March 21, 2013
Exhibit "3-A"

NEW YORK POWER AUTHORITY

Financial Statements

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

NEW YORK POWER AUTHORITY

Table of Contents

	Page
Management Report (Unaudited)	20
Independent Auditors' Report	21
Management's Discussion and Analysis (Unaudited)	23
Balance Sheets	34
Statements of Revenues, Expenses and Changes in Net Position	36
Statements of Cash Flows	37
Notes to the Financial Statements	38
Required Supplementary Information (Unaudited)	
Schedule of Funding Progress for the Retiree Health Plan	72

Management Report

Management is responsible for the preparation, integrity and objectivity of the financial statements of the Power Authority of the State of New York (the Authority), as well as all other information contained in the Annual Report. The financial statements have been prepared in conformity with U.S. generally accepted accounting principles and, in some cases, reflect amounts based on the best estimates and judgments of management, giving due consideration to materiality. Financial information contained in the Annual Report is consistent with the financial statements.

The Authority maintains a system of internal controls to provide reasonable assurance that transactions are executed in accordance with management's authorization, that financial statements are prepared in accordance with U.S. generally accepted accounting principles and that the assets of the Authority are properly safeguarded. The system of internal controls is documented, evaluated and tested on a continuing basis. No internal control system can provide absolute assurance that errors and irregularities will not occur due to the inherent limitations of the effectiveness of internal controls; however, management strives to maintain a balance, recognizing that the cost of such system should not exceed the benefits derived.

The Authority maintains an internal auditing program to independently assess the effectiveness of internal controls and to report findings and recommend possible improvements to management. This program includes a comprehensive assessment of internal controls as well as testing of all key controls to ensure that the system is functioning as intended. Additionally, as part of its audit of the Authority's financial statements, KPMG LLP, the Authority's independent auditors, considers internal controls over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for purpose of expressing an opinion on the effectiveness of the Authority's internal controls over financial reporting. Management has considered the recommendations of its internal auditors, the Office of the State Comptroller (OSC), and the independent auditors concerning the system of internal controls and has taken actions that it believed to be cost-effective in the circumstances to respond appropriately to these recommendations. Based on its structure and related processes, management believes that, as of December 31, 2012, the Authority's system of internal controls provides reasonable assurance as to the integrity and reliability of the financial statements, the protection of assets from unauthorized use or disposition and the prevention and detection of fraudulent financial reporting.

The members of the Authority's Board of Trustees, appointed by the Governor, by and with the advice and consent of the Senate, are not employees of the Authority. The Trustees' Audit Committee meets with the Authority's management, its Vice President of Internal Audit and its independent auditors periodically, throughout the year, to discuss internal controls and accounting matters, the Authority's financial statements, the scope and results of the audit by the independent auditors and the periodic audits by the OSC, and the audit programs of the Authority's internal auditing department. The independent auditors, the Vice President of Internal Audit and the Vice President of Labor Relations & Chief Ethics and Compliance Officer have direct access to the Audit Committee.

Donald A. Russak
Chief Financial Officer

March 21, 2013

KPMG LLP
515 Broadway
Albany, NY 12207

Independent Auditors' Report

The Board of Trustees
Power Authority of the State of New York

Report on the Financial Statements

We have audited the accompanying financial statements of the Power Authority of the State of New York (the Authority), which comprise the balance sheets as of December 31, 2012 and 2011, and the statements of revenues, expenses and changes in net position, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits 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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Authority as of December 31, 2012 and 2011, and the changes in its net position and its cash flows for the years then ended, in accordance with U.S. generally accepted accounting principles.

Other Matters

Required Supplementary Information

U.S. generally accepted accounting principles require that management's discussion and analysis and the schedule of funding progress listed in the accompanying table of contents be presented to supplement the basic financial statements. Such information,

although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board 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 March ___, 2013 on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on 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 Authority's internal control over financial reporting and compliance.

March __, 2013

KPMG LLP, a U.S. limited liability partnership, is the U.S.
member firm of KPMG International, a Swiss cooperative.

Overview of the Financial Statements

This report consists of three parts: management's discussion and analysis, the basic financial statements, and the notes to the financial statements.

The financial statements provide summary information about the New York Power Authority's (the Authority) overall financial condition. The notes provide explanation and more details about the contents of the financial statements.

The Authority is considered a special-purpose government entity engaged in business-type activities and follows financial reporting for enterprise funds. The Authority's financial statements are prepared in accordance with generally accepted accounting principles (GAAP) as prescribed by the Governmental Accounting Standards Board (GASB). In accordance with GASB standards, the Authority has elected to comply with all authoritative pronouncements applicable to nongovernmental entities (i.e., Accounting Standards Codification of the Financial Accounting Standards Board) that do not conflict with GASB pronouncements.

Forward Looking Statements

The statements in this management's discussion and analysis (MD&A) that are not historical facts are forward-looking statements based on current expectations of future events and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. In addition, we, through our management, from time to time make forward-looking public statements concerning our expected future operations and performance and other developments. All of these forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those we expected. We therefore caution against placing substantial reliance on the forward-looking statements contained in this MD&A. All forward-looking statements included in this MD&A are made only as of the date of this MD&A and we assume no obligation to update any written or oral forward-looking statements made by us or on our behalf as a result of new information, future events or other factors.

Summary of Revenues, Expenses and Changes in Net Position

The following is a summary of the Authority's financial information for 2012, 2011, and 2010:

	2012	2011	2010	2012 vs. 2011 favorable (unfavorable)	2011 vs. 2010 favorable (unfavorable)
	(In millions, except percentages)				
Operating revenues	$ 2,673	$ 2,655	$ 2,568	1%	3%
Operating expenses:					
Purchased power	744	854	931	13	8
Fuel	228	258	224	12	(15)
Wheeling	598	548	528	(9)	(4)
Operations and maintenance	558	519	443	(8)	(17)
Depreciation	226	194	163	(16)	(19)
Total operating expenses	2,354	2,373	2,289	1	(4)
Operating income	319	282	279	13	1
Nonoperating revenues	120	145	138	(17)	5
Nonoperating expenses	264	192	236	(38)	19
Net income	175	235	181	(26)	30
Contributed capital	—	59	—		
Change in net position	175	294	181		
Net position – beginning	3,295	3,001	2,820	10	6
Net position – ending	$ 3,470	$ 3,295	$ 3,001	5	10

The following summarizes the Authority's financial performance for the years 2012 and 2011:

The Authority had net income of $175 million for the year ended December 31, 2012 compared to $235 million in 2011. The decrease in 2012 net income of $60 million was due to lower non-operating revenues of $25 million and higher non-operating expenses of $72 million partially offset by higher operating income of $37 million. Non-operating revenues were lower primarily due to reduced income on the investment portfolio attributable to the aging of fixed income securities combined with lower market interest rates. In addition, non-operating revenues for 2011 included a non-recurring gain of $11 million, which resulted from a claim settlement against the U.S. Department of Energy, relating to spent fuel disposal at the previously owned nuclear plants. Non-operating expenses were higher in 2012 primarily due to a $20 million higher voluntary contribution to New York State and the recognition of higher interest expense ($52 million) mostly related to interest expense on the capital lease of the Astoria Energy II (AEII) generating station, which began operations in July 2011. The additional interest expense related to AEII is recovered through customer rates along with the operating expenses for this facility.

Higher operating income in 2012 consisted of increased operating revenues of $18 million and lower operating expenses of $19 million. The increase in operating revenues was substantially attributable to a full year of operation at AEII compared to six months in 2011. Variation in purchased power was primarily due to lower costs resulting from lower prices and lower purchase volumes. Fuel costs were also lower due to lower prices partially offset by higher generation resulting from a full year of operations of AEII. Variations in depreciation, and operations and maintenance expenses from year to year were substantially attributable to the full year of operations at AEII. AEII is used to serve the New York City (NYC) governmental customers and related costs were offset by recoveries through operating revenues. Operations and maintenance expenses increased mainly due to the operations of AEII and the recognition of a full year of residential consumer discounts associated with Recharge New York Power Program (RNYPP) legislation. This legislation provides for the partial funding of such discounts from the sale of hydropower withdrawn from investor owned utilities.

