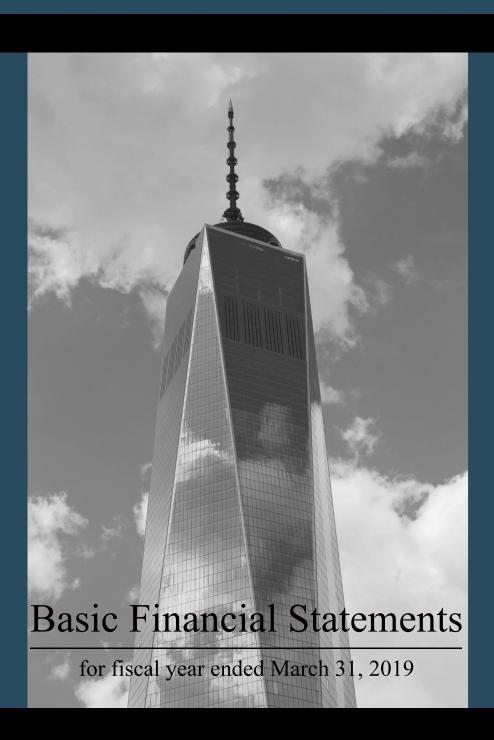
(A Component Unit of the State of New York)



# (A Component Unit of the State of New York) Basic Financial Statements Year Ended March 31, 2019

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#### **Independent Auditor's Report**

**Board of Directors** New York Local Government Assistance Corporation Albany, New York

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of the governmental activities and each major fund of the New York Local Government Assistance Corporation (Corporation) as of and for the year ended March 31, 2019, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements as listed in the table of contents

#### Management's Responsibility for the Financial Statements

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

#### Auditor's Responsibility

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

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

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

Board of Directors New York Local Government Assistance Corporation

#### **Opinions**

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the Corporation as of March 31, 2019, and the respective changes in financial position, for the year then ended in accordance with accounting principles generally accepted in the United States of America.

#### **Other Matters**

Accounting principles generally accepted in the United States of America require that the *management's discussion and analysis* on pages 5 to 9 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

#### Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated June 13, 2019, on our consideration of the Corporation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Corporation's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Corporation's internal control over financial reporting and compliance.

BST & CO. CPAS, LLP

Albany, New York June 13, 2019



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# MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

The following discussion and analysis of the New York Local Government Assistance Corporation's (the "Corporation" or "LGAC") financial performance provides an overview of the Corporation's financial activities for the fiscal year ended March 31, 2019.

#### **FINANCIAL HIGHLIGHTS**

- The Corporation's total bonds outstanding at year-end were \$1.3 billion, net of unamortized amounts, which is a decrease of \$190.6 million from the prior year.
- The Corporation's variable interest rate bonds outstanding on March 31, 2019 comprised 31 percent of all its outstanding bonds. The Corporation has hedged its exposure to nearly all of its variable interest rate debt through the use of interest rate exchange agreements.
- The Corporation's net position as of March 31, 2019 is a deficit of \$775.9 million. This represents an increase of \$388.6 million from the Corporation's net position from the previous fiscal year-end, a deficit of \$1.2 billion. This increase is primarily the result of repayment of bonds from State appropriations.
- During the fiscal year ended March 31, 2019, the Corporation had revenues of \$428.2 million, which included \$424.9 million in funds drawn from appropriations from New York State.
- Total expenses of the Corporation for the fiscal year ended March 31, 2019 on a full accrual basis were \$39.6 million, which includes \$37.2 million for interest on the Corporation's outstanding bonds.
- The Corporation's General Fund ended the year with an annual operating deficit of \$986 thousand and a fund balance of \$1.5 million.
- The Corporation's Debt Service Fund ended the year with an annual operating surplus of \$202.2 million and a fund balance of \$512.9 million. Assets in the Debt Service Fund included \$400.4 million in cash, \$112.1 million in investments, and \$390 thousand in interest receivable. The Corporation's Trustee held cash to pay debt service of \$394 million that was payable on April 1, 2019. The annual operating surplus and related increase in fund balance in the Debt Service Fund are primarily attributable to the fact that the funds drawn from State appropriations were more than debt service paid.
- The Corporation's \$282 million combined capital reserve requirements were satisfied on an amortized cost basis by holding cash and investments with an amortized cost of \$112 million and owning a FGIC Municipal Bond Debt Service Reserve Insurance Policy ("Surety Bond") that will pay up to \$170 million through April 1, 2021 to pay debt service, if needed. A portion of the Corporation's Senior Capital Reserve Fund is currently funded with a Surety Bond. Pursuant to a reinsurance agreement between FGIC and National Public Finance Guarantee Corporation ("NPFG"), a subsidiary of MBIA, Inc., NPFG has reinsured certain obligations of FGIC, including the Surety Bond on deposit in the Senior Capital Reserve Fund. As of March 31, 2019, NPFG is rated Baa2 by Moody's Investor Services ("Moody's"), and is no longer rated by S&P Global Ratings ("S&P").
- The long-term bond ratings assigned to the Corporation as of March 31, 2019 were Aa1 by Moody's, AA+ by S&P and AA+ by Fitch Ratings, Inc. ("Fitch"). The short-term ratings on the Corporation's Variable Rate Demand Bonds supported by Standby Bond Purchase Agreements issued by certain banks reflect the short-term ratings of the banks providing them. The short-term ratings of each of these bonds as of March 31, 2019, were as follows: Series 2008B-3V and Series 2008B-7V were each rated VMIG1 by Moody's and A-1 by S&P; the Series 2003A-4V were rated A-1 by S&P and F1+ by Fitch; and the Series 2003A-8V were rated A-1 by S&P and F1+ by Fitch.

#### USING THIS FINANCIAL REPORT

This financial report consists of four financial statements presented on two pages. The first two financial statements are the Governmental Funds Balance Sheet/Statement of Net Position on page 10. The final two financial statements are the Statement of Revenues, Expenditures and Changes in Fund Balances/Statement of Activities on page 11.

