includes the mid-year property tax increase of \$576 million, effective January 1, 2009, rescinding the 7% property tax decrease enacted in June 2007.

Assessment

The City has traditionally assessed real property at less than market value. The State Board of Real Property Services (the “State Board”) is required by law to determine annually the relationship between taxable assessed value and market value which is expressed as the “special equalization ratio.” The special equalization ratio is used to compute full value for the purpose of measuring the City’s compliance with the operating limit and general debt limit. For a discussion of the City’s debt limit, see “SECTION VIII: INDEBTEDNESS—Indebtedness of the City and Certain Other Entities—*Limitations on the City’s Authority to Contract Indebtedness.*” The ratios are calculated by using the most recent market value surveys available and a projection of market value based on recent survey trends, in accordance with methodologies established by the State Board from time to time. Ratios, and therefore full values, may be revised when new surveys are completed. The ratios and full values shown in the table below, which were used to compute the 2011 fiscal year operating limit and general debt limit, have been established by the State Board and include the results of the fiscal year 2009 market value survey.

BILLABLE ASSESSED AND FULL VALUE OF TAXABLE REAL ESTATE⁽¹⁾

<u>Fiscal Year</u>	<u>Billable Assessed Valuation of Taxable Real Estate(2)</u>	÷	<u>Special Equalization Ratio</u>	=	<u>Full Valuation(2)</u>
2007	\$116,477,764,261		0.1599		\$728,441,302,445
2008	125,777,268,853		0.1703		738,562,941,004
2009	134,294,731,881		0.1848		726,703,094,594
2010	143,334,172,616		0.1852		773,942,616,717
2011	149,311,931,232		0.1770		843,570,232,949
				Average:	\$762,244,037,542

(1) Also assessed by the City, but excluded from the computation of taxable real estate, are various categories of property exempt from taxation under State law. For the 2009 fiscal year, the billable assessed value of all real estate (taxable and exempt) was \$228.3 billion comprised of \$80.9 billion of fully exempt real estate, \$53.0 billion of partially taxable real estate and \$94.3 billion of fully taxable real estate.

(2) Figures are based on estimates of the special equalization ratio which are revised annually. These figures are derived from official City Council Tax Resolutions adopted with respect to the 2011 fiscal year. These figures differ from the assessed and full valuation of taxable real estate reported in the CAFR, which excludes veterans' property subject to tax for school purposes and is based on estimates of the special equalization ratio which are not revised annually.

State law provides for the classification of all real property in the City into one of four statutory classes. Class one primarily includes one-, two- and three-family homes; class two includes certain other residential property not included in class one; class three includes most utility real property; and class four includes all other real property. The total tax levy consists of four tax levies, one for each class. Once the tax levy is set for each class, the tax rate for each class is then fixed annually by the City Council by dividing the levy for such class by the billable assessed value for such class.

Assessment procedures differ for each class of property. For fiscal year 2011, class one was assessed at approximately 6% of market value and classes two, three and four were each assessed at 45.0% of market value. In addition, individual assessments on class one parcels cannot increase by more than 6% per year or 20% over a five-year period. Market value increases and decreases for most of class two and all of class four are phased in over a period of five years. Increases in class one market value in excess of applicable limitations are not phased in over subsequent years. There is also no phase in for class three property.

Class two and class four real property have three assessed values: actual, transition and billable. Actual assessed value is established for all tax classes without regard to the five-year phase-in requirement applicable to most class two and all class four properties. The transition assessed value reflects this phase-in. Billable assessed value is the basis for tax liability and is the lower of the actual or transition assessment.

The share of the total levy that can be borne by each class is regulated by the provisions of the State Real Property Tax Law. Each class share of the total tax levy is updated annually to reflect new construction, demolition, alterations or changes in taxable status and is subject to limited adjustment to reflect market value changes among the four classes. Class share adjustments are limited to a 5% maximum increase per year. Maximum class increases below 5% must be, and typically are, approved by the State legislature. Fiscal year 2011 tax rates were set on June 29, 2010 and reflect a 5% limitation on the market value adjustment for 2010. The average tax rate for fiscal year 2010 was maintained at \$12.28 per \$100 of assessed value.

City real estate tax revenues may be reduced in future fiscal years as a result of tax refund claims asserting overvaluation, inequality of assessment and illegality. The State Board annually certifies various class ratios and class equalization rates relating to the four classes of real property in the City. "Class ratios" are determined for each class by the State Board by calculating the ratio of assessed value to market value. Various proceedings challenging assessments of real property for real estate tax purposes are pending. For further information regarding the City's potential exposure in certain of these proceedings, see "SECTION IX: OTHER INFORMATION—Litigation—Taxes" and "APPENDIX B—FINANCIAL STATEMENTS—Notes to Financial Statements—Note D.5."

Trend in Taxable Assessed Value

During the decade prior to fiscal year 1993, real estate tax revenues grew substantially. Because State law provides for increases in assessed values of most properties to be phased into property tax bills over five-year periods, billable assessed values continued to grow and real estate tax revenue increased through fiscal year 1993 even as market values declined during the local recession. From fiscal year 1994 through fiscal year 1997 billable assessed values declined, reflecting the impact of the protracted local recession on office vacancy rates and on office building valuations. Billable assessed value resumed slow growth in fiscal year 1998, growing 0.7%, 2.2%, 3.1%, 4.0%, 6.0%, 5.7% and 5.7% in fiscal years 1998 through 2004, respectively.

For fiscal year 2005, billable assessed valuation rose by \$3.8 billion to \$102.4 billion. The billable assessed valuation as determined by the City Department of Finance rose to \$110.0 billion, \$115.1 billion, \$124.5 billion, \$133.0 billion and \$141.8 billion for fiscal years 2006 through 2010, respectively. The Department of Finance released the final assessment roll for fiscal year 2011 on May 25, 2010. The billable assessed value rose by \$5.8 billion over the 2010 assessment roll to \$147.6 billion, a growth of 4.1%. With a forecast decline in the class two and class four market values combined with a deflated level of existing pipeline of deferred assessment increases yet to be phased in, the billable assessed valuations are forecast to grow by 3.5%, 1.0% and 0.8% in fiscal years 2012 through 2014, respectively.

Collection of the Real Estate Tax

Real estate tax payments are due each July 1 and January 1. Prior to January 1, 2009, owners of class one and class two properties assessed at \$80,000 or less and cooperatives whose individual units on average are valued at \$80,000 or less were eligible to make tax payments in quarterly installments on July 1, October 1, January 1 and April 1. Effective January 1, 2009, owners of all properties assessed at \$250,000 or less are eligible to make tax payments in quarterly installments. Prior to January 1, 2009, an annual interest rate of 9% compounded daily was imposed upon late payments on properties with an assessed value of \$80,000 or less except in the case of (i) any parcel with respect to which the real estate taxes are held in escrow and paid by a mortgage escrow agent and (ii) parcels consisting of vacant or unimproved land. As of January 1, 2009, the assessed value threshold subject to the late payment interest rate of 9% was raised from \$80,000 to \$250,000. An interest rate of 18% compounded daily is imposed upon late payments on all other properties. These interest rates are set annually.

The City primarily uses two methods to enforce the collection of real estate taxes. The City has been authorized to sell real estate tax liens on class one properties which are delinquent for at least three years and class two, three and four properties which are delinquent for at least one year. The authorization to sell real estate tax liens is effective through December 31, 2010. In addition, the City is entitled to foreclose delinquent tax liens by *in rem* proceedings after one year of delinquency with respect to properties other than one- and two-family dwellings and condominium apartments for which the annual tax bills do not exceed \$2,750, as to which a three-year delinquency rule is in effect.

The real estate tax is accounted for on a modified accrual basis in the General Fund. Revenue accrued is limited to prior year payments received, offset by refunds made, within the first two months of the following fiscal year. In deriving the real estate tax revenue forecast, a reserve is provided for cancellations or abatements of taxes and for nonpayment of current year taxes owed and outstanding as of the end of the fiscal year.

The following table sets forth the amount of delinquent real estate taxes (owed and outstanding as of the end of the fiscal year of levy) for each of the fiscal years indicated. Delinquent real estate taxes do not include real estate taxes subject to cancellation or abatement under various exemption or abatement programs. Delinquent real estate taxes generally increase during a recession and when the real estate market deteriorates. Delinquent real estate taxes generally decrease as the City's economy and real estate market recover.

From time to time, the City sells tax liens to separate statutory trusts. In fiscal years 2005 through 2010, the City's tax lien program resulted in net proceeds of approximately \$37.7 million, \$93.8 million, \$40.2 million, \$35.5 million, \$33.9 million and \$35 million, respectively. The Financial Plan reflects receipt of \$40 million in fiscal year 2011 from tax lien sales.

REAL ESTATE TAX COLLECTIONS AND DELINQUENCIES

Fiscal Year	Tax Levy(1)	Tax Collections on Current Year Levy(2)	Tax Collections as a Percentage of Tax Levy	Prior Year (Delinquent Tax) Collections	Refunds(3)	Cancellations, Net Credits, Abatements, Exempt Property Restored and Shelter Rent	Delinquent as of End of Fiscal Year(4)	Delinquency as a Percentage of Tax Levy	Lien Sale(5)
(Dollars In Millions)									
2005	\$12,720.0	\$11,521.7	90.6%	\$136.2	\$(231.4)	\$ (898.0)	\$(300.3)	2.36%	\$37.7
2006	13,668.1	12,459.0	91.2	140.3	(222.1)	(929.9)	(279.2)	2.04	93.8
2007	14,291.2	12,986.7	90.9	159.5	(228.8)	(1,067.4)	(306.4)	2.14	40.2
2008	14,356.2	13,070.7	91.0	194.8	(239.3)	(1,023.6)	(261.9)	1.82	35.5
2009	15,903.5	14,423.4	90.7	162.6	(290.4)	(1,187.3)	(283.9)	1.79	33.9
2010(6)	17,588.1	16,187.2	92.0	202.2	(268.0)	(1,079.7)	(215.2)	1.83	35.0
2011(6)	18,323.7	16,928.6	92.4	205.0	(394.0)	(1,020.6)	(374.5)	2.04	40.0

- (1) As approved by the City Council through fiscal year 2011.
- (2) Quarterly collections on current year levy.
- (3) Includes repurchases of defective tax liens amounting to \$2.9 million, \$0.2 million and \$3.0 million in the 2005, 2006 and 2007 fiscal years, respectively.
- (4) These figures include taxes due on certain publicly owned property and exclude delinquency on shelter rent and exempt property.
- (5) Net of reserve for defective liens.
- (6) Forecast.

Other Taxes

The City expects to derive 56.9% of its total tax revenues for the 2011 fiscal year from a variety of taxes other than the real estate tax, such as: (i) the 4½% sales and compensating use tax, commencing August 1, 2009, in addition to the 4% sales and use tax imposed by the State upon receipts from retail sales of tangible personal property and certain services in the City and the 0.375% metropolitan transportation district surcharge imposed by the State for the Metropolitan Transit Authority (“MTA”); (ii) the personal income tax on City residents; (iii) a general corporation tax levied on the income of corporations doing business in the City; and (iv) a banking corporation tax imposed on the income of banking corporations doing business in the City.

For local taxes other than the real estate tax, the City may adopt and amend local laws for the levy of local taxes to the extent authorized by the State. This authority can be withdrawn, amended or expanded by State legislation. Without State authorization, the City may impose real estate taxes to fund general operations in an amount not to exceed 2.5% of property values in the City as determined under a State mandated formula. In addition, the State cannot restrict the City's authority to levy and collect real estate taxes in excess of the 2.5% limitation in the amount necessary to pay principal of and interest on City indebtedness. For further information concerning the City's authority to impose real estate taxes, see “Real Estate Tax” above. Payments by the State to the City of sales tax and stock transfer tax revenues are subject to appropriation by the State. Until the defeasance of all outstanding bonds of the Municipal Assistance Corporation For The City of New York (“MAC”) with the proceeds of Sales Tax Asset Receivable Corporation (“STAR Corp.”) bonds and MAC funds in fiscal year 2005, such sales tax and stock transfer tax revenues, less State administrative costs, were made available first to MAC for payment of MAC debt service, reserve fund requirements, operating expenses, and administrative expenses of the Control Board and OSDC with the balance payable to the City. Currently, sales tax and stock transfer tax revenues are payable to the City. Administrative expenses of the Control Board and OSDC, which are projected to be approximately \$7 million in fiscal year 2010, and State administrative costs are deducted from sales tax

revenues payable to the City. A portion of sales tax revenues payable to the City would be paid to the TFA if personal income tax revenues did not satisfy specified debt service ratios.

Revenues from taxes other than the real estate tax in the 2009 fiscal year decreased by \$4.012 billion, a decrease of approximately 15.8% from the 2008 fiscal year. The following table sets forth, by category, revenues from taxes, other than the real estate tax, for each of the City's 2005 through 2009 fiscal years.

	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>
	(In Millions)				
Personal Income(1)	\$ 6,638	\$ 7,657	\$ 7,933	\$ 9,697	\$ 7,489
General Corporation	1,994	2,379	3,124	2,932	2,320
Banking Corporation	601	656	1,219	628	1,099
Unincorporated Business Income	1,117	1,308	1,670	1,852	1,785
Sales	4,355	4,418	4,619	4,868	4,594
Commercial Rent	445	477	512	545	583
Real Property Transfer	1,055	1,295	1,723	1,408	742
Mortgage Recording	1,250	1,353	1,570	1,138	515
Utility	340	391	360	392	398
Cigarette	125	123	122	123	96
Hotel	257	296	326	379	342
All Other(2)	475	448	457	419	475
Audits	<u>600</u>	<u>775</u>	<u>1,085</u>	<u>1,016</u>	<u>948</u>
Total	<u>\$19,250</u>	<u>\$21,575</u>	<u>\$24,719</u>	<u>\$25,397</u>	<u>\$21,386</u>

Note: Totals may not add due to rounding.

- (1) Personal Income excludes \$497 million, \$350 million, \$685 million, \$164 million and \$138 million retained by the TFA in fiscal years 2005 through 2009, respectively. In fiscal years 2005 through 2009, Personal Income includes \$632 million, \$692 million, \$928 million, \$1.113 billion and \$1.039 billion, respectively, which was provided to the City by the State as a reimbursement for the reduced personal income tax revenues resulting from the School Tax Relief Program ("STAR Program"). Personal Income taxes flow directly from the State to the TFA, and from the TFA to the City only to the extent not required by the TFA for debt service, reserves, operating expenses and contractual and other obligations incurred pursuant to the TFA indenture. Personal Income also reflects the impact of the early provision for TFA debt service payments in each of fiscal years 2004 through 2007, thereby increasing tax revenue by \$400 million, \$947 million, \$229 million, \$391 million and \$362 million in fiscal years 2005 through 2009, respectively. Personal Income reflects the impact of \$546 million grants to the TFA in each of fiscal years 2007 and 2008 which were used by the TFA to pay debt service in fiscal years 2008 and 2009 thereby increasing personal income tax revenues in those fiscal years.
- (2) All Other includes, among others, surtax revenues from New York City Off-Track Betting Corporation ("OTB"), beer and liquor taxes, and the automobile use tax, but excludes the State's STAR Program aid of \$784 million, \$857 million, \$1.093 billion, \$1.255 billion and \$1.188 billion in fiscal years 2005 through 2009, respectively.

Miscellaneous Revenues

Miscellaneous revenues include revenue sources such as charges collected by the City for the issuance of licenses, permits and franchises, interest earned by the City on the investment of City cash balances, tuition and fees at the Community Colleges, reimbursement to the City from the proceeds of water and sewer rates charged by the New York City Water Board (the “Water Board”) for costs of delivery of water and sewer services and paid to the City by the Water Board for its lease interest in the water and sewer system, rents collected from tenants in City-owned property and from The Port Authority of New York and New Jersey (the “Port Authority”) with respect to airports, and the collection of fines. The following table sets forth amounts of miscellaneous revenues for each of the City’s 2005 through 2009 fiscal years.

	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>
	(In Millions)				
Licenses, Permits and Franchises	\$ 395	\$ 418	\$ 470	\$ 502	\$ 493
Interest Income	149	362	473	377	124
Charges for Services	614	611	613	638	687
Water and Sewer Payments	899	990	1,064	1,202	1,284
Rental Income	944	209	211	257	255
Fines and Forfeitures	745	723	741	830	802
Other	<u>1,327</u>	<u>548</u>	<u>671</u>	<u>1,238</u>	<u>981</u>
Total	<u>\$5,073</u>	<u>\$3,862</u>	<u>\$4,243</u>	<u>\$5,044</u>	<u>\$4,626</u>

Note: Totals may not add due to rounding.

Rental income in fiscal year 2005 includes approximately \$781.9 million in Port Authority payments for back rent and renegotiated lease payments for the City’s airports. Rental income in fiscal years 2006, 2007, 2008 and 2009 includes approximately \$93.5 million, \$98 million, \$102.7 million and \$102.7 million, respectively, in Port Authority lease payments for the City airports.

Fees and charges collected from the users of the water and sewer system of the City are revenues of the Water Board, a body corporate and politic, constituting a public benefit corporation, all of the members of which are appointed by the Mayor. The Water Board currently holds a long-term leasehold interest in the water and sewer system pursuant to a lease between the Water Board and the City.

Other miscellaneous revenues for fiscal years 2005, 2006, 2008 and 2009 include \$68 million, \$5 million, \$552 million and \$145.6 million, respectively, of tobacco settlement receivables (“TSRs”) from the settlement of litigation with certain cigarette manufacturers, that were not retained by TSASC for debt service, trapping requirements and operating expenses or for later release to the City. Other miscellaneous revenues for fiscal years 2005 through 2009 do not include TSRs retained by TSASC for debt service, trapping requirements and operating expenses, or for later release to the City totaling \$149 million, \$194 million, \$208 million, \$79 million and \$87 million, respectively. In June 2003, the downgrade of a major tobacco company below investment grade resulted in a trapping event for TSASC under its indenture pursuant to which it was required to retain a portion of the TSRs it received in a reserve account for the benefit of its bondholders. In February 2006, TSASC restructured all of its outstanding debt through the issuance of refunding bonds under an amended indenture. Pursuant to the TSASC debt restructuring, less than 40% of the TSRs are pledged to the TSASC bondholders and the remainder will flow to the City. The pledged TSRs will fund regularly scheduled TSASC debt service and operating expenses. Any pledged TSRs received in excess of those requirements will be used to pay the newly issued TSASC bonds. No TSRs are required to be retained or trapped for the benefit of bondholders beyond the pledged TSRs. The unpledged TSRs received in fiscal years 2006, 2007 and 2008 and funds in the trapping account were released to the City in fiscal year 2008. For further information see “SECTION VII: FINANCIAL PLAN—Assumptions—Revenue Assumptions—4. Miscellaneous Revenues” and “SECTION VIII: INDEBTEDNESS—Indebtedness of the City and Certain Other Entities.”

Other miscellaneous revenues for fiscal year 2005 include \$631 million from the refinancing of MAC debt by STAR Corp. which reimbursed the City for revenues retained by MAC in fiscal years 2004 and 2005,

\$97.9 million from the sale of 273 taxi medallions, \$44.5 million from the sale of the former headquarters of the BOE (as defined below) and \$39.6 million from the refund of prior year expenditures. Other miscellaneous revenues for fiscal year 2006 include a \$49 million payment from the Fiscal Year 2005 Securitization Corp., \$45 million from the release of remediation funds in a trust and agency account, \$11 million from the refund of prior year expenditures, \$9 million from the reimbursement for landfill closure costs and \$7.9 million from HHC for City administrative support. Other miscellaneous revenues for fiscal year 2007 include \$170 million from HHC reimbursement, \$141 million from the sale of 308 taxi medallions and \$39 million from the refund of prior year expenditures. Other miscellaneous revenues for fiscal year 2008 include \$180 million from HHC reimbursement, \$25 million from asset sales and \$48 million from the sale of 109 taxi medallions. Other miscellaneous revenues for fiscal year 2009 include \$71 million from HHC reimbursement, \$175 million from restitution agreements, \$125 million in the refund of FICA overpayments from the period 1989 through 2005 and \$106 million from the refund of prior year expenditures.

Unrestricted Intergovernmental Aid

Unrestricted federal and State aid has consisted primarily of per capita aid from the State government. These funds, which are not subject to any substantial restriction as to their use, are used by the City as general support for its Expense Budget. State general revenue sharing (State per capita aid) is allocated among the units of local government by statutory formulas which take into account the distribution of the State’s population and the full valuation of taxable real property. In recent years, however, such allocation has been based on prior year levels in lieu of the statutory formula. For a further discussion of unrestricted State aid, see “SECTION VII: FINANCIAL PLAN—Assumptions—Revenue Assumptions—5. Unrestricted Intergovernmental Aid.”

The following table sets forth amounts of unrestricted federal and State aid received by the City in each of its 2005 through 2009 fiscal years.

	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>
	(In Millions)				
State Per Capita Aid	\$327	\$327	\$20	\$242	\$327
Other(1).	<u>277</u>	<u>167</u>	<u>15</u>	<u>0</u>	<u>0</u>
Total	<u>\$604</u>	<u>\$494</u>	<u>\$35</u>	<u>\$242</u>	<u>\$327</u>

(1) Included in the 2005 and 2006 fiscal years are \$264 million and \$142 million, respectively, of aid associated with the partial State takeover of long-term care Medicaid costs.

Federal and State Categorical Grants

The City makes certain expenditures for services required by federal and State mandates which are then wholly or partially reimbursed through federal and State categorical grants. State categorical grants are received by the City primarily in connection with City welfare, education, higher education, health and mental health expenditures. The City also receives substantial federal categorical grants in connection with the federal Community Development Block Grant Program (“Community Development”). The federal government also provides the City with substantial public assistance, social service and education grants as well as reimbursement for all or a portion of certain costs incurred by the City in maintaining programs in a number of areas, including housing, criminal justice and health. All City claims for federal and State grants are subject to subsequent audit by federal and State authorities. Certain claims submitted to the State Medicaid program by the City are the subject of investigation by the Office of the Inspector General of the United States Department of Health and Human Services (“OIG”). For a discussion of claims for which a final audit report has been issued by OIG, see “SECTION IX: OTHER INFORMATION—Litigation—Miscellaneous.” The City provides a reserve for disallowances resulting from these audits which could be asserted in subsequent years. Federal grants are also subject to audit under the Single Audit Act Amendments of 1996. For a further discussion of federal and State categorical grants, see “SECTION VII: FINANCIAL PLAN—Assumptions—Revenue Assumptions—6. Federal and State Categorical Grants.”

The following table sets forth amounts of federal and State categorical grants received by the City for each of the City’s 2005 through 2009 fiscal years.

	<u>2005</u>	<u>2006</u>	<u>2007</u> (In Millions)	<u>2008</u>	<u>2009</u>
Federal					
Community Development(1)	\$ 268	\$ 261	\$ 241	\$ 260	\$ 251
Social Services	2,405	2,181	2,429	2,619	2,758
Education	1,909	1,693	1,745	1,739	1,717
Other(2)	<u>2,072</u>	<u>1,108</u>	<u>1,056</u>	<u>1,074</u>	<u>1,215</u>
Total	<u>\$6,654</u>	<u>\$5,243</u>	<u>\$ 5,471</u>	<u>\$ 5,692</u>	<u>\$ 5,941</u>
State					
Social Services	\$1,741	\$1,906	\$ 1,889	\$ 2,060	\$ 2,041
Education	6,177	6,702	7,145	8,011	8,648
Higher Education	140	153	165	174	178
Health and Mental Health	393	415	428	487	468
Other	<u>372</u>	<u>410</u>	<u>559</u>	<u>689</u>	<u>789</u>
Total	<u>\$8,823</u>	<u>\$9,586</u>	<u>\$10,186</u>	<u>\$11,421</u>	<u>\$12,124</u>

- (1) Amounts represent actual funds received and may be lower or higher than the appropriation of funds actually provided by the federal government for the particular fiscal year due either to underspending or the spending of funds carried forward from prior fiscal years.
- (2) A total of approximately \$1 billion reimbursement from FEMA for insurance covering claims relating to work at the World Trade Center site following the September 11 attack is included in Other in fiscal year 2005.

SECTION V: CITY SERVICES AND EXPENDITURES

Expenditures for City Services

Three types of governmental agencies provide public services within the City’s borders and receive financial support from the City. One category is the mayoral agencies established by the City Charter which include, among others, the Police, Fire and Sanitation Departments. Another is the independent agencies which are funded in whole or in part through the City Budget by the City but which have greater independence in the use of appropriated funds than the mayoral agencies. Included in this category are certain Covered Organizations such as HHC and the Transit Authority. A third category consists of certain PBCs which were created to finance the construction of housing, hospitals, dormitories and other facilities and to provide other governmental services in the City. The legislation establishing this type of agency contemplates that annual payments from the City, appropriated through its Expense Budget, may or will constitute a substantial part of the revenues of the agency. Included in this category is, among others, the City University Construction Fund (“CUCF”). For information regarding expenditures for City services, see “SECTION VI: FINANCIAL OPERATIONS—2005-2009 Summary of Operations.”

Federal and State laws require the City to provide certain social services for needy individuals and families who qualify for such assistance. The City receives the federal Temporary Assistance for Needy Families (“TANF”) block grant funds through the State which, supplemented by City and State contributions, fund the Family Assistance Program. The Family Assistance Program provides benefits for households with minor children subject, in most cases, to a five-year time limit. The Safety Net Assistance Program provides benefits for adults without minor children, families who have reached the Family Assistance Program time limit, and others, including certain immigrants, who are ineligible for the Family Assistance Program but are eligible for public assistance. The cost of the Safety Net Assistance Program is borne equally by the City and the State.

The City also provides funding for many other social services such as day care, foster care, family planning, services for the elderly and special employment services for welfare recipients some of which are

mandated, and may be wholly or partially subsidized, by either the federal or State government. See “SECTION VII: FINANCIAL PLAN—Assumptions—*Revenue Assumptions*—6. FEDERAL AND STATE CATEGORICAL GRANTS.”

As of July 2002, the Mayor assumed responsibility for the City’s public schools. The Board of Education (“BOE”) has been replaced by the DOE which is overseen by a Chancellor, appointed by the Mayor, and the 13-member Panel for Educational Policy where the Mayor appoints 8 members including the Chancellor, and the Borough Presidents each appoint one member. The number of pupils in the school system is estimated to be approximately 1 million in each of the 2011 through 2014 fiscal years. Actual enrollment in fiscal years 2006 through 2010 has been 1,033,366, 1,015,586, 1,011,240, 1,011,950 and 1,027,497, respectively. See “SECTION VII: FINANCIAL PLAN—Assumptions—*Expenditure Assumptions*—2. OTHER THAN PERSONAL SERVICES COSTS—*Department of Education*.” The City’s system of higher education, consisting of its Senior Colleges and Community Colleges, is operated under the supervision of the City University of New York (“CUNY”). The City is projected to provide approximately 42.9% of the costs of the Community Colleges in the 2011 fiscal year. The State has full responsibility for the costs of operating the Senior Colleges, although the City is required initially to fund these costs.

The City administers health services programs for the care of the physically and mentally ill and the aged. HHC maintains and operates the City’s eleven municipal acute care hospitals, four long-term care facilities, six free standing diagnostic and treatment centers, a certified home health-care program, many hospital-based and neighborhood clinics and a health maintenance organization. HHC is funded primarily by third party reimbursement collections from Medicare and Medicaid and by payments from Bad Debt/Charity Care Pools.

Medicaid provides basic medical assistance to needy persons. The City is required by State law to furnish medical assistance through Medicaid to all City residents meeting eligibility requirements established by the State. Prior to State legislation in fiscal year 2006 capping City Medicaid payments, the State had assumed 81.2% of the non-federal share of long-term care costs, all of the costs of providing medical assistance to the mentally disabled, and 50% of the non-federal share of Medicaid costs for all other clients. As a result of the State legislation capping City Medicaid payments, the State percentage of the non-federal share may vary. The federal government pays 50% of Medicaid costs for federally eligible recipients.

The City’s Expense Budget increased during the five-year period ended June 30, 2009, due to, among other factors, the increasing costs of pensions and Medicaid, the costs of labor settlements and the impact of inflation on various other than personal services costs.

Employees and Labor Relations

Employees

The following table presents the number of full-time and full-time equivalent employees of the City, including the mayoral agencies, the DOE and CUNY, at the end of each of the City’s 2005 through 2009 fiscal years.

	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>
Education	135,771	137,067	137,678	140,268	139,208
Police	50,141	51,223	51,957	51,977	52,304
Social Services, Homeless and Children’s Services	23,060	23,178	23,034	23,454	22,841
City University Community Colleges and Hunter Campus Schools	6,582	6,444	6,608	6,936	7,286
Environmental Protection and Sanitation	15,570	15,800	16,092	16,106	15,777
Fire	15,902	16,140	16,216	16,390	16,230
All Other	<u>52,645</u>	<u>53,186</u>	<u>54,697</u>	<u>55,887</u>	<u>55,565</u>
Total	<u>299,671</u>	<u>303,038</u>	<u>306,282</u>	<u>311,018</u>	<u>309,211</u>

The following table presents the number of full-time employees of certain Covered Organizations, as reported by such Organizations, at the end of each of the City’s 2005 through 2009 fiscal years.

	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>
Transit Authority	46,706	47,114	47,746	49,055	48,139
Housing Authority	13,128	12,751	12,398	11,800	11,281
HHC	<u>36,227</u>	<u>36,727</u>	<u>37,799</u>	<u>38,439</u>	<u>38,626</u>
Total(1)	<u>96,061</u>	<u>96,592</u>	<u>97,943</u>	<u>99,294</u>	<u>98,046</u>

(1) The definition of “full-time employees” varies among the Covered Organizations and the City.

The foregoing tables include persons whose salaries or wages are paid by certain public employment programs, including programs funded under the Workforce Investment Act, which support employees in non-profit and State agencies as well as in the mayoral agencies and the Covered Organizations.

Labor Relations

Substantially all of the City’s full-time employees are members of labor unions. For those employees, wages, hours or working conditions may be changed only as provided for under collective bargaining agreements. Although State law prohibits strikes by municipal employees, strikes and work stoppages by employees of the City and the Covered Organizations have occurred.

Collective bargaining for City employees is under the jurisdiction of either the New York City Office of Collective Bargaining, which was created under the New York City Collective Bargaining Law, or the New York State Public Employment Relations Board (“PERB”), which was created under the State Employees Fair Employment Act. Collective bargaining matters relating to police, firefighters and pedagogical employees are under the jurisdiction of PERB. Under applicable law, the terms of future wage settlements could be determined through an impasse procedure which, except in the case of pedagogical employees, can result in the imposition of a binding settlement. Pedagogical employees do not have access to binding arbitration but are covered by a fact-finding impasse procedure under which a binding settlement may not be imposed.

For information regarding the City’s assumptions with respect to the current status of the City’s agreements with its labor unions, the cost of future labor settlements and related effects on the Financial Plan, see “SECTION VII: FINANCIAL PLAN—Assumptions—*Expenditure Assumptions*—1. PERSONAL SERVICES COSTS.”

Pensions

The City maintains a number of pension systems providing benefits for its employees and employees of various independent agencies (including certain Covered Organizations). For further information regarding the City’s pension systems and the City’s obligations thereto, see “SECTION IX: OTHER INFORMATION—Pension Systems.”

Capital Expenditures

The City makes substantial capital expenditures to reconstruct, rehabilitate and expand the City’s infrastructure and physical assets, including City mass transit facilities, water and sewer facilities, streets, bridges and tunnels, and to make capital investments that will improve productivity in City operations. For additional information regarding the City’s infrastructure, physical assets and capital program, see “SECTION VII: FINANCIAL PLAN—Long-Term Capital Program” and “—Financing Program.”

The City utilizes a three-tiered capital planning process consisting of the Ten-Year Capital Strategy (previously, the Ten-Year Capital Plan), the Four-Year Capital Plan and the current-year Capital Budget. The Ten-Year Capital Strategy, which is published once every two years in conjunction with the Executive Budget, is a long-term planning tool designed to reflect fundamental allocation choices and basic policy

objectives. The Four-Year Capital Plan translates mid-range policy goals into specific projects. The Capital Budget defines for each fiscal year specific projects and the timing of their initiation, design, construction and completion.

On May 1, 2009, the City published the Ten-Year Capital Strategy for fiscal years 2010 through 2019. The Ten-Year Capital Strategy totals \$61.7 billion, of which approximately 76% would be financed with City funds. See “SECTION VIII: INDEBTEDNESS—Indebtedness of the City and Certain Other Entities—Limitations on the City’s Authority to Contract Indebtedness.”

The Ten-Year Capital Strategy includes, among other items: (i) \$21.9 billion to construct new schools and improve existing educational facilities; (ii) \$12.9 billion for improvements to the water and sewer system; (iii) \$3.5 billion for expanding and upgrading the City’s housing stock; (iv) \$3.2 billion for reconstruction or resurfacing of City streets; (v) \$601.2 million for continued City-funded investment in mass transit; (vi) \$4.6 billion for the continued reconstruction and rehabilitation of all four East River bridges and 132 other bridge structures; (vii) \$1.4 billion to expand current jail capacity; and (viii) \$302.5 million for construction and improvement of court facilities.

Those programs in the Ten-Year Capital Strategy financed with City funds are currently expected to be funded primarily from the issuance of bonds by the City, the Water Authority and the TFA. From time to time in the past, during recessionary periods when operating revenues have come under increasing pressure, capital funding levels have been reduced from those previously contemplated in order to reduce debt service costs. For information concerning the City’s long-term financing program for capital expenditures, see “SECTION VII: FINANCIAL PLAN—Financing Program.”

The City’s capital expenditures, including expenditures funded by State and federal grants, totaled \$43.7 billion during the 2006 through 2010 fiscal years. City-funded expenditures, which totaled \$34.6 billion during the 2006 through 2010 fiscal years, have been financed through the issuance of bonds by the City, the TFA, the Water Authority, TSASC and the Dormitory Authority of the State of New York (“DASNY”). The following table summarizes the major categories of capital expenditures in the City’s 2006 through 2010 fiscal years.

	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>Total</u>
	(In Millions)					
Education	\$1,782	\$2,132	\$2,358	\$ 2,750	\$ 3,051	\$12,073
Environmental Protection	1,841	1,949	2,313	2,700	2,884	11,687
Transportation	657	757	767	925	997	4,104
Transit Authority(1)	126	70	47	77	8	328
Housing	459	436	503	413	381	2,192
Hospitals	232	187	143	189	217	967
Sanitation	94	131	188	230	222	865
All Other(2)	1,404	1,834	2,687	2,759	2,796	11,481
Total Expenditures(3)	<u>\$6,595</u>	<u>\$7,496</u>	<u>\$9,005</u>	<u>\$10,044</u>	<u>\$10,556</u>	<u>\$43,696</u>
City-funded Expenditures(4)	<u>\$6,211</u>	<u>\$5,098</u>	<u>\$6,310</u>	<u>\$ 7,248</u>	<u>\$ 9,740</u>	<u>\$34,607</u>

- (1) Excludes the Transit Authority’s non-City portion of the MTA capital program.
- (2) All Other includes, among other things, parks, correction facilities, public structures and equipment.
- (3) Total Expenditures for the 2006 through 2009 fiscal years include City, State and federal funding and represent amounts which include an accrual for work-in-progress. These figures for the 2006 through 2009 fiscal years are derived from the CAFR. Fiscal year 2010 expenditures are preliminary and subject to change.
- (4) City-funded Expenditures do not include accruals, but represent actual cash disbursements occurring during the fiscal year.

The City annually issues a condition assessment and a proposed maintenance schedule for the major portion of its assets and asset systems which have a replacement cost of \$10 million or more and a useful life of at least ten years, as required by the City Charter. For information concerning a report which sets forth the recommended capital investment to bring certain identified assets of the City to a state of good repair, see “SECTION VII: FINANCIAL PLAN—Long-Term Capital Program.”

SECTION VI: FINANCIAL OPERATIONS

The City's Basic Financial Statements and the independent auditors' opinion thereon are presented in "APPENDIX B—FINANCIAL STATEMENTS." Further details are set forth in the CAFR for the fiscal year ended June 30, 2009, which is available for inspection at the Office of the Comptroller. For a summary of the City's significant accounting policies, see "APPENDIX B—FINANCIAL STATEMENTS—Notes to Financial Statements—Note A." For a summary of the City's operating results for the previous five fiscal years, see "2005-2009 Summary of Operations" below.

Except as otherwise indicated, all of the financial data relating to the City's operations contained herein, although derived from the City's books and records, are unaudited. In addition, neither the City's independent auditors, nor any other independent accountants, have compiled, examined or performed any procedures with respect to the Financial Plan or other estimates or projections contained elsewhere herein, nor have they expressed any opinion or any other form of assurance on such prospective financial information or its achievability, and assume no responsibility for, and disclaim any association with, all such prospective financial information.

The Financial Plan is prepared in accordance with standards set forth in the Financial Emergency Act and the City Charter. The Financial Plan contains projections and estimates that are based on expectations and assumptions which existed at the time such projections and estimates were prepared. The estimates and projections contained in this Section and elsewhere herein are based on, among other factors, evaluations of historical revenue and expenditure data, analyses of economic trends and current and anticipated federal and State legislation affecting the City's finances. The City's financial projections are based upon numerous assumptions and are subject to certain contingencies and periodic revisions which may involve substantial change. This prospective information is not fact and should not be relied upon as being necessarily indicative of future results. Readers of this Official Statement are cautioned not to place undue reliance on the prospective financial information. The City makes no representation or warranty that these estimates and projections will be realized. The estimates and projections contained in this Section and elsewhere herein were not prepared with a view towards compliance with the guidelines established by the American Institute of Certified Public Accountants with respect to prospective financial information.

2005-2009 Summary of Operations

The following table sets forth the City's results of operations for its 2005 through 2009 fiscal years in accordance with GAAP.

The information regarding the 2005 through 2009 fiscal years has been derived from the City's audited financial statements and should be read in conjunction with the notes accompanying this table and the City's 2008 and 2009 financial statements included in "APPENDIX B—FINANCIAL STATEMENTS." The 2005 through 2007 financial statements are not separately presented herein. For further information regarding the City's revenues and expenditures, see "SECTION IV: SOURCES OF CITY REVENUES" and "SECTION V: CITY SERVICES AND EXPENDITURES."

	Fiscal Year(1)				
	Actual				
	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>
	(In Millions)				
Revenues and Transfers					
Real Estate Tax(2)	\$11,616	\$12,636	\$13,123	\$13,204	\$14,487
Other Taxes(3)(4)	19,250	21,575	24,719	25,397	21,386
Miscellaneous Revenues(3)	5,073	3,862	4,243	5,044	4,626
Other Categorical Grants	862	1,150	1,037	1,090	1,280
Unrestricted Federal and State Aid(3)	604	494	35	242	327
Federal Categorical Grants	6,654	5,243	5,471	5,692	5,941
State Categorical Grants	8,823	9,586	10,186	11,421	12,124
Less: Disallowances Against Categorical Grants	(87)	(542)	(103)	(114)	—
Total Revenues and Transfers(5)	<u>\$52,795</u>	<u>\$54,004</u>	<u>\$58,711</u>	<u>\$61,976</u>	<u>\$60,171</u>
Expenditures and Transfers					
Social Services	\$10,329	\$10,148	\$11,078	\$12,511	\$12,151
Board of Education	13,776	14,794	15,748	16,855	17,774
City University	567	550	577	621	658
Public Safety and Judicial	6,507	6,694	6,842	7,259	7,683
Health Services	2,424	2,758	2,272	1,588	1,843
Pensions(6)	3,234	3,879	4,846	5,616	6,265
Debt Service(3)(7)	4,023	4,510	4,334	5,371	1,603
MAC Debt Service and Administrative Expenses(3)(7)	111	10	10	3	—
All Other(7)(8)	<u>11,819</u>	<u>10,656</u>	<u>12,999</u>	<u>12,147</u>	<u>12,189</u>
Total Expenditures and Transfers(5)	<u>\$52,790</u>	<u>\$53,999</u>	<u>\$58,706</u>	<u>\$61,971</u>	<u>\$60,166</u>
Surplus(7)(8)	<u>\$ 5</u>	<u>\$ 5</u>	<u>\$ 5</u>	<u>\$ 5</u>	<u>\$ 5</u>

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- (1) The City's results of operations refer to the City's General Fund revenues and transfers reduced by expenditures and transfers. The revenues and assets of PBCs included in the City's audited financial statements do not constitute revenues and assets of the City's General Fund, and, accordingly, the revenues of such PBCs are not included in the City's results of operations. Expenditures required to be made and revenues earned by the City with respect to such PBCs are included in the City's results of operations. For further information regarding the particular PBCs included in the City's financial statements, see "APPENDIX B—FINANCIAL STATEMENTS—Notes to Financial Statements—Note A."
 - (2) In fiscal years 2005 through 2009, Real Estate Tax includes \$151.7 million, \$165.4 million, \$165.1 million, \$142.2 million and \$148.7 million, respectively, which was provided to the City by the State as a reimbursement for the reduced property tax revenues resulting from the State's STAR Program.
 - (3) Other Taxes and MAC Debt Service and Administrative Expenses include amounts paid to MAC by the State for debt service, operating expenses and State oversight costs from sales tax receipts, stock transfer tax receipts and State per capita aid otherwise payable by the State to the City. For more information see "SECTION IV: SOURCES OF CITY REVENUES—Other Taxes." MAC Debt Service and Administrative Expenses was reduced by payments by the City of debt service on City obligations held by MAC through fiscal year 2005. Other Taxes excludes \$497 million, \$350 million, \$685 million, \$164 million and \$138 million of personal income taxes in fiscal years 2005 through 2009, respectively, retained by the TFA. Debt Service does not include debt service on TFA bonds or TSASC bonds. Miscellaneous Revenues includes TSRs that are not retained by TSASC for debt service and operating expenses.
 - (4) Other Taxes includes transfers of net OTB revenues. Other Taxes includes tax audit revenues. For further information regarding the City's revenues from Other Taxes, see "SECTION IV: SOURCES OF CITY REVENUES—Other Taxes."
 - (5) Total Revenues and Transfers and Total Expenditures and Transfers exclude Inter-Fund Revenues.
 - (6) For information regarding pension expenditures, see "SECTION IX: OTHER INFORMATION."
 - (7) Surplus is the surplus after discretionary and other transfers and expenditures. The City had general fund operating revenues exceeding expenditures of \$2.919 billion, \$4.640 billion, \$4.670 billion, \$3.756 billion, and \$3.534 billion before discretionary and other transfers and expenditures for the 2009, 2008, 2007, 2006 and 2005 fiscal years, respectively. Discretionary and other transfers are included in Debt Service, MAC Debt Service and Administrative Expenses and for transit and other subsidies, including grants and payments to the TFA, in All Other.
 - (8) All Other includes grants to the TFA of \$947 million in fiscal year 2005 and \$546 million in each of fiscal years 2007 and 2008, which were used by the TFA to pay debt service in fiscal years 2006, 2008 and 2009, and resulted in increased personal income tax revenues of \$947 million, \$546 million and \$546 million in fiscal years 2006, 2008 and 2009, respectively. All Other includes a payment in fiscal year 2009 of \$546 million of TFA funding requirements otherwise due in fiscal year 2010 and will result in lower fiscal year 2010 TFA funding requirements in the Financial Plan. For additional information on the inclusion of TFA funding requirements in the Financial Plan, see "SECTION I: RECENT FINANCIAL DEVELOPMENTS — 2010-2014 Financial Plan." All Other includes a payment to the TFA of \$718 million in fiscal year 2007 for the early retirement of TFA debt due in fiscal years 2009 and 2010 which resulted in increased personal income tax revenues of \$33 million and \$362 million in fiscal years 2008 and 2009, respectively, and resulted in decreased TFA funding requirements of \$382 million in fiscal year 2010. All Other includes deposits into a trust of \$1 billion and \$1.5 billion in fiscal years 2006 and 2007, respectively, to fund a portion of the future costs of OPEB for current and future retirees. All Other includes prepayments into the OPEB trust of \$460 million and \$225 million in fiscal years 2008 and 2009, respectively, resulting in lowered OPEB expense of \$235 million in fiscal year 2009 and will result in lowered OPEB expense of \$225 million in fiscal year 2010.

Forecast of 2010 Results

The following table compares the forecast for the 2010 fiscal year contained in the June 2009 Financial Plan, which was submitted to the Control Board in June 2009 (the “June 2009 Forecast”) with the forecast contained in the Financial Plan, which was submitted to the Control Board on July 13, 2010 (the “July 2010 Forecast”). Each forecast was prepared on a basis consistent with GAAP except for the application of GASB 49. The July 2010 Forecast reflects as revenues to the City personal income tax revenues retained by the TFA and as expenditures the funding requirements associated with TFA Future Tax Secured Bonds. For information regarding recent developments, including actions by the Control Board and the amendment of the Financial Emergency Act with respect to the application of GASB 49 to the City budget, and the inclusion of the TFA in the Financial Plan, see “SECTION I: RECENT FINANCIAL DEVELOPMENTS.”

	<u>June 2009 Forecast</u>	<u>July 2010 Forecast</u>	<u>Increase/(Decrease) from June 2009 Forecast</u>
	(In Millions)		
REVENUES			
Taxes			
General Property Tax	\$16,072	\$16,156	84
Other Taxes	16,725	20,277	3,552 ⁽¹⁾⁽²⁾
FY 2009 Discretionary Transfer	546	—	(546) ⁽²⁾
Debt Defeasance	382	—	(382) ⁽²⁾
Tax Audit Revenue	596	890	294 ⁽³⁾
Tax Program	879	—	(879) ⁽¹⁾⁽⁴⁾
Subtotal — Taxes	<u>\$35,200</u>	<u>\$37,323</u>	<u>\$2,123</u>
Miscellaneous Revenues	5,973	6,562	589 ⁽⁵⁾
Unrestricted Intergovernmental Aid	340	21	(319) ⁽⁶⁾
Less: Intra-City Revenues	(1,669)	(1,834)	(165)
Disallowances Against Categorical Grants	(15)	—	15
Subtotal – City Funds	<u>\$39,829</u>	<u>\$42,072</u>	<u>\$2,243</u>
Other Categorical Grants	1,053	1,128	75
Inter-Fund Revenues	486	583	97
Total City Funds, Other Categorical Grants & Inter-Fund Revenues	<u>\$41,368</u>	<u>\$43,783</u>	<u>\$2,415</u>
Federal Categorical Grants	6,600	8,200	1,600 ⁽⁷⁾
State Categorical Grants	11,512	11,819	307 ⁽⁸⁾
Total Revenues	<u>\$59,480</u>	<u>\$63,802</u>	<u>\$4,322</u>
EXPENDITURES			
Personal Services			
Salaries and Wages	\$22,563	\$22,272	\$ (291) ⁽⁹⁾
Pensions	6,700	6,760	60
Fringe Benefits	6,911	7,328	417 ⁽¹⁰⁾
Retiree Health Benefits Trust	—	(82)	(82) ⁽¹¹⁾
Total – Personal Services	<u>\$36,174</u>	<u>\$36,278</u>	<u>\$ 104</u>
Other Than Personal Services			
Medical Assistance	4,907	5,140	233
Public Assistance	1,299	1,580	281
All Other	18,859	19,505	646 ⁽¹²⁾
Total – Other Than Personal Services	<u>\$25,065</u>	<u>\$26,225</u>	<u>\$1,160</u>
General Obligation, Lease and TFA Debt Service	4,187	5,030	843 ⁽¹³⁾
General Obligation, Lease and TFA Debt Defeasance	(2,313)	(2,726)	(413) ⁽¹⁴⁾
FY 2009 Budget Stabilization & Discretionary Transfers	(2,264)	(2,813)	(549) ⁽¹⁵⁾
FY 2010 Budget Stabilization	—	3,642	3,642 ⁽¹⁶⁾
General Reserve	300	—	(300)
Total Expenditures	<u>\$61,149</u>	<u>\$65,636</u>	<u>\$4,487</u>
Less: Intra-City Expenses	(1,669)	(1,834)	(165)
Net Total Expenditures	<u>\$59,480</u>	<u>\$63,802</u>	<u>\$4,322</u>

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- (1) The increase in Other Taxes is due in part to an increase of \$1.038 billion as a result of including in the Financial Plan, as revenues to the City, personal income tax revenues to be retained by the TFA. In addition, the increase is due to increases of \$650 million in sales tax and \$159 million in various business taxes as a result of the enactment of tax proposals, reflected under Anticipated Tax Program in the June 2009 Forecast, effective August 1, 2009, increases in personal income tax of \$890 million, sales tax of \$292 million, real property transfer tax of \$3 million, banking corporation tax of \$465 million, unincorporated business tax of \$122 million, commercial rent tax of \$58 million, hotel tax of \$30 million, all other taxes of \$101 million and State STAR Program aid of \$2 million offset by decreases in general corporation tax of \$128 million, cigarette tax of \$3 million, mortgage recording tax of \$109 million and utility tax of \$18 million.
- (2) FY 2009 Discretionary Transfers is reflected as a reduction in expenditures in FY 2009 Budget Stabilization & Discretionary Transfers as a result of the inclusion of TFA funding requirements in the Financial Plan in General Obligation, Lease and TFA Debt Service in the January 2010 Forecast. Debt Defeasance is reflected as a reduction in expenditures in General Obligation, Lease and TFA Debt Defeasance as a result of the inclusion of TFA funding requirements in the Financial Plan in General Obligation, Lease and TFA Debt Service in the January 2010 Forecast.
- (3) The increase in Tax Audit Revenue is due to an increase of \$185 million in general corporation tax, \$100 million in banking corporation tax and \$9 million in other taxes.
- (4) The tax proposals under Anticipated Tax Program were enacted by the State effective August 1, 2009 and \$809 million is now reflected under Other Taxes.
- (5) The increase in Miscellaneous Revenues is due to increases of \$62 million in charges for services, \$254 million in water and sewer payments, \$13 million in rental income, \$171 million in other miscellaneous revenues and \$165 million in intra-city revenues offset by decreases of \$69 million in fines and forfeitures and \$7 million in interest income.
- (6) The decrease in Unrestricted Intergovernmental Aid is due to the elimination of \$327 million in State revenue sharing offset by an increase of \$8 million in other aid.
- (7) The increase in Federal Categorical Grants is due to increases of \$421 million in social services funding, \$199.4 million in police department funding, \$68.8 million in health and mental hygiene funding, \$89.9 million in transportation funding, \$217.5 million in housing development and preservation funding, \$129.5 million in fire department funding, \$21.2 million for emergency management, \$42.2 million in youth and community development funding, \$56.9 million in homeless services funding, \$203.3 million in education funding, \$30.1 million in children services funding, \$19.8 million in environmental protection funding, \$15.6 million in debt service funding and \$84.8 million in other grants.
- (8) The increase in State Categorical Grants is due to increases of \$181.5 million in children services funding, \$45.9 million in transportation funding, \$42.1 million in social services funding, \$36.5 million in administrative services funding, \$33.5 million in miscellaneous agency funding, \$177 million in police department funding, \$15.7 million in homeless services funding, \$9.3 million in health and mental hygiene funding and \$26.2 million in other agency funding offset by a decrease of \$101.4 million in education funding.
- (9) The decrease in Personal Services — Salaries and Wages is due to an increase of \$190 million in budget modifications reflecting increases in federal and categorical expenditures which are offset by federal and categorical grants, an increase of \$275 million for collective bargaining for certain water and sewer system workers which is offset in water and sewer payments in miscellaneous revenues, and decreases of \$312 million from the transfer of labor reserve to pension expense, \$35 million from the elimination of the 1.25% wage increase in the labor reserve, \$124 million from the roll of the DOE labor reserve into fiscal year 2011 for pedagogical employee retention, \$212 million in other reductions to the labor reserve and \$73 million in net agency expenditures.
- (10) The increase in Personal Services — Fringe Benefits is due to an increase of \$160 million in budget modifications reflecting increases in federal and categorical expenditures which are offset by federal and categorical grants, an increase of \$175 million in health benefits spending reflecting the elimination of additional health cost containment savings, and an increase of \$82 million for retiree health benefits as a result of reflecting an \$82 million offset in Retiree Health Benefits Trust.
- (11) Retiree Health Benefits Trust reflects an \$82 million reduction in contributions to the Trust which was reflected as a lowered expense of \$82 million in Fringe Benefits in the June 2009 Forecast.
- (12) The increase in Other Than Personal Services—All Other is due to an increase of \$1.593 billion in budget modifications reflecting increases in federal and categorical expenditures which are offset by federal and categorical grants and decreases of \$130 million in net agency expenditures and \$817 million in prior year payables.
- (13) General Obligation, Lease and TFA Debt Service reflected only general obligation and lease debt service in the June 2009 Forecast. In the July 2010 Forecast, General Obligation, Lease and TFA Debt Service reflects the addition of \$1.118 billion in TFA funding requirements offset by decreases totaling \$275 million in other debt service.
- (14) General Obligation, Lease and TFA Debt Defeasance reflected only general obligation debt defeasance in the June 2009 Forecast. The use in fiscal year 2007 of \$536 million for general obligation debt redemption reduced debt service by \$27 million, \$279 million and \$277 million in fiscal years 2008 through 2010, respectively. The use in fiscal year 2008 of \$1.986 billion for general obligation debt defeasance reduced debt service by \$2.036 billion in fiscal year 2010. The use in fiscal year 2007 of \$718 million for TFA debt defeasance reduced TFA debt service by \$33 million, \$362 million and \$382 million in fiscal years

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2008 through 2010, respectively. The use in fiscal year 2007 of \$65 million in lease debt defeasance reduced debt service by \$34 million and \$31 million in fiscal years 2009 and 2010, respectively. The change in General Obligation, Lease and TFA Debt Defeasance is due to the inclusion of the impact in fiscal year 2010 of lease and TFA debt defeasance.

- (15) FY 2009 Budget Stabilization & Discretionary Transfers reflects the discretionary transfer of \$1.286 billion into the General Debt Service Fund in fiscal year 2009 for debt service due in fiscal year 2010, the payment in fiscal year 2009 of \$110 million in lease debt service, \$225 million in retiree health benefits, \$643 million in other subsidies, \$3 million equity contribution to a bond refunding and \$546 million in TFA funding requirements, respectively, otherwise due in fiscal year 2010.
- (16) FY 2010 Budget Stabilization reflects the discretionary transfer of \$2.888 billion into the General Debt Service Fund in fiscal year 2010 for debt service due in fiscal year 2011 and the payment in fiscal year 2010 of \$371 million in TFA funding requirements and \$383 million in other subsidies otherwise due in fiscal year 2011.

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SECTION VII: FINANCIAL PLAN

The following table sets forth the City's projected operations on a basis consistent with GAAP, except for the application of GASB 49, for the 2010 through 2014 fiscal years as contained in the Financial Plan. This table should be read in conjunction with the accompanying notes, "Actions to Close the Remaining Gaps" and "Assumptions" below. For information regarding recent developments, including actions by the Control Board and the amendment of the Financial Emergency Act with respect to the application of GASB 49 to the City budget, see "SECTION I: RECENT FINANCIAL DEVELOPMENTS."

	Fiscal Years(1)(2)				
	2010	2011	2012	2013	2014
	(In Millions)				
REVENUES					
Taxes					
General Property Tax(3)	\$16,156	\$16,780	\$17,423	\$17,692	\$17,829
Other Taxes(4)(5)(6)	20,277	21,504	22,766	24,012	25,204
Tax Audit Revenue	890	622	621	620	620
Subtotal – Taxes	\$37,323	\$38,906	\$40,810	\$42,324	\$43,653
Miscellaneous Revenues(7)	6,562	5,912	5,738	5,769	5,819
Unrestricted Intergovernmental Aid	21	14	314	314	314
Less: Intra-City Revenues	(1,834)	(1,616)	(1,498)	(1,502)	(1,502)
Disallowances Against Categorical Grants	—	(15)	(15)	(15)	(15)
Subtotal – City Funds	\$42,072	\$43,201	\$45,349	\$46,890	\$48,269
Other Categorical Grants	1,128	1,235	1,142	1,139	1,137
Inter-Fund Revenues(8)	583	558	493	493	493
Total City Funds, Other Categorical Grants and Inter-Fund Revenues	\$43,783	\$44,994	\$46,984	\$48,522	\$49,899
Federal Categorical Grants	8,200	6,813	5,747	5,674	5,667
State Categorical Grants	11,819	11,352	12,274	12,487	12,903
Total Revenues	\$63,802	\$63,159	\$65,005	\$66,683	\$68,469
EXPENDITURES					
Personal Services					
Salaries and Wages	\$22,272	\$21,576	\$21,011	\$21,329	\$21,875
Pension	6,760	7,612	7,876	7,983	8,086
Fringe Benefits	7,328	7,669	8,088	8,409	8,917
Retiree Health Benefits Trust(9)	(82)	(395)	(672)	—	—
Subtotal – Personal Services	\$36,278	\$36,462	\$36,303	\$37,721	\$38,878
Other Than Personal Services					
Medical Assistance	\$ 5,140	\$ 5,166	\$ 5,947	\$ 6,171	\$ 6,778
Public Assistance	1,580	1,586	1,626	1,614	1,614
All Other(10)	19,505	19,415	19,290	19,832	20,377
Subtotal – Other Than Personal Services	\$26,225	\$26,167	\$26,863	\$27,617	\$28,769
General Obligation, Lease and TFA Debt Service(11)	5,030	5,351	6,294	6,602	6,859
General Obligation, Lease and TFA Debt Defeasance(12)	(2,726)	—	—	—	—
FY 2009 Budget Stabilization & Discretionary					
Transfers(13)	(2,813)	—	—	—	—
FY 2010 Budget Stabilization(14)	3,642	(3,642)	—	—	—
General Reserve	—	437	300	300	300
Subtotal – Personal and Other Than Personal Services	\$65,636	\$64,775	\$69,760	\$72,240	\$74,806
Less: Intra-City Expenses	(1,834)	(1,616)	(1,498)	(1,502)	(1,502)
Total Expenditures	\$63,802	\$63,159	\$68,262	\$70,738	\$73,304
GAP TO BE CLOSED	\$ —	\$ —	\$ (3,257)	\$ (4,055)	\$ (4,835)

(1) The four year financial plan for the 2011 through 2014 fiscal years, as submitted to the Control Board on June 30, 2010, contained the following projections for the 2011-2014 fiscal years: (i) for 2011, total revenues of \$63.077 billion and total expenditures of \$63.077 billion; (ii) for 2012, total revenues of \$64.641 billion and total expenditures of \$68.357 billion, with a gap to be closed of \$3.716 billion; (iii) for 2013, total revenues of \$66.319 billion and total expenditures of \$70.883 billion, with a gap to be closed of \$4.564 billion; and (iv) for 2014, total revenues of \$68.105 billion and total expenditures of \$73.449 billion, with a gap to be closed of \$5.344 billion.

The four year financial plan for the 2010 through 2013 fiscal years, as submitted to the Control Board on June 23, 2009, contained the following projections for the 2010-2013 fiscal years: (i) for 2010, total revenues of \$59.480 billion and total expenditures of \$59.480 billion; (ii) for 2011, total revenues of \$61.237 billion and total expenditures of \$66.162 billion, with a gap to be closed of \$4.925 billion; (iii) for

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2012, total revenues of \$62.659 billion and total expenditures of \$67.653 billion, with a gap to be closed of \$4.994 billion; and (iv) for 2013, total revenues of \$65.024 billion and total expenditures of \$70.657 billion, with a gap to be closed of \$5.633 billion. The June 2009 Financial Plan did not include as revenues personal income tax revenues to be retained by the TFA and did not include as expenditures the funding requirements for TFA Future Tax Secured bonds.

The four year financial plan for the 2009 through 2012 fiscal years, as submitted to the Control Board on June 30, 2008, contained the following projections for the 2009-2012 fiscal years: (i) for 2009, total revenues of \$59.169 billion and total expenditures of \$59.169 billion; (ii) for 2010, total revenues of \$60.285 billion and total expenditures of \$62.629 billion, with a gap to be closed of \$2.344 billion; (iii) for 2011, total revenues of \$63.240 billion and total expenditures of \$68.398 billion, with a gap to be closed of \$5.158 billion; and (iv) for 2012, total revenues of \$65.818 billion and total expenditures of \$70.926 billion, with a gap to be closed of \$5.108 billion.

The four year financial plan for the 2008 through 2011 fiscal years, as submitted to the Control Board on June 20, 2007, contained the following projections for the 2008-2011 fiscal years: (i) for 2008, total revenues of \$58.965 billion and total expenditures of \$58.965 billion; (ii) for 2009, total revenues of \$58.701 billion and total expenditures of \$60.251 billion, with a gap to be closed of \$1.550 billion; (iii) for 2010, total revenues of \$61.433 billion and total expenditures of \$64.830 billion, with a gap to be closed of \$3.397 billion; and (iv) for 2011, total revenues of \$63.551 billion and total expenditures of \$67.920 billion, with a gap to be closed of \$4.369 billion.

The four year financial plan for the 2007 through 2010 fiscal years, as submitted to the Control Board in July 2006, contained the following projections for the 2007-2010 fiscal years: (i) for 2007, total revenues of \$52.940 billion and total expenditures of \$52.940 billion; (ii) for 2008, total revenues of \$53.589 billion and total expenditures of \$57.399 billion, with a gap to be closed of \$3.810 billion; (iii) for 2009, total revenues of \$54.497 billion and total expenditures of \$59.081 billion, with a gap to be closed of \$4.584 billion; and (iv) for 2010, total revenues of \$56.259 billion and total expenditures of \$60.328 billion, with a gap to be closed of \$4.069 billion.

- (2) The Financial Plan combines the operating revenues and expenditures of the City, the DOE and CUNY. The Financial Plan does not include the total operations of HHC, but does include the City's subsidy to HHC and the City's share of HHC revenues and expenditures related to HHC's role as a Medicaid provider. Certain Covered Organizations and PBCs which provide governmental services to the City, such as the Transit Authority, are separately constituted and their revenues (other than net OTB revenues), are not included in the Financial Plan; however, City subsidies and certain other payments to these organizations are included. Revenues and expenditures are presented net of intra-City items, which are revenues and expenditures arising from transactions between City agencies.
- (3) For a description of the effects of the increase in the average real estate tax rate effective January 1, 2009, the State's STAR Program, and other real estate tax assumptions, see "SECTION VII: FINANCIAL PLAN—Assumptions—*Revenue Assumptions*—2. Real Estate Tax."
- (4) Other Taxes includes OTB surtax revenues. Personal income taxes flow directly from the State to the TFA, and from the TFA to the City only to the extent not required by the TFA for debt service, reserves, operating expenses and contractual and other obligations incurred pursuant to the TFA indenture. Sales taxes will flow directly from the State to the TFA to the extent necessary to provide statutory coverage. Other Taxes includes amounts that are expected to be retained by the TFA for its funding requirements associated with TFA Future Tax Secured Bonds.
- (5) For Financial Plan assumptions, see "SECTION VII: FINANCIAL PLAN—Assumptions—*Revenue Assumptions*—3. Other Taxes."
- (6) Other Taxes includes the impact of tax programs effective August 1, 2009, including the repeal of the sales tax exemption on clothing above \$110 with estimated increased revenues of \$108 million, \$124 million, \$133 million, \$141 million and \$141 million in fiscal years 2010 through 2014, respectively, an increase of 0.50 percent in the sales tax rate with estimated increased revenues of \$468 million, \$576 million, \$598 million, \$633 million and \$667 million in fiscal years 2010 through 2014, respectively, the imposition of a 4.5 percent sales tax on all electric and natural gas transmission and distribution with estimated increased revenues of \$75 million, \$84 million, \$87 million, \$89 million and \$89 million in fiscal years 2010 through 2014, respectively, and increases to City business taxes with estimated increased revenues of \$159 million, \$132 million, \$153 million, \$140 million and \$140 million in fiscal years 2010 through 2014, respectively. Other Taxes includes the impact of the State cigarette tax increase effective July 1, 2010 with estimated decreased City cigarette tax revenues of \$17 million, \$17 million, \$16 million and \$16 million in fiscal years 2011 through 2014, respectively, as a result of declining consumption and increased tax avoidance.
- (7) Miscellaneous Revenues reflects the receipt by the City of TSRs not used by TSASC for debt service and other expenses. For information on TSASC, see "SECTION IV: SOURCES OF CITY REVENUES—Miscellaneous Revenues."
- (8) Inter-Fund Revenues represents General Fund expenditures, properly includable in the Capital Budget, made on behalf of the Capital Projects Fund pursuant to inter-fund agreements.
- (9) Retiree Health Benefits Trust reflects the reduction in contributions to the Trust previously reflected as a lowered expense in Fringe Benefits of \$82 million, \$395 million and \$672 million in fiscal years 2010 through 2012, respectively. See "SECTION VII: FINANCIAL PLAN—Assumptions—*Expenditure Assumptions*—1. Personal Services Costs."
- (10) For a discussion of the categories of expenditures in Other Than Personal Services—All Other, see "SECTION VII: FINANCIAL PLAN—Assumptions—*Expenditure Assumptions*—2. Other Than Personal Services Costs."

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- (11) For a discussion of the debt service in General Obligation, Lease and TFA Debt Service, see “SECTION VII : FINANCIAL PLAN — Assumptions — *Expenditure Assumptions*—3. General Obligation, Lease and TFA Debt Service.”
- (12) The use in fiscal year 2007 of \$536 million for general obligation debt redemption reduced debt service by \$27 million, \$279 million and \$277 million in fiscal years 2008 through 2010, respectively. The use in fiscal year 2008 of \$1.986 billion for general obligation debt defeasance reduced debt service by \$2.036 billion in fiscal year 2010. The use in fiscal year 2007 of \$718 million for TFA debt defeasance reduced TFA debt service by \$33 million, \$362 million and \$382 million in fiscal years 2008 through 2010, respectively. The use in fiscal year 2007 of \$65 million in lease debt defeasance reduced debt service by \$34 million and \$31 million in fiscal years 2009 and 2010, respectively.
- (13) FY 2009 Budget Stabilization & Discretionary Transfers reflects the discretionary transfer of \$1.286 billion into the General Debt Service Fund in fiscal year 2009 for debt service due in fiscal year 2010, the payment in fiscal year 2009 of \$110 million in lease debt service, \$225 million in retiree health benefits, \$643 million in other subsidies, \$3 million equity contribution to a bond refunding and \$546 million in TFA funding requirements, respectively, otherwise due in fiscal year 2010.
- (14) FY 2010 Budget Stabilization reflects the discretionary transfer of \$2.888 billion into the General Debt Service Fund in fiscal year 2010 for debt service due in fiscal year 2011 and the payment in fiscal year 2010 of \$371 million in TFA funding requirements and \$383 million in other subsidies otherwise due in fiscal year 2011.