Net position increased by $175 million in 2012 due to positive net income.

The Authority had net income of $235 million for the year ended December 31, 2011 compared to $181 million in 2010. The 2011 year increase of $54 million included higher operating income of $3 million, higher nonoperating revenues of $7 million and lower non-operating expenses of $44 million. Operating income was higher primarily due to higher net generation at Niagara resulting in higher energy sales into the New York Independent System Operator (NYISO) market. Large variations in purchased power, fuel and depreciation expenses from year to year were substantially attributable to the operation of the Astoria Energy II generating station (AEII) starting on July 1, 2011. This facility was utilized to serve the NYC governmental customers and related costs were offset by recoveries through operating revenues. Operations and maintenance expenses increased mainly due to the operation of AEII and the recognition of residential consumer discounts associated with the RNYPP legislation. This legislation provides for the partial funding of such discounts from the sale of hydro-power withdrawn from investor-owned utilities. Nonoperating expenses were lower in 2011 due to lower voluntary contributions to New York State ($82 million) partially offset by higher interest expenses ($38 million) primarily relating to AEII.

Operating Revenues

Operating revenues of $2,673 million in 2012 were $18 million or 1% higher than the $2,655 million in 2011, primarily due to higher Southeastern New York (SENY) governmental customer revenues resulting from increased third-party transmission ("wheeling charges"), which are recovered from the customers, and the full year of operation of AEII, partially offset by lower market-based energy revenues at the hydro facilities resulting from lower generation and lower energy prices.

Purchased Power and Fuel

Purchased power costs decreased by 13% in 2012 to $744 million from $854 million in 2011, primarily due to lower prices and lower purchase volumes attributable to the termination of the Power for Jobs and Energy Cost Savings Benefits programs effective June 30, 2012. Fuel costs were $30 million (12%) lower during 2012, also primarily due to lower prices partially offset by higher generation resulting from a full year of operations of AEII, which is one of the resources utilized to serve the NYC governmental customers.

Operations and Maintenance (O&M)

O&M expenses increased by $39 million, or 8%, in 2012 to $558 million, primarily due to expenditures relating to residential consumer discounts associated with the RNYPP ($58 million), and a full year of AEII O&M expense ($15 million) in 2012, compared to a half a year in 2011, partially offset by decreases in Power for Jobs program-related expenses ($30 million) such as rebates, restitution and voluntary contributions to New York State.

Nonoperating Revenues

For 2012, nonoperating revenues decreased by $25 million, or 17%, primarily due to reduced income on the investment portfolio attributable to the aging of fixed income securities combined with lower market interest rates. Nonoperating income in 2011 also included an $11 million settlement of the spent nuclear fuel claim against the United States Department of Energy. Nonoperating revenues for 2012 and 2011 include income recognition of $71.7 million and $72 million, respectively, resulting from a value-sharing agreement relating to the nuclear power plants sold by the Authority to subsidiaries of Entergy Corporation in 2000. See note 11(a) "Nuclear Plant Divestiture," of notes to the financial statements, for additional information.

Nonoperating Expenses

For 2012, nonoperating expenses increased by $72 million, or 38%, primarily due to an increase of $20 million in the Authority's voluntary contribution to New York State ($85 million) and an increase of $52 million in interest expenses primarily related to the capitalized lease obligation recorded for AEII.

Cash Flows

During 2012, the Authority generated cash flows of $391 million from operations compared to $412 million in 2011. Cash flows from operating activities for 2012 were lower than 2011 primarily due to higher expenditures related to the residential consumer discount program associated with RNYPP.

Net Generation

Net generation for 2012 was 28.1 million megawatt-hours (MWh) essentially unchanged from the level generated in 2011. Net generation from the Niagara (13.4 million MWh) and St. Lawrence (6.7 million MWh) plants were 9% and 8%, respectively, lower than 2011 due to lower water flows. During 2012, net hydro generation was approximately 99% of long-term average and below 2011, which was 108% of long-term average. Combined net generation of the fossil fuel plants for 2012 was 7.99 million MWh, or 27% higher than 2011 (6.3 million MWh), with the bulk of the 1.7 million MWh increase attributable to a full year of operations at AEII.

Summary Balance Sheets

The following is a summary of the Authority's balance sheets for 2012, 2011, and 2010:

	2012	2011	2010	2012 vs. 2011	2011 vs. 2010
	(In millions, except percentages)				
Current assets	$ 1,875	$ 1,692	$ 1,550	11%	9%
Capital assets	4,819	4,910	3,697	(2)	33
Other noncurrent assets	2,320	2,224	2,143	4	4
Deferred outflows	107	209	231	(49)	(10)
Total assets & deferred outflows	$ 9,121	$ 9,035	$ 7,621	1	19
Current liabilities	$ 1,030	$ 982	$ 938	5	5
Noncurrent liabilities	4,621	4,758	3,682	(3)	29
Total liabilities	5,651	5,740	4,620	(2)	24
Net position	3,470	3,295	3,001	5	10
Total liabilities and net position	$ 9,121	$ 9,035	$ 7,621	1	19

The following summarizes the Authority's balance sheet variances for the years 2012 and 2011:

In 2012, current assets increased by $183 million (11%) to $1,875 million primarily due to increases in investments reflecting the investment of cash generated by operations and cash. Capital assets decreased by $91 million (2%) to $4,819 million, primarily due to a full year of depreciation related to AEII capital lease, offset by additions to construction in progress. Other noncurrent assets increased $96 million (4%) primarily due to an increase in the Decommissioning Trust Fund investment portfolio and energy efficiency program work in progress, partially offset by a decrease in the capital fund investment portfolio and other deferred charges. Deferred outflows decreased by $102 million (49%) primarily due to the expiration of a medium-term forward energy swap in December 2012. Current liabilities increased by $48 million (5%), to $1,030 million, primarily due to increases in liabilities related to short-term debt ($57 million), reclassifications related to the Niagara relicensing ($12 million), long-term debt and capital lease obligations due within one year ($12 million) and other various accruals ($23 million) partially offset by decreases in fair market values related to the Authority's energy commodity hedging transactions ($59 million). Noncurrent liabilities decreased by $137 million (3%) to $4,621 million primarily due to the decreases in long-term debt resulting from reclassifications to long-term debt due within one year and scheduled repayments of debt ($132 million), risk management activities – derivatives ($45 million), Niagara relicensing ($26 million), and various other deferred credits ($46 million) partially offset by increases in the nuclear plant decommissioning obligation ($96 million) and the issuance of $25 million Subordinated Notes, Series 2012. The increase in the nuclear plant decommissioning obligation reflects the increase in investment earnings of the decommissioning fund (i.e., the Authority's obligation is limited to no more than the amount in the decommissioning fund and therefore the liability increases or decreases to reflect the fair value of the decommissioning fund). The changes in net assets for 2012 and 2011 are discussed in the summary of revenues, expenses and changes in net assets in this Management's Discussion and Analysis.

In 2011, current assets increased by $142 million (9%) to $1,692 million primarily due to increases in investments ($127 million) reflecting the investment of cash generated by operations and cash ($15 million). Capital assets increased by $1,213 million (33%) to $4,910 million primarily due to the capitalization of lease payments related to AEII ($1,241 million) in July 2011. Deferred outflows decreased by $22 million (10%) primarily due to net change in fair value of derivatives related to risk management activities. Current liabilities increased by $44 million (5%), to $982 million, primarily due to changes in fair market values related to the Authority's energy commodity hedging transactions ($31 million) and an increase in short-term debt ($51 million) relating to the Authority's Energy Services programs, offset by a decrease in long-term debt due within one year ($39 million). Long-term liabilities increased by $1,076 million (29%), to $4,758 million, primarily due to the capitalized lease obligation relating to AEII ($1,225 million) and an increase in the nuclear plant decommissioning obligation ($58 million), offset by decreases in long-term debt resulting from reclassifications to long-term debt due within one year and early termination of debt ($145 million) and a decrease in liabilities related to risk management activities – derivatives ($54 million). The increase in the nuclear plant decommissioning obligation reflects the increase in the market value of the decommissioning fund. The changes in net assets for 2011 and 2010 are discussed in the summary of revenues, expenses and changes in net assets in this Management's Discussion and Analysis.