The Statement of Net Position and the Statement of Activities provide information about the activities of the Corporation as a whole, and present a longer term view of the Corporation's finances by focusing on total available resources and changes therein. The fund financial statements indicate how expenditures were financed in the short-term, as well as reflecting amounts remaining as fund balance. Fund financial statements also report the Corporation's operations in more detail than the Corporation-wide statements by providing information about the Corporation's two separate funds: the General Fund and the Debt Service Fund.

The change in the focus between currently available resources and total available resources is identified in the Adjustments columns found on the financial statements (pages 10 and 11). To arrive at the Statement of Net Position, the accrued interest expense on the Corporation's bonds, the outstanding balance of bonds, and certain other adjustments are added to the total column on the Governmental Funds Balance Sheet. This is displayed in the Adjustments column to the left of the Statement of Net Position. To arrive at the Statement of Activities, transactions relating to long-term liabilities and expenditures that were deferred and amortized are added to or eliminated from the Statement of Revenues, Expenditures and Changes in Fund Balances. For the Corporation, transactions not affecting its reported net position are payments of debt principal, the advance repayment of debt, and expenditures incurred in prior periods. Amounts relating to the aforementioned transactions are displayed in the Adjustments column to the left of the Statement of Activities.

#### Reporting the Corporation as a Whole

#### The Statement of Net Position and the Statement of Activities

These statements report the Corporation's net position and changes to the Corporation's net position. Annual changes in the Corporation's net position - assets and deferred outflows of resources less liabilities and deferred inflows of resources - provide one way to measure the Corporation's financial health or financial position. Over time, increases or decreases in the Corporation's net position are indicators of whether its financial health is improving or deteriorating. As the Corporation is entirely dependent on appropriations from the State of New York ("State") in evaluating the financial health of the Corporation, the reader will also need to consider the ability and likelihood of the State to continue to make appropriations to the Corporation to support the payments of debt service on the Corporation's bonds, as well as its other expenses.

#### **Reporting the Corporation's Funds**

#### **Fund Financial Statements**

The fund financial statements provide detailed information about the Corporation's two distinct funds - not the Corporation as a whole. The fund financial statements are prepared using a different approach than the Corporation-wide financial statements. The fund financial statements focus on how money flows into and out of those funds and the balances remaining at year-end. The Corporation's revenues and expenditures are reported in governmental funds. These funds are reported using the modified accrual basis of accounting, which reports revenues when they become both measurable and available to finance expenditures of the current period; expenditures are recorded in the period the liability is incurred and expected to be paid from current financial resources, with the exception of long-term liabilities which are recognized in the period they are payable. The governmental fund statements provide a detailed short-term view of the Corporation's operating requirements for the year ended March 31, 2019.

#### THE CORPORATION AS A WHOLE

The Corporation will annually report a deficit in its net position. The deficit in the Corporation's net position arose as it carried out its statutory purpose of eliminating the State's annual short-term borrowing. During the years 1991 through 1995, the Corporation issued long-term obligations to finance State local assistance payments, capital reserve requirements, and costs of issuance. This debt will continue to be repaid from appropriations expected to be received from the State in subsequent years. This unrestricted deficit can be expected to continue for as long as the Corporation has debt outstanding.

The following table summarizes the net position for the fiscal years ended March 31, 2019 and March 31, 2018:

Table 1
Net Position as of March 31, 2019 and March 31, 2018
(Amounts in thousands)

	2019	2018
<b>Assets and Deferred Outflows of Resources:</b>		
Cash and investments	\$ 514,420	\$ 313,809
Interest receivable	390	247
Total assets	514,810	314,056
Deferred outflows of resources	17,548	23,400
Total assets and deferred outflows of		 <u> </u>
resources	 532,358	 337,456
Liabilities and Deferred Inflows of Resources:		
Liabilities due within one year	399,810	199,514
Liabilities due in more than one year	900,605	1,293,962
Total liabilities	1,300,415	1,493,476
Deferred inflows of resources	7,817	8,433
Total liabilities and deferred inflows of	 ,	 ,
resources	 1,308,232	 1,501,909
Net Position:		
Restricted for debt service	512,539	310,478
Unrestricted (deficit)	(1,288,413)	(1,474,931)
Total net position (deficit)	\$ (775,874)	\$ (1,164,453)

The Corporation's net position increased by \$388.6 million from one year ago, from a deficit of \$1.2 billion to a deficit of \$775.9 million. The increase in the net position resulted from bond repayments made from State appropriations.

The following table summarizes the changes in net position for the fiscal years ended March 31, 2019 and March 31, 2018.

Table 2
Changes in Net Position for the fiscal years ended March 31, 2019 and March 31, 2018
(Amounts in thousands)

		2019		2018
<b>General Revenues:</b>			-	
Appropriations from New York State	\$	424,856	\$	290,153
Investment income		3,308		1,203
Total revenues	_	428,164	· =	291,356
Expenses:				
General and administrative		2,340		2,924
Cost of issuance for refundings		-		395
Interest expense		37,245		48,636
Total expenses		39,585	-	51,955
Changes in net position		388,579		239,401
Net position (deficit), beginning of year		(1,164,453)		(1,403,854)
Net position (deficit), end of year	\$	(775,874)	\$	(1,164,453)

#### THE CORPORATION'S FUNDS

At the close of the 2018-19 fiscal year, the Corporation reported a combined fund balance in its governmental funds (as presented in the balance sheet on page 10) of \$514.4 million, an increase of \$201.2 million or 64.2 percent from the prior year's combined fund balance of \$313.2 million. Included in this year's total changes in fund balances are an operating deficit of \$986 thousand in the Corporation's General Fund and a surplus of \$202.2 million in the Corporation's Debt Service Fund. The primary reason for the \$202.2 million surplus in the Corporation's Debt Service Fund is that funds drawn from State appropriations were more than the debt service paid. Funds drawn from appropriations change annually based on interest rates and cash flow assumptions.