Implementation of various measures in the Financial Plan may be uncertain. If these measures cannot be implemented, the City will be required to take actions to decrease expenditures or increase revenues to maintain a balanced financial plan. See “Assumptions” and “Certain Reports” below.

Actions to Close the Remaining Gaps

Although the City has maintained balanced budgets in each of its last twenty-nine fiscal years, except for the application of GASB 49 with respect to fiscal year 2009, and is projected to achieve balanced operating results for the 2010 and 2011 fiscal years, except for the application of GASB 49, there can be no assurance that the Financial Plan or future actions to close projected outyear gaps can be successfully implemented or that the City will maintain a balanced budget in future years without additional State aid, revenue increases or expenditure reductions. Additional tax increases and reductions in essential City services could adversely affect the City’s economic base.

Assumptions

The Financial Plan is based on numerous assumptions, including the condition of the City’s and the region’s economies and the concomitant receipt of economically sensitive tax revenues in the amounts projected. The Financial Plan is subject to various other uncertainties and contingencies relating to, among other factors, the extent, if any, to which wage increases for City employees exceed the annual wage costs assumed; realization of projected earnings for pension fund assets and current assumptions with respect to wages for City employees affecting the City’s required pension fund contributions; the willingness and ability of the State to provide the aid contemplated by the Financial Plan and to take various other actions to assist the City; the ability of HHC and other such entities to maintain balanced budgets; the willingness of the federal government to provide the amount of federal aid contemplated in the Financial Plan; the impact on City revenues and expenditures of federal and State legislation affecting Medicare or other entitlement programs; adoption of the City’s budgets by the City Council in substantially the forms submitted by the Mayor; the ability of the City to implement cost reduction initiatives, and the success with which the City controls expenditures; the impact of conditions in the real estate market on real estate tax revenues; and the ability of the City and other financing entities to market their securities successfully in the public credit markets. See “SECTION I: RECENT FINANCIAL DEVELOPMENTS.” Certain of these assumptions are reviewed in reports issued by the City Comptroller and other public officials. See “SECTION VII: FINANCIAL PLAN—Certain Reports.”

The projections and assumptions contained in the Financial Plan are subject to revision which may involve substantial change, and no assurance can be given that these estimates and projections, which include actions which the City expects will be taken but which are not within the City’s control, will be realized. For information regarding certain recent developments, see “SECTION I: RECENT FINANCIAL DEVELOPMENTS.”

Revenue Assumptions

1. GENERAL ECONOMIC CONDITIONS

The Financial Plan assumes an increase in economic activity in calendar year 2010 compared to calendar year 2009. The following table presents a forecast of the key economic indicators for the calendar years 2009 through 2014. This forecast is based upon information available in May 2010.

FORECAST OF KEY ECONOMIC INDICATORS

	Calendar Years					
	2009	2010	2011	2012	2013	2014
<u>U.S. ECONOMY</u>						
<i>Economic Activity and Income</i>						
Real GDP (billions of 2005 dollars)	12,990	13,372	13,784	14,289	14,735	15,144
Percent Change	(2.4)	2.9	3.1	3.7	3.1	2.8
Non-Agricultural Employment (millions)	130.9	130.0	132.2	135.9	139.0	141.2
Change from Prior Year	(5.9)	(0.9)	2.2	3.8	3.1	2.1
CPI-All Urban (1982-84=100)	214.5	218.9	223.0	228.0	233.0	237.8
Percent Change	(0.3)	2.0	1.9	2.2	2.2	2.1
Wage Rate (\$ per year)	48,007	49,361	50,743	51,969	53,494	55,205
Percent Change	0.3	2.8	2.8	2.4	2.9	3.2
Personal Income (\$ billions)	12,030	12,413	13,005	13,735	14,494	15,325
Percent Change	(1.7)	3.2	4.8	5.6	5.5	5.7
Pre-Tax Corp Profits (\$ billions)	1,424	1,648	1,812	1,870	1,922	1,905
Percent Change	(2.7)	15.7	10.0	3.2	2.8	(0.9)
Unemployment Rate (Percent)	9.3	9.6	9.1	8.0	7.2	6.7
10-Year Treasury Bond Rate	3.3	4.0	4.9	5.5	5.7	6.0
Federal Funds Rate	0.2	0.2	1.7	3.3	3.6	4.6
<u>NEW YORK CITY ECONOMY</u>						
Real Gross City Product (billions of dollars) . .	538.7	558.1	559.4	572.6	585.8	597.8
Percent Change	(4.5)	3.6	0.2	2.4	2.3	2.1
Non-Agricultural Employment (thousands) . . .	3,687	3,630	3,642	3,682	3,723	3,754
Change from Prior Year	(107)	(58)	12	40	41	31
CPI-All Urban NY-NJ Area (1982-84=100)	236.8	241.5	246.6	252.5	258.5	264.4
Percent Change	0.4	2.0	2.1	2.4	2.4	2.3
Wage Rate (\$ per year)	73,467	76,293	79,313	80,012	82,824	85,859
Percent Change	(8.5)	3.8	4.0	0.9	3.5	3.7
Personal Income (\$ billions)	413.3	425.4	441.6	457.8	478.0	501.5
Percent Change	(3.3)	2.9	3.8	3.7	4.4	4.9
<u>NEW YORK REAL ESTATE MARKET</u>						
<i>Manhattan Primary Office Market</i>						
Asking Rental Rate (\$ per square foot)	66.89	60.35	59.66	59.73	59.55	59.75
Percent Change	(19.2)	(9.8)	(1.1)	0.1	(0.3)	0.3
Vacancy Rate – Percent	11.5	12.9	11.8	10.8	10.5	10.7

Source: OMB.

2. REAL ESTATE TAX

Projections of real estate tax revenues are based on a number of assumptions, including, among others, assumptions relating to the tax rate, the assessed valuation of the City’s taxable real estate, the delinquency rate, debt service needs, a reserve for uncollectible taxes and the operating limit. See “SECTION IV: SOURCES OF CITY REVENUES—Real Estate Tax.”

Projections of real estate tax revenues reflect the increase, effective January 1, 2009, in the average tax rate to \$12.28 per \$100 of assessed value resulting in increased revenues of \$1.22 billion, \$1.3 billion, \$1.36 billion, \$1.39 billion and \$1.40 billion in fiscal years 2010 through 2014, respectively. The increase rescinded the 7% decrease enacted July 1, 2007.

Projections of real estate tax revenues include net revenues from the sale of real property tax liens of \$35 million in fiscal year 2010 and \$40 million in each of fiscal years 2011 through 2014. The authorization to sell such real estate tax liens is effective until December 31, 2010. The Financial Plan assumes the enactment of local legislation to extend such authorization. Projections of real estate tax revenues include the effects of the State’s STAR Program which will reduce the real estate tax revenues by an estimated \$186 million and \$209 million in fiscal years 2010 and 2011, respectively. Projections of real estate tax revenues reflect the estimated cost of extending the current tax reduction for owners of cooperative and condominium apartments amounting to \$399 million, \$411 million, \$430 million, \$439 million and \$439 million in fiscal years 2010 through 2014, respectively.

The delinquency rate was 2.4% for each of fiscal years 2004 and 2005, 2.0% in fiscal year 2006, 2.1% in fiscal year 2007, 1.8% in fiscal year 2008 and 1.8% in fiscal year 2009. The Financial Plan projects delinquency rates of 1.8%, 2.0%, 2.1%, 2.1% and 2.1% in fiscal years 2010 through 2014, respectively. For information concerning the delinquency rates for prior years, see “SECTION IV: SOURCES OF CITY REVENUES—Real Estate Tax—*Collection of the Real Estate Tax.*” For a description of proceedings seeking real estate tax refunds from the City, see “SECTION IX: OTHER INFORMATION—Litigation—*Taxes.*”

3. OTHER TAXES

The following table sets forth amounts of revenues (net of refunds) from taxes other than the real estate tax projected to be received by the City in the Financial Plan. The amounts set forth below exclude the Criminal Justice Fund and audit revenues.

	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
	(In Millions)				
Personal Income(1)	\$ 6,877	\$ 7,557	\$ 7,941	\$ 8,272	\$ 8,689
General Corporation	2,028	2,478	2,788	3,055	3,228
Banking Corporation	989	839	903	931	925
Unincorporated Business Income	1,556	1,588	1,701	1,789	1,891
Sales(2)	5,012	5,143	5,355	5,665	5,978
Commercial Rent	601	566	563	572	583
Real Property Transfer	616	628	703	765	828
Mortgage Recording	366	455	547	633	726
Utility	374	383	398	412	425
Cigarette	93	75	73	72	70
Hotel(3)	360	373	373	348	352
All Other(4)	1,405	1,419	1,421	1,498	1,509
Total	<u>\$20,277</u>	<u>\$21,504</u>	<u>\$22,766</u>	<u>\$24,012</u>	<u>\$25,204</u>

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Note: Totals may not add due to rounding.

- (1) Personal Income includes \$191 million, \$770 million, \$1.615 billion, \$1.837 billion and \$2.0 billion of personal income tax revenues projected to be retained by the TFA for debt service and other expenses in the 2010, 2011, 2012, 2013 and 2014 fiscal years, respectively. These projections reflect reductions in personal income tax revenues as a result of the State's STAR Program under law in effect at the date of the Financial Plan in the amount of \$718 million, \$734 million, \$771 million, \$846 million and \$846 million in the 2010 through 2014 fiscal years, respectively. The State will reimburse the City for reduced revenues resulting from the STAR Program.
- (2) Sales reflects proposals effective August 1, 2009 including the repeal of the sales tax exemption on clothing above \$110 with estimated increased revenues of \$108 million, \$124 million, \$133 million, \$141 million and \$141 million in fiscal years 2010 through 2014, respectively, an increase of 0.50 percent in the sales tax rate with estimated increased revenues of \$468 million, \$576 million, \$598 million, \$633 million and \$667 million in fiscal years 2010 through 2014, respectively, and the imposition of a 4.5 percent sales tax on all electric and natural gas transmissions and distribution with estimated increased revenues of \$75 million, \$84 million, \$87 million, \$89 million and \$89 million in fiscal years 2010 through 2014, respectively.
- (3) Hotel includes the impact of an additional temporary hotel occupancy tax of 0.875 percent resulting in additional revenues of \$14 million, \$46 million, \$46 million and \$25 million in fiscal years 2010 through 2013, respectively.
- (4) All Other includes, among others, OTB surtax revenues, beer and liquor taxes, and the automobile use tax. All Other also includes \$904 million, \$943 million, \$980 million, \$1.055 billion and \$1.055 billion in fiscal years 2010 through 2014, respectively, to be provided to the City by the State as reimbursement for the reduced property tax and personal income tax revenues resulting from the State's STAR Program.

The Financial Plan reflects the following assumptions regarding projected revenues from Other Taxes: (i) with respect to the personal income tax, moderate growth in fiscal year 2010, primarily the result of the expiration of the STAR Program credit resulting in reduced middle-class tax refunds, and otherwise flat growth reflecting a moderate rebound in bonus payouts on calendar year 2009 earnings, a sharp decline in non-wage income in calendar year 2009, and no growth in non-finance wage earnings as a result of continued employment losses in calendar year 2009, strong growth in fiscal year 2011 reflecting continued strength in Wall Street bonus payouts, the stabilization in forecast employment in calendar year 2010, and a rebound in non-wage income in calendar year 2010, continued growth in fiscal years 2012 through 2014 reflecting the recovery of the national and local economies and local employment gains; (ii) with respect to the general corporation tax, a steep decline in fiscal year 2010 reflecting delayed finance sector payments on strong calendar year 2009 earnings, the impact of the local recession on non-finance sector payments and high levels of refund payouts, a rebound in fiscal year 2011 reflecting strong finance sector profitability in calendar year 2010 and a rebound in non-finance sector profitability, moderately strong growth in fiscal years 2012 through 2014 reflecting a return to trend levels of Wall Street profitability and the recovery of the national and local economies; (iii) with respect to the banking corporation tax, a decline in fiscal year 2010 primarily the result of the non-recurring revenue in fiscal year 2009 from federal/State tax shelter voluntary compliance programs and the high level of refund pay-outs, a further decline in fiscal year 2011 with the withdrawal of federal support putting pressure on bank profitability resulting in reduced payments from large banks, growth in fiscal year 2012 in part as a result of the decline in refund payouts, and for fiscal years 2013 and 2014, a conservative forecast of lower growth due to uncertainty over pending regulatory changes and the expected withdrawal of federal support; (iv) with respect to the unincorporated business tax, a decline in fiscal year 2010 reflecting steep declines in payments from smaller finance sector firms, particularly hedge funds, as well as non-finance sector firms, growth in fiscal year 2011 followed by a moderate rebound in fiscal years 2012 through 2014 reflecting a return to trend levels of Wall Street profitability and the recovery of the national and local economies; (v) with respect to the sales tax, strong growth in fiscal year 2010 reflecting several tax initiatives including the 0.5 percent sales tax rate increase, and strong local tourism-related consumption, offset by a decline in consumption stemming from continued local employment losses, and moderate growth in fiscal years 2011 through 2014 paralleling the recovery of the local economy and employment; (vi) with respect to the real property transfer tax, a continued decline in fiscal year 2010, as the local economic slowdown further reduces the number and average sales price of transactions in the residential market and the number and value of large commercial real estate transactions collapse as a result of the tighter credit market and the re-pricing of real estate related risk, no growth in fiscal year 2011 and a return to growth in fiscal year 2012 as both the volume and price of residential and

commercial transactions grow with the recovery of the local economy; (vii) with respect to the mortgage recording tax, a continued decline in fiscal year 2010, as the number and average sales price of transactions in the residential market decline sharply and the tighter lending standards requiring higher down-payments reduces the average mortgage loan amount subject to tax, and a return to growth in fiscal year 2011 as both the volume and price of residential and commercial transactions grow with the recovery of the local economy; and (viii) with respect to the commercial rent tax, weak growth in fiscal year 2010, reflecting rising vacancy rates and declining asking rents as the local economy suffers from the impact of the national slowdown and contraction in office-using employment, declines in fiscal years 2011 and 2012 as the local office market suffers from employment losses, paralleling the slower employment growth forecast for the local economy, and a return to growth in fiscal years 2013 and 2014.

4. MISCELLANEOUS REVENUES

The following table sets forth amounts of miscellaneous revenues projected to be received by the City in the Financial Plan.

	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
	(In Millions)				
Licenses, Permits and Franchises	\$ 479	\$ 481	\$ 485	\$ 486	\$ 488
Interest Income	22	48	105	138	159
Charges for Services	736	751	748	748	747
Water & Sewer Payments (1)	1,623	1,332	1,335	1,329	1,356
Rental Income	233	243	251	255	263
Fines and Forfeitures	830	848	825	824	824
Other	805	593	491	487	480
Intra-City Revenues	<u>1,834</u>	<u>1,616</u>	<u>1,498</u>	<u>1,502</u>	<u>1,502</u>
	<u>\$6,562</u>	<u>\$5,912</u>	<u>\$5,738</u>	<u>\$5,769</u>	<u>\$5,819</u>

(1) Received from the Water Board. For further information regarding the Water Board, see “SECTION VII: FINANCIAL PLAN—Financing Program.”

Rental Income reflects approximately \$102.7 million in each of fiscal years 2010 through 2014 for lease payments for the City’s airports.

Water and Sewer Payments reflects, in fiscal year 2010, approximately \$275 million for collective bargaining settlements relating to certain water and sewer system workers.

Other reflects \$121 million, \$123 million, \$124 million, \$124 million and \$125 million of projected resources in fiscal years 2010 through 2014, respectively, from the receipt by the City of TSRs. For more information, see “SECTION IV: SOURCES OF CITY REVENUES—Miscellaneous Revenues.” Economic and legal uncertainties relating to the tobacco industry and the settlement, including pending anti-trust litigation challenging a State statute implementing the settlement agreement and adjustments provided for under the settlement agreement, may significantly affect the receipt of TSRs by TSASC and the City. Other also reflects, in fiscal year 2010, approximately \$130 million in settlement revenue from a deferred prosecution and BPCA joint purpose funds of \$133.8 million and \$66.2 million in fiscal years 2010 and 2011, respectively.

5. UNRESTRICTED INTERGOVERNMENTAL AID

The following table sets forth amounts of unrestricted intergovernmental aid projected to be received by the City in the Financial Plan.

	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
	(In Millions)				
State Revenue Sharing	\$—	\$—	\$302	\$302	\$302
Other Aid	<u>21</u>	<u>14</u>	<u>12</u>	<u>12</u>	<u>12</u>
Total	<u>\$21</u>	<u>\$14</u>	<u>\$314</u>	<u>\$314</u>	<u>\$314</u>

The Other Aid category consists of prior year claims settlements. State Revenue Sharing reflects the elimination of State Revenue Sharing in fiscal years 2010 and 2011. For information concerning projected State budget gaps, and the status of the State budget, see “SECTION I: RECENT FINANCIAL DEVELOPMENTS—The State.”

6. FEDERAL AND STATE CATEGORICAL GRANTS

The following table sets forth amounts of federal and State categorical grants projected to be received by the City in the Financial Plan.

	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
	(In Millions)				
Federal					
Community Development.	\$ 315	\$ 247	\$ 240	\$ 240	\$ 240
Social Services.	3,070	2,747	2,712	2,681	2,681
Education	2,949	2,568	1,723	1,723	1,723
Other.	<u>1,866</u>	<u>1,251</u>	<u>1,072</u>	<u>1,030</u>	<u>1,023</u>
Total	<u>\$ 8,200</u>	<u>\$ 6,813</u>	<u>\$ 5,747</u>	<u>\$ 5,674</u>	<u>\$ 5,667</u>
State					
Social Services.	\$ 2,186	\$ 2,051	\$ 2,040	\$ 2,013	\$ 2,012
Education	8,085	7,983	8,806	8,960	9,288
Higher Education	206	187	220	220	220
Health and Mental Hygiene	489	445	435	434	436
Other.	<u>853</u>	<u>686</u>	<u>773</u>	<u>860</u>	<u>947</u>
Total	<u>\$11,819</u>	<u>\$11,352</u>	<u>\$12,274</u>	<u>\$12,487</u>	<u>\$12,903</u>

The Financial Plan assumes that all existing federal and State categorical grant programs will continue, unless specific legislation provides for their termination or adjustment, and assumes increases in aid where increased costs are projected for existing grant programs. Federal funds for education, primarily provided through the American Recovery and Reinvestment Act (“ARRA”) of \$1.665 billion and \$1.070 billion are reflected in fiscal years 2010 and 2011, respectively. In addition, the Financial Plan assumes increased federal Medicaid participation of \$561 million, \$395 million and \$422 million in fiscal years 2011 through 2013, respectively, which is subject to the enactment of federal legislation. The Financial Plan includes a reserve of \$137 million in fiscal year 2011 to partially address a potential shortfall in such increased federal participation. Subsequent to the release of the Financial Plan, the federal government enacted legislation extending federal Medicaid participation in an amount less than assumed in the Financial Plan, which will result in increased City expenditures of \$82 million, \$15 million and \$109 million in fiscal years 2011 through 2013, respectively. For information on changes to federal Medicaid participation see “SECTION I: RECENT FINANCIAL DEVELOPMENTS.” For information concerning projected State budget gaps and the possible impact on State aid to the City, see “INTRODUCTORY STATEMENT” and “SECTION I: RECENT FINANCIAL DEVELOPMENTS—The State.” As of May 31, 2010, approximately 13.3% of the City’s full-time and full-time equivalent employees (consisting of employees of the mayoral agencies and the DOE) were paid by Community Development funds, water and sewer funds and from other sources not funded by unrestricted revenues of the City.

A major component of federal categorical aid to the City is the Community Development program. Pursuant to federal legislation, Community Development grants are provided to cities primarily to aid low and moderate income persons by improving housing facilities, parks and other improvements, by providing certain social programs and by promoting economic development. These grants are based on a formula that takes into consideration such factors as population, housing overcrowding and poverty.

The City’s receipt of categorical aid is contingent upon the satisfaction of certain statutory conditions and is subject to subsequent audits, possible disallowances and possible prior claims by the State or federal

governments. The general practice of the State and federal governments has been to deduct the amount of any disallowances against the current year's payment. Substantial disallowances of aid claims may be asserted during the course of the Financial Plan. The amounts of such disallowances attributable to prior years increased from \$124 million in the 1977 fiscal year to \$542 million in the 2006 fiscal year. The amount of such disallowance was \$103 million, \$114 million and \$0 in the 2007 through 2009 fiscal years, respectively. As of June 30, 2009, the City had an accumulated reserve of \$1.1 billion for all disallowances of categorical aid.

Expenditure Assumptions

1. PERSONAL SERVICES COSTS

The following table sets forth projected expenditures for personal services costs contained in the Financial Plan.

	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
	(In Millions)				
Wages and Salaries	\$22,198	\$21,492	\$20,840	\$20,996	\$21,283
Pensions	6,760	7,612	7,876	7,983	8,086
Other Fringe Benefits	7,328	7,669	8,088	8,409	8,917
Retiree Health Benefits Trust	(82)	(395)	(672)	—	—
Reserve for Collective Bargaining					
Department of Education	34	26	62	60	60
Other	<u>40</u>	<u>58</u>	<u>109</u>	<u>273</u>	<u>532</u>
Reserve Subtotal	<u>74</u>	<u>84</u>	<u>171</u>	<u>333</u>	<u>592</u>
Total	<u>\$36,278</u>	<u>\$36,462</u>	<u>\$36,303</u>	<u>\$37,721</u>	<u>\$38,878</u>

The Financial Plan projects that the authorized number of City-funded full-time and full-time equivalent employees whose salaries are paid directly from City funds, as opposed to federal or State funds or water and sewer funds, will decrease from an estimated level of 264,998 as of June 30, 2010 to an estimated level of 257,514 by June 30, 2014.

Other Fringe Benefits includes \$1.683 billion, \$1.854 billion, \$2.020 billion, \$2.169 billion and \$2.332 billion in fiscal years 2010 through 2014, respectively, for OPEB expenditures for current retirees, which costs are currently paid by the City on a pay-as-you-go basis. Other Fringe Benefits does not reflect lowered expense of \$225 million in fiscal year 2010 as a result of the prepayment in fiscal year 2009 of \$225 million into the Retiree Health Benefits Trust Fund. For information on deposits to the trust to fund a portion of the future cost of OPEB for current and future retirees, see “SECTION VI: FINANCIAL OPERATIONS—2005-2009 Summary of Operations.” For information on the OPEB reporting requirement, see “SECTION III: GOVERNMENT AND FINANCIAL CONTROLS—City Financial Management, Budgeting and Controls—*Financial Reporting and Control Systems*,” and “APPENDIX B—FINANCIAL STATEMENTS—Notes to Financial Statements—Note E.5.”

Retiree Health Benefits Trust reflects lowered expense of \$82 million, \$395 million and \$672 million in fiscal years 2010 through 2012, respectively, as a result of reduced contributions to the Retiree Health Benefits Trust Fund in those years. The lowered expense was reflected in Other Fringe Benefits in the June 2009 Financial Plan. For additional information see “SECTION I: RECENT FINANCIAL DEVELOPMENTS.”

The Reserve for Collective Bargaining contains funds for the cost of collective bargaining increases for wage increases for prevailing wage employees in the period through the 2008-2010 round of collective bargaining. The Reserve for Collective Bargaining assumes annual wage increases of 1.25% in the period after the expiration of contracts settled in the 2010-2012 round of collective bargaining. The Reserve for Collective Bargaining reflects savings of \$270 million, \$630 million, \$800 million, \$900 million and \$900 million in fiscal years 2010 through 2014, respectively, as a result of eliminating collective bargaining wage increases of 4% annually for two years for DOE pedagogical employees and supervisors included in the June 2009 Financial Plan. In addition, the Reserve for Collective Bargaining reflects savings of \$35 million, \$190 million, \$469 million, \$730 million and \$952 million in fiscal years 2010 through 2014,

respectively, associated with the elimination of 1.25% annual wage increases for the 2010-2012 round of collective bargaining that had been assumed in the June 2009 Financial Plan. For additional information, see “SECTION I: RECENT FINANCIAL DEVELOPMENTS” and “SECTION V: CITY SERVICES AND EXPENDITURES — Employees and Labor Relations — *Labor Relations.*”

For a discussion of the City’s pension systems, see “SECTION IX: OTHER INFORMATION—Pension Systems” and “APPENDIX B—FINANCIAL STATEMENTS—Notes to Financial Statements—Note E.6. and Note F.”

2. OTHER THAN PERSONAL SERVICES COSTS

The following table sets forth projected other than personal services (“OTPS”) expenditures contained in the Financial Plan.

	<u>2010</u>	<u>2011</u>	<u>2012</u> (In Millions)	<u>2013</u>	<u>2014</u>
Administrative OTPS and Energy	\$16,416	\$16,218	\$15,996	\$16,330	\$16,675
Public Assistance	1,580	1,586	1,626	1,614	1,614
Medical Assistance	5,140	5,166	5,947	6,171	6,778
HHC Support	200	184	198	198	198
Other	<u>2,888</u>	<u>3,013</u>	<u>3,096</u>	<u>3,304</u>	<u>3,504</u>
Total	<u>\$26,224</u>	<u>\$26,167</u>	<u>\$26,863</u>	<u>\$27,617</u>	<u>\$28,769</u>

Administrative OTPS and Energy

The Financial Plan contains estimates of the City’s administrative OTPS expenditures for general supplies and materials, equipment and selected contractual services and estimates of energy costs in the 2010 fiscal year. Thereafter, to account for inflation, administrative OTPS expenditures are projected to rise by 2.5% annually in fiscal years 2012 through 2014. Energy costs for each of the 2010 through 2014 fiscal years are assumed to increase annually, with total energy expenditures projected at \$921 million in fiscal year 2010 and increasing to \$1.11 billion by fiscal year 2014.

Public Assistance

The number of persons receiving benefits under cash assistance programs is projected to average 355,800 per month in the 2010 fiscal year. Of total cash assistance expenditures in the City, the City-funded portion is projected to be \$546 million in fiscal year 2010, \$565 million in each of fiscal years 2011 and 2012 and \$603 million in each of fiscal years 2013 and 2014, when the City is projected to assume the local share of a State-initiated increase in the basic public assistance grant. Public Assistance also reflects, in fiscal year 2010, \$102 million combined State and ARRA federal funds for a State initiative to provide \$200 per child back-to-school cash assistance to families in receipt of cash assistance or food stamps.

Medical Assistance

Medical assistance payments projected in the Financial Plan consist of payments to voluntary hospitals, skilled nursing facilities, intermediate care facilities, home care, pharmacy, managed care and physicians and other medical practitioners. The City-funded portion of medical assistance payments is estimated at \$5.0 billion for the 2010 fiscal year, which is lower than subsequent fiscal years as a result of a temporary increase in the federal share of Medicaid costs under ARRA. The City-funded portion of medical assistance payments is expected to increase to \$5.503 billion, \$5.812 billion, \$6.036 billion and \$6.643 billion in fiscal years 2011 through 2014, respectively. Such payments include, among other things, City-funded Medicaid payments, including City-funded Medicaid payments to HHC. City Medicaid costs (including City-funded Medicaid payments to HHC) assumed in the Financial Plan do not include the non-federal share of long-term care costs which have been assumed by the State.

Health and Hospitals Corporation

HHC operates under its own section of the Financial Plan as a Covered Organization. The HHC financial plan projects City-funded expenditures of \$190 million in fiscal year 2010 decreasing to \$189 million in fiscal year 2014. City-funded expenditures include City subsidy, intra-City payments and grants and exclude prepayments.

On an accrual basis, HHC's total receipts before implementation of the HHC gap-closing program are projected to be \$6.4 billion, \$6.6 billion, \$6.9 billion, \$6.9 billion and \$6.9 billion in fiscal years 2010 through 2014, respectively. Total disbursements before implementation of the HHC gap-closing program are projected to be \$6.8 billion in fiscal year 2010 increasing to \$7.6 billion in fiscal year 2014. These projections assume increases in other than personal services costs and fringe benefits in fiscal years 2010 through 2014. Significant changes have been and may be made in Medicaid, Medicare and other third-party payor programs, which could have adverse impacts on HHC's financial condition.

Other

The projections set forth in the Financial Plan for OTPS-Other include the City's contributions to NYCT, the Housing Authority, CUNY and subsidies to libraries and various cultural institutions. They also include projections for the cost of future judgments and claims which are discussed below under "Judgments and Claims." In the past, the City has provided additional assistance to certain Covered Organizations which had exhausted their financial resources prior to the end of the fiscal year. No assurance can be given that similar additional assistance will not be required in the future.

New York City Transit

NYCT operates under its own section of the Financial Plan as a Covered Organization. The financial plan for NYCT covering its 2010 through 2014 fiscal years was prepared in July 2010. The NYCT fiscal year coincides with the calendar year. The NYCT financial plan projects City assistance to the NYCT operating budget of \$295.9 million in 2010 increasing to \$375 million in 2014, in addition to real estate transfer tax revenue dedicated for NYCT use of \$189.4 million in 2010 increasing to \$343.8 million in 2014.

The State Legislature passed, and the Governor signed on May 7, 2009, legislation providing assistance to the MTA through increased revenues from new taxes and fees. These include a payroll mobility tax which is a tax on payroll expenses and net earnings from self-employment, a supplemental fee on driver licenses and automobile registration, a supplemental tax on taxi rides imposed on taxicab owners and a supplemental tax on automobile rentals. These fees and surcharges are projected to generate for NYCT \$1.3 billion, \$1.3 billion, \$1.4 billion, \$1.2 billion and \$1.6 billion in 2010 through 2014, respectively. The NYCT financial plan includes service cuts, staff and overtime reductions and other actions to achieve at least \$35.5 million savings in 2010 in order to balance its budget in 2010. After reflecting such revenues and actions, the NYCT financial plan projects \$8.0 billion in revenues and \$10.3 billion in expenses for 2010, leaving a budget gap of \$2.3 billion. After accounting for accrual adjustments and cash carried over from 2009, NYCT projects an operating budget gap of \$23.3 million in 2010. The NYCT financial plan forecasts operating budget gaps of \$0.3 billion in 2011, \$0.5 billion in 2012, \$0.9 billion in 2013 and \$0.9 billion in 2014.

The MTA Board approved the 2010-2014 Capital Program in April 2010 and the State's Capital Program Review Board ("CPRB") approved it on June 2, 2010. The plan includes \$23.8 billion for all MTA agencies, including \$12.8 billion to be invested in the NYCT core system, \$1.7 billion for NYCT network expansion, and \$0.2 billion for security. To date, funding sources have been identified for only a portion of the 2010-2014 Capital Program. There can be no assurance that the 2010-2014 Capital Program will be fully funded. If the MTA's capital program is delayed or reduced, ridership and fare revenues may decline which could, among other things, impair the MTA's ability to meet its operating expenses without additional assistance.

The 2010-2014 Capital Program follows the 2005-2009 Capital Program, which provided approximately \$17.1 billion for NYCT. In addition, the 2005-2009 Capital Program included approximately

\$2 billion for extension of the Number 7 subway line and other public improvements which will be funded with proceeds of bonds issued by the Hudson Yards Infrastructure Corporation (“HYIC”). See “SECTION VIII: INDEBTEDNESS—Indebtedness of the City and Certain Other Entities—*Indebtedness of the City and Related Issuers.*”

Department of Education

State law requires the City to provide City funds for the DOE each year in an amount not less than the amount appropriated for the preceding fiscal year, excluding amounts for debt service and pensions for the DOE. Such City funding must be maintained, unless total City funds for the fiscal year are estimated to be lower than in the preceding fiscal year, in which case the mandated City funding for the DOE may be reduced by an amount up to the percentage reduction in total City funds.

Judgments and Claims

In the fiscal year ended on June 30, 2009, the City expended \$623.2 million for judgments and claims, \$137.5 million of which was reimbursed by HHC. The Financial Plan includes provisions for judgments and claims of \$591.0 million, \$687 million, \$745.0 million, \$805.2 million and \$867.8 million for the 2010 through 2014 fiscal years, respectively. These projections incorporate a substantial amount of claims costs attributed to HHC for which HHC will reimburse the City. These amounts are estimated at \$189.9 million for each of fiscal years 2011 through 2014. The City is a party to numerous lawsuits and is the subject of numerous claims and investigations. The City has estimated that its potential future liability on account of outstanding claims against it as of June 30, 2009 amounted to approximately \$5.5 billion. This estimate was made by categorizing the various claims and applying a statistical model, based primarily on actual settlements by type of claim during the preceding ten fiscal years, and by supplementing the estimated liability with information supplied by the City’s Corporation Counsel. For further information regarding certain of these claims, see “SECTION IX: OTHER INFORMATION—Litigation.”

In addition to the above claims, numerous real estate tax *certiorari* proceedings involving allegations of inequality of assessment, illegality and overvaluation are currently pending against the City. The City’s Financial Statements for the fiscal year ended June 30, 2009 include an estimate that the City’s liability in the *certiorari* proceedings, as of June 30, 2009, could amount to approximately \$851 million. Provision has been made in the Financial Plan for estimated refunds of \$268 million, \$394 million, \$409 million, \$365 million and \$380 million for the 2010 through 2014 fiscal years, respectively. For further information concerning these claims, certain remedial legislation related thereto and the City’s estimates of potential liability, see “SECTION IX: OTHER INFORMATION—Litigation—*Taxes*” and “APPENDIX B—FINANCIAL STATEMENTS—Notes to Financial Statements—Note D.5.”

3. GENERAL OBLIGATION, LEASE AND TFA DEBT SERVICE

Debt service estimates for fiscal years 2010 through 2014 include debt service on outstanding general obligation bonds and conduit debt, and the funding requirements associated with outstanding TFA Future Tax Secured Bonds, and estimates of debt service costs of, or funding requirements associated with, future general obligation, conduit and TFA Future Tax Secured debt issuances based on projected future market conditions. Such debt service estimates also include estimated payments pursuant to interest rate exchange agreements but do not reflect receipts pursuant to such agreements.

In July 2009, the State amended the New York City Transitional Finance Authority Act to expand the borrowing capacity of the TFA by providing that it may have outstanding \$13.5 billion of Future Tax Secured Bonds (excluding Recovery Bonds) and may issue additional Future Tax Secured Bonds provided that the amount of such additional bonds, together with the amount of indebtedness contracted by the City, does not exceed the debt limit of the City. As a result of this change, the City currently expects to finance through the TFA approximately half of the capital program that was previously expected to be financed with general obligation debt. Consequently, in order to more accurately reflect the debt service costs of the City’s capital program, the Financial Plan includes as a debt service expense the funding requirements associated with TFA Future Tax Secured Bonds. This expense is offset by personal income tax revenues retained by the TFA, which are now included in the Financial Plan.

The Financial Plan reflects general obligation debt service of \$3.73 billion, \$3.95 billion, \$4.4 billion, \$4.5 billion and \$4.58 billion in fiscal years 2010 through 2014, respectively, conduit debt service of \$179 million, \$265 million, \$270 million, \$268 million and \$263 million in fiscal years 2010 through 2014, respectively, and TFA funding requirements of \$1.12 billion, \$1.14 billion, \$1.62 billion, \$1.84 billion and \$2.0 billion in fiscal years 2010 through 2014, respectively. In addition, the Financial Plan reflects, in fiscal year 2010, debt service offsets totaling \$4.7 billion as a result of debt defeasance, redemptions and prepayments. See “SECTION VI: FINANCIAL OPERATIONS—Forecast of 2010 Results.”

Certain Reports

From time to time, the Control Board staff, OSDC, the City Comptroller, the IBO and others issue reports and make public statements regarding the City’s financial condition, commenting on, among other matters, the City’s financial plans, projected revenues and expenditures and actions by the City to eliminate projected operating deficits. Some of these reports and statements have warned that the City may have underestimated certain expenditures and overestimated certain revenues and have suggested that the City may not have adequately provided for future contingencies. Certain of these reports have analyzed the City’s future economic and social conditions and have questioned whether the City has the capacity to generate sufficient revenues in the future to meet the costs of its expenditure increases and to provide necessary services. It is reasonable to expect that reports and statements will continue to be issued and to engender public comment.

On July 28, 2010, the City Comptroller released a report on the City’s amended adopted budget for fiscal year 2011 and the Financial Plan. The report notes that the City achieved budget balance for fiscal year 2011 with the use of service reductions, an aggressive labor policy and the fiscal year 2010 surplus. The report cites collective bargaining with the City’s teacher and school administrator unions, decreased federal Medicaid assistance and increased overtime as the greatest risks to the fiscal year 2011 amended adopted budget and Financial Plan. The report further notes that even following an economic recovery, the City’s fiscal position will be challenged by the high cost of debt service and employee health insurance and pensions.

In his report, the City Comptroller identified net risks for fiscal years 2011 through 2014 which, when added to the results projected in the Financial Plan, would result in gaps of \$690 million, \$3.99 billion, \$5.10 billion and \$5.35 billion, respectively. The differences from the Financial Plan projections result in part from the City Comptroller’s expenditure projections, which exceed those in the Financial Plan by \$1.05 billion, \$818 million, \$1.06 billion and \$735 million in fiscal years 2011 through 2014, respectively, resulting from: (i) wage increases as a result of collective bargaining with the City’s teacher and school administrator unions, which would result in increased costs of \$898 million, \$800 million, \$897 million and \$900 million in fiscal years 2011 through 2014, respectively; (ii) decreased federal Medicaid assistance of \$142 million, \$61 million and \$269 million in fiscal years 2011 through 2013, respectively; (iii) increased overtime expenditures of \$96 million in fiscal year 2011 and \$100 million in each of fiscal years 2012 through 2014; and (iv) decreased judgments and claims expenditures of \$85 million, \$143 million, \$203 million and \$265 million in fiscal years 2011 through 2014, respectively. The differences from the Financial Plan also result from the City Comptroller’s revenue projections. The report estimates that (i) property tax revenues will be lower by \$39 million, \$67 million, \$98 million and \$92 million in fiscal years 2011 through 2014, respectively; (ii) personal income tax revenues will be lower by \$96 million, \$61 million and \$4 million in fiscal years 2011 through 2013, respectively, and higher by \$45 million in fiscal year 2014; (iii) business tax revenues will be higher by \$33 million in fiscal year 2011, and lower by \$43 million, \$218 million and \$102 million in fiscal years 2012 through 2014, respectively; (iv) sales tax revenues will be higher by \$114 million, \$119 million, \$110 million and \$78 million in fiscal years 2011 through 2014, respectively; and (v) real-estate related taxes will be higher by \$349 million, \$447 million, \$524 million and \$591 million in fiscal years 2011 through 2014, respectively. The revenue projections result in net additional tax revenues of \$361 million, \$395 million, \$314 million and \$520 million in fiscal years 2011 through 2014, respectively. Additionally, the City Comptroller estimates that State aid could be reduced by \$300 million in each of fiscal years 2012 through 2014.

On July 28, 2010, the staff of the OSDC released a report on the Financial Plan. The OSDC report states that though the City has managed the budget in a fiscally prudent manner during the recent recession,

significant challenges lay ahead. The City achieved budget balance in fiscal year 2011 with the use of the fiscal year 2010 surplus, non-recurring resources and revenue actions. In fiscal years 2012 through 2014, the report cites decreased federal and State aid and the results of the collective bargaining process as risks to the Financial Plan.

The report quantifies certain risks, partially offset by possible additional resources, to the Financial Plan. The report identifies possible net risks to the Financial Plan of \$726 million, \$1.89 billion, \$2.19 billion and \$1.92 billion in fiscal years 2011 through 2014, respectively. When combined with the results projected in the Financial Plan, the report estimates that these risks could result in budget gaps of \$726 million, \$5.15 billion, \$6.25 billion and \$6.75 billion in fiscal years 2011 through 2014, respectively. The possible additional resources identified in the report result from (i) increased tax revenues of \$250 million in each of fiscal years 2011 through 2014 and (ii) decreased planned contributions to the pension funds of \$7 million, \$16 million and \$22 million in fiscal years 2012 through 2014, respectively, resulting from increased investment earnings in fiscal year 2010. The risks to the Financial Plan identified in the report include: (i) wage increases as a result of collective bargaining with the teachers union which would result in increased costs of \$626 million, \$800 million, \$898 million and \$900 million in fiscal years 2011 through 2014, respectively; (ii) decreased federal Medicaid assistance of \$279 million, \$61 million and \$269 million in fiscal years 2011 through 2013, respectively; (iii) increased police department overtime costs of \$50 million in fiscal year 2011 and \$100 million in each of fiscal years 2012 through 2014; (iv) decreased savings as a result of failing to achieve certain agency actions of \$21 million, \$33 million, \$35 million and \$37 million in fiscal years 2011 through 2014, respectively; (v) decreased revenue sharing from the State of \$302 million in each of fiscal years 2012 through 2014; and (v) the loss of federal stimulus funds resulting in decreased revenue of \$853 million in each of fiscal years 2012 through 2014.

In addition to the adjustments to the Financial Plan projections set forth above, the OSDC report identifies two additional risks that could have a significant impact on the City. First, if wages were to increase at the projected rate of inflation without any offsetting savings, costs would increase by \$304 million, \$803 million, \$1.3 billion and \$1.8 billion in fiscal years 2011 through 2014, respectively. Second, the City's authority to accrue certain education aid from the State in the current fiscal year was not reauthorized by the Governor. Though the Governor and legislative leaders have publicly stated their intent to renew such authority, the failure to do so could result in a loss of \$202 million in fiscal year 2012.

On July 22, 2010, the staff of the Control Board issued a report on the Financial Plan. The report observes that though the City has adopted a balanced budget for fiscal year 2011, budget balance was partially achieved by prepaying \$3.6 billion of fiscal year 2011 expenses with the fiscal year 2010 surplus. The City has fully depleted the City's Budget Stabilization Account leaving no funds to facilitate future year budget balance. The report notes that the City must increase the Budget Stabilization Account during fiscal year 2011 to help balance the fiscal year 2012 budget. During the Financial Plan years, the report notes that growth in expenditures is outpacing growth in revenues. The report cites pension, healthcare and debt service costs as areas of significant expenditure growth, and reduced federal and State aid as areas of significant revenue risk. Additionally, the report states that the gaps stated in the Financial Plan may be larger since the Financial Plan assumes no funding for future labor contracts. The report identifies risks to the Financial Plan of decreased property tax revenues and increased overtime expenses as areas which are under mayoral control, and decreased State and federal assistance as areas that are not under mayoral control.

The report quantifies certain risks, partially offset by possible additional resources, to the Financial Plan. The report identifies possible net risks of \$596 million, \$1.5 billion, \$1.63 billion and \$1.29 billion in fiscal years 2011 through 2014, respectively. When combined with the results projected in the Financial Plan, these net risks would result in estimated gaps of \$596 million, \$4.76 billion, \$5.68 billion and \$6.12 billion in fiscal years 2011 through 2014, respectively. The possible additional resources identified in the report result from increased miscellaneous revenues of \$25 million, \$50 million, \$75 million and \$100 million in fiscal years 2011 through 2014, respectively. The risks to the Financial Plan identified in the report include: (i) decreased property tax collections of \$150 million, \$100 million and \$50 million in fiscal years 2012 through 2014, respectively; (ii) increased uniformed services overtime expenses of \$140 million, \$187 million, \$184 million and \$184 million in fiscal years 2011 through 2014, respectively; (iii) decreased aid

from the State of \$302 million in each of fiscal years 2012 through 2014; (iv) decreased State education aid of \$202 million in fiscal year 2012 as a result of a change, expected to be temporary, in the method by which the City is authorized to accrue such aid; (v) decreased federal Medicaid assistance of \$279 million, \$61 million and \$269 million in fiscal years 2011 through 2013, respectively; and (vi) decreased federal education aid as a result of as a result of expiring stimulus funds resulting in reduced revenue of \$850 million in each of fiscal years 2012 through 2014, respectively.

The report identifies rising debt service costs as having a significant impact on the City’s finances and notes that the vast majority of the increasing debt service costs in the Financial Plan years are largely nondiscretionary since such costs are generated by existing contract liabilities. The report identifies as discretionary that portion of debt service associated with borrowing commitments to be entered into during the Financial Plan years, which represents less than one percent of total debt service costs in fiscal year 2011 and ten percent of total debt service costs in fiscal year 2014. Debt service costs will require an increase in per capita spending from \$628 in fiscal year 2011 to \$851 in fiscal year 2014 and are projected to consume larger shares of tax and total revenues.

Long-Term Capital Program

The City makes substantial capital expenditures to reconstruct and rehabilitate the City’s infrastructure and physical assets, including City mass transit facilities, water and sewer facilities, streets, bridges and tunnels, and to make capital investments that will improve productivity in City operations.

The City utilizes a three-tiered capital planning process consisting of the Ten-Year Capital Strategy, the Four-Year Capital Plan and the current-year Capital Budget. The Ten-Year Capital Strategy is a long-term planning tool designed to reflect fundamental allocation choices and basic policy objectives. The Four-Year Capital Plan translates mid-range policy goals into specific projects. The Capital Budget defines specific projects and the timing of their initiation, design, construction and completion. On September 23, 2010, the City released a capital plan covering fiscal years 2011 through 2014 (the “2011-2014 Capital Commitment Plan”).

City-funded commitments, which were \$344 million in fiscal year 1979, are projected to reach \$9.4 billion in fiscal year 2011. City-funded expenditures are forecast at \$8.4 billion in fiscal year 2011; total expenditures are forecast at \$9.8 billion in fiscal year 2011. For additional information concerning the City’s capital expenditures and the Ten-Year Capital Strategy covering fiscal years 2010 through 2019, see “SECTION V: CITY SERVICES AND EXPENDITURES—Capital Expenditures.”

The following table sets forth the major areas of capital commitment projected in the 2011-2014 Capital Commitment Plan.

2011-2014 CAPITAL COMMITMENT PLAN

	2011		2012		2013		2014		Total	
	City Funds	All Funds	City Funds	All Funds	City Funds	All Funds	City Funds	All Funds	City Funds	All Funds
	(In Millions)									
Mass Transit(1)	\$ 198	\$ 252	\$ 119	\$ 119	\$ 40	\$ 40	\$ 40	\$ 40	\$ 397	\$ 451
Roadway, Bridges	963	1,306	570	1,067	437	569	580	678	2,550	3,620
Environmental Protection(2)	2,250	2,330	1,346	1,346	1,238	1,248	1,310	1,310	6,143	6,233
Education(3)	1,359	2,422	1,065	2,126	1,044	2,071	1,373	2,745	4,840	9,363
Housing	597	823	202	313	284	389	269	377	1,352	1,902
Sanitation	835	840	86	86	122	122	81	81	1,124	1,129
City Operations/Facilities	6,171	6,832	1,134	1,205	1,628	1,686	1,198	1,252	10,131	10,975
Economic and Port Development	938	1,127	107	107	169	169	56	56	1,269	1,458
Reserve for Unattained Commitments.	(3,875)	(3,875)	1,364	1,364	(105)	(105)	(17)	(17)	(2,633)	(2,633)
Total Commitments(4)	\$ 9,435	\$12,056	\$5,992	\$7,734	\$4,857	\$6,188	\$4,889	\$6,522	\$25,173	\$32,499
Total Expenditures(5)	\$ 8,425	\$ 9,841	\$7,582	\$9,328	\$6,780	\$8,648	\$6,507	\$8,369	\$29,294	\$36,186

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Note: Totals may not add due to rounding.

- (1) Excludes NYCT's non-City portion of the MTA capital program.
- (2) Includes water supply, water mains, water pollution control, sewer projects and related equipment.
- (3) All Funds reflects State funding for educational facilities in the form of financing of \$4.0 billion from the proceeds of bonds of the TFA that are expected to be paid from State aid to education.
- (4) Commitments represent contracts registered with the City Comptroller, except for certain projects which are undertaken jointly by the City and State.
- (5) Expenditures represent cash payments and appropriations planned to be expended for capital costs, excluding amounts for original issue discount.

Currently, if all City capital projects were implemented, expenditures would exceed the City's financing projections in the current fiscal year and subsequent years. The City has therefore established capital budgeting priorities to maintain capital expenditures within the available long-term financing. Due to the size and complexity of the City's capital program, it is difficult to forecast precisely the timing of capital project activity so that actual capital expenditures may vary from the planned annual amounts.

In December 2009, the City issued an Asset Information Management System Report (the "AIMS Report"), which is its annual assessment of the asset condition and a proposed maintenance schedule for its assets and asset systems which have a replacement cost of \$10 million or more and a useful life of at least ten years, as required by the City Charter. This report does not reflect any policy considerations which could affect the appropriate amount of investment, such as whether there is a continuing need for a particular facility or whether there have been changes in the use of a facility. The AIMS Report estimated that \$5.59 billion in capital investment would be needed for fiscal years 2011 through 2014 to bring the assets to a state of good repair. The report also estimated that \$349 million, \$193 million, \$227 million and \$193 million should be spent on maintenance in fiscal years 2011 through 2014, respectively.

The recommended capital investment for each inventoried asset is not readily comparable to the capital spending allocated by the City in the 2011-2014 Capital Commitment Plan and the Ten-Year Capital Strategy. Only a portion of the funding set forth in the 2011-2014 Capital Commitment Plan is allocated to specifically identified assets, and funding in the subsequent years of the Ten-Year Capital Strategy is even less identifiable with individual assets. Therefore, there is a substantial difference between the amount of investment recommended in the report for all inventoried City assets and amounts allocated to the specifically identified inventoried assets in the 2011-2014 Capital Commitment Plan. The City also issues an annual report (the "Reconciliation Report") that compares the recommended capital investment with the capital spending allocated by the City in the Four-Year Capital Plan to the specifically identified inventoried assets.

The most recent Reconciliation Report, issued in July 2010, concluded that the capital investment in the Four-Year Capital Plan, for fiscal years 2011 through 2014, for the specifically identified inventoried assets funded 53% of the total investment recommended in the preceding AIMS Report issued in December 2009. Capital investment allocated in the Ten-Year Capital Strategy published in April 2009 funded an additional portion of the recommended investment. In the same Reconciliation Report, OMB estimated that 70% of the expense maintenance levels recommended were included in the financial plan.

Financing Program

The following table sets forth the par amount of bonds issued and expected to be issued during the 2011 through 2014 fiscal years to implement those fiscal years of the 2011-2014 Capital Commitment Plan. See “SECTION VIII: INDEBTEDNESS—Indebtedness of the City and Certain Other Entities.”

2011-2014 FINANCING PROGRAM

	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>Total</u>
	(In Millions)				
City General Obligation Bonds(1)	\$3,025	\$2,720	\$2,480	\$2,440	\$10,665
TFA Future Tax Secured Bonds(1)	3,025	2,720	2,480	2,440	10,665
Water Authority Bonds(1)(2)	2,005	1,811	1,543	1,406	6,765
Total	<u>\$8,055</u>	<u>\$7,251</u>	<u>\$6,503</u>	<u>\$6,286</u>	<u>\$28,095</u>

- Note: Totals may not add due to rounding.
- (1) Figures exclude refunding bonds.
 - (2) Water Authority Bonds includes commercial paper.

The City’s financing program includes the issuance of water and sewer revenue bonds by the Water Authority which is authorized to issue bonds to finance capital investment in the City’s water and sewer system. Pursuant to State law, debt service on Water Authority indebtedness is secured by water and sewer fees paid by users of the water and sewer system. Such fees are revenues of the Water Board, which holds a lease interest in the City’s water and sewer system. After providing for debt service on obligations of the Water Authority and certain incidental costs, the revenues of the Water Board are paid to the City to cover the City’s costs of operating the water and sewer system and as rental for the system. The City’s Ten-Year Capital Strategy applicable to the City’s water and sewer system covering fiscal years 2010 through 2019, projects City-funded water and sewer investment (which is expected to be financed with proceeds of Water Authority debt) at approximately \$13.9 billion. The City’s Capital Commitment Plan for fiscal years 2011 through 2014 reflects total anticipated City-funded water and sewer commitments of \$6.1 billion which are expected to be financed with the proceeds of Water Authority debt.

The TFA is authorized to have outstanding \$13.5 billion of Future Tax Secured Bonds (excluding Recovery Bonds) and may issue additional Future Tax Secured Bonds provided that the amount of such additional bonds, together with the amount of indebtedness contracted by the City, does not exceed the debt limit of the City. Future Tax Secured Bonds are issued for general City capital purposes and are secured by the City’s personal income tax revenues and, to the extent such revenues do not satisfy specified debt ratios, sales tax revenues. In addition, the TFA is authorized to have outstanding \$9.4 billion of Building Aid Revenue Bonds to pay for a portion of the City’s five-year educational facilities capital plan. Building Aid Revenue Bonds are secured by State building aid, which the Mayor has assigned to the TFA. The TFA expects to issue \$993 million, \$883 million, \$1.016 billion and \$1.147 billion of Building Aid Revenue Bonds in fiscal years 2011 through 2014, respectively.

Implementation of the financing program is dependent upon the ability of the City and other financing entities to market their securities successfully in the public credit markets which will be subject to prevailing market conditions at the times of sale. No assurance can be given that the credit markets will absorb the projected amounts of public bond sales. A significant portion of bond financing is used to reimburse the City’s General Fund for capital expenditures already incurred. If the City and such other entities are unable to sell such amounts of bonds, it would have an adverse effect on the City’s cash position. In addition, the need of the City to fund future debt service costs from current operations may also limit the City’s capital program. The Ten-Year Capital Strategy for fiscal years 2010 through 2019 totals \$61.7 billion, of which approximately 76% is to be financed with funds borrowed by the City and such other entities. See “INTRODUCTORY STATEMENT” and “SECTION VIII: INDEBTEDNESS—Indebtedness of the City and Certain Other Entities—*Limitations on the City’s Authority to Contract Indebtedness.*” Congressional developments affecting federal taxation generally could

reduce the market value of tax-favored investments and increase the debt-service costs of carrying out the major portion of the City's capital plan which is currently eligible for tax-exempt financing.

Interest Rate Exchange Agreements

In an effort to reduce its borrowing costs over the life of its bonds, the City began entering into interest rate exchange agreements commencing in fiscal year 2003. For a description of such agreements, see "APPENDIX B—FINANCIAL STATEMENTS—Notes to Financial Statements—Note A.13." As of June 30, 2010, the aggregate notional amount of the City's interest rate exchange agreements was \$2,616,230,000 and the total marked-to-market value of such agreements was (\$180,810,461).

In addition, in connection with its Courts Facilities Lease Revenue Bonds (The City of New York Issue) Series 2005A and B, DASNY entered into interest rate exchange agreements with Goldman Sachs Mitsui Marine Derivative Products, L.P. and JPMorgan Chase Bank, National Association. The City is obligated, subject to appropriation, to make lease payments to DASNY reflecting DASNY's obligations under these interest rate exchange agreements. Pursuant to such agreements with a notional amount of \$125,500,000, an effective date of May 15, 2013 and a termination date of May 15, 2032, DASNY is to make payments based on the Securities Industry and Financial Markets Association Index ("SIFMA") and receive a fixed rate of 4.179%. Pursuant to such agreements with a notional amount of \$125,500,000, an effective date of June 15, 2005 and a termination date of May 15, 2039, DASNY pays a fixed rate of 3.017% and receives payments based on a LIBOR-indexed variable rate. As of June 30, 2010, the total marked-to-market value of the DASNY agreements was (\$8,404,697).

Seasonal Financing Requirements

The City since 1981 has fully satisfied its seasonal financing needs, when necessary, in the public credit markets, repaying all short-term obligations within their fiscal year of issuance. The City has not issued short-term obligations to finance projected cash flow needs since fiscal year 2004. The City regularly reviews its cash position and the need for short-term borrowing. The Financial Plan reflects the issuance of short-term obligations in the amount of \$2.4 billion in each of fiscal years 2011 through 2014.

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SECTION VIII: INDEBTEDNESS

Indebtedness of the City and Certain Other Entities

Outstanding City and PBC Indebtedness

The following table sets forth outstanding City and PBC indebtedness as of June 30, 2010. “City indebtedness” refers to general obligation debt of the City, net of reserves. “PBC indebtedness” refers to obligations of the City, net of reserves, to the following public benefit corporations (“PBCs”): the Housing Authority, the New York City Educational Construction Fund (“ECF”), New York State Housing Finance Agency (“HFA”), DASNY, CUCF, and the New York State Urban Development Corporation (“UDC”). PBC indebtedness is not debt of the City. However, the City has entered into agreements to make payments, subject to appropriation, to PBCs to be used for debt service on certain obligations constituting PBC indebtedness. Neither City indebtedness nor PBC indebtedness includes outstanding debt of the TFA, TSASC, Fiscal Year 2005 Securitization Corp. or STAR Corp., which are not obligations of, and are not paid by, the City; nor does such indebtedness include obligations of HYIC, for which the City has agreed to pay, as needed and subject to appropriation, interest on but not principal of such obligations.

(In Thousands)	
Gross City Long-Term Indebtedness(1)	\$41,492,929
Less: Assets Held for Debt Service(2)	<u>(2,595)</u>
Net City Long-Term Indebtedness	\$41,490,334
PBC Indebtedness	
Bonds Payable	329,178
Capital Lease Obligations	<u>1,385,740</u>
Gross PBC Indebtedness	1,714,918
Less: Assets Held for Debt Service	<u>(320,183)</u>
Net PBC Indebtedness	<u>1,394,735</u>
Combined Net City and PBC Indebtedness	<u><u>\$42,885,069</u></u>

- (1) Reflects capital appreciation bonds at accreted values as of June 30, 2009.
- (2) Assets Held for Debt Service consists of General Debt Service Fund assets.

Trend in Outstanding Net City and PBC Indebtedness

The following table shows the trend in the outstanding net City and PBC indebtedness as of June 30 of each of the fiscal years 2000 through 2010.

	<u>City Indebtedness</u>		<u>PBC</u>	<u>Total</u>
	<u>Long-Term</u>	<u>Short-Term</u>	<u>Indebtedness</u>	
	(In Millions)			
2000	\$25,543	\$—	\$1,575	\$27,118
2001	25,609	—	1,533	27,142
2002	27,312	—	1,537	28,849
2003	29,043	—	2,059	31,102
2004	30,498	—	1,766	32,264
2005	33,688	—	1,941	35,629
2006	34,076	—	1,751	35,827
2007	34,396	—	1,637	36,033
2008	33,129	—	1,558	34,687
2009	38,648	—	1,484	40,131
2010	41,490	—	1,395	42,885

Rapidity of Principal Retirement

The following table details, as of June 30, 2010, the cumulative percentage of total City indebtedness that is scheduled to be retired in accordance with its terms in each prospective five-year period.

<u>Period</u>	<u>Cumulative Percentage of Debt Scheduled for Retirement</u>
5 years	19.77%
10 years	45.30
15 years	69.02
20 years	87.31
25 years	96.68
30 years	99.94

City and PBC Debt Service Requirements

The following table summarizes future debt service requirements, as of June 30, 2010, on City and PBC indebtedness.

<u>Fiscal Years</u>	<u>City Long-Term Debt</u>		<u>PBC</u>	<u>Total</u>
	<u>Principal</u>	<u>Interest</u>	<u>Indebtedness</u>	
	(In thousands)			
2011.....	\$ 1,783,898	\$ 1,789,715	\$ 65,818	\$ 3,639,431
2012.....	2,153,350	1,719,834	71,121	3,944,305
2013 through 2147.....	<u>37,555,681</u>	<u>16,129,461</u>	<u>1,577,979</u>	<u>55,263,121</u>
Total	<u>\$41,492,929</u>	<u>\$19,639,010</u>	<u>\$1,714,918</u>	<u>\$62,846,857</u>

Certain Debt Ratios

The following table sets forth the approximate ratio of City long-term indebtedness to taxable property value as of June 30 of each of the fiscal years 2000 through 2009.

<u>Fiscal Year</u>	<u>City Long-Term Indebtedness</u> (In Millions)	<u>Percentage of Actual Taxable Value of Property(1)</u>	<u>Per Capita</u>
2000.....	\$27,245	31.73%	\$3,398
2001.....	27,147	29.97	3,364
2002.....	28,465	29.20	3,517
2003.....	29,679	28.90	3,644
2004.....	31,378	29.38	3,834
2005.....	33,903	30.73	4,128
2006.....	35,844	29.26	4,344
2007.....	34,506	27.03	4,170
2008.....	36,100	24.80	4,363
2009.....	39,991	26.31	4,781

Source: CAFR for the fiscal year ended June 30, 2009.

(1) Based on full valuations for each fiscal year derived from the application of the special equalization ratio reported by the State Board for such fiscal year.

Indebtedness of the City and Related Issuers

The following table sets forth obligations of the City and other issuers as of June 30 of each of the fiscal years 2000 through 2009. General obligation bonds are debt of the City. Although IDA Stock Exchange bonds and PBC indebtedness are not debt of the City, the City has entered into agreements to make payments, subject to appropriation, to the respective issuers to be used for debt service on the indebtedness included in the following table. ECF bonds are also not debt of the City. ECF bonds are expected to be paid from revenues of ECF, provided, however, that if such revenues are insufficient, the City has agreed to make payments, subject to appropriation, to ECF for debt service on its bonds. Indebtedness of the TFA, TSASC, STAR Corp. and MAC does not constitute debt of, and is not paid by, the City.

Fiscal Year	General Obligation Bonds(1)	ECF	MAC(2)	TFA	TSASC	STAR	SFC(3)	PBC Indebtedness and Other(4)	IDA Stock Exchange
(In Millions)									
2000	\$27,245	\$142	\$3,532	\$ 5,923	\$ 709	\$ —	\$120	\$1,803	\$ —
2001	27,147	134	3,217	7,386	704	—	80	1,805	—
2002	28,465	125	2,880	8,289	740	—	40	2,298	—
2003	29,679	117	2,151	12,024	1,258	—	—	2,211	—
2004	31,378	107	1,758	13,364	1,256	—	—	2,346	108
2005	33,903	135	—	12,977	1,283	2,552	—	3,044	106
2006	35,844	84	—	12,233	1,334	2,470	—	2,925	104
2007	34,506	123	—	14,607	1,317	2,368	—	2,832	102
2008	36,100	109	—	14,828	1,297	2,339	—	2,025	101
2009	39,991	102	—	16,913	1,274	2,253	—	1,937	99

Source: CAFR for the fiscal year ended June 30, 2009.

- (1) General Obligation Bonds include general obligation bonds held by MAC, the debt service on which was used by MAC to pay debt service on its bonds. Such general obligation “mirror” bonds totaled \$230 million, \$168 million, \$116 million, \$64 million, \$52 million and \$39 million in fiscal years 2000 through 2005, respectively. All of such general obligation “mirror” bonds have been paid.
- (2) All MAC bonds outstanding after 2004 were defeased with a portion of the proceeds of STAR Corp. bonds issued in November 2004.
- (3) The City issued general obligation bonds to the New York City Samurai Funding Corp. (“SFC”) in order to provide funds to SFC for the payment of its bonds. Such general obligation bonds are reflected under SFC in the table.
- (4) PBC Indebtedness and Other includes PBC indebtedness (excluding ECF) and includes capital leases of the City.

As of August 31, 2010, approximately \$40 billion of City general obligation bonds were outstanding.

As of June 30, 2010, \$2 billion aggregate principal amount of HYIC bonds were outstanding. Such bonds were issued to finance the extension of the Number 7 subway line and other public improvements. They are secured by and payable from payments in lieu of taxes and other revenues generated by development in the Hudson Yards area. To the extent such payments in lieu of taxes and other revenues are insufficient to pay interest on the HYIC bonds, the City has agreed to pay the amount of any shortfall in interest on such bonds, subject to appropriation. The City has no obligation to pay the principal of such bonds.

Certain Provisions for the Payment of City Indebtedness

The State Constitution requires the City to make an annual appropriation for: (i) payment of interest on all City indebtedness; (ii) redemption or amortization of bonds; (iii) redemption of other City indebtedness (except bond anticipation notes (“BANs”), tax anticipation notes (“TANs”), revenue anticipation notes (“RANs”) and urban renewal notes (“URNs”) contracted to be paid in that year out of the tax levy or other revenues); and (iv) redemption of short-term indebtedness issued in anticipation of the collection of taxes or other revenues, such as TANs, RANs and URNs, and renewals of such short-term indebtedness which are not retired within five years of the date of original issue. If this appropriation is not made, a sum sufficient for such purposes must be set apart from the first revenues thereafter received by the City and must be applied for these purposes.

The City’s debt service appropriation provides for the interest on, but not the principal of, short-term indebtedness, which has in recent years been issued as TANs and RANs. If such principal were not provided for from the anticipated sources, it would be, like debt service on City bonds, a general obligation of the City.

Pursuant to the Financial Emergency Act, a general debt service fund (the “General Debt Service Fund” or the “Fund”) has been established for the purpose of paying Monthly Debt Service, as defined in the Act. In addition, as required under the Act, accounts have been established by the State Comptroller within the Fund to pay the principal of outstanding City TANs and RANs. For the expiration date of the Financial Emergency Act, see “SECTION III: GOVERNMENT AND FINANCIAL CONTROLS—City Financial Management, Budgeting and Controls—*Financial Emergency Act*.”

Limitations on the City’s Authority to Contract Indebtedness

The Financial Emergency Act imposes various limitations on the issuance of City indebtedness. No TANs may be issued by the City which would cause the principal amount of such issue of TANs to exceed 90% of the “available tax levy,” as defined in the Act, with respect to such issue; TANs and renewals thereof must mature not later than the last day of the fiscal year in which they were issued. No RANs may be issued by the City which would cause the principal amount of RANs outstanding to exceed 90% of the “available revenues,” as defined in the Act, for that fiscal year; RANs must mature not later than the last day of the fiscal year in which they were issued; and in no event may renewals of RANs mature later than one year subsequent to the last day of the fiscal year in which such RANs were originally issued. No BANs may be issued by the City in any fiscal year which would cause the principal amount of BANs outstanding, together with interest due or to become due thereon, to exceed 50% of the principal amount of bonds issued by the City in the twelve months immediately preceding the month in which such BANs are to be issued; BANs must mature not later than six months after their date of issuance and may be renewed once for a period not to exceed six months. Budget Notes may be issued only to fund cost overruns in the expense budget; no Budget Notes, or renewals thereof, may mature later than sixty days prior to the last day of the fiscal year next succeeding the fiscal year during which the Budget Notes were originally issued.