Capital Asset and Long-Term Debt Activity

The Authority currently estimates that it will expend approximately $1,292 million for various capital improvements over the five-year period 2013-2017. The Authority anticipates that these expenditures will be funded using existing construction funds, internally generated funds and additional borrowings. Such additional borrowings are expected to be accomplished through the issuance of commercial paper notes and/or the issuance of long-term fixed rate debt. Projected capital requirements during this period include (in millions):

Projects:		
Plant Modernization Program (Lewiston Pump Generating Plant and St. Lawrence)	$	262
MA1 and MA2 Transmission Line		166
Switchyard Modernization Program (St. Lawrence, Niagara, Blenheim-Gilboa, Clark Energy Center)		123
Relay Replacement Program (St. Lawrence, Niagara)		105
Marcy-South Series Compensation		58
Stator Rewind and Restack Projects (Niagara, St. Lawrence)		42
Relicensing Compliance/Implementation (B-G, Niagara, St. Lawrence)		38
765/230KV Autotransformer Replacement (Massena)		38
PV-20 Line Assessment/Replacement/Submerged Portion		37
Replacement of Superstructure Bridges (Niagara)		32
St. Lawrence Generator Step-up Transformer Replacement		26
St. Lawrence Headgate Automation		21
Shunt Reactor (Coopers Corners)		11
Quick Start Modification Projects (500 MW, Small Clean Power Plants)		10
Energy Control Center Operation Backup		10
Enterprse Infrastructure Purchases		9
IT Initiatives		17
Other (projects less than $9 million)		287
	$	1,292

In addition, the Authority's capital plan includes the provision of $1,242.5 million in financing for Energy Services and Technology projects to be undertaken by the Authority's governmental customers and other public entities in the State. It should also be noted that due to projects currently under review as well as energy initiatives announced in the Governor's State of the State address, there is a potential for significant increases in the capital expenditures indicated in the table above. Such additional capital expenditures would be subject to evaluation and Trustee approval.

In December 2012, the Authority's Trustees approved a $726 million Transmission Life Extension and Modernization ("LEM") Program on the Authority's Transmission system. The Transition LEM Program encompasses transmission assets in the Central, Northern and Western regions of New York and will include work to be done such as upgrades, refurbishments and replacements associated with switchyards and substations, transmission line structures or towers and associated hardware and replacement of the submarine cable on PV-20. Reinvestment in this strategic component of the Authority's overall mission supports the repair, upgrade and/or expansion of the transmission infrastructure. The Authority intends to finance this LEM Program with internal funds and proceeds from tax-exempt obligations to be issued by the Authority.

In June 2010, the Authority's Trustees approved a $460 million Life Extension and Modernization ("LEM") Program at the Niagara project's Lewiston Pump-Generating Plant, of which $253 million of expenditures have been authorized and $48 million spent as of December 31, 2012. The work to be done includes a major overhaul of the plant's 12 pump turbine generator units. This LEM Program will increase pump and turbine efficiency, operating efficiency, and the peaking capacity of the overall Niagara project. The Authority filed an application with the Federal Energy Regulatory Commission (FERC) for a non-capacity license amendment in connection with the program on December 15, 2011 and supplemented it on February 15, 2012. The amendment was approved with a FERC order issued on April 25, 2012. The unit work began in late 2012, with the final unit to be completed in 2020.

By order issued March 15, 2007, FERC issued the Authority a new 50-year license for the Niagara Project effective September 1, 2007. In doing so, FERC approved six relicensing settlement agreements entered into by the Authority with various public and private entities. By decision dated March 13, 2009, the U.S. Court of Appeals for the District of Columbia Circuit denied a petition for review of FERC's order filed by certain entities, thereby concluding all litigation involving FERC's issuance of the new license. In 2007, the Authority estimated that the capital cost associated with the relicensing of the Niagara project would be approximately $495 million. This estimate does not include the value of the power allocations and operation and maintenance expenses associated with several habitat and recreational elements of the settlement agreements. As of December 31, 2012, the balance in the liability associated with the relicensing on the balance sheet is $301 million ($33 million in current and $268 million in noncurrent liabilities).

In addition to internally generated funds, the Authority issued additional debt obligations in October 2007 to fund, among other things, Niagara relicensing costs. The costs associated with the relicensing of the Niagara project, including the debt issued therefore, were incorporated into the cost-based rates of the project beginning in 2007.

More detailed information about the Authority's capital assets is presented in notes 2 and 5 of the notes to the financial statements.

Capital Structure

	2012	2011	2010
		(In millions)	
Long-term debt, net of current maturities:			
Senior:			
Revenue bonds	$ 1,012	$ 1,064	$ 1,111
Adjustable rate tender notes	106	115	122
Subordinated:			
Subordinated Notes, Series 2012	24	—	—
Commercial paper	102	173	264
Total long-term debt, net of current maturities	1,244	1,352	1,497
Net position	3,470	3,295	3,001
Total capitalization	$ 4,714	$ 4,647	$ 4,498

In November 2012, the Authority's Trustees authorized the issuance of Subordinated Notes, in a principal amount not to exceed $30 million for the purpose of accelerating the funding for the State Parks Greenway Fund, which was established pursuant to the Niagara Relicensing Settlement entered into by the Authority and the New York State Office of Parks, Recreation & Historic Preservation in connection with the Niagara project's relicensing. The Authority issued the Subordinated Notes, Series 2012 (Subordinated Notes) on December 18, 2012 in the amount of $25 million. These Subordinated Notes are subordinate to the Series 2002 A Revenue Bonds, the Series 2003 A Revenue Bonds, the Series 2006 A Revenue Bonds, the Series 2007 A, B, and C Revenue Bonds, the Series 2011 A Revenue Bonds and the Adjustable Rate Tender Notes.

In July 2011, the Authority's Trustees authorized the issuance of up to $341 million of additional revenue bonds for the purpose of refunding certain revenue bonds and commercial paper and/or extendible commercial paper notes. In September 2011, the Authority issued $108.4 million of Series 2011 A Revenue Bonds (2011 Bonds). The proceeds from the issuance of the 2011 Bonds and cash-on-hand were used to (i) refund $77.2 million of the Authority's Series 2000 A Revenue Bonds; (ii) defease $41.7 million of the Authority's Series 2002 A Revenue Bonds; and (iii) pay financing and other costs relating to the issuance of the 2011 Bonds.

During 2012, considering the issuance of the 2012 Subordinate Notes, long-term debt, net of current maturities, decreased by $108 million, primarily due to scheduled maturities, early extinguishments of debt and cash funding of capital expenditures.

During 2011, taking into account the issuance of the 2011 Bonds for the refunding of certain bonds, long-term debt, net of current maturities, decreased by $145 million primarily due to scheduled maturities, early extinguishments of debt other than the refunded debt and cash funding of capital expenditures.

Total debt to equity ratio as of December 31, 2012, decreased to .51-to-1 from .55-to-1 as of December 31, 2011 and from 1.56 in 2002. Total debt as of December 31, 2012 ($1.77 billion) is at its lowest level since December 31, 1975 ($1.64 billion).