#### **Corporation Revenues and Expenditures**

During the year, the Corporation received \$1.3 million in its General Fund from State appropriations and earned \$46 thousand in investment income on funds in the Operating Account within the General Fund. These revenues were used to pay \$2.3 million in general and administrative expenditures. This resulted in a decrease of \$986 thousand in the General Fund balance. The Corporation also received \$423.5 million in its Debt Service Fund from State appropriations for payment of debt service on its outstanding bonds and earned \$3.3 million in investment income on funds in its Capital Reserve Accounts and Debt Service Accounts within the Debt Service Fund. The Corporation also paid and received \$11.8 million and \$5.2 million, respectively, on its interest rate exchange agreements.

#### Debt

The Corporation is authorized to issue up to \$4.7 billion of bonds or notes plus an amount necessary to fund capital reserve requirements, costs of issuance and a limited amount of capitalized interest. As of March 31,

1996, the Corporation had issued all the debt it was authorized to issue. Any future debt issuance is limited to refunding or portfolio management purposes. At year end, the Corporation had \$1.3 billion in bonds outstanding, net of unamortized deferred amounts. This represents a \$190.6 million decrease from the prior year.

The long-term ratings assigned to the Corporation's bonds as of March 31, 2019 were Aa1 by Moody's, AA+ by S&P, and AA+ by Fitch.

The short-term ratings on the Corporation's Variable Rate Demand Bonds supported by Standby Bond Purchase Agreements issued by certain banks reflect the short-term ratings of the banks providing them. The short-term ratings of each of these bonds as of March 31, 2019, were as follows: Series 2008B-3V Variable Interest Rate Subordinate Lien Refunding Bonds and Series 2008B-7V Variable Interest Rate Subordinate Lien Refunding Bonds were each rated VMIG1 by Moody's and A-1 by S&P; the Series 2003A-4V Variable Interest Rate Subordinate Lien Refunding Bonds were rated A-1 by S&P and F1+ by Fitch; and the Series 2003A-8V Variable Interest Rate Subordinate Lien Refunding Bonds were rated A-1 by S&P and F1+ by Fitch.

#### **DEBT SERVICE COVERAGE RATIO**

The Corporation is dependent upon receipt of appropriations from the State for payment of debt service on its bonds and for its operating costs. The State makes its payments from the Local Government Assistance Tax Fund ("LGATF"), which is under the joint custody of the State Comptroller and the Commissioner of Taxation and Finance. The LGATF receives a portion of the receipts collected within the State from the imposition of sales and use taxes, including interest and penalties (sales tax), equivalent to a one percent rate of taxation. Sales tax receipts received by the LGATF during the State's 2018-19 fiscal year were 8.6 times the maximum annual debt service at rates in effect at March 31, 2019. The calculation of maximum annual debt service assumes all variable rate bonds are unhedged, includes support costs and uses rates in effect on March 31, 2019.

#### CONTACTING THE CORPORATION'S FINANCIAL MANAGEMENT

This financial report is designed to provide citizens, taxpayers, investors and creditors with a general overview of the Corporation's finances and to show the Corporation's accountability for the money it receives and spends. If you have any questions about this report or need additional financial information, contact the Corporation at 110 State Street, 15<sup>th</sup> Floor, Albany, New York 12236, by phone at (518) 474-4015 or by email at debtmanagement@osc.ny.gov.

## NEW YORK LOCAL GOVERNMENT ASSISTANCE CORPORATION (A COMPONENT UNIT OF THE STATE OF NEW YORK)

Governmental Funds Balance Sheet/Statement of Net Position

March 31, 2019 (Amounts in thousands)

	General Fund		Debt Service Fund	e	Total	1	Adjustments (Note 6)		Statement of Net Position
Assets:		_				_		_	_
Cash and investments\$	1,881	\$	512,539	\$	514,420 \$	3	\$	3	514,420
Interest receivable	_		390		390		_		390
Total assets	1,881	_	512,929		514,810	_			514,810
Deferred outflows of resources.		_				_	17,548	_	17,548
Total assets and deferred outflows of resources\$	1,881	\$	512,929	\$_	514,810	_	17,548	_	532,358
Liabilities:									
Accounts payable\$	401	\$	_	\$	401		_		401
Accrued interest payable	_		_		_		26,084		26,084
Long-term liabilities:									
Due within one year	_		_		_		373,325		373,325
Due in more than one year:									
Bonds payable	_		_		_		880,929		880,929
Derivative instruments-interest rate swaps	_						19,676		19,676
Total liabilities	401	_			401	_	1,300,014	_	1,300,415
Deferred inflows of resources	_						7,817		7,817
Total liabilities and deferred inflows of resources	401				401		1,307,831	_	1,308,232
Fund Balances:									
Restricted	_		512,539		512,539		(512,539)		_
Assigned	1,480	_	390		1,870		(1,870)		
Total fund balances	1,480	_	512,929		514,409	_	(514,409)	_	
Total liabilities and fund balances\$	1,881	<b>\$</b>	512,929	\$_	514,810				
Net position (deficit):									
Restricted for debt service.							512,539		512,539
Unrestricted (deficit)							(1,288,413)		(1,288,413)
Total net position (deficit)		••••		•••••	\$	<u> </u>	(775,874)	<u> </u>	(775,874)

See accompanying notes to the basic financial statements

## NEW YORK LOCAL GOVERNMENT ASSISTANCE CORPORATION (A COMPONENT UNIT OF THE STATE OF NEW YORK)

Statement of Revenues, Expenditures and Changes in Fund Balances/Statement of Activities

For the Year Ended March 31, 2019 (Amounts in thousands)

-	General Fund	 Debt Service Fund	 Total		Adjustments (Note 7)	Statement of Activities
General Revenues:						
Appropriations from New York State\$	1,308	\$ 423,548	\$ 424,856	\$	— \$	424,856
Investment income	46	3,262	3,308		_	3,308
Total revenues	1,354	 426,810	 428,164	-		428,164
Expenditures/Expenses:						
General and administrative	2,340	_	2,340		_	2,340
Debt service						
Principal		174,580	174,580		(174,580)	_
Interest	_	50,026	50,026		(12,781)	37,245
Total expenditures/expenses	2,340	 224,606	 226,946	-	(187,361)	39,585
Excess (deficiency) of revenues over expenditures	(986)	 202,204	 201,218	_	187,361	
Net change in fund balance	(986)	202,204	201,218		(201,218)	_
Change in net position		 	 	_	388,579	388,579
Fund balances/net position (deficit):						
Beginning of year	2,466	310,725	313,191		(1,477,644)	(1,164,453)
End of year\$	1,480	\$ 512,929	\$ 514,409	\$	(1,290,283) \$	(775,874)