The State Constitution provides that, with certain exceptions, the City may not contract indebtedness, including contracts for capital projects to be paid with the proceeds of City bonds (“contracts for capital projects”), in an amount greater than 10% of the average full value of taxable real estate in the City for the most recent five years (the “general debt limit”). See “SECTION IV: SOURCES OF CITY REVENUES—Real Estate Tax—*Assessment*.” Certain indebtedness (“excluded debt”) is excluded in ascertaining the City’s authority to contract indebtedness within the constitutional limit. TANs, RANs, BANs, URNs and Budget Notes and long-term indebtedness issued for certain types of public improvements and capital projects are considered excluded debt. The City’s authority for variable rate bonds is currently limited, with statutory exceptions, to 25% of the general debt limit. The State Constitution also provides that, subject to legislative implementation, the City may contract indebtedness for low-rent housing, nursing homes for persons of low income and urban renewal purposes in an amount not to exceed 2% of the average assessed valuation of the taxable real estate of the City for the most recent five years (the “2% debt limit”). Excluded from the 2% debt limit, after approval by the State Comptroller, is indebtedness for certain self-supporting programs aided by City guarantees or loans.

Water Authority and TSASC indebtedness and the City’s commitments with other PBCs or related issuers are not chargeable against the City’s constitutional debt limit. The TFA and TSASC were created to provide financing for the City’s capital program. Without the TFA and TSASC, or other legislative relief, new contractual commitments for the City’s general obligation financed capital program would have been virtually brought to a halt during the financial plan period beginning early in the 1998 fiscal year. TSASC has issued approximately \$1.3 billion of bonds that are payable from TSRs. TSASC does not intend to issue additional bonds. The TFA is permitted to have outstanding \$13.5 billion of Future Tax Secured Bonds (excluding Recovery Bonds) and may issue additional Future Tax Secured Bonds, provided that the amount of such additional bonds, together with the amount of indebtedness contracted by the City, do not exceed the debt limit of the City. Future Tax Secured Bonds are secured by the City’s personal income tax revenues and sales tax revenues, if personal income tax revenues do not satisfy specified debt ratios. The TFA currently has outstanding approximately \$15.4 billion of Future Tax Secured Bonds (excluding Recovery Bonds). The TFA may also issue \$9.4 billion of Building Aid Revenue Bonds, which are secured by State building aid and are not chargeable against the City’s constitutional debt limit.

The following table sets forth the calculation of debt-incurring power as of August 31, 2010.

(In Thousands)

Total City Debt-Incurring Power under General Debt Limit		\$76,224,403
Gross Debt-Funded	\$40,071,572	
Less: Excluded Debt	(211,460)	
	39,860,111	
Less: Appropriations for Payment of Principal	(699,193)	
	39,160,918	
Contracts and Other Liabilities, Net of Prior Financings Thereof.	9,825,215	
Total City Indebtedness		<u>48,986,133</u>
TFA Debt Outstanding above \$13.5 billion		<u>1,868,595</u>
Debt-Incurring Power.		<u><u>\$25,369,674</u></u>

Note: Numbers may not add due to rounding.

Federal Bankruptcy Code

Under the Federal Bankruptcy Code, a petition may be filed in the federal bankruptcy court by a municipality which is insolvent or unable to meet its debts as they mature. The filing of such a petition would operate as a stay of any proceeding to enforce a claim against the City. The Federal Bankruptcy Code requires the municipality to file a plan for the adjustment of its debts, which may modify or alter the rights of creditors and may provide for the municipality to issue indebtedness, which could have priority over existing creditors and which could be secured. Any plan of adjustment confirmed by the court must be approved by the requisite majority of creditors. If confirmed by the bankruptcy court, the plan would be binding upon all creditors affected by it. Each of the City and the Control Board, acting on behalf of the City pursuant to the Financial Emergency Act, has the legal capacity to file a petition under the Federal Bankruptcy Code. For the expiration date of the Financial Emergency Act, see “SECTION III: GOVERNMENT AND FINANCIAL CONTROLS—City Financial Management, Budgeting and Controls—*Financial Emergency Act.*”

Public Benefit Corporation Indebtedness

City Financial Commitments to PBCs

PBCs are corporate governmental agencies created by State law to finance and operate projects of a governmental nature or to provide governmental services. Generally, PBCs issue bonds and notes to finance construction of housing, hospitals, dormitories and other facilities and receive revenues from the collection of fees, charges or rentals for the use of their facilities, including subsidies and other payments from the governmental entity whose residents have benefited from the services and facilities provided by the PBC. These bonds and notes do not constitute debt of the City.

The City has undertaken various types of financial commitments with certain PBCs which, although they generally do not represent City indebtedness, have a similar budgetary effect. During a Control Period as defined by the Financial Emergency Act, neither the City nor any Covered Organization may enter into any arrangement whereby the revenues or credit of the City are directly or indirectly pledged, encumbered, committed or promised for the payment of obligations of a PBC unless approved by the Control Board. The principal forms of the City’s financial commitments with respect to PBC debt obligations are as follows:

1. *Capital Lease Obligations*—These are leases of facilities by the City or a Covered Organization, entered into with PBCs, under which the City has no liability beyond monies legally available for lease payments. State law generally provides, however, that in the event the City fails to make any required lease payment, the amount of such payment will be deducted from State aid otherwise payable to the City and will be paid to the PBC.

2. *Executed Leases*—These are leases pursuant to which the City is legally obligated to make the required rental payments.

3. *Capital Reserve Fund Arrangements*—Under these arrangements, State law requires the PBC to maintain a capital reserve fund in a specified minimum amount to be used solely for the payment of the PBC's obligations. State law further provides that in the event the capital reserve fund is depleted, State aid otherwise payable to the City may be paid to the PBC to restore such fund.

Certain PBCs are further described below.

New York City Educational Construction Fund

As of June 30, 2010, \$143.7 million principal amount of ECF bonds to finance costs related to the school portions of combined occupancy structures was outstanding. Under ECF's leases with the City, debt service on the ECF bonds is payable by the City to the extent third party revenues are not sufficient to pay such debt service.

Dormitory Authority of the State of New York

As of June 30, 2010, \$595.5 million principal amount and \$759.3 million principal amount of DASNY bonds issued to finance the design, construction and renovation of court facilities and health facilities, respectively, in the City were outstanding. The court facilities and health facilities are leased to the City by DASNY, with lease payments made by the City in amounts sufficient to pay debt service on DASNY bonds and certain fees and expenses of DASNY.

City University Construction Fund

As of June 30, 2010, approximately \$358.8 million principal amount of DASNY bonds, relating to Community College facilities, subject to capital lease arrangements was outstanding. The City and the State are each responsible for approximately one-half of the CUCF's annual rental payments to DASNY for Community College facilities which are applied to the payment of debt service on the DASNY's bonds issued to finance the leased projects plus related overhead and administrative expenses of DASNY.

New York State Urban Development Corporation

As of June 30, 2010, \$30.9 million principal amount of UDC bonds subject to executed or proposed lease arrangements was outstanding. The City leases schools and certain other facilities from UDC.

SECTION IX: OTHER INFORMATION

Pension Systems

The City maintains a number of pension systems providing benefits for its employees and employees of various independent agencies (including certain Covered Organizations). The systems combine features of a defined benefit pension plan with those of a defined contribution pension plan. Membership in the City's five major actuarial systems on June 30, 2009 consisted of approximately 370,000 active employees, of whom approximately 90,000 were employees of certain independent agencies whose pension costs in some cases are provided by City appropriations. In addition, there were approximately 295,000 retirees and beneficiaries currently receiving benefits and other vested members terminated but not receiving benefits. The City also contributes to three other actuarial systems, maintains a non-actuarial retirement system for retired individuals not covered by the five major actuarial systems, provides other supplemental benefits to retirees and makes contributions to certain union annuity funds.

Each of the City's five major actuarial pension systems is managed by a board of trustees which includes representatives of the City and the employees covered by such system. The City Comptroller is the custodian of, and has been delegated investment responsibilities for, the major actuarial systems, subject to the policies established by the boards of trustees of the systems and State law.

For fiscal year 2009, the City's pension contributions for the five major actuarial pension systems, made on a statutory basis based on actuarial valuations performed as of June 30, 2007, plus the other pension expenditures, were approximately \$6.389 billion. Expense projections for fiscal years 2010 through 2014 are estimated at \$6.760 billion, \$7.612 billion, \$7.877 billion, \$7.983 billion and \$8.086 billion, respectively. These projections are based on actuarial valuation estimates and reflect funding assumptions formulated by the Chief Actuary and the assumed rate of return on pension investments of eight percent as governed by State law. The projections incorporate the impact of actual pension fund investment performance since 2002 which include losses in fiscal year 2003, gains in fiscal years 2004 through 2007 followed by losses in fiscal years 2008 and 2009. The incremental costs or benefit of the return on pension investments in any given year is phased in using six-year averaging periods under the Chief Actuary's funding assumptions.

The statutory assumed rate of return of eight percent is effective through fiscal year 2011. A lower assumed rate of return may be enacted effective July 1, 2011. Required contributions are sensitive to changes in the assumed rate of return. For example, an approximately one-half percent reduction in the assumed rate could require an additional annual pension contribution of approximately \$750 million to \$1 billion. Adjustments in required contributions caused by changes in the assumed rate of return would not be subject to phase-in or averaging.

An independent actuarial firm issued a report in November 2006 on its statutory audit of the actuarial assumptions and methods governing City pension contributions. The Chief Actuary of the City is reviewing the report and may recommend revised funding assumptions to the trustees of the City's pension funds. Although the report is advisory and not binding, it calls for changing certain actuarial assumptions such as life expectancy which, with other recommendations, could result in net increased annual pension contributions. A subsequent independent audit is currently ongoing and a report is expected to be released in 2011.

The Financial Plan includes an annual reserve of \$600 million in each of fiscal years 2011 through 2014 to address changes in actuarial assumptions including the statutory assumed rate of return and life expectancy. However, actual increases in annual pension contributions as a result of any such changes in assumptions could exceed that amount.

The Financial Plan reflects higher additional required contributions associated with actual pension fund investment performance in fiscal years 2008 and 2009. In fiscal year 2008, the pension funds realized a negative 5.4 percent investment return which is significantly below the assumed positive rate of return of eight percent. The Financial Plan reflects additional contributions of \$82 million, \$152 million, \$225 million, \$297 million and \$394 million in fiscal years 2010 through 2014, respectively, as a result of the incremental investment loss in fiscal year 2008.

In addition, in fiscal year 2009 the pension funds realized a negative 18.3 percent investment return, which is significantly below the statutory positive rate of return of eight percent but slightly better than the losses forecast in the June 2009 Financial Plan. The Financial Plan reflects additional contributions of \$406 million, \$747 million, \$1.104 billion and \$1.454 billion in fiscal years 2011 through 2014, respectively, as a result of the incremental investment loss in fiscal year 2009.

As a result of the combined impact of the actual losses in fiscal years 2008 and 2009, the Financial Plan reflects additional pension contributions of \$82 million, \$558 million, \$972 million, \$1.401 billion and \$1.848 billion in fiscal years 2010 through 2014, respectively.

In addition, these projections reflect the costs of settling certain litigation and the expected cost of recently enacted changes to the pension program for teachers.

The City accounts for its pensions consistent with the requirements of GASB, which has resulted in the City's pensions being reported as 99.9% funded in the CAFR for the 2009 fiscal year. The funded status of the City's pension systems was also reported in the CAFR for the 2009 fiscal year under an alternative valuation method, the entry-age actuarial cost method, which resulted in assets being reported as less than liabilities by approximately \$40 billion, or 71.7% funded. For further information see APPENDIX B — FINANCIAL STATEMENTS — Notes to Financial Statements — Notes E.6. and F.”

On June 16, 2010, GASB issued a preliminary views document indicating that it is considering significant changes to GAAP relating to pensions. Proposed changes include, among many others, that governments would be required to report net pension liabilities on their financial statements of net assets when the fair value of pension assets falls short of actuarially calculated liabilities. Currently, GAAP requires that employers report net pension liabilities on their financial statements of net assets only when there is a shortfall in cumulative contributions compared to either actuarially determined annual contributions or contractually required contributions for certain multi-employer plans. The impact on the City of such changes to GAAP, if ultimately implemented, is not certain at this time.

Certain of the systems provide pension benefits of 50% to 55% of “final pay” after 20 to 25 years of service with additional benefits for subsequent years of service. For the 2009 fiscal year, the City’s total annual pension costs, including the City’s pension costs not associated with the five major actuarial systems, plus Federal Social Security tax payments by the City for the year, were approximately 36% of total payroll costs. In addition, contributions are also made by certain component units of the City and other government units directly to the three cost sharing multiple employer actuarial systems. The State Constitution provides that pension rights of public employees are contractual and shall not be diminished or impaired.

Annual pension costs are computed in accordance with GASB Statement No. 27, as amended by GASB Statement No. 50, and are consistent with generally accepted actuarial principles. Actual pension contributions are less than annual pension costs, primarily because the City is only one of the participating employers in the New York City Employees’ Retirement System (“NYCERS”), the Teachers’ Retirement System of the City of New York (“TRS”) and the New York City Board of Education Retirement System (“BERS”). However, the obligations of the participating employers are joint, and, as a result, the failure by any one employer to make its required payment would increase the obligations of the other employers. Depending on the system and the defaulting participating employer, such increased obligation could be material.

For the New York City Police Pension Fund (the “Police Fund”) and the New York City Fire Department Pension Fund (the “Fire Fund”), Net Pension Obligations, which reflect the current funding assumptions which commenced in fiscal year 2006, of approximately \$458.7 million and approximately \$199.9 million, respectively, were recorded as of June 30, 2009.

The following table sets forth, for the five major actuarial pension systems, the amounts by which the actuarial accrued liabilities exceeded the actuarial values of assets for June 30, 1995 to June 30, 2007. For those retirement systems where the actuarial asset values exceeded the actuarial accrued liabilities (i.e., NYCERS for June 30, 1995 to 1999, TRS for June 30, 1999 only, BERS for June 30, 1999 to 2002 and the Police Fund for June 30, 1999 to 2007), the amounts shown include zero for these retirement systems.

<u>June 30,</u>	<u>Unfunded Pension Liability Amount(1) (In Billions)</u>
1995	\$4.03
1996	4.29
1997	4.28
1998	4.64
199915
200017
200121
200219
200333
200427
200521
200615
200710

(1) For purposes of making these calculations, accrued pension contributions receivable from the City were not treated as assets of the system.

For further information regarding the City's pension systems see "APPENDIX B—FINANCIAL STATEMENTS—Notes to Financial Statements—Notes E.6 and F."

Litigation

The following paragraphs describe certain material legal proceedings and claims involving the City and Covered Organizations other than routine litigation incidental to the performance of their governmental and other functions and certain other litigation arising out of alleged constitutional violations, torts, breaches of contract and other violations of law and condemnation proceedings. While the ultimate outcome and fiscal impact, if any, on the City of the proceedings and claims described below are not currently predictable, adverse determinations in certain of them might have a material adverse effect upon the City's ability to carry out the Financial Plan. The City has estimated that its potential future liability on account of outstanding claims against it as of June 30, 2009 amounted to approximately \$5.5 billion. See "SECTION VII: FINANCIAL PLAN—Assumptions—*Expenditure Assumptions*—2. Other Than Personal Services Costs—*Judgments and Claims*."

Taxes

Numerous real estate tax *certiorari* proceedings alleging overvaluation, inequality and illegality are pending against the City. Based on historical settlement activity, and including an estimated premium for inequality of assessment, the City estimates its potential future liability for outstanding *certiorari* proceedings to be \$851 million at June 30, 2009. For a discussion of the City's accounting treatment of its inequality and overvaluation exposure, see "APPENDIX B—FINANCIAL STATEMENTS—Notes to Financial Statements—Note D.5."

Miscellaneous

1. Numerous proceedings alleging respiratory or other injuries from alleged exposures to World Trade Center dust and debris at the World Trade Center site or the Fresh Kills landfill have been commenced against the City and other entities involved in the post-September 11 rescue and recovery process. Plaintiffs include, among others, Department of Sanitation employees, firefighters, police officers, construction workers and building clean-up workers. Complaints on behalf of approximately 11,900 plaintiffs alleging similar causes of action have been filed naming the City or other defendants. Approximately 5,000 of these plaintiffs have to date named the City as a defendant. It is not possible yet to evaluate the magnitude of liability arising from these claims. The actions were either commenced in or have been removed to federal District Court pursuant to the Air Transportation and System Stabilization Act, which grants exclusive federal jurisdiction for all claims related to or resulting from the September 11 attack. The City's motion to dismiss these actions on immunity grounds was denied on October 17, 2006 by the District Court. On March 26, 2008, the Second Circuit upheld the District Court's decision, holding that determining whether the City had immunity for its actions requires developing the factual record. A not-for-profit "captive" insurance company, WTC Captive Insurance Company, Inc. (the "WTC Insurance Company") has been formed to cover claims against the City and its private contractors relating to debris removal work at the World Trade Center site and the Fresh Kills landfill. The insurance company has been funded by a grant from the Federal Emergency Management Agency in the amount of \$999,900,000. Most of the claims against the City and its private contractors set forth above that arise from such debris removal are expected to be eligible for coverage by the WTC Insurance Company. No assurance can be given that such insurance will be sufficient to cover all liability that might arise from such claims. On June 10, 2010, the WTC Insurance Company announced that a settlement was reached with attorneys for the plaintiffs. Under the settlement, the WTC Insurance Company would pay up to approximately \$712.5 million, leaving residual funds to insure and defend the City and its contractors against claims that are not settled as part of the settlement and any new claims. In order for the settlement to take effect, at least 95 percent of the plaintiffs must accept its terms. A public hearing was held before the Court on June 23, 2010 to hear from all parties concerning the settlement and the judge found that the settlement was fair and reasonable. Plaintiffs have until November 8, 2010 to decide whether to accept the offer.

One property damage claim relating to the September 11 attack alleges significant damages. The claim, which relates to the original 7 World Trade Center (“7 WTC”), alleges damages to Con Edison and its insurers of \$214 million, subject to clarification, for the loss of the electrical substation over which 7 WTC was built. The claim alleges that a diesel fuel tank, which stored fuel for emergency back-up power to the City’s Office of Emergency Management facility on the 23rd floor, contributed to the building’s collapse. Con Edison and its insurers filed suit based on the allegations in their claim. Plaintiff has submitted to the Court a claim form required of all property damage plaintiffs in the September 11 litigation in the amount of approximately \$750 million for damages suffered at several different locations in the aftermath of the September 11 attacks. Although it is not clear what portion of the increased damages plaintiff alleges to be the responsibility of the City, it appears that no part of the increased claim can be attributed to the City’s actions. The City’s motion for summary judgment was granted in January 2006. The action, however, continued to proceed against other defendants until final judgment was entered on August 14, 2009. Con Edison and its insurers then filed a notice of appeal challenging the dismissal of their claims against the City. The appeal was argued before the Second Circuit on September 14, 2010. A decision has not yet been issued.

2. In 1996, a class action was brought against the City and the State under Title VII of the Civil Rights Act of 1964 alleging that the use by the City Board of Education of two teacher certification examinations mandated by the State had a disparate impact on minority candidates. The lower court dismissed the case. Plaintiffs appealed, and in 2006, the United States Court of Appeals for the Second Circuit reversed the lower court’s ruling and remanded the matter for further proceedings. The State has advised the City that there are approximately 3,500 members of the class and has calculated potential damages, based on the difference in salary between a certified public school teaching position and an uncertified parochial or private school teaching position, of approximately \$455,000,000.

3. In 2006, a relator filed two lawsuits in the United States District Court for the Southern District of New York against the City’s Department of Housing Preservation and Development (“HPD”) and other defendants under the False Claims Act. The relator alleged that HPD was involved with the submission of false claims to the United States Department of Housing and Urban Development (“HUD”) in connection with the federal government’s Section 8 Enhanced Voucher program which provides rental subsidies to low and moderate income tenants payable to the landlord. These alleged false claims would have resulted in HUD’s overpayment of subsidies to the defendant property owners, by virtue of the alleged improper removal of housing units from rent regulation. These lawsuits remained under seal pending completion of an investigation by the United States Department of Justice, which was completed in 2009. Following this investigation, the federal government elected to pursue common-law claims against the property owners, seeking a declaration that the properties are and should have remained subject to rent-regulation, and to recover any overpayments made as a result of the allegedly improper de-regulation. The federal government has not sought any relief against the City. The relator is pursuing the false claims actions against HPD and the defendant property owners, seeking treble damages of the alleged overpayments made by HUD on approximately 870 units, plus civil penalties of up to \$11,000 per claim for each violation of the False Claims Act. On July 2, 2010, the Court granted the City’s motion to dismiss these actions subsequent to which the relator filed an appeal.

Environmental Regulation

On March 2, 2010, following an earlier notice of proposed listing, the United States Environmental Protection Agency (“EPA”) listed the Gowanus Canal, a waterway located in Brooklyn, New York, as a federal Superfund site under the Comprehensive Environmental Response, Compensation and Liability Act (“CERCLA”). While it was evaluating listing the Gowanus Canal, on November 5, 2009, EPA notified the City that EPA considers the City a potential responsible party (“PRP”) under CERCLA for hazardous wastes in the Gowanus Canal. In its PRP notice letter, EPA identified current and formerly City-owned and operated properties, including an asphalt plant, an inactive incinerator, and waterfront properties historically leased to private entities.

On September 27, 2010, following an earlier notice of proposed listing, EPA listed Newtown Creek, the waterway on the border between Brooklyn and Queens, New York, as a Superfund site. While it was evaluating listing Newton Creek, on April 6, 2010, EPA notified the City that EPA considers the City a PRP under CERCLA for hazardous wastes in the Newtown Creek. In its Newtown Creek PRP notice letter, EPA identified historical City activities that filled former wetlands and low lying areas in and around the Newtown Creek and releases from formerly City-owned and operated facilities, including municipal incinerators, as well as discharges from sewers and combined sewer overflow outfalls as sources of hazardous substances in the Newtown Creek.

Under CERCLA, a responsible party may be held responsible for monies expended for response actions at a Superfund site, including investigative, planning, removal, remedial and EPA enforcement actions. A responsible party may also be ordered by EPA to take response actions themselves. Responsible parties include, among others, past or current owners or operators of a facility from which there is a release of a hazardous substance that causes the incurrence of response costs. The nature, extent, and cost of response actions at either Gowanus Canal or Newtown Creek, and the extent of the City's liability, if any, for monies expended for such response actions, will likely not be determined for several years.

Tax Matters

Taxable Bonds

In General. The Subseries C-1 and C-2 Bonds are referred to in this section "Tax Matters" as the "Taxable Bonds."

Interest on the Taxable Bonds will be includable in the gross income of the owners thereof for purposes of federal income taxation. See "Certain U.S. Federal Income Tax Considerations" below. Under existing law, interest on the Taxable Bonds will be exempt from personal income taxes imposed by the State or any political subdivision thereof, including the City.

Certain U.S. Federal Income Tax Considerations. The following summary of certain United States federal income tax consequences of the purchase, ownership and disposition of the Taxable Bonds is based upon laws, regulations, rulings and decisions now in effect, all of which are subject to change (including changes in effective dates), which change may be retroactive, or possible differing interpretations. It deals only with Taxable Bonds held as capital assets and does not purport to deal with persons in special tax situations, such as financial institutions, insurance companies, regulated investment companies, dealer's in securities or currencies, persons holding Taxable Bonds as a hedge against currency risks or as a position in a "straddle" for tax purposes, or persons whose functional currency is not the U.S. dollar. It also does not deal with holders other than investors who purchase Taxable Bonds in the initial offering at the first price at which a substantial amount of such substantially identical Taxable Bonds are sold to the general public (except where otherwise specifically noted). Persons considering the purchase of the Taxable Bonds should consult their own tax advisors concerning the application of U.S. federal income tax laws to their particular situations as well as any consequences of the purchase, ownership and disposition of the Taxable Bonds arising under the laws of any other taxing jurisdiction.

As used herein, the term "U.S. Holder" means a beneficial owner of a Taxable Bond that is for U.S. federal income tax purposes (i) a citizen or resident of the United States, (ii) a corporation (including an entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia, (iii) an estate, the income of which is subject to U.S. federal income taxation regardless of its source or (iv) a trust if (a) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust, or (b) the trust was in existence on August 20, 1996 and properly elected to continue to be treated as a United States person. Moreover, as used herein, the term "U.S. Holder" includes any holder of a Taxable Bond whose income or gain in respect of its investment in a Taxable Bond is effectively connected with a U.S. trade or business.

Payments of Interest. Payments of interest on a Taxable Bond generally will be taxable to a U.S. Holder as ordinary interest income at the time such payments are accrued or are received (in accordance with the U.S. Holder's regular method of tax accounting), provided such interest is "qualified stated interest," as defined below.

Original Issue Discount. The following summary is a general discussion of the U.S. federal income tax consequences to U.S. Holders of the purchase, ownership and disposition of Taxable Bonds issued with original issue discount ("OID Bonds"), if any. The following summary is based upon final Treasury regulations (the "OID Regulations") released by the IRS under the original issue discount provisions of the Code.

For U.S. federal income tax purposes, original issue discount is the excess of the stated redemption price at maturity of a bond over its issue price, if such excess equals or exceeds a *de minimis* amount (generally $\frac{1}{4}$ of 1% of the bond's stated redemption price at maturity multiplied by the number of complete years to its maturity from its issue date or, in the case of a bond providing for the payment of any amount other than qualified stated interest (as defined below) prior to maturity, multiplied by the weighted average maturity of such bond). The issue price of each maturity of substantially identical Taxable Bonds equals the first price at which a substantial amount of such maturity of Taxable Bonds has been sold (ignoring sales to bond houses, brokers or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers). The stated redemption price at maturity of a Taxable Bond is the sum of all payments provided by the Taxable Bond other than "qualified stated interest" payments. The term "qualified stated interest" generally means stated interest that is unconditionally payable in cash or property (other than debt instruments of the issuer) at least annually at a single fixed rate. Payments of qualified stated interest on a Taxable Bond are generally taxable to a U.S. Holder as ordinary interest income at the time such payments are accrued or are received (in accordance with the U.S. Holder's regular method of tax accounting).

A U.S. Holder of an OID Bond must include original issue discount in income as ordinary interest income for U.S. federal income tax purposes as it accrues under a constant yield method in advance of receipt of the cash payments attributable to such income, regardless of such U.S. Holder's regular method of tax accounting. In general, the amount of original issue discount included in income by the initial U.S. Holder of an OID Bond is the sum of the daily portions of original issue discount with respect to such OID Bond for each day during the taxable year (or portion of the taxable year) on which such U.S. Holder held such OID Bond. The "daily portion" of original issue discount on any OID Bond is determined by allocating to each day in any accrual period a ratable portion of the original issue discount allocable to that accrual period. An "accrual period" may be of any length and the accrual periods may vary in length over the term of the OID Bond, provided that each accrual period is no longer than one year and each scheduled payment of principal or interest occurs either on the final day of an accrual period or on the first day of an accrual period. The amount of original issue discount allocable to each accrual period is generally equal to the difference between (i) the product of the OID Bond's adjusted issue price at the beginning of such accrual period and its yield to maturity (determined on the basis of compounding at the close of each accrual period and appropriately adjusted to take into account the length of the particular accrual period) and (ii) the amount of any qualified stated interest payments allocable to such accrual period. The "adjusted issue price" of an OID Bond at the beginning of any accrual period is the sum of the issue price of the OID Bond plus the amount of original issue discount allocable to all prior accrual periods minus the amount of any prior payments on the OID Bond that were not qualified stated interest payments. Under these rules, U.S. Holders generally will have to include in income increasingly greater amounts of original issue discount in successive accrual periods.

A U.S. Holder who purchases an OID Bond for an amount that is greater than its adjusted issue price as of the purchase date and less than or equal to the sum of all amounts payable on the OID Bond after the purchase date, other than payments of qualified stated interest, will be considered to have purchased the OID Bond at an "acquisition premium." Under the acquisition premium rules, the amount of original issue discount which such U.S. Holder must include in its gross income with respect to such OID Bond for any

taxable year (or portion thereof in which the U.S. Holder holds the OID Bond) will be reduced (but not below zero) by the portion of the acquisition premium properly allocable to the period.

U.S. Holders may generally, upon election, include in income all interest (including stated interest, acquisition discount, original issue discount, *de minimis* original issue discount, market discount, *de minimis* market discount, and unstated interest, as adjusted by any amortizable bond premium or acquisition premium) that accrues on a debt instrument by using the constant yield method applicable to original issue discount, subject to certain limitations and exceptions. This election will generally apply only to the debt instrument with respect to which it is made and may be revoked only with the consent of the IRS.

Market Discount. If a U.S. Holder purchases a Taxable Bond, other than an OID Bond, for an amount that is less than its issue price (or, in the case of a subsequent purchaser, its stated redemption price at maturity) or, in the case of an OID Bond, for an amount that is less than its adjusted issue price as of the purchase date, such U.S. Holder will be treated as having purchased such Taxable Bond at a “market discount,” unless the amount of such market discount is less than the specified *de minimis* amount.

Under the market discount rules, a U.S. Holder will be required to treat any partial principal payment (or, in the case of an OID Bond, any payment that does not constitute qualified stated interest) on, or any gain realized on the sale, exchange, retirement or other disposition of, a Taxable Bond as ordinary income to the extent of the lesser of (i) the amount of such payment or realized gain or (ii) the market discount which has not previously been included in gross income and is treated as having accrued on such Taxable Bond at the time of such payment or disposition. Market discount will be considered to accrue ratably during the period from the date of acquisition to the maturity date of the Taxable Bonds, unless the U.S. Holder elects to accrue market discount on the basis of semiannual compounding.

A U.S. Holder may be required to defer the deduction of all or a portion of the interest paid or accrued on any indebtedness incurred or maintained to purchase or carry a Taxable Bond with market discount until the maturity of such Taxable Bond or certain earlier dispositions, because a current deduction is only allowed to the extent the interest expense exceeds an allocable portion of market discount. A U.S. Holder may elect to include market discount in income currently as it accrues (on either a ratable or semiannual compounding basis), in which case the rules described above regarding the treatment as ordinary income of gain upon the disposition of the Taxable Bond and upon the receipt of certain cash payments and regarding the deferral of interest deductions will not apply. Generally, such currently included market discount is treated as ordinary income for U.S. federal income tax purposes. Such an election will apply to all debt instruments acquired by the U.S. Holder on or after the first day of the first taxable year to which such election applies and may be revoked only with the consent of the IRS.

Premium. If a U.S. Holder purchases a Taxable Bond for an amount that is greater than the sum of all amounts payable on the Bond after the purchase date, other than payments of qualified stated interest, such U.S. Holder will be considered to have purchased the Taxable Bond with “amortizable bond premium” equal in amount to such excess. A U.S. Holder may elect to amortize such premium using a constant yield method over the remaining term of the Taxable Bond and may offset interest otherwise required to be included in respect of the Taxable Bond during any taxable year by the amortized amount of such excess for the taxable year. Bond premium on a Taxable Bond held by a U.S. Holder that does not make such election will decrease the amount of gain or increase the amount of loss otherwise recognized on the disposition of such Taxable Bond. However, if the Taxable Bond may be optionally redeemed after the U.S. Holder acquires it at a price in excess of its stated redemption price at maturity, special rules would apply which could result in a deferral of the amortization of some bond premium until later in the term of the Taxable Bond (as discussed in more detail below). Any election to amortize bond premium applies to all taxable debt instruments held by the U.S. Holder on or after the first day of the first taxable year to which such election applies and may be revoked only with the consent of the IRS.

The following rules apply to any Taxable Bond which may be optionally redeemed after the U.S. Holder acquires it at a price in excess of its stated redemption price at maturity. The amount of amortizable bond premium attributable to such Taxable Bond shall be equal to the lesser of (1) the difference between (A) such U.S. Holder’s tax basis in the Taxable Bond and (B) the sum of all amounts payable on the Taxable Bond after

the purchase date, other than payments of qualified stated interest or (2) the difference between (X) such U.S. Holder's tax basis in the Taxable Bond and (Y) the sum of all amounts payable on the Bond after the purchase date due on or before the early call date, other than payments of qualified stated interest. If the Taxable Bonds may be redeemed on more than one date prior to maturity, the early call date and amount payable on that early call date that produces the lowest amount of amortizable bond premium, is the early call date and amount payable on the early call date that is initially used for purposes of calculating the amount pursuant to clause (2) of the previous sentence. If an early call date is not taken into account in computing premium amortization and the early call is in fact exercised, a U.S. Holder will be allowed a deduction for the excess of the U.S. Holder's tax basis in the Taxable Bond over the amount realized pursuant to the redemption. If an early call date is taken into account in computing premium amortization and the early call is not exercised, the Taxable Bond will be treated as reissued on such early call date for the call price. Following the deemed reissuance, the amount of amortizable bond premium is recalculated pursuant to the rules of this section "– Premium." The rules relating to a Taxable Bond which may be optionally redeemed are complex and prospective purchasers are urged to consult their own tax advisors regarding the application of the amortizable bond premium rules to their particular situation.

Disposition of a Taxable Bond. Except as discussed above, upon the sale, exchange or retirement of a Taxable Bond a U.S. Holder generally will recognize taxable gain or loss equal to the difference between the amount realized on the sale, exchange or retirement (other than amounts representing accrued and unpaid interest) and such U.S. Holder's tax basis in the Taxable Bond. A U.S. Holder's tax basis in a Taxable Bond generally will equal such U.S. Holder's initial investment in the Taxable Bond increased by any original issue discount included in income (and accrued market discount, if any, if the U.S. holder has included market discount in income) and decreased by the amount of payments, other than qualified stated interest payments, received and amortizable bond premium taken with respect to such Taxable Bond. Such gain or loss generally will be long-term capital gain or loss if the Taxable Bond has been held by the U.S. Holder at the time of disposition for more than one year. If the U.S. Holder is an individual, long term capital gain will be subject to reduced rates of taxation. The deductibility of capital losses is subject to certain limitations.

Medicare Tax. Recently enacted legislation will impose an additional 3.8% tax on the net investment income (which includes interest, original issue discount and gains from a disposition of a Taxable Bond) of certain individuals, trust and estates, for taxable years beginning after December 31, 2012. Prospective investors in the Taxable Bonds should consult their tax advisors regarding the possible applicability of this tax to an investment in the Taxable Bonds.

Non-U.S. Holders. A non-U.S. Holder will not be subject to United States federal income taxes on payments of principal, premium (if any), interest (including original issue discount, if any) on a Taxable Bond, unless such non-U.S. Holder is a controlled foreign corporation related to the City or a bank receiving interest described in section 881(c)(3)(A) of the Code. To qualify for the exemption from taxation, the Withholding Agent, as defined below, must have received a statement from the individual or corporation that:

- is signed by the beneficial owner of the Taxable Bond under penalties of perjury,
- certifies that such owner is not a U.S. Holder, and
- provides the beneficial owner's name and address.

A "Withholding Agent" is the last United States payor (or a non-U.S. payor who is a qualified intermediary, U.S. branch of a foreign person, or withholding foreign partnership) in the chain of payment prior to payment to a non-U.S. Holder (which itself is not a Withholding Agent). Generally, this statement is made on an IRS Form W-8BEN ("W-8BEN"), which is effective for the remainder of the year of signature plus three full calendar years unless a change in circumstances makes any information on the form incorrect. Notwithstanding the preceding sentence, a W-8BEN with a U.S. taxpayer identification number will remain effective until a change in circumstances makes any information on the form incorrect, provided that the Withholding Agent reports at least annually to the beneficial owner on IRS Form 1042-S. The beneficial owner must inform the Withholding Agent within 30 days of such change and furnish a new W-8BEN. A non-U.S. Holder who is not an individual or corporation (or an entity treated as a corporation for federal income tax purposes) holding the Taxable Bonds on its own behalf may have substantially

increased reporting requirements. In particular, in the case of Taxable Bonds held by a foreign partnership (or foreign trust), the partners (or beneficiaries) rather than the partnership (or trust) will be required to provide the certification discussed above, and the partnership (or trust) will be required to provide certain additional information.

A non-U.S. Holder whose income with respect to its investment in a Taxable Bond is effectively connected with the conduct of a U.S. trade or business would generally be taxed as if the holder was a U.S. person provided the holder provides to the Withholding Agent an IRS Form W-8ECI.

Certain securities clearing organizations, and other entities who are not beneficial owners, may be able to provide a signed statement to the Withholding Agent. However, in such case, the signed statement may require a copy of the beneficial owner's W-8BEN (or the substitute form).

Generally, a non-U.S. Holder will not be subject to United States federal income taxes on any amount which constitutes capital gain upon retirement or disposition of a Taxable Bond, unless such non-U.S. Holder is an individual who is present in the United States for 183 days or more in the taxable year of the disposition and such gain is derived from sources within the United States. Certain other exceptions may be applicable, and a non-U.S. Holder should consult its tax advisor in this regard.

The Taxable Bonds will not be includible in the estate of a non-U.S. Holder unless at the time of such individual's death, payments in respect of the Taxable Bonds would have been effectively connected with the conduct by such individual of a trade or business in the United States.

Backup Withholding. Backup withholding of United States federal income tax may apply to payments made in respect of the Taxable Bonds to registered owners who are not "exempt recipients" and who fail to provide certain identifying information (such as the registered owner's taxpayer identification number) in the required manner. Generally, individuals are not exempt recipients, whereas corporations and certain other entities generally are exempt recipients. Payments made in respect of the Taxable Bonds to a U.S. Holder must be reported to the IRS, unless the U.S. Holder is an exempt recipient or establishes an exemption. Compliance with the identification procedures described in the preceding section would establish an exemption from backup withholding for those non-U.S. Holders who are not exempt recipients.

In addition, upon the sale of a Taxable Bond to (or through) a broker, the broker must report the sale and withhold on the entire purchase price, unless either (i) the broker determines that the seller is a corporation or other exempt recipient or (ii) the seller certifies that such seller is a non-U.S. Holder (and certain other conditions are met). Certification of the registered owner's non-U.S. status would be made normally on an IRS Form W-8BEN under penalties of perjury, although in certain cases it may be possible to submit other documentary evidence.

Any amounts withheld under the backup withholding rules from a payment to a beneficial owner would be allowed as a refund or a credit against such beneficial owner's United States federal income tax provided the required information is furnished to the IRS.

Owners of Build America Bonds Not to Receive Tax Credit. While the Build America Bonds offered hereby will be issued as "Build America Bonds," the City will elect to receive a cash subsidy payment from the United States Treasury equal to 35% of the interest payable by the City on the Build America Bonds. **UNDER NO CIRCUMSTANCES WILL THE OWNERS OF THE BUILD AMERICA BONDS RECEIVE OR BE ENTITLED TO A CREDIT AT ANY TIME AGAINST THE TAX IMPOSED BY THE CODE.**

Circular 230 Notice. Any discussion of U.S. federal tax issues set forth in this Official Statement relating to the Taxable Bonds was written in connection with the promotion and marketing of the transactions described in this Official Statement. Such discussion is not intended or written to be legal or tax advice with respect to the Taxable Bonds to any person and is not intended or written to be used, and cannot be used, by any person for the purpose of avoiding any U.S. federal tax penalties that may be

imposed on such person. Each investor should seek advice based on its particular circumstances from an independent tax advisor.

Tax-Exempt Bonds

The Series D and E Bonds are referred to in this section “Tax Matters” as the “Tax-Exempt Bonds.”

In the opinion of Sidley Austin LLP, New York, New York, as Bond Counsel, interest on the Tax-Exempt Bonds will be exempt from personal income taxes imposed by the State or any political subdivision thereof, including the City.

The City has covenanted to comply with applicable provisions of the Internal Revenue Code of 1986, as amended (the “Code”), relating to the exclusion from gross income of the interest on the Tax-Exempt Bonds for purposes of federal income taxation. In the opinion of Bond Counsel, assuming compliance by the City with such provisions of the Code, interest on the Tax-Exempt Bonds will not be included in the gross income of the owners thereof for purposes of federal income taxation. Failure by the City to comply with such applicable requirements may cause interest on the Tax-Exempt Bonds to be includable in the gross income of the owners thereof retroactive to the date of issue of the Bonds. Further, Bond Counsel will render no opinion as to the effect on the exclusion from gross income of interest on the Tax-Exempt Bonds of any action taken or not taken after the date of such opinion without the approval of Bond Counsel.

In the opinion of Bond Counsel, interest on the Tax-Exempt Bonds will not be a specific preference item for purposes of the federal individual or corporate alternative minimum tax. The Code contains other provisions (some of which are noted below) that could result in tax consequences, upon which no opinion will be rendered by Bond Counsel, as a result of ownership of such Tax-Exempt Bonds or the inclusion in certain computations (including, without limitation, those related to the corporate alternative minimum tax) of interest that is excluded from gross income.

Ownership of tax-exempt obligations may result in collateral tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, certain foreign corporations doing business in the United States, certain S Corporations with excess passive income, individual recipients of Social Security or railroad retirement benefits, taxpayers eligible for the earned income tax credit and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations. Prospective purchasers of the Tax-Exempt Bonds should consult their tax advisors as to the applicability of any such collateral consequences.

The excess, if any, of the amount payable at maturity of any maturity of the Tax-Exempt Bonds purchased as part of the initial public offering over the issue price thereof constitutes original issue discount. The amount of original issue discount that has accrued and is properly allocable to an owner of any maturity of the Tax-Exempt Bonds with original issue discount (a “Discount Bond”) will be excluded from gross income for federal, State and City income tax purposes to the same extent as interest on the Tax-Exempt Bonds. In general, the issue price of a maturity of the Tax-Exempt Bonds is the first price at which a substantial amount of Tax-Exempt Bonds of that maturity was sold (excluding sales to bond houses, brokers or similar persons or organizations acting in the capacity of underwriters, placement agents, or wholesalers) and the amount of original issue discount accrues in accordance with a constant yield method based on the compounding of interest. A purchaser’s adjusted basis in a Discount Bond is to be increased by the amount of such accruing discount for purposes of determining taxable gain or loss on the sale or other disposition of such Discount Bond for federal income tax purposes. In addition, original issue discount that accrues in each year to an owner of a Discount Bond is included in the calculation of the distribution requirements of certain regulated investment companies and may result in some of the collateral federal income tax consequences discussed above. Consequently, owners of any Discount Bond should be aware that the accrual of original issue discount in each year may result in additional distribution requirements or other collateral federal income tax consequences although the owner of such Discount Bond has not received cash attributable to such original issue discount in such year.

The accrual of original issue discount and its effect on the redemption, sale or other disposition of a Discount Bond that is not purchased in the initial offering at the first price at which a substantial amount of such substantially identical Tax-Exempt Bonds is sold to the public may be determined according to rules that differ from those described above. An owner of a Discount Bond should consult his tax advisors with respect to the determination for federal income tax purposes of the amount of original issue discount with respect to such Discount Bond and with respect to state and local tax consequences of owning and disposing of such Discount Bond.

The excess, if any, of the tax basis of the Tax-Exempt Bonds purchased by a purchaser (other than a purchaser who holds the Tax-Exempt Bonds, as inventory, stock in trade or for sale to customers in the ordinary course of business) over the amount payable at maturity is “bond premium.” Bond premium is amortized over the term of the Tax-Exempt Bonds for federal income tax purposes (or, in the case of a bond with bond premium callable prior to its stated maturity, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on such bond). Owners of the Tax-Exempt Bonds are required to decrease their adjusted basis in the Tax-Exempt Bonds by the amount of amortizable bond premium attributable to each taxable year the Tax-Exempt Bonds are held. The amortizable bond premium on the Tax-Exempt Bonds attributable to a taxable year is not deductible for federal income tax purposes; however, such amortizable bond premium is treated as an offset to qualified stated interest received on the Tax-Exempt Bonds. Owners of such Tax-Exempt Bonds should consult their tax advisors with respect to the determination for federal income tax purposes of the treatment of bond premiums upon sale or other disposition of such Tax-Exempt Bonds and with respect to the state and local tax consequences of owning and disposing of such Tax-Exempt Bonds.

Interest paid on tax-exempt obligations will be subject to information reporting in a manner similar to interest paid on taxable obligations. Although such reporting requirement does not, in and of itself, affect the excludability of interest on the Bonds from gross income for federal income tax purposes, such reporting requirement causes the payment of interest on the Bonds to be subject to backup withholding if such interest is paid to beneficial owners who (a) are not “exempt recipients,” and (b) either fail to provide certain identifying information (such as the beneficial owner’s taxpayer identification number) in the required manner or have been identified by the Internal Revenue Service (the “IRS”) as having failed to report all interest and dividends required to be shown on their income tax returns. Generally, individuals are not exempt recipients, whereas corporations and certain other entities generally are exempt recipients. Amounts withheld under the backup withholding rules from a payment to a beneficial owner would be allowed as a refund or a credit against such beneficial owner’s federal income tax liability provided the required information is furnished to the IRS.

Future Tax Developments

Future legislative proposals, if enacted into law, regulations, rulings or court decisions may cause interest on the Bonds to be subject, directly or indirectly, to federal income taxation or to State or local income taxation, or otherwise prevent beneficial owners from realizing the full current benefit of the tax status of such interest. Further, legislation or regulatory actions and proposals may affect the economic value of the federal or State tax exemption or the market value of the Bonds. Prospective purchasers of the Bonds should consult their own tax advisors regarding any pending or proposed federal or State tax legislation, regulations, rulings or litigation, as to which Bond Counsel expresses no opinion.

ERISA Considerations

The Employees Retirement Income Security Act of 1974, as amended (“ERISA”), and the Code generally prohibit certain transactions between employee benefit plans under ERISA or tax qualified retirement plans and individual retirement accounts under the Code (collectively, the “Plans”) and persons who, with respect to a Plan, are fiduciaries or other “parties in interest” within the meaning of ERISA or “disqualified persons” within the meaning of the Code. In addition, each fiduciary of a Plan (“Plan Fiduciary”) must give appropriate consideration to the facts and circumstances that are relevant to an investment in the Bonds, including the role that such an investment in the Bonds would play in the Plan’s

overall investment portfolio. Each Plan Fiduciary, before deciding to invest in the Bonds, must be satisfied that such investment in the Bonds is a prudent investment for the Plan, that the investments of the Plan, including the investment in the Bonds, are diversified so as to minimize the risk of large losses and that an investment in the Bonds complies with the documents of the Plan and related trust. All Plan Fiduciaries, in consultation with their advisors, should carefully consider the impact of ERISA and the Code on an investment in any Bond.

Ratings

The Bonds have been rated “Aa2” by Moody’s Investors Service, Inc. (“Moody’s”), “AA” by Standard & Poor’s Ratings Services (“Standard & Poor’s”) and “AA” by Fitch, Inc. (“Fitch”). Such ratings reflect only the views of Moody’s, Standard & Poor’s and Fitch from which an explanation of the significance of such ratings may be obtained. There is no assurance that such ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely. Any such downward revision or withdrawal could have an adverse effect on the market prices of such bonds.

Legal Opinions

The legality of the authorization and issuance of the Bonds will be covered by the approving legal opinion of Sidley Austin LLP, New York, New York, Bond Counsel to the City. Reference should be made to the form of such opinion as set forth in Appendix D hereto for the matters covered by such opinion and the scope of Bond Counsel’s engagement in relation to the issuance of the Bonds. Such firm is also acting as counsel for and against the City in certain other unrelated matters.

Certain legal matters are being passed upon for the City by its Corporation Counsel.

Orrick, Herrington & Sutcliffe LLP, New York, New York, Special Disclosure Counsel to the City, will pass upon certain legal matters in connection with the preparation of this Official Statement.

Certain legal matters will be passed upon for the Underwriters and the Original Purchaser by Hawkins Delafield & Wood LLP, New York, New York, Counsel for the Underwriters and the Original Purchaser.

Verification

The accuracy of (i) the mathematical computations of the adequacy of the maturing principal of and interest earned on the government obligations to be held in escrow to pay principal, interest not otherwise paid and redemption premiums, if any, on the bonds identified in Appendix C hereof and (ii) certain mathematical computations supporting the conclusion that the Bonds are not “arbitrage bonds” under the Code, will be verified by a verification agent selected by the City.

Underwriting

The Subseries C-1 Bonds and the Tax-Exempt Bonds are being purchased for reoffering by the Underwriters for whom Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Morgan Stanley & Co. Incorporated and Siebert Brandford Shank & Co., LLC are acting as lead managers. The compensation for services rendered in connection with the underwriting of the Subseries C-1 Bonds and the Tax-Exempt Bonds will be \$6,368,591. All of the Subseries C-1 Bonds and the Tax-Exempt Bonds will be purchased if any are purchased.

The Subseries C-2 Bonds will be purchased for reoffering by Citigroup Global Markets Inc., the Original Purchaser. The compensation for services rendered in connection with the Subseries C-2 Bonds shall be \$694,500.

In addition, certain of the Underwriters have entered into distribution agreements with other broker-dealers (that have not been designated by the City as Underwriters) for the distribution of the Bonds at the original issue prices. Such agreements generally provide that the relevant Underwriter will share a portion of its underwriting compensation or selling concession with such broker-dealers.

Continuing Disclosure Undertaking

As authorized by the Act, and to the extent that (i) Rule 15c2-12 (the “Rule”) of the Securities and Exchange Commission (“SEC”) under the Securities Exchange Act of 1934, as amended (the “1934 Act”) requires the underwriters (as defined in the Rule) of securities offered hereby (under this caption, if subject to the Rule, the “securities”) to determine, as a condition to purchasing the securities, that the City will covenant to the effect of the Undertaking, and (ii) the Rule as so applied is authorized by a federal law that as so construed is within the powers of Congress, the City agrees with the record and beneficial owners from time to time of the outstanding securities (under this caption, if subject to the Rule, “Bondholders”) to provide:

(a) within 185 days after the end of each fiscal year, to the Electronic Municipal Market Access system (“EMMA”) (www.emma.msrb.org) established by the Municipal Securities Rulemaking Board (the “MSRB”), core financial information and operating data for the prior fiscal year, including, (i) the City’s audited general purpose financial statements, prepared in accordance with generally accepted accounting principles in effect from time to time, and (ii) material historical quantitative data on the City’s revenues, expenditures, financial operations and indebtedness generally of the type found herein in Sections IV, V and VIII and under the captions “2005-2009 Summary of Operations” in Section VI and “Pension Systems” in Section IX; and

(b) in a timely manner, to EMMA, notice of any of the following events with respect to the securities, if material:

- (1) principal and interest payment delinquencies;
- (2) non-payment related defaults;
- (3) unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) substitution of credit or liquidity providers, or their failure to perform;
- (6) adverse tax opinions or events affecting the tax-exempt status of the security;
- (7) modifications to rights of security holders;
- (8) bond calls;
- (9) defeasances;
- (10) release, substitution, or sale of property securing repayment of the securities;
- (11) rating changes; and
- (12) failure of the City to comply with clause (a) above.

Event (3) is included pursuant to a letter from the SEC staff to the National Association of Bond Lawyers dated September 19, 1995. However, event (3) may not be applicable, since the terms of the securities do not provide for “debt service reserves.”

Events (4) and (5). The City does not undertake to provide any notice with respect to credit enhancement added after the primary offering of the securities, unless the City applies for or participates in obtaining the enhancement.

Event (6) is relevant only to the extent interest on the securities is tax-exempt.

Event (8). The City does not undertake to provide the above-described event notice of a mandatory scheduled redemption, not otherwise contingent upon the occurrence of an event, if (i) the terms, dates and amounts of redemption are set forth in detail in the final official statement (as defined in the Rule), (ii) the only open issue, which securities will be redeemed in the case of a partial redemption, (iii) notice of redemption is given to the Bondholders as required under the terms of the securities and (iv) public notice

of redemption is given pursuant to Exchange Act Release No. 23856 of the SEC, even if the originally scheduled amounts are reduced prior to optional redemptions or security purchases.

No Bondholder may institute any suit, action or proceeding at law or in equity (“Proceeding”) for the enforcement of the Undertaking or for any remedy for breach thereof, unless such Bondholder shall have filed with the Corporation Counsel of the City evidence of ownership and a written notice, of and request to, cure such breach, and the City shall have refused to comply within a reasonable time. All Proceedings shall be instituted only as specified herein, in the federal or State courts located in the Borough of Manhattan, State and City of New York, and for the equal benefit of all holders of the outstanding securities benefitted by the same or a substantially similar covenant, and no remedy shall be sought or granted other than specific performance of the covenant at issue.

Any amendment to the Undertaking may only take effect if:

(a) the amendment is made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature, or status of the City, or type of business conducted; the Undertaking, as amended, would have complied with the requirements of the Rule at the time of award of the securities after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and the amendment does not materially impair the interests of Bondholders, as determined by parties unaffiliated with the City (such as, but without limitation, the City’s financial advisor or bond counsel); and the annual financial information containing (if applicable) the amended operating data or financial information will explain, in narrative form, the reasons for the amendment and the “impact” (as that word is used in the letter from the staff of the SEC to the National Association of Bond Lawyers dated June 23, 1995) of the change in the type of operating data or financial information being provided; or

(b) all or any part of the Rule, as interpreted by the staff of the SEC at the date of the Undertaking, ceases to be in effect for any reason, and the City elects that the Undertaking shall be deemed terminated or amended (as the case may be) accordingly.

For purposes of the Undertaking, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise has or shares investment power which includes the power to dispose, or to direct the disposition of, such security, subject to certain exceptions, as set forth in the Undertaking. An assertion of beneficial ownership must be filed, with full documentary support, as part of the written request to the Corporation Counsel described above.

Financial Advisors

The City has retained Public Resources Advisory Group and A.C. Advisory, Inc. to act as financial advisors with respect to the City’s financing program and the issuance of the Bonds.

Financial Statements

The City’s financial statements for the fiscal years ended June 30, 2009 and 2008 are included herein as Appendix B. Deloitte & Touche LLP, the City’s independent auditor, has not reviewed, commented on or approved, and is not associated with, this Official Statement. The report of Deloitte & Touche LLP relating to the City’s financial statements for the fiscal years ended June 30, 2009 and 2008, which is a matter of public record, is included in this Official Statement. However, Deloitte & Touche LLP has not performed any procedures on any financial statements or other financial information of the City, including without limitation any of the information contained in this Official Statement, since the date of such report and has not been asked to consent to the inclusion of its report in this Official Statement.

Further Information

The references herein to, and summaries of, provisions of federal, State and local laws, including but not limited to the State Constitution, the Financial Emergency Act and the City Charter, and documents, agreements and court decisions, including but not limited to the Financial Plan, are summaries of certain

provisions thereof. Such summaries do not purport to be complete and are qualified in their entirety by reference to such acts, laws, documents, agreements or decisions, copies of which are available for inspection during business hours at the office of the Corporation Counsel.

Copies of the most recent financial plan submitted to the Control Board are at www.nyc.gov/omb. Copies of the published Comprehensive Annual Financial Reports of the Comptroller are available at www.comptroller.nyc.gov or upon written request to the Office of the Comptroller, Deputy Comptroller for Public Finance, Seventh Floor, Room 720, Municipal Building, One Centre Street, New York, New York 10007. Financial plans are prepared quarterly, and the Comprehensive Annual Financial Report of the Comptroller is typically prepared at the end of October of each year.

Neither this Official Statement nor any statement which may have been made orally or in writing shall be construed as a contract or as a part of a contract with the original purchaser or any holders of the Bonds.

THE CITY OF NEW YORK

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ECONOMIC AND DEMOGRAPHIC INFORMATION

This section presents information regarding certain economic and demographic information about the City. All information is presented on a calendar year basis unless otherwise indicated. The data set forth are the latest available but, in many cases, do not reflect the economic downturn that has impacted the City commencing in 2007. Sources of information are indicated in the text or immediately following the tables. Although the City considers the sources to be reliable, the City has made no independent verification of the information provided by non-City sources and does not warrant its accuracy.

New York City Economy

The City has a diversified economic base, with a substantial volume of business activity in the service, wholesale and retail trade and manufacturing industries and is the location of many securities, banking, law, accounting, new media and advertising firms.

The City is a major seaport and focal point for international business. Many of the major corporations headquartered in the City are multinational in scope and have extensive foreign operations. Numerous foreign-owned companies in the United States are also headquartered in the City. These firms, which have increased substantially in number over the past decade, are found in all sectors of the City's economy, but are concentrated in trade, professional and business services, tourism and finance. The City is the location of the headquarters of the United Nations, and several affiliated organizations maintain their principal offices in the City. A large diplomatic community exists in the City to staff the missions to the United Nations and the foreign consulates. No single assessed property in the City accounts for more than .5% of the City's real property tax revenue.

Economic activity in the City has experienced periods of growth and recession and can be expected to experience periods of growth and recession in the future. The City experienced a recession in the early 1970s through the middle of that decade, followed by a period of expansion in the late 1970s through the late 1980s. The City fell into recession again in the early 1990s which was followed by an expansion that lasted until 2001. The economic slowdown that began in 2001 as a result of the September 11 attack, a national economic recession, and a downturn in the securities industry came to an end in 2003. Subsequently, Wall Street activity, tourism, and the real estate market drove a broad based economic recovery. The Financial Plan assumes that a decrease in economic activity which began in the second half of calendar year 2007 persisted through the first half of 2010 and that a gradual pickup in economic activity will occur in the second half of 2010 and in 2011.

Personal Income

Total personal income for City residents, unadjusted for the effects of inflation and the differential in living costs, increased from 1998 to 2008 (the most recent year for which City personal income data are available). From 1998 to 2008, personal income in the City averaged 5.3% growth, while personal income in the nation averaged 5.2% growth. After increasing by 8.9% in 2007, total personal income increased by 3.0% in 2008. The following table sets forth information regarding personal income in the City from 1998 to 2008.

PERSONAL INCOME(1)

<u>Year</u>	<u>Total NYC Personal Income (\$ billions)</u>	<u>Per Capita Personal Income NYC</u>	<u>Per Capita Personal Income U.S.</u>	<u>NYC as a Percent of U.S.</u>
1998	\$260.5	\$33,146	\$27,258	121.6%
1999	273.6	34,422	28,333	121.5
2000	293.2	36,576	30,318	120.6
2001	298.9	37,076	31,145	119.0
2002	299.7	37,035	31,462	117.7
2003	305.8	37,627	32,271	116.6
2004	327.7	40,105	33,881	118.4
2005	351.8	42,826	35,424	120.9
2006	387.0	46,901	37,698	124.4
2007	421.5	50,725	39,392	128.8
2008	434.1	52,013	40,166	129.5

Sources: U.S. Department of Commerce, Bureau of Economic Analysis and the Bureau of the Census.

(1) In current dollars. Personal Income is based on the place of residence and is measured from income which includes wages and salaries, supplements to wages and salaries, proprietors' income, personal dividend income, personal interest income, rental income of persons, and transfer payments.

Employment

The City is a leading center for the banking and securities industry, life insurance, communications, publishing, fashion design and retail fields. From 1989 to 1992, the City lost approximately 9% of its employment base. From 1992 through 2000, the City experienced significant private sector job growth with the addition of approximately 452,600 new private sector jobs (an average annual growth rate of approximately 2.0%). Between 2000 and 2003 the City lost 174,300 private sector jobs. From 2003 through 2008, the City fully recovered those jobs, adding a total of 255,000 private sector jobs. In 2009, the City lost 107,800 private sector jobs.

As of August 2010, total employment in the City was 3,672,500 compared to 3,675,400 in August 2009, a decrease of approximately 0.1%.

The table below shows the distribution of employment from 1999 to 2009.

EMPLOYMENT DISTRIBUTION

	Average Annual Employment (in thousands)										
	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Goods Producing Sectors											
Construction	112	121	122	116	113	112	113	118	127	133	121
Manufacturing	187	177	156	139	127	121	114	106	101	96	83
Service Producing Sectors											
Trade Transportation and Utilities	556	570	557	536	534	539	547	558	570	574	549
Information	173	187	200	177	164	160	163	165	165	167	161
Financial Activities	481	489	474	445	434	435	445	458	468	465	435
Professional and Business Services	553	587	582	550	537	542	556	572	593	605	573
Education and Health Services	604	615	627	646	658	665	679	695	705	719	734
Leisure and Hospitality . .	244	257	260	255	260	270	277	285	298	310	308
Other Services	142	147	149	150	149	151	153	154	158	161	160
Total Private	3,052	3,149	3,127	3,015	2,975	2,995	3,047	3,111	3,185	3,230	3,122
Government	567	569	562	566	557	554	556	555	559	564	565
Total	3,619	3,718	3,689	3,581	3,531	3,549	3,603	3,667	3,744	3,794	3,687

Note: Totals may not add due to rounding.

Source: U.S. Department of Labor, Bureau of Labor Statistics. Data are presented using the North American Industry Classification System ("NAICS").

Sectoral Distribution of Employment and Earnings

In 2008, the City's service producing sectors provided approximately 3.0 million jobs and accounted for approximately 79% of total employment. Figures on the sectoral distribution of employment in the City from 1980 to 2000 reflect a significant shift to the service producing sectors and a shrinking manufacturing base relative to the nation.

The structural shift to the service producing sectors affects the total earnings as well as the average wage per employee because employee compensation in certain of those sectors, such as financial activities and professional and business services, tends to be considerably higher than in most other sectors. Moreover, average wage rates in these sectors are significantly higher in the City than in the nation. In the City in 2008, the employment share for the financial activities and professional and business services sectors was approximately 28% while the earnings share for that same sector was approximately 50%. In the nation, those same service producing sectors accounted for only approximately 19% of employment and 25% of earnings in 2008. Due to the earnings distribution in the City, sudden or large shocks in the financial markets may have a disproportionately adverse effect on the City relative to the nation.

The City's and the nation's employment and earnings by sector for 2008 are set forth in the following table.

Sectoral Distribution of Employment and Earnings in 2008(1)

	<u>Employment</u>		<u>Earnings(2)</u>	
	<u>NYC</u>	<u>U.S.</u>	<u>NYC</u>	<u>U.S.</u>
Goods Producing Sectors				
Mining	0.0%	0.6%	0.2%	1.2%
Construction	3.5	5.2	3.0	6.2
Manufacturing	<u>2.5</u>	<u>9.8</u>	<u>1.9</u>	<u>11.0</u>
Total Goods Producing	6.0	15.6	5.1	18.3
Service Producing Sectors				
Trade, Transportation and Utilities	15.1	19.2	8.4	15.9
Information	4.4	2.2	7.1	3.4
Financial Activities	12.3	6.0	30.2	9.3
Professional and Business Services	16.0	13.0	19.9	16.1
Education and Health Services	19.0	13.8	10.4	11.6
Leisure & Hospitality	8.2	9.8	4.4	4.2
Other Services	<u>4.2</u>	<u>4.0</u>	<u>3.0</u>	<u>3.8</u>
Total Service Producing	79.1	68.0	83.5	64.3
Total Private Sector	85.1	83.5	89.8	82.9
<u>Government(3)</u>	14.9	16.5	10.2	17.1

Note: Data may not add due to rounding or restrictions on reporting earnings data. Data are presented using NAICS.
Sources: The two primary sources are the U.S. Department of Labor, Bureau of Labor Statistics and the U.S. Department of Commerce, Bureau of Economic Analysis.

- (1) The sectoral distributions are obtained by dividing each industry's employment or earnings by total non-agricultural employment or earnings.
- (2) Includes the sum of wage and salary disbursements, other labor income and proprietor's income. The latest information available is 2008 data.
- (3) Excludes military establishments.

The comparison of employment and earnings in 1980 and 2000 set forth below is presented using the industry classification system which was in use until the adoption of NAICS in the late 1990's. Though NAICS has been implemented for most government industry statistical reporting, most historical earnings data have not been converted. Furthermore, it is not possible to compare data from the two classification systems except in the general categorization of government, private and total employment. The table below reflects the overall increase in the service producing sectors and the declining manufacturing base in the City from 1980 to 2000.

The City's and the nation's employment and earnings by industry are set forth in the following table.

SECTORAL DISTRIBUTION OF EMPLOYMENT AND EARNINGS(1)

	Employment				Earnings(2)			
	1980		2000		1980		2000	
	NYC	U.S.	NYC	U.S.	NYC	U.S.	NYC	U.S.
Private Sector:								
Non-Manufacturing:								
Services	27.0%	19.8%	39.1%	30.7%	26.0%	18.4%	30.2%	28.7%
Wholesale and Retail Trade	18.6	22.5	16.8	23.0	15.1	16.6	9.3	14.9
Finance, Insurance and Real Estate	13.6	5.7	13.2	5.7	17.6	5.9	35.5	10.0
Transportation and Public Utilities	7.8	5.7	5.7	5.3	10.1	7.6	5.2	6.8
Contract Construction	2.3	4.8	3.3	5.1	2.6	6.3	2.9	5.9
Mining	<u>0.0</u>	<u>1.1</u>	<u>0.0</u>	<u>0.4</u>	<u>0.4</u>	<u>2.1</u>	<u>0.1</u>	<u>1.0</u>
Total Non-Manufacturing	69.3	59.6	78.1	70.3	71.8	56.9	83.2	67.3
Manufacturing:								
Durable	4.4	13.4	1.6	8.4	3.7	15.9	1.3	10.5
Non-Durable	<u>10.6</u>	<u>9.0</u>	<u>4.9</u>	<u>5.6</u>	<u>9.5</u>	<u>8.9</u>	<u>4.8</u>	<u>6.1</u>
Total Manufacturing	<u>15.0</u>	<u>22.4</u>	<u>6.5</u>	<u>14.0</u>	<u>13.2</u>	<u>24.8</u>	<u>6.1</u>	<u>16.6</u>
Total Private Sector	84.3	82.0	84.7	84.3	85.2	82.1	89.8	84.6
Government(3)	15.7	18.0	15.3	15.7	14.8	17.9	10.3	15.4

Note: Totals may not add due to rounding. Data are presented using the Standard Industrial Classification System ("SICS").
Sources: The two primary sources of employment and earnings information are U.S. Dept. of Labor, Bureau of Labor Statistics, and U.S. Department of Commerce, Bureau of Economic Analysis.