Debt Ratings

	Moody's	Standard & Poor's	Fitch
NYPA's underlying credit ratings:			
Senior debt:			
Long-term debt (a)	Aa2	AA-	AA
Adjustable rate tender notes	Aa2/VMIG1	AA-/A-1+	N/A
Subordinate debt:			
Subordinate Note, Series 2012	N/A	N/A	AA
Commercial paper	P-1	A-l	F1+

(a) Long term debt includes certain bonds - Series 2007 A, B and C Revenue Bonds, Series 2006 A Revenue Bonds and Series 2003 A Revenue Bonds - which are covered by Municipal bond insurance. In November 2011, S&P downgraded Assured Guaranty Municipal Corp's AA+ rating (formerly Financial Security Assurance Inc.) to AA-. All other bond insurers' ratings are no longer above the Authority's underlying rating and/or are no longer rated. Consequently, the insured bonds carry the Authority's underlying rating set forth in the table above. The impact of the bond insurers' credit downgrades on the market value of the Authority's insured bonds was not discernible because of the Authority's strong underlying ratings.

The Authority has a revolving credit agreement (Agreement) with The Bank of Nova Scotia, which terminates on September 1, 2015, to provide a supporting line of credit for the purpose of repaying, redeeming or purchasing the Adjustable Rate Tender Notes. Under the Agreement, the Authority may borrow up to the outstanding principle of the ART Notes, which at December 31 2012 was $115 million. The Agreement provides for interest on outstanding borrowings at either (i) the Federal Funds Rate plus a percentage, or (ii) a rate based on the London Interbank Offered Rate (LIBOR) plus a percentage. The Authority expects that it will be able to renew or replace this Agreement as necessary. In addition, the Authority also has a $550 million line of credit (with a syndicate of banks supporting the Commercial Paper Notes which line expires January 20, 2014. As of December 31, 2012 and 2011, there were no outstanding borrowings under either the Agreement supporting the ART Notes or line of credit supporting the Commercial Paper Notes. More detailed information about the Authority's debt is presented in note 6 of notes to the financial statements.

In December 2012, Fitch Ratings affirmed the Authority's senior and subordinate debt ratings. In January 2013, Standard & Poor's Rating Service affirmed the Authority's senior and subordinate debt ratings and also assigned a positive outlook. Moody's Investor Service, Inc. affirmed the Authority's senior and subordinate debt ratings in September 2011.

Risk Management

The objective of the Authority's risk management program is to manage the impact of interest rate, energy commodity price and fuel cost volatility on its earnings and cash flows. To achieve these objectives, the Authority's Trustees have authorized the use of various interest rate, energy-price and fuel-price forward instruments for hedging purposes. In addition, the Authority also has a program designed to assess and manage enterprise-wide risk across the Authority.

The Authority's Senior Vice President and Chief Risk Officer reports to the Executive Vice President and Chief Financial Officer and is responsible for establishing procedures for identifying, reporting and controlling energy commodity exposure and risk exposure connected with enterprise-wide risk. In addition, the Authority also has an Executive Risk Management Committee (ERMC) established pursuant to its Trustee authorized Governing Policy for Energy Risk Management, which is chaired by the Executive Vice President and Chief Financial Officer. The ERMC oversees and provides guidance for the implementation of the Authority's Energy Risk Management Program.

On July 21, 2010, President Obama signed into law the Dodd-Frank Wall Street Reform and Consumer Protection Act ("DF Act") which addresses, among other things, interest rate and energy related commodity swap transactions of the type in which the Authority engages ("Swaps"). The requirements and processes are set forth in regulations promulgated by the Commodities Futures Trading Commission ("CFTC"). Pursuant to CFTC rules, thus far, the Authority, as a public entity and electric utility which uses swaps solely to manage its risk, will be exempted from posting collateral beyond that of any existing credit support annexes in support of its open over-the-counter ("OTC") hedge positions. These CFTC rules are not anticipated to have significant impact on the Authority's liquidity and/or future risk mitigation activities. CFTC DF Act rules are still being promulgated, and Authority will continue to track their potential impact on the Authority's liquidity and/or future risk mitigation activities.

Economic Conditions

Competitive Environment

The Authority's mission is to provide clean, low-cost, and reliable energy consistent with its commitment to the environment and safety, while promoting economic development and job development, energy efficiency, renewables and innovation, for the benefit of its customers and all New Yorkers. The Authority's financial performance goal is to have the resources necessary to achieve its mission, to maximize opportunities to serve its customers better and to preserve its strong credit rating.

According to the National Bureau of Economic Research, a recession in the United States began in December 2007 and ended in June 2009. However, the economy continues to grow slowly and unemployment remains high. Forecasted recovery time for these economic conditions ranges from a few to many years. In this environment, the Authority has continued to utilize its financial flexibility to support its mission and its customers.

To maintain its position as a low cost provider of power in a changing environment, the Authority has undertaken and continues to carry out a multifaceted program, including: (a) the upgrade and relicensing of the Niagara and St. Lawrence-FDR projects; (b) long-term supplemental electricity supply agreements with its governmental customers located mainly within the City of New York (NYC Governmental Customers); (c) construction of a 500-megawatt (MW) combined-cycle electric generating plant at the Authority's Poletti plant site (500-MW plant); (d) a long-term electricity supply contract with Astoria Generating LLC for the purchase of the output of a new 550-MW power plant in Astoria, Queens, which entered into service on July 1, 2011; (e) a significant reduction of outstanding debt; and (f) implementation of an energy and fuel risk management program. The Authority operates in a competitive and sometimes volatile market environment. Volatility in the energy market has impacted the Authority in its role as a buyer and until recent years had resulted in higher costs of purchased power and fuel in its NYC Governmental Customer and other market areas. The NYC Governmental Customer market cost situation is mitigated by the cost-recovery provisions in the long-term supplemental electricity supply agreements and generation from the Authority's 500-MW plant. The Authority also has implemented a restructuring program for its long-term debt through open-market purchases, early retirements and refundings, which has resulted in cost savings and increased financial flexibility. The Authority can give no assurance that even with these measures it will not lose customers in the future as a result of the restructuring of the State's electric utility industry and the emergence of new competitors or increased competition from existing participants. In addition, the Authority has a variety of legal restrictions on its ability to market its power and energy on a competitive basis.

Rate Actions

Power and energy from the St. Lawrence-FDR and Niagara hydroelectric facilities are sold to municipal electric systems, rural electric cooperatives, industrial and other business customers, certain public bodies, investor-owned utilities, and out-of-state customers, as provided for under the state and federal laws. The charges for firm and/or firm peaking power and associated energy sold by the Authority, as applicable, to the fifty-one municipal electric systems and rural electric cooperatives in New York State, two public transportation agencies, three investor-owned utilities for the benefit of rural and domestic customers, and seven out-of-state public customers have been established on the basis of the cost to serve these loads. These charges are among the lowest found throughout the United States. In November 2011, the Authority's Trustees approved a 41-month rate plan providing for certain phased-in increases to these rates which result in effective hydro rate increases of 5.5% on December 1, 2011 and annual increases of approximately 5.5% from May 1, 2012 to May 1, 2014.

Niagara's expansion and replacement power industrial customers and St. Lawrence-FDR's industrial customers are allocated over 40% of the firm contract demand of the plants. Their rates are subject to annual adjustment based on the average of three contractually agreed-upon economic indices reflecting changes in industrial energy prices. In March 2009, the Authority suspended the application of these indices, but effective September 1, 2011, the application of these indices was reinstated resulting in an increase in these rates. The effective 2012 industrial rates increased revenue by approximately $8.5 million during the year.

In an order issued January 27, 1999, the Federal Energy Regulatory Commission ("FERC") approved the use of a $165.4 million transmission system revenue requirement in developing rates for use of NYPA's transmission facilities in the NYISO market. FERC also approved, among other things, the imposition of a NYPA Transmission Adjustment Charge ("NTAC") and the NYPA Transmission Service Charges ("TSC") which are the tariff elements established to effect full recovery of the Authority's annual transmission revenue requirement. In July 2012, the Authority filed for its first requested increase in the revenue requirement with FERC since the implementation of the NYISO. A number of NYISO market participants challenged the level of the increase and settlement talks have been ongoing as of December 31, 2012. A ruling by FERC on the settled rate increase, likely in the $10 million range annually, is expected in the first half of 2013 with the increase being retroactive to August 1, 2012.