See accompanying notes to the basic financial statements

(A COMPONENT UNIT OF THE STATE OF NEW YORK)

Notes to the Financial Statements Year Ended March 31, 2019

#### (1) Summary of Significant Accounting Policies

#### (a) Organization

The New York Local Government Assistance Corporation ("Corporation" or "LGAC") was established by Chapter 220 of the Laws of 1990 (as amended) to issue up to \$4.7 billion in long-term debt, in order to finance certain local assistance payments appropriated by the State of New York ("State"), in addition to bonds necessary to fund a capital reserve account, costs of issuance and up to six months of capitalized interest. Issuance of these bonds eliminated the need for the State's annual "Spring Borrowing." Prior to the creation of the Corporation, certain large payments due to the State's local government units were made in the first quarter of the State's fiscal year, particularly in support of primary and secondary education, while revenues were received more evenly throughout the fiscal year. To meet these payments, the State issued short-term tax and revenue anticipation notes referred to as the annual "Spring Borrowing." Primarily as a result of bond issuances by the Corporation, there was no Spring Borrowing in the State's 1995 through 2019 fiscal years. The fiscal year ended March 31, 2019 was the twenty-eighth year of the Corporation's existence. The Corporation is a blended component unit of the State and its continued operations are almost entirely dependent upon the annual appropriations received from the State.

Payments of debt service on the Corporation's bonds will be made from appropriations received from the State. Pursuant to the Act establishing the Corporation, the State deposits one cent of the State's four cent sales and use tax into the LGATF, which is used by the State to make payments to the Corporation. Amounts in excess of the Corporation's needs are transferred from the LGATF to the State's General Fund after the Corporation's and other requirements have been met as provided by statute. State payments to the Corporation are subject to annual appropriations by the State Legislature. The Corporation's bondholders do not have a lien on monies deposited in the LGATF.

#### (b) Basis of Presentation

The accompanying basic financial statements of the Corporation have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") for governments. Such principles are prescribed by the Governmental Accounting Standards Board ("GASB"), which is the standard-setting body for establishing governmental accounting and financial reporting principles in the United States of America. The Corporation has prepared Corporation-wide financial statements titled "Statement of Net Position" and "Statement of Activities" as well as the required supplementary information titled "Management's Discussion and Analysis" which precedes the financial statements. The Corporation also prepares fund financial statements, which are the "Governmental Funds Balance Sheet," and "Statement of Revenues, Expenditures and Changes in Fund Balances." The basic financial statements include both the Corporation-wide and the fund financial statements, which have been combined together and presented on the same pages.

(A COMPONENT UNIT OF THE STATE OF NEW YORK)

Notes to the Financial Statements Year Ended March 31, 2019

The Corporation follows the principles of fund accounting in that each segment of operations is represented under a discrete fund presentation in the fund financial statements. The Corporation uses funds to report its financial position and results of operations. The General Fund consists of the Operating Account, Cost of Issuance Accounts for new bond issuances, and the Local Assistance Payment Account. The Debt Service Fund consists of the Debt Service Accounts, the Capital Reserve Accounts, the Rebate Accounts, and the Cost of Issuance Accounts for refunding bond issuances. The General Fund is used to account for all financial transactions of the Corporation except for debt service related transactions which are accounted for in the Debt Service Fund. The Rebate Account within the Debt Service Fund is used to remit investment earnings to the United States Department of the Treasury, when necessary, in accordance with the Internal Revenue Code (arbitrage rebate payments).

#### (c) Basis of Accounting

The Corporation utilizes the modified accrual basis of accounting, which focuses on changes in current financial resources, in the preparation of the fund financial statements. Under the modified accrual basis of accounting, revenues and related receivables are recorded in the accounting period that they become both measurable and available. "Available" means collectible within the current period, which is within twelve months of the end of the current fiscal period, to be used to pay liabilities of the current period. Expenditures and related liabilities are recorded in the accounting period the liability is incurred and payable from current resources, except for principal and interest on long-term debt and estimated other long-term liabilities which are recorded only when payment is due and payable.

Operating expenditures are direct costs incurred by the Corporation, such as legal fees, financial advisory fees, printing costs, trustee fees, letter of credit/liquidity fees, remarketing agent fees, broker-dealer fees, arbitrage rebate calculation fees, and other related costs. Operating expenditures are paid from monies received from the State and earnings from their investments. Staff support is provided by the State without cost to the Corporation.

The Corporation utilizes the full accrual basis of accounting, which focuses on changes in total economic resources, in the preparation of the Corporation-wide financial statements. Under the full accrual basis of accounting, changes in long-term assets and deferred outflows of resources and liabilities and deferred inflows of resources are incorporated into the financial statements. Since the fund financial statements are prepared using a different method of measuring revenues and expenditures and a different basis of accounting than the Corporation-wide financial statements, an adjustments column is presented to convert the fund basis financial statements into the Corporation-wide financial statements.

Amortization of bond premiums has been computed using the straight-line method. The Corporation also defers and amortizes losses on refunding bond issuances using the straight-line method.

(A COMPONENT UNIT OF THE STATE OF NEW YORK)

Notes to the Financial Statements Year Ended March 31, 2019

#### (d) Municipal Assistance Corporation Refinancing Act

Chapter 62 and Chapter 63 of the Laws of 2003 enacted, among other provisions, the Municipal Assistance Refinancing Act ("Act"), effective July 1, 2003 and is deemed repealed as of July 1, 2034. The Act created an incentive for the State to seek an appropriation to provide \$170 million per year, from the LGATF to the City of New York ("City") for each of the City's fiscal years beginning July 1, 2003 and ending June 30, 2034. The Act requires the Corporation to annually certify \$170 million so that the State, subject to annual State appropriation by the Legislature, can provide for a series of payments to the City or the Mayor's assignee in each City fiscal year beginning July 1, 2003 and ending June 30, 2034 totaling \$5.27 billion.