- (1) The sectoral distributions are obtained by dividing each industry's employment or earnings by total non-agricultural employment or earnings.
- (2) Includes the sum of wage and salary disbursements, other labor income, and proprietors' income. The latest information available for the City is 2000 data.
- (3) Excludes military establishments.

Unemployment

As of August 2010, the total unemployment rate in the City was 9.6%, compared to 10.2% in August 2009, based on data provided by the New York State Department of Labor, which is not seasonally adjusted. The annual unemployment rate of the City's resident labor force is shown in the following table.

ANNUAL UNEMPLOYMENT RATE(1)

	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
New York City	6.9%	5.8%	6.1%	8.0%	8.3%	7.1%	5.8%	5.0%	4.9%	5.4%	9.5%
United States	4.2%	4.0%	4.7%	5.8%	6.0%	5.5%	5.1%	4.6%	4.6%	5.8%	9.3%

Source: U.S. Department of Labor, BLS.

- (1) Percentage of civilian labor force unemployed; excludes those persons unable to work and discouraged workers (i.e., persons not actively seeking work because they believe no suitable work is available).

Public Assistance

As of August 2010, the number of persons receiving cash assistance in the City was 346,716 compared to 346,935 in August 2009. The following table sets forth the number of persons receiving public assistance in the City.

PUBLIC ASSISTANCE
(Annual Averages in Thousands)

<u>1999</u>	<u>2000</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>
668.2	573.0	492.8	434.0	424.7	434.8	416.9	393.1	360.8	341.8	346.9

Taxable Sales

The City is a major retail trade market with the greatest volume of retail sales of any city in the nation. The sales tax is levied on a variety of economic activities including retail sales, utility and communication sales, services and manufacturing. Between 1998 and 2008, total taxable sales volume grew steadily with a growth rate averaging over 3.5%. The following table illustrates the volume of sales and purchases subject to the sales tax from 1998 to 2008.

TAXABLE SALES AND PURCHASES SUBJECT TO SALES TAX
(In Billions)

<u>Year(1)</u>	<u>Retail(2)</u>	<u>Utility & Communication Sales(3)</u>	<u>Services(4)</u>	<u>Manufacturing</u>	<u>Other(5)</u>	<u>All Total</u>
1998	\$33.4	\$ 9.8	\$14.8	\$4.2	\$ 9.7	\$ 71.9
1999	35.0	9.6	16.1	4.2	9.6	74.5
2000(6)	29.9	9.8	19.4	2.1	15.4	76.6
2001(6)	25.1	11.3	21.4	2.2	19.0	79.1
2002(6)	25.6	11.9	20.7	2.0	15.2	75.5
2003(6)	26.1	11.4	21.0	1.9	14.8	75.2
2004(6)	32.3	11.6	21.7	1.9	14.8	82.3
2005(6)	36.5	12.0	24.1	2.1	16.2	90.9
2006(6)	35.9	13.2	26.3	2.2	17.9	95.5
2007(6)	33.4	12.8	28.1	2.4	19.4	96.1
2008(6)	33.1	13.5	31.0	2.6	21.6	101.8

Source: State Department of Taxation and Finance publication "Taxable Sales and Purchases, County and Industry Data."

- (1) For 1998 through 1999, the yearly data is for the period from September 1 of the year prior to the listed year through August 31 of the listed year. For 2000 through 2008 the yearly data is for the period from March 1 of the year prior to the listed year through the last day of February of the listed year.
- (2) Retail sales include building materials, general merchandise, food, auto dealers/gas stations, apparel, furniture, eating and drinking and miscellaneous retail.
- (3) Utility and Communication sales include electric and gas and communication.
- (4) Services include business services, hotels, personal services, auto repair and other services.
- (5) Other sales include construction, wholesale trade and others. Beginning in 2000, Other sales also includes arts, entertainment and recreation.
- (6) Prior to 2000, the sectors were classified according to SICs. Beginning in 2000, the sectors are classified according to NAICS. The definitions of certain categories have changed.

Population

The City has been the most populous city in the United States since 1790. The City’s population is larger than the combined population of Los Angeles and Chicago, the next most populous cities in the nation.

POPULATION

<u>Year</u>	<u>Total Population</u>
1970	7,895,563
1980	7,071,639
1990	7,322,564
2000	8,008,278
2009	8,391,881 ⁽¹⁾

Note: Figures do not include an undetermined number of undocumented aliens.
 Source: U.S. Department of Commerce, Bureau of the Census.

⁽¹⁾ Estimate.

The following table sets forth the distribution of the City’s population by age between 1990 and 2000.

DISTRIBUTION OF POPULATION BY AGE

<u>Age</u>	<u>1990</u>		<u>2000</u>	
		<u>% of Total</u>		<u>% of Total</u>
Under 5	509,740	7.0	540,878	6.8
5 to 14	907,549	12.4	1,091,931	13.6
15 to 19	470,786	6.4	520,641	6.5
20 to 24	576,581	7.9	589,831	7.4
25 to 34	1,369,410	18.7	1,368,021	17.1
35 to 44	1,116,610	15.2	1,263,280	15.8
45 to 54	773,842	10.6	1,012,385	12.6
55 to 64	644,729	8.8	683,454	8.5
65 and Over	953,317	13.0	937,857	11.7

Source: U.S. Department of Commerce, Bureau of the Census.

Housing

In 2008, the housing stock in the City consisted of approximately 3,328,395 housing units, excluding certain special types of units primarily in institutions such as hospitals and universities (“Housing Units”) according to the 2008 Housing and Vacancy Survey released June 30, 2009. The 2008 housing inventory represented an increase of approximately 68,000 units, or 2.1%, since 2005. The 2008 Housing and Vacancy Survey indicates that rental housing units predominate in the City. Of all occupied housing units in 2008, approximately 31.4% were conventional home-ownership units, cooperatives or condominiums and approximately 64.4% were rental units. Due to the difference in the inventory basis for the 2002, 2005 and 2008 Housing and Vacancy Surveys, respectively, and previous Housing and Vacancy Surveys, it is not possible to accurately compare 2002, 2005 and 2008 results to the results of earlier Surveys until such time as the data is reweighted. The following table presents trends in the housing inventory in the City.

HOUSING INVENTORY
(In Thousands)

<u>Ownership/Occupancy Status</u>	<u>1984</u>	<u>1987</u>	<u>1991</u>	<u>1993</u>	<u>1996</u>	<u>1999</u>	<u>2002</u>	<u>2005</u>	<u>2008</u>
Total Housing Units	2,803	2,840	2,981	2,977	2,995	3,039	3,209	3,261	3,328
Owner Units	807	837	858	825	858	932	997	1,032	1,046
Owner-Occupied	795	817	829	805	834	915	982	1,010	1,019
Vacant for Sale	12	19	29	20	24	17	15	21	26
Rental Units	1,940	1,932	2,028	2,040	2,027	2,018	2,085	2,092	2,144
Renter-Occupied	1,901	1,884	1,952	1,970	1,946	1,953	2,024	2,027	2,082
Vacant for Rent	40	47	77	70	81	64	61	65	62
Vacant Not Available for Sale or Rent(1) . .	56	72	94	111	110	89	127	137	138

Note: Details may not add up to totals due to rounding.

Sources: U.S. Bureau of the Census, 1984, 1987, 1991, 1993, 1996, 1999, 2002, 2005 and 2008 New York City Housing and Vacancy Surveys.

(1) Vacant units that are dilapidated, intended for seasonal use, held for occasional use, held for maintenance purposes or other reasons.

APPENDIX B

FINANCIAL STATEMENTS

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Basic Financial Statements of the City of New York
June 30, 2009 and 2008

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INDEPENDENT AUDITORS' REPORT

The People of The City of New York:

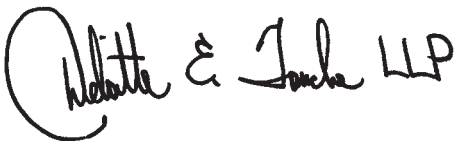
We have audited the accompanying financial statements of the governmental activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of The City of New York (The "City") as of and for the years ended June 30, 2009 and 2008. These financial statements are the responsibility of The City's management. Our responsibility is to express opinions on these financial statements based on our audits. We did not audit the financial statements of those entities disclosed in Note E.1 which represent 24 percent and 20 percent and 23 percent and 17 percent, as of and for the years ended June 30, 2009 and 2008 respectively, of the assets and revenues of the government-wide financial statements, 10 percent and 6 percent and 8 percent and 3 percent, as of and for the years ended June 30, 2009 and 2008 respectively, of the assets and revenues of the governmental fund financial statements and 8 percent and 8 percent and 8 percent and 8 percent, as of and for the years ended June 30, 2009 and 2008 respectively, of the assets and net assets held in trust of the fiduciary fund financial statements of The City. Those financial statements were audited by other auditors whose reports thereon have been furnished to us, and our opinions, insofar as they relate to the amounts included for those entities disclosed in Note E.1, are based solely on the reports of other auditors.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the respective financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of The City's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the respective financial statements, 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 and the reports of other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the reports of other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of The City, as of June 30, 2009 and 2008, and the respective changes in financial position, where applicable, thereof and the respective budgetary comparison for the General Fund for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As described in Note A.2 to the financial statements, in 2009, The City adopted Governmental Accounting Standards Board Statement (GASB) No. 49, Accounting and Financial Reporting for Pollution Remediation Obligation.

The Management's Discussion and Analysis on pages B-4 through B-29 and the Required Supplementary Information on pages B-85 and B-101 through B-103 are not a required part of the basic financial statements but is supplementary information required by the Governmental Accounting Standards Board. This supplementary information is the responsibility of The City's management. We, and the other auditors as it relates to Management's Discussion and Analysis only, have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required 2009 and 2008 supplementary information. However, we did not audit the information and express no opinion on it.



October 23, 2009

MANAGEMENT'S DISCUSSION AND ANALYSIS

Overview of the Financial Statements

The following is a narrative overview and analysis of the financial activities of The City of New York (City) for the fiscal years ended June 30, 2009 and 2008. This discussion and analysis is intended to serve as an introduction to the City's basic financial statements, which have the following components: (1) government-wide financial statements, (2) fund financial statements, and (3) notes to financial statements.

Government-wide financial statements

The government-wide financial statements are designed to provide readers with a broad overview of the City's finances in a manner similar to a private-sector business.

The *statement of net assets* presents information on all of the City's assets and liabilities, with the difference between the two reported as *net assets*. Over time, increases or decreases in *net assets* may serve as a useful indicator of whether the financial position of the City is improving or deteriorating.

The *statement of activities* presents information showing how the City's net assets changed during the fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in the statement for some items that will affect cash flow in future fiscal periods (for example, uncollected taxes, and earned but unused vacation leave).

The City implemented Governmental Accounting Standards Board (GASB) Statement No. 49, "Accounting and Financial Reporting for Pollution Remediation Obligations" (GASB49) in fiscal year 2009. GASB49 establishes accounting and financial reporting standards for pollution remediation obligations which are obligations to address the current or potential detrimental effects of existing pollution (e.g. hazardous wastes spills and asbestos contamination) by participating in pollution remediation activities such as site assessments and cleanups. Pollution remediation obligations exclude pollution prevention or control obligations relating to current operations and future pollution remediation activities such as landfill closure and postclosure care. GASB49 identifies the obligating events which require a governmental entity to estimate the components of expected pollution remediation outlays and determine whether outlays for those components should be accrued as a liability or, if appropriate, capitalized when goods and services are acquired. The financial reporting impact resulting from the implementation of GASB49 is the restatement of net assets in the government-wide financial statements by \$173 million for pollution remediation obligations measured at the beginning of fiscal year 2009.

The government-wide financial statements present information about the City as a primary government, which includes the City's blended component units. All of the activities of the primary government are considered to be governmental activities. This information is presented separately from the City's discretely presented component units.

Fund financial statements

A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The City uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements, including the Financial Emergency Act.

Governmental funds

Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. The principal role of funds in the new financial reporting model is to demonstrate fiscal accountability. Governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of a fiscal year. Such information may be useful in evaluating a government's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for *governmental funds* with similar information presented for *governmental activities* in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental funds balance sheet and the governmental funds statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate the comparison between *governmental funds and governmental activities*.

The City adopts an annual appropriated budget for its General Fund. A budgetary comparison statement has been provided for the General Fund to demonstrate compliance with this budget.

Fiduciary funds

Fiduciary funds are used to account for resources held for the benefit of parties outside the government. Fiduciary funds are not reflected in the government-wide financial statements because the resources of those funds are not available to support the City's own programs. The fiduciary funds include the Pension and Other Employee Benefit Trust Funds, Other Trust Funds, and the Agency Funds.

The City implemented Governmental Accounting Standards Board (GASB) Statement No. 43, "Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans" (GASB43) in fiscal year 2006. GASB43 establishes financial reporting standards for other postemployment benefits (OPEB) plans. The New York City Other Postemployment Benefits Plan (the PLAN) is composed of The New York City Retiree Health Benefits Trust (the Trust) and OPEB paid for directly by the City out of its general resources rather than through the Trust. The Trust is used to accumulate assets to pay for OPEB provided by The City to its retired employees. The PLAN is reported in the City's financial statement as a fiduciary component unit. The PLAN was established for the exclusive benefit of the City's retired employees and their dependents in providing the following current postemployment benefits: a health insurance program, Medicare Part B premium reimbursements and welfare fund contributions. The City is not required to provide funding for the PLAN other than the "pay-as-you-go" amount necessary to provide OPEB to current eligible retirees and their dependents. During fiscal year 2009, the City contributed \$1.7 billion to the PLAN, \$1.5 billion was considered to be the pay-as-you-go OPEB cost.

New York City Tax Lien Trusts (NYCTLT) is a series of tax lien trusts that were created to acquire from the City certain tax liens securing unpaid real property taxes, assessments, sewer rents, sewer surcharges, water rents, and other charges payable to the City and the Water Board from the City in exchange for the proceeds from bonds issued by NYCTLT, net of reserves funded by bond proceeds and bond issuance costs. The City is the sole beneficiary of the trusts and is entitled to receive distributions from the trusts after payments to bondholders and certain reserve requirements have been satisfied. The City is not entitled to cause the trusts to make distributions to it and consequently, NYCTLT is presented as Other Trust Funds in the City's financial statements.

Notes to financial statements

The notes to financial statements provide additional information that is essential for a full understanding of the information provided in the government-wide and fund financial statements. The notes also present certain required supplementary information concerning the City's progress in funding its obligation to provide pension and OPEB benefits to its employees and retirees and their dependents.

Financial Reporting Entity

The financial reporting entity consists of the primary government including the Department of Education of The City of New York and the community colleges of the City University of New York, other organizations for which the primary government is financially accountable, and other organizations for which the nature and significance of their relationship with the primary government are such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete.

The definition of the reporting entity is based primarily on the notion of financial accountability. A primary government is financially accountable for the organizations that make up its legal entity. It is also financially accountable for legally separate organizations if its officials appoint a voting majority of an organization's governing body and it is able to either impose its will on that organization or there is a potential for the organization to provide specific financial benefits to, or to impose specific financial burdens on the primary government. A primary government may also be financially accountable for governmental organizations that are fiscally dependent on it.

Blended Component Units

Certain component units, despite being legally separate from the primary government, are blended with the primary government. Blended component units all provide services exclusively to the City and thus are reported as if they were part of the primary government. The blended component units, which are all reported as nonmajor governmental funds, comprise the following:

New York City School Construction Authority (SCA)
New York City Transitional Finance Authority (TFA)
TSASC, Inc. (TSASC)
Municipal Assistance Corporation for The City of New York (MAC)
New York City Educational Construction Fund (ECF)
Fiscal Year 2005 Securitization Corporation (FSC)
Sales Tax Asset Receivable Corporation (STAR)
Hudson Yards Development Corporation (HYDC)
Hudson Yards Infrastructure Corporation (HYIC)

*Discretely Presented
Component Units*

Discretely presented component units are legally separate from the primary government and are reported as discretely presented component units because the City appoints a majority of these organizations' governing bodies and either is able to impose its will on them or a financial benefit/burden situation exists.

The following entities are presented discretely in the City's financial statements as major component units:

New York City Water and Sewer System (NYW)
• New York City Water Board (Water Board)
• New York City Municipal Water Finance Authority (Water Authority)
New York City Housing Authority (HA)
New York City Housing Development Corporation (HDC)
New York City Health and Hospitals Corporation (HHC)
New York City Economic Development Corporation (EDC)

The following entities are presented discretely in the City's financial statements as nonmajor component units:

WTC Captive Insurance Company, Inc. (WTC Captive)
Brooklyn Navy Yard Development Corporation (BNYDC)
New York City Industrial Development Agency (IDA)
Business Relocation Assistance Corporation (BRAC)
New York City Capital Resource Corporation (CRC)

***Financial Analysis of the
Government-wide
Financial statements***

In the government-wide financial statements, all of the activities of the City, aside from its discretely presented component units, are considered governmental activities. Governmental activities increased the City's net assets deficit by \$7.0 billion (not including the restated opening fiscal year 2009 Net Assets because of GASB49) during fiscal year 2009, and increased net assets deficit by \$5.8 billion during fiscal year 2008, and increased net assets deficit by \$2.8 billion during fiscal year 2007.

As mentioned previously, the basic financial statements include a reconciliation between the fiscal year 2009 governmental funds statement of revenues, expenditures, and changes in fund balances which reports a decrease of \$660 million in fund balances and the increase in the net assets deficit reported in the government-wide statement of activities \$7.0 billion, a difference of \$6.3 billion. A similar reconciliation is provided for fiscal year 2008 amounts.

Key elements of the reconciliation of these two statements are that the government-wide statement of activities report the issuance of debt as a liability, the purchases of capital assets as assets which are then charged to expense over their useful lives (depreciated) and changes in long-term liabilities as adjustments of expenses. Conversely, the governmental funds statements report the issuance of debt as an other financing source of funds, the repayment of debt as an expenditure, the purchase of capital assets as an expenditure, and do not reflect changes in long-term liabilities.

Key elements of these changes are as follows:

	Governmental Activities		
	for the fiscal years ended June 30,		
	2009	2008	2007
	(in thousands)		
Revenues:			
Program revenues:			
Charges for services	\$ 4,339,456	\$ 4,094,423	\$ 3,766,023
Operating grants and contributions . . .	18,858,998	17,867,973	16,359,008
Capital grants and contributions	854,646	1,363,822	882,239
General revenues:			
Taxes	34,904,930	38,055,401	38,778,225
Investment income	286,868	637,711	669,173
Unrestricted Federal and State aid . . .	806,415	632,162	498,791
Other	284,528	257,470	297,427
Total revenues	<u>60,335,841</u>	<u>62,908,962</u>	<u>61,250,886</u>
Expenses:			
General government	3,770,291	3,892,968	3,057,503
Public safety and judicial	15,198,415	16,253,188	15,510,212
Education	21,534,177	21,597,632	19,645,691
City University	779,539	733,165	675,888
Social services	13,076,719	13,529,238	12,080,533
Environmental protection	2,947,939	3,406,311	3,218,040
Transportation services	2,060,043	1,793,394	1,839,849
Parks, recreation and cultural activities . .	1,091,041	897,363	780,515
Housing	1,362,964	1,403,838	1,287,183
Health (including payments to HHC) . . .	2,567,434	2,309,449	3,025,268
Libraries	402,299	310,048	375,453
Debt service interest	2,565,891	2,615,635	2,560,133
Total expenses	<u>67,356,752</u>	<u>68,742,229</u>	<u>64,056,268</u>
Change in net assets	<u>(7,020,911)</u>	<u>(5,833,267)</u>	<u>(2,805,382)</u>
Net deficit—beginning	(89,532,464)	(83,699,197)	(80,893,815)
Restatement of beginning net deficit	(172,842)	—	—
Net deficit—beginning of year, as restated .	<u>(89,705,306)</u>	<u>(83,699,197)</u>	<u>(80,893,815)</u>
Net deficit—ending	<u>\$ (96,726,217)</u>	<u>\$ (89,532,464)</u>	<u>\$ (83,699,197)</u>

In fiscal year 2009, the government-wide revenues decreased from fiscal year 2008 levels by approximately \$2.6 billion, while government-wide expenses decreased by approximately \$1.4 billion. A primary component of expenses is due to the City’s implementation of GASB Statement No. 45, “Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions” (GASB45) in fiscal year 2006.

GASB45 establishes standards for the measurement, recognition and display of Other Postemployment Benefits (OPEB) expense/expenditures and related liabilities (assets), note disclosures, and, if applicable, required supplementary information in the financial reports of state and local governmental employers. Postemployment benefits are part of an exchange of current salaries and benefits for employee services rendered. Prior to GASB45, most OPEB Plans were reported on a pay-as-you-go basis and a government’s financial statements did not report the financial effects of these postemployment benefits until paid.

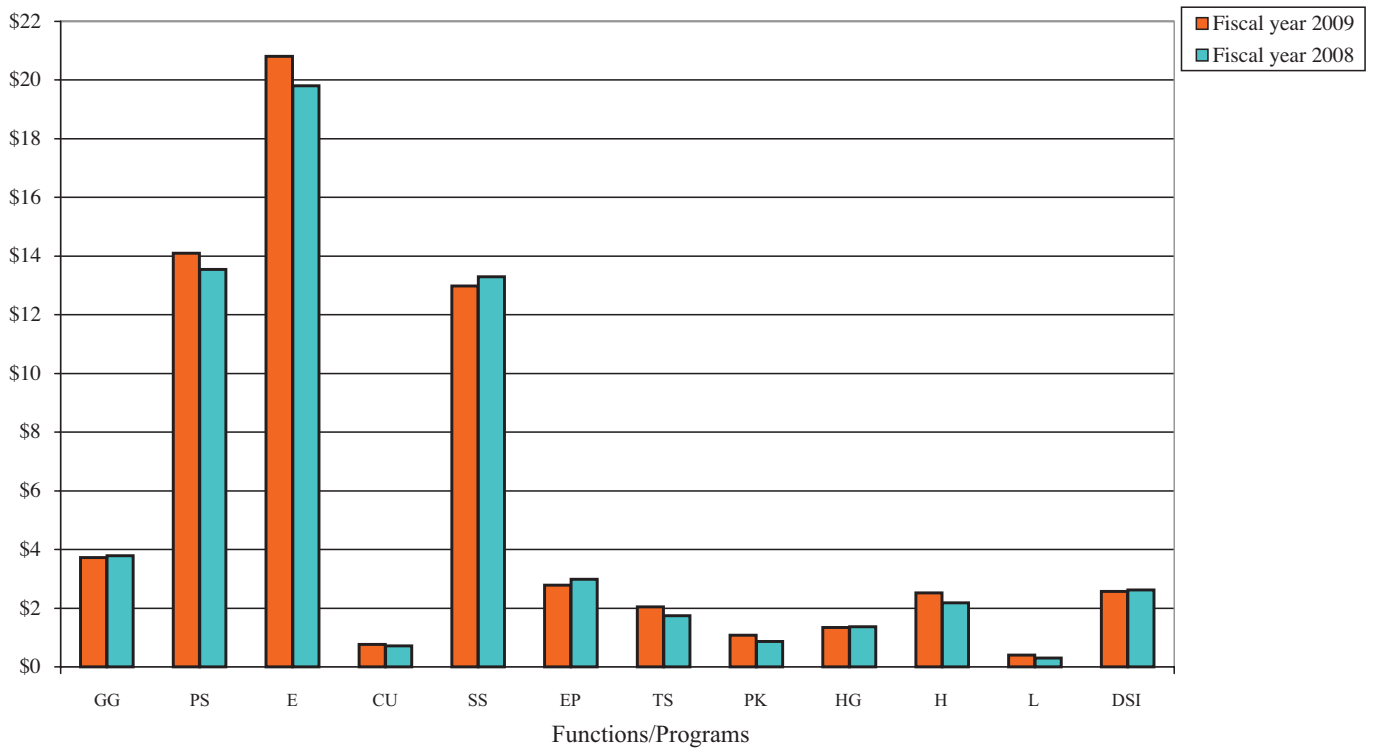
In fiscal year 2008, the increase of OPEB costs associated with GASB45 was approximately \$5.5 billion. In fiscal year 2009 the increased costs of OPEB was only \$2.3 billion. The lower rate of increase was the result of changes in the actuarial assumptions and plan amendments to compute the annual OPEB cost (AOC), including refinements to the Teachers' Retirement System (TRS) 55/25 plan and changes in assumptions for Medicare Part B reimbursements and premiums, and the Medicare Advantage reimbursements.

GASB45 requires the financial reports of governments to provide a systematic, accrual-basis measurement of an annual OPEB cost. The following schedule displays the effect of the GASB45 expenses as they appear in the Statement of Activities for fiscal year 2009 and a comparison to fiscal year 2008:

Fiscal Year 2009			
(in thousands)			
<u>Functions/Programs</u>	<u>Expenses per Statement of Activities</u>	<u>GASB45 Expenses</u>	<u>Expenses excluding GASB45</u>
General government (GG)	\$ 3,770,291	\$ 47,115	\$ 3,723,176
Public safety and judicial (PS)	15,198,415	1,104,485	14,093,930
Education (E)	21,534,177	730,246	20,803,931
City University (CU)	779,539	9,769	769,770
Social services (SS)	13,076,719	95,011	12,981,708
Environmental protection (EP)	2,947,939	168,298	2,779,641
Transportation services (TS)	2,060,043	18,955	2,041,088
Parks, recreation and cultural activities (PK)	1,091,041	11,518	1,079,523
Housing (HG)	1,362,964	15,117	1,347,847
Health, including payments to HHC (H)	2,567,434	51,483	2,515,951
Libraries (L)	402,299	2,146	400,153
Debt service interest (DSI)	2,565,891	—	2,565,891
Total expenses	<u>\$67,356,752</u>	<u>\$2,254,143</u>	<u>\$65,102,609</u>

Fiscal Year 2008			
(in thousands)			
<u>Functions/Programs</u>	<u>Expenses per Statement of Activities</u>	<u>GASB45 Expenses</u>	<u>Expenses excluding GASB45</u>
General government (GG)	\$ 3,892,968	\$ 107,196	\$ 3,785,772
Public safety and judicial (PS)	16,253,188	2,711,558	13,541,630
Education (E)	21,597,632	1,791,116	19,806,516
City University (CU)	733,165	23,956	709,209
Social services (SS)	13,529,238	233,003	13,296,235
Environmental protection (EP)	3,406,311	418,127	2,988,184
Transportation services (TS)	1,793,394	46,486	1,746,908
Parks, recreation and cultural activities (PK)	897,363	28,246	869,117
Housing (HG)	1,403,838	37,072	1,366,766
Health, including payments to HHC (H)	2,309,449	126,255	2,183,194
Libraries (L)	310,048	5,265	304,783
Debt service interest (DSI)	2,615,635	—	2,615,635
Total expenses	<u>\$ 68,742,229</u>	<u>\$ 5,528,280</u>	<u>\$63,213,949</u>

**Expenses — Governmental Activities⁽¹⁾
for the fiscal years ending June 30, 2009 and 2008
(in billions)**



(1) Expenses exclude GASB45.

The major components of the changes in government-wide revenues were:

- Operating and capital grants and contributions increased primarily due to large increases in State grants for education.
- Tax revenues, net of refunds, declined overall:
 - The increase in real estate taxes are a result of growth during the fiscal year attributable to billable assessed value growth combined with a mid-year property tax rate increase.
 - The overall decrease in sales and use taxes is driven primarily by a large drop in mortgage tax collections due to a slowdown in mortgage originations and tighter lending standards that required higher down payments. This decrease also reflects a drop in general sales tax collections.
 - The large decrease in personal income tax revenue was due to employment losses, a steep decline in bonus payouts in the first quarter of the calendar year, and a drop in nonwage income stemming from a decline in capital gains realizations.
 - There were record losses posted by the financial service entities in calendar years 2007 and 2008 affecting the general corporation taxes.
 - There was an increase in financial corporation taxes reflecting contributions by Federal, State and local tax compliance initiatives. Additionally, Federal monetary policy has widened net interest margins which has bolstered interest income for all banking corporations.
 - A decrease in other taxes is primarily due to a large decrease in real property transaction taxes resulting from a steep decline in the volume and average sales price in both the residential and commercial markets.
- Investment income declined due to declining market interest rates.

The major components of the changes in government-wide expenses were:

- City-wide:
 - Other post employment benefit (OPEB) expenses decreased as a result of a smaller growth in the actuarially calculated OPEB obligation during fiscal year 2009.
 - Judgment and claims expenses declined as a result of a decline in the estimated cost of pending cases and incurred but not yet reported claims.
 - Expenses increased as a result of the implementation of GASB49 as discussed later on.
 - Increases in personal service costs resulted from collective bargaining increases.
- Expenses for public safety and judicial decreased due to the abovementioned reductions in OPEB and judgments and claims offset by increased salary and benefit costs resulting from collective bargaining.
- Social service expenses decreased as a result of Medicaid savings from the increased Federal Medical Assistance Percentage in the American Recovery and Reinvestment Act of 2009. These savings were partially offset by increased costs in public assistance to provide rental assistance to homeless individuals and families, and increases in personal service expenditures for collective bargaining agreements.
- Health expenses increased due to collective bargaining. Expenses for HHC increased due to subsidy prepayments.

In fiscal year 2008, the government-wide revenues increased from fiscal year 2007 by approximately \$1.7 billion, while government-wide expenses increased by approximately \$4.7 billion.

The major components of the government-wide revenue increases were:

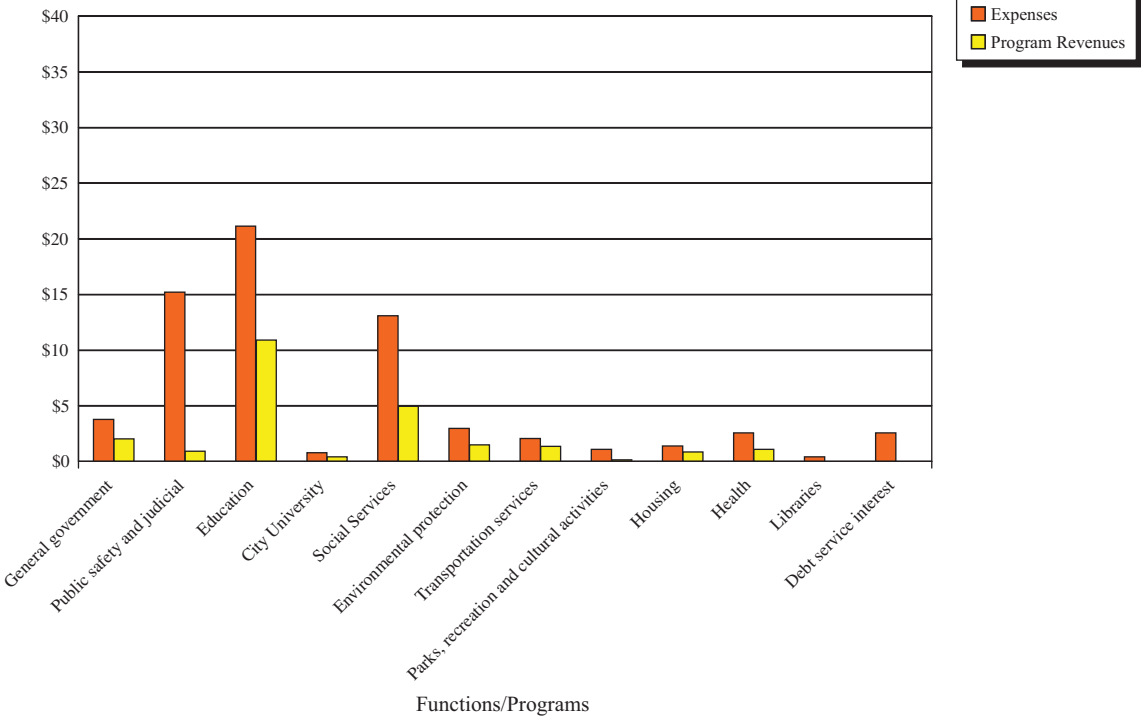
- Operating and capital grants and contributions increased primarily due to large increases in State grants for education.
- Tax revenues, net of refunds, declined overall, as categories of taxes with decreased revenues outweighed those with increases:
 - The overall decrease in sales and use taxes is driven primarily by a large drop in mortgage tax collections due to a slowdown in mortgage originations and tighter lending standards that required higher down payments. This decrease off-set the increases seen in general sales tax where there were employment gains and also strong tourist consumption.
 - The large increase in personal income tax revenue growth was due to employment gains, strong bonus payouts, and also strong capital gains realizations from the equity market and hedge fund managers' large investment and fee income.
 - The decrease in other income taxes is due in large part to the credit crisis. There were large asset write-down losses and large bank tax refunds, about \$220 million more in 2008 than 2007.
 - A decrease in other taxes is primarily due to a large decrease in real property transaction taxes focused mostly on a slow-down in large commercial transactions in 2008 compared to 2007.

The major components of the government-wide increases in expenses were:

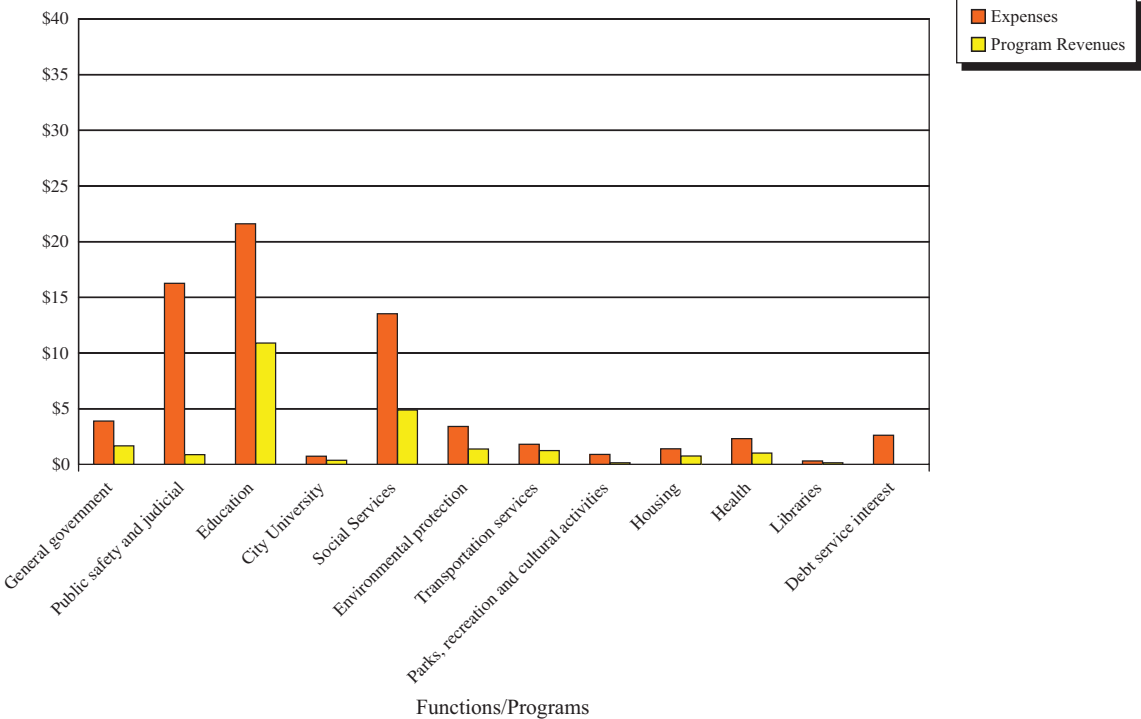
- Citywide, pension costs increased due to investment losses in previous years and growth in wages.
- General government expenses rose due to increased judgments and claims, increased operating and maintenance costs for the City's newly operational emergency communications and wireless networks, increased spending on new and enhanced youth programs, and price level increases for energy and commodities.
- Expenses for education grew due to collective bargaining increases, expansion of programs such as collaborative team teaching, half day pre-k and multiple pathways. Energy costs also rose significantly.
- Social service expenses increased primarily due to the transfer of Medicaid costs from health to social services and an increase in spending for Medicaid and public assistance. Medicaid cost growth reflects an annual 3% increase as well as the shifting of certain costs previously paid by New York State to the City. Public assistance costs increased primarily due to growth in cash assistance expenditures, including rental subsidies for homeless individuals and families.
- Health expenses decreased due to the transfer of Medicaid costs from health to social services and because 2007 included a large one-time subsidy to HHC which did not recur in 2008.

The following charts compare the amounts of expenses and program revenues for fiscal years 2009 and 2008:

Expenses and Program Revenues — Governmental Activities⁽¹⁾
June 30, 2009
(in billions)



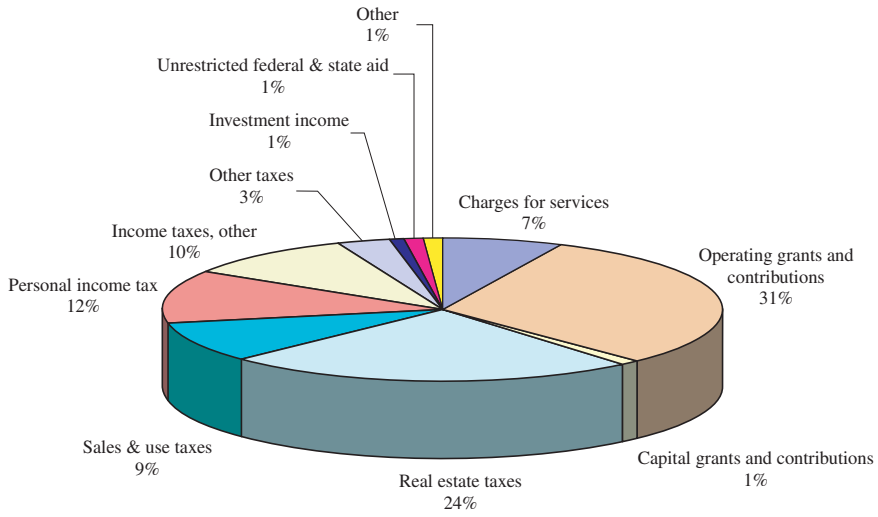
Expenses and Program Revenues — Governmental Activities⁽¹⁾
June 30, 2008
(in billions)



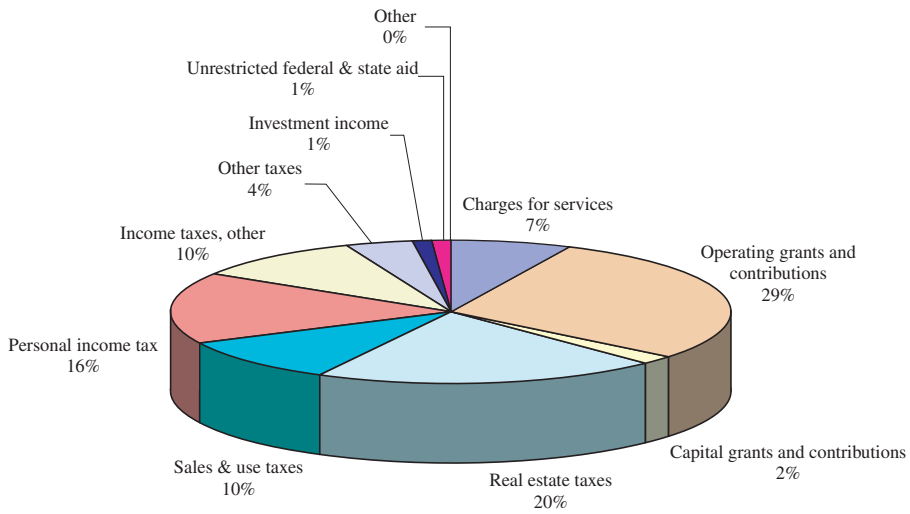
(1) Expenses include GASB45.

The following charts compare the amounts of program and general revenues for fiscal years 2009 and 2008:

**Revenues by Source — Governmental Activities
for the Year Ended June 30, 2009**



**Revenues by Source — Governmental Activities
for the Year Ended June 30, 2008**



As noted earlier, increases and decreases of net assets may over time serve as a useful indicator of changes in a government's financial position. In the case of the City, liabilities exceed assets by \$96.7 billion at the close of the most recent fiscal year, an increase in the excess of liabilities over assets of \$7.2 billion (includes the restated opening fiscal year 2009 Net Assets because of GASB49) from June 30, 2008, which in turn compares with the net deficit increase of \$5.8 billion over the prior fiscal year 2007.

	Governmental Activities		
	<u>2009</u>	<u>2008</u>	<u>2007</u>
		(in thousands)	
Current and other assets	\$31,305,915	\$ 32,135,165	\$ 30,998,631
Capital assets (net of depreciation) . .	39,881,603	36,892,858	34,331,152
Total assets	<u>71,187,518</u>	<u>69,028,023</u>	<u>65,329,783</u>
Long-term liabilities	145,934,380	137,697,829	130,201,374
Other liabilities	21,979,355	20,862,658	18,827,606
Total liabilities	<u>167,913,735</u>	<u>158,560,487</u>	<u>149,028,980</u>
Net assets:			
Invested in capital assets, net of related debt	(5,502,516)	(3,112,434)	(5,239,185)
Restricted	7,093,369	8,926,022	6,794,774
Unrestricted	<u>(98,317,070)</u>	<u>(95,346,052)</u>	<u>(85,254,786)</u>
Total net deficit	<u>\$ (96,726,217)</u>	<u>\$ (89,532,464)</u>	<u>\$ (83,699,197)</u>

The excess of liabilities over assets reported on the government-wide statement of net assets is a result of several factors. The largest components of the net deficit are the result of the City having long-term debt with no corresponding capital assets and the City's OPEB liability. The following summarizes the main components of the net deficit as of June 30, 2009 and 2008:

<u>Components of Net Deficit</u>	<u>2009</u>	<u>2008</u>
	(in billions)	
Net Assets Invested in Capital Assets		
Some City-owned assets have a depreciable life used for financial reporting that is different from the period over which the related debt principal is being repaid. Schools and related education assets depreciate more quickly than their related debt is paid, and they comprise one of the largest components of this difference	\$ (5.5)	\$ (3.1)
Net Assets Restricted for:		
Debt Service	5.4	7.0
Capital Projects	<u>1.7</u>	<u>1.9</u>
Total net assets restricted	<u>7.1</u>	<u>8.9</u>
Unrestricted Net Assets		
TFA issued debt to finance costs related to the recovery from the September 11, 2001 World Trade Center disaster, which are operating expenses of the City	(1.5)	(1.5)
STAR issued debt related to the defeasance of the MAC issued debt	(2.3)	(2.3)
The City has issued debt for the acquisition and construction of public purpose capital assets which are not reported as City-owned assets on the Statement of Net Assets. This includes assets of the New York City Transit Authority (TA), NYW, HHC, and certain public libraries and cultural institutions. This is the debt outstanding for non-City owned assets at year end.	(14.4)	(14.0)
Certain long-term obligations do not require current funding:		
OPEB liability	(65.5)	(63.3)
Judgments and claims	(5.5)	(5.7)
Vacation and sick leave	(3.7)	(3.4)
Pension liability	(0.7)	(0.7)
Landfill closure and postclosure costs	(1.7)	(1.7)
Other:	<u>(3.0)</u>	<u>(2.7)</u>
Total unrestricted net assets	<u>(98.3)</u>	<u>(95.3)</u>
Total net deficit	<u>\$(96.7)</u>	<u>\$(89.5)</u>

**Financial Analysis of the
Governmental Funds**

As noted earlier, the City uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The table below summarizes the changes in the fund balances of the City's governmental funds.

	Governmental Funds					Total
	General Fund	New York City Capital Projects Fund	General Debt Service Fund	Nonmajor Governmental Funds	Adjustments/ Eliminations	
	(in thousands)					
Fund balances (deficit), June 30, 2007	\$ 427,298	\$(3,328,918)	\$3,371,996	\$5,695,244	\$ —	\$ 6,165,620
Revenues	61,423,517	3,666,977	18,060	3,195,701	(2,376,158)	65,928,097
Expenditures	(55,996,802)	(9,005,444)	(3,493,379)	(4,433,242)	2,376,158	(70,552,709)
Other financing sources (uses)	(5,421,706)	5,161,500	5,220,591	(784,401)	—	4,175,984
Fund balances (deficit), June 30, 2008	432,307	(3,505,885)	5,117,268	3,673,302	—	5,716,992
Revenues	59,849,094	3,725,364	57,692	3,569,827	(2,880,850)	64,321,127
Expenditures	(57,865,899)	(10,043,522)	(3,215,502)	(4,537,303)	2,880,850	(72,781,376)
Other financing sources (uses)	(1,978,494)	7,717,479	1,416,372	645,079	—	7,800,436
Fund balances (deficit), June 30, 2009	<u>\$ 437,008</u>	<u>\$(2,106,564)</u>	<u>\$3,375,830</u>	<u>\$3,350,905</u>	<u>\$ —</u>	<u>\$ 5,057,179</u>

The City's General Fund is required to adopt an annual budget prepared on a basis consistent with generally accepted accounting principles. Surpluses from any fiscal year cannot be appropriated in future fiscal years.

If the City anticipates that the General Fund will have an operating surplus, the City will make discretionary transfers to the General Debt Service Fund as well as advance payments of certain subsidies and other payments that reduce the amount of the General Fund surplus for financial reporting purposes. As detailed later, the General Fund had operating surpluses of \$2.919 billion and \$4.640 billion before certain expenditures and transfers (discretionary and other) for fiscal years 2009 and 2008, respectively. After these certain expenditures and transfers (discretionary and other), the General Fund reported an operating surplus of \$5 million in both fiscal years 2009 and 2008, which resulted in an increase in fund balance by this amount.

The General Debt Service Fund receives transfers (discretionary and other) from the General Fund from which it pays the City's debt service requirements. Its fund balance at June 30, 2009, can be attributed principally to transfers (discretionary transfer and other, as described above) from the General Fund totaling \$1.290 billion in fiscal year 2009 for fiscal year 2010 debt service. Similar transfers in fiscal year 2008 of \$3.083 billion for fiscal year 2009 debt service also primarily account for the General Debt Service Fund balance at June 30, 2008.

The New York City Capital Projects Fund accounts for the financing of the City's capital program. The primary resource is obtained from the issuance of City and TFA debt. Capital-related expenditures are first paid from the General Fund, which is reimbursed for these expenditures by the New York City Capital Projects Fund. To the extent that capital expenditures exceed proceeds from bond issuances, and other revenues and financing sources, the Capital Projects Fund will have a deficit. The deficit fund balances at June 30, 2009 and 2008 represent the amounts expected to be financed from future bond issues or intergovernmental reimbursements. To the extent the deficits will not be financed or reimbursed, a transfer from the General Fund will be required.

**General Fund
Budgetary Highlights**

In fiscal year 2009, the City implemented Governmental Accounting Standards Board (GASB) Statement No. 49 *Accounting and Financial Reporting for Pollution Remediation Obligations* (GASB49). In addition to requiring recognition of pollution remediation obligations, GASB49 generally precludes costs incurred for pollution remediation from being reported as capital expenditures. Thus, the City's fiscal year 2009 General Fund expenditures include approximately \$236.1 million of pollution remediation expenditures associated with projects which were originally included in the City's capital program. On April 30, 2008 pursuant to existing authority under the New York State Financial Emergency Act, the New York State Financial Control Board for the City of New York approved a phase-in of the budgetary impact of GASB49, enabling the City to continue to finance, with the issuance of bonds, certain pollution remediation costs for projects authorized prior to fiscal year 2011. Thus, \$176.4 million of City bond proceeds and \$59.7 of other revenues (New York

City Municipal Water Finance Authority bond proceeds transferred to the City) supporting the \$236.1 million of pollution remediation expenditures are also reported in the General Fund for fiscal year 2009. Although amounts were not established in the Adopted Budget, a modification to the budget was made to accommodate the pollution remediation expenditure charge in the General Fund. These pollution remediation expenditures were incurred by various agencies, as follows:

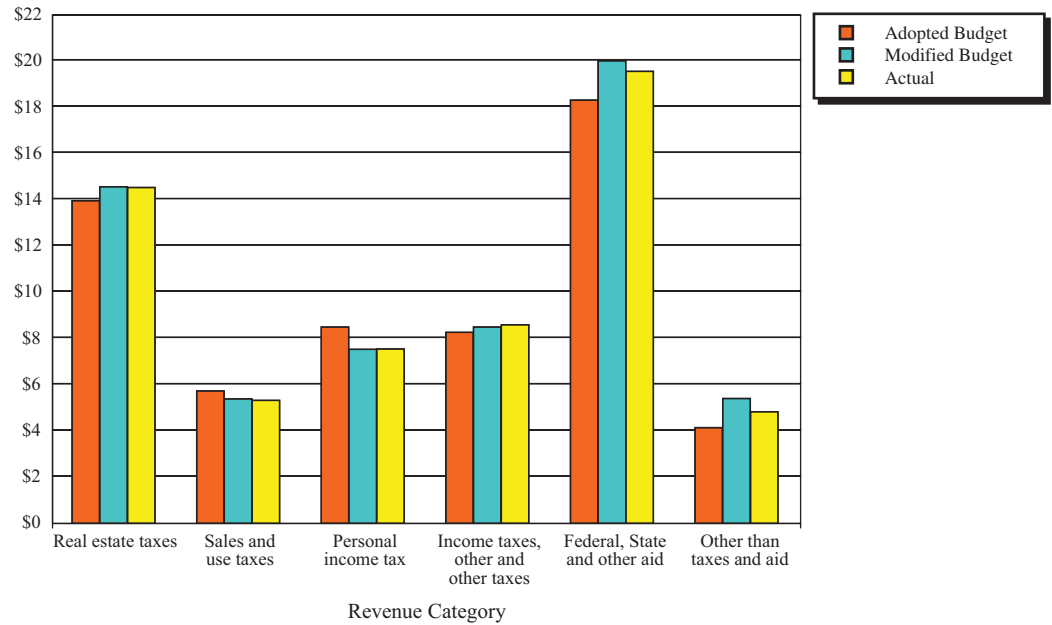
	General Fund Pollution Remediation Expenditures (in thousands)	
	<u>Modified Budget</u>	<u>Actual</u>
General government	\$ 3,495	\$ 3,495
Public safety and judicial	394	394
Education	158,543	158,543
Social services	63	63
Environmental protection	61,248	61,248
Transportation services	6,463	6,463
Parks, recreation and cultural activities	676	676
Housing	4,178	4,178
Health, including HHC	864	864
Libraries	<u>168</u>	<u>168</u>
 Total expenditures	 <u>\$236,092</u>	 <u>\$236,092</u>

The following information is presented to assist the reader in comparing the original budget (Adopted Budget), and the final amended budget (Modified Budget) and the actual results compared with these budgeted amounts. The Adopted Budget can be modified subsequent to the end of the fiscal year.

General Fund Revenues

The following charts and tables summarize actual revenues by category for fiscal years 2009 and 2008 and compare revenues with each fiscal year's Adopted Budget and Modified Budget.

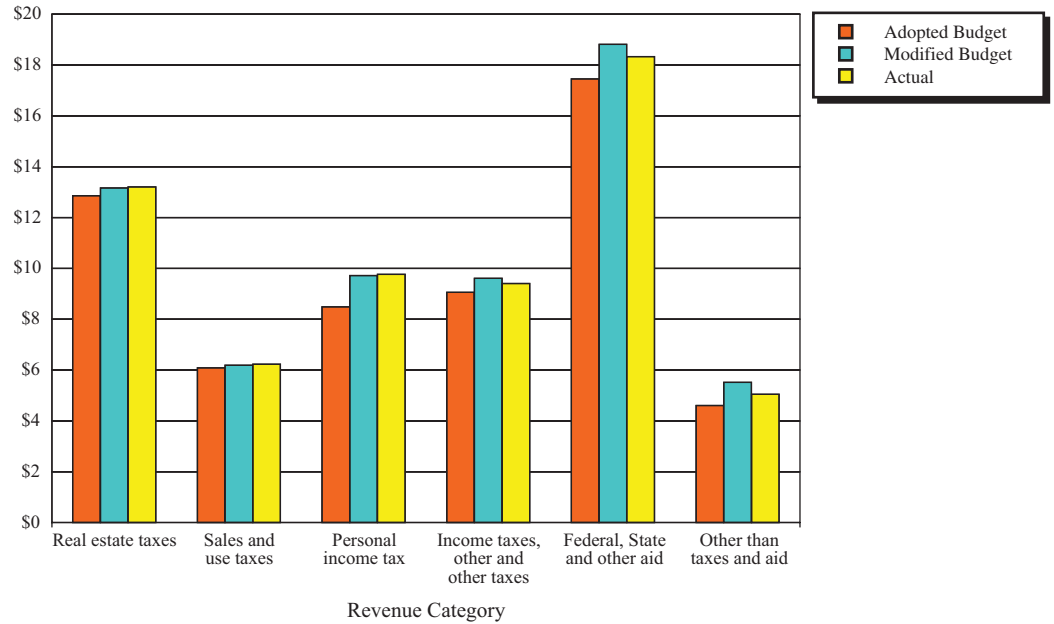
**General Fund Revenues
Fiscal Year 2009
(in billions)**



**General Fund Revenues
Fiscal Year 2009
(in millions)**

	<u>Adopted Budget</u>	<u>Modified Budget</u>	<u>Actual</u>
Taxes (net of refunds):			
Real estate taxes	\$13,915	\$14,520	\$14,487
Sales and use taxes	5,713	5,364	5,302
Personal income tax	8,469	7,498	7,519
Income taxes, other	5,407	5,544	6,589
Other taxes	2,823	2,925	1,976
Taxes (net of refunds)	<u>36,327</u>	<u>35,851</u>	<u>35,873</u>
Federal, State and other aid:			
Categorical	17,906	19,609	19,168
Unrestricted	340	340	327
Federal, State and other aid	<u>18,246</u>	<u>19,949</u>	<u>19,495</u>
Other than taxes and aid:			
Charges for services	2,127	2,209	2,245
Other revenues	1,863	2,853	2,236
Bond Proceeds	—	176	176
Transfers from Nonmajor Debt Service Fund	143	146	146
Other than taxes and aid	<u>4,133</u>	<u>5,384</u>	<u>4,803</u>
Total revenues	<u>\$58,706</u>	<u>\$61,184</u>	<u>\$60,171</u>

**General Fund Revenues
Fiscal Year 2008
(in billions)**



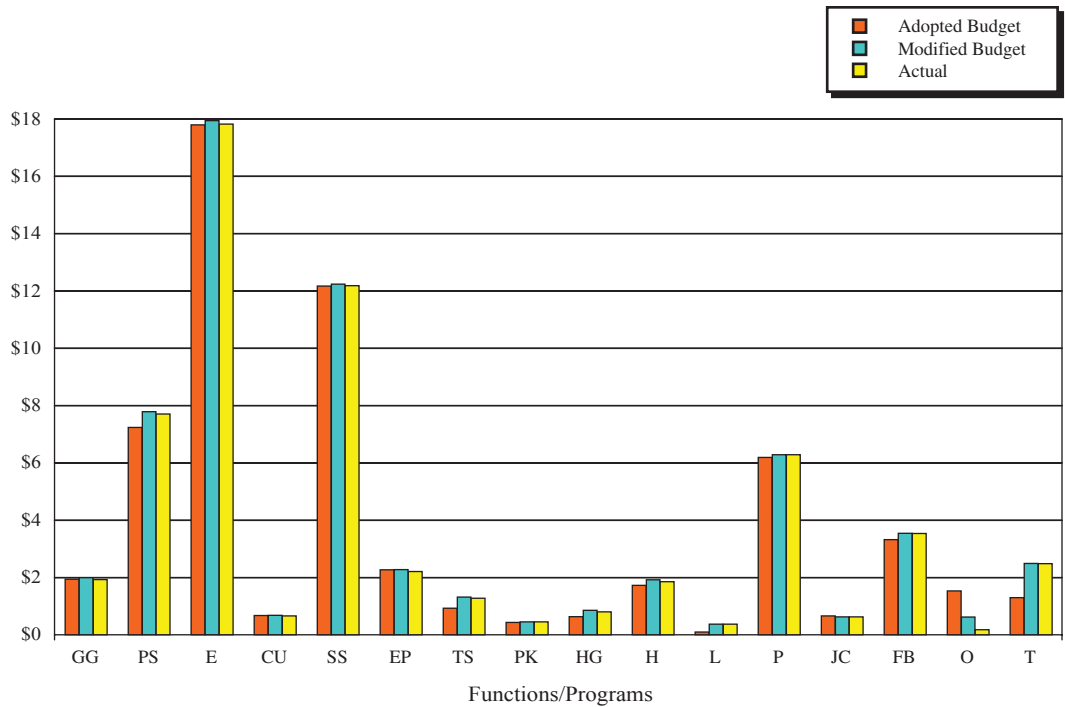
**General Fund Revenues
Fiscal Year 2008
(in millions)**

	<u>Adopted Budget</u>	<u>Modified Budget</u>	<u>Actual</u>
Taxes (net of refunds):			
Real estate taxes	\$12,854	\$13,163	\$13,204
Sales and use taxes	6,082	6,185	6,228
Personal income tax	8,487	9,714	9,764
Income taxes, other	6,007	5,968	6,785
Other taxes	3,045	3,638	2,619
Taxes (net of refunds)	<u>36,475</u>	<u>38,668</u>	<u>38,600</u>
Federal, State and other aid:			
Categorical	17,110	18,553	18,088
Unrestricted	340	255	242
Federal, State and other aid	<u>17,450</u>	<u>18,808</u>	<u>18,330</u>
Other than taxes and aid:			
Charges for services	1,951	2,086	2,126
Other revenues	2,104	2,878	2,368
Transfers from Nonmajor Debt Service Fund	549	552	552
Other than taxes and aid	<u>4,604</u>	<u>5,516</u>	<u>5,046</u>
Total revenues	<u>\$58,529</u>	<u>\$62,992</u>	<u>\$61,976</u>

General Fund Expenditures

The following charts and tables summarize actual expenditures by function/program for fiscal years 2009 and 2008 and compare expenditures with each fiscal year's Adopted Budget and Modified Budget.

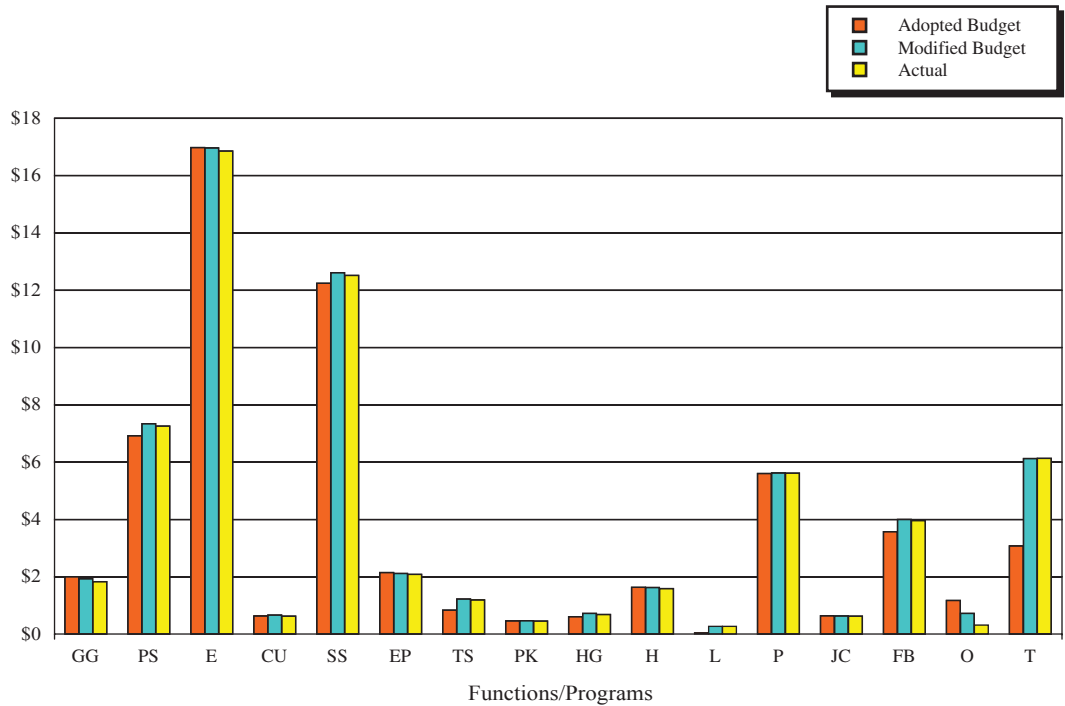
**General Fund Expenditures
Fiscal Year 2009
(in billions)**



**General Fund Expenditures
Fiscal Year 2009
(in millions)**

	<u>Adopted Budget</u>	<u>Modified Budget</u>	<u>Actual</u>
General government (GG)	\$ 1,932	\$ 1,986	\$ 1,918
Public safety and judicial (PS)	7,213	7,762	7,683
Education (E)	17,744	17,892	17,774
City University (CU)	670	674	658
Social services (SS)	12,139	12,205	12,151
Environmental protection (EP)	2,257	2,266	2,200
Transportation services (TS)	922	1,309	1,270
Parks, recreation and cultural activities (PK)	429	449	445
Housing (HG)	631	847	797
Health, including HHC (H)	1,722	1,911	1,843
Libraries (L)	95	367	366
Pensions (P)	6,171	6,268	6,265
Judgments and claims (JC)	658	623	623
Fringe benefits and other benefit payments (FB)	3,309	3,528	3,525
Other (O)	1,523	613	172
Transfers and other payments for debt service (T)	1,291	2,484	2,476
Total expenditures	<u>\$58,706</u>	<u>\$61,184</u>	<u>\$60,166</u>

**General Fund Expenditures
Fiscal Year 2008
(in billions)**



**General Fund Expenditures
Fiscal Year 2008
(in millions)**

	<u>Adopted Budget</u>	<u>Modified Budget</u>	<u>Actual</u>
General government (GG)	\$ 1,999	\$ 1,926	\$1,828
Public safety and judicial (PS)	6,919	7,337	7,259
Education (E)	16,974	16,962	16,855
City University (CU)	629	660	621
Social services (SS)	12,241	12,610	12,511
Environmental protection (EP)	2,145	2,115	2,083
Transportation services (TS)	837	1,223	1,187
Parks, recreation and cultural activities (PK)	455	463	450
Housing (HG)	604	716	680
Health, including HHC (H)	1,626	1,624	1,588
Libraries (L)	47	267	266
Pensions (P)	5,603	5,620	5,616
Judgments and claims (JC)	635	629	625
Fringe benefits and other benefit payments (FB) ...	3,573	3,995	3,957
Other (O)	1,169	721	313
Transfers and other payments for debt service (T) ..	3,073	6,124	6,132
Total expenditures	<u><u>\$58,529</u></u>	<u><u>\$62,992</u></u>	<u><u>\$61,971</u></u>

General Fund Surplus

The City had General Fund surpluses of \$2.919 billion, \$4.640 billion and \$4.670 billion before certain expenditures and transfers (discretionary and other) for fiscal years 2009, 2008 and 2007, respectively. For the fiscal years 2009, 2008 and 2007, the General Fund surplus was \$5 million after expenditures and transfers (discretionary and other).