Power Programs for Business

In December 2010, the Governor approved long-term contract extensions for the continued supply of low-cost hydropower to more than 100 of Western New York's leading companies. These expansion and replacement power customers, who account for more than 70 percent of the manufacturing jobs in the region, are integral to the area's economy with wide-ranging impacts associated with spinoff jobs, payments to suppliers for goods and services, local tax revenues and financial support of local communities and organizations. In addition to other actions and programs aimed at creating and maintaining jobs, the Authority has also used low cost energy to attract businesses to New York State.

In 2011, Chapter 60 (Part CC) of the Laws of 2011 (Chapter 60) established a new economic development permanent power program which commenced July 1, 2012, the Recharge New York Power Program ("RNYPP"), to replace and expand upon a previous array of economic development programs, most prominently, the Power for Jobs ("PFJ") and Energy Cost Savings Benefits ("ECSB") programs.

The RNYPP is a new power program, administered by the Authority, which has as its central benefit up to 910 MW of low cost power, comprised of up to 455 MW of hydropower from the Niagara and St. Lawrence-FDR Projects and up to 455 MW of other power procured by the Authority from other sources. The 910 MW of power is available for allocation as provided by Chapter 60 to eligible new and existing businesses and not-for-profit corporations under contracts of up to seven years. RNYPP was effective beginning July 1, 2012. The RNYPP legislation also temporarily extended the Power for Jobs (PFJ) and Energy Cost Savings Benefit (ECSB) programs through June 30, 2012 at which time the two programs terminated.

The hydropower used for the RNYPP was power formerly used to provide discounted electricity to domestic and rural customers of the three private utilities that serve upstate New York. To mitigate the impacts from the redeployment of this hydropower for the RNYPP, Chapter 60 created a "Residential Consumer Discount Program" (RCDP). The RCDP authorizes the Authority, as deemed feasible and advisable by its Trustees, to provide annual funding of $100 million for the first three years following withdrawal of the hydropower from the residential and farm customers, $70 million for the fourth year, $50 million for the fifth year, and $30 million each year thereafter, for the purpose of funding a residential consumer discount program for those customers that had formerly received the hydropower that is utilized in the RNYPP. Chapter 60 further authorizes the Authority, as deemed feasible and advisable by the Trustees, to use revenues from the sales of hydroelectric power, and such other funds of the Authority, as deemed feasible and advisable by the Trustees, to fund the RCDP. The Authority's Trustees have authorized the release of $250 million in support of the RCDP through January 2014. The Authority supplemented the market revenues through the use of internal funds, from the start of the program through December 31, 2012, totaling cumulatively $60 million. Operations and maintenance expenses included $100 million and $42 million of residential consumer discounts for the years ended December 31, 2012 and 2011, respectively.

Effective March 30, 2012, Chapter 58 (Part GG) of the Laws of 2012 (Chapter 58) created the Western New York Power Proceeds Act (WNYPPA). The WNYPPA authorizes the Authority, as deemed feasible and advisable by the Trustees, to deposit net earnings from the sale of unallocated Expansion Power and Replacement Power from the Authority's Niagara project into an account administered by the Authority known as the Western New York Economic Development Fund (Fund). Net earnings are defined as any excess revenues earned from such power sold into the wholesale market over the revenues that would have been received had the power been sold at the Expansion Power and Replacement Power rates. Proceeds from the Fund may be used to support eligible projects undertaken within a 30-mile radius of the Niagara power project that satisfy applicable criteria. Chapter 58 also establishes a five-member Western New York Power Allocations Board, which is appointed by the Governor.

Chapter 58 also repealed Chapter 436 of the Laws of 2010 which had created a similar program that could not be effectively implemented. In June 2012, the Authority's Trustees approved the release of up to $20 million in net earnings, calculated for the period August 30, 2010 through December 31, 2012 as provided in the legislation, for deposit into the Fund. Payments from the Power Authority to the fund for 2013 to 2016 are estimated to be in the range of $5 million to $11 million annually.

New York State Legislation

The Authority is requested, from time to time, to make financial contributions or transfers of funds to the State. Any such contribution or transfer of funds must (i) be authorized by law (typically, legislation enacted in connection with the State budget), and (ii) satisfy the requirements of the Bond Resolution. The Bond Resolution requirements to withdraw moneys "free and clear of the lien and pledge created by the (Bond) Resolution" are as follows: (1) such withdrawal must be for a "lawful corporate purpose as determined by the Authority," and (2) the Authority must determine "taking into account, among other considerations, anticipated future receipt of Revenues or other moneys constituting part of the Trust Estate, that the funds to be so withdrawn are not needed" for (a) payment of reasonable and necessary operating expenses, (b) an Operating Fund reserve for working capital, emergency repairs or replacements, major renewals, or for retirement from service, decommissioning or disposal of facilities, (c) payment of, or accumulation of a reserve for payment of, interest and principal on senior debt, or (d) payment of interest and principal on subordinate debt.

In May 2011, the Authority's Trustees adopted a policy statement (Policy Statement) that relates to, among other things, voluntary contributions, transfers, or other payments to the State by the Authority after that date. The Policy Statement provides, among other things, that in deciding whether to make such contributions, transfers, or payments, the Authority shall use as a reference point the maintenance of a debt service coverage ratio of at least 2.0, in addition to making the other determinations required by the Bond Resolution. The Policy Statement may at any time be modified or eliminated at the discretion of the Authority's Trustees.

Legislation enacted into law, as part of the 2000-2001 State budget, as amended up to the present time, has authorized the Authority as deemed feasible and advisable by the trustees, to make a series of voluntary contributions into the State treasury in connection with the Power for Jobs (PFJ) Program and for other purposes as well. The PFJ Program, which had been extended to June 30, 2012, has ended and was replaced by the RNYPP, discussed above and in note 12(b) "Recharge New York Power Program" of the notes to the financial statements. Pursuant to Chapter 59 of the Laws of 2012, the Authority, as deemed feasible and advisable by its Trustees, has been authorized to make an additional voluntary contribution to the State unrelated to the PFJ program.

In 2012 and 2011, the Authority made $85 million, and $65 million, respectively, in contributions to the State that are not related to the PFJ Program and which were recorded as nonoperating expenses in the year ended December 31, 2012 and 2011 statements of revenues, expenses and changes in net position. These contributions were consistent with the related State fiscal year budgets and were authorized by the Authority's Trustees. The 2012 contributions of $85 million include $10 million that was paid to Empire State Development in December 2012 to support the New York State Open for Business economic development initiative in lieu of the voluntary contributions to the State's General Fund for the State fiscal year 2012-2013. An additional $40 million was paid to support this initiative in January 2013 pursuant to Trustee approval and this amount will be recognized as a nonoperating expense in the Authority's 2013 fiscal year. Cumulatively through December 31, 2012, the Authority has made voluntary contributions to the State totaling $475 million in connection with the PFJ Program and $427 million unrelated to the PFJ Program.

Temporary Asset Transfers

In addition to the authorization for voluntary contributions, as a result of budget legislation enacted in February 2009, the Authority was requested to provide temporary asset transfers to the State of funds held in reserves. Pursuant to the terms of a Memorandum of Understanding dated February 2009 (MOU) between the State, acting by and through the State's Director of Budget, and the Authority, the Authority agreed to transfer approximately $215 million associated with its Spent Nuclear Fuel Reserves (Asset B) by March 27, 2009. The Spent Nuclear Fuel Reserves are funds that had been set aside for payment to the federal government sometime in the future when the federal government accepts the spent nuclear fuel for permanent storage. The MOU provides for the return of these funds to the Authority, subject to appropriation by the State Legislature and the other conditions described below, at the earlier of the Authority's payment obligation related to the transfer and disposal of the spent nuclear fuel or September 30, 2017. Further, the MOU provides for the Authority to transfer within 180 days of the enactment of the 2009-2010 State budget $103 million of funds set aside for future construction projects (Asset A), which amounts would be returned to the Authority, subject to appropriation by the State Legislature and the other conditions described below, at the earlier of when required for operating, capital or debt service obligations of the Authority or September 30, 2014. Both transfers were approved by the Authority's Trustees and made in 2009.