The Act was established with the expectation that the City, acting through the Mayor, would assign the annual payments from the State to a newly created not-for-profit corporation that would issue bonds and use those proceeds to refinance all existing debt of the Municipal Assistance Corporation for the City of New York ("MAC") due in the near term (approximating \$2.5 billion at the time of the Act). The City subsequently created the Sales Tax Asset Receivable Corporation ("STARC") which, in 2004, securitized the annual payments and refinanced the MAC bonds with the proceeds. In 2014, STARC refinanced this debt and certain other bonds, all payable from the \$170 million State payment from the LGATF, as assigned. By law, the LGATF receives a portion of the receipts generated by the State's sales and use tax (equivalent to one quarter of the four percent tax which was \$3.5 billion during State fiscal year 2018-19). The balance of the LGATF's receipts not needed by the Corporation for its purposes are transferred from the LGATF to the State's General Fund. Based on current law, until the Legislature enacts an appropriation of \$170 million, the Corporation certifies the release of the funds, the \$170 million State payment is made, the Legislature enacts an appropriation to satisfy all Dedicated Highway and Bridge Trust Fund Cooperative Agreement payments as certified by the Chair of the New York State Thruway Authority and the Corporation receives the amount it has certified for its needs, no excess sales tax receipts can be transferred from the LGATF to the State's General Fund. During fiscal year 2018-19, the Corporation certified the release of the fifteenth State payment of \$170 million to the City.

The Corporation filed a complaint in New York State Supreme Court in August 2003 seeking a court determination that the statute requiring a certification and possible payment by the Corporation to the City or its assignee was invalid. Ultimately, the New York State Court of Appeals found the statute to be valid but determined that it does require an annual State appropriation to make any payments. The court further found that any annual payment required by the State could not interfere with the Corporation bondholders' rights.

In May 2004, the Corporation amended its General Bond Resolution and General Subordinate Lien Bond Resolution ("the Resolutions") to clarify that any failure to certify or assure that the State's payments are made to the City or its assignee has no impact on the Corporation's own bondholders; and that if any such act or omission were to occur with respect to any potential STARC bonds, that act or omission would not constitute an Event of Default with respect to the Corporation bonds. In June 2004, the Corporation's Trustee, The Bank of New York Mellon, notified the Corporation's bondholders of these amendments.

(A COMPONENT UNIT OF THE STATE OF NEW YORK)

Notes to the Financial Statements Year Ended March 31, 2019

#### (e) Adoption of New Accounting Pronouncements

During the fiscal year ended March 31, 2019, the Corporation adopted the following new accounting standards issued by the GASB:

GASB Statement No. 75, Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions, ("GASB Statement No. 75") replaces the requirements of Statement No. 45, Accounting and Financial Reporting for Employers for Postemployment Benefits Other Than Pensions, as amended, and Statement No. 57, OPEB Measurements by Agent Employers and Agent Multiple-Employer Plans. GASB Statement No. 75 establishes reporting requirements for other postemployment benefits ("OPEB"), including recognition of the entire OPEB liability as well as a more comprehensive measure of OPEB expense. The Corporation does not incur costs related to OPEB, therefore, implementation of GASB Statement No. 75 did not require modification to the financial statements.

GASB Statement No. 86, Certain Debt Extinguishment Issues, ("GASB Statement No. 86"), establishes requirements for derecognizing debt that is defeased in substance, regardless of how cash and other monetary assets placed in an irrevocable trust for the purpose of extinguishing that debt were acquired. In addition, GASB Statement No. 86 provides guidance for the treatment of prepaid insurance related to extinguished debt. The Corporation holds no cash or other monetary assets in an irrevocable trust for the purpose of extinguishing debt; therefore, the implementation of GASB Statement No. 86 did not require modification to the financial statements.

#### (2) Cash and Investments

The following are authorized investments for the Corporation's Debt Service and Capital Reserve Funds, which are included in the Debt Service Fund as presented in the financial statements.

To the extent permitted by law, the following are the Authorized Investments for the Capital Reserve Fund:

- 1. Any bonds or other obligations which as to principal and interest constitute direct obligations of, or are unconditionally guaranteed by, the United States of America including inflation index securities and Treasury STRIPS issued by a Federal Reserve Bank;
- 2. Direct and general obligations of New York State, provided that the rating thereon shall not be less than the rating on the Corporation's Bonds, each as established by Fitch, Moody's and S&P, if and to the extent that such firms continue to maintain a rating on the Corporation's Bonds and on such obligations of the State;
- 3. Certificates of deposit, whether negotiable or non-negotiable, issued by any bank or trust company having a combined capital and surplus of at least \$50 million organized under the laws of any state of the United States of America or any national banking association (including the Corporation's Trustee), which certificates of deposit are fully insured by the Federal Deposit Insurance Corporation or fully secured by such securities as are described in paragraph (1) above, but in any event collateralized to the level required by each of the rating agencies referred to in paragraph (2) if and to the extent such firms maintain a rating on the Corporation's Bonds;

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- 4. Any purchase and sale of securities (simultaneous purchase of a permitted investment with an agreement to sell it back to the seller) with any bank or trust company organized under the laws of any state of the United States of America and authorized to do business in the State of New York or any national banking association (including the Corporation's Trustee) or government bond dealer reporting to, trading with, and recognized as a primary dealer by the Federal Reserve Bank of New York with respect to any one or more of the securities described in paragraph (1) above; and
- 5. General obligation bonds and notes of any state other than New York State and, to the extent permitted by law, general obligation bonds and notes of any political subdivision of the State or any state, provided that such bonds and notes receive the highest rating from each of Fitch, Moody's, and S&P, if and to the extent that such firms continue to maintain a rating on the Corporation's Bonds and on such bonds and notes.

The following are Authorized Investments for the Debt Service Fund:

1. To the extent permitted by law, and to the extent the securities are legal investments for the Corporation, the Authorized Investments for monies in the Debt Service Fund are as described in (1), (3), and (4) under Authorized Investments for the Capital Reserve Fund presented above.

Monies on deposit in any other fund or account not listed above may be invested pursuant to Section 98-a of the State Finance Law. All investments are insured, registered, or held by the Corporation's Trustee in the Corporation's name.