The expenditures and transfers (discretionary and other) made by the City after the adoption of its fiscal years 2009, 2008 and 2007 budgets follow:

	<u>2009</u>	<u>2008</u>	<u>2007</u>
		(in millions)	
Transfer, as required by law, to the General Debt			
Service Fund of real estate taxes collected in excess of the amount needed to finance debt service	\$1,043	\$ 672	\$ 153
Discretionary transfers to the General Debt			
Service Fund	244	2,401	3,160
Net equity contribution in bond refunding that accrued to future years debt service savings	3	10	2
Debt service prepayments for lease purchase debt service due in the fiscal year	95	46	165
Grant to HYIC	15	—	—
Grant to TFA	646	546	546
Advance cash subsidies to the Public Library system ..	264	225	273
Advance cash subsidies to the TA and Metropolitan Transportation Authority (MTA)	294	275	275
Advance cash subsidies to the HHC	85	—	91
Payment to the RHBT	—	460	—
Payment to the PLAN	<u>225</u>	<u>—</u>	<u>—</u>
Total expenditures and transfers (discretionary and other)	2,914	4,635	4,665
Reported surplus	<u>5</u>	<u>5</u>	<u>5</u>
Total surplus	<u>\$2,919</u>	<u>\$4,640</u>	<u>\$4,670</u>

Final results for any given fiscal year may differ greatly from that year's Adopted Budget. The following table shows the variance between actuals and amounts for the fiscal year ended 2009 Adopted Budget:

	<u>2009</u>
	(in millions)
Additional resources:	
Greater than expected banking corporation tax collections	\$ 650
State categorical aid	598
Federal categorical aid	575
Greater than expected real estate tax collections	569
Lower than expected all other personal services expenditures	529
Lower than expected supplies and materials costs	405
Lower than expected Medicaid spending	323
General Reserve	300
Lower than expected all other general administrative OTPS spending	260
Lower than expected debt service costs	229
Greater than expected all other miscellaneous revenues	210
Pollution remediation bond proceeds	176
Lower than expected fuel and energy costs	140
Lower than expected judgments & claims expenditures	117
Greater than expected unincorporated business tax collections	109
Greater than expected charges for services	118
Greater than expected non-grant revenues	74
Greater than expected utility tax collections	57
Greater than expected fines and forfeitures	54
Asset sales	40
Greater than expected interest income	39
Greater than expected revenues from licenses, permits, privileges and franchises	33
Lower than expected all other health insurance costs	22
Greater than expected commercial rent tax collections	22
Lower than expected provisions for disallowance reserve	15
All other net underspending and revenues above budget	13
Total	<u>5,677</u>
Enabled the City to provide for:	
Additional prepayments for certain debt service costs and subsidies due in fiscal year 2010	2,098
Lower than expected personal income tax collections	951
Higher than expected contractual services costs	869
Lower than expected mortgage tax collections	356
Lower than expected real property transfer tax collections	323
Higher than expected overtime costs	233
Higher than expected all other fixed and miscellaneous charges	284
Lower than expected general corporation tax collections	163
Higher than expected public assistance spending	127
Higher than expected payments to HHC	19
Higher than expected pensions costs	94
Lower than expected sales tax collections	71
Higher than expected all other social services spending (excluding Medicaid and public assistance)	51
Lower than expected unrestricted federal and state aid	12
Higher than expected property and equipment costs	8
Higher than expected payments to libraries	7
Higher than expected payments to Housing Authority	6
Total	<u>5,672</u>
Reported Surplus	<u>\$ 5</u>

Final results for any given fiscal year may differ greatly from that year's Adopted Budget. The following table shows the variance between actuals and amounts for the fiscal year ended 2008 Adopted Budget:

	<u>2008</u>
Additional resources:	(in millions)
Greater than expected personal income tax collections	\$1,297
Greater than expected sales tax collections	338
Greater than expected unincorporated business tax collections	301
Greater than expected general corporation tax collections	281
Greater than expected real estate tax collections	61
Greater than expected utility tax collections	36
Greater than expected real property transfer tax collections	30
Greater than expected all other tax collections	67
Greater than expected charges for services	175
Greater than expected fines and forfeitures	105
Greater than expected revenues from licenses, permits, privileges, and franchises	83
Greater than expected asset sales	19
Greater than expected all other miscellaneous revenues	69
Federal categorical aid	396
State categorical aid	597
Greater than expected non-grant revenues	83
Lower than expected all other health insurance expenditures	113
Lower than expected personal services spending (net of pension, health insurance and overtime)	628
Lower than expected supplies and materials costs	225
Lower than expected fuel and energy costs	8
Lower than expected all other general administrative OTPS spending	498
Lower than expected lease purchase debt service costs	65
Lower than expected all other debt service costs	61
Reduced Pay-As-You-Go capital spending	100
Reduced contribution to SMART Fund	50
General Reserve	300
All other net underspending and revenues above budget	19
Total	<u>6,005</u>
Enabled the City to provide for:	
Additional prepayments of certain debt service costs and subsidies due in fiscal years 2009–2011	1,614
Retirement of capital debt	1,986
Additional prepayment to the RHBT	460
Higher than expected overtime costs	288
Higher than expected pensions costs	13
Higher than expected spending for contractual services	685
Higher than expected property and equipment costs	96
Higher than expected judgments and claims costs	29
Higher than expected payment to the HHC (excluding Medicaid)	28
Higher than expected all other fixed and miscellaneous charges	94
Higher than expected provisions for disallowance reserve	99
Higher than expected Medicaid spending (including HHC)	62
Higher than expected public assistance spending	56
Higher than expected all other social services spending (excluding Medicaid and public assistance)	47
Lower than expected banking corporation tax collections	223
Lower than expected mortgage tax collections	111
Lower than expected unrestricted federal and state aid	98
Lower than expected interest income	11
Total	<u>6,000</u>
Reported Surplus	<u>\$ 5</u>

Capital Assets

The City's investment in capital assets (net of accumulated depreciation), is detailed as follows:

	Governmental Activities		
	2009	2008	2007
	(in millions)		
Land*	\$ 1,147	\$ 1,097	\$ 1,067
Buildings	22,435	21,026	20,205
Equipment	1,898	1,652	1,301
Infrastructure**	9,539	8,737	8,132
Construction work-in-progress*	4,862	4,381	3,626
Total	<u>\$39,881</u>	<u>\$36,893</u>	<u>\$34,331</u>

* not depreciable

** Infrastructure elements include the roads, bridges, curbs and gutters, streets and sidewalks, park land and improvements, piers, bulkheads and tunnels.

The net increase in the City's capital assets during fiscal year 2009 was \$2.988 billion, a 8.1% increase. Capital assets additions in fiscal year 2009 were \$9.121 billion, an increase of \$807 million from fiscal year 2008. Capital assets additions in the Education program totaling \$1.754 billion and total new construction work-in-progress (the majority of which was in the Education program) totaling \$3.758 billion accounted for 60% of the capital assets additions in fiscal year 2009.

The net increase in the City's capital assets during fiscal year 2008 was \$2.562 billion, a 7.5% increase. Capital assets additions in fiscal year 2008 were \$8.314 billion, an increase of \$2.174 billion from fiscal year 2007. Capital assets additions in the Education program totaling \$1.424 billion and total new construction work-in-progress (the majority of which was in the Education program) totaling \$3.526 billion accounted for 60% of the capital assets additions in fiscal year 2008.

Additional information on the City's capital assets can be found in Note D.2 of the basic financial statements.

Debt Administration

The City, through the Comptroller's Office of Public Finance, in conjunction with the Mayor's Office of Management and Budget, is charged with issuing debt to finance the implementation of the City's capital program. The following table summarizes the debt outstanding for New York City and City-related issuing entities at the end of fiscal years 2009, 2008 and 2007.

	New York City and City-Related Debt		
	2009	2008	2007
	(in millions)		
General Obligation Bonds ^(a)	\$39,991	\$36,100	\$34,506
TFA Bonds	11,140	11,306	11,542
TFA Recovery Bonds	1,522	1,522	1,765
TFA BARBs	4,251	2,000	1,300
TSASC Bonds	1,274	1,297	1,317
IDA Bonds	99	101	102
STAR Bonds	2,253	2,339	2,368
FSC Bonds	304	321	337
HYIC Bonds	2,000	2,000	2,000
HYIC Notes	33	67	100
ECF Bonds	102	109	123
Total bonds and notes payable	<u>\$62,969</u>	<u>\$57,162</u>	<u>\$55,460</u>

(a) Does not include capital contract liabilities.

General Obligation

On July 1, 2009, the City's outstanding General Obligation (GO) debt, including capital contract liabilities, totaled \$47.2 billion (compared with \$42.6 and \$39.5 billion as of July 1, 2008 and 2007, respectively). The State Constitution provides that, with certain exceptions, the City may not contract indebtedness in an amount greater than 10% of the average full value of taxable real estate in the City for the most recent five years. As of July 1, 2009, the City's 10% general limitation was \$74.9 billion (compared with \$70.4 and \$60 billion as of July 1, 2008 and 2007 respectively). The City's remaining GO debt incurring power as of July 1, 2009, after providing for capital contract liabilities, totaled \$27.7 billion.

As of June 30, 2009, the City's outstanding GO variable and fixed rate debt totaled \$7.39 billion and \$32.60 billion, respectively. During fiscal year 2009, the City's GO tax exempt both daily and weekly variable rate debt averaged 1.33%. Of the \$5.93 billion in GO bonds issued by the City in fiscal year 2009, a total of \$450.07 million was issued to refund certain outstanding bonds and a total of \$5.48 billion was issued for new money capital purposes. The proceeds of the refunding issues were placed in irrevocable escrow accounts in amounts sufficient to pay when due all principal, interest, and applicable redemption premium, if any, on the refunded bonds. These refundings produce budgetary dissavings of \$3.84 million in fiscal year 2009, and budgetary savings of \$16.56 million and \$19.48 million in 2010 and 2011, respectively. The refundings will generate approximately \$35.45 million in net present value savings throughout the life of the bonds.

In addition, the City converted \$177 million of bonds between various interest rate modes.

A total of \$681 million fixed rate bonds of the \$5.93 billion GO bonds issued during fiscal year 2009 was issued as taxable debt. Of this total \$445 million bonds were offered on a competitive basis and \$236 million bonds were offered on a negotiated basis.

During fiscal year 2009 Standard & Poor's Ratings Services (S&P), Moody's Investors Service (Moody's) and Fitch Ratings (Fitch) maintained the General Obligation ratings at AA, Aa3 and AA- respectively.

Short-term Financing

In fiscal year 2009, the City had no short-term borrowings.

Transitional Finance Authority

In 1997, in order to continue to fund the City's capital commitments in the face of an approaching General Obligation debt limit, the New York State Legislature created the New York City Transitional Finance Authority (TFA). The TFA, a bankruptcy-remote separate legal entity, was initially authorized to issue debt secured by the City's collections of personal income tax and, if necessary, sales tax. These TFA bonds are identified as Future Tax Secured Bonds. The TFA was initially authorized to issue up to \$7.5 billion of Future Tax Secured Bonds. In fiscal year 2000, the debt incurring authorization for these bonds was increased by \$4 billion to a total of \$11.5 billion, and in fiscal year 2006, by \$2 billion to a total of \$13.5 billion. As of June 30, 2009 TFA has exhausted its debt incurring authorization for these bonds. In July 2009, however, Chapter 182 of the Laws of New York, 2009 authorized the issuance of additional Future Tax Secured Bonds subject to certain limitations. First, the \$13.5 billion debt authorization was changed to be based on outstanding debt and not debt issued. Second, the new authorization provides that the further Future Tax Secured Bonds, together with the amount of indebtedness contracted by the City, will not exceed the debt limit of the City. As of July 1, 2009, the debt-incurring margin within the debt limit of the City was \$27.7 billion.

In September 2001, the New York State Legislature approved a special TFA authorization of \$2.5 billion to fund capital and operating costs related to or arising from the events of September 11, 2001 (Recovery Bonds). The Legislature also authorized TFA to issue debt without limit as to principal amount, secured solely by state or federal aid received as a result of the disaster. To date, TFA has issued \$2 billion in Recovery Bonds pursuant to this authorization.

As of June 30, 2009, the TFA Future Tax Secured Bond total debt outstanding, including Recovery Bonds and Subordinate Lien Bonds, totaled approximately \$12.66 billion.

In fiscal year 2009 the TFA issued \$219.3 million to refund certain outstanding bonds. The refunding will produce budgetary savings of \$11.12 million in fiscal year 2010. The refunding

will generate approximately \$10.95 million in net present value savings throughout the life of the bonds.

As of June 30, 2009, the TFA's outstanding variable rate debt, which included \$1.52 billion of TFA Recovery Bonds, totaled \$2.90 billion, all of which is secured by Future Tax Revenue. During fiscal year 2009, TFA's variable rate debt traded at the following average interest rates:

	<u>Tax-Exempt</u>	<u>Taxable</u>
Dailies	1.04%	—
Weeklies	1.53%	2.85%
Auction Rate Securities -7 Day	3.27%	—

For the TFA Future Tax Secured Bonds, S&P maintained its rating on both Senior Lien Bonds and Subordinate Lien Bonds at AAA. Fitch maintained its rating on these TFA Bonds at AA+. Moody's maintained its ratings on Senior Lien Bonds at Aa1 and Subordinate Lien Bonds at Aa2.

In fiscal year 2006, the New York State Legislature authorized TFA to issue bonds and notes or other obligations in an amount outstanding of up to \$9.4 billion to finance a portion of the City's educational facilities capital plan and authorized the City to assign to TFA all or any portion of the state aid payable to the City or its school district pursuant to Section 3602.6 of the New York State Education Law (State Building Aid) as security for the obligations.

Pursuant to this authority, the Building Aid Revenue Bond (BARB) credit was created. The City assigned all the State Building Aid to the TFA. In fiscal year 2009, the TFA issued \$2.27 billion in new money BARBs to finance a portion of the City's educational facilities capital plan. As of June 30, 2009 TFA BARBs outstanding totaled \$4.25 billion.

The TFA BARBs maintained the ratings of AA- by S&P, A1 by Moody's and A+ by Fitch.

TSASC, Inc.

TSASC, Inc. (TSASC) is a special purpose, bankruptcy-remote local development corporation created pursuant to the Not-for-Profit Corporation Law of the State of New York. TSASC is authorized to issue bonds to purchase from the City its future right, title and interest under a Master Settlement Agreement (the MSA) between participating cigarette manufacturers and 46 states, including the State of New York.

TSASC had no financing activity in fiscal year 2009. As of June 30, 2009, TSASC had approximately \$1.27 billion of bonds outstanding.

As of June 30, 2009, TSASC's bonds are rated BBB by S&P and BBB+ by Fitch.

Additional information on the City's long-term debt can be found in Note D.4. of the Basic Financial Statements.

Sales Tax Asset Receivable Corporation

In May, 2003, New York State statutorily committed \$170 million of New York State Sales Tax receipts to the City in each fiscal year from 2004 through 2034. The Sales Tax Asset Receivable Corporation (STAR) was formed to securitize these payments and to use the proceeds to retire existing MAC debt, thereby expecting to save the City approximately \$500 million per year for fiscal years 2004 through 2008.

As of June 30, 2009, STAR has \$2.25 billion bonds outstanding. It had no financing activity in fiscal year 2009. The bonds are rated Aa3 by Moody's, AAA by S&P and AA- by Fitch.

Fiscal Year 2005 Securitization Corporation

In fiscal year 2005, \$498.85 million of taxable bonds were issued by the Fiscal Year 2005 Securitization Corporation (FSC), a bankruptcy-remote local development corporation, established to restructure an escrow fund that was previously funded with GO bonds proceeds.

As of June 30, 2009, FSC has \$304.16 million bonds outstanding. It had no financing activity in fiscal year 2009.

The bonds are rated Aaa by Moody's and AAA by S&P.

Hudson Yards Infrastructure Corporation

In December, 2006, \$2 billion of tax-exempt bonds were issued by the Hudson Yards Infrastructure Corporation (HYIC), a local development corporation established to provide financing for infrastructure improvements to facilitate economic development on Manhattan's far west side. Principal on the bonds is payable from revenues generated by the new development in the Hudson Yards District. To the extent that such revenues are not sufficient to cover interest payments, the City, subject to appropriation, has agreed to make interest support payments to HYIC. The interest support payments do not cover principal repayment of the bonds. As of June 30, 2009, HYIC had \$2 billion bonds outstanding and \$33.33 million in installment purchase debt related to the acquisition of certain air rights from the New York State Metropolitan Transportation Authority. It did not sell bonds in fiscal year 2009. HYIC bonds are rated A3 by Moody's, A by S&P and A- by Fitch.

New York City Educational Construction Fund

The New York City Educational Construction Fund (ECF), a public benefit corporation, established to facilitate the construction and improvement of City elementary and secondary school buildings in combination with other compatible lawful uses such as housing, office or other commercial buildings. The City is required to make rental payments on the school portions of the ECF projects sufficient to make debt service payments as they come due on ECF Bonds, less the revenue received by the ECF from the non-school portions of the ECF projects.

The ECF did not sell bonds in fiscal year 2009.

As of June 30, 2009, ECF has \$102 million bonds outstanding. The bonds are rated A1 by Moody's and A+ by S&P.

Interest Rate Exchange Agreements

In an effort to lower borrowing costs over the life of its bonds and to diversify its existing portfolio, the City has from time to time entered into interest rate exchange agreements (swaps) and sold options to enter into swaps at future dates. The City received specific authorization to enter into such agreements under Section 54.90 of the New York State Local Finance Law. As of June 30, 2009, the outstanding notional amount on the City's various swap agreements was \$2.9 billion.

No new swaps were initiated in fiscal year 2009, but one existing swap option was terminated and four swaps were transferred to a different swap counterparty.

On September 16, 2008, the City was notified that its derivative transaction with a Lehman Brothers subsidiary was being terminated as a result of the Lehman Brothers Holdings Inc.'s bankruptcy filing. This transaction, with a notional amount of \$100 million, had been entered into in March, 2004, at which time Lehman paid the City an option premium of \$2.9 million for the option to enter into a swap with the City on various future dates. Lehman never exercised the option and no further payments were made. Subsequent to the termination notice, the City and Lehman agreed on a settlement amount to be paid by the City to Lehman of \$623.3 thousand in respect of all claims arising under the derivative transaction, which the balance of \$4.0 was finally paid in April, 2009.

On March 16, 2008, the Bear Stearns Companies Inc. (Bear Stearns) and JP Morgan Chase & Co. (JP Morgan) executed an Agreement and Plan of Merger. JP Morgan agreed to guarantee certain obligations of Bear Stearns, including four derivative transactions between Bear Stearns Financial Products Inc. (BSFP) and the City. As of March 3, 2009, pursuant to novations, the City's derivative transactions with BSFP were assigned from BSFP to JP Morgan Chase Bank, N.A. No payments were made or received with respect to these transfers.

The Water Authority has also from time to time entered into interest rate exchange agreements in order to lower its borrowing costs over the life of its bonds and to diversify its existing portfolio. In fiscal year 2009, it initiated no new swaps. As of June 30, 2009, the outstanding notional amount on Water Authority's various swap agreements was \$621 million.

Subsequent Events

Subsequent to June 30, 2009, the City and TFA completed the following long-term financing:

Long-term Financing

City Debt: On October 15, 2009, the City sold its Fiscal 2010 Series A bonds of \$970 million for capital purposes.

On October 15, 2009, the City sold its Fiscal 2010 Series B and C bonds of \$1.10 billion for refunding purposes.

TFA Debt: On July 30, 2009, TFA sold its Fiscal 2010 Series A Future Tax Secured Subordinate bonds of \$900 million for capital purposes.

On August 27, 2009, TFA sold its Fiscal 2010 Series B Future Tax Secured Subordinate bonds of \$800 million for refunding purposes.

On October 22, 2009, TFA sold its Fiscal 2010 Series C Future Tax Secured Bonds of \$775 million to finance general City capital expenditures.

Commitments

At June 30, 2009, the outstanding commitments relating to projects of the New York City Capital Projects Fund amounted to approximately \$17.5 billion.

To address the need for significant infrastructure and public facility capital investments, the City has prepared a ten-year capital spending program which contemplates New York City Capital Projects Fund expenditures of \$61.7 billion over fiscal years 2010 through 2019. To help meet its capital spending program, the City and TFA borrowed \$7.75 billion in the public credit market in fiscal year 2009. The City and TFA plan to borrow \$6.45 billion in the public credit market in fiscal year 2010.

Request for Information

This financial report is designed to provide a general overview of the City's finances for all those with an interest in its finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to The City of New York, Office of the Comptroller, Bureau of Accountancy, 1 Centre Street, Room 808, New York, New York 10007-2341.

THE CITY OF NEW YORK
STATEMENT OF NET ASSETS

JUNE 30, 2009
(in thousands)

	Primary Government	Component
	Governmental	Units
	Activities	Units
ASSETS:		
Cash and cash equivalents	\$ 10,053,785	\$ 2,719,736
Investments, including accrued interest	1,065,336	2,438,441
Receivables:		
Real estate taxes (less allowance for uncollectible amounts of \$202,698)	322,737	—
Federal, State and other aid	6,821,403	—
Taxes other than real estate	3,489,081	—
Other	1,770,291	4,776,475
Mortgage loans and interest receivable, net	58	6,464,582
Inventories	281,645	47,660
Due from Primary Government	—	13,328
Due from Component Units	2,000,780	—
Restricted cash, cash equivalents and investments	4,307,477	2,656,924
Deferred charges	757,261	—
Other	436,061	506,690
Capital assets:		
Land and construction work-in-progress	6,009,299	6,896,198
Other capital assets (net of depreciation):		
Property, plant and equipment	24,332,895	22,339,275
Infrastructure	9,539,409	—
Total assets	71,187,518	48,859,309
LIABILITIES:		
Accounts payable and accrued liabilities	13,052,000	1,929,317
Accrued interest payable	766,778	125,229
Unearned revenues:		
Prepaid real estate taxes	4,666,370	—
Other	2,279,118	250,988
Due to Primary Government	—	2,000,780
Due to Component Units	13,328	—
Estimated disallowance of Federal, State and other aid	1,112,915	—
Other	88,846	116,825
Noncurrent liabilities:		
Due within one year	3,949,610	1,583,964
Due in more than one year	141,984,770	37,549,850
Total liabilities	167,913,735	43,556,953
NET ASSETS:		
Invested in capital assets, net of related debt	(5,502,516)	8,101,792
Restricted for:		
Capital projects	1,667,852	63,427
Debt service	5,425,517	853,161
Loans/security deposits	—	48,761
Donor/statutory restrictions	—	56,169
Operations	—	416,906
Unrestricted (deficit)	(98,317,070)	(4,237,860)
Total net assets (deficit)	\$(96,726,217)	\$ 5,302,356

See accompanying notes to financial statements.

THE CITY OF NEW YORK
STATEMENT OF NET ASSETS

JUNE 30, 2008
(in thousands)

	<u>Primary Government</u>	
	<u>Governmental</u>	<u>Component</u>
	<u>Activities</u>	<u>Units</u>
ASSETS:		
Cash and cash equivalents	\$ 8,786,324	\$ 3,173,800
Investments, including accrued interest	3,508,509	2,580,352
Receivables:		
Real estate taxes (less allowance for uncollectible amounts of \$203,001)	317,470	—
Federal, State and other aid	5,890,591	—
Taxes other than real estate	4,587,246	—
Other	1,621,762	2,558,976
Mortgage loans and interest receivable, net	69	5,540,764
Inventories	257,215	50,355
Due from Primary Government	—	22,925
Due from Component Units	1,419,813	—
Restricted cash, cash equivalents and investments	4,435,551	2,894,215
Deferred charges	873,065	—
Other	437,550	1,368,825
Capital assets:		
Land and construction work-in-progress	5,477,887	5,724,768
Other capital assets (net of depreciation):		
Property, plant and equipment	22,678,469	21,577,274
Infrastructure	8,736,502	—
Total assets	<u>69,028,023</u>	<u>45,492,254</u>
LIABILITIES:		
Accounts payable and accrued liabilities	12,879,077	1,759,033
Accrued interest payable	677,361	107,310
Unearned revenues:		
Prepaid real estate taxes	3,118,576	—
Other	2,707,270	227,401
Due to Primary Government	—	1,419,813
Due to Component Units	22,925	—
Estimated disallowance of Federal, State and other aid	1,114,543	—
Payable for investment securities purchased	257,000	—
Other	85,906	113,054
Noncurrent liabilities:		
Due within one year	3,994,017	1,512,805
Due in more than one year	<u>133,703,812</u>	<u>33,410,863</u>
Total liabilities	<u>158,560,487</u>	<u>38,550,279</u>
NET ASSETS:		
Invested in capital assets, net of related debt	(3,112,434)	8,487,669
Restricted for:		
Capital projects	1,939,548	62,580
Debt service	6,986,474	746,916
Loans/security deposits	—	59,953
Donor/statutory restrictions	—	48,983
Operations	—	489,124
Unrestricted (deficit)	<u>(95,346,052)</u>	<u>(2,953,250)</u>
Total net assets (deficit)	<u>\$(89,532,464)</u>	<u>\$ 6,941,975</u>

See accompanying notes to financial statements.

THE CITY OF NEW YORK
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2009
(in thousands)

<u>Functions/Programs</u>	<u>Program Revenues</u>				<u>Net (Expense) Revenue and Changes in Net Assets</u>	
	<u>Expenses</u>	<u>Charges for Services</u>	<u>Operating Grants and Contributions</u>	<u>Capital Grants and Contributions</u>	<u>Primary Government</u>	
					<u>Governmental Activities</u>	<u>Component Units</u>
Primary government:						
General government	\$3,770,291	\$1,072,334	\$ 929,527	\$ 12,608	\$ (1,755,822)	\$ —
Public safety and judicial	15,198,415	285,598	594,718	18,217	(14,299,882)	—
Education	21,534,177	59,731	10,427,188	409,907	(10,637,351)	—
City University	779,539	219,043	179,882	—	(380,614)	—
Social services	13,076,719	34,410	4,914,361	4,109	(8,123,839)	—
Environmental protection	2,947,939	1,392,941	76,433	5,668	(1,472,897)	—
Transportation services	2,060,043	859,925	226,147	268,899	(705,072)	—
Parks, recreation and cultural activities	1,091,041	110,232	14,831	23,216	(942,762)	—
Housing	1,362,964	239,892	474,284	111,724	(537,064)	—
Health (including payments to HHC)	2,567,434	65,350	1,021,627	—	(1,480,457)	—
Libraries	402,299	—	—	298	(402,001)	—
Debt service interest	2,565,891	—	—	—	(2,565,891)	—
Total primary government	<u>\$67,356,752</u>	<u>\$4,339,456</u>	<u>\$18,858,998</u>	<u>\$ 854,646</u>	<u>(43,303,652)</u>	<u>—</u>
Component Units	<u>\$14,447,789</u>	<u>\$9,420,106</u>	<u>\$ 1,964,512</u>	<u>\$1,006,031</u>	<u>—</u>	<u>(2,057,140)</u>
 General revenues:						
Taxes (Net of Refunds):						
Real estate taxes					14,531,191	—
Sales and use taxes					5,294,107	—
Personal income tax					7,195,177	—
Income taxes, other					5,914,642	—
Other taxes					1,969,813	—
Investment income					286,868	229,838
Other Federal and State aid					806,415	5,944
Other					284,528	279,275
Total general revenues					<u>36,282,741</u>	<u>515,057</u>
Change in net assets					(7,020,911)	(1,542,083)
Net assets (deficit) - beginning					(89,532,464)	6,941,975
Restatement of beginning net deficit					(172,842)	(97,536)
Net assets (deficit) - ending					<u>\$(96,726,217)</u>	<u>\$ 5,302,356</u>

See accompanying notes to financial statements.

THE CITY OF NEW YORK
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2008
(in thousands)

<u>Functions/Programs</u>	<u>Program Revenues</u>				<u>Net (Expense) Revenue and Changes in Net Assets</u>	
	<u>Expenses</u>	<u>Charges for Services</u>	<u>Operating Grants and Contributions</u>	<u>Capital Grants and Contributions</u>	<u>Primary Government</u>	
					<u>Governmental Activities</u>	<u>Component Units</u>
Primary government:						
General government	\$ 3,892,968	\$ 784,024	\$ 844,807	\$ 27,597	\$ (2,236,540)	\$ —
Public safety and judicial	16,253,188	302,161	555,770	11,395	(15,383,862)	—
Education	21,597,632	69,925	9,838,874	987,945	(10,700,888)	—
City University	733,165	195,703	176,196	—	(361,266)	—
Social services	13,529,238	33,947	4,826,623	8,277	(8,660,391)	—
Environmental protection	3,406,311	1,353,616	19,308	4,236	(2,029,151)	—
Transportation services	1,793,394	880,845	201,804	155,442	(555,303)	—
Parks, recreation and cultural activities	897,363	97,452	12,732	36,262	(750,917)	—
Housing	1,403,838	247,187	376,953	127,808	(651,890)	—
Health (including payments to HHC)	2,309,449	129,563	1,014,906	—	(1,164,980)	—
Libraries	310,048	—	—	4,860	(305,188)	—
Debt service interest	2,615,635	—	—	—	(2,615,635)	—
Total primary government	<u>\$68,742,229</u>	<u>\$4,094,423</u>	<u>\$17,867,973</u>	<u>\$1,363,822</u>	<u>(45,416,011)</u>	<u>—</u>
Component Units	<u>\$13,464,436</u>	<u>\$9,070,937</u>	<u>\$ 2,129,906</u>	<u>\$1,082,222</u>	<u>—</u>	<u>(1,181,371)</u>
General revenues:						
Taxes (Net of Refunds):						
Real estate taxes					12,823,352	—
Sales and use taxes					6,238,357	—
Personal income tax					9,813,965	—
Income taxes, other					6,514,783	—
Other taxes					2,664,944	—
Investment income					637,711	344,049
Unrestricted Federal and State aid					632,162	6,892
Other					257,470	156,024
Total general revenues					<u>39,582,744</u>	<u>506,965</u>
Change in net assets					(5,833,267)	(674,406)
Net assets (deficit) - beginning					<u>(83,699,197)</u>	<u>7,616,381</u>
Net assets (deficit) - ending					<u>\$(89,532,464)</u>	<u>\$ 6,941,975</u>

See accompanying notes to financial statements.

THE CITY OF NEW YORK
GOVERNMENTAL FUNDS
BALANCE SHEET

JUNE 30, 2009
(in thousands)

	General	New York City Capital Projects	General Debt Service	Nonmajor Governmental Funds	Adjustments/ Eliminations	Total Governmental Funds
ASSETS:						
Cash and cash equivalents	\$ 6,847,972	\$ 109,122	\$3,029,675	\$ 67,016	\$ —	\$10,053,785
Investments, including accrued interest	712,109	—	351,993	1,234	—	1,065,336
Accounts receivable:						
Real estate taxes (less allowance for uncollectible amounts of \$202,698)	322,737	—	—	—	—	322,737
Federal, State and other aid	6,068,882	752,521	—	—	—	6,821,403
Taxes other than real estate	3,476,842	—	—	12,239	—	3,489,081
Other	1,685,286	—	—	85,005	—	1,770,291
Mortgage loans and interest receivable (less allowance for uncollectible amounts of \$316,316)	—	—	—	58	—	58
Due from other funds	2,199,366	182,055	—	612,893	(794,948)	2,199,366
Due from Component Units	1,120,116	880,664	—	—	—	2,000,780
Restricted cash and investments	—	916,529	—	3,390,948	—	4,307,477
Other	8,280	92,943	—	306,606	—	407,829
Total assets	<u>\$22,441,590</u>	<u>\$ 2,933,834</u>	<u>\$3,381,668</u>	<u>\$4,475,999</u>	<u>\$ (794,948)</u>	<u>\$32,438,143</u>
LIABILITIES AND FUND BALANCES:						
Liabilities:						
Accounts payable and accrued liabilities	\$10,220,555	\$ 1,984,838	\$ 5,838	\$ 840,769	\$ —	\$13,052,000
Accrued tax refunds:						
Real estate taxes	44,904	—	—	—	—	44,904
Personal income tax	71,890	—	—	12,239	—	84,129
Other	45,116	—	—	—	—	45,116
Accrued judgments and claims	323,308	217,441	—	—	—	540,749
Deferred revenues:						
Prepaid real estate taxes	4,666,370	—	—	—	—	4,666,370
Uncollected real estate taxes	260,677	—	—	—	—	260,677
Taxes other than real estate	2,731,292	—	—	—	—	2,731,292
Other	2,514,227	25,916	—	89,975	—	2,630,118
Due to other funds	—	2,812,203	—	182,111	(794,948)	2,199,366
Due to Component Units	13,328	—	—	—	—	13,328
Estimated disallowance of Federal, State and other aid	1,112,915	—	—	—	—	1,112,915
Total liabilities	<u>22,004,582</u>	<u>5,040,398</u>	<u>5,838</u>	<u>1,125,094</u>	<u>(794,948)</u>	<u>27,380,964</u>
Fund balances:						
Reserved for:						
Capital projects	—	652,507	—	1,015,345	—	1,667,852
Debt service	—	—	3,375,830	2,049,629	—	5,425,459
Noncurrent mortgage loans	—	—	—	58	—	58
Unreserved (deficit), reported in:						
General Fund	437,008	—	—	—	—	437,008
New York City Capital Projects Fund	—	(2,759,071)	—	—	—	(2,759,071)
Nonmajor Capital Projects Funds	—	—	—	47,928	—	47,928
Nonmajor Debt Service Funds	—	—	—	237,945	—	237,945
Total fund balances (deficit)	<u>437,008</u>	<u>(2,106,564)</u>	<u>3,375,830</u>	<u>3,350,905</u>	<u>—</u>	<u>5,057,179</u>
Total liabilities and fund balances	<u>\$22,441,590</u>	<u>\$ 2,933,834</u>	<u>\$3,381,668</u>	<u>\$4,475,999</u>	<u>\$ (794,948)</u>	<u>\$32,438,143</u>

The reconciliation of the fund balances of governmental funds to the net assets (deficit) of governmental activities in the Statement of Net Assets is presented in an accompanying schedule.

See accompanying notes to financial statements.

THE CITY OF NEW YORK
GOVERNMENTAL FUNDS
BALANCE SHEET

JUNE 30, 2008
(in thousands)

	General	New York City Capital Projects	General Debt Service	Nonmajor Governmental Funds	Adjustments/ Eliminations	Total Governmental Funds
ASSETS:						
Cash and cash equivalents	\$ 4,685,418	\$ 31,637	\$4,023,830	\$ 45,439	\$ —	\$ 8,786,324
Investments, including accrued interest	2,150,177	—	1,100,681	257,651	—	3,508,509
Accounts receivable:						
Real estate taxes (less allowance for uncollectible amounts of \$203,001)	317,470	—	—	—	—	317,470
Federal, State and other aid	5,100,536	790,055	—	—	—	5,890,591
Taxes other than real estate	4,140,791	—	—	446,455	—	4,587,246
Other	1,537,742	—	—	84,020	—	1,621,762
Mortgage loans and interest receivable (less allowance for uncollectible amounts of \$319,711)	—	—	—	69	—	69
Due from other funds	3,253,329	144,348	—	413,556	(413,556)	3,397,677
Due from Component Units	901,346	518,467	—	—	—	1,419,813
Restricted cash and investments	—	651,327	—	3,784,224	—	4,435,551
Other	—	86,339	—	313,531	—	399,870
Total assets	<u>\$22,086,809</u>	<u>\$ 2,222,173</u>	<u>\$5,124,511</u>	<u>\$5,344,945</u>	<u>\$ (413,556)</u>	<u>\$34,364,882</u>
LIABILITIES AND FUND BALANCES:						
Liabilities:						
Accounts payable and accrued liabilities	\$10,251,219	\$ 1,885,357	\$ 7,243	\$ 735,258	\$ —	\$12,879,077
Accrued tax refunds:						
Real estate taxes	40,538	—	—	—	—	40,538
Personal income tax	48,056	—	—	25,455	—	73,511
Other	178,809	—	—	—	—	178,809
Accrued judgments and claims	394,833	150,620	—	—	—	545,453
Deferred revenues:						
Prepaid real estate taxes	3,118,576	—	—	—	—	3,118,576
Uncollected real estate taxes	262,741	—	—	—	—	262,741
Taxes other than real estate	3,691,170	—	—	—	—	3,691,170
Other	2,531,092	25,196	—	509,582	—	3,065,870
Due to other funds	—	3,666,885	—	144,348	(413,556)	3,397,677
Due to Component Units	22,925	—	—	—	—	22,925
Estimated disallowance of Federal, State and other aid	1,114,543	—	—	—	—	1,114,543
Payable for investment securities purchased	—	—	—	257,000	—	257,000
Total liabilities	<u>21,654,502</u>	<u>5,728,058</u>	<u>7,243</u>	<u>1,671,643</u>	<u>(413,556)</u>	<u>28,647,890</u>
Fund balances:						
Reserved for:						
Capital projects	—	411,125	—	1,528,423	—	1,939,548
Debt service	—	—	5,117,268	1,869,137	—	6,986,405
Noncurrent mortgage loans	—	—	—	69	—	69
Unreserved (deficit), reported in:						
General Fund	432,307	—	—	—	—	432,307
New York City Capital Projects Fund	—	(3,917,010)	—	—	—	(3,917,010)
Nonmajor Capital Projects Funds . .	—	—	—	42,770	—	42,770
Nonmajor Debt Service Funds	—	—	—	232,903	—	232,903
Total fund balances (deficit) . .	<u>432,307</u>	<u>(3,505,885)</u>	<u>5,117,268</u>	<u>3,673,302</u>	<u>—</u>	<u>5,716,992</u>
Total liabilities and fund balances	<u>\$22,086,809</u>	<u>\$ 2,222,173</u>	<u>\$5,124,511</u>	<u>\$5,344,945</u>	<u>\$ (413,556)</u>	<u>\$34,364,882</u>

The reconciliation of the fund balances of governmental funds to the net assets (deficit) of governmental activities in the Statement of Net Assets is presented in an accompanying schedule.

See accompanying notes to financial statements.

THE CITY OF NEW YORK
RECONCILIATION OF THE BALANCE SHEET OF GOVERNMENTAL
FUNDS TO THE STATEMENT OF NET ASSETS

JUNE 30, 2009
(in thousands)

Amounts reported for *governmental activities* in the Statement of Net Assets are different because:

Total fund balances—governmental funds	\$ 5,057,179
Inventories recorded in the Statement of Net Assets are recorded as expenditures in the governmental funds	281,645
Capital assets used in governmental activities are not financial resources and therefore are not reported in the funds	39,881,603
Other long-term assets are not available to pay for current period expenditures and, therefore, are deferred in the funds	4,128,462
Long-term liabilities are not due and payable in the current period and accordingly are not reported in the funds:	
Bonds and notes payable	(63,816,603)
OPEB liability	(65,544,361)
Accrued interest payable	(766,778)
Capital lease obligations	(1,937,173)
Accrued vacation and sick leave	(3,682,537)
Pension liability	(658,600)
Landfill closure and post-closure care costs	(1,719,073)
Pollution Remediation	(175,536)
Other long-term liabilities	(7,774,445)
Net assets (deficit) of governmental activities	<u><u>\$(96,726,217)</u></u>

See accompanying notes to financial statements.

THE CITY OF NEW YORK
RECONCILIATION OF THE BALANCE SHEET OF GOVERNMENTAL
FUNDS TO THE STATEMENT OF NET ASSETS

JUNE 30, 2008
(in thousands)

Amounts reported for *governmental activities* in the Statement of Net Assets are different because:

Total fund balances—governmental funds	\$ 5,716,992
Inventories recorded in the Statement of Net Assets are recorded as expenditures in the governmental funds	257,215
Capital assets used in governmental activities are not financial resources and therefore are not reported in the funds	36,892,858
Other long-term assets are not available to pay for current period expenditures and, therefore, are deferred in the funds	5,223,256
Long-term liabilities are not due and payable in the current period and accordingly are not reported in the funds:	
Bonds and notes payable	(58,058,125)
OPEB liability	(63,290,218)
Accrued interest payable	(677,361)
Capital lease obligations	(2,024,663)
Accrued vacation and sick leave	(3,389,007)
Pension liability	(692,200)
Landfill closure and post-closure care costs	(1,698,490)
Other long-term liabilities	<u>(7,792,721)</u>
Net assets (deficit) of governmental activities	<u><u>\$(89,532,464)</u></u>

See accompanying notes to financial statements.

THE CITY OF NEW YORK
GOVERNMENTAL FUNDS
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES

FOR THE YEAR ENDED JUNE 30, 2009
(in thousands)

	General	New York City Capital Projects	General Debt Service	Nonmajor Governmental Funds	Adjustments/ Eliminations	Total Governmental Funds
REVENUES:						
Real estate taxes	\$14,487,231	\$ —	\$ —	\$ —	\$ —	\$ 14,487,231
Sales and use taxes	5,302,107	—	—	—	—	5,302,107
Personal income tax	7,518,903	—	—	138,274	—	7,657,177
Income taxes, other	6,588,642	—	—	—	—	6,588,642
Other taxes	1,975,691	—	—	—	—	1,975,691
Federal, State and other categorical aid	19,168,023	851,641	—	170,000	—	20,189,664
Unrestricted Federal and State aid	327,390	—	—	—	—	327,390
Charges for services	2,244,924	—	—	—	—	2,244,924
Tobacco settlement	—	—	—	232,612	—	232,612
Investment income	123,903	—	57,593	98,903	—	280,399
Interest on mortgages, net	—	—	—	6,469	—	6,469
Other revenues	2,112,280	2,873,723	99	2,923,569	(2,880,850)	5,028,821
Total revenues	<u>59,849,094</u>	<u>3,725,364</u>	<u>57,692</u>	<u>3,569,827</u>	<u>(2,880,850)</u>	<u>64,321,127</u>
EXPENDITURES:						
General government	1,917,783	1,341,800	—	357,784	—	3,617,367
Public safety and judicial	7,683,112	336,506	—	—	—	8,019,618
Education	17,774,247	2,750,256	—	2,877,279	(2,880,850)	20,520,932
City University	658,484	66,581	—	—	—	725,065
Social services	12,151,263	90,959	—	—	—	12,242,222
Environmental protection	2,199,569	2,930,162	—	—	—	5,129,731
Transportation services	1,269,989	1,002,396	—	—	—	2,272,385
Parks, recreation and cultural activities	445,188	831,811	—	—	—	1,276,999
Housing	796,803	412,990	—	—	—	1,209,793
Health (including payments to HHC)	1,843,326	232,595	—	—	—	2,075,921
Libraries	366,307	47,466	—	—	—	413,773
Pensions	6,264,914	—	—	—	—	6,264,914
Judgments and claims	623,192	—	—	—	—	623,192
Fringe benefits and other benefit payments	3,524,852	—	—	—	—	3,524,852
Administrative and other	172,347	—	92,878	61,173	—	326,398
Debt Service:						
Interest	—	—	1,562,328	921,687	—	2,484,015
Redemptions	—	—	1,560,296	319,380	—	1,879,676
Lease payments	174,523	—	—	—	—	174,523
Total expenditures	<u>57,865,899</u>	<u>10,043,522</u>	<u>3,215,502</u>	<u>4,537,303</u>	<u>(2,880,850)</u>	<u>72,781,376</u>
Excess (deficiency) of revenues over expenditures	1,983,195	(6,318,158)	(3,157,810)	(967,476)	—	(8,460,249)
OTHER FINANCING SOURCES (USES):						
Transfers from General Fund	—	—	1,413,106	741,812	—	2,154,918
Transfers from Nonmajor Capital Projects						
Funds	—	2,321,950	—	123,163	—	2,445,113
Principal amount of bonds issued	176,424	5,304,576	—	2,270,000	—	7,751,000
Bond premium	—	64,716	30,692	3,090	—	98,498
Capitalized leases	—	26,237	—	—	—	26,237
Issuance of refunding debt	—	—	450,070	219,300	—	669,370
Transfers to New York City Capital Projects						
Fund	—	—	—	(2,321,950)	—	(2,321,950)
Transfers to General Debt Service Fund	(1,413,106)	—	—	(961)	—	(1,414,067)
Transfers from (to) Nonmajor Debt Service						
Funds, net	(741,812)	—	961	(123,163)	—	(864,014)
Payments to refunded bond escrow holder	—	—	(478,457)	(232,879)	—	(711,336)
Transferable development rights installment purchase agreement	—	—	—	(33,333)	—	(33,333)
Total other financing sources (uses)	<u>(1,978,494)</u>	<u>7,717,479</u>	<u>1,416,372</u>	<u>645,079</u>	<u>—</u>	<u>7,800,436</u>
Net change in fund balances	4,701	1,399,321	(1,741,438)	(322,397)	—	(659,813)
FUND BALANCES (DEFICIT) AT BEGINNING OF YEAR ..	432,307	(3,505,885)	5,117,268	3,673,302	—	5,716,992
FUND BALANCES (DEFICIT) AT END OF YEAR	<u>\$ 437,008</u>	<u>\$ (2,106,564)</u>	<u>\$ 3,375,830</u>	<u>\$ 3,350,905</u>	<u>\$ —</u>	<u>\$ 5,057,179</u>

The reconciliation of the net change in fund balances of governmental funds to the change in net assets of governmental activities in the Statement of Net Assets is presented in an accompanying schedule.

See accompanying notes to financial statements.

THE CITY OF NEW YORK
GOVERNMENTAL FUNDS
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES

FOR THE YEAR ENDED JUNE 30, 2008
(in thousands)

	General	New York City Capital Projects	General Debt Service	Nonmajor Governmental Funds	Adjustments/ Eliminations	Total Governmental Funds
REVENUES:						
Real estate taxes	\$13,203,930	\$ —	\$ —	\$ —	\$ —	\$13,203,930
Sales and use taxes	6,228,357	—	—	—	—	6,228,357
Personal income tax	9,764,209	—	—	163,756	—	9,927,965
Income taxes, other	6,784,783	—	—	—	—	6,784,783
Other taxes	2,619,250	—	—	—	—	2,619,250
Federal, State and other categorical aid	18,088,020	1,357,927	—	170,000	—	19,615,947
Unrestricted Federal and State aid	242,115	—	—	—	—	242,115
Charges for services	2,125,870	—	—	—	—	2,125,870
Tobacco settlement	—	—	—	210,937	—	210,937
Investment income	376,798	—	18,007	239,725	—	634,530
Interest on mortgages, net	—	—	—	3,181	—	3,181
Other revenues	1,990,185	2,309,050	53	2,408,102	(2,376,158)	4,331,232
Total revenues	<u>61,423,517</u>	<u>3,666,977</u>	<u>18,060</u>	<u>3,195,701</u>	<u>(2,376,158)</u>	<u>65,928,097</u>
EXPENDITURES:						
General government	1,827,649	1,650,614	—	514,390	—	3,992,653
Public safety and judicial	7,258,568	282,627	—	—	—	7,541,195
Education	16,855,125	2,358,237	—	2,356,596	(2,376,158)	19,193,800
City University	620,730	37,345	—	—	—	658,075
Social services	12,511,340	64,448	—	—	—	12,575,788
Environmental protection	2,082,731	2,500,851	—	—	—	4,583,582
Transportation services	1,187,099	813,901	—	—	—	2,001,000
Parks, recreation and cultural activities	450,151	563,886	—	—	—	1,014,037
Housing	679,584	502,617	—	—	—	1,182,201
Health (including payments to HHC)	1,587,844	205,624	—	—	—	1,793,468
Libraries	266,399	25,294	—	—	—	291,693
Pensions	5,616,289	—	—	—	—	5,616,289
Judgments and claims	625,395	—	—	—	—	625,395
Fringe benefits and other benefit payments	3,956,861	—	—	—	—	3,956,861
Administrative and other	312,555	—	124,375	40,728	—	477,658
Debt Service:						
Interest	—	—	1,611,184	971,140	—	2,582,324
Redemptions	—	—	1,757,820	550,388	—	2,308,208
Lease payments	158,482	—	—	—	—	158,482
Total expenditures	<u>55,996,802</u>	<u>9,005,444</u>	<u>3,493,379</u>	<u>4,433,242</u>	<u>(2,376,158)</u>	<u>70,552,709</u>
Excess (deficiency) of revenues over expenditures	<u>5,426,715</u>	<u>(5,338,467)</u>	<u>(3,475,319)</u>	<u>(1,237,541)</u>	<u>—</u>	<u>(4,624,612)</u>
OTHER FINANCING SOURCES (USES):						
Transfers from General Fund	—	—	5,212,167	209,539	—	5,421,706
Transfers from Nonmajor Capital Projects Funds	—	1,656,409	—	154,931	—	1,811,340
Principal amount of bonds issued	—	3,425,400	—	700,000	—	4,125,400
Bond premium	—	62,948	87,414	5,557	—	155,919
Capitalized leases	—	16,743	—	—	—	16,743
Issuance of refunding debt	—	—	3,956,945	—	—	3,956,945
Transfers to New York City Capital Projects Fund	—	—	—	(1,656,409)	—	(1,656,409)
Transfers from (to) General Debt Service Fund Transfers to Nonmajor Debt Service Funds, net	(5,212,167)	—	—	4,789	—	(5,207,378)
Payments to refunded bond escrow holder	(209,539)	—	(4,789)	(154,931)	—	(369,259)
Transferable development rights installment purchase agreement	—	—	(4,031,146)	(14,544)	—	(4,045,690)
Total other financing sources (uses)	<u>(5,421,706)</u>	<u>5,161,500</u>	<u>5,220,591</u>	<u>(784,401)</u>	<u>—</u>	<u>4,175,984</u>
Net change in fund balances	5,009	(176,967)	1,745,272	(2,021,942)	—	(448,628)
FUND BALANCES (DEFICIT) AT BEGINNING OF YEAR	427,298	(3,328,918)	3,371,996	5,695,244	—	6,165,620
FUND BALANCES (DEFICIT) AT END OF YEAR	<u>\$ 432,307</u>	<u>\$(3,505,885)</u>	<u>\$ 5,117,268</u>	<u>\$ 3,673,302</u>	<u>\$ —</u>	<u>\$ 5,716,992</u>

The reconciliation of the net change in fund balances of governmental funds to the change in net assets of governmental activities in the Statement of Net Assets is presented in an accompanying schedule.

See accompanying notes to financial statements.

THE CITY OF NEW YORK
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND
BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED JUNE 30, 2009
(in thousands)

Amounts reported for *governmental activities* in the Statement of Activities are different because:

Net change in fund balances—governmental funds		\$ (659,813)
<p>Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which capital outlays exceeded depreciation in the current period.</p>		
Purchases of capital assets	\$ 5,843,732	
Depreciation expense	<u>(2,289,736)</u>	3,553,996
The net effect of various miscellaneous transactions involving capital assets and other (<i>i.e.</i> sales, trade-ins, and donations) is to decrease net assets		(453,331)
<p>The issuance of long-term debt (<i>i.e.</i>, bonds, capital leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net assets. Also, governmental funds report the effect of issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. This amount is the net effect of these differences in the treatment of long-term debt and related items.</p>		
Proceeds from sales of bonds	(8,420,370)	
Principal payments of bonds	2,492,514	
Other	<u>(38,655)</u>	(5,966,511)
Some expenses reported in the statement of activities do not require the use of current financial resources and therefore, are not reported as expenditures in governmental funds		(115,049)
Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds		(1,123,366)
OPEB obligation		(2,254,143)
Pollution Remediation		<u>(2,694)</u>
Change in net assets—governmental activities		<u>\$ (7,020,911)</u>

See accompanying notes to financial statements.

THE CITY OF NEW YORK
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND
BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED JUNE 30, 2008
(in thousands)

Amounts reported for *governmental activities* in the Statement of Activities are different because:

Net change in fund balances—governmental funds		\$ (448,628)
<p>Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which capital outlays exceeded depreciation in the current period.</p>		
Purchases of capital assets	\$ 5,542,866	
Depreciation expense	<u>(2,264,510)</u>	3,278,356
The net effect of various miscellaneous transactions involving capital assets and other (<i>i.e.</i> sales, trade-ins, and donations) is to decrease net assets		86,253
<p>The issuance of long-term debt (<i>i.e.</i>, bonds, capital leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net assets. Also, governmental funds report the effect of issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. This amount is the net effect of these differences in the treatment of long-term debt and related items.</p>		
Proceeds from sales of bonds	(8,082,345)	
Principal payments of bonds	6,197,979	
Other	<u>(49,849)</u>	(1,934,215)
Some expenses reported in the statement of activities do not require the use of current financial resources and therefore, are not reported as expenditures in governmental funds		(567,465)
Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds		(719,288)
OPEB obligation		<u>(5,528,280)</u>
Change in net assets—governmental activities		<u>\$ (5,833,267)</u>

See accompanying notes to financial statements.

THE CITY OF NEW YORK
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCE
BUDGET AND ACTUAL
FOR THE YEAR ENDED JUNE 30, 2009
(in thousands)

	Budget		Actual	Better (Worse) Than Modified Budget
	Adopted	Modified		
REVENUES:				
Real estate taxes	\$13,915,354	\$14,519,706	\$14,487,231	\$ (32,475)
Sales and use taxes	5,713,000	5,364,400	5,302,107	(62,293)
Personal income tax	8,469,206	7,497,730	7,518,903	21,173
Income taxes, other	5,407,000	5,543,500	6,588,642	1,045,142
Other taxes	2,822,720	2,925,367	1,975,691	(949,676)
Federal, State and other categorical aid	17,906,115	19,609,378	19,168,023	(441,355)
Unrestricted Federal and State aid	339,797	339,797	327,390	(12,407)
Charges for services	2,127,087	2,209,011	2,244,924	35,913
Investment income	85,400	124,020	123,903	(117)
Other revenues	1,777,337	2,729,022	2,112,280	(616,742)
Total revenues	<u>58,563,016</u>	<u>60,861,931</u>	<u>59,849,094</u>	<u>(1,012,837)</u>
EXPENDITURES:				
General government	1,932,330	1,985,787	1,917,783	68,004
Public safety and judicial	7,213,015	7,762,019	7,683,112	78,907
Education	17,743,707	17,892,034	17,774,247	117,787
City University	670,098	673,854	658,484	15,370
Social services	12,139,240	12,205,011	12,151,263	53,748
Environmental protection	2,257,434	2,265,492	2,199,569	65,923
Transportation services	922,257	1,309,461	1,269,989	39,472
Parks, recreation and cultural activities	428,623	448,637	445,188	3,449
Housing	631,101	847,239	796,803	50,436
Health (including payments to HHC)	1,721,597	1,910,944	1,843,326	67,618
Libraries	94,732	367,301	366,307	994
Pensions	6,171,362	6,267,894	6,264,914	2,980
Judgments and claims	657,706	623,192	623,192	—
Fringe benefits and other benefit payments	3,309,317	3,528,189	3,524,852	3,337
Lease payments for debt service	110,888	174,523	174,523	—
Other	1,522,726	612,949	172,347	440,602
Total expenditures	<u>57,526,133</u>	<u>58,874,526</u>	<u>57,865,899</u>	<u>1,008,627</u>
Excess of revenues over expenditures	<u>1,036,883</u>	<u>1,987,405</u>	<u>1,983,195</u>	<u>(4,210)</u>
OTHER FINANCING SOURCES (USES):				
Principal amount of bonds issued	—	176,424	176,424	—
Transfer to Nonmajor Debt Service Fund	(27,357)	(887,456)	(887,456)	—
Transfer from Nonmajor Debt Service Fund	142,973	145,639	145,644	5
Transfers and other payments for debt service	(1,152,499)	(1,422,012)	(1,413,106)	8,906
Total other financing uses	<u>(1,036,883)</u>	<u>(1,987,405)</u>	<u>(1,978,494)</u>	<u>8,911</u>
EXCESS OF REVENUES OVER EXPENDITURES AND OTHER FINANCING SOURCES (USES)				
	<u>\$ —</u>	<u>\$ —</u>	4,701	<u>\$ 4,701</u>
FUND BALANCE AT BEGINNING OF YEAR			432,307	
FUND BALANCE AT END OF YEAR			<u>\$ 437,008</u>	

See accompanying notes to financial statements.

THE CITY OF NEW YORK
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCE
BUDGET AND ACTUAL
FOR THE YEAR ENDED JUNE 30, 2008
(in thousands)

	Budget		Actual	Better (Worse) Than Modified Budget
	Adopted	Modified		
REVENUES:				
Real estate taxes	\$12,854,090	\$13,163,336	\$13,203,930	\$ 40,594
Sales and use taxes	6,082,000	6,185,000	6,228,357	43,357
Personal income tax	8,486,850	9,713,897	9,764,209	50,312
Income taxes, other	6,007,000	5,968,000	6,784,783	816,783
Other taxes	3,045,085	3,638,397	2,619,250	(1,019,147)
Federal, State and other categorical aid	17,110,310	18,552,901	18,088,020	(464,881)
Unrestricted Federal and State aid	339,797	254,497	242,115	(12,382)
Charges for services	1,950,572	2,085,839	2,125,870	40,031
Investment income	387,300	365,470	376,798	11,328
Other revenues	1,716,876	2,512,615	1,990,185	(522,430)
Total revenues	<u>57,979,880</u>	<u>62,439,952</u>	<u>61,423,517</u>	<u>(1,016,435)</u>
EXPENDITURES:				
General government	1,998,923	1,926,139	1,827,649	98,490
Public safety and judicial	6,918,820	7,336,835	7,258,568	78,267
Education	16,974,359	16,961,745	16,855,125	106,620
City University	628,425	659,895	620,730	39,165
Social services	12,240,877	12,609,939	12,511,340	98,599
Environmental protection	2,144,383	2,114,997	2,082,731	32,266
Transportation services	836,887	1,222,810	1,187,099	35,711
Parks, recreation and cultural activities	455,346	463,512	450,151	13,361
Housing	604,108	716,263	679,584	36,679
Health (including payments to HHC)	1,626,443	1,624,410	1,587,844	36,566
Libraries	47,261	266,724	266,399	325
Pensions	5,603,272	5,620,242	5,616,289	3,953
Judgments and claims	634,806	628,700	625,395	3,305
Fringe benefits and other benefit payments	3,573,181	3,995,113	3,956,861	38,252
Lease payments for debt service	176,914	158,482	158,482	—
Other	1,169,056	720,637	312,555	408,082
Total expenditures	<u>55,633,061</u>	<u>57,026,443</u>	<u>55,996,802</u>	<u>1,029,641</u>
Excess of revenues over expenditures	<u>2,346,819</u>	<u>5,413,509</u>	<u>5,426,715</u>	<u>13,206</u>
OTHER FINANCING SOURCES (USES):				
Transfer to Nonmajor Debt Service Fund	(10,000)	(761,545)	(761,545)	—
Transfer from Nonmajor Debt Service Fund	549,136	551,580	552,006	426
Transfer to New York City Capital Projects Fund	(100,000)	—	—	—
Transfers and other payments for debt service	<u>(2,785,955)</u>	<u>(5,203,544)</u>	<u>(5,212,167)</u>	<u>(8,623)</u>
Total other financing sources (uses)	<u>(2,346,819)</u>	<u>(5,413,509)</u>	<u>(5,421,706)</u>	<u>(8,197)</u>
EXCESS OF REVENUES OVER EXPENDITURES AND OTHER FINANCING SOURCES (USES)	<u>\$ —</u>	<u>\$ —</u>	5,009	<u>\$ 5,009</u>
FUND BALANCE AT BEGINNING OF YEAR			427,298	
FUND BALANCE AT END OF YEAR			<u>\$ 432,307</u>	

See accompanying notes to financial statements.

THE CITY OF NEW YORK
FIDUCIARY FUNDS
STATEMENT OF FIDUCIARY NET ASSETS

JUNE 30, 2009
(in thousands)

	<u>Pension and Other Employee Benefit Trust Funds</u>	<u>Other Trust Funds</u>	<u>Agency Funds</u>
ASSETS:			
Cash and cash equivalents	\$ 1,545,983	\$ 1,040	\$ 725,026
Receivables:			
Member loans	1,472,834	—	—
Investment securities sold	3,961,734	—	—
Accrued interest and dividends	494,012	—	—
Tax liens receivable (less allowance for doubtful accounts of \$136,795)	—	201,532	—
Other	206	—	—
Investments:			
Other short-term investments	2,348,810	—	—
Debt securities	25,433,241	—	1,125,353
Equity securities	41,260,777	—	—
Guaranteed investment contracts	3,125,396	—	—
Management investment contracts	58,906	—	—
Mutual funds	19,414,106	—	—
Collateral from securities lending transactions	9,960,507	—	—
Due from Pension Funds	4,241	—	—
Restricted investments	—	23,350	—
Other	413,545	1,145	—
Total assets	<u>109,494,298</u>	<u>227,067</u>	<u>1,850,379</u>
LIABILITIES:			
Accounts payable and accrued liabilities	841,458	5,172	652,634
Payable for investment securities purchased	6,595,001	—	—
Bonds payable, net of discounts	—	33,152	—
Accrued benefits payable	500,743	—	—
Payable to New York City Water Board	—	38,577	—
Due to Variable Supplements Funds	4,241	—	—
Securities lending transactions	10,052,991	—	—
Other	403	—	1,197,745
Total liabilities	<u>17,994,837</u>	<u>76,901</u>	<u>1,850,379</u>
Net Assets:			
Held in Trust for Benefit Payments	<u>\$ 91,499,461</u>	—	<u>\$ —</u>
Held in Trust for Fiduciary Net Assets		<u>\$150,166</u>	

See accompanying notes to financial statements.

THE CITY OF NEW YORK
FIDUCIARY FUNDS
STATEMENT OF FIDUCIARY NET ASSETS

JUNE 30, 2008
(in thousands)

	Pension and Other Employee Benefit Trust Funds	Other Trust Funds	Agency Funds
ASSETS:			
Cash and cash equivalents	\$1,011,866	\$ 2,200	\$ 819,721
Receivables:			
Member loans	1,380,848	—	—
Investment securities sold	5,108,467	—	—
Accrued interest and dividends	528,071	—	—
Tax liens receivable (less allowance for doubtful accounts of \$143,324)	—	127,945	—
Other	27,074	—	—
Investments:			
Other short-term investments	2,920,948	—	—
Debt securities	27,326,198	—	952,804
Equity securities	54,269,589	—	—
Guaranteed investment contracts	2,503,315	—	—
Management investment contracts	74,549	—	—
Mutual funds	28,376,591	—	—
Collateral from securities lending transactions	17,318,580	—	—
Due from Pension Funds	4,243	—	—
Restricted investments	—	28,409	—
Other	392,192	2,273	—
Total assets	141,242,531	160,827	1,772,525
LIABILITIES:			
Accounts payable and accrued liabilities	951,610	3,324	697,596
Payable for investment securities purchased	5,785,424	—	—
Bonds payable, net of discounts	—	65,196	—
Accrued benefits payable	511,805	—	—
Payable to New York City Water Board	—	16,896	—
Due to Variable Supplements Funds	4,243	—	—
Securities lending transactions	17,345,400	—	—
Other	589	—	1,074,929
Total liabilities	24,599,071	85,416	1,772,525
NET ASSETS:			
Held in Trust for Benefit Payments	\$116,643,460	—	\$ —
Held in Trust for Fiduciary Net Assets		\$ 75,411	

See accompanying notes to financial statements.

THE CITY OF NEW YORK
FIDUCIARY FUNDS
STATEMENT OF CHANGES IN FIDUCIARY NET ASSETS
FOR THE YEAR ENDED JUNE 30, 2009
(in thousands)

	<u>Pension and Other Employee Benefit Trust Funds</u>	<u>Other Trust Funds</u>
ADDITIONS:		
Contributions:		
Member contributions	\$ 1,599,771	\$ —
Employer contributions	8,967,394	—
Other employer contributions	74,145	—
Total contributions	<u>10,641,310</u>	<u>—</u>
Investment income:		
Interest income	2,061,955	—
Dividend income	1,453,108	—
Net depreciation in fair value of investments	(26,260,105)	—
Other	—	288
Less investment expenses	355,318	—
Investment income (loss), net	<u>(23,100,360)</u>	<u>288</u>
Securities lending transactions:		
Securities lending income	345,633	—
Securities lending fees	(189,349)	—
Unrealized loss in fair value of securities lending collateral	(65,669)	—
Net securities lending income	<u>90,615</u>	<u>—</u>
Tax liens receivables	—	117,313
Decrease in allowance for doubtful accounts	—	15,104
Payments from Pension Funds	8,489	—
Other	51,506	91
Total additions	<u>(12,308,440)</u>	<u>132,796</u>
DEDUCTIONS:		
Benefit payments and withdrawals	12,557,097	—
Bond interest expense	—	3,219
Distributions to The City of New York	—	8,051
Additional liability due to New York City Water Board	—	21,451
Payments to Variable Supplemental Funds	8,489	—
Increase in allowance for doubtful accounts	—	8,575
Administrative expenses	124,451	6,711
Other	145,522	10,034
Total deductions	<u>12,835,559</u>	<u>58,041</u>
Increase (decrease) in plan net assets	<u>(25,143,999)</u>	<u>74,755</u>
NET ASSETS:		
Held in Trust for Benefit Payments:		
Beginning of Year	116,643,460	—
End of Year	<u>\$ 91,499,461</u>	—
Held in Trust for Fiduciary Net Assets:		
Beginning of Year	—	75,411
End of Year	—	<u>\$150,166</u>

See accompanying notes to financial statements.

THE CITY OF NEW YORK
FIDUCIARY FUNDS
STATEMENT OF CHANGES IN FIDUCIARY NET ASSETS
FOR THE YEAR ENDED JUNE 30, 2008
(in thousands)

	<u>Pension and Other Employee Benefit Trust Funds</u>	<u>Other Trust Funds</u>
ADDITIONS:		
Contributions:		
Member contributions	\$ 1,458,013	\$ —
Employer contributions	8,387,130	—
Other employer contributions	<u>27,577</u>	<u>—</u>
Total contributions	<u>9,872,720</u>	<u>—</u>
Investment income:		
Interest income	2,124,510	—
Dividend income	1,712,201	—
Net depreciation in fair value of investments	(9,803,408)	—
Other	—	564
Less investment expenses	<u>327,207</u>	<u>—</u>
Investment income (loss), net	<u>(6,293,904)</u>	<u>564</u>
Securities lending transactions:		
Securities lending income	1,021,683	—
Securities lending fees	<u>(871,639)</u>	<u>—</u>
Net securities lending income	<u>150,044</u>	<u>—</u>
Tax liens receivables	—	89,265
Decrease in allowance for doubtful accounts	—	1,989
Payments from Pension Funds	8,556	—
Other	<u>48,870</u>	<u>—</u>
Total additions	<u>3,786,286</u>	<u>91,818</u>
DEDUCTIONS:		
Benefit payments and withdrawals	11,970,529	—
Bond interest expense	—	1,029
Distributions to The City of New York	—	42,805
Additional liability due to New York City Water Board	—	1,982
Payments to Variable Supplements Funds	8,556	—
Increase in allowance for doubtful accounts	—	16,509
Administrative expenses	122,697	4,673
Other	<u>29,960</u>	<u>10,605</u>
Total deductions	<u>12,131,742</u>	<u>77,603</u>
Increase (decrease) in plan net assets	(8,345,456)	14,215
NET ASSETS:		
Held in Trust for Benefit Payments:		
Beginning of Year	<u>124,988,916</u>	—
End of Year	<u>\$116,643,460</u>	—
Held in Trust for Fiduciary Net Assets:		
Beginning of Year	—	<u>61,196</u>
End of Year	—	<u>\$ 75,411</u>

See accompanying notes to financial statements.

THE CITY OF NEW YORK
COMPONENT UNITS
STATEMENT OF NET ASSETS

JUNE 30, 2009
(in thousands)

	<u>Housing Development Corporation October 31, 2008</u>	<u>Health and Hospitals Corporation</u>	<u>Economic Development Corporation</u>	<u>Nonmajor Component Units</u>	<u>Total</u>
ASSETS:					
Cash and cash equivalents	\$ 1,170,442	\$ 345,255	\$ 55,156	\$ 77,829	\$ 2,719,736
Investments, including accrued interest	771,277	112,126	33,034	913,566	2,438,441
Lease receivables	—	—	—	1,532,340	1,532,340
Other receivables	433,431	2,093,793	177,485	22,348	3,244,135
Mortgage loans and interest receivable, net	—	6,416,433	48,094	—	6,464,582
Inventories	55	31,868	—	—	47,660
Due from Primary Government	15,792	—	—	—	13,328
Restricted cash and investments	13,328	258,861	107,917	327,408	2,656,924
Capital assets:					
Construction work-in-progress	5,072,496	291,346	6,639	—	6,896,198
Property, plant and equipment	24,103,459	5,927,667	5,686	253,855	40,299,615
Accumulated depreciation	(8,036,717)	(3,551,221)	(3,296)	(65,046)	(17,960,340)
Other	191,094	17,174	80,261	86,648	506,690
<u>Total assets</u>	<u>23,718,810</u>	<u>5,526,869</u>	<u>510,976</u>	<u>3,148,948</u>	<u>48,859,309</u>
LIABILITIES:					
Accounts payable and accrued liabilities	55,570	996,815	133,529	6,466	1,929,317
Accrued interest payable	41,485	15,667	—	—	125,229
Deferred revenues	77,672	136,625	10,686	7,782	250,988
Due to Primary Government	880,664	838,143	—	—	2,000,780
Other	15,945	—	23,615	44,189	116,825
Noncurrent Liabilities:					
Due within one year	966,026	146,690	—	25,790	1,583,964
Due in more than one year	21,421,197	4,135,459	144,796	2,840,521	37,549,850
<u>Total liabilities</u>	<u>23,458,559</u>	<u>5,576,604</u>	<u>312,626</u>	<u>2,924,748</u>	<u>43,556,953</u>
NET ASSETS:					
Invested in capital assets, net of related debt	1,253,882	1,704,747	2,390	163,809	8,101,792
Restricted for:					
Capital projects	—	—	63,427	—	63,427
Debt service	285,348	147,162	—	—	853,161
Loans/security deposits	—	—	45,182	3,579	48,761
Statutory reserve	—	44,728	—	—	44,728
Donor restrictions	—	11,441	—	—	11,441
Operations	195,844	—	—	—	416,906
Unrestricted (deficit)	(1,474,823)	(1,957,813)	87,351	56,812	(4,237,860)
<u>Total net assets (deficit)</u>	<u>\$ 260,251</u>	<u>\$ (49,735)</u>	<u>\$ 198,350</u>	<u>\$ 224,200</u>	<u>\$ 5,302,356</u>

See accompanying notes to financial statements.