The MOU provides that the obligation of the State to return all or a portion of an amount equal to the moneys transferred by the Authority to the State is subject to annual appropriation by the State Legislature. Further, the MOU provides that as a condition to any such appropriation for the return of the monies earlier than September 30, 2017 for the Spent Nuclear Fuel Reserves and earlier than September 30, 2014 for the construction projects, the Authority must certify that the monies available to the Authority are not sufficient to satisfy the purposes for which the reserves, which are the source of the funds for the transfer, were established.

In February 2009, the Authority's Trustees authorized the execution of the MOU relating to the temporary transfers of Asset B ($215 million) and Asset A ($103 million) and such transfers were made in March 2009 and September 2009, respectively, following Trustee approval.

The Authority has classified the transfers of Assets A and B ($318 million) as a long-term loan receivable. In lieu of interest payments, the State has waived certain future payments from the Authority to the State. The waived payments include the Authority's obligation to pay until September 30, 2017, the amounts to which the State is entitled under a governmental cost-recovery process for the costs of central governmental services. These payments would have been approximately $5 million per year based on current estimates but the waiver is limited to a maximum of $45 million in the aggregate during the period. Further, the obligation to make payments in support of certain State park properties and for the upkeep of State lands adjacent to the Niagara and St. Lawrence power plants is waived from April 1, 2011 to March 31, 2017. These payments would have been approximately $8 million per year but the waiver would be limited to a maximum of $43 million for the period. The present value of the waivers approximates the present value of the lost interest income.

New York State Executive Budget

The Governor's Executive Budget for State Fiscal Year 2013-2014, released in January 2013, contains language authorizing the Authority, as deemed feasible and advisable by its Trustees, to (i) make a contribution to the State treasury to the credit of the General Fund, or as otherwise directed in writing by the Director of the Budget, in an amount of up to $90 million for the State fiscal year commencing April 1, 2013, the proceeds of which will be utilized for economic development, energy efficiency, or energy cost mitigation purposes, and (ii) transfer up to $25 million of any such contribution by June 30, 2013 and the remainder of any such contribution by March 31, 2014.

As part of his Executive Budget plan, Governor Andrew M. Cuomo has proposed the creation of a new $50 million Innovation Venture Capital Fund (IVCF) to provide early-stage funding to incentivize new business formation and growth in New York State. The proposal indicates that such IVCF would be administered by the Empire State Development Corporation (ESD), and funded by Authority funds and funds redirected from underutilized investment programs administered by ESD. The proposed budget legislation has not yet been enacted into law. A portion of the $90 million that would be authorized if the budget is adopted as proposed may be considered for this purpose.

New York Energy Highway

In his January 2012 State of the State address, Governor Andrew M. Cuomo announced the New York Energy Highway initiative which is envisioned as a public-private partnership to upgrade and modernize the State's electric power system. The Governor formed a task force comprised of various State officials to oversee implementation of the initiative (Task Force) which is co-chaired by the Authority's President and Chief Executive Officer, Gil C. Quiniones. In April 2012, the Task Force issued a request for information seeking ideas and proposals in furtherance of the initiative. Approximately 85 organizations responded to the Task Force's request for information and the responses included a large number of different generation and transmission project proposals. Based on the response of all these organizations, the Energy Highway Task Force issued an action plan in October 2012. The resulting Energy Highway Blueprint, calling for public and private investments in the State's energy system of about $5.7 billion over the next five to 10 years, proposed 13 specific actions, divided among four major categories: Expand and Strengthen the System, Accelerate Construction and Repair, Support Clean Energy and Technology Innovation. All of the 13 actions are underway at this point, moving forward on or ahead of the schedule the Task Force established. Two prominent actions discussed in the Blueprint include (i) the initiation of electric transmission upgrades to move excess power from upstate to downstate, and (ii) the creation of contingency plans to prepare for large generator retirements.

In response to the request for information, the New York Transmission Owners (NYTOs), comprised of the State's largest private utilities, the Long Island Power Authority, and the Authority, indicated that they were exploring the creation of a new Statewide transmission entity (NY Transco) to pursue development, construction, operation, and ownership of new transmission projects. The NYTOs proposed to the Task Force several transmission projects that could be undertaken by a NY Transco entity.

Other recommended actions, some of which will include the Authority, are investments to improve the reliability, safety and storm resilience in the areas of electric generation and transmission and natural gas distribution, facilitation of clean and renewable energy development, and funding of "Smart-Grid" technologies to improve the transmission system performance.

Build Smart NY Initiative

On December 28, 2012, Governor Andrew M. Cuomo issued Executive Order No. 88 directing state agencies collectively to reduce energy consumption in state-owned and managed buildings by 20 percent within seven years – an initiative designed to produce significant savings for New York taxpayers, generate jobs, and significantly reduce greenhouse gas emissions. To meet this initiative, the Governor launched Build Smart NY, a plan to strategically implement the Executive Order by accelerating priority improvements in energy performance. The Authority offered to provide $450 million in low-cost financing for this initiative for state owned buildings and an additional $350 million for towns and municipalities.

Contacting the Authority

This financial report is designed to provide our customers and other interest parties with a general overview of the Authority's finances. If you have any questions about this report or need additional financial information, contact the New York Power Authority, 123 Main Street, White Plains, New York 10601-3107.

NEW YORK POWER AUTHORITY

Balance Sheets

(In millions)

	December 31, 2012	December 31, 2011
Assets and Deferred Outflows		
Current Assets:		
Cash and cash equivalents	$ 77	$ 65
Investment in securities	1,269	1,159
Interest receivable on investments	6	6
Receivables - customers	223	190
Materials and supplies, at average cost:		
Plant and general	83	80
Fuel	18	23
Miscellaneous receivables and other	199	169
Total current assets	1,875	1,692
Noncurrent Assets:		
Restricted funds:		
Cash and cash equivalents	21	20
Investment in securities	1,245	1,147
Total restricted assets	1,266	1,167
Capital funds:		
Cash and cash equivalents	–	5
Investment in securities	58	93
Total capital funds	58	98
Capital Assets:		
Capital assets not being depreciated	334	288
Capital assets, net of accumulated depreciation	4,485	4,622
Total capital assets	4,819	4,910
Other Noncurrent Assets:		
Unamortized debt expense	12	13
Regulatory assets-risk management activities	32	34
Receivable - New York State	318	318
Deferred charges, long-term receivables and other	597	541
Notes receivable - nuclear plant sale	37	53
Total other noncurrent assets	996	959
Total noncurrent assets	7,139	7,134
Total assets	9,014	8,826
Deferred outflows:		
Accumulated decrease in fair value of hedging derivatives	107	209
Total assets and deferred outflows	$ 9,121	$ 9,035

(Continued)

NEW YORK POWER AUTHORITY

Balance Sheets

(In millions)

Liabilities and Net Position	December 31, 2012	December 31, 2011
Current liabilities:		
Accounts payable and accrued liabilities	$ 442	$ 404
Short-term debt	431	374
Long-term debt due within one year	91	82
Capital lease obligation due within one year	8	5
Risk management activities - derivatives	58	117
Total current liabilities	1,030	982
Noncurrent liabilities:		
Long-term debt:		
Senior:		
Revenue bonds	1,012	1,064
Adjustable rate tender notes	106	115
Subordinated:		
Subordinated Notes, Series 2012	24	–
Commercial paper	102	173
Total long-term debt	1,244	1,352
Other noncurrent liabilities:		
Capital lease obligation	1,217	1,225
Liability to decommission divested nuclear facilities	1,186	1,090
Disposal of spent nuclear fuel	216	216
Relicensing	303	329
Deferred credits and other	368	414
Risk management activities - derivatives	87	132
Total other noncurrent liabilities	3,377	3,406
Total noncurrent liabilities	4,621	4,758
Total liabilities	5,651	5,740
Net position:		
Net investment in capital assets	1,893	1,821
Restricted	27	32
Unrestricted	1,550	1,442
Total net position	3,470	3,295
Total liabilities and net position	$ 9,121	$ 9,035

See accompanying notes to the financial statements.