Investments are measured and recorded at fair value in accordance with the fair value hierarchy established by generally accepted accounting principles. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. The hierarchy is based on the valuation inputs used to measure fair value of the assets. Level 1 inputs are quoted prices for identical investments in active markets. Level 2 inputs are significant other observable inputs. Level 3 inputs are significant unobservable inputs. U.S. Treasury Notes are valued based on pricing techniques provided by a vendor and are therefore classified in Level 2 of the fair value hierarchy.

The following table represents investments of the Corporation by investment type with related reported amounts which are equal to recurring fair value measurement (excluding accrued interest) at March 31, 2019 (amounts in thousands):

			_	Investme	nt N	<b>Iaturities</b>
		Reported		Less than		
<b>Investment Type</b>		Amount	_	1 Year		1-5 Years
U.S. Treasury Notes	\$	112,164	\$	41,027	\$	71,137

The Corporation experienced a net increase in the fair value of its investments during the year of \$1.6 million which is a component of the amount of investment income reported by the Corporation. This amount takes into account all changes in fair value that occurred during the year.

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Included in the \$512.5 million of total cash and investments in the Debt Service Fund at March 31, 2019 is \$394 million in cash that was transferred by the Corporation's trustee to a separate account on March 31, 2019 in order to meet the Corporation's April 1, 2019 debt service payment. Pursuant to the Corporation's General Bond Resolution and General Subordinate Lien Bond Resolution, the Corporation's Trustee must transfer required debt service funds to a separate account on the business day preceding a debt service payment date.

#### (3) Bonds Payable

The Corporation is authorized to issue up to \$4.7 billion in bonds plus an amount necessary to fund a capital reserve, costs of issuance, and a limited amount of capitalized interest. As of March 31, 1996, the Corporation had issued bonds equal to its authorized amount. Under existing statutes, any issuance of bonds by the Corporation in the future is limited to refunding or portfolio management purposes only.

As of March 31, 2019, the Corporation had \$828 million of fixed rate debt in 8 series of bonds outstanding with interest rates ranging from 3 percent to 5 percent. The Corporation had \$367 million of variable interest rate debt in four series of bonds outstanding as follows (rates include remarketing agent and liquidity facility fees):

				I	iquidity Suppor	<u>t</u>
Series	Outstanding (thousands)	Bond Insurer	Interest Rate at March 31, 2019	Current Interest Rate Mode	Type of Liquidity Support <sup>1</sup>	Expiration Date
2003A-4V	\$ 137,500	None <sup>2</sup>	2.050%	Weekly	SBPA	4/1/2022
2003A-8V	40,885	None <sup>3</sup>	2.180%	Weekly	SBPA	7/16/2019
2008B-3V	137,765	None	2.195%	Weekly	SBPA	6/24/2019
2008B-7V	50,885	None	2.195%	Weekly	SBPA	6/24/2019
Total	\$ 367,035	<u> </u>				

- 1. SBPA Standby Bond Purchase Agreement.
- 2. These bonds were originally issued as Financial Security Assurance Inc. ("FSA") insured bonds. On December 1, 2010, the bonds were remarketed as uninsured VRDBs after cancellation of the FSA municipal bond insurance policy.
- 3. These bonds were originally issued as FSA insured bonds. On August 3, 2009, the bonds were remarketed as uninsured VRDBs after cancellation of the FSA municipal bond insurance policy.

The interest rates on variable interest rate bonds in the weekly interest rate mode are reset at rates determined by the Corporation's remarketing agents. Pursuant to each bond series' documents, the mode of interest of each of the variable rate bonds may be changed by the Corporation. The Trustee is authorized to draw on each of the Standby Bond Purchase Agreements ("SBPA") for the entire principal amount of variable interest rate bonds outstanding of each series, plus up to 34 days interest at an annual rate of 12 percent.

The State dedicated a portion of its sales and use tax revenues to make payments to the Corporation

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Notes to the Financial Statements Year Ended March 31, 2019

pursuant to a payment agreement between the State Director of the Division of the Budget and the Corporation for the purpose of funding the Corporation's debt service. Subject to appropriation, the State will make these payments to the Corporation five days prior to the debt service due date. The \$224.7 million representing fiscal year 2018-19 debt service payments is comprised of \$174.6 million in principal and \$50.1 million in interest.

The Corporation's general bond resolution requires that one or more capital reserve accounts be established and funded based on an amount equal, on an amortized cost basis, to the maximum annual amount on Senior Lien Bonds and half the maximum annual amount on Subordinate Lien Bonds of principal, sinking fund installments or redemption price of, and interest on, all bonds outstanding or on any related reimbursement obligations, coming due during the then current or any succeeding fiscal year. The Corporation may also fund a capital reserve account with a surety bond or other similar instrument. The Corporation has established two separate capital reserve accounts to support bonds based upon the priority of their lien against funds of the Corporation - bonds holding a first lien ("Senior Lien") and bonds holding a subordinate lien ("Subordinate Lien"). At March 31, 2019, the Senior Lien requirement was met by a surety bond of \$170 million, expiring on April 1, 2021, and investments with an amortized cost of \$21.1 million and a fair value of \$21 million. At March 31, 2019, the Subordinate Lien requirement was met with investments with an amortized cost of \$90.6 million and a fair value of \$91 million. The investments of both the Senior Lien and Subordinate Lien accounts are reported as a part of cash and investments in the Debt Service Fund with a corresponding reservation of fund balance.

The Corporation has entered into interest rate exchange agreements ("Swap Agreements"), as disclosed under Note 4 "Interest Rate Exchange Agreements (Swap Agreements)". The effect of these Swap Agreements is to provide for a synthetic fixed rate of interest on \$366.7 million of the Corporation's \$367 million in bonds that were issued as variable rate bonds in 2003 and 2008.