THE CITY OF NEW YORK
COMPONENT UNITS
STATEMENT OF NET ASSETS

JUNE 30, 2008
(in thousands)

	<u>Housing Development Corporation October 31, 2007</u>	<u>Health and Hospitals Corporation</u>	<u>Economic Development Corporation</u>	<u>Nonmajor Component Units</u>	<u>Total</u>
ASSETS:					
Cash and cash equivalents	\$ 1,249,401	\$ 977,897	\$ 68,773	\$ 76,288	\$ 3,173,800
Investments, including accrued interest	446,854	100,578	28,241	995,554	2,580,352
Other receivables	372,300	1,483,856	188,853	15,212	2,558,976
Mortgage loans and interest receivable, net ..	—	—	51,172	—	5,540,764
Inventories	—	34,712	—	—	50,355
Due from Primary Government	22,925	—	—	—	22,925
Restricted cash and investments	—	168,413	123,133	529,761	2,894,215
Capital assets:					
Construction work-in-progress	4,011,216	330,181	1,095	—	5,724,768
Property, plant and equipment	23,013,895	5,578,960	5,680	227,135	38,675,054
Accumulated depreciation	(7,677,961)	(3,363,508)	(3,043)	(58,364)	(17,097,780)
Other	154,404	17,412	52,060	1,034,720	1,368,825
<u>Total assets</u>	<u>21,593,034</u>	<u>5,328,501</u>	<u>515,964</u>	<u>2,820,306</u>	<u>45,492,254</u>
LIABILITIES:					
Accounts payable and accrued liabilities	84,183	907,364	166,075	8,968	1,759,033
Accrued interest payable	29,306	11,331	—	—	107,310
Deferred revenues	74,676	—	12,533	4,514	227,401
Due to Primary Government	518,467	58,358	—	—	1,419,813
Other	17,363	—	32,055	31,837	113,054
Noncurrent Liabilities:					
Due within one year	1,035,015	152,461	—	—	1,512,805
Due in more than one year	18,668,133	3,832,337	112,434	2,563,342	33,410,863
<u>Total liabilities</u>	<u>20,427,143</u>	<u>4,961,851</u>	<u>323,097</u>	<u>2,608,661</u>	<u>38,550,279</u>
NET ASSETS:					
Invested in capital assets, net of related debt ..	1,737,181	1,574,650	2,637	149,487	8,487,669
Restricted for:					
Capital projects	—	—	62,580	—	62,580
Debt service	209,130	112,743	—	—	746,916
Loans/security deposits	—	—	56,234	3,719	59,953
Statutory reserve	—	37,208	—	—	37,208
Donor restrictions	—	11,775	—	—	11,775
Operations	200,438	—	—	—	489,124
Unrestricted (deficit)	(980,858)	(1,369,726)	71,416	58,439	(2,953,250)
<u>Total net assets</u>	<u>\$ 1,165,891</u>	<u>\$ 366,650</u>	<u>\$ 192,867</u>	<u>\$ 211,645</u>	<u>\$ 6,941,975</u>

See accompanying notes to financial statements.

THE CITY OF NEW YORK
COMPONENT UNITS
STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED JUNE 30, 2009
(in thousands)

	Water and Sewer System	Housing Authority December 31, 2008	Housing Development Corporation October 31, 2008	Health and Hospitals Corporation	Economic Development Corporation	Nonmajor Component Units	Total
EXPENSES	\$ 3,500,429	\$ 3,172,565	\$ 261,778	\$ 6,667,936	\$ 770,947	\$ 74,134	\$ 14,447,789
PROGRAM REVENUES:							
Charges for services	2,448,567	791,092	241,497	5,677,744	227,432	33,774	9,420,106
Operating grants and contributions	—	1,689,909	—	239,860	34,743	—	1,964,512
Capital grants, contributions and other	—	269,919	—	210,851	503,130	22,131	1,006,031
Total program revenues	2,448,567	2,750,920	241,497	6,128,455	765,305	55,905	12,390,649
Net (expenses) program revenues	(1,051,862)	(421,645)	(20,281)	(539,481)	(5,642)	(18,229)	(2,057,140)
GENERAL REVENUES:							
Investment income	99,122	36,751	63,714	13,736	3,373	13,142	229,838
Unrestricted Federal and State aid	—	—	—	—	5,944	—	5,944
Other	108,708	26,512	5,030	119,575	1,808	17,642	279,275
General revenues, net	207,830	63,263	68,744	133,311	11,125	30,784	515,057
Change in net assets	(844,032)	(358,382)	48,463	(406,170)	5,483	12,555	(1,542,083)
Net assets—beginning	1,165,891	3,891,762	1,113,160	366,650	192,867	211,645	6,941,975
Restatement of beginning net assets	(61,608)	(25,713)	—	(10,215)	—	—	(97,536)
Net assets (deficit)—ending	\$ 260,251	\$ 3,507,667	\$ 1,161,623	\$ (49,735)	\$ 198,350	\$ 224,200	\$ 5,302,356

See accompanying notes to financial statements.

**THE CITY OF NEW YORK
COMPONENT UNITS
STATEMENT OF ACTIVITIES**

FOR THE YEAR ENDED JUNE 30, 2008
(in thousands)

	Water and Sewer System	Housing Authority December 31, 2007	Housing Development Corporation October 31, 2007	Health and Hospitals Corporation	Economic Development Corporation	Nonmajor Component Units	Total
EXPENSES	\$ 2,876,805	\$ 2,994,987	\$ 279,370	\$6,380,742	\$ 833,606	\$ 98,926	\$13,464,436
PROGRAM REVENUES:							
Charges for services	2,103,287	729,154	266,384	5,655,542	257,142	59,428	9,070,937
Operating grants and contributions	—	1,813,220	—	279,715	36,971	—	2,129,906
Capital grants, contributions and other	—	361,669	—	155,679	546,813	18,061	1,082,222
Total program revenues	2,103,287	2,904,043	266,384	6,090,936	840,926	77,489	12,283,065
Net (expenses) program revenues	(773,518)	(90,944)	(12,986)	(289,806)	7,320	(21,437)	(1,181,371)
GENERAL REVENUES:							
Investment income	108,892	61,278	84,531	47,151	7,597	34,600	344,049
Unrestricted Federal and State aid	—	—	—	—	6,892	—	6,892
Other	104,234	42,353	7,559	—	1,878	—	156,024
General revenues, net	213,126	103,631	92,090	47,151	16,367	34,600	506,965
Change in net assets	(560,392)	12,687	79,104	(242,655)	23,687	13,163	(674,406)
Net assets—beginning	1,726,283	3,879,075	1,034,056	609,305	169,180	198,482	7,616,381
Net assets—ending	\$ 1,165,891	\$ 3,891,762	\$ 1,113,160	\$ 366,650	\$ 192,867	\$ 211,645	\$ 6,941,975

See accompanying notes to financial statements.

THE CITY OF NEW YORK
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2009 and 2008

A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying basic financial statements of The City of New York (City or primary government) are presented in conformity with generally accepted accounting principles (GAAP) for governments in the United States of America as prescribed by the Governmental Accounting Standards Board (GASB). The amounts shown in the "Primary Government" and "Component Units" columns of the accompanying government-wide financial statements are only presented to facilitate financial analysis and are not the equivalent of consolidated financial statements.

The following is a summary of the significant accounting policies and reporting practices of the City:

1. Reporting Entity

The City of New York is a municipal corporation governed by the Mayor and the City Council. The City's operations also include those normally performed at the county level, and accordingly, transactions applicable to the operations of the five counties that comprise the City are included in these financial statements.

The financial reporting entity consists of the primary government including the Department of Education and the community colleges of the City University of New York, other organizations for which the primary government is financially accountable, and other organizations for which the nature and significance of their relationship with the primary government are such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete.

The definition of the reporting entity is based primarily on the notion of financial accountability. A primary government is financially accountable for the organizations that make up its legal entity. It is also financially accountable for legally separate organizations if its officials appoint a voting majority of an organization's governing body and either it is able to impose its will on that organization or there is a potential for the organization to provide specific financial benefits to, or to impose specific financial burdens on, the primary government. A primary government may also be financially accountable for governmental organizations that are fiscally dependent on it.

Most component units are included in the financial reporting entity by discrete presentation. Some component units, despite being legally separate from the primary government, are so integrated with the primary government that they are in substance part of the primary government. These component units are blended with the primary government.

The New York City Transit Authority is an affiliated agency of the Metropolitan Transportation Authority of the State of New York which is a component unit of New York State and is excluded from the City's financial reporting entity.

Blended Component Units

These component units, although legally separate, all provide services exclusively to the City and thus are reported as if they were part of the primary government. They include the following:

Municipal Assistance Corporation for The City Of New York (MAC). MAC is a corporate governmental agency and instrumentality of the State constituting a public benefit corporation. MAC was created by State legislation enacted in 1975 (as amended to date, the Act) for purposes of providing financing assistance including funding for certain oversight of the City's financial activities. To carry out such purposes, MAC was empowered to sell bonds and notes for the purpose of paying or loaning the proceeds of such sales to the City and to exchange its obligations for those of the City.

The Act provides that MAC shall continue for a term ending the later of July 1, 2008 or one year after all its liabilities have been fully paid and discharged. On July 1, 2008, MAC paid in full all its previously defeased bonds from amounts placed in an irrevocable trust. On July 1, 2008, MAC had other liabilities such as accounts payable outstanding. On September 24, 2008, MAC had all of its liabilities paid and discharged and MAC's Board made the necessary statutory findings for dissolution and termination and set the date of termination at September 30, 2009. Upon the termination of the existence of MAC, all of its rights and property shall pass to and be vested in the State of New York.

New York City Transitional Finance Authority (TFA). TFA, a corporate governmental agency constituting a public benefit corporation and instrumentality of the State of New York was created in 1997 to assist the City in funding its capital program, the purpose of which is to maintain, rebuild, and expand the infrastructure of the City and to pay TFA's operating expenditures.

In addition to State legislative authorization to issue Future Tax Secured bonds for capital purposes for which TFA had issued its statutory limit of \$13.5 billion as of June 30, 2007, TFA is authorized to have outstanding Recovery bonds of \$2.5 billion to fund the City's costs related to and arising from events on September 11, 2001 at the World Trade Center; also, legislation enacted in

April, 2006 enables TFA to have outstanding up to \$9.4 billion of Building Aid Revenue bonds (BARBs) for purposes of funding costs of the five-year educational facilities capital plan for the City school system and TFA's operating expenditures. As of June 30, 2009, \$4.25 billion of BARBs have been issued and are outstanding.

TFA does not have any employees; its affairs are administered by employees of the City and of another component unit of the City, for which TFA pays a management fee and overhead based on its allocated share of personnel and overhead costs.

TSASC, Inc. (TSASC). TSASC is a special purpose, local development corporation organized in 1999 under the not-for-profit corporation law of the State of New York. TSASC is an instrumentality of the City, but is a separate legal entity from the City.

Pursuant to a purchase and sale agreement with the City, the City sold to TSASC all of its future right, title, and interest in the tobacco settlement revenues (TSRs) under the Master Settlement Agreement and the Decree and Final Judgment. This settlement agreement resolved cigarette smoking-related litigation between the settling states and participating manufacturers, released the participating manufacturers from past and present smoking-related claims, and provides for a continuing release of future smoking-related claims in exchange for certain payments to be made to the settling states, as well as certain tobacco advertising and marketing restrictions, among other things. The City is allocated a share of the TSRs received by New York State. The future rights, title, and interest of the City to the TSRs were sold to TSASC.

The purchase price of the City's future right, title, and interest in the TSRs was financed by the issuance of a series of bonds and the Residual Certificate. Prior to the restructuring of TSASC's debt, the Residual Certificate represented the entitlement to receive all TSRs after payment of debt service, operating expenses, and certain other costs as set forth in the original Indenture.

Under the Amended and Restated Indenture dated January 1, 2006, the Residual Certificate represents the entitlement to receive all amounts in excess of specified percentages of TSRs and other revenues (Collections) used to fund debt service and operating expenses of TSASC. The Collections in excess of the specified percentages will be transferred to the TSASC Tobacco Settlement Trust (Trust), as owner of the Residual Certificate and then to the City as the beneficial owner of the Trust. The Indenture allows transfers to the Trust after December 6, 2007.

The Indenture provides that a specified percentage of Collections are pledged, and required to be applied to the payment of debt service and operating costs. That percentage is 37.40% and is subject to reduction at June 1, 2024, and at each June 1st thereafter, depending on the magnitude of cumulative bond redemptions under the turbo redemption feature of Series 2006-1 bonds (which requires all pledged Collections, after payment of operating costs, to be applied to payment of principal of and interest on Series 2006-1 bonds).

TSASC does not have any employees; its affairs are administered by employees of the City and of another component unit of the City, for which TSASC pays a management fee, rent, and overhead based on its allocated share of personnel and overhead costs.

New York City Educational Construction Fund (ECF). ECF was created in 1967 as a corporate governmental agency of the State of New York, constituting a public benefit corporation. ECF was established to develop combined occupancy structures containing school and nonschool portions. ECF was created by the Education Law of the State and is authorized to issue bonds, notes, or other obligations to finance the construction and improvement of elementary and secondary school buildings within the City.

New York City School Construction Authority (SCA). SCA is a public benefit corporation created by the New York State Legislature in 1988. SCA's responsibilities as defined in the enabling legislation are the design, construction, reconstruction, improvement, rehabilitation and repair of the City's public schools. SCA is governed by a three-member Board of Trustees, all of whom are appointed by the Mayor which includes the Schools Chancellor of the City who serves as the Chairman.

SCA's operations are funded by appropriations made by the City which are guided by five-year capital plans, developed by the Department of Education (DOE) of the City. The City's appropriation for the five year capital plan for the fiscal years 2010 through 2014 is \$11.3 billion.

SCA carries out certain projects funded by the City Council and Borough Presidents, pursuant to the City Charter.

As SCA represents a pass-through entity, in existence for the sole purpose of capital projects, all expenditures are capitalized into construction-in-progress except for pollution remediation expenditures. Upon completion of construction-in-progress projects, the assets are transferred to DOE.

Fiscal Year 2005 Securitization Corporation (FSC). FSC was established in 2004 as a special purpose, bankruptcy-remote, local development corporation organized under the not-for-profit corporation law of the State of New York. FSC is a financing instrumentality of the City, but is a separate legal entity from the City. FSC was formed for the purpose of issuing bonds, a major portion of the proceeds of \$499 million of bonds issued in December, 2004 was used to acquire securities held in an escrow account securing City general obligation

bonds. The securities, which are held by the trustee for FSC, as they mature will fully fund the debt service and operational expenditures of FSC for the life of FSC's bonds.

FSC does not have any employees; its affairs are administered by employees of the City and of another component unit of the City, for which FSC pays a management fee based on its allocated share of personnel and overhead costs.

Sales Tax Asset Receivable Corporation (STAR). STAR is a special purpose, bankruptcy-remote, local development corporation organized under the not-for-profit corporation law of the State of New York in 2003. STAR is a financing instrumentality of the City, but is a separate legal entity from the City. STAR was created to issue debt (\$2.55 billion of bonds was issued in November, 2004) to finance the payment of principal, interest, and redemption premium (if any), on all outstanding bonds of MAC, on all outstanding bonds of the City held by MAC, and to reimburse the City for amounts retained by MAC since July 1, 2003 for debt service. The payment of the outstanding MAC bonds results in the receipt by the City of tax revenues that would otherwise be paid to MAC for the payment of debt service on MAC's bonds. The foregoing was consideration for an assignment by the City of all of its rights and interest in the \$170 million annual payment by the New York State Local Government Assistance Corporation which commenced with fiscal year 2004 and will terminate with fiscal year 2034 and which will be used for debt service on STAR bonds.

STAR does not have any employees; its affairs are administered by employees of the City and of another component unit of the City, for which STAR pays a management fee based on its allocated share of personnel and overhead costs.

Hudson Yards Development Corporation (HYDC). HYDC, a local development corporation organized by the City under the not-for-profit corporation law of the State of New York began operations in 2005 to manage and implement the City's economic development initiative for the development and redevelopment activities (Project) of the Hudson Yards area on the West Side of Manhattan (Project Area). HYDC is governed by a Board of thirteen Directors, a majority of whom are appointed by the Mayor. HYDC works with various City and State agencies and authorities and with private developers on the design and construction and implementation of the various elements of the Project, and to further private development and redevelopment of the Project Area.

Hudson Yards Infrastructure Corporation (HYIC). HYIC, a local development corporation organized by the City under the not-for-profit corporation law of the State of New York began operations in 2005 for the purpose of financing certain infrastructure improvements in the Hudson Yards area on the West Side of Manhattan (Project). HYIC does not engage in development directly, but finances development spearheaded by HYDC and carried out by existing public entities. HYIC fulfills its purpose through the issuance of bonds to finance the Project, including the operations of HYDC, and to collect revenues, including payments in lieu of taxes and district improvement bonuses from private developers and appropriations from the City, to support its operations and pay principal and interest on its outstanding bonds. HYIC is governed by a Board of Directors elected by its five Members, all of whom are officials of the City. HYIC's Certificate of Incorporation requires the vote of an independent director as a condition to taking certain actions; the independent director would be appointed by the Mayor prior to any such actions.

HYIC does not have any employees; its affairs are administered by employees of the City and of another component unit of the City, for which HYIC pays a management fee, rent, and overhead based on its allocated share of personnel and overhead costs.

Discretely Presented Component Units

All discretely presented component units are legally separate from the primary government. These entities are reported as discretely presented component units because the City appoints a majority of these organizations' boards, is able to impose its will on them, or a financial benefit/burden situation exists.

The component units column in the government-wide financial statements include the financial data of these entities, which are reported in a separate column to emphasize that they are legally separate from the City. They include the following:

New York City Health and Hospitals Corporation (HHC). HHC, a public benefit corporation, assumed responsibility for the operation of the City's municipal hospital system in 1970. HHC's integrated health care networks provide the full continuum of care—primary and specialty care, inpatient acute, outpatient, long-term care, and home health services—under a single medical and financial management structure. HHC's financial statements include the accounts of HHC and its blended component units, MetroPlus Health Plan, Inc., HHC Insurance Company, Inc., HHC Capital Corporation, and a closely affiliated not-for-profit corporation, The HHC Foundation of New York City, Inc.

HHC mainly provides, on behalf of the City, comprehensive medical and mental health services to City residents regardless of ability to pay. Funds appropriated from the City are payments, either directly or indirectly, for services rendered by HHC. The City pays for patient care rendered to prisoners, uniformed City employees, and various discretely funded facility-specific programs. HHC records both a revenue and an expense in an amount equal to expenditures made on its behalf by the City which includes settlements of claims for medical malpractice, negligence, other torts, and alleged breach of contracts, as well as other HHC costs including interest on City debt which funded HHC capital acquisitions. HHC reimburses the City for medical malpractice settlements it pays on behalf of HHC, up to an agreed upon amount to be negotiated each year.

Jay Street Development Corporation (JSDC). JSDC is a special purpose, local development corporation organized by the City in 2000 under the not-for-profit corporation law of the State of New York. JSDC is an instrumentality of the City, but is a separate legal entity from the City. JSDC was created to purchase, lease, sublease, own, hold, sell, assign, or pledge the real property known as the Court Unit of 330 Jay Street Condominium located at 330 Jay Street in Brooklyn, New York and to finance the costs of construction of a building thereon which will be used for the “Courts Facility.”

On April 23, 2008, the Courts Facility was sold to the City. On February 25, 2009, after having paid all remaining liabilities, JSDC’s remaining cash was distributed to the City, resulting in JSDC having no assets or liabilities at February 28, 2009.

JSDC does not have any employees; its affairs were administered by employees of another component unit of the City, for which JSDC paid a management fee based on its allocated share of personnel and overhead costs.

New York City Housing Development Corporation (HDC). HDC, a corporate governmental agency constituting a public benefit corporation of the State of New York was established in 1971 to encourage private housing development by providing low interest mortgage loans. The combined financial statements include: (i) the accounts of HDC and (ii) two active discretely presented component units: Housing Assistance Corporation and the New York City Residential Mortgage Insurance Corporation. Also, HDC includes the Housing New York Corporation which became an inactive subsidiary of HDC on November 3, 2003 and is not expected to be dissolved and the NYC HDC Real Estate Owned Corporation which was established as a subsidiary of HDC on September 20, 2004 and during HDC’s last fiscal year, there was no activity by this subsidiary. It is treated as a blended component of HDC. To accomplish its objectives, HDC is empowered to finance housing through new construction or rehabilitation and to provide permanent financing for multi-family residential housing. HDC finances significant amounts of its activities through issuance of bonds and notes. The bonds and notes of HDC are not debts of either the State or the City. HDC has a fiscal year ending October 31.

New York City Housing Authority (HA). HA is a public benefit corporation chartered in 1934 under the New York State Public Housing Law. HA develops, constructs, manages, and maintains low cost housing for eligible low income families in the City. HA also maintains a leased housing program which provides housing assistance payments to families.

Substantial operating losses result from the essential services that HA provides, and such operating losses will continue in the foreseeable future. To meet the funding requirements of these operating losses, HA receives subsidies from: (a) the Federal government, primarily the U.S. Department of Housing and Urban Development, in the form of annual grants for operating assistance, debt service payments, contributions for capital, and reimbursement of expenditures incurred for certain Federal housing programs; (b) New York State in the form of debt service and capital payments; and (c) the City in the form of debt service and capital payments. Subsidies are established through budgetary procedures which establish amounts to be funded by the grantor agencies. Projected operating surplus or deficit amounts are budgeted on an annual basis and approved by the grantor agency. Capital project budgets are submitted regularly during the year. HA has a calendar year-end.

New York City Industrial Development Agency (IDA). IDA is a public benefit corporation established in 1974 to actively promote, retain, attract, encourage, and develop an economically sound commerce and industry base to prevent unemployment and economic deterioration in the City. IDA assists industrial, commercial, and not-for-profit organizations in obtaining long-term, low-cost financing for fixed assets through a financing transaction which includes the issuance of double and triple tax-exempt industrial development bonds (IDBs). The participating organizations, in addition to satisfying legal requirements under IDA’s governing laws, must meet certain economic development criteria, the most important of which is job creation and/or retention. In addition, IDA assists participants who do not qualify for IDBs through a “straight lease” structure. The straight lease also provides tax benefits to the participants without having to issue IDBs or otherwise take part in the participants’ financing. Whether IDA issues IDBs or merely enters into a straight lease, IDA may provide one or more of the following tax benefits: exemption from mortgage recording tax; payments in lieu of real property taxes that are less than full taxes; and exemption from City and State sales and use taxes as applied to construction materials and machinery and equipment. IDA is governed by a Board of Directors, which establishes official policies and reviews and approves requests for financing assistance. Its membership is prescribed by statute and includes public officials and private business leaders.

New York City Economic Development Corporation (EDC). EDC is a local development corporation organized in 1966 according to the not-for-profit corporation law of the State of New York. EDC’s financial statements include the accounts of EDC and its component units, Metropolitan Business Assistance, Ltd. and Apple Industrial Development Corporation. EDC renders a variety of services and administers certain economic development programs on behalf of the City relating to attraction, retention, and expansion of commerce and industry in the City. These services and programs include encouragement of construction, acquisition, rehabilitation, and improvement of commercial and industrial enterprises within the City, and provision of grants to qualifying business enterprises as a means of helping to create and retain employment therein.

Business Relocation Assistance Corporation (BRAC). BRAC is a not-for-profit corporation incorporated in 1981 according to the not-for-profit corporation law of the State of New York for the purpose of implementing and administering the Relocation

Incentive Program (RIP) and other related programs. BRAC provides relocation assistance to qualifying commercial and manufacturing firms moving within the City.

The funds for RIP were provided by owners/developers of certain residential projects which caused the relocation of commercial and manufacturing businesses previously located at those sites. These funds consisted of conversion contributions or escrow payments mandated by the City's Zoning Resolution for this type of development. The ability of BRAC to extract fees for residential conversion ended as of January 1, 1998 per the Zoning Resolution.

As required by the Zoning Resolution, developers/owners of specific City properties needed to pay a conversion contribution (BRAC payment) in order to receive a building permit for the conversion of space from commercial to residential use. As stipulated by the Zoning Resolution, in the event that such conversion resulted in the displacement of industrial and/or commercial firms located within the City, the developer was required to establish an escrow account for each business displaced. The funds were released to the displaced firm once eligible relocation had taken place.

Contributions were deposited to the BRAC fund in the event that a displaced firm did not relocate within the City. In addition, if the space to be converted was vacant for less than five years, the conversion contribution was made directly to the BRAC fund.

All conversion contributions received by BRAC are restricted for the use of administering industrial retention/relocation programs consistent with the Zoning Resolution. One such program, the Industrial Relocation Grant Program provides grants up to \$30,000 to eligible New York City manufacturing firms to defray their moving costs. Grants are paid as reimbursement of moving costs after a firm completes its relocation. This program will continue to operate only with the current accumulated net assets now available.

In fiscal year 2007, BRAC had received \$1.5 million in contributions from EDC to administer the Greenpoint Relocation Program. This program is intended to help defray relocation costs for those manufacturing and industrial firms that may need to relocate due to the rezoning of the Greenpoint-Williamsburg area of Brooklyn by providing for maximum grants of \$50,000. As of June 30, 2009, the BRAC fund is valued at \$1.4 million, and grants for both Industrial Relocation Grant and Greenpoint Relocation Program will be available until funds are exhausted.

Brooklyn Navy Yard Development Corporation (BNYDC). BNYDC was organized in 1966 as a not-for-profit corporation according to the not-for-profit corporation law of the State of New York. The primary purpose of BNYDC is to provide economic rehabilitation in Brooklyn, to revitalize the economy, and create job opportunities. In 1971, BNYDC leased the Brooklyn Navy Yard from the City for the purpose of rehabilitating it and attracting new businesses and industry to the area. That lease was amended and restated in 1996. The Mayor appoints the majority of the members of the Board of Directors.

New York City Water Board (Water Board) and New York City Municipal Water Finance Authority (Water Authority). The Water and Sewer System (NYW), consisting of two legally separate and independent entities, the Water Board and the Water Authority began operations in 1985. NYW provides for water supply and distribution, and sewage collection, treatment, and disposal for the City. The Water Authority was established to issue debt to finance the cost of capital improvements to the water distribution and sewage collection system, and to refund any and all outstanding bonds and general obligation bonds of the City issued for water and sewer purposes. The Water Board was established to lease the water distribution and sewage collection system from the City and to establish and collect rates, fees, rents, and other charges for the use of, or for services furnished, rendered, or made available by the water distribution and sewage collection system to produce cash sufficient to pay debt service on the Water Authority's bonds and to place NYW on a self-sustaining basis. The physical operation and capital improvements of NYW are performed by the City's DEP subject to contractual agreements with the Water Board and Water Authority.

WTC Captive Insurance Company, Inc. (WTC Captive). WTC Captive is a not-for-profit corporation incorporated in the State of New York in 2004 in response to the events of September 11, 2001. WTC Captive was funded with \$999.9 million in funds by the Federal Emergency Management Agency (FEMA) and used this funding to support issuance of a liability insurance contract that provides specified coverage (general liability, environmental liability, professional liability, and marine liability) against certain third-party claims made against the City and approximately 145 contractors and subcontractors working on the City's FEMA-funded debris removal project at the World Trade Center site or the Fresh Kills landfill during the 'exposure period' from September 11, 2001 to August 30, 2002. Coverage is provided on both an excess of loss and first dollar basis, depending on the line of coverage. WTC Captive has a calendar year-end.

New York City Capital Resource Corporation (CRC). CRC is a local development corporation organized in 2006 under the not-for-profit corporation law of the State of New York to assist qualified not-for-profit institutions, small manufacturing companies, and other entities eligible under the Federal tax laws in obtaining tax-exempt bond financing. CRC is a conduit bond issuer for the Loan Enhanced Assistance Program (LEAP). LEAP's goal is to facilitate access to private activity tax-exempt bond

financing for qualified borrowers by simplifying the transaction structure, standardizing the required documentation, and achieving greater efficiency in marketing the tax-exempt debt.

CRC is a self-supporting entity and charges various program fees which may include application fees, financing fees, legal fees, and compliance fees. CRC is governed by a Board of Directors, which establishes official policies and reviews and approves requests for financing assistance. Its membership is prescribed by statute and includes public officials and private business leaders.

Note: These organizations publish separate annual financial statements which are available at: Office of the Comptroller, Bureau of Accountancy—Room 808, 1 Centre Street, New York, New York 10007.

2. Basis of Presentation

Government-wide Statements: The government-wide financial statements (*i.e.*, the statement of net assets and the statement of activities), display information about the primary government and its component units. These statements include the financial activities of the overall government except for fiduciary activities. Eliminations of internal activity have been made in these statements. The primary government is reported separately from certain legally separate component units for which the primary government is financially accountable. All of the activities of the City as primary government are governmental activities.

The statement of activities presents a comparison between direct expenses, which include allocated indirect expenses, and program revenues for each function of the City's governmental activities. Direct expenses are those that are clearly identifiable with a specific function. Program revenues include: (i) charges for services such as rental revenue from operating leases on markets, ports, and terminals and (ii) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or program. Taxes and other revenues not properly included among program revenues are reported as general revenues.

Fund Financial Statements: The fund financial statements provide information about the City's funds, including fiduciary funds and blended component units. Separate statements for the governmental and fiduciary fund categories are presented. The emphasis of fund financial statements is on major governmental funds, each displayed in a separate column. All remaining governmental funds are aggregated and reported as nonmajor funds.

The City uses funds to report on its financial position and the results of its operations. Fund accounting is designed to demonstrate legal compliance and to aid financial management by segregating transactions related to certain government functions or activities. A fund is a separate accounting entity with a self-balancing set of accounts.

Funds are classified into three categories: governmental, fiduciary, and proprietary. Except for proprietary (the only organizations that would be categorized as proprietary funds are reported as component units), each category, in turn, is divided into separate "fund types."

The City reports the following major governmental funds:

General Fund. This is the general operating fund of the City. Substantially all tax revenues, Federal and State aid (except aid for capital projects), and other operating revenues are accounted for in the General Fund. This fund also accounts for expenditures and transfers as appropriated in the Expense Budget, which provides for the City's day-to-day operations, including transfers to Debt Service Funds for payment of long-term liabilities.

New York City Capital Projects Fund. This fund is used to record all revenues, expenditures, assets, and liabilities associated with City capital projects. It accounts for resources used to construct or acquire fixed assets and make capital improvements. Resources of the New York City Capital Projects Fund are derived principally from proceeds of City and TFA bond issues, payments from the Water Authority, and from Federal, State, and other aid.

General Debt Service Fund. This fund, required by State legislation on January 1, 1979 is administered and maintained by the State Comptroller into which payments of real estate taxes and other revenues are deposited in advance of debt service payment dates. Debt service on all City notes and bonds is paid from this fund.

Additionally, the City reports the following fund types:

Fiduciary Funds

The Fiduciary Funds are used to account for assets and activities when a governmental unit is functioning either as a trustee or an agent for another party. They include the following:

The **Pension and Other Employee Benefit Trust Funds** account for the operations of:

- New York City Employees' Retirement System (NYCERS)
- Teachers' Retirement System of the City of New York Qualified Pension Plan (TRS)
- New York City Board of Education Retirement System Qualified Pension Plan (BERS)
- New York City Police Pension Fund (POLICE)
- New York City Fire Pension Fund (FIRE)
- New York City Police Department Police Officers' Variable Supplements Fund (POVSF)
- New York City Police Department Police Superior Officers' Variable Supplements Fund (PSOVSF)
- New York City Fire Department Firefighters' Variable Supplements Fund (FFVSF)
- New York City Fire Department Fire Officers' Variable Supplements Fund (FOVSF)
- New York City Transit Police Officers' Variable Supplements Fund (TPOVSF)
- New York City Transit Police Superior Officers' Variable Supplements Fund (TPSOVSF)
- New York City Housing Police Officers' Variable Supplements Fund (HPOVSF)
- New York City Housing Police Superior Officers' Variable Supplements Fund (HPSOVSF)
- Correction Officers' Variable Supplements Fund (COVSF)
- Deferred Compensation Plan for Employees of The City of New York and Related Agencies and Instrumentalities (DCP/457 Plan)
- Deferred Compensation Plan for Employees of The City of New York and Related Agencies and Instrumentalities (DCP/401(k) Plan)
- Deferred Compensation Plan for Employees of The City of New York and Related Agencies and Instrumentalities (DCP/408(q) Plan)
- The New York City Other Postemployment Benefits Plan (PLAN)

The **Other Trust Funds** account for the operations of:

- New York City Tax Lien Trust (NYCTLT 2009-A)
- New York City Tax Lien Trust (NYCTLT 2008-A)
- New York City Tax Lien Trust (NYCTLT 2006-A)
- New York City Tax Lien Trust (NYCTLT 2005-A)
- New York City Tax Lien Trust (NYCTLT 2004-A)
- New York City Tax Lien Trust (NYCTLT 1999-1)
- New York City Tax Lien Trust (NYCTLT 1998-2)
- New York City Tax Lien Trust (NYCTLT 1998-1)
- New York City Tax Lien Trust (NYCTLT 1996-1)

Note: These organizations publish separate annual financial statements which are available at: Office of the Comptroller, Bureau of Accountancy—Room 808, 1 Centre Street, New York, New York 10007.

These funds use the accrual basis of accounting and a measurement focus on the periodic determination of additions, deductions, and net assets held in trust for benefit payments.

The **Agency Funds** account for miscellaneous assets held by the City for other funds, governmental units, and individuals. The Agency Funds are custodial in nature and do not involve measurement of results of operations.

Discretely Presented Component Units

The discretely presented component units consist of **HHC, HDC, HA, EDC, NYW** and the nonmajor component units. These activities are accounted for in a manner similar to private business enterprises, in which the focus is on the periodic determination of revenues, expenses, and net income.

New Accounting Standards Adopted

In fiscal year 2009, the City adopted four new statements and one technical bulletin of financial accounting standards issued by the Governmental Accounting Standards Board (GASB):

- Statement No. 49 *Accounting and Financial Reporting for Pollution Remediation Obligations*
- Statement No. 52 *Land and Other Real Estate Held as Investments by Endowments*
- Statement No. 55 *The Hierarchy of Generally Accepted Accounting Principles for State and Local Governments*
- Statement No. 56 *Codification of Accounting and Financial Reporting Guidance Contained in the AICPA Statements on Auditing Standards*
- Technical Bulletin No. 2008-1 *Determining the Annual Required Contribution Adjustment for Postemployment Benefits*

Statement No. 49 establishes accounting and financial reporting standards for pollution remediation obligations which are obligations to address the current or potential detrimental effects of existing pollution (e.g., hazardous wastes spills and asbestos contamination) by participating in pollution remediation activities such as site assessments and cleanups. Pollution remediation obligations exclude pollution prevention or control obligations relating to current operations and future pollution remediation activities such as landfill closure and postclosure care. Statement No. 49 identifies the obligating events which require a governmental entity to estimate the components of expected pollution remediation outlays and determine whether outlays for those components should be accrued as a liability or, if appropriate, capitalized when goods and services are acquired. The Statement amends: NCGA Statement 1, *Governmental Accounting and Financial Reporting Principles*, NCGA Statement 4, *Accounting and Financial Reporting Principles for Claims and Judgments and Compensated Absences*, NCGA Interpretation 6, *Notes to the Financial Statements Disclosure*, GASB Statement No. 10, *Accounting and Financial Reporting for Risk Financing and Related Insurance Issues*, and GASB Interpretation No. 6, *Recognition and Measurement of Certain Liabilities and Expenditures in Governmental Fund Financial Statements*, to provide specific reporting guidance for pollution remediation obligations, including disclosure requirements. Comparability of financial statements among governments will be enhanced by Statement No. 49 requiring all governments to account for pollution remediation obligations in the same manner, including required reporting of pollution remediation obligations that previously may not have been reported. The Statement also will enhance users' ability to assess governments' obligations by requiring more timely and complete reporting of obligations as their components become reasonably estimable.

The financial reporting impact resulting from the implementation of Statement No. 49 is the restatement of net assets in the government-wide financial statements by \$173 million for pollution remediation obligations measured at the beginning of fiscal year 2009. For periods prior to the implementation of Statement No. 49, the City does not have sufficient objective and verifiable information to apply the expected cash flow technique to measurements of pollution remediation obligations. See Note D.4. for disclosure information relating to pollution remediation obligations.

Statement No. 52 requires endowments to report their land and other real estate investments at fair value. Governments also are required to report the changes in fair value as investment income. Statement No. 52 amends the scope of Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*, to apply the disclosure provisions of paragraph 15 of that Statement to land and other real estate held as investments by endowments. Accordingly, endowments should disclose "the methods and significant assumptions used to estimate the fair value of investments, if that fair value is based on other than quoted market prices." The objective of this Statement is to enhance the comparability and usefulness of financial reporting by endowments by establishing a common approach to reporting land and other real estate held as investments with other entities that exist for similar purposes.

There was no impact on the City's financial statements as a result of the implementation of Statement No. 52 since the City's governmental funds category does not include a Permanent Funds fund type.

Statement No. 55 provides for the codification of all GAAP for state and local governments so that they derive from a single source and consequently, the current GAAP hierarchy as set forth in the American Institute of Certified Public Accountants' literature will then reside in the accounting literature established by GASB. The objective of this Statement is to identify the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of state and local governmental entities that are presented in conformity with GAAP.

There was no impact on the City's financial statements as a result of the implementation of Statement No. 55.

Statement No. 56 provides for the codification of certain accounting and financial reporting guidance presented in the American Institute of Certified Public Accountants' Statements on Auditing Standards into the authoritative literature of GASB. This Statement does not establish new accounting standards but rather incorporates the existing guidance (to the extent appropriate in

a governmental environment) into the GASB standards by addressing three issues that establish accounting principles—related party transactions, going concern considerations, and subsequent events.

There was no impact on the City's financial statements as a result of the implementation of Statement No. 56.

Technical Bulletin No. 2008-1 clarifies the requirements of GASB Statement No. 27, *Accounting for Pensions by State and Local Governmental Employers* and GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions* for calculating the annual required contribution (ARC) adjustment. The objective of the ARC adjustment procedure in Statements 27 and 45 is to offset the amount that has been included in the ARC for the amortization of past contribution deficiencies or excess contributions of the employer. Use of the ARC adjustment is intended to avoid misstatement of annual pension or OPEB costs and to maintain consistency between actuarial and accounting measurements on an ongoing basis. When the actual amount of interest (and principal, if any) is known, the known amount rather than an amount derived from the application of estimation procedures established in Statements 27 and 45 is used for purposes of determining annual pension or OPEB costs, respectively.

There was no impact on the City's financial statements as a result of the implementation of Technical Bulletin No. 2008-1.

3. Basis of Accounting

The basis of accounting determines when transactions are reported on the financial statements. The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded at the time liabilities are incurred, regardless of when the related cash flows take place. Nonexchange transactions, in which the City either gives or receives value without directly receiving or giving equal value in exchange, include sales and income taxes, property taxes, grants, entitlements, and donations which are recorded on the accrual basis of accounting. Revenues from sales and income taxes are recognized when the underlying exchange transaction takes place. Revenues from property tax are recognized in the fiscal year for which the taxes are levied. Revenues from grants, entitlements, and donations are recognized in the fiscal year in which all eligibility requirements have been satisfied.

Governmental fund types use the flow of current financial resources measurement focus. This focus is on the determination of, and changes in financial position, and generally only current assets and current liabilities are included on the balance sheet. These funds use the modified accrual basis of accounting, whereby revenues are recognized in the accounting period in which they become both measurable and available to finance expenditures of the fiscal period. Revenues from taxes are generally considered available if received within two months after the fiscal year-end. Revenues from categorical and other grants are generally considered available if received within one year after the fiscal year-end. Expenditures are recorded when the related liability is incurred and payment is due, except for principal and interest on long-term debt and certain estimated liabilities which are recorded only when payment is due.

The measurement focus of the Pension and Other Employee Benefit Trust Funds and Other Trust Funds is on the flow of economic resources. This focus emphasizes the determination of net income, changes in net assets, and financial position. With this measurement focus, all assets and liabilities associated with the operation of these funds are included on the balance sheet. These funds use the accrual basis of accounting whereby revenues are recognized in the accounting period in which they are earned, and expenses are recognized in the period incurred. The Pension Trust Funds' contributions from members are recorded when the employer makes payroll deductions from Plan members. Employer contributions are recognized when due. Benefits and refunds are recognized when due and payable in accordance with the terms of the Plans.

In accordance with GASB Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Activities That Use Proprietary Fund Accounting*, the discretely presented component units have elected not to apply Financial Accounting Standards Board statements and interpretations issued after November 30, 1989.

The Agency Funds use the accrual basis of accounting and do not measure the results of operations.

4. Encumbrances

Encumbrance accounting, under which purchase orders, contracts, and other commitments for expenditures are recorded to reflect the use of the applicable spending appropriations, is used by the General Fund during the fiscal year to control expenditures. The cost of those goods received and services rendered on or before June 30 are recognized as expenditures. Encumbrances not resulting in expenditures by year-end, lapse.

5. Cash and Investments

The City considers all highly liquid investments (including restricted assets) with a maturity of three months or less when purchased, to be cash equivalents.

Cash and cash equivalents include compensating balances maintained with certain banks in lieu of payments for services rendered. The average compensating balances maintained during fiscal years 2009 and 2008 were approximately \$1,902 million and \$443 million, respectively.

Investments are reported in the balance sheet at fair value. Investment income, including changes in the fair value of investments, is reported in operations.

Investments in fixed income securities are recorded at fair value. Securities purchased pursuant to agreements to resell are carried at the contract price, exclusive of interest, at which the securities will be resold.

Investments of the Pension and Other Employee Benefit Trust Funds and Other Trust Funds are reported at fair value. Investments are stated at the last reported sales price on a national securities exchange or as priced by a nationally recognized securities pricing service as on the last business day of the fiscal year except for securities held as alternative investments where fair value is determined by the general partners of the partnerships the funds are invested in, and other experts with this asset class.

A description of the City's Fiduciary Funds securities lending activities in fiscal years 2009 and 2008 is included in Deposits and Investments (see Note D.1.).

6. Inventories

Inventories on hand at June 30, 2009 and 2008 (estimated at \$282 million and \$257 million, respectively, based on average cost) have been reported on the government-wide statement of net assets. Inventories are recorded as expenditures in governmental funds at the time of purchase, and accordingly have not been reported on the governmental funds balance sheet.

7. Restricted Cash and Investments

Certain proceeds of the City and component unit bonds, as well as certain resources set aside for bond repayment, are classified as restricted cash and investments on the balance sheet because their use is limited by applicable bond covenants. None of the government-wide statement of net assets is restricted by enabling legislation.

8. Capital Assets

Capital assets and improvements include substantially all land, buildings, equipment, water distribution and sewage collection system, and other elements of the City's infrastructure having a minimum useful life of five years, having a cost of more than \$35,000, and having been appropriated in the Capital Budget (see Note C.1.). Capital assets which are used for general governmental purposes and are not available for expenditure are accounted for and reported in the government-wide financial statements. These statements also contain the City's infrastructure elements that are now required to be capitalized under GAAP. Infrastructure elements include the roads, bridges, curbs and gutters, streets and sidewalks, park land and improvements, piers, bulkheads and tunnels. The capital assets of the water distribution and sewage collection system are recorded in the Water and Sewer System component unit financial statements under a lease agreement between the City and the Water Board.

Capital assets are generally stated at historical cost, or at estimated historical cost based on appraisals or on other acceptable methods when historical cost is not available. Donated capital assets are stated at their fair market value as of the date of the donation. Capital leases are classified as capital assets in amounts equal to the lesser of the fair market value or the present value of net minimum lease payments at the inception of the lease (see Note D.3.).

Accumulated depreciation and amortization are reported as reductions of capital assets. Depreciation is computed using the straight-line method based upon estimated useful lives of 40 to 50 years for buildings; 5 to 35 years for equipment; and 15 to 50 years for infrastructure. Capital lease assets and leasehold improvements are amortized over the term of the lease or the life of the asset, whichever is less.

9. Allowance for Uncollectible Mortgage Loans

Mortgage loans and interest receivable in the Debt Service Funds are net of an allowance for uncollectible amounts of \$316.3 million and \$319.7 million for fiscal years 2009 and 2008, respectively. The allowance is composed of the balance of refinanced first lien mortgages one or more years in arrears where payments to the City are expected to be completed between the years 2012 and 2021.

10. Vacation and Sick Leave

Earned vacation and sick leave is recorded as an expenditure in the period when it is payable from current financial resources in the fund financial statements. The estimated value of vacation leave earned by employees which may be used in subsequent years or earned vacation and sick leave paid upon termination or retirement, and therefore payable from future resources, is recorded as a liability in the government-wide financial statements.

11. Judgments and Claims

The City is uninsured with respect to risks including, but not limited to, property damage, personal injury, and workers' compensation. In the fund financial statements, expenditures for judgments and claims (other than workers' compensation and condemnation proceedings) are recorded on the basis of settlements reached or judgments entered within the current fiscal year. Expenditures for workers' compensation are recorded when paid. Settlements relating to condemnation proceedings are reported when the liability is estimable. In the government-wide financial statements, the estimated liability for all judgments and claims is recorded as a noncurrent liability.

12. Long-term Liabilities

For long-term liabilities, only that portion expected to be financed from expendable available financial resources is reported as a fund liability of a governmental fund. All long-term liabilities are reported in the government-wide financial statement of net assets. Long-term liabilities expected to be financed from discretely presented component unit operations are accounted for in those component unit financial statements.

13. Derivatives

The City did not enter into any new derivative transactions during fiscal years 2009 and 2008. However, the following activity relating to existing swap transactions occurred during fiscal years 2009 and 2008.

On September 16, 2008, the City received a Notice of Trigger Event from Lehman Brothers Derivative Products Inc. (Lehman) informing the City that as a result of Lehman Brothers Holdings Inc.'s filing of a petition under Chapter 11 of the United States Bankruptcy Code with the United States Bankruptcy Court for the Southern District of New York, the City's derivative transaction with Lehman would be terminated on September 23, 2008. The derivative transaction, with a notional amount of \$100 million, had been entered into in March, 2004, at which time Lehman paid the City an option premium of \$2.871 million. The derivative transaction gave Lehman an option to enter into a derivative transaction with the City on various future dates. Lehman never exercised the option and no further payments were made. On April 20, 2009, Lehman and the City entered into a Termination Agreement pursuant to which Lehman and the City agreed on a settlement amount to be paid by the City to Lehman of \$623.3 thousand, of which \$619.3 thousand had already been paid in January, 2009 and \$4.0 thousand in interest was paid shortly thereafter in April, 2009 in respect of all claims arising under the documentation concerning the derivative transaction.

On March 16, 2008, the Bear Stearns Companies Inc. (Bear Stearns) and JP Morgan Chase & Co. (JP Morgan) executed an Agreement and Plan of Merger. JP Morgan agreed to guarantee certain obligations of Bear Stearns, including four derivative transactions between Bear Stearns Financial Products Inc. (BSFP) and the City. As of March 3, 2009, pursuant to novations, the City's derivative transactions with BSFP were novated from BSFP to JP Morgan Chase Bank, N.A. The transactions are as follows:

1. \$200 million notional amount derivative transaction with a trade date of October 30, 2002 pursuant to which the City pays 3.269% and receives 62.8% of USD-LIBOR-BBA.
2. \$233.65 million notional amount derivative transaction with a trade date of March 4, 2004 pursuant to which the City sold an option to BSFP for \$7.177 million to allow BSFP to compel the City to enter into a derivative transaction with BSFP on various future dates. The option was never exercised and expired on August 15, 2009.
3. \$500 million notional amount derivative transaction with a trade date of July 29, 2004 pursuant to which the City pays the Securities Industry and Financial Markets Association Index (SIFMA) and receives various stepped percentages of the 1-month London Interbank Offered Rate (LIBOR).
4. \$44.145 million notional amount derivative transaction with a trade date of February 15, 2005 pursuant to which the City pays fixed rates of 4.55%/4.63%/4.71% and receives CPI + 1.50%/CPI + 1.55%/CPI + 1.60% in connection with bonds with maturities in 2015, 2016, and 2017, respectively.

On April 1, 2008, the City executed a bond refunding transaction pursuant to which \$101.6 million of bonds associated with a swap that the City had entered into with UBS on January 22, 2003 in connection with a notional amount of \$135.05 million were refunded. The swap has the City paying 3.259% and receiving 60.8% of LIBOR. Accordingly, \$101.6 million of the swap was deemed terminated for tax purposes as of May 1, 2008. \$33.45 million of the swap remains in effect for tax purposes as a hedge on the bonds. Nevertheless, the swap remains in full effect. The marked-to-market value of the swap as of June 30, 2009 was (\$13.1) million.

Certain disclosures have been made for the cumulative derivatives contracted since fiscal year 2003 which are reported at fair value on the government-wide statement of net assets and include disclosure of the objectives for entering into the derivatives and the derivatives' fair values and risk exposures.

Swap Transaction Summary

In an effort to lower its borrowing costs over the life of its bonds and to diversify some of its existing derivatives portfolio, the City has entered into Interest Rate Exchange Agreements (swaps) and sold options related to some of these swaps. As of June 30, 2009 and 2008, the total notional amount of the City's swaps and swaptions outstanding was \$2.900 billion and \$3.036 billion, respectively. The total marked to market value of the City's swaps and swaptions as of June 30, 2009 and 2008 was approximately \$(181.5) million and \$(55.7) million, respectively. The table includes certain significant terms and the marked to market values for the City's cumulative swap transactions.

Transaction Number	Prior Years Since Fiscal Year 2003 <u>1-14(a)</u> (in thousands)
Notional Amount:(b)	
as of 6/30/09	\$2,899,585
as of 6/30/08	\$3,035,780
Up-front Cash Payments	
to the City	\$ 40,585
Option Premiums	\$ 19,860
Payments Made by the City:	
as of 6/30/09	\$ 458,583
as of 6/30/08	\$ 390,613
Payments Received by the City:(c)	
as of 6/30/09	\$ 516,347
as of 6/30/08	\$ 455,779
Marked to Market Value:	
as of 6/30/09	\$ (181,454)
as of 6/30/08	\$ (55,662)

- (a) No new swap transactions were entered into by the City during fiscal years 2009 and 2008.
- (b) The \$136.195 million decrease in the Notional Amount during fiscal year 2009 is due to the termination of the \$100 million Lehman swap (#11) and bond amortization of \$19.845 million and \$16.350 million on the Morgan Stanley swap (#7) and Bear Stearns/JP Morgan swap (#10), respectively.
- (c) Includes Up-front Cash Payments and Option Premiums.

Risks

While the City did not enter into any new swap transactions during fiscal years 2009 and 2008, below is a list of risks inherent in the types of swap transactions that the City has entered into since fiscal year 2003.

Counterparty Risk: The risk that a counterparty (or its guarantor) will not meet its obligations under the swap. If a counterparty were to default under its agreement when the counterparty would owe a termination payment to the City, the City may have to pay another entity to assume the position of the defaulting counterparty. The City has sought to limit its counterparty risk by contracting only with highly rated entities or requiring guarantees of the counterparty's obligations under the swap documents.

Termination Risk: The risk that a counterparty will terminate a swap at a time when the City owes it a termination payment. The City has mitigated this risk by specifying that the counterparty has the right to terminate only as a result of certain events, including: a payment default by the City; other City defaults which remain uncured for 30 days after notice; City bankruptcy; insolvency of the City (or similar events); or a downgrade of the City's credit rating below investment grade (i.e., BBB-/Baa3). The total return swap has additional termination events in addition to those just described, including: the counterparty may terminate the swap on any business day on which the par value of the bonds exceeds the market value of the bonds by \$75 million. The likelihood of such a discrepancy between the par and market values is mitigated by a reset mechanism which adjusts the bond coupon upward or downward by an amount equal to the movement of the AAA Municipal Market Data Index since its previous reset.

Basis Risk: The risk that the City's variable rate payments will not equal its variable rate receipts because they are based on different indices. Under the terms of its synthetic fixed rate swap transactions, the City pays a variable rate on its bonds based on SIFMA but receives a variable rate on the swap based on a percentage of LIBOR. In its August, 2004 basis swap, the City's variable payer

rate is based on SIFMA and its variable receiver rate is based on a percentage of LIBOR. However, the stepped percentages of LIBOR received by the City mitigate the risk that the City will be harmed in low interest rate environments by the compression of the SIFMA and LIBOR indices. As the overall level of interest rates decreases, the percentage of LIBOR received by the City increases.

Tax Risk: The risk that a change in Federal tax rates will alter the fundamental relationship between the SIFMA and LIBOR indices. A reduction in Federal tax rates, for example, will likely increase the City's payment on its underlying variable rate bonds in the synthetic fixed rate transactions and its variable payer rate in the basis swaps.

14. Real Estate Tax

Real estate tax payments for the fiscal year ended June 30, 2009 were due July 1, 2008 and January 1, 2009 except that payments by owners of real property assessed at \$250,000 or less and cooperatives whose individual units on average are valued at \$250,000 or less were due in quarterly installments on the first day of each quarter beginning on July 1.

The levy date for fiscal year 2009 taxes was June 19, 2008. The lien date is the date taxes are due.

Real estate tax revenue represents payments received during the year and payments received (against the current fiscal year and prior years' levies) within the first two months of the following fiscal year reduced by tax refunds for the fund financial statements. Additionally, the government-wide financial statements recognize real estate tax revenue (net of refunds) which are not available to the governmental fund type in the fiscal year for which the taxes are levied.

The City offered an actual 1.5% discount for the prepayment of real estate taxes for fiscal years 2010 and 2009. Payment of real estate taxes before July 15, 2009, on properties with an assessed value of \$250,000 or less and before July 1, 2009, on properties with an assessed value over \$250,000 received the discount. Collections of these real estate taxes received on or before June 30, 2009 and 2008 were \$4.6 billion and \$3.1 billion, respectively. These amounts were recorded as deferred revenue.

The City sold approximately \$37.3 million of real property tax liens, fully attributable to fiscal year 2009, at various dates in fiscal year 2009. As in prior year's lien sale agreements, the City will refund the value of liens later determined to be defective, plus interest and a 5% surcharge. It has been estimated that \$3.3 million worth of liens sold in fiscal year 2009 will require refunding. The estimated refund accrual amount of \$4 million, including the surcharge and interest, resulted in fiscal year 2009 net sale proceeds of \$33.3 million.

In fiscal year 2009, \$3.3 million, including the surcharge and interest, was refunded for defective liens from the fiscal year 2008 sale. This resulted in an increase to fiscal year 2009 revenue of \$.7 million for the refund amount was less than the fiscal year 2008 accrual of \$4 million and increased the net sale proceeds of the fiscal year 2008 sale to \$34.2 million up from the original fiscal year 2008 net sale proceeds reported as \$33.5 million.

The City sold approximately \$37.5 million of real property tax liens, fully attributable to fiscal year 2008, at various dates in fiscal year 2008. As in prior year's lien sale agreements, the City will refund the value of liens later determined to be defective, plus interest and a 5% surcharge. It has been estimated that \$3.3 million worth of liens sold in fiscal year 2008 will require refunding. The estimated refund accrual amount of \$4 million, including the surcharge and interest, resulted in fiscal year 2008 net sale proceeds of \$33.5 million.

In fiscal year 2008, \$1.9 million, including the surcharge and interest, was refunded for defective liens from the fiscal year 2007 sale. This resulted in an increase to fiscal year 2008 revenue of \$2.1 million for the refund amount was less than the fiscal year 2007 accrual of \$4 million and increased the net sale proceeds of the fiscal year 2007 sale to \$43.3 million up from the original fiscal year 2007 net sale proceeds reported as \$41.2 million.

In both fiscal years 2009 and 2008, \$203 million were provided as allowances for uncollectible real estate taxes against the balance of the receivable. Delinquent real estate taxes receivable that are estimated to be collectible but which are not collected in the first two months of the next fiscal year are recorded as deferred revenues in the governmental funds balance sheet but included in general revenues on the government-wide statement of activities.

The City is permitted to levy real estate taxes for general operating purposes in an amount up to 2.5% of the average full value of taxable real estate in the City for the last five years and in unlimited amounts for the payment of principal and interest on long-term City debt. Amounts collected for payment of principal and interest on long-term debt in excess of that required for that purpose in the year of the levy must be applied towards future years' debt service. For the fiscal years ended June 30, 2009 and 2008, excess amounts of \$1.043 billion and \$672 million, respectively, were transferred to the General Debt Service Fund.

15. Other Taxes and Other Revenues

Taxpayer-assessed taxes, such as sales and income taxes, net of refunds, are recognized in the accounting period in which they become susceptible to accrual for the fund financial statements. Additionally, the government-wide financial statements recognize sales and income taxes (net of refunds) which are not available to the governmental fund type in the accounting period for which the taxes are assessed.

16. Federal, State, and Other Aid

For the government-wide and fund financial statements, categorical aid, net of a provision for estimated disallowances is reported as receivables when the related eligibility requirements are met. Unrestricted aid is reported as revenue in the fiscal year of entitlement.

17. Bond Discounts/Issuance Costs

In governmental fund types, bond discounts and issuance costs are recognized as expenditures in the period incurred. Bond discounts in the government-wide financial statements units are deferred and amortized over the term of the bonds using the straight-line method. Bond discounts are presented as a reduction of the face amount of bonds payable, whereas issuance costs are recorded as deferred charges. Bond issuance costs are amortized in the government-wide financial statements over the term of the bonds using the straight-line method.

18. Intra-entity Activity

Payments from a fund receiving revenue to a fund through which the revenue is to be expended are reported as transfers. Such payments include transfers for debt service and capital construction. In the government-wide financial statements, resource flows between the primary government and the discretely presented component units are reported as if they were external transactions.

19. Subsidies

The City makes various payments to subsidize a number of organizations which provide services to City residents. These payments are recorded as expenditures in the fiscal year paid.

20. Pensions

Pension cost is required to be measured and disclosed using the accrual basis of accounting (see Notes E.6. and F.), regardless of the amount recognized as pension expense on the modified accrual basis of accounting. Annual pension cost should be equal to the annual required contributions to the pension plan, calculated in accordance with certain parameters.

21. Other Postemployment Benefits

Other Postemployment Benefits (OPEB) cost for healthcare is required to be measured and disclosed using the accrual basis of accounting (see Note E.5.), regardless of the amount recognized as OPEB expense on the modified accrual basis of accounting. Annual OPEB cost should be equal to the annual required contributions to the OPEB plan, calculated in accordance with certain parameters.

22. Estimates and Assumptions

A number of estimates and assumptions relating to the reporting of revenues, expenditures, assets and liabilities, and the disclosure of contingent liabilities were used to prepare these financial statements in conformity with GAAP. Actual results could differ from those estimates.

23. Pronouncements Issued But Not Yet Effective

In June, 2007, GASB issued Statement No. 51, *Accounting and Financial Reporting for Intangible Assets*. The Statement requires that all intangible assets not specifically excluded by its scope provisions be classified as capital assets. Accordingly, existing authoritative guidance related to the accounting and financial reporting for capital assets should be applied to these intangible assets, as applicable. Statement No. 51 also provides authoritative guidance that specifically addresses the nature of these intangible assets. Such guidance should be applied in addition to the existing authoritative guidance for capital assets. The objective of Statement No. 51 is to establish accounting and financial reporting requirements for intangible assets to reduce inconsistencies relating to recognition, initial measurement, and amortization, thereby enhancing the comparability of the accounting and financial reporting of such assets among state and local governments. The Statement requires that an intangible asset be recognized in the Statement of Net Assets only if it is considered identifiable. Additionally, the Statement establishes a specified-conditions approach to

recognizing intangible assets that are internally generated. Effectively, outlays associated with the development of such assets should not begin to be capitalized until certain criteria are met. Outlays incurred prior to meeting these criteria should be expensed as incurred. Statement No. 51 also provides guidance on recognizing internally generated computer software as an intangible asset. This guidance serves as an application of the specified-conditions approach described above to the development cycle of computer software. The Statement also establishes guidance specific to intangible assets related to amortization. Guidance is provided on determining the useful life of intangible assets when the length of their life is limited by contractual or legal provisions. If there are no factors that limit the useful life of an intangible asset, the Statement provides that the intangible asset be considered to have an indefinite useful life. Intangible assets with indefinite useful lives should not be amortized unless their useful lives are subsequently determined to no longer be indefinite due to a change in circumstances.

The requirements of Statement No. 51 are effective for financial statements for periods beginning after June 15, 2009. The provisions of this Statement generally are required to be applied retroactively. For the City, retroactive reporting is required for intangible assets acquired in fiscal years ending after June 30, 1980, except for those considered to have indefinite useful lives as of the effective date of the Statement and those that would be considered internally generated. While earlier application of the Statement is encouraged, the City has not completed the process of evaluating the impact of Statement No. 51 on its financial statements.

In June, 2008, GASB issued Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*. The objective of the Statement is to enhance the usefulness and comparability of derivative instrument information reported by state and local governments by providing a comprehensive framework for the recognition, measurement, and disclosure of derivative instrument transactions. Derivative instruments such as interest rate and commodity swaps, interest rate locks, options (caps, floors, and collars), swaptions, forward contracts, and futures contracts are entered into by governments as investments; as hedges of identified financial risks associated with assets or liabilities, or expected transactions (i.e., hedgeable items); to lower the costs of borrowings; to effectively fix cash flows or synthetically fix prices; or to offset the changes in fair value of hedgeable items. A key provision of Statement No. 53 is that certain derivative instruments, with the exception of synthetic guaranteed investment contracts that are fully benefit-responsive, are reported at fair value by governments in their government-wide financial statements. This provision should allow users of those financial statements to more fully understand a government's resources available to provide services. The application of interperiod equity means that changes in fair value are recognized in the reporting period to which they relate. The changes in fair value of hedging derivative instruments do not affect investment revenue but are reported as deferrals. Alternatively, the changes in fair value of investment derivative instruments (which include ineffective hedging derivative instruments) are reported as part of investment revenue in the current reporting period. Effectiveness is determined by considering whether the changes in cash flows or fair values of the potential hedging derivative instrument substantially offset the changes in cash flows or fair values of the hedgeable item. The Statement describes several quantitative methods and a qualitative method for evaluating effectiveness. The disclosures required by Technical Bulletin No. 2003-1, *Disclosure Requirements for Derivatives Not Reported at Fair Value on the Statement of Net Assets*, have been incorporated into Statement No. 53. The disclosures provide a summary of the government's derivative instrument activity and the information necessary to assess the government's objectives for derivative instruments, their significant terms, and the risks associated with the derivative instruments.

The requirements of Statement No. 53 are effective for financial statements for periods beginning after June 15, 2009. While earlier application of the Statement is encouraged, the City has not completed the task of evaluating the impact of Statement No. 53 on its financial statements.

In February, 2009, GASB issued Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*. The Statement establishes fund balance classifications that comprise a hierarchy based primarily on the extent to which a government is bound to observe constraints imposed upon the use of the resources reported in governmental funds. Governments are required to classify and report amounts in the appropriate fund balance classifications by applying their accounting policies that determine whether restricted, committed, assigned, and unassigned amounts are considered to have been spent. Disclosure of the policies in the notes to the financial statements is required. Governments are also required to disclose information about the processes through which constraints are imposed on amounts in the committed and assigned classifications. Statement No. 54 also provides guidance for classifying stabilization amounts on the face of the balance sheet and requires disclosure of certain information about stabilization arrangements in the notes to the financial statements. The objective of this Statement is to enhance the usefulness of fund balance information by providing clearer fund balance classifications that can be more consistently applied and by clarifying the existing governmental fund type definitions.

The requirements of Statement No. 54 are effective for financial statements for periods beginning after June 15, 2010. Fund balance reclassifications made to conform to the provisions of this Statement should be applied retroactively by restating fund balances

for all prior periods presented. While earlier application of the Statement is encouraged, the City has not completed the process of evaluating the impact of Statement No. 54 on its financial statements.

B. RECONCILIATION OF GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

A summary reconciliation of the difference between total fund balances (deficit) as reflected on the governmental funds balance sheet and total net assets (deficit) of governmental activities as shown on the government-wide statement of net assets is presented in an accompanying schedule to the governmental funds balance sheet. The asset and liability elements which comprise the difference are related to the governmental funds using the current financial resources measurement focus and the modified accrual basis of accounting while the government-wide financial statements use the economic resources measurement focus and the accrual basis of accounting.

A summary reconciliation of the difference between net change in fund balances as reflected on the governmental funds statement of revenues, expenditures, and changes in fund balances and change in net assets of governmental activities as shown on the government-wide statement of activities is presented in an accompanying schedule to the governmental funds statement of revenues, expenditures, and changes in fund balances. The revenue and expense elements which comprise the reconciliation difference stem from governmental funds using the current financial resources measurement focus and the modified accrual basis of accounting while the government-wide financial statements use the economic resources measurement focus and the accrual basis of accounting.