NEW YORK POWER AUTHORITY

Statements of Revenues, Expenses and Changes in Net Position

(In millions)

	Year Ended December 31,	
	2012	**2011**
Operating revenues:		
Power sales	$ 1,925	$ 1,960
Transmission charges	150	147
Wheeling charges	598	548
Total operating revenues	2,673	2,655
Operating Expenses:		
Purchased power	744	854
Fuel oil and gas	228	258
Wheeling	598	548
Operations	454	420
Maintenance	104	99
Depreciation	226	194
Total operating expenses	2,354	2,373
Operating income	319	282
Nonoperating revenues and expenses:		
Nonoperating revenues:		
Investment income	27	37
Other	93	108
Total nonoperating revenues	120	145
Nonoperating expenses		
Contribution to New York State	85	65
Interest on long-term debt	67	71
Interest - other	120	63
Interest capitalized	(5)	(4)
Amortization of debt premium	(3)	(3)
Total nonoperating expenses	264	192
Net income before contributed capital	175	235
Contributed capital – Wind farm transmission assets	–	59
Change in net position	175	294
Net position, January 1	3,295	3,001
Net position, December 31	$ 3,470	$ 3,295

See accompanying notes to the financial statements.

NEW YORK POWER AUTHORITY

Statements of Cash Flows

(In millions)

	Year Ended December 31, 2012	Year Ended December 31, 2011
Cash flows from operating activities:		
Received from customers for the sale of power, transmission and wheeling	$ 2,577	$ 2,672
Disbursements for:		
Purchased power	(748)	(849)
Fuel, oil and gas	(218)	(272)
Wheeling of power by other utilities	(600)	(581)
Operations and maintenance	(620)	(558)
Net cash provided by operating activities	391	412
Cash flows from capital and related financing activities:		
Earnings received on construction fund investments	2	3
Issuance of series 2011 A bonds	–	108
Issuance of Subordinated Notes, Series 2012	25	–
Issuance of commercial paper	–	3
Repayment of notes	(8)	(8)
Repayment of bonds	(43)	(118)
Repayment of commercial paper	(46)	(135)
Defeasance of series 2002 A bonds	–	(42)
Gross additions to capital assets	(145)	(109)
Sale of Tri-Lakes transmission assets	–	33
Interest paid, net	(67)	(70)
Net cash used in capital and related financing activities	(282)	(335)
Cash flow from noncapital–related financing activities:		
Energy conservation program payments received from participants	178	112
Energy conservation program costs	(239)	(176)
Issuance of commercial paper	218	163
Repayment of commercial paper	(185)	(113)
Interest paid on commercial paper	(4)	(1)
Contributions to OPEB trust fund	(22)	(40)
Contributions to New York State	(91)	(73)
DOE settlement	–	11
Entergy value sharing agreement	72	72
Entergy notes receivable	30	30
Net cash used in noncapital-related financing activities	(43)	(15)
Cash flow from investing activities:		
Earnings received on investments	26	24
Purchase of investment securities	(5,278)	(7,728)
Sale of investment securities	5,194	7,645
Net cash used in investing activities	(58)	(59)
Net increase in cash	8	3
Cash and cash equivalents, January 1	90	87
Cash and cash equivalents, December 31	$ 98	$ 90
Reconciliation to net cash provided by operating activities:		
Operating income	$ 319	$ 282
Adjustments to reconcile operating income to net cash provided by operating activities:		
Change in assets, deferred outflows, liabilities and deferred inflows:		
Provision for depreciation	226	194
Net decrease in prepayments and other	30	12
Net (increase) decrease in receivables and inventory	(88)	9
Net decrease in accounts payable and accrued liabilities	(96)	(85)
Net cash provided by operating activities	$ 391	$ 412
Supplemental disclosures for noncash transactions:		
Capital lease/debt agreements	$ –	$ 1,225

See accompanying notes to the financial statements

(1) General

The Power Authority of the State of New York (the Authority), doing business as The New York Power Authority, is a corporate municipal instrumentality and political subdivision of the State of New York (State) created in 1931 by Title 1 of Article 5 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of the State, as amended (Power Authority Act or Act).

The Authority is authorized by the Power Authority Act to help provide a continuous and adequate supply of dependable electricity to the people of the State. The Authority generates, transmits and sells electricity principally at wholesale. The Authority's primary customers are municipal and rural cooperative electric systems, investor-owned utilities and other businesses, various public corporations located within the metropolitan area of New York City, including The City of New York, and certain out-of-state customers.

The Authority's Trustees are appointed by the Governor of the State of New York, with the advice and consent of the State Senate. The Authority is a fiscally independent public corporation that does not receive State funds or tax revenues or credits. It generally finances construction of new projects through sales of bonds and notes to investors and pays related debt service with revenues from the generation and transmission of electricity. Accordingly, the financial condition of the Authority is not controlled by or dependent on the State or any political subdivision of the State. However, pursuant to the Clean Water/Clean Air Bond Act of 1996 (Bond Act), the Authority administers a Clean Air for Schools Projects program, for which $125 million in Bond Act monies have been allocated for effectuation of such program. Also, in accordance with legislation enacted in 2006, the Authority was appropriated $25 million to implement the Lower Manhattan Energy Independence Initiative, involving certain clean energy and energy efficiency measures. Under the criteria set forth in Governmental Accounting Standards Board (GASB) Statement No. 14, *The Financial Reporting Entity*, as amended by Governmental Accounting Standard (GAS) No. 39, *Determining Whether Certain Organizations Are Component Units* and GAS No. 61, *The Financial Reporting Entity: Omnibus--an amendment of GASB Statements No. 14 and No. 34*, the Authority considers its relationship to the State to be that of a related organization.

Income of the Authority and properties acquired by it for its projects are exempt from taxation. However, the Authority is authorized by Chapter 908 of the Laws of 1972 to enter into agreements to make payments in lieu of taxes with respect to property acquired for any project where such payments are based solely on the value of the real property without regard to any improvement thereon by the Authority and where no bonds to pay any costs of such project were issued prior to January 1, 1972.

(2) Summary of Significant Accounting Policies

The Authority's significant accounting policies include the following:

(a) General

The Authority complies with all applicable pronouncements of the GASB. In accordance with GAS No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, the Authority applies all authoritative pronouncements applicable to nongovernmental entities (i.e., Accounting Standards Codification (ASC) of the Financial Accounting Standards Board) that do not conflict with GASB pronouncements. The Authority also applies the standard that allows utilities to capitalize or defer certain costs or revenues based on management's ongoing assessment that it is probable these items will be recovered or reflected in the rates charged for electricity. The operations of the Authority are presented as an enterprise fund following the accrual basis of accounting in order to recognize the flow of economic resources. Under this basis, revenues are recognized in the period in which they are earned and expenses are recognized in the period in which they are incurred.

(b) Accounting for the Effects of Rate Regulation

The Authority is subject to the provisions of ASC Topic 980, *Regulated Operations*. These provisions recognize the economic ability of regulators, through the ratemaking process, to create future economic benefits and obligations affecting rate-regulated companies. Accordingly, the Authority records these future economic benefits and obligations as regulatory assets and regulatory liabilities, respectively.

Regulatory assets represent probable future revenues associated with previously incurred costs that are expected to be recovered from customers. Regulatory liabilities represent probable future reductions in revenues associated with amounts that are expected to be refunded to customers through the ratemaking process.