Estimated annual debt service and net swap payments to maturity for all of the Corporation's bonds are as follows (amounts in thousands):

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				Net Swap	
Fiscal Year	Principal		Interest	Amount	Total
2020	\$ 373,325	\$	37,885	\$ 5,750	\$ 416,960
2021	288,505		23,902	5,111	317,518
2022	229,905		13,519	3,826	247,250
2023	125,015		7,290	2,405	134,710
2024	92,080		3,907	1,214	97,201
2025-2026	86,170	_	2,409	364	88,943
Totals	\$ 1,195,000	\$	88,912	\$ 18,670	\$ 1,302,582

Future interest in the table above is calculated using rates in effect at March 31, 2019 (rates include remarketing agent and liquidity facility fees) on variable rate bonds. The net swap amounts were calculated by subtracting the future floating rate payments subject to Swap Agreements using rates in effect on March

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Notes to the Financial Statements Year Ended March 31, 2019

31, 2019 from the synthetic fixed rate amount intended to be achieved by the Swap Agreements.

The actual amount of net swap payments is affected by changes in a published index, the London Interbank Offered Rate ("LIBOR"). To the extent variable interest rates on the Corporation's bonds that are notionally related to the swaps fluctuate above or below 65 percent of the One-Month LIBOR rate, which is a rate that varies from time to time, the Corporation's net debt service will be more or less, respectively, than amounts shown above. Information regarding the terms of the swap agreements is outlined below in Note 4.

The Corporation believes it is in compliance with all significant limitations and restrictions related to bonds outstanding.

#### (4) Interest Rate Exchange Agreements (Swap Agreements)

#### **Objective of the Swap Agreements**

As a means to lower its borrowing costs, when compared against fixed rate bonds at the time of issuance in February 2003, the Corporation entered into four pay-fixed Swap Agreements in connection with its issuance of \$1 billion of variable rate revenue bonds (Series 2003A-BV and Series 2003A-3V through Series 2003A-12V). In February 2004, the Corporation entered into two additional Swap Agreements in connection with its issuance of \$210 million of variable rate revenue bonds (Series 2004A-AV through Series 2004A-DV).

The intention of the Swap Agreements was to effectively hedge cash flows by changing the Corporation's interest rate on these bonds to a synthetic fixed rate of approximately 3.57 percent for the 2003 bond issue, including support costs and bond insurance fees.

In June 2008, without a change in the Swap Agreement rates, the Series 2003A-BV, Series 2003A-3V and Series 2003A-7V bonds were refunded with Series 2008B-BV2, Series 2008B-3V and Series 2008B-7V bonds to which the 2003 swaps now correspond. In addition, the Series 2004A-AV, Series 2004A-BV, Series 2004A-CV and Series 2004A-DV bonds were refunded with the Series 2008B-AV, Series 2008B-BV, Series 2008B-CV and Series 2008B-DV bonds.

In June 2009, the Corporation refunded the Series 2003A-5V, Series 2003A-6V, Series 2008B-CV, and Series 2008B-DV variable rate demand bonds ("VRDBs") and remarketed these bonds as fixed rate. As part of the refunding, the Corporation terminated the swaps to which the refunded bonds corresponded.

In September 2011, the Corporation refunded the Series 2008B-BV2 VRDBs with Series 2011A fixed rate bonds. As part of the refunding, the Corporation terminated the swaps to which the refunded bonds corresponded.

On March 22, 2018, the Corporation refunded the Series 2007A fixed rate bonds, Series 2008A fixed rate bonds, Series 2008B-AV VRDBs and 2008B-BV VRDBs with the Series 2018A fixed rate bonds. As part of the refunding, the Corporation terminated the 2004 swap agreement to which the 2008B-AV and 2008B-BV VRDBs refunded bonds corresponded.

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Notes to the Financial Statements Year Ended March 31, 2019

#### Terms of the Swap Agreement

The following table includes the terms for the Corporation's 2003 swap transaction:

	2003
Terms	Swap
Corresponding bond series	2003A-4V and
	2003A-8V
	2008B-3V and
	2008B-7V
Final maturity of bonds	April 1, 2024
Inception of Swap Agreement	February 20, 2003
Final maturity of related Swap Agreements	April 1, 2024
Swaps' notional amount	\$366.7 million
Variable rate bonds	\$367 million
Fixed payment rates paid to counterparties	3.15% to 3.26%
Variable payments received, computed as	65% of One-
	Month LIBOR
	(Weighted
	Average)

The variable rates on the bonds are determined by remarketing agents for bonds in the weekly interest rate mode. As of March 31, 2019, average rates were as follows:

Terms	2003 Swap Synthetic Rates
1 Cl ms	Rates
Fixed	3.21%
65% of One-Month LIBOR	(1.62%)
	1.59%
	2.14%
	3.73%

The fair value balances and notional amounts of derivative instruments outstanding at March 31 2019, classified by type and the changes in fair value of such derivative instruments for the year then ended as reported in the financial statements are as follows (amounts in millions):

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Notes to the Financial Statements Year Ended March 31, 2019

	Change in Fa	ir Value	Fair Value at March 31, 2019					
	Classification	<u>Amount</u>	Classification	Amount	<u>Notional</u>			
Cash Flow Hedge:								
Pay Fixed Interest Rate Swap	Deferred outflow	\$3.9	Derivative Instrument	(\$19.7)	\$366.7			

The interest rate swaps were evaluated to be effective hedges for accounting and financial reporting purposes at March 31, 2019. Accordingly, the fair value of the swaps at March 31, 2018 (\$23.6 million) and the increase in fair value of the swaps at March 31, 2019 of \$3.9 million are combined to arrive at the reported fair value of the swaps of \$19.7 million at March 31, 2019. The fair value of the swaps is combined with an unamortized deferred outflow of \$27.5 million and reported as a deferred inflow of \$7.8 million at March 31, 2019.

#### Fair Value of the Swap Agreements

The fair value for the swap agreements is the estimated exit price that assumes that a transaction occurs in the Corporation's principal market, or in the Corporation's most advantageous market in the absence of a principal market. Due to the fact that interest rates have changed since execution of the swaps, the Corporation's swap agreements have a negative fair value and therefore are in a liability position at March 31, 2019. The fair value was estimated using the income approach. This method calculates the future net settlement payments required by the swap, assuming that the current forward rates implied by the yield curve correctly anticipate future spot interest rates. These payments are then discounted using the spot rates implied by the current yield curve for hypothetical zero-coupon bonds due on the date of each future net settlement on the swap. The valuation of the swap agreements relies primarily on observable inputs, therefore, the swaps are classified in Level 2.