C. STEWARDSHIP, COMPLIANCE, AND ACCOUNTABILITY

1. Budgets and Financial Plans

Budgets

Annual Expense Budget appropriations, which are prepared on the modified accrual basis, are adopted for the General Fund, and unused appropriations lapse at fiscal year-end. The City uses appropriations in the Capital Budget to authorize the expenditure of funds for various capital projects. Capital appropriations, unless modified or rescinded, remain in effect until the completion of each project.

The City is required by State Law to adopt and adhere to a budget, on a basis consistent with GAAP, that would not have General Fund expenditures in excess of revenues.

Expenditures made against the Expense Budget are controlled through the use of quarterly spending allotments and units of appropriation. A unit of appropriation represents a subdivision of an agency's budget and is the level of control at which expenditures may not legally exceed the appropriation. The number of units of appropriation and the span of operating responsibility which each unit represents, differs from agency to agency depending on the size of the agency and the level of control required. Transfers between units of appropriation and supplementary appropriations may be made by the Mayor subject to the approval provisions set forth in the City Charter. Supplementary appropriations increased the Expense Budget by \$2.478 billion and \$4.463 billion subsequent to its original adoption in fiscal years 2009 and 2008, respectively.

Financial Plans

The New York State Financial Emergency Act for The City of New York, as amended in 1978, requires the City to operate under a "rolling" Four-Year Financial Plan (Plan). Revenues and expenditures, including operating transfers, of each year of the Plan are required to be balanced on a basis consistent with GAAP. The Plan is broader in scope than the Expense Budget; it comprises General Fund revenues and expenditures, Capital Projects Fund revenues and expenditures, and all short and long-term financing.

The Expense Budget is generally consistent with the first year of the Plan and operations under the Expense Budget must reflect the aggregate limitations contained in the approved Plan. The City reviews its Plan periodically during the year and, if necessary, makes modifications to incorporate actual results and revisions to assumptions.

2. Deficit Fund Balance

The New York City Capital Projects Fund has cumulative deficits of \$2.1 billion and \$3.5 billion at June 30, 2009 and 2008, respectively. These deficits represent the amounts expected to be financed from future bond issues or intergovernmental reimbursements. To the extent the deficits will not be financed or reimbursed, a transfer from the General Fund will be required.

D. DETAILED NOTES ON ALL FUNDS**1. Deposits and Investments***Deposits*

The City's bank depositories are designated by the Banking Commission, which consists of the Comptroller, the Mayor, and the Finance Commissioner. Independent bank rating agencies are used to determine the financial soundness of each bank, and the City's banking relationships are under periodic operational and credit reviews.

The City Charter limits the amount of deposits at any time in any one bank or trust company to a maximum of one-half of the amount of the capital and net surplus of such bank or trust company. The discretely presented component units included in the City's reporting entity maintain their own banking relationships which generally conform with the City's. Bank balances are currently insured up to \$250,000 through December 31, 2013 in the aggregate by the Federal Deposit Insurance Corporation (FDIC) for each bank for all funds and collateralized by Treasury Notes at 105% for balances in excess of \$250,000 or collateralized by other securities ranging from 110% to 120% depending on the securities pledged by the bank for balances in excess of \$250,000. On January 1, 2014, the standard coverage limit will return to \$100,000 for all deposit categories except IRAs and certain retirement accounts which will continue to be insured up to \$250,000 per owner. Also, the temporary Transaction Account Guarantee Program (TAGP) provides unlimited coverage for noninterest-bearing transaction deposit accounts (covers the City's demand deposit accounts including Central Treasury, Pool, and controlled disbursement accounts) at participating FDIC-insured institutions through December 31, 2009. Consequently, these noninterest-bearing transaction deposit accounts that are fully insured by FDIC's TAGP do not need to be collateralized for calendar year 2009.

At June 30, 2009 and 2008, the carrying amount of the City's unrestricted cash and cash equivalents was \$10.054 billion and \$8.786 billion, respectively, and the bank balances were \$5.373 billion and \$2.881 billion, respectively. Of the unrestricted bank balances, \$29.2 million and \$9.5 million were exposed to custodial credit risk (this is the risk that in the event of a bank failure, the City's deposits may not be returned to it or the City will not be able to recover collateral securities that are in the possession of an outside party) because the respective bank balances were uninsured and uncollateralized at June 30, 2009 and 2008, respectively. The blended component units: SCA and Private Housing Loan Programs as of June 30, 2009 and 2008 did not have a deposit policy for custodial credit risk; also, HYDC, a blended component unit lacked a deposit policy for custodial credit risk as of June 30, 2008. At June 30, 2009 and 2008, the carrying amount of the restricted cash and cash equivalents was \$1.307 billion and \$1.182 billion, respectively, and the bank balances were \$24.4 million and \$.7 million, respectively. Of the restricted bank balances, \$24 thousand and \$.6 million were exposed to custodial credit risk (this is the risk that in the event of a bank failure, the City's deposits may not be returned to it or the City will not be able to recover collateral securities that are in the possession of an outside party) because the respective bank balances were uninsured and uncollateralized at June 30, 2009 and 2008, respectively. FSC, a blended component unit did not have a deposit policy for custodial credit risk as of June 30, 2009 and 2008; also, the blended component units TFA and HYIC lacked a deposit policy for custodial credit risk as of June 30, 2008.

Investments

The City's investment of cash in its governmental fund types is currently limited to U.S. Government guaranteed securities and U.S. Government agency securities purchased directly and through repurchase agreements from primary dealers as well as commercial paper rated A1 and P1 by Standard & Poor's Corporation and Moody's Investors Service, Inc., respectively. The repurchase agreements must be collateralized by U.S. Government guaranteed securities, U.S. Government agency securities, or eligible commercial paper in a range of 100% to 102% of the matured value of the repurchase agreements. The following is a summary of the fair value of investments of the City as of June 30, 2009 and 2008:

Governmental activities:

Investment Type	Investment Maturities			
	(in years)			
	2009		2008	
	Less than 1	1 to 5	Less than 1	1 to 5
	(in thousands)			
Unrestricted				
U.S. Government securities	\$ 351,993	\$ 59,798	\$2,959,910	\$ 59,798
U.S. Government agency obligations	653,545	—	477,492	—
Commercial paper	—	—	—	—
Repurchase agreements	—	—	11,309	—
Total unrestricted	<u>\$1,005,538</u>	<u>\$ 59,798</u>	<u>\$3,448,711</u>	<u>\$ 59,798</u>
Restricted				
U.S. Government securities	\$ 44,368	\$ 304,391	\$ 66,521	\$ 309,137
U.S. Government agency obligations	1,375,639	10,932	1,294,351	33,505
Commercial paper	182,082	—	—	—
Repurchase agreements	9,950	1,073,059	4,935	1,544,859
Total restricted	<u>\$1,612,039</u>	<u>\$1,388,382</u>	<u>\$1,365,807</u>	<u>\$1,887,501</u>

Interest rate risk. As a means of limiting its exposure to fair value losses arising from rising interest rates, the City's investment policy limits the weighted average maturity to a period of less than 2 years. The City's current weighted average maturity is less than 90 days.

Credit risk. Investment guidelines and policies are designed to protect principal by limiting credit risk. This is accomplished through ratings, collateral, and diversification requirements that vary according to the type of investment. As of June 30, 2009 and 2008, investments in Federal National Mortgage Association (FNMA or Fannie Mae), Federal Home Loan Mortgage Corporation (FHLMC or Freddie Mac) and Federal Home Loan Bank (FHLB) were rated in the highest long-term or short-term ratings category (as applicable) by Standard & Poor's and/or Moody's Investor Service. These ratings were AAA and A-1+ by Standard & Poor's and Aaa and P-1 by Moody's for long-term and short-term instruments, respectively. The majority of these investments were not rated by Fitch ratings, but those that were carried its highest long-term or short-term ratings of AAA or F1+, respectively. Investments in commercial paper were rated in the highest short-term category by at least two major rating agencies (A-1+ by Standard & Poor's, P-1 by Moody's, and/or F1+ by Fitch ratings). Repurchase agreements are not rated. Resolution Funding Strip investments are guaranteed by the U.S. Treasury.

Concentration of credit risk. The City's investment policy limits investments to no more than \$250 million invested at any time in either commercial paper of a single issuer or investment agreement with a single provider.

Custodial credit risk-investments. For investments, custodial credit risk is the risk that in the event of the failure of the counter party, the City will not be able to recover the value of its investments or collateral securities that are in the possession of the outside party. Investment securities are exposed to custodial credit risk if the securities are uninsured, are not registered in the name of the City, and are held by either the counterparty or the counterparty's trust department or agent but not in the name of the City.

The City's investment policy related to custodial credit risk calls for limiting its investments to highly rated institutions and/or requiring high quality collateral be held by the counterparty in the name of the City.

The investment policies of the discretely presented component units included in the City's reporting entity generally conform to those of the City's. The criteria for the Pension and Other Employee Benefit Trust Funds' and Other Trust Funds' investments are as follows:

1. Fixed income investments may be made in U.S. Government guaranteed securities or securities of U.S. Government agencies, securities of companies rated BBB or better by both Standard and Poor's Corporation and Moody's Investors Service, Inc., and any bond that meets the qualifications of the New York State Retirement and Social Security Law, the New York State Banking Law, and the New York City Administrative Code.
2. Equity investments may be made only in those stocks that meet the qualifications of the New York State Retirement and Social Security Laws, the New York State Banking Law, and the New York City Administrative Code.
3. Short-term investments may be made in the following:
 - a. U.S. Government guaranteed securities or U.S. Government agency securities.
 - b. Commercial paper rated A1 or P1 or F1 by Standard & Poor's Corporation or Moody's Investors Service, Inc. or Fitch, respectively.
 - c. Repurchase agreements collateralized in a range of 100% to 102% of matured value, purchased from primary dealers of U.S. Government securities.
 - d. Investments in bankers' acceptances, certificates of deposit, and time deposits are limited to banks with worldwide assets in excess of \$50 billion that are rated within the highest categories of the leading bank rating services and selected regional banks also rated within the highest categories.
4. Investments up to 25% of total pension fund assets in instruments not specifically covered by the New York State Retirement and Social Security Law.
5. No investment in any one corporation can be: (i) more than 2% of the pension plan net assets; or (ii) more than 5% of the total outstanding issues of the corporation.

All investments are held by the City's custodial banks (in bearer or book-entry form) solely as agent of the Comptroller of The City of New York on behalf of the various account owners. Payments for purchases are not released until evidence of ownership of the underlying investments are received by the City's custodial bank.

Securities Lending

State statutes and boards of trustees policies permit the Pension and certain Other Employee Benefit Trust Funds (Systems and Funds) to lend their securities (the underlying securities) to brokers-dealers and other entities with a simultaneous agreement to return the collateral for the same securities in the future. The Systems' and Funds' custodians lend the following types of securities: short-term securities, common stock, long-term corporate bonds, U.S. Government and U.S. Government agencies' bonds, asset-backed securities, and international equities and bonds held in collective investment funds. In return, the Systems and Funds receive collateral in the form of cash and U.S. Government agency securities at 100% to 105% of the principal plus accrued interest for reinvestment. At year-end, the Systems and Funds had no credit risk exposure to borrowers because the amounts the Systems and Funds owe the borrowers exceed the amounts the borrowers owe the Systems and Funds. The contracts with the Systems' and Funds' custodian requires borrowers to indemnify the Systems and Funds if the borrowers fail to return the securities, if the collateral is inadequate, and if the borrowers fail to pay the Systems and Funds for income distributions by the securities' issuers while the securities are on loan.

The securities lending program in which the Systems and Funds participate only allows pledging or selling securities in the case of borrower default.

All securities loans can be terminated on demand within a period specified in each agreement by either the Systems and Funds or the borrowers. The underlying fixed income securities have an average maturity of 10 years. Cash collateral is invested in the lending agents' short-term investment pools, which have a weighted-average maturity of 90 days. During fiscal year 2003, the value of certain underlying securities became impaired because of the credit failure of the issuer. Accordingly, the carrying amounts of the collateral reported in four of the Systems' statements of fiduciary net assets were reduced by a total of \$80 million to reflect this impairment and reflect the net realizable value of the securities purchased with collateral from securities lending transactions. During fiscal years 2004 through 2008, \$21.6 million was recovered as a distribution of bankruptcy proceeds and \$31.6 million was received as a partial settlement from litigation. In fiscal year 2009, an additional \$6 thousand was recovered as an ongoing distribution of bankruptcy proceeds; also, during fiscal year

2009, the value of certain underlying securities became impaired because of the bankruptcy proceeding of the issuer. Accordingly, the carrying amount of the collateral reported in one of the Funds' statements of fiduciary net assets was reduced by a total of \$24.3 million to reflect this impairment and reflect the net realizable value of the securities purchased with collateral from securities lending transactions. As of June 30, 2009, it is uncertain whether these security losses will be recovered.

The City reports securities loaned as assets on the Statement of Fiduciary Net Assets. Cash received as collateral on securities lending transactions and investments made with that cash are also recorded as assets. Liabilities resulting from these transactions are reported on the Statement of Fiduciary Net Assets. Accordingly, the City records the investments purchased with the cash collateral as Investments, Collateral From Securities Lending Transactions with a corresponding liability as Securities Lending Transactions.

2. Capital Assets

The following is a summary of capital assets activity for the fiscal years ended June 30, 2008 and 2009:

<u>Primary Government</u>	<u>Balance June 30, 2007</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance June 30, 2008</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance June 30, 2009</u>
	(in thousands)						
Governmental activities:							
Capital assets, not being depreciated:							
Land	\$ 1,067,371	\$ 29,470	\$ —	\$ 1,096,841	\$ 50,103	\$ —	\$ 1,146,944
Construction work-in-progress	3,626,314	3,525,927	2,771,195	4,381,046	3,758,361	3,277,052	4,862,355
Total capital assets, not being depreciated	4,693,685	3,555,397	2,771,195	5,477,887	3,808,464	3,277,052	6,009,299
Capital assets, being depreciated:							
Buildings	33,623,308	2,771,195	861,605	35,532,898	3,277,052	1,192,439	37,617,511
Equipment	5,554,465	777,750	245,227	6,086,988	540,973	260,538	6,367,423
Infrastructure	12,374,842	1,209,719	224,417	13,360,144	1,494,295	266,913	14,587,526
Total capital assets, being depreciated	51,552,615	4,758,664	1,331,249	54,980,030	5,312,320	1,719,890	58,572,460
Less accumulated depreciation:							
Buildings	13,418,154	1,240,774	152,492	14,506,436	1,277,894	601,743	15,182,587
Equipment	4,254,009	418,662	237,690	4,434,981	360,919	326,448	4,469,452
Infrastructure	4,242,985	605,074	224,417	4,623,642	650,923	226,448	5,048,117
Total accumulated depreciation	21,915,148	2,264,510 ⁽¹⁾	614,599	23,565,059	2,289,736 ⁽¹⁾	1,154,639	24,700,156
Total capital assets, being depreciated, net	29,637,467	2,494,154	716,650	31,414,971	3,022,584	565,251	33,872,304
Governmental activities capital assets, net	<u>\$34,331,152</u>	<u>\$6,049,551</u>	<u>\$3,487,845</u>	<u>\$36,892,858</u>	<u>\$6,831,048</u>	<u>\$3,842,303</u>	<u>\$39,881,603</u>

⁽¹⁾ Depreciation expense was charged to functions/programs of the City for the fiscal years ended June 30, 2009 and 2008 as follows:

	<u>2009</u>	<u>2008</u>
	(in thousands)	
Governmental activities:		
General government	\$ 357,162	\$ 308,430
Public safety and judicial	248,245	202,019
Education	686,729	784,181
City University	11,172	9,982
Social services	87,808	79,636
Environmental protection	103,041	87,847
Transportation services	464,913	476,153
Parks, recreation and cultural activities	275,988	214,881
Housing	2,192	49,535
Health	40,814	38,434
Libraries	11,672	13,412
Total depreciation expense—governmental activities	<u>\$2,289,736</u>	<u>\$2,264,510</u>

The following are the sources of funding for the governmental activities capital assets for the fiscal years ended June 30, 2009 and 2008. Sources of funding for capital assets are not available prior to fiscal year 1987.

	<u>2009</u>	<u>2008</u>
	(in thousands)	
Capital Projects Funds:		
Prior to fiscal year 1987	\$ 5,847,522	\$ 5,857,898
City bonds	55,022,477	50,451,422
Federal grants	532,316	538,015
State grants	135,317	128,476
Private grants	562,212	487,516
Capitalized leases	<u>2,481,915</u>	<u>2,994,590</u>
Total funding sources	<u>\$64,581,759</u>	<u>\$60,457,917</u>

At June 30, 2009 and 2008, governmental activities capital assets include approximately \$1.14 billion of City-owned assets leased for \$1 per year to the New York City Transit Authority which operates and maintains the assets. In addition, assets leased to HHC and to the Water and Sewer System are excluded from the governmental activities capital assets and are recorded in the respective component unit financial statements.

Included in buildings at June 30, 2009 and 2008 are leased properties that have elements of ownership. These assets are recorded as capital assets as follows:

	<u>Capital Leases</u>	
	<u>2009</u>	<u>2008</u>
	(in thousands)	
Governmental activities:		
Capital asset:		
Buildings, gross	\$2,481,915	\$2,994,590
Less accumulated amortization	<u>544,742</u>	<u>969,927</u>
Buildings, net	<u>\$1,937,173</u>	<u>\$2,024,663</u>

Capital Commitments

At June 30, 2009, the outstanding commitments relating to projects of the New York City Capital Projects Fund amounted to approximately \$17.5 billion.

To address the need for significant infrastructure and public facility capital investments, the City has prepared a ten-year capital spending program which contemplates New York City Capital Projects Fund expenditures of \$61.7 billion over fiscal years 2010 through 2019. To help meet its capital spending program, the City and TFA borrowed \$7.75 billion in the public credit market in fiscal year 2009. The City and TFA plan to borrow \$6.45 billion in the public credit market in fiscal year 2010.

3. Leases

The City leases a significant amount of property and equipment from others. Leased property having elements of ownership is recorded in the government-wide financial statements. The related obligations, in amounts equal to the present value of minimum lease payments payable during the remaining term of the leases, are also recorded in the government-wide financial statements. Other leased property not having elements of ownership are classified as operating leases. Both capital and operating lease payments are recorded as expenditures when payable. Total expenditures on such leases for the fiscal years ended June 30, 2009 and 2008 were approximately \$715.5 million and \$665 million, respectively.

As of June 30, 2009, the City (excluding discretely presented component units) had future minimum payments under capital and operating leases with a remaining term in excess of one year as follows:

	<u>Capital Leases</u>	<u>Operating Leases</u> (in thousands)	<u>Total</u>
Governmental activities:			
Fiscal year ending June 30:			
2010	\$ 184,869	\$ 410,741	\$ 595,610
2011	183,609	413,792	597,401
2012	182,550	346,506	529,056
2013	181,020	324,633	505,653
2014	173,939	292,679	466,618
2015-2019	765,301	1,245,270	2,010,571
2020-2024	606,505	745,702	1,352,207
2025-2029	392,958	277,652	670,610
2030-2034	214,483	30,582	245,065
2035-2039	95,605	13,900	109,505
Future minimum payments	<u>2,980,839</u>	<u>\$4,101,457</u>	<u>\$7,082,296</u>
Less interest	<u>1,043,666</u>		
Present value of future minimum payments	<u>\$1,937,173</u>		

The present value of future minimum lease payments includes approximately \$1.430 billion for leases with Public Benefit Corporations (PBC) where State law generally provides that in the event the City fails to make any required lease payment, the amount of such payment will be deducted from State aid otherwise payable to the City and paid to PBC.

The City also leases City-owned property to others, primarily for markets, ports, and terminals. Total rental revenue on these capital and operating leases for the fiscal years ended June 30, 2009 and 2008 was approximately \$255 million and \$257 million, respectively. As of June 30, 2009, the following future minimum rentals are provided for by the leases:

	<u>Capital Leases</u>	<u>Operating Leases</u> (in thousands)	<u>Total</u>
Governmental activities:			
Fiscal year ending June 30:			
2010	\$ 1,468	\$ 170,534	\$ 172,002
2011	1,535	165,826	167,361
2012	1,622	161,614	163,236
2013	1,722	158,720	160,442
2014	1,876	151,251	153,127
2015-2019	10,827	725,280	736,107
2020-2024	11,627	671,846	683,473
2025-2029	12,330	622,621	634,951
2030-2034	13,287	617,759	631,046
2035-2039	4,856	599,759	604,615
2040-2044	2,040	568,953	570,993
2045-2049	1,900	568,247	570,147
2050-2054	1,800	202,812	204,612
2055-2059	1,800	48,239	50,039
2060-2064	1,800	48,239	50,039
2065-2069	1,800	48,239	50,039
2070-2074	1,800	46,326	48,126
2075-2079	1,800	40,332	42,132
2080-2084	180	30,979	31,159
2085-2089	—	15,420	15,420
Thereafter until 2106	—	2	2
Future minimum lease rentals	<u>76,070</u>	<u>\$5,662,998</u>	<u>\$5,739,068</u>
Less interest	<u>47,838</u>		
Present value of future minimum lease rentals	<u>\$ 28,232</u>		

4. Long-Term Liabilities*Changes in Long-term liabilities*

In fiscal years 2008 and 2009, the changes in long-term liabilities were as follows:

Primary Government	Balance June 30, 2007	Additions	Deletions	Balance June 30, 2008 (in thousands)	Additions	Deletions	Balance June 30, 2009	Due Within One Year
Governmental activities:								
Bonds and notes payable:								
General obligation bonds	\$ 34,505,711	\$ 7,382,345	\$ 5,787,825	\$ 36,100,231	\$ 5,931,070	\$2,039,926	\$ 39,991,375	\$1,649,080
TFA bonds	14,606,825	700,000	478,995	14,827,830	2,489,300	403,770	16,913,360	173,820
TSASC bonds	1,316,860	—	19,315	1,297,545	—	23,855	1,273,690	6,135
IDA bonds	102,630	—	1,950	100,680	68,650	70,680	98,650	750
STAR bonds	2,368,115	—	29,515	2,338,600	—	85,780	2,252,820	26,450
FSC bonds	337,120	—	16,110	321,010	—	16,850	304,160	9,915
HYIC bonds	2,000,000	—	—	2,000,000	—	—	2,000,000	—
HYIC notes	100,000	—	33,333	66,667	—	33,333	33,334	33,334
ECF bonds	123,190	—	13,665	109,525	—	7,465	102,060	—
Total before premiums/discounts (net)	55,460,451	8,082,345	6,380,708	57,162,088	8,489,020	2,681,659	62,969,449	1,899,484
Less (premiums)/discounts (net)	(821,265)	108,249	183,021	(896,037)	137,059	88,176	(847,154)	—
Total bonds and notes payable	56,281,716	7,974,096	6,197,687	58,058,125	8,351,961	2,593,483	63,816,603	1,899,484
Capital lease obligations	2,831,919	16,743	823,999	2,024,663	7,302	94,792	1,937,173	70,659
Other tax refunds	1,770,308	337,320	131,308	1,976,320	319,245	252,320	2,043,245	129,245
Judgments and claims	5,354,109	1,409,461	1,087,430	5,676,140	1,000,949	1,170,845	5,506,244	1,268,203
Real estate tax certiorari	750,954	239,718	98,006	892,666	163,545	205,203	851,008	118,195
Vacation and sick leave	3,110,959	493,347	215,299	3,389,007	528,922	235,392	3,682,537	235,392
Pension liability	726,600	58,200	92,600	692,200	55,300	88,900	658,600	—
OPEB liability	57,761,938	7,419,205	1,890,925	63,290,218	3,937,583	1,683,440	65,544,361	—
Landfill closure and postclosure care costs	1,612,871	174,277	88,658	1,698,490	89,590	69,007	1,719,073	70,449
Pollution remediation obligations	—	—	—	172,842 ⁽¹⁾	156,872	154,178	175,536	157,983
Total changes in governmental activities long-term liabilities	<u>\$130,201,374</u>	<u>\$18,122,367</u>	<u>\$10,625,912</u>	<u>\$137,870,671</u>	<u>\$14,611,269</u>	<u>\$6,547,560</u>	<u>\$145,934,380</u>	<u>\$3,949,610</u>

Note: City bonds and notes payable are generally liquidated with resources of the General Debt Service Fund. Other long-term liabilities are generally liquidated with resources of the General Fund.

⁽¹⁾ Opening liability determined per requirements of GASB49.

The bonds and notes payable at June 30, 2009 and 2008 summarized by type of issue are as follows:

Primary Government	2009			2008		
	General Obligations	Revenue	Total	General Obligations	Revenue	Total
(in thousands)						
Governmental activities:						
Bonds and notes payable:						
General obligation bonds	\$39,991,375	\$ —	\$39,991,375	\$36,100,231	\$ —	\$36,100,231
TFA bonds	12,662,180	4,251,180	16,913,360	12,827,830	2,000,000	14,827,830
TSASC bonds	1,273,690	—	1,273,690	1,297,545	—	1,297,545
IDA bonds	98,650	—	98,650	100,680	—	100,680
STAR bonds	2,252,820	—	2,252,820	2,338,600	—	2,338,600
FSC bonds	304,160	—	304,160	321,010	—	321,010
HYIC bonds	—	2,000,000	2,000,000	—	2,000,000	2,000,000
HYIC notes	—	33,334	33,334	—	66,667	66,667
ECF bonds	—	102,060	102,060	—	109,525	109,525
Total bonds and notes payable	<u>\$56,582,875</u>	<u>\$6,386,574</u>	<u>\$62,969,449</u>	<u>\$52,985,896</u>	<u>\$4,176,192</u>	<u>\$57,162,088</u>

The following table summarizes future debt service requirements as of June 30, 2009:

Primary Government	Governmental Activities			
	General Obligation Bonds		Revenue Bonds and Notes	
	Principal	Interest(1)	Principal	Interest
(in thousands)				
Fiscal year ending June 30:				
2010	\$ 1,829,240	\$ 2,424,857	\$ 69,494	\$ 296,897
2011	2,540,646	2,341,881	71,530	311,226
2012	2,737,535	2,290,550	77,940	308,627
2013	2,779,586	2,211,567	82,240	305,684
2014	2,775,975	2,090,409	86,735	302,447
2015-2019	14,228,658	8,505,200	501,410	1,449,916
2020-2024	13,587,513	5,256,118	625,560	1,317,602
2025-2029	10,183,598	2,417,363	795,020	1,141,573
2030-2034	4,687,088	756,168	1,010,350	916,736
2035-2039	673,963	173,807	1,066,295	635,001
2040-2044	559,028	85,967	—	487,500
2045-2049	3	16	2,000,000	292,500
Thereafter until 2147	42	147	—	—
	<u>56,582,875</u>	<u>28,554,050</u>	<u>6,386,574</u>	<u>7,765,709</u>
Less interest component	—	<u>28,554,050</u>	—	<u>7,765,709</u>
Total future debt service requirements	<u>\$56,582,875</u>	<u>\$ —</u>	<u>\$6,386,574</u>	<u>\$ —</u>

(1) Includes interest for general obligation bonds estimated at 2% rate on tax-exempt adjustable rate bonds and at 3% rate on taxable adjustable rate bonds which are the rates at the end of the fiscal year.

The average (weighted) interest rates for outstanding City general obligation bonds as of June 30, 2009 and 2008 were both 4.7% and both ranged from 0% to 10%. The last maturity of the outstanding City debt is in the year 2147.

Since the City has variable rate debt outstanding, the terms by which interest rates change for variable rate debt are as follows: For Auction Rate Securities, an interest rate is established periodically by an auction agent at the lowest clearing rate based upon bids received from broker-dealers. Variable Rate Demand Bonds (VRDBs) are long-term bonds that have a daily or weekly “put” feature backed by a bank Letter of Credit or Stand By Bond Purchase Agreement. VRDBs are repriced daily or weekly and provide investors with the option to tender the bonds at each repricing. A broker, called a Remarketing Agent, is responsible for setting interest rates and reselling to new investors any securities that have been tendered. CPI Bonds pay the holder a floating interest

rate tied to the consumer price index. The rate is a fixed spread plus a floating rate equal to the change in the Consumer Price Index-Urban (CPI-U) for a given period. LIBOR Bonds pay the holder a floating interest rate calculated as a percentage of the London Interbank Offering Rate. Direct Funding Bonds are fixed rate bonds that through a derivative pay the holder an adjusted rate based on the movement in the AAA Municipal Market Data (MMD) Index.

In fiscal years 2009 and 2008, the City issued \$450 million and \$3.96 billion, respectively, of general obligation bonds to advance refund general obligation bonds of \$473 million and \$4.02 billion, respectively, aggregate principal amounts. The net proceeds from the sales of the refunding bonds, together with other funds of \$6.96 million and \$71.46 million, respectively, were irrevocably placed in escrow accounts and invested in United States Government securities. As a result of providing for the payment of the principal and interest to maturity, and any redemption premium, the advance refunded bonds are considered to be defeased and, accordingly, the liability is not reported in the government-wide financial statements. In fiscal year 2009, the refunding transactions will decrease the City's aggregate debt service payments by \$39.05 million and provide an economic gain of \$35.45 million. In fiscal year 2008, the refunding transactions decreased the City's aggregate debt service payments by \$178.80 million and provided an economic gain of \$131.96 million. At June 30, 2009 and 2008, \$13.77 billion and \$13.91 billion, respectively, of the City's outstanding general obligation bonds were considered defeased.

The State Constitution requires the City to pledge its full faith and credit for the payment of the principal and interest on City term and serial bonds and guaranteed debt. The general debt-incurring power of the City is limited by the Constitution to 10% of the average of five years' full valuations of taxable real estate. Excluded from this debt limitation is certain indebtedness incurred for water supply, certain obligations for transit, sewage, and other specific obligations which exclusions are based on a relationship of debt service to net revenue.

As of July 1, 2009, the 10% general limitation was approximately \$74.904 billion (compared with \$70.419 billion as of July 1, 2008). Also, as of July 1, 2009, the City's remaining debt-incurring power totaled \$27.671 billion, after providing for capital commitments.

Pursuant to State legislation on January 1, 1979, the City established a General Debt Service Fund administered and maintained by the State Comptroller into which payments of real estate taxes and other revenues are deposited in advance of debt service payment dates. Debt service on all City notes and bonds is paid from this Fund. In fiscal year 2009, discretionary and other transfers of \$1.290 billion were made from the General Fund to the General Debt Service Fund for fiscal year 2010 debt service. In addition, in fiscal year 2009, discretionary transfers of \$755.75 million were made for lease purchase debt service and for a transfer to a component unit of the Debt Service Funds. In fiscal year 2008, discretionary and other transfers of \$3.083 billion were made from the General Fund to the General Debt Service Fund for fiscal year 2009 debt service. In addition, in fiscal year 2008, discretionary transfers of \$591.95 million were made for lease purchase debt service and for a transfer to a component unit of the Debt Service Funds.

Swap payments and associated debt

The table that follows represents debt service payments on certain general obligation variable-rate bonds, net of swap payments (see Note A.13.) associated with those bonds, as of June 30, 2009. Although interest rates on variable rate debt change over time, the calculations included in the table below are based on the assumption that the variable rate on June 30, 2009 remains constant over the life of the bonds.

Primary Government	Governmental Activities			Total
	General Obligation Bonds Principal	Interest	Interest Rate Swaps, Net	
(in thousands)				
Fiscal year ending June 30:				
2010	\$ 49,705	\$ 50,447	\$ 9,504	\$ 109,656
2011	37,900	50,341	8,820	97,061
2012	39,325	50,114	8,269	97,708
2013	30,590	49,944	7,825	88,359
2014	79,010	49,120	7,507	135,637
2015-2019	578,470	220,942	28,645	828,057
2020-2024	697,055	184,538	(1,094)	880,499
2025-2029	493,955	144,207	4,998	643,160
2030-2034	561,955	52,792	(3,700)	611,047
Total	<u>\$2,567,965</u>	<u>\$852,445</u>	<u>\$70,774</u>	<u>\$3,491,184</u>

Judgments and Claims

The City is a defendant in lawsuits pertaining to material matters, including claims asserted which are incidental to performing routine governmental and other functions. This litigation includes but is not limited to: actions commenced and claims asserted against the City arising out of alleged torts; alleged breaches of contract; alleged violations of law; and condemnation proceedings.

As of June 30, 2009 and 2008, claims in excess of \$637 billion and \$586 billion, respectively, were outstanding against the City for which the City estimates its potential future liability to be \$5.5 billion and \$5.7 billion, respectively.

As explained in Note A.11., the estimate of the liability for unsettled claims has been reported in the government-wide statement of net assets under noncurrent liabilities. The liability was estimated by using the probable exposure information provided by the New York City Law Department (Law Department), and supplemented by information provided by the Law Department with respect to certain large individual claims and proceedings. The recorded liability is the City's best estimate based on available information and application of the foregoing procedures.

Numerous proceedings alleging respiratory or other injuries from alleged exposures to World Trade Center dust and debris at the World Trade Center site or the Fresh Kills landfill have been commenced against the City and other entities involved in the post-September 11 rescue and recovery process. Plaintiffs include, among others, Department of Sanitation employees, firefighters, police officers, construction workers, and building clean-up workers. Complaints on behalf of approximately 11,900 plaintiffs alleging similar causes of action have been filed naming the City or other defendants. Approximately 5,000 of these plaintiffs have to date named the City as a defendant. It is not possible yet to evaluate the magnitude of liability arising from these claims. The actions were either commenced in or have been removed to Federal District Court pursuant to the Air Transportation and System Stabilization Act, which grants exclusive Federal jurisdiction for all claims related to or resulting from the September 11 attack. The City's motion to dismiss these actions on immunity grounds was denied on October 17, 2006 by the District Court. On March 26, 2008, the Second Circuit upheld the District Court's decision, holding that determining whether the City had immunity for its actions requires developing the factual record. The City has formed a not-for-profit "captive" insurance company, WTC Captive Insurance Company, Inc. (the WTC Insurance Company) to cover claims against the City and its private contractors relating to debris removal work at the World Trade Center site and the Fresh Kills landfill. The insurance company has been funded by a grant from the Federal Emergency Management Agency in the amount of \$999,900,000. Most of the claims against the City and its private contractors set forth above that arise from such debris removal are expected to be eligible for coverage by the WTC Insurance Company. No assurance can be given that such insurance will be sufficient to cover all liability that might arise from such claims.

One property damage claim relating to the September 11 attack alleges significant damages. The claim, which relates to the original 7 World Trade Center (7 WTC), alleges damages to Con Edison and its insurers of \$214 million, subject to clarification, for the loss of the electrical substation over which 7 WTC was built. The claim alleges that a diesel fuel tank, which stored fuel for emergency back-up power to the City's Office of Emergency Management facility on the 23rd floor, contributed to the building's collapse. Con Edison and its insurers filed suit based on the allegations in their claim. Plaintiff has submitted to the Court a claim form required of all property damage plaintiffs in the September 11 litigation in the amount of approximately \$750 million for damages suffered at several different locations in the aftermath of the September 11 attacks. Although it is not clear what portion of the increased damages plaintiff alleges to be the responsibility of the City, it appears that no part of the increased claim can be attributed to the City's actions. In January, 2006, the City's motion for summary judgment was granted. The action, however, is proceeding against other defendants, and plaintiff intends to appeal the dismissal of its claim against the City when discovery is complete or at the conclusion of the case.

In March, 2005, the United Federation of Teachers, the union that represents the teachers in the New York City public school system, commenced an action and an Article 78 proceeding in New York Supreme Court, New York County, against the New York City Teachers' Retirement System and the City alleging that, due to certain miscalculations relating, *inter alia*, to the interest earned on member contributions to a retirement plan known as the 20 Year Pension Plan, teachers who retired under this plan do not receive the entire amount of retirement benefits to which they are entitled. Plaintiffs sought declaratory relief and an award to 20 Year Pension Plan members of not less than \$800 million to equal the difference between what plaintiffs allege they are entitled to under the 20 Year Pension Plan and the amount actually received. The City moved to dismiss the Article 78 proceeding and submitted an answer in the action. By decision dated October 17, 2006, the Court denied the City's motion to dismiss the Article 78 proceeding but granted the City's motion to dismiss the petitioners' contract claims. In October, 2007, the action and Article 78 proceeding were resolved by agreement of the parties. The parties agreed to resolve the dispute by supplementing the retirement benefits for the affected group by a total of \$160 million over the appropriate actuarially calculated period, which is normally approximately ten years. On April 9, 2009, the court preliminarily approved an order certifying a class settlement and ordering class notice and a fairness hearing. The fairness hearing was held on September 30, 2009 at which time the court gave final approval of the settlement.

The Office of the Inspector General of the United States Department of Health and Human Services (HHS) has issued audit reports on claims submitted to the New York State Medicaid program by the New York City Department of Education (DOE) as well as other school districts in the State during the period between 1990 and 2001 with respect to health-related special education services to children with disabilities. The audits alleged that the State of New York improperly billed HHS for State Medicaid expenditures for services that were not sufficiently supported by documentation establishing the provision of such services in accordance with applicable standards. The audits asserted that as a result of these alleged problems, the State should return approximately \$770 million of the Medicaid funding. Of the \$770 million amount at issue in the audits, DOE had received approximately \$270 million.

In addition, a lawsuit was filed against the State, DOE, and others by a relator, and subsequently, joined by the United States Department of Justice (DOJ), under the False Claims Act, which alleged that school districts across the State, including DOE, had submitted improper Medicaid claims to the Federal government for school-based, health-related services. This lawsuit remained under seal by order of the Federal courts until the sealing restriction was removed in connection with a settlement on July 21, 2009. On July 21, 2009, notwithstanding the City's substantial defenses to the allegations of false claims, the City and DOE agreed to resolve the outstanding audit issues and settle the lawsuit with DOJ in a settlement agreement also involving the State and the relator. Of the total \$540 million settlement amount, the State agreed to pay \$440 million over a specified period and the City agreed to pay \$100 million to the Federal government over the next four to five years. Releases received by the City and DOE from the Centers for Medicare and Medicaid Services of HHS and the State covered claims for the broader period from 1990 to 2008, though with an exception for certain excluded claims.

In 2002, more than 16,000 police officers and detectives opted into *Scott v. City of New York*, a collective action brought in the United States District Court for the Southern District of New York, pursuant to the Fair Labor Standards Act (the FLSA). The police officers allege that the New York City Police Department has violated the overtime provisions of the FLSA in a number of ways. Under the FLSA, successful plaintiffs would be entitled to double damages for a period going back three years from the filing of the case in 2002, and attorneys' fees. Plaintiffs sought damages in excess of \$135 million. During trial, the Court decertified one claim relating to an alleged cap on the amount of cash overtime police officers can earn. On December 1, 2008, the jury returned a verdict in favor of the City on two other claims. With respect to two claims on which the City was previously found liable by the judge on summary judgment, the judge has determined that damages are \$900,000 plus interest. All of these are subject to appeal. A final adverse determination in this case could result in substantial costs to the City. Although 16,000 police officers and detectives have opted in, the City estimates there are approximately 22,000 additional police officers and detectives who have not opted in but may have similar unasserted claims.

In addition to the above claims and proceedings, numerous real estate tax certiorari proceedings are presently pending against the City on grounds of alleged overvaluation, inequality, and illegality of assessment. In response to these actions, in December, 1981, State legislation was enacted which, among other things, authorizes the City to assess real property according to four classes and makes certain evidentiary changes in real estate tax certiorari proceedings. Based on historical settlement activity, and including an estimated premium for inequality of assessment, the City estimates its potential liability for outstanding certiorari proceedings to be \$851.0 million and \$892.7 million at June 30, 2009 and 2008, respectively, as reported in the government-wide financial statements.

Pension Liability

For fiscal years 2001 through 2005 inclusive, the City incurred a pension liability that was the result of Chapter 125 of the Laws of 2000 (Chapter 125/00) which provided for a five-year phase-in schedule for funding the additional actuarial liabilities created by providing eligible retirees and eligible beneficiaries with increased Supplementation as of September, 2000 and with automatic Cost-of-Living Adjustments (COLA) beginning September, 2001. Chapter 278 of the Laws of 2002 (Chapter 278/02) extended the phase-in period for funding the additional liabilities attributable to the benefits provided under Chapter 125/00 to ten years from five years. Chapter 152 of the Laws of 2006 eliminated for fiscal year 2006 and thereafter the ten-year phase-in period arising under Chapter 278/02 and instead, the additional actuarial liabilities created by the benefits provided by Chapter 125/00 are funded as part of the normal contribution (see Notes E.6. and F.).

Landfill Closure and Postclosure Care Costs

Heretofore, the City's only active landfill available for waste disposal was the Fresh Kills landfill which initially ceased landfill operations in March, 2001. The landfill was reopened per the Governor's amended Executive Order No. 113, which authorized the City to continue the acceptance and disposal of waste materials received from the site of the World Trade Center disaster of September 11, 2001. The landfill subsequently closed in August, 2002. For government-wide financial statements, the measurement and recognition of the liability for closure and postclosure care is based on total estimated current cost and landfill usage to date. For fund financial statements, expenditures are recognized using the modified accrual basis of accounting when the related liability is incurred and payment is due.

Upon the landfill becoming inactive, the City is required by Federal and State law to close the landfill, including final cover, stormwater management, landfill gas control, and to provide postclosure care for a period of 30 years following closure. The City is also required under Consent Order with the New York State Department of Environmental Conservation to conduct certain corrective measures associated with the landfill. The corrective measures include construction and operation of a leachate mitigation system for the active portions of the landfill as well as closure, postclosure, and groundwater monitoring activities for the sections no longer accepting solid waste.

The liability for these activities as of June 30, 2009 which equates to the total estimated current cost is \$1.360 billion based on the maximum cumulative landfill capacity used to date. There are no costs remaining to be recognized. During fiscal year 1996,

New York State legislation was enacted which states that no waste will be accepted at the Fresh Kills landfill on or after January 1, 2002. Accordingly, the liability for closure and postclosure care costs is based upon an effective cumulative landfill capacity used to date of approximately 100%. Cost estimates are based on current data including contracts awarded by the City, contract bids, and engineering studies. These estimates are subject to adjustment for inflation and to account for any changes in landfill conditions, regulatory requirements, technologies, or cost estimates.

During fiscal year 2009, expenditures for landfill closure and postclosure care costs totaled \$61.5 million.

Resource Conservation and Recovery Act Subtitle D Part 258, which became effective April, 1997, requires financial assurance regarding closure and postclosure care. This assurance was most recently provided, on March 20, 2009, by the City's Chief Financial Officer placing in the Fresh Kills landfill operating record representations in satisfaction of the Local Government Financial Test.

The City has five inactive hazardous waste sites not covered by the EPA rule. The City has recorded the long-term liability for these postclosure care costs in the government-wide financial statements.

The following represents the City's total landfill and hazardous waste sites liability which is recorded in the government-wide statement of net assets:

	<u>Amount</u> <u>(in thousands)</u>
Landfill	\$1,359,937
Hazardous waste sites	<u>359,136</u>
Total landfill and hazardous waste sites liability	<u>\$1,719,073</u>

Pollution Remediation Obligations

The pollution remediation obligations (PROs) at June 30, 2009 summarized by obligating event and pollution type, respectively, are as follows:

<u>Obligating Event</u>	<u>Amount</u> <u>(in thousands)</u>	<u>Percentage</u>
Imminent endangerment	\$ 45,172	25.5%
Violation of pollution prevention-related permit or license	5,018	3.0
Named by regulator as a potentially responsible party	1,004	0.5
Voluntary commencement	<u>124,342</u>	<u>71.0</u>
Total	<u>\$175,536⁽¹⁾</u>	<u>100.0%</u>

<u>Pollution Type</u>	<u>Amount</u> <u>(in thousands)</u>	<u>Percentage</u>
Asbestos removal	\$133,100	75.8%
Lead paint removal	13,563	7.7
Soil remediation	26,657	15.2
Water remediation	2,138	1.2
Other	<u>78</u>	<u>0.1</u>
Total	<u>\$175,536⁽¹⁾</u>	<u>100.0%</u>

⁽¹⁾ There are no expected recoveries deemed not yet realized or realizable to reduce the liability.

The PRO liability is derived from registered multi-year contracts which offsets cumulative expenditures (liquidated/unliquidated) against original encumbered contractual amounts. The potential for changes to existing PRO estimates is recognized due to such factors as: additional remediation work arising during the remediation of an existing pollution project; remediation activities may find unanticipated site conditions resulting in necessary modifications to work plans; changes in methodology during the course of a project may cause cost estimates to change, e.g., the new ambient air quality standard for lead considered a drastic change will trigger the adoption of new/revised technologies for compliance purposes; and changes in the quantity which is paid based on actual field measured quantity for unit price items measured in cubic meters, linear meters, etc. Consequently, changes to original estimates are processed as change orders. Further, regarding pollution remediation liabilities, or portions thereof, that are not yet recognized because they are not reasonably estimable, responders for 99% of the PRO estimate relate that there are no such liabilities...all pollution remediation conditions as determined are estimable. The remaining 1% relates to projects which include testing activities but other remediation-related activities (e.g., design of remediation plans, remediation, and monitoring) may not be included in initial estimates.

5. Interfund Receivables, Payables, and Transfers

At June 30, 2009 and 2008, primary government and discretely presented component unit receivable and payable balances and interfund transfers were as follows:

Governmental activities:

Due from/to other funds:

<u>Receivable Fund</u>	<u>Payable Fund</u>	<u>2009</u>	<u>2008</u>
(in thousands)			
General Fund	New York City Capital Projects Fund	\$2,199,366 ⁽¹⁾	\$3,253,329 ⁽¹⁾
New York City Capital Projects Fund	TFA	182,055	144,348
HYIC—Debt Service Fund	HYIC—Capital Projects Fund	56	—
Total due from/to other funds		<u>\$2,381,477</u>	<u>\$3,397,677</u>

Component Units:

Due from/to primary government and component units:

<u>Receivable Entity</u>	<u>Payable Entity</u>		
Primary government—General Fund:	Component units—HDC	838,143	842,988
	HHC	281,973	58,358
		<u>1,120,116</u>	<u>901,346</u>
Primary government—New York City Capital Projects Fund	Component unit—Water Authority	880,664	518,467
Total due from component units		<u>2,000,780</u>	<u>1,419,813</u>
Component unit—Water Board	Primary government—General Fund	13,328	22,925
Total due to component units		<u>13,328</u>	<u>22,925</u>
Total due from/to primary government and component units		<u>2,014,108</u>	<u>1,442,738</u>
Total primary government and component units receivable and payable balances		<u>\$4,395,585</u>	<u>\$4,840,415</u>

⁽¹⁾ Net of eliminations within the same fund type.

Note: During both fiscal years 2009 and 2008, the New York City Capital Projects Fund reimbursed the General Fund for expenditures made on its behalf.

Governmental activities:
Interfund transfers

	Transfer To:									
	New York City Capital Projects Fund		General Debt Service Fund		Nonmajor Capital Projects Funds		Nonmajor Debt Service Funds		Total	
	2009	2008	2009	2008	2009	2008	2009	2008		
Transfer From:	(in thousands)									
General Fund	\$ —	\$ —	\$1,413,106	\$5,212,167	\$ —	\$ —	\$ 741,812	\$ 209,539	\$2,154,918	\$5,421,706
General Debt Service Fund	—	—	—	—	—	—	—	4,789	—	4,789
Nonmajor Debt Service Fund	—	—	961	—	—	—	—	—	—	961
Nonmajor Capital Projects Funds	2,321,950	1,656,409	—	—	5,214	—	123,163	154,931	2,450,327	1,811,340
Total	<u>\$2,321,950</u>	<u>\$1,656,409</u>	<u>\$1,414,067</u>	<u>\$5,212,167</u>	<u>\$ 5,214</u>	<u>\$ —</u>	<u>\$ 864,975</u>	<u>\$ 369,259</u>	<u>\$4,606,206</u>	<u>\$7,237,835</u>

Transfers are used to: (i) move unrestricted General Fund revenues to finance various programs that the City must account for in other funds in accordance with budgetary authorizations, including amounts provided as aids or matching funds for grant programs, (ii) move restricted amounts borrowed by authorized fund or component unit to finance Capital Projects Fund expenditures, (iii) move unrestricted surplus revenue from the General Fund to finance Capital Projects Fund expenditures and prepay debt service coming due in the next fiscal year, and (iv) move revenue from the fund with collection authorization to the Debt Service Fund as debt service principal and interest payments become due.

In the fiscal year ended June 30, 2009, the City made the following one-time transfer:
A transfer of an unrestricted grant of \$646 million on June 26, 2009 to TFA. These funds will be used to fund debt service requirements for tax secured debt during the fiscal year ending June 30, 2010.

In the fiscal year ended June 30, 2008, the City made the following one-time transfer:
A transfer of an unrestricted grant of \$546 million on June 30, 2008 to TFA. These funds were used to fund debt service requirements for tax secured debt during the fiscal year ending June 30, 2009.

E. Other Information

1. Audit Responsibility

In fiscal years 2009 and 2008, respectively, the separately administered organizations included in the financial statements of the City audited by auditors other than Deloitte & Touche LLP are the Municipal Assistance Corporation for The City of New York, New York City Transitional Finance Authority, New York City School Construction Authority, New York City Health and Hospitals Corporation, Jay Street Development Corporation, New York City Housing Development Corporation, New York City Industrial Development Agency, New York City Economic Development Corporation, Business Relocation Assistance Corporation, Brooklyn Navy Yard Development Corporation, New York City Water Board and New York City Municipal Water Finance Authority, Deferred Compensation Plan, WTC Captive Insurance Company, Inc., New York City Capital Resource Corporation, New York City Educational Construction Fund, and the NYCTL Trusts. In addition, in fiscal year 2009, auditors other than Deloitte & Touche LLP audited Sales Tax Asset Receivable Corporation and Fiscal Year 2005 Securitization Corporation.

The following describes the proportion of certain key financial information that is audited by other auditors in fiscal years 2009 and 2008:

	Government-wide				Fund-based			
	Governmental Activities		Component Units		Nonmajor Governmental Funds		Fiduciary Funds	
	2009	2008	2009	2008	2009	2008	2009	2008
Total assets	4	4	51	53	69	52	8	8
Revenues, other financing sources and net assets held in trust	7	3	79	82	98	87	8	8

2. Subsequent Events

The following events occurred subsequent to June 30, 2009:

Long-term Financing

City Debt: On October 15, 2009, the City sold its Fiscal 2010 Series A bonds of \$970 million for capital purposes; also, the City sold its Fiscal 2010 Series B and C bonds of \$1.10 billion for refunding purposes.

TFA Debt: On July 30, 2009, TFA sold its Fiscal 2010 Series A Future Tax Secured Subordinate bonds of \$900 million for capital purposes. On August 27, 2009, TFA sold its Fiscal 2010 Series B Future Tax Secured Subordinate bonds of \$800 million for refunding purposes. On October 22, 2009, TFA sold its Fiscal 2010 Series C Future Tax Secured Bonds of \$775 million to finance general City capital expenditures.

Deposits

On August 26, 2009, the FDIC extended its temporary Transaction Account Guarantee Program through June 30, 2010. This program provides depositors with unlimited coverage for noninterest-bearing transaction deposit accounts at participating FDIC-insured institutions. The unlimited coverage applies to all checking deposit accounts that do not earn interest including Demand Deposit (DDA) accounts and certain other accounts.

Financial Market Developments

The systemic risk elevation in global financial markets that first became apparent in the latter half of 2007 continued in 2008 and accelerated in September, 2008 with significant financial institution stresses and failures and world-wide government interventions. With respect to Public Finance, the turmoil in global financial markets during fiscal year 2009 temporarily affected debt issuance and borrowing cost for the City and its authorities. However, active management of the City’s debt portfolio, facilitated by ongoing risk management practices; close market monitoring to allow targeted debt issuance; and the City’s intrinsic financial and credit ratings strength, all minimized the impact on the City and allowed continued debt issuance throughout the year to fund the City’s capital needs. By the end of fiscal year 2009, stability had largely returned to the municipal bond market.

The City’s exposure to the risks inherent in a large debt issuance program and portfolio remain. These risks include counterparty credit, such as exposure to banks that provide liquidity to variable rate debt obligations and to counterparties in derivative

transactions; liquidity risks, including potential constraints on market access; and budget risk, with the potential for higher debt service expense due to rising interest rates, higher costs of credit facilities, and the potential refinancing of variable rate debt with fixed rate debt that amortizes more rapidly. The City actively monitors and manages these risks to the extent possible. Ongoing risk mitigations include careful initial selection of counterparties and structuring of contractual agreements; close monitoring of counterparty credit and remarketing performance; refinancing debt; reassigning remarketing and/or reconfiguring credit support; tailoring of debt offerings to meet investor demand; and prudent use of debt strategies that can reduce costs, as market conditions permit.

3. Other Employee Benefit Trust Funds

Deferred Compensation Plans For Employees of The City of New York and Related Agencies and Instrumentalities (DCP)

DCP through the City offers its employees two defined contribution plans and a deemed IRA created in accordance with Internal Revenue Code Sections 457, 401(k), and 408(q). DCP is available to certain employees of The City of New York and related agencies and instrumentalities. The deemed IRA, called the NYCE IRA is available as both a traditional and Roth IRA to those employees eligible to participate in the 457 Plan and 401(k) Plan and their spouses along with former employees and their spouses. DCP permits employees to defer a portion of their salary on a pre-tax basis for the 457 Plan and on either a pre-tax (traditional) or after-tax (Roth) basis for the 401(k) Plan until future years. The compensation deferred is not available to employees until termination, retirement, death, or unforeseen emergency or hardship (as defined by the Internal Revenue Code) or, if still working for the City, upon attainment of age 70½ in the 457 Plan or upon attainment of age 59½ in the 401(k) Plan. Deferred assets in the NYCE IRA are available for withdrawal at anytime.

Amounts maintained under a deferred compensation plan by a state or local government are to be held in trust (or in a custodial account) for the exclusive benefit of plan participants and their beneficiaries. Consequently, each plan is presented as an Other Employee Benefit Trust Fund in the City's financial statements.

Participants in DCP can choose among seven investment options, or one of twelve target date pre-arranged portfolios consisting of varying percentages of those investment options. Participants can also invest a portion of their assets in a self-directed brokerage option.

The New York City Other Postemployment Benefits Plan (PLAN)

PLAN is a fiduciary component unit of the City and is composed of: (1) the New York City Retiree Health Benefits Trust (RHBT) which is used to accumulate assets to pay for some OPEB provided by the City to its retired employees and (2) OPEB paid for directly by the City out of its general resources rather than through RHBT. RHBT was established for the exclusive benefit of the City's retired employees and their eligible spouses and dependents, to fund some of the OPEB provided in accordance with the City's various collective bargaining agreements and the City's Administrative Code. Amounts contributed to RHBT by the City are held in trust and are irrevocable and may not be used for any other purpose than to fund the costs of health and welfare benefits of its eligible participants. Consequently, PLAN is presented as an Other Employee Benefit Trust Fund in the City's financial statements. The separate annual financial statements of PLAN are available at: Office of the Comptroller, Bureau of Accountancy — Room 808, 1 Centre Street, New York, New York 10007.

Summary of Significant Accounting Policies:

Basis of Accounting. The measurement focus of PLAN is on the flow of economic resources. This focus emphasizes the determination of changes in the PLAN's net assets. With this measurement focus, all assets and liabilities associated with the operation of this fiduciary fund are included on the statement of fiduciary net assets. This fund uses the accrual basis of accounting whereby contributions from the employer are recognized when due. Benefits and refunds are recognized when due and payable in accordance with the terms of the plans.

Method Used to Value Investments. Investments are reported on the statement of fiduciary net assets at fair value based on quoted market prices.

Required Supplementary Information (Unaudited)

The schedule of funding progress presents GASB45 results of OPEB valuations as of June 30, 2008, 2007, 2006, and 2005 for the fiscal year ending June 30, 2009. The schedule provides a four year information trend about whether the actuarial values of plan assets are increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

Actuarial Valuation Date	(1) Actuarial Value of Assets	(2) Actuarial Accrued Liability (AAL)*	(3) Unfunded AAL (UAAL)	(4) Funded Ratio	(5) Covered Payroll	(6) UAAL as a Percentage of Covered Payroll
			(2)-(1)	(1)÷(2)		(3)÷(5)
			(in thousands)			
6/30/08	\$3,186,139	\$65,164,503	\$61,978,363	4.9%	\$18,721,681	331.1%
6/30/07	2,594,452	62,135,453	59,541,001	4.2	17,355,874	343.1
6/30/06	1,001,332	56,077,151	55,075,819	1.8	16,546,829	332.8
6/30/05	0	50,543,963	50,543,963	0.0	15,737,531	321.2

*Based on the Frozen Entry Age Actuarial Cost Method.

4. Other Trust Funds

New York City Tax Lien Trusts (NYCTLT)

NYCTLT is a series of tax lien trusts (2009-A; 2008-A; 2006-A; 2005-A; 2004-A; 1999-1; 1998-2; 1998-1; and 1996-1) that were created to acquire certain tax liens securing unpaid real property taxes, assessments, sewer rents, sewer surcharges, water rents, and other charges payable to the City and the Water Board from the City in exchange for the proceeds from bonds issued by NYCTLT, net of reserves funded by bond proceeds and bond issuance costs. The City is the sole beneficiary of the trusts and is entitled to receive distributions from the trusts after payments to bondholders and certain reserve requirements have been satisfied. The City is not entitled to cause the trusts to make distributions to it and consequently, NYCTLT is presented as Other Trust Funds in the City’s financial statements. The separate annual financial statements of NYCTLT are available at: Office of the Comptroller, Bureau of Accountancy—Room 808, 1 Centre Street, New York, New York 10007.

5. Other Postemployment Benefits

Program Description. The New York City Health Benefits Program (Program) is a single-employer defined benefit healthcare plan funded by PLAN, an Other Employee Benefit Trust Fund of the City, which provides Other Postemployment Benefits (OPEB) to eligible retirees and beneficiaries. OPEB includes: health insurance, Medicare Part B reimbursements, and welfare fund contributions. PLAN issues a publicly available financial report that includes financial statements and required supplementary information for funding PLAN’s OPEB and the report is available at: Office of the Comptroller, Bureau of Accountancy—Room 808, 1 Centre Street, New York, New York 10007.

Funding Policy. The Administrative Code of The City of New York (ACNY) defines OPEB to include Health Insurance and Medicare Part B Reimbursements; Welfare Benefits stem from the City’s various collective bargaining agreements all of which are to be funded by PLAN. The City is not required by law or contractual agreement to provide funding for PLAN other than the pay-as-you-go amounts necessary to provide current benefits to retirees and eligible beneficiaries/dependents. For the fiscal year ended June 30, 2009, the City paid \$1.7 billion on behalf of the Program. Based on current practice (the Substantive Plan which is derived from ACNY), the City pays the full cost of basic coverage for non-Medicare-eligible/Medicare-eligible retiree participants. The costs of these benchmark plans are reflected in the actuarial valuations by using age-adjusted premium amounts. Program retiree participants who opt for other basic or enhanced coverage must contribute 100% of the incremental costs above the premiums for the benchmark plans. The City also reimburses covered employees 100% of the Medicare Part B premium rate applicable to a given year and there is no retiree contribution to the Welfare Funds. The City pays per capita contributions to the Welfare Funds the amounts of which are based on negotiated contract provisions.

Annual OPEB Cost and Net OPEB Obligation. The City’s annual OPEB cost (expense) is calculated based on the annual required contribution of the employer (ARC), an amount that was actuarially determined by using the Frozen Entry Age Actuarial Cost Method (one of the actuarial cost methods in accordance with the parameters of GASB45). Under this method, in general, the excess of the Actuarial Present Value of Projected Benefits over the sum of: (i) the Actuarial Value of Assets plus (ii) the Unfunded

Frozen Actuarial Accrued Liability is allocated on a level basis over the earnings of the covered active employees between the valuation date and assumed exit. This allocation is performed for the group as a whole. The Frozen Actuarial Accrued Liability is determined using the Entry Age Actuarial Cost Method. The portion of this Actuarial Present Value allocated to a valuation year is called the Normal Cost. Under this method, actuarial gains/losses, as they occur, reduce/increase future Normal Costs. The following table shows the elements of the City’s annual OPEB cost for the year, the amount actually paid on behalf of the Program, and changes in the City’s net OPEB obligation to the Program for the year ended June 30, 2009:

	<u>Amount</u> (in thousands)
Annual required contribution	\$67,227,800
Interest on net OPEB obligation	2,531,597
Adjustment to annual required contribution	<u>(65,821,814)</u>
Annual OPEB cost (expense)	3,937,583
Payments made	<u>1,683,440</u>
Increase in net OPEB obligation	2,254,143
Net OPEB obligation—beginning of year	<u>63,290,218</u>
Net OPEB obligation—end of year	<u>\$65,544,361</u>

The City’s annual OPEB cost, the percentage of annual OPEB cost contributed to the Program, and the net OPEB obligation for the fiscal years ended June 30, 2009, 2008, 2007, and 2006 were as follows:

<u>Fiscal Year Ended</u>	<u>Annual OPEB Cost</u> (in thousands)	<u>Percentage of Annual OPEB Cost Paid</u>	<u>Net OPEB Obligation</u>
6/30/09	\$ 3,937,583	42.8%	\$65,544,361
6/30/08	7,419,205	25.5	63,290,218
6/30/07	7,164,986	40.6	57,761,938
6/30/06	55,690,322	3.9	53,507,451

Funded Status and Funding Progress. As of June 30, 2008, the most recent actuarial valuation date, PLAN was 4.9% funded. The actuarial accrued liability for benefits was \$65.2 billion, and the actuarial value of assets was \$3.2 billion, resulting in an unfunded actuarial accrued liability (UAAL) of \$62.0 billion. The covered payroll (annual payroll of active employees covered by PLAN) was \$18.7 billion, and the ratio of the UAAL to the covered payroll was 331.1%. Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. The determined actuarial valuations of OPEB provided under PLAN incorporated the use of demographic and salary increase assumptions among others as reflected below. Amounts determined regarding the funded status of PLAN and the annual required contributions of the City are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, shown as required supplementary information in Note E.3. disclosures required by GASB43 for OPEB Plan reporting presents GASB45 results of OPEB valuations as of June 30, 2008, 2007, 2006, and 2005 and the schedule provides a four year information trend about whether the actuarial values of PLAN assets are increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

Actuarial Methods and Assumptions. The actuarial assumptions used in the June 30, 2008 and 2007 OPEB actuarial valuations are classified as those used in the New York City Retirement Systems (NYCRS) valuations and those specific to the OPEB valuations. NYCRS consist of: (i) New York City Employees’ Retirement System; (ii) Teachers’ Retirement System of the City of New York Qualified Pensions Plan; (iii) New York City Board of Education Retirement System Qualified Pension Plan; (iv) New York City Police Pension Fund; and (v) New York City Fire Pension Fund. The OPEB actuarial valuations for NYCRS incorporate only the use of certain demographic and salary increase assumptions. The demographic assumptions requiring NYCRS Board approval were adopted by each respective Board of Trustees during fiscal year 2006. Those actuarial assumptions and methods that required New York State legislation were enacted, effective for fiscal year 2006 and later, as Chapter 152 of the Laws of 2006 (Chapter 152/06). These demographic assumptions are unchanged from the June 30, 2007 OPEB actuarial valuation but have been supplemented by probabilities of retirement adopted by the TRS Retirement Board applicable to active participants in the optional 55/25 Plan established under Chapter 19 of the Laws of 2008. The OPEB-specific actuarial assumptions used in the June 30, 2008 OPEB actuarial valuation of the Plan are as follows:

Valuation Date	June 30, 2008.
Discount Rate	4.0% per annum. ⁽¹⁾

Per Capita Claims Costs HIP HMO and GHI/EBCBS benefit costs reflect age adjusted premiums. Age adjustments from assumed average age of covered population for non-Medicare retirees and HIP HMO Medicare retirees. Age adjustment based on actual age distribution of the GHI/EBCBS Medicare covered population. Insured premiums without age adjustment for other coverage. Premiums assumed to include administrative costs.

Employer premium contribution schedules by month were reported by the Mayor’s Office of Labor Relations. In most cases, the premium contributions remained the same throughout the year. HIP HMO Medicare rates varied by month and by specific Plan option. These variations are the result of differing Medicare Advantage reimbursements. The various monthly rates were blended by proportion of enrollment.

(1) 2.5% CPI, 1.5% real rate of return on short-term investments.

Initial monthly premium rates used in valuations are shown in the following tables:

Plan	Monthly Rate	
	FY '09 ⁽¹⁾	FY '08 ⁽²⁾
HIP HMO		
Non-Medicare Single	\$372.99	\$340.84
Non-Medicare Family	913.83	835.05
Medicare	44.98	50.94
GHI/EBCBS		
Non-Medicare Single	347.59	327.31
Non-Medicare Family	902.09	849.37
Medicare	153.28	152.35
Others		
Non-Medicare Single	372.99	340.84
Non-Medicare Family	913.83	835.05
Medicare	153.28	152.35

(1) Used in June 30, 2008 actuarial valuation.

(2) Used in June 30, 2007 actuarial valuation.

Welfare Funds Welfare Fund contributions have been updated to reflect a three year trended average of reported annual contribution amounts for current retirees. A trended average is used instead of a single reported Welfare Fund amount to smooth out negotiated variations. The Welfare Fund rates reported for the previous two valuations were trended to current levels based on a historic increase rate of 3.8% for fiscal year 2008 and 4.3% for fiscal year 2007 and earlier, approximating overall recent growth of Welfare Fund contributions. Reported annual contribution amounts for the last three years shown in Appendix B, Tables 2a to 2e of the Report on the Fourth Annual Actuarial Valuation of Other Postemployment Benefits Provided under the New York City Health Benefits Program dated September 24, 2009, for fiscal year 2009 used for current retirees.

Weighted average annual contribution rates used for future retirees:

	Annual Rate	
	FY'09	FY'08
NYCERS	\$1,695	\$1,677
TRS	1,687	1,661
BERS	1,709	1,689
POLICE	1,583	1,599
FIRE	1,696	1,679

Contributions were assumed to increase by Medicare Plans trend rates.

For Welfare Fund contribution amounts reflected in the June 30, 2007 actuarial valuation, see Report on the Third Annual Actuarial Valuation of Other Postemployment Benefits Provided under the New York City Health Benefits Program dated September 25, 2008.