#### **Counterparty and Credit Risk of the Swap Agreements**

In concert with the Corporation's statute and guidelines, the Swap Agreements require that each counterparty has credit ratings from at least one nationally recognized statistical rating agency that is within the two highest investment grade categories. Ratings which are obtained from any other nationally recognized statistical rating agencies for such counterparty shall be within the three highest investment grade categories, or the payment obligations of the counterparty must be unconditionally guaranteed by an entity with such credit ratings. The Swap Agreements also require that, should the credit rating of a counterparty fall below the rating required, the obligations of such counterparty shall be fully and continuously collateralized by direct obligations of, or obligations the principal and interest on which are guaranteed by, the United States of America, with a net market value of at least 102 percent of the net market value of the contract to the Corporation, and such collateral shall be deposited with the Corporation or its agent.

At March 31, 2019, the credit ratings of the four counterparties with which the Corporation has Swap Agreements are as follows by Moody's, S&P and Fitch, respectively: Morgan Stanley, A3/BBB+/A; JP Morgan Chase Bank N.A., Aa2/A+/AA; UBS AG, Aa3/A+/AA-; and Societe Generale, A1/A/A.

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At March 31, 2019, two of the four counterparties that the Corporation has entered into interest rate swap agreements with, Morgan Stanley (since October 13, 2008) and Societe Generale (since December 9, 2011), had ratings (shown in preceding paragraph) that do not meet the requirement of a rating from at least one agency within the two highest investment grade categories. Furthermore, Morgan Stanley (since June 21, 2012) had a rating that is not in one of the three highest investment grade categories. Therefore, if the swap valuation was such that a termination payment was due to the Corporation from Morgan Stanley or Societe Generale, the relevant counterparty would have to post collateral. The Corporation monitors the credit position of its counterparties daily in order to be prepared to take appropriate action.

#### **Basis Risk of the Swap Agreements**

The Swap Agreements expose the Corporation to basis risk should the relationship between the LIBOR and actual variable rate payments converge, changing the effective synthetic rate on the bonds. The effect of this difference in basis is indicated by the difference between the intended synthetic rate (approximately 3.57 percent for the 2003 notional amount) and the actual synthetic rate. The approximate synthetic interest rate on the bonds at March 31, 2019 is reflected in the table on page 20.

#### **Termination Risk of the Swap Agreements**

The swap contract uses the International Swap Dealers Association Master Agreement, which includes standard termination events, such as failure to pay and bankruptcy. The schedule to the Master Agreement includes "additional termination events," providing that the swaps may be terminated if either the Corporation's or a counterparty's credit quality rating falls below certain levels. Either the Corporation or the counterparties may terminate the Swap Agreements if the other party fails to perform under the terms of the contract. If one or more of the Swap Agreements is terminated, the related variable rate bonds would no longer be hedged and the Corporation would no longer effectively be paying a synthetic fixed rate with respect to those bonds. Also, if at the time of termination the swap has a negative fair value, the Corporation would be liable to the counterparty for a payment equal to the Swap Agreement's fair value.

#### (5) Changes in Long-Term Liabilities

Long-term liability activity for the year ended March 31, 2019 was as follows (amounts in thousands):

Amounta

	Beginning Balance		Additions		Deletions		Ending Balance	Due Within One Year
Bonds payable	\$ 1,369,580	\$	-	\$	174,580	\$	1,195,000	\$ 373,325
Unamortized premium	75,320	_	-	_	16,066	_	59,254	 -
Net bonds payable	1,444,900		-		190,646		1,254,254	373,325
Other Liability:								
Derivative instruments –								
interest rate swaps	23,642	_	-		3,966	_	19,676	 
Total long-term liabilities	\$ 1,468,542	\$_		\$	194,612	\$_	1,273,930	\$ 373,325

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Notes to the Financial Statements Year Ended March 31, 2019

### (6) Explanation of Certain Differences between the Governmental Funds Balance Sheet and the Statement of Net Position

Long-term liabilities of the Corporation's activities are not due and payable in the current period and, therefore, are not reported as fund liabilities. All liabilities, both current and long-term, are reported in the Statement of Net Position. Fair value of swap derivatives and the related deferral are not recognized in the current period and, therefore, are not reported in the funds. The fair values of the swap derivatives and the related deferral are reported in the Statement of Net Position. The deferred loss on refunding bonds is not due and payable in the current period but is reported in the Statement of Net Position. Balances at March 31, 2019 were (amounts in thousands):

Bonds payable, net	\$ 1,254,254
Accrued interest on bonds payable	26,084
Fair value of swap derivatives	19,676
Deferred inflows of resources related to derivative instruments	7,817
Deferred outflows of resources related to deferred loss on refunding	(17,548)
Net adjustment	\$ 1,290,283

## (7) Explanation of Certain Differences between the Governmental Fund Statement of Revenues, Expenditures and Changes in Fund Balances and the Statement of Activities

Repayment of bond principal is reported as an expenditure in the governmental funds and, therefore, contributes to the change in fund balance. In the Statement of Net Position, however, repaying bond principal decreases long-term liabilities. Similarly, recognition of revenues and expenditures not expected to be received or paid in the current year will not affect the fund balance reported for the governmental funds. In the Statement of Activities prepared on the full accrual basis, however, all revenues and expenses are recognized in the year they are earned or incurred, regardless of when they are paid, and will therefore be reflected in the Statement of Activities. These differences in measurement recognition affect both the reported fund balance and reported net position. Adjustments required to be made to the reported governmental funds expenditures in order to arrive at the Statement of Activities for March 31, 2019 are as follows (amounts in thousands):

#### Adjustments to expenditures:

Net adjustment to expenditures	_	(187,361)
Net adjustment to arrive at interest expense		(2,567)
Amortization of premium on refunding of bonds		(16,066)
Amortization of loss on refunding of bonds		5,852
To bondholders for repayment of debt	\$	(174,580)
Repayment of bond principal:		