Medicare Part B Premiums	<u>Calendar Year</u>	<u>Monthly Premium</u>
	2007	\$93.50
	2008	96.40
	2009	96.40*

* Reflected only in the June 30, 2008 actuarial valuation.

2009 Medicare Part B premium assumed to increase by Medicare Part B trend rates.

Overall Medicare Part B premium amounts assumed to increase by the following percentages to reflect the income-related increases in Medicare Part B premiums effective 2007 and later:

<u>Fiscal Year</u>	<u>Income-related Part B Increase'</u>	
	<u>June 30, 2008 Valuation</u>	<u>June 30, 2007 Valuation</u>
2008	1.5%	2.2%
2009	2.6%	3.7%
2010	3.3%	4.5%
2011	3.4%	4.6%
2012 and later	Increasing by .1% per year to a maximum of 5.0%	Increasing by .1% per year thereafter, no maximum

The actual 2010 Medicare Part B premium was not announced at the time these calculations were prepared and, thus, was not reflected in the valuation.

Medicare Part B Reimbursement

Assumption For the June 30, 2008 actuarial valuation, 90% of Medicare participants are assumed to claim reimbursement. For the June 30, 2007 actuarial valuation, 100%.

Health Care Cost Trend Rate (HCCTR) . . Covered medical expenses are assumed to increase by the following percentages:

<u>Year Ending⁽¹⁾</u>	<u>HCCTR Assumptions</u>		
	<u>Pre-Medicare Plans</u>	<u>Medicare Plans</u>	<u>Part B Premium</u>
2009 ⁽²⁾	9.0%	6.0%	9.0%
2010	8.5	5.0	8.5
2011	8.0	5.0	8.0
2012	7.5	5.0	7.5
2013	7.0	5.0	7.0
2014	6.5	5.0	6.5
2015	6.0	5.0	6.0
2016	5.5	5.0	5.5
2017 and later	5.0	5.0	5.0

⁽¹⁾ Fiscal year for Pre-Medicare Plans and Medicare Plans and calendar year for Medicare Part B Premiums.

⁽²⁾ For the June 30, 2008 actuarial valuation, rates shown for 2009 were not reflected since actual values for the fiscal year 2009 per capita costs, fiscal year 2009 Welfare Fund contributions, and calendar year 2009 Medicare Part B premium amounts were used.

Age-Related Morbidity Assumed increases in premiums per year of age for HIP HMO and GHI/EBCBS consistent with those set forth in a July, 2005 article in the North American Actuarial Journal by Jeffrey R. Petertil.

<u>Age</u>	<u>Annual Increase</u>
Under 40	0.0%
40 – 49	3.0
50 – 54	3.3
55 – 59	3.6
60 – 64	4.2
65 – 69	3.0
70 – 74	2.5
75 – 79	2.0
80 – 84	1.0
85 – 89	0.5
90 and over	0.0

The premiums are age adjusted for HIP HMO and GHI/EBCBS participants. The age adjustments were based on assumed age 40 for non-Medicare-eligible retirees and assumed age 73 for HIP HMO Medicare-eligible retirees. An actual age distribution based on reported census information was used for Medicare-eligible GHI/EBCBS retirees and dependents.

For the June 30, 2008 actuarial valuation, the age adjustment for the non-Medicare GHI/EBCBS premium reflects a 6% reduction in the GHI portion of the premium for the estimated margin anticipated to be returned. GHI represents \$171.40 of the \$347.59 single non-Medicare GHI/EBCBS monthly rate.

In addition to age adjustment, the premiums for HIP HMO Medicare-eligible retirees were multiplied by the following factors to reflect anticipated changes in Medicare Advantage reimbursement rates. The adjustment factors used as of June 30, 2007 are shown for comparative purposes:

<u>Fiscal Year</u>	<u>Factor</u>	
	<u>6/30/08 Valuation</u>	<u>6/30/07 Valuation</u>
2008	NA	1.0000
2009	1.0000	0.8333
2010	1.1800	0.8333
2011	1.3700	0.9167
2012	1.5600	1.0833
2013	1.7500	1.2500
2014	1.9300	1.4167
2015	2.1200	1.5833
2016	2.3000	1.7500
2017	2.4000	1.9167
Thereafter	2.4000	2.0000

Medicare Medicare is assumed to be the primary payer over age 65 and for retirees currently on Medicare. For future disability retirements, Medicare is assumed to start 2.5 years after retirement in the June 30 actuarial valuations for the following portion of retirees:

	<u>Valuation as of June 30</u>	
	<u>2008</u>	<u>2007</u>
NYCERS	35%	35%
TRS	45	45
BERS	45	45
POLICE	15	15
FIRE	20	20

Participation Active participation assumptions based on current retiree elections. Actual elections for current retirees. Portions of current retirees not eligible for Medicare are assumed to change elections upon attaining age 65 based on patterns of elections of Medicare-eligible retirees. Detailed assumptions appear in the following table:

<u>Benefits</u>	<u>Plan Participation Assumptions</u>				
	<u>June 30, 2008 and June 30, 2007 Valuations</u>				
	<u>NYCERS</u>	<u>TRS</u>	<u>BERS</u>	<u>POLICE</u>	<u>FIRE</u>
<u>Pre-Medicare</u>					
-GHI/EBCBS	65%	83%	73%	76%	71%
-HIP HMO	22	6	16	13	16
-Other HMO	8	4	3	9	12
-Waiver	5	7	8	2	1
<u>Medicare</u>					
-GHI	72	87	78	82	77
-HIP HMO	21	9	16	12	16
-Other HMO	4	2	2	4	6
-Waiver	3	2	4	2	1
<u>Post-Medicare Migration</u>					
-Other HMO to GHI	50	0	33	50	50
-HIP HMO to GHI	0	0	0	0	0
-Pre-Med. Waiver					
** to GHI @ 65	13	35	50	0	0
** to HIP @ 65	13	35	0	0	0

Dependent Coverage Dependent coverage is assumed to terminate when a retiree dies except in the following situations:

- (i) Lifetime coverage is provided to the surviving spouse or domestic partner and to children (coverage to age 19 or 23 if full-time student) of uniformed members of the Police or Fire Departments who died in the Line-of-Duty.
- (ii) Effective November 13, 2001, other surviving spouses of retired uniformed members of the Police and Fire Departments may elect to continue coverage for life by paying 102% of stated premium.

For survivors of POLICE and FIRE members who die other than in the Line-of-Duty (assumed to be all who terminate with Accidental Death Benefits), the valuation assumes that 30% of spouses eligible for survivor continuation will elect the benefit, with costs equal to 30% greater than the age-adjusted premiums for surviving spouses for HIP HMO and GHI/EBCBS participants. The valuation includes the entire cost of additional surviving spouse benefits, although the Office of the Actuary understands that some of this amount may be reimbursed through welfare funds. This assumption is unchanged from last year.

Dependents Dependent assumptions based on distribution of coverage of recent retirees which are shown in the following table. Wives assumed to be three years younger than husbands. Actual spouse data for current retirees. Child dependents of current retirees assumed to receive coverage until age 23. Child dependents of future retirees assumed to receive coverage for five years after retirement.

Group	Dependent Coverage Assumptions				
	June 30, 2008 and June 30, 2007 Valuations				
	NYCERS	TRS	BERS	POLICE	FIRE
<u>Male</u>					
-Single Coverage	30%	45%	35%	15%	10%
-Spouse	40	35	55	15	20
-Child/No Spouse	5	5	2	5	5
-Spouse and Child	25	15	8	65	65
Total	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>
<u>Female</u>					
-Single Coverage	70%	60%	60%	45%	10%
-Spouse	20	32	35	10	20
-Child/No Spouse	5	3	2	25	5
-Spouse and Child	5	5	3	20	65
Total	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>

For accidental death, 80% of POLICE and FIRE members are assumed to have family coverage.

Demographic Assumptions The same assumptions that were used to value the pension benefits of NYCERS for determining employer contributions for fiscal years beginning 2006 adopted by each respective Board of Trustees, with the addition of supplemental assumptions adopted by TRS to value the optional TRS 55/25 plan.

COBRA Benefits Although COBRA beneficiaries pay 102% of “premiums,” typical claim costs for COBRA participants run about 50% greater than other participants. There is no cost to the City for COBRA beneficiaries in community-rated HMOs, including HIP, since these individuals pay their full community rate. However, the City’s costs under the experience-rated GHI/EBCBS coverage are affected by the claims for COBRA-covered individuals.

In order to reflect the cost of COBRA coverage, the cost of excess claims for GHI covered individuals and families is estimated assuming 15% of employees not eligible for other benefits included in the valuation elect COBRA coverage for 15 months. These assumptions are based on experience of other large employers. This percentage is applied to the overall enrollment in the active plan and reflects a load for individuals not yet members of the retirement systems who are still eligible for COBRA benefits. This results in an assumption in the June 30, 2008 actuarial valuation of a lump sum COBRA cost of \$575 for terminations during fiscal year 2009 (\$550 lump sum cost during fiscal year 2008 was assumed in the June 30, 2007 actuarial valuation). The \$575 (\$550) lump sum amount is increased by the HCCTR for future years but is not adjusted for age-related morbidity.

Stabilization Fund A 1.6% load is applied on all City obligations (1.6% on all City GASB45 obligations last valuation). The load is not applicable to Component Units.

Educational Construction Fund The actuarial assumptions used for determining obligations for ECF are shown in Appendix E of the Report on the Fourth Annual Actuarial Valuation of Other Postemployment Benefits Provided under the New York City Health Benefits Program (Report) dated September 24, 2009. The Report was prepared as of June 30, 2008 in accordance with

GASB43 and 45. The Report is available at the Office of the Comptroller, Bureau of Accountancy – Room 808, 1 Centre Street, New York, NY 10007.

CUNY TIAA The actuarial assumptions used for determining obligations for CUNY TIAA are shown in Appendix F of the Report on the Fourth Annual Actuarial Valuation of Other Postemployment Benefits Provided under the New York City Health Benefits Program (Report) dated September 24, 2009. The Report was prepared as of June 30, 2008 in accordance with GASB43 and 45. The Report is available at the Office of the Comptroller, Bureau of Accountancy – Room 808, 1 Centre Street, New York, NY 10007.

6. Pension and Other Employee Benefit Trust Funds

Pension Systems

Plan Descriptions

The City sponsors or participates in pension systems providing benefits to its employees. The pension systems function in accordance with existing State statutes and City laws. Each system combines features of a defined benefit pension plan with those of a defined contribution pension plan. Contributions are made by the employers and the members.

The majority of City employees are members of one of the following five major actuarially-funded pension systems collectively known as the New York City Retirement Systems (NYCRS):

1. New York City Employees’ Retirement System (NYCERS) is a cost-sharing, multiple-employer public employee retirement system, for employees of the City not covered by one of the other pension systems and employees of certain component units of the City and certain other government units.
2. New York City Teachers’ Retirement System-Qualified Pension Plan (TRS) is a cost-sharing, multiple-employer public employee retirement system, for pedagogical employees in the public schools of the City and Charter Schools and certain other specified school and college employees.
3. New York City Board of Education Retirement System-Qualified Pension Plan (BERS) is a cost-sharing, multiple-employer public employee retirement system, for nonpedagogical employees of the Department of Education and Charter Schools and certain employees of the School Construction Authority.
4. New York City Police Pension Fund (POLICE) is a single-employer public employee retirement system, for full-time uniformed employees of the Police Department. Note: In conjunction with the establishment of an administrative staff separate from the New York City Police Department in accordance with Chapter 292 of the Laws of 2001, the New York City Police Department, Subchapter Two Pension Fund is generally referred to herein as the New York City Police Pension Fund as set forth in the Administrative Code of The City of New York (ACNY) Section 13-214.1.
5. New York City Fire Pension Fund (FIRE) is a single-employer public employee retirement system, for full-time uniformed employees of the Fire Department. Note: The New York City Fire Department, Subchapter Two Pension Fund is generally referred to herein as the New York City Fire Pension Fund as set forth in ACNY Section 13-313.1.

The NYCRS provide pension benefits to retired employees based on salary, length of service, member contributions, Plan and Tier. In addition, the NYCRS provide automatic Cost-of-Living Adjustments (COLA) and other supplemental pension benefits to certain retirees and beneficiaries. In the event of disability during employment, participants may receive retirement allowances based on satisfaction of certain service requirements and other provisions. NYCRS also provide death benefits.

Subject to certain conditions, members become fully vested as to benefits upon the completion of 5 years of service. Except for NYCERS, permanent, full-time employees are generally required to become members of a NYCRS upon employment. Permanent full-time employees who are eligible to participate in NYCERS are required to become members within six months of their permanent employment status but may elect to become members earlier. Other employees who are eligible to participate in NYCERS and BERS may become members at their option. Upon termination of employment before retirement, certain members are entitled to refunds of their own contributions, including accumulated interest, less any outstanding loan balances.

Currently there are four Tiers, referred to as Tier I, Tier II, Tier III and Tier IV. Members are assigned a Tier based on Plan and membership date. The Tier II Plan provisions have expired as of June 30, 2009. This affects new hires into the uniformed forces of Police and Fire (new members of POLICE and FIRE) and Detective Investigators who become new members of NYCERS. Absent new legislation, benefits for these future members will be subject to Tier III or Tier IV Plan provisions that, in general, are at a lesser level than Tier II benefits.

There is an agreement between the City and the United Federation of Teachers (UFT) to support legislation that would modify some of the Plan provisions of TRS for future members. These modifications are expected to reduce future employer pension contributions.

Plan Membership

As of June 30, 2008, June 30, 2007 and June 30, 2006, the membership of NYCERS¹ consisted of:

	<u>NYCERS</u>	<u>TRS</u>	<u>BERS</u>	<u>POLICE</u>	<u>FIRE</u>	<u>TOTAL</u>
Plan Membership at June 30, 2008:						
Retirees and Beneficiaries Receiving Benefits	130,664	69,775	13,006	44,290	17,404	275,139
Terminated Vested Members Not Yet Receiving						
Benefits	8,774	7,080	283	813	32	16,982
Other Inactives*	24,265	10,891	4,019	2,168	53	41,396
Active Members	<u>183,654</u>	<u>112,472</u>	<u>22,702</u>	<u>35,337</u>	<u>11,574</u>	<u>365,739</u>
Total Plan Membership	<u>347,357</u>	<u>200,218</u>	<u>40,010</u>	<u>82,608</u>	<u>29,063</u>	<u>699,256</u>

* Represents members no longer on payroll, including pending withdrawals, members on leaves of absence, members awaiting refunds of contributions or benefit determinations, etc.

¹ Effective with Fiscal Year 2006, Employer Contributions are determined under One-Year Lag Methodology (OYLM). Under OYLM, the actuarial valuation date is used for calculating the Employer Contributions for the second following Fiscal Year. Therefore, the June 30, 2007 (Lag) valuation date was used for determining the Fiscal Year 2009 Employer Contributions.

	<u>NYCERS</u>	<u>TRS</u>	<u>BERS</u>	<u>POLICE</u>	<u>FIRE</u>	<u>TOTAL</u>
Plan Membership at June 30, 2007:						
Retirees and Beneficiaries Receiving Benefits	129,281	68,492	12,991	43,731	17,479	271,974
Terminated Vested Members Not Yet Receiving						
Benefits	7,896	6,004	323	777	35	15,035
Other Inactives*	29,753	10,666	4,019	2,636	28	47,102
Active Members	<u>180,482</u>	<u>109,868</u>	<u>21,947</u>	<u>34,956</u>	<u>11,528</u>	<u>358,781</u>
Total Plan Membership	<u>347,412</u>	<u>195,030</u>	<u>39,280</u>	<u>82,100</u>	<u>29,070</u>	<u>692,892</u>

* Represents members no longer on payroll, including members on leaves of absence and members awaiting refunds of contributions or benefit determinations, etc.

	<u>NYCERS</u>	<u>TRS</u>	<u>BERS</u>	<u>POLICE</u>	<u>FIRE</u>	<u>TOTAL</u>
Plan Membership at June 30, 2006:						
Retirees and Beneficiaries Receiving Benefits	128,863	67,576	12,573	42,474	17,485	268,971
Terminated Vested Members Not Yet Receiving						
Benefits	7,302	5,801	265	752	24	14,144
Other Inactives*	29,119	10,604	3,185	2,405	31	45,344
Active Members	<u>178,741</u>	<u>109,992</u>	<u>23,095</u>	<u>35,194</u>	<u>11,641</u>	<u>358,663</u>
Total Plan Membership	<u>344,025</u>	<u>193,973</u>	<u>39,118</u>	<u>80,825</u>	<u>29,181</u>	<u>687,122</u>

* Represents members no longer on payroll, including members on leaves of absence and members awaiting refunds of contributions or benefit determinations, etc.

Funding Policy

The City's funding policy is to contribute statutorily-required contributions (Statutory Contributions). Together with member contributions and investment income, these Statutory Contributions would ultimately be sufficient to pay benefits when due.

Statutory Contributions for the NYCERS, determined by the Actuary in accordance with State statutes and City laws, are generally funded by the employers within the appropriate fiscal year.

Member contributions are established by law and vary by Plan. In general, Tier I and Tier II member contribution rates are dependent upon the employee's age at membership and retirement plan election. In general, Tier III and Tier IV members make basic contributions of 3.0% of salary regardless of age at membership. Effective October 1, 2000, in accordance with Chapter 126 of the Laws of 2000, these members, except for certain Transit Authority employees, are not required to make contributions after the 10th anniversary of their membership date or completion of ten years of credited service, whichever is earlier. Effective December, 2000, certain Transit Authority Tier III and Tier IV members make basic member contributions of 2.0% of salary in accordance with Chapter 10 of the Laws of 2000. Certain members of NYCERS, TRS and BERS also make additional member contributions.

During the Spring 2000 session, the New York State Legislature approved and the Governor signed laws which provided Supplementation benefits and COLA for retirees (Chapter 125 of the Laws of 2000), additional service credits for certain Tier I and Tier II members, reduced member contributions for certain Tier III and Tier IV members (Chapter 126 of the Laws of 2000), and several other changes in benefits for various groups.

Chapter 152 of the Laws of 2006 (Chapter 152/06) implemented changes in the actuarial procedures for determining Employer Contributions beginning Fiscal Year 2006. In particular Chapter 152/06 provided the One-Year Lag Methodology (OYLM) and Chapter 152/06 also eliminated the use of the ten-year phase-in of Chapter 278 of the Laws of 2002 (Chapter 278/02) for funding the additional actuarial liabilities created by Chapter 125 of the Laws of 2000 (Chapter 125/00).

Annual Pension Costs

Beginning Fiscal Year 2006 the NYCERS annual pension costs and the City's Statutory Contributions are determined under OYLM on the basis of revised actuarial assumptions, the Frozen Initial Liability Actuarial Cost Method (unchanged) and a revised Actuarial Asset Valuation Method (AAVM).

The annual pension costs for NYCERS, for the Fiscal Years ended June 30, 2009, 2008 and 2007 were as follows:

	<u>2009</u>	<u>2008</u>	<u>2007</u>
		(in millions)	
NYCERS	\$2,150.4	\$1,874.2	\$1,471.0
TRS	2,223.6	1,916.5	1,600.9
BERS	134.2	143.1	129.8
POLICE	1,905.4	1,770.0	1,513.7
FIRE	837.0	773.6	676.4
Total annual pension costs	<u>\$7,250.6</u>	<u>\$6,477.4</u>	<u>\$5,391.8</u>

For Fiscal Year 2009, the City's Statutory Contributions for the NYCERS, based on the actuarial valuations performed as of June 30, 2007 (Lag), plus other pension expenditures, were approximately \$6,389.2 million.

For Fiscal Years 2009, 2008 and 2007, the annual pension costs for NYCERS, TRS and BERS, computed in accordance with GASB27 and consistent with generally accepted actuarial principles, are greater than the Statutory Contributions paid by the City, primarily because the City is only one of the participating employers in NYCERS, TRS, and BERS.

For Fiscal Years 2009, 2008 and 2007, the annual pension costs for POLICE and FIRE, computed in accordance with GASB27 and consistent with generally accepted actuarial principles, are less than the Statutory Contributions, primarily because of the interest on and amortization of the Net Pension Obligations for POLICE and FIRE.

The City's Statutory Contributions for the Fiscal Years ended June 30, 2009, 2008 and 2007 were as follows:

	<u>2009</u>	<u>2008</u>	<u>2007</u>
		(in millions)	
NYCERS*	\$1,186.4	\$1,037.8	\$ 824.1
TRS*	2,196.2	1,891.9	1,581.3
BERS*	127.8	136.9	124.5
POLICE	1,932.2	1,797.8	1,544.3
FIRE	843.8	780.2	683.2
OTHER**	102.8	95.9	98.9
Total actual pension contributions	<u>\$6,389.2</u>	<u>\$5,740.5</u>	<u>\$4,856.3</u>

* NYCERS, TRS, and BERS are cost-sharing, multiple-employer public employee retirement systems. The City's Statutory Contributions as a percentage of the total Statutory Contributions for all employers participating in NYCERS, TRS, and BERS for Fiscal Years ended June 30, 2009, 2008 and 2007 were:

	<u>2009</u>	<u>2008</u>	<u>2007</u>
NYCERS	55.17%	55.37%	56.02%
TRS	98.77	98.71	98.78
BERS	95.22	95.69	95.87

In accordance with GASB27, the City's obligation for NYCERS, TRS, and BERS is fulfilled by paying its portion of the total Statutory Contributions determined.

** Other pension expenditures represent contributions to other actuarial and pay-as-you-go pension systems for certain employees, retirees, and beneficiaries not covered by any of the NYCERS. The City also contributes per diem amounts into certain union-administered annuity funds.

Net Pension Obligations

NYCERS, TRS, and BERS are cost-sharing, multiple-employer public employee retirement systems and the City has no net pension obligations to these systems. Note: The annual pension costs for these systems are the Statutory Contributions. For Fiscal Year 2009 the actuarially-required contributions equal the Statutory Contributions.

POLICE and FIRE are single-employer public employee retirement systems and the City's net pension obligations for Fiscal Year 2009 are as follows:

	<u>POLICE</u>	<u>FIRE</u>	<u>TOTAL</u>
		(in millions)	
(1) Annual Required Contribution	\$1,932.2	\$843.8	\$2,776.0
(2) Interest on Net Pension Obligation	38.8	16.5	55.3
(3) Adjustment to Annual Required Contribution	65.6	23.3	88.9
(4) Annual Pension Cost=(1)+(2)-(3)	1,905.4	837.0	2,742.4
(5) Statutory Contribution	1,932.2	843.8	2,776.0
(6) Decrease in Net Pension Obligation=(4)-(5)	(26.8)	(6.8)	(33.6)
(7) Net Pension Obligation Beginning of Year	485.5	206.7	692.2
(8) Net Pension Obligation End of Year=(6)+(7)	<u>\$ 458.7</u>	<u>\$199.9</u>	<u>\$ 658.6</u>

The following is three-year trend information for the City's actuarially-funded, single-employer pension plans:

	<u>Fiscal Year Ending</u>	<u>Annual Pension Cost (APC)</u>	<u>Percentage Of APC Contributed</u>	<u>Net Pension Obligation</u>
(in millions)				
POLICE	6/30/09	\$1,905.4	101%	\$458.7
	6/30/08	1,770.0	102	485.5
	6/30/07	1,513.7	102	513.3
FIRE	6/30/09	837.0	101	199.9
	6/30/08	773.6	101	206.7
	6/30/07	676.4	101	213.3

Additional information as of the latest actuarial valuation follows:

	<u>NYCERS</u>	<u>TRS</u>	<u>BERS</u>	<u>POLICE</u>	<u>FIRE</u>
Valuation Date ⁽¹⁾	June 30, 2007 (Lag)	June 30, 2007 (Lag)	June 30, 2007 (Lag)	June 30, 2007 (Lag)	June 30, 2007 (Lag)
Actuarial Cost Method ⁽²⁾ ..	Frozen Initial Liability (Aggregate)	Frozen Initial Liability (Aggregate)	Frozen Initial Liability (Aggregate)	Frozen Initial Liability (Aggregate)	Frozen Initial Liability (Frozen Entry Age)
Amortization Method					
Initial Unfunded	Increasing Dollar	Increasing Dollar	Increasing Dollar	Increasing Dollar	Increasing Dollar
Remaining Amortization Period					
Initial Unfunded	NA	NA	NA	NA	2-Years
Asset Valuation Method ..	6-Year Smoothed Market	6-Year Smoothed Market	6-Year Smoothed Market	6-Year Smoothed Market	6-Year Smoothed Market

Actuarial Assumptions and Methods

The more significant actuarial assumptions and methods used in the calculations of Employer Contributions to the actuarially-funded pension systems for the Fiscal Years ending June 30, 2009 and 2008 are as follows:

	2009	2008
<i>Valuation Date</i>	<i>June 30, 2007 (Lag).⁽¹⁾</i>	<i>June 30, 2006 (Lag).⁽¹⁾</i>
<i>Actuarial Cost Method</i>	<i>Frozen Initial Liability.⁽²⁾</i>	<i>Frozen Initial Liability.⁽²⁾</i>
<i>Amortization Method for Unfunded Actuarial Accrued Liabilities (UAAL)</i>	<i>Increasing dollar for FIRE.⁽³⁾ All outstanding components of UAAL are being amortized over closed periods.</i>	<i>Increasing dollar for FIRE.⁽³⁾ Level dollar for UAAL attributable to NYCERS, TRS and BERS 2002 ERI (Part A only).⁽⁴⁾ All outstanding components of UAAL are being amortized over closed periods.</i>
<i>Remaining Amortization Period</i>	<i>2 years for FIRE⁽³⁾.</i>	<i>3 years for FIRE⁽³⁾ and 1 year for 2002 ERI (Part A only).</i>
<i>Actuarial Asset Valuation</i>		
<i>Method</i>	<i>Modified 6-year moving average of Market Value with Market Value Restart as of June 30, 1999.</i>	<i>Modified 6-year moving average of Market Value with Market Value Restart as of June 30, 1999.</i>
<i>Investment Rate of Return</i>	<i>8.0% per annum⁽⁵⁾ (4.0% per annum for benefits payable under the variable annuity programs of TRS and BERS).</i>	<i>8.0% per annum⁽⁵⁾ (4.0% per annum for benefits payable under the variable annuity programs of TRS and BERS).</i>
<i>Post-Retirement Mortality</i>	<i>Tables adopted by Boards of Trustees during Fiscal Year 2006.</i>	<i>Tables adopted by Boards of Trustees during Fiscal Year 2006.</i>
<i>Active Service: Withdrawal</i>		
<i>Death, Disability, Retirement</i>	<i>Tables adopted by Board of Trustees during Fiscal Year 2006.</i>	<i>Tables adopted by Board of Trustees during Fiscal Year 2006.</i>
<i>Salary Increases</i>	<i>In general, Merit and Promotion Increases plus assumed General Wage Increases of 3.0% per year.⁽⁵⁾</i>	<i>In general, Merit and Promotion Increases plus assumed General Wage Increases of 3.0% per year.⁽⁵⁾</i>
<i>Cost-of-Living Adjustments</i>	<i>1.3% per annum.⁽⁵⁾</i>	<i>1.3% per annum.⁽⁵⁾</i>

⁽¹⁾ Under One-Year Lag Methodology, the actuarial valuation determines the Employer Contribution for the second following Fiscal Year.

⁽²⁾ Under the Frozen Initial Liability Actuarial Cost Method, the excess of the Actuarial Present Value (APV) of projected benefits of the membership as of the valuation date, over the sum of the Actuarial Value of Assets plus the UAAL, if any, and the APV of future employee contributions is allocated on a level basis over the future earnings of members who are on the payroll as of the valuation date. The Initial Liability was reestablished by the Entry Age Actuarial Cost Method as of June 30, 1999 but with the UAAL not less than \$0. Actuarial gains and losses are reflected in the employer normal contribution rate. For NYCERS, TRS and BERS, the financial results for Fiscal Years 2008 and 2009 using this Frozen Initial Liability Actuarial Cost Method differ minimally from those that would be produced using the Aggregate Actuarial Cost Method. For POLICE the financial results for Fiscal Years 2008 and 2009 using this Frozen Initial Liability Actuarial Cost Method are identical to those that would be produced using the Aggregate Cost Method. For FIRE, for Fiscal Years 2008 and 2009 the financial results using this Frozen Initial Liability Actuarial Cost Method are the same as those that would be produced using the Frozen Entry Age Actuarial Cost Method.

⁽³⁾ In conjunction with Chapter 85 of the Laws of 2000 (Chapter 85/00), there is an amortization method. However, the initial UAAL of NYCERS, TRS, BERS and POLICE equal \$0 and no amortization periods are required.

⁽⁴⁾ Laws established UAAL for Early Retirement Incentive Programs to be amortized on a level dollar basis over periods of 5 years. These UAAL were fully amortized in Fiscal Year 2009.

⁽⁵⁾ Developed assuming a long-term Consumer Price Inflation assumption of 2.5% per year.

Pursuant to Section 96 of the New York City Charter, studies of the actuarial assumptions used to value liabilities of the five actuarially-funded NYCERS are conducted by an independent actuarial firm every two years.

The most recent actuarial study analyzed experience for Fiscal Years 2002 through 2005. In a report dated November 2006 the independent actuarial auditor made recommendations to the actuarial assumptions and methods. The Actuary is reviewing these recommendations. A study of Fiscal Years 2006 and 2007 is underway.

In accordance with the ACNY and with appropriate practice, the Boards of Trustees of the five actuarially-funded NYCERS are to periodically review and adopt actuarial assumptions as proposed by the Actuary for use in the determination of Employer Contributions.

In August 2005, based upon a review of an October 2003 experience study, the Actuary issued reports for the NYCERS proposing changes in actuarial assumptions and methods for determining Employer Contributions for Fiscal Years beginning on and after July 1, 2005 (August 2005 Reports). Where required, the Boards of Trustees of the NYCERS adopted those changes to actuarial assumptions that required Board approval and the State Legislature and the Governor enacted Chapter 152/06 to provide for those changes to the actuarial assumptions and methods that required legislation, including the Actuarial Interest Rate (AIR) assumption of 8.0% per annum.

Chapter 152/06 provides effective for Fiscal Years 2006 and after for the changes in actuarial assumptions and methods that require legislation, including the continuation of the AIR assumption of 8.0% per annum and continuation of the current Frozen Initial Liability (FIL) Actuarial Cost Method and the existing Unfunded Actuarial Accrued Liability (UAAL). In addition, Chapter 152/06 provides for elimination of the use of the ten-year phase-in of Chapter 278/02 for funding the additional actuarial liabilities created by the benefits provided by Chapter 125/00.

Chapter 152/06 also established the One-Year Lag Methodology (OYLM). Under this methodology a Fiscal Year 20XX Employer Contribution is determined using a June 20XX-2 valuation date. This methodology requires technical adjustments to certain components determined as of a valuation date used to compute a Fiscal Year Employer Contribution.

Beginning with the June 30, 2004 (Lag) actuarial valuations, the Actuarial Asset Valuation Method (AAVM) was changed to a method which reset the Actuarial Asset Values (AAV) to Market Values (ie., Market Value Restart) as of June 30, 1999. As of each June 30 thereafter the AAVM recognizes investment returns greater or less than expected over a period of six years.

Under this revised AAVM, any Unexpected Investment Returns (UIR) for Fiscal Years 2000 and later are phased into the AAV beginning the following June 30 at a rate of 15%, 15%, 15%, 15%, 20% and 20% per year (or cumulative rates of 15%, 30%, 45%, 60%, 80% and 100% over a period of six years).

These revised averaging factors were applied against the UIR computed under the prior five-year AAVM used for Fiscal Years 2000 to 2004.

For Fiscal Years 2000 through 2005, the AAVM was changed as of June 30, 1999 to reflect a market basis for investments held and was made as one component of an overall revision of actuarial assumptions and methods as of June 30, 1999.

Under this prior AAVM, any UIR for Fiscal Years 2000 through 2005 inclusive were phased into AAV beginning the following June 30 at a rate of 10%, 15%, 20%, 25% and 30% per year (or at a cumulative rate of 10%, 25%, 45%, 70% and 100% over five years).

Chapter 85/00 reestablished UAAL and eliminated the Balance Sheet Liability (BSL) for actuarial purposes as of June 30, 1999. The schedule of payments toward the reestablished UAAL provides that the UAAL, if any, be amortized over a period of 11 years beginning Fiscal Year 2000, where each annual payment after the first equals 103% of its preceding annual payment.

Chapter 86 of the Laws of 2000 established UAAL as of June 30, 2001 for an Early Retirement Incentive Program to be amortized on a level basis over a period of 5 years beginning in Fiscal Year 2002.

Chapter 69 of the Laws of 2002 established UAAL as of June 30, 2003 for an Early Retirement Incentive Program (Part A only) to be amortized on a level basis over a period of 5 years beginning in Fiscal Year 2004.

Chapter 211 of the Laws of 2009 extended the Actuarial Interest Rate (AIR) for one year, through June 30, 2010.

*Other Employee Benefit Trust Funds**Fund Descriptions*

Per enabling State legislation, certain retirees of POLICE, FIRE, and NYCERS are eligible to receive scheduled supplemental benefits from certain Variable Supplements Funds (VSFs).

Under current state law, VSFs are not to be construed as constituting pension or retirement system funds. Instead, they provide scheduled supplemental payments, in accordance with applicable statutory provisions. While a portion of these payments are guaranteed by the City, the Legislature has reserved to itself and the State of New York, the right and power to amend, modify, or repeal VSFs and the payments they provide.

POLICE administers the Police Officers' Variable Supplements Fund (POVSF) and the Police Superior Officers' Variable Supplements Fund (PSOVSF). These funds operate pursuant to the provisions of Title 13, Chapter 2 of the ACNY.

1. POVSF provides supplemental benefits to members who retire from POLICE for service (with 20 or more years) as police officers and who retired on or after October 1, 1968.
2. PSOVSF provides supplemental benefits to members who retire from POLICE for service (with 20 or more years) holding the rank of sergeant or higher, or detective and who retired on or after October 1, 1968.

FIRE administers the Firefighters' Variable Supplements Fund (FFVSF) and the Fire Officers' Variable Supplements Fund (FOVSF). These funds operate pursuant to the provisions of Title 13, Chapter 3 of the ACNY.

3. FFVSF provides supplemental benefits to members who retire from FIRE for service (with 20 or more years) as firefighters (or wipers) and who retired on or after October 1, 1968.
4. FOVSF provides supplemental benefits to members who retire from FIRE for service (with 20 or more years) holding the rank of lieutenant or higher and all pilots and marine engineers (uniformed) and who retired on or after October 1, 1968.

NYCERS administers the Transit Police Officers' Variable Supplements Fund (TPOVSF), the Transit Police Superior Officers' Variable Supplements Fund (TPSOVSF), the Housing Police Officers' Variable Supplements Fund (HPOVSF), the Housing Police Superior Officers' Variable Supplements Fund (HPSOVSF), and the Correction Officers' Variable Supplements Fund (COVSF). These funds operate pursuant to the provisions of Title 13, Chapter 1 of the ACNY.

5. TPOVSF provides supplemental benefits to members who retire from NYCERS for service (with 20 or more years) as Transit Police Officers on or after July 1, 1987. This plan provides for a schedule of defined supplemental benefits that became guaranteed by the City as a consequence of calculations performed by the Actuary during November 1993. With the passage of Chapter 255 of the Laws of 2000, NYCERS will be required to transfer assets to TPOVSF whenever the assets of TPOVSF are not sufficient to pay benefits.
6. TPSOVSF provides supplemental benefits to members who retire from NYCERS for service (with 20 or more years) as Transit Police Superior Officers on or after July 1, 1987. This plan provides for a schedule of defined supplemental benefits that, effective calendar year 2001, as a result of the enactment of Chapter 255 of the Laws of 2000 became guaranteed by the City. In addition, with the passage of Chapter 255 of the Laws of 2000, NYCERS will be required to transfer assets to TPSOVSF whenever the assets of TPSOVSF are not sufficient to pay benefits. As a result of insufficient fund assets to pay benefits as of June 30, 2004, NYCERS is required to transfer assets so that TPSOVSF can meet its benefit obligations when due.
7. HPOVSF provides supplemental benefits to members who retire from NYCERS for service (with 20 or more years) as Housing Police Officers on or after July 1, 1987. This plan provides for a schedule of defined supplemental benefits that became guaranteed by the City as a consequence of Chapter 719 of the Laws of 1994. With the passage of Chapter 255 of the Laws of 2000, NYCERS will be required to transfer assets to HPOVSF whenever the assets of HPOVSF are not sufficient to pay benefits. As a result of insufficient fund assets to pay benefits as of June 30, 2006, NYCERS is required to transfer assets so that HPOVSF can meet its benefit obligations when due.

8. HPSOVSF provides supplemental benefits to members who retire from NYCERS for service (with 20 or more years) as Housing Police Superior Officers on or after July 1, 1987. This plan provides for a schedule of defined supplemental benefits that, effective calendar year 2001, as a result of the enactment of Chapter 255 of the Laws of 2000 became guaranteed by the City. In addition, with the passage of Chapter 255 of the Laws of 2000, NYCERS will be required to transfer assets to HPSOVSF whenever the assets of HPSOVSF are not sufficient to pay benefits. As a result of insufficient fund assets to pay benefits as of June 30, 2001, NYCERS is required to transfer assets so that HPSOVSF can meet its benefit obligations when due.
9. COVSF provides supplemental benefits to members who retire from NYCERS for service (with 20 or 25 years of service, depending upon the plan) as members of the Uniformed Correction Force on or after July 1, 1999. Prior to calendar year 2019, total supplemental benefits paid are limited to the assets of COVSF. For calendar years 2019 and later, the plan provides for a schedule of defined supplemental benefits that are guaranteed by the City. Scheduled benefits to COVSF participants were paid for calendar years 2000 to 2005. Due to insufficient assets, no benefits were paid to COVSF participants after Calendar Year 2005.

Funding Policy and Contributions

The Administrative Code of The City of New York provides that POLICE and FIRE transfer to their respective VSFs amounts equal to certain excess earnings on equity investments, generally limited to the unfunded accumulated benefit obligation for each VSF. The excess earnings are defined as the amount by which earnings on equity investments exceed what the earnings would have been had such funds been invested at a yield comparable to that available from fixed income securities, less any cumulative deficiencies.

ACNY provides that NYCERS transfer to COVSF amounts equal to certain excess earnings on equity investments, less any cumulative deficiencies. ACNY also provides, as a consequence of Chapter 255 of the Laws of 2000, that NYCERS make the required transfers to TPOVSF, TPSOVSF, HPOVSF and HPSOVSF, inclusive of prior year's cumulative deficiencies, sufficient to meet their annual benefit payments.

For Fiscal Years 2009 and 2008, excess earnings on equity investments, inclusive of prior year's cumulative deficiencies, are estimated to be equal to zero and, therefore, no transfers will be due to VSFs as of June 30, 2009 and June 30, 2008, respectively.

For Fiscal Years 2009 and 2008, required transfers from NYCERS of approximately \$2.4 million and \$2.4 million, respectively, were made to HPOVSF.

For Fiscal Years 2009 and 2008, required transfers from NYCERS of approximately \$2.9 million and \$3.0 million, respectively, were made to HPSOVSF.

For Fiscal Years 2009 and 2008, required transfers from NYCERS of approximately \$3.2 million and \$3.2 million, respectively, were made to TPSOVSF.

As of June 30, 2009, NYCERS has accrued approximately \$1.2 million, \$1.4 million, and \$1.6 million toward the amounts expected to be transferred to HPOVSF, HPSOVSF and TPSOVSF, respectively, to meet the December 2009 benefit obligations of those funds.

The funded status of each NYCERS as of June 30, 2007, the date of the most recent actuarial valuation under One-Year Lag Methodology, where the Actuarial Accrued Liability is defined using the Entry Age Actuarial Cost Method, is as follows:

Funded Status						
Entry Age Accrued Liability Basis						
(in millions)						
	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) —Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
NYCERS	\$38,925.7	\$49,253.2	\$10,327.5	79.0%	\$10,762.0	96.0%
TRS	33,854.2	48,625.2	14,771.0	69.6	7,222.5	204.5
BERS	1,983.7	2,591.8	608.1	76.5	777.6	78.2
POLICE	19,800.6	28,728.9	8,928.3	68.9	2,961.6	301.5
FIRE	6,459.1	11,731.1	5,272.0	55.1	1,000.4	527.0

F. Required Supplementary Information (Unaudited)

The schedule of funding progress presents the following information for each of the past ten consecutive Fiscal Years for each of the NYCERS. All actuarially determined information has been calculated in accordance with the actuarial assumptions and methods reflected in the actuarial valuations as of the indicated actuarial valuation date.

	(1)	(2)	(3)	(4)	(5)	(6)	
	Actuarial Valuation Date	Actuarial Asset Value (AAV)	Actuarial Accrued Liability (AAL)*	Unfunded Actuarial Accrued Liability (UAAL)	Funded Ratio	Annual Covered Payroll	UAAL as a Percentage of Covered Payroll
	(a)	(a) & (b)	(2) - (1)	(1) ÷ (2)	(1) ÷ (2)	(3) ÷ (5)	(3) ÷ (5)
			(in millions)				
NYCERS	6/30/07(Lag)	\$38,925.7	\$38,959.1	\$33.4	99.9%	\$10,762.0	0.3%
	6/30/06(Lag)	38,367.1	38,431.3	64.2	99.8	10,127.8	0.6
	6/30/05(Lag)	39,692.4	39,797.1	104.7	99.7	9,670.8	1.1
	6/30/04(Lag)	40,638.6	40,786.7	148.1	99.6	9,361.2**	1.6
	6/30/04	40,088.2	40,236.3	148.1	99.6	9,157.4	1.6
	6/30/03	42,056.0	42,244.1	188.1	99.6	8,807.6	2.1
	6/30/02	43,561.1	43,619.9	58.8	99.9	8,901.1	0.7
	6/30/01	43,015.4	43,087.6	72.2	99.8	8,515.3	0.8
	6/30/00	42,393.6	42,418.7	25.1	99.9	7,871.0	0.3
	6/30/99	40,936.0	40,936.0	0.0	100.0	7,593.2	0.0
TRS	6/30/07(Lag)	33,854.2	33,856.7	2.5	100.0	7,222.5	0.0
	6/30/06(Lag)	32,405.5	32,410.5	5.0	100.0	6,978.7	0.1
	6/30/05(Lag)	32,865.1	32,872.3	7.2	100.0	6,273.9	0.1
	6/30/04(Lag)	33,149.3	33,159.7	10.4	100.0	6,175.9**	0.2
	6/30/04	32,817.1	32,827.5	10.4	100.0	6,219.8	0.2
	6/30/03	33,169.2	33,182.7	13.5	100.0	5,828.8	0.2
	6/30/02	34,177.8	34,181.1	3.3	100.0	5,469.2	0.1
	6/30/01	35,410.2	35,414.5	4.3	100.0	5,015.4	0.1
	6/30/00	36,142.4	36,147.6	5.2	100.0	4,721.5	0.1
	6/30/99	34,626.1	34,626.1	0.0	100.0	4,217.7	0.0
BERS	6/30/07(Lag)	1,983.7	1,985.6	1.9	99.9	777.6	0.2
	6/30/06(Lag)	1,830.3	1,834.0	3.7	99.8	750.0	0.5
	6/30/05(Lag)	1,841.0	1,846.3	5.3	99.7	715.1	0.7
	6/30/04(Lag)	1,843.8	1,850.6	6.8	99.6	624.9**	1.1
	6/30/04	1,822.7	1,829.5	6.8	99.6	624.9	1.1
	6/30/03	1,833.8	1,842.0	8.2	99.6	651.0	1.3
	6/30/02	1,835.8	1,835.8	0.0	100.0	736.7	0.0
	6/30/01	1,781.7	1,781.7	0.0	100.0	694.2	0.0
	6/30/00	1,749.4	1,749.4	0.0	100.0	666.0	0.0
	6/30/99	1,705.4	1,705.4	0.0	100.0	592.2	0.0
POLICE	6/30/07(Lag)	19,800.6	19,800.6	0.0	100.0	2,961.6	0.0
	6/30/06(Lag)	18,689.5	18,689.5	0.0	100.0	2,816.9	0.0
	6/30/05(Lag)	18,767.3	18,767.3	0.0	100.0	2,812.9	0.0
	6/30/04(Lag)	18,735.1	18,735.1	0.0	100.0	2,757.7**	0.0
	6/30/04	18,510.6	18,510.6	0.0	100.0	2,460.8	0.0
	6/30/03	18,781.4	18,781.4	0.0	100.0	2,433.9	0.0
	6/30/02	18,913.6	18,913.6	0.0	100.0	2,496.2	0.0
	6/30/01	18,141.7	18,141.7	0.0	100.0	2,500.1	0.0
	6/30/00	17,601.9	17,601.9	0.0	100.0	2,465.7	0.0
	6/30/99	16,877.8	16,877.8	0.0	100.0	2,332.0	0.0

		(1)	(2)	(3)	(4)	(5)	(6)
	Actuarial Valuation Date	Actuarial Asset Value (AAV)	Actuarial Accrued Liability (AAL)*	Unfunded Actuarial Accrued Liability (UAAL)	Funded Ratio	Annual Covered Payroll	UAAL as a Percentage of Covered Payroll
		(a)	(a) & (b)	(2) - (1) (in millions)	(1) ÷ (2)		(3) ÷ (5)
FIRE	6/30/07(Lag)	6,459.1	6,520.7	61.6	99.1	1000.4	6.2
	6/30/06(Lag)	6,174.1	6,252.0	77.9	99.8	932.7	8.4
	6/30/05(Lag)	6,169.2	6,261.6	92.4	98.5	908.3	10.2
	6/30/04(Lag)	6,277.3	6,382.5	105.2	98.4	864.8**	12.2
	6/30/04	6,185.8	6,290.9	105.1	98.3	805.0	13.1
	6/30/03	6,441.5	6,558.0	116.5	98.2	748.8	15.6
	6/30/02	6,612.3	6,738.7	126.4	98.1	789.7	16.0
	6/30/01	6,525.7	6,660.8	135.1	98.0	799.2	16.9
	6/30/00	6,388.1	6,530.6	142.5	97.8	741.5	19.2
	6/30/99	6,179.8	6,328.7	148.9	97.6	729.7	20.4

* Based on the Frozen Initial Liability Actuarial Cost Method.

** The annualized covered payrolls as of June 30, 2004 under the One-Year Lag Methodology used to compute Fiscal Year 2006 Employer Contributions differ from that as of June 30, 2004 to compute Fiscal Year 2005 Employer Contributions due to changes in actuarial assumptions and more recent information on labor contract settlements.

(a) Beginning with the June 30, 2004 (Lag) actuarial valuation the Actuarial Asset Valuation Method (“AAVM”) was changed to a method that reset the AAV to Market Value (i.e., “Market Value Restart”) as of June 30, 1999. As of each June 30 thereafter the AAVM recognizes investment returns greater or less than expected over a period of six years.

Under this revised AAVM, any Unexpected Investment Returns (“UIR”) for Fiscal Years 2000 and later are phased into the AAV beginning the following June 30 at rates of 15%, 15%, 15%, 15%, 20% and 20% per year (or cumulative rates of 15%, 30%, 45%, 60%, 80% and 100% over a period of six years).

These revised averaging factors were applied against the UIR computed under the prior five-year AAVM used for Fiscal Years 2000 to 2004.

This revised AAVM was utilized for the first time in the June 30, 2004 (Lag) actuarial valuation to determine the Fiscal Year 2006 Employer Contribution in conjunction with the One-Year Lag Methodology and the revised economic and noneconomic assumptions. As of June 30, 1999 the economic and noneconomic assumptions were revised due to experience review. The AAVM was changed as of June 30, 1999 to reflect a market basis for investments held by the Plan and was made as one component of an overall revision of actuarial assumptions and methods as of June 30, 1999.

Under the AAVM used for the June 30, 1999 to June 30, 2004 actuarial valuations, any UIR for Fiscal Years 2000 and later were phased into the AAV beginning the following June 30 at a rate of 10%, 15%, 20%, 25% and 30% per year (or cumulative rates of 10%, 25%, 45%, 70% and 100% over a period of five years).

(b) To effectively assess the funding progress of a Plan, it is usually appropriate to compare AAV and AAL calculated in a manner consistent with the Plan’s funding method over a period of time. AAL is the portion of the actuarial present value of pension plan benefits and expenses which is not provided for by future employer normal costs and future member contributions.

Note, however, that UAAL is the excess of AAL over AAV. Under the FIL Actuarial Cost Method, the initial UAAL is frozen at date of establishment and amortized over time. That UAAL is not adjusted from one actuarial valuation to the next to reflect actuarial gains and losses.

Schedule of Employer Contributions
Total Employer Contributions to the NYCERS

Fiscal Year Ended June 30	NYCERS		TRS		BERS		POLICE		FIRE	
	Annual Required Contribution	Percentage Contributed	Annual Required Contribution	Percentage Contributed	Annual Required Contribution	Percentage Contributed	Annual Required Contribution	Percentage Contributed	Annual Required Contribution	Percentage Contributed
2009	\$2,150.4	100.0%	\$2,223.6	100.0%	\$134.2	100.0%	\$1,932.2	100.0%	\$843.8	100.0%
2008	1,874.2	100.0	1,916.5	100.0	143.1	100.0	1,797.8	100.0	780.2	100.0
2007	1,471.0	100.0	1,600.9	100.0	129.8	100.0	1,544.3	100.0	683.2	100.0
2006	1,024.4	100.0	1,316.6	100.0	90.8	100.0	1,337.7	100.0	608.8	100.0
2005	1,020.4	80.6	1,304.0	94.2	106.4	90.9	1,123.9	91.9	518.4	94.4
2004	542.2	57.3	1,015.3	90.6	95.0	88.5	917.7	88.5	427.7	91.8
2003	197.8	54.6	805.8	79.4	87.9	79.9	821.4	76.1	389.5	81.4
2002	105.7	100.0	607.8	83.9	66.7	84.8	636.5	84.0	346.2	87.3
2001	100.0	100.0	572.0	77.8	52.1	75.3	543.8	76.0	298.9	80.7
2000	68.6	100.0	181.8	100.0	9.5	100.0	250.0	100.0	182.9	100.0

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APPENDIX C

BONDS TO BE REDEEMED

The City expects to redeem City bonds listed below (the “Bonds To Be Redeemed”), at or prior to maturity, by applying the proceeds of the Series D and E Bonds, with other City funds, to provide for the payment of the principal of and interest and redemption premium, if any, on such bonds to the extent and to the payment dates set forth below. The refunding is contingent upon the delivery of the Series D and E Bonds.

The Bonds To Be Redeemed are being provided for in whole or in part as indicated in the notes.

Bonds To Be Redeemed that are to be paid at maturity which are redeemable by their terms, if any, may be called for redemption at the option of the City if the escrow account is hereafter restructured to provide for their redemption. Any such restructuring must preserve (a) the sufficiency of the escrow account to pay the principal, interest to maturity or redemption, and any redemption premium on all Bonds To Be Redeemed and (b) to the extent applicable, the exclusion from gross income for federal income tax purposes of interest on the refunding bonds and the Bonds To Be Redeemed.

<u>Series</u>	<u>Dated Date</u>	<u>Maturities</u>	<u>Interest Rate</u>	<u>Payment Date</u>	<u>Amount</u>
1998C	November 18, 1997	November 15, 2037	5.500%	December 1, 2010	\$ 450,000 (p)(t)
1998G	February 18, 1998	August 1, 2013	5.000	December 1, 2010	15,000 (p)
		August 1, 2025	5.125	December 1, 2010	125,000 (p)(t)
1998H	April 1, 1998	August 1, 2013	5.000	December 1, 2010	115,000 (p)
		August 1, 2018	5.125	December 1, 2010	25,000 (p)(t)
		August 1, 2022	5.000	December 1, 2010	105,000 (p)(t)
		August 1, 2025	5.125	December 1, 2010	5,000 (p)(t)
1998J	June 1, 1998	August 1, 2023	5.000	December 1, 2010	110,000 (p)(t)
1999D	August 20, 1998	August 1, 2013	5.000	December 1, 2010	125,000 (p)
1999E	January 7, 1999	August 1, 2013	4.700	December 1, 2010	205,000 (p)
		August 1, 2015	4.800	December 1, 2010	285,000 (p)
		August 1, 2016	4.875	December 1, 2010	190,000 (p)
		August 1, 2022	5.000	December 1, 2010	5,000 (a)(t)
1999F	January 26, 1999	August 1, 2011	5.125	February 1, 2011	90,000 (p)
		August 1, 2012	5.125	February 1, 2011	95,000 (p)
1999H	March 18, 1999	March 15, 2029	5.000	December 1, 2010	15,100,000 (p)(t)
1999I	April 21, 1999	April 15, 2017	4.750	December 1, 2010	100,000 (a)
		April 15, 2018	4.750	December 1, 2010	105,000 (a)
2001D	January 9, 2001	August 1, 2011	4.625	December 1, 2010	1,245,000 (p)
		August 1, 2017	5.000	December 1, 2010	7,365,000 (p)
2002A	November 1, 2001	November 1, 2013	4.500	November 1, 2011	3,155,000 (a)
		November 1, 2014	4.600	November 1, 2011	1,670,000 (a)
		November 1, 2015	4.750	November 1, 2011	2,705,000 (a)
		November 1, 2016	4.800	November 1, 2011	2,020,000 (a)
		November 1, 2017	4.900	November 1, 2011	2,815,000 (a)
2002B	December 20, 2001	December 1, 2013	5.000	December 1, 2011	985,000 (a)
2002C	March 21, 2002	March 15, 2012	5.000	March 15, 2012	7,825,000 (p)
		March 15, 2014	4.875	March 15, 2012	2,355,000 (a)

See notes on pages C-3 and C-4.

<u>Series</u>	<u>Dated Date</u>	<u>Maturities</u>	<u>Interest Rate</u>	<u>Payment Date</u>	<u>Amount</u>
2002D	June 3, 2002	June 1, 2012	4.800%	June 1, 2012	\$ 90,000 (p)
		June 1, 2012	5.500	June 1, 2012	50,000 (p)
		June 1, 2013	4.875	June 1, 2012	50,000 (p)
		June 1, 2013	5.625	June 1, 2012	90,000 (p)
		June 1, 2014	5.000	June 1, 2012	70,000 (p)
		June 1, 2014	5.625	June 1, 2012	90,000 (p)
		June 1, 2015	5.000	June 1, 2012	110,000 (p)
		June 1, 2016	5.000	June 1, 2012	25,000 (p)
		June 1, 2016	5.100	June 1, 2012	145,000 (p)
		June 1, 2017	5.000	June 1, 2012	105,000 (p)
		June 1, 2017	5.125	June 1, 2012	80,000 (p)
		June 1, 2018	5.125	June 1, 2012	135,000 (p)
		June 1, 2018	5.200	June 1, 2012	60,000 (p)
		June 1, 2019	5.250	June 1, 2012	60,000 (p)
		June 1, 2019	5.875	June 1, 2012	135,000 (p)
		June 1, 2020	5.250	June 1, 2012	35,000 (p)
		June 1, 2020	5.875	June 1, 2012	170,000 (p)
		June 1, 2021	5.250	June 1, 2012	65,000 (p)
		June 1, 2021	5.875	June 1, 2012	145,000 (p)
		June 1, 2022	5.250	June 1, 2012	240,000 (p)
June 1, 2024	5.500	June 1, 2012	505,000 (p)(t)		
June 1, 2027	5.250	June 1, 2012	6,665,000 (p)(t)		
June 1, 2028	5.500	June 1, 2012	210,000 (p)		
June 1, 2032	5.375	June 1, 2012	220,000 (p)(t)		
2002E	June 3, 2002	August 1, 2013	5.625	August 1, 2012	5,495,000 (p)
		August 1, 2014	5.625	August 1, 2012	465,000 (p)
		August 1, 2017	5.000	August 1, 2012	255,000 (p)
2002G	June 3, 2002	August 1, 2015	5.000	August 1, 2012	60,000 (p)
		August 1, 2017	5.000	August 1, 2012	11,600,000 (p)
		August 1, 2019	5.875	August 1, 2012	320,000 (p)
2003A	August 1, 2002	August 1, 2013	5.750	August 1, 2012	1,575,000 (p)
		August 1, 2014	4.300	August 1, 2012	220,000 (p)
		August 1, 2014	4.600	August 1, 2012	160,000 (p)
		August 1, 2015	4.700	August 1, 2012	95,000 (p)
		August 1, 2016	4.800	August 1, 2012	175,000 (p)
2003B	August 1, 2002	August 1, 2014	5.750	August 1, 2012	625,000 (p)
		August 1, 2015	5.750	August 1, 2012	940,000 (p)
		August 1, 2016	5.750	August 1, 2012	870,000 (p)
2003F	January 22, 2003	January 15, 2015	4.700	January 15, 2013	4,270,000 (p)
		January 15, 2016	4.750	January 15, 2013	4,185,000 (p)
		January 15, 2017	4.800	January 15, 2013	2,335,000 (p)
		January 15, 2018	6.000	January 15, 2013	1,650,000 (p)
		January 15, 2019	5.000	January 15, 2013	3,235,000 (p)
January 15, 2020	5.100	January 15, 2013	5,000 (p)		

<u>Series</u>	<u>Dated Date</u>	<u>Maturities</u>	<u>Interest Rate</u>	<u>Payment Date</u>	<u>Amount</u>
		January 15, 2020	6.000%	January 15, 2013	\$ 10,000 (p)
		January 15, 2021	5.150	January 15, 2013	5,000 (p)
		January 15, 2021	6.000	January 15, 2013	4,615,000 (p)
		January 15, 2022	5.200	January 15, 2013	5,000 (p)
		January 15, 2023	5.250	January 15, 2013	20,000 (p)(t)
		January 15, 2026	5.300	January 15, 2013	1,685,000 (p)(t)
		January 15, 2028	5.250	January 15, 2013	20,000 (p)(t)
2003I	March 6, 2003	March 1, 2014	5.750	March 1, 2013	1,325,000 (p)
		March 1, 2015	4.625	March 1, 2013	4,410,000 (a)
		March 1, 2016	4.750	March 1, 2013	985,000 (a)
		March 1, 2017	4.800	March 1, 2013	3,375,000 (a)
		March 1, 2019	4.900	March 1, 2013	1,105,000 (a)
		March 1, 2020	4.900	March 1, 2013	11,410,000 (a)
		March 1, 2022	5.000	March 1, 2013	18,730,000 (p)
		March 1, 2023	5.125	March 1, 2013	17,060,000 (p)
		March 1, 2024	5.000	March 1, 2013	11,455,000 (p)
		March 1, 2027	5.375	March 1, 2013	9,010,000 (a)(t)
		March 1, 2028	5.200	March 1, 2013	2,405,000 (p)
2003J	June 4, 2003	June 1, 2012	5.250	June 1, 2012	2,115,000 (p)
		June 1, 2016	4.250	June 1, 2013	3,310,000 (p)
		June 1, 2017	4.300	June 1, 2013	3,980,000 (p)
		June 1, 2028	5.250	June 1, 2013	28,665,000 (a)(t)
2004A	July 14, 2003	August 1, 2014	5.500	August 1, 2013	2,155,000 (p)
		August 1, 2015	5.250	August 1, 2013	3,070,000 (p)
		August 1, 2016	5.250	August 1, 2013	2,555,000 (p)
		August 1, 2020	5.500	August 1, 2013	200,000 (p)
		August 1, 2021	5.500	August 1, 2013	4,515,000 (p)
		August 1, 2022	5.500	August 1, 2013	4,100,000 (p)
2004C	September 25, 2003	September 15, 2018	4.750	September 15, 2013	3,595,000 (p)
		September 15, 2020	4.875	September 15, 2013	1,730,000 (p)
2004D	October 15, 2003	October 15, 2018	5.250	October 15, 2013	7,760,000 (a)
		October 15, 2019	5.250	October 15, 2013	11,305,000 (p)
2004E	October 30, 2003	August 1, 2014	5.250	August 1, 2013	1,585,000 (p)
2004J	May 20, 2004	May 15, 2012	4.000	May 15, 2012	2,440,000 (p)
		May 15, 2021	5.100	May 15, 2014	9,255,000 (p)
		May 15, 2026	5.250	May 15, 2014	8,165,000 (p)
2005B	July 29, 2004	August 1, 2022	5.125	December 1, 2010	2,900,000 (p)
2005M	April 28, 2005	April 1, 2012	5.000	April 1, 2012	860,000 (p)
2005O	June 2, 2005	June 1, 2012	5.000	June 1, 2012	5,000 (p)
2005P	June 2, 2005	August 1, 2012	3.500	August 1, 2012	6,805,000 (p)
2006C	August 3, 2005	August 1, 2012	3.625	August 1, 2012	2,455,000 (p)
2006E	August 17, 2005	August 1, 2012	3.750	August 1, 2012	6,365,000 (p)
2006I	April 11, 2006	April 1, 2012	3.900	April 1, 2012	2,460,000 (p)

(p) The amount shown is being defeased and is a portion of the bonds of this description.

- (a) The amount shown is being defeased and is all of the bonds of this description, except those, if any, that have been previously defeased.
- (t) The defeased bonds will be credited against the following redemptions:

1998C 2037 Term Bond	
<u>November 15</u>	<u>Amount</u>
2036	\$450,000

1998G 2025 Term Bond	
<u>August 1</u>	<u>Amount</u>
2023	\$125,000

1998H 2018 Term Bond	
<u>August 1</u>	<u>Amount</u>
2018	\$25,000

1998H 2022 Term Bond	
<u>August 1</u>	<u>Amount</u>
2019	\$105,000

1998H 2025 Term Bond	
<u>August 1</u>	<u>Amount</u>
2024	\$5,000

1998J 2023 Term Bond	
<u>August 1</u>	<u>Amount</u>
2023	\$110,000

1999E 2022 Term Bond	
<u>August 1</u>	<u>Amount</u>
2020	\$5,000

1999H 2029 Term Bond	
<u>March 15</u>	<u>Amount</u>
2024	\$ 5,000
2025	110,000
2029	14,985,000

2002D 2024 Term Bond	
<u>June 1</u>	<u>Amount</u>
2023	\$245,000
2024	260,000

**2002D
2027 Term Bond**

<u>June 1</u>	<u>Amount</u>
2025	\$ 280,000
2026	290,000
2027	6,095,000

**2002D
2032 Term Bond**

<u>June 1</u>	<u>Amount</u>
2029	\$220,000

**2003F
2023 Term Bond**

<u>January 15</u>	<u>Amount</u>
2022	\$ 5,000
2023	15,000

**2003F
2026 Term Bond**

<u>January 15</u>	<u>Amount</u>
2024	\$ 20,000
2025	15,000
2026	1,650,000

**2003F
2028 Term Bond**

<u>January 15</u>	<u>Amount</u>
2027	\$15,000
2028	5,000

**2003I
2027 Term Bond**

<u>March 1</u>	<u>Amount</u>
2027	\$9,010,000

**2003J
2028 Term Bond**

<u>June 1</u>	<u>Amount</u>
2024	\$ 1,790,000
2025	19,340,000
2028	7,535,000

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APPENDIX D



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BEIJING
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PALO ALTO
SAN FRANCISCO
SHANGHAI
SINGAPORE
SYDNEY
TOKYO
WASHINGTON, D.C.

FOUNDED 1866

October 20, 2010

HONORABLE JOHN C. LIU
COMPTROLLER
The City of New York
Municipal Building
New York, New York 10007

Dear Comptroller Liu:

We have acted as counsel to The City of New York (the “City”), a municipal corporation of the State of New York (the “State”), in the issuance of its General Obligation Bonds, Fiscal 2011 Series C, D and E (the “Bonds”).

The Bonds are issued pursuant to the provisions of the Constitution of the State, the Local Finance Law of the State, and the Charter of the City, and in accordance with a certificate of the Deputy Comptroller for Public Finance and related proceedings (the “Certificate”). We have assumed the genuineness of all documents and signatures presented to us and the accuracy of the factual matters represented, warranted or certified therein.

Based on our examination of existing law, such legal proceedings and such other documents as we deem necessary to render this opinion, we are of the opinion that:

1. The Bonds have been duly authorized, executed and issued in accordance with the Constitution and statutes of the State and the Charter of the City and constitute valid and legally binding obligations of the City for the payment of which the City has validly pledged its faith and credit, and all real property within the City subject to taxation by the City is subject to the levy by the City of *ad valorem* taxes, without limit as to rate or amount, for payment of the principal of and interest on the Bonds.

2. Interest on the Bonds is exempt from personal income taxes imposed by the State or any political subdivision thereof, including the City.

3. The City has covenanted to comply with applicable provisions of the Internal Revenue Code of 1986, as amended (the “Code”), relating to the exclusion from gross income of the interest on the Fiscal 2011 Series D and E Bonds (together, the “Tax-Exempt Bonds”) for purposes of federal income taxation. Assuming compliance by the City with such provisions of the Code, interest on the Tax-Exempt Bonds will not be included in the gross income of the owners thereof for purposes of federal income taxation. Failure by the City to comply with such applicable requirements may cause interest on the Tax-Exempt Bonds to be includable in the gross income of the owners thereof retroactive to the date of issue of the Tax-Exempt Bonds. Further, we render no opinion as to the effect on the exclusion from gross income of interest on the Tax-Exempt Bonds of any action taken or not taken after the date of this opinion without our approval.

4. Interest on the Tax-Exempt Bonds is not a specific preference item for purposes of the federal individual or corporate alternative minimum tax. The Code contains other provisions that could result in tax consequences, upon which we render no opinion, as a result of ownership of such Tax-Exempt Bonds or the inclusion in certain computations (including without limitation those related to the corporate alternative minimum tax) of interest that is excluded from gross income.

The rights of the owners of the Bonds and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted, to the extent constitutionally applicable, and the enforcement of related contractual and statutory covenants of the City and the State may also be subject to the exercise of the State's police powers and of judicial discretion in appropriate cases.

The opinions expressed herein are based on an analysis of existing laws, regulations, rulings and court decisions. Such opinions may be adversely affected by actions taken or events occurring, including a change in law, regulation or ruling (or in the application or official interpretation of any law, regulation or ruling) after the date hereof. We have not undertaken to determine, or to inform any person, whether such actions are taken or such events occur and we have no obligation to update this opinion in light of such actions or events.

Very truly yours,