In order for a rate-regulated entity to continue to apply the provisions of ASC Topic 980, it must continue to meet the following three criteria: (1) the enterprise's rates for regulated services provided to its customers must be established by an independent third-party regulator or its own governing board empowered by a statute to establish rates that bind customers; (2) the regulated rates must be designed to recover the specific enterprise's costs of providing the regulated services; and

(3) in view of the demand for the regulated services and the level of competition, it is reasonable to assume that rates set at levels that will recover the enterprise's costs can be charged to and collected from customers.

Based upon the Authority's evaluation of the three criteria discussed above in relation to its operations, and the effect of competition on its ability to recover its costs, the Authority believes that the provisions of ASC Topic 980 continue to apply.

(c) Estimates

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

(d) Capital Assets

Capital assets are recorded at original cost and consist of amounts expended for labor, materials, services and indirect costs to license, construct, acquire, complete and place in operation the projects of the Authority. Interest on amounts borrowed to finance construction of the Authority's projects is charged to the project prior to completion. Borrowed funds for a specific construction project are deposited in a capital fund account. Earnings on fund investments are held in this fund to be used for construction. Earnings on unexpended funds are credited to the cost of the related project (construction work in progress) until completion of that project. Construction work in progress costs are reduced by revenues received for power produced (net of expenditures incurred in operating the projects) prior to the date of completion. The costs of current repairs are charged to operating expense, and renewals and betterments are capitalized. The cost of capital assets retired less salvage is charged to accumulated depreciation. Depreciation of capital assets is generally provided on a straight-line basis over the estimated lives of the various classes of capital assets.

The related depreciation provisions at December 31, 2012 and 2011 expressed as a percentage of average depreciable capital assets on an annual basis are:

	Average depreciation rate	
	2012	**2011**
Type of plant:		
Production:		
Hydro	2.0%	2.0%
Gas turbine/combined cycle	3.2	3.2
Transmission	2.5	2.4
General	3.6	3.7
	2.8%	2.8%

(e) Asset Retirement Obligation

The Authority applies the applicable provisions of ASC Topic 410, *Asset Retirement and Environmental Obligations*, which requires an entity to record a liability at fair value to recognize legal obligations for asset retirements in the period incurred and to capitalize the cost by increasing the carrying amount of the related long-lived asset. The Authority determined that it had legal liabilities for the retirement of certain Small Clean Power Plants (SCPPs) in New York City and, accordingly, has recorded a liability for the retirement of this asset. In connection with these legal obligations, the Authority has also recognized a liability for the remediation of certain contaminated soils discovered during the construction process.

ASC Topic 410 does not apply to asset retirement obligations involving pollution remediation obligations that are within the scope of GAS No. 49, *Accounting and Financial Reporting for Pollution Remediation Obligations*. The Authority applies GAS No. 49 which, upon the occurrence of any one of five specified obligating events, requires an 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 Authority had no liabilities recorded related to GAS No. 49 at December 31, 2012 or 2011.

In addition to asset retirement obligations, the Authority has other cost of removal obligations that are being collected from customers and accounted for under the provisions of ASC Topic 980. The balances of these other cost of removal

obligations as of December 31, 2012 and 2011 were approximately $241 million and $235 million, respectively, and are recorded in other noncurrent liabilities on the balance sheets.

Asset retirement obligations (ARO) and cost of removal obligation amounts included in other noncurrent liabilities are as follows:

		ARO amounts	Cost of removal obligation
		(In millions)	
Balance – December 31, 2011	$	22	235
Depreciation expense		—	6
Balance – December 31, 2012	$	22	241

(f) Long Lived Assets

The Authority applies GAS No. 42, *Accounting and Financial Reporting for Impairment of Capital Assets and for Insurance Recoveries*, which states that asset impairments are generally recognized only when the service utility of an asset is reduced or physically impaired.

GAS No. 42 states that asset impairment is a significant, unexpected decline in the service utility of a capital asset. The service utility of a capital asset is the usable capacity that at acquisition was expected to be used to provide service, as distinguished from the level of utilization which is the portion of the usable capacity currently being used. Decreases in utilization and existence of or increases in surplus capacity that are not associated with a decline in service utility are not considered to be impairments.

(g) Cash, Cash Equivalents and Investments

Cash includes cash and cash equivalents and short-term investments with maturities, when purchased, of three months or less. The Authority accounts for investments at their fair value. Fair value is determined using quoted market prices. Investment income includes changes in the fair value of these investments. Realized and unrealized gains and losses on investments are recognized as investment income in accordance with GAS No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*.

(h) Derivative Instruments

The Authority uses financial derivative instruments to manage the impact of interest rate, energy price and fuel cost changes on its earnings and cash flows. The Authority recognizes the fair value of all financial derivative instruments as either an asset or liability on its balance sheets with the offsetting gains or losses recognized in earnings or deferred charges. The Authority applies GAS No. 53, *Accounting and Financial Reporting for Derivative Instruments*, which establishes accounting and reporting requirements for derivative instruments.

(i) Accounts Receivable

Accounts receivable are classified as current assets and are reported net of an allowance for uncollectible amounts.

(j) Materials and Supply Inventory

Material and supplies are valued at weighted average cost and are charged to expense during the period in which the material or supplies are used.

(k) Deferred Charges

At December 31, 2012 and 2011, deferred charges include $201 million and $141 million, respectively, of energy services program costs. These deferred costs will be recovered from certain customers through the terms of contracts.

(l) Deferred Debt Refinancing Charges

Debt refinancing charges, representing the difference between the reacquisition price and the net carrying value of the debt refinanced, are amortized using the interest method over the life of the new debt or the old debt, whichever is shorter, in accordance with GAS No. 23, *Accounting and Financial Reporting for Refundings of Debt Reported by Proprietary Activities*.

(m) Compensated Absences

The Authority accrues the cost of unused sick leave which is payable upon the retirement of its employees. The current year's cost is accounted for as a current operating expense in the statement of revenues, expenses, and changes in net position and in other noncurrent liabilities on the balance sheets.

(n) Net Position

In 2012, the Authority retroactively adopted GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources and Net Position.* This Statement provides reporting guidance for deferred outflows of resources and deferred inflows of resources to be reported in the statement of financial position in a separate section following assets and liabilities, respectively. This Statement also amends the net asset requirements of Statement No. 34, *Basic Financial Statements–and Management's Discussion and Analysis–for State and Local Governments*, and other pronouncements by incorporating deferred outflows of resources and deferred inflows of resources into the definitions of the required components of the residual measure and by renaming that measure as net position, rather than net assets.

Net Position represents the difference between assets plus deferred outflows and liabilities plus deferred inflows and is classified into three components:

a. Net investment in capital assets – This consists of capital assets, net of depreciation reduced by related outstanding debt and accounts. This indicates that these assets are not accessible for other purposes.

b. Restricted – This represents restricted assets reduced by related liabilities and deferred inflows of resources that are not accessible for general use because their use is subject to restrictions enforceable by third parties.

c. Unrestricted – This represents the net amount of assets, deferred outflows of resources, liabilities and deferred inflows of resources that are not included in the components noted above and that are available for general use.

Restricted and unrestricted resources are utilized, as applicable, by the Authority for their respective purposes.

(o) Revenues

Revenues are recorded when power is delivered or service is provided. Customers' meters are read, and bills are rendered, monthly. Wheeling charges are for costs incurred for the transmission of power over transmission lines owned by other utilities. Sales and purchases of power between the Authority's facilities are eliminated from revenues and operating expenses. Energy costs are charged to expense as incurred. Sales to the Authority's five (5) largest customers (three governmental customers and two investor-owned utilities) operating in the State accounted for approximately 54% and 53% of the Authority's operating revenues in 2012 and 2011, respectively. The Authority distinguishes operating revenues and expenses from nonoperating items in the preparation of its financial statements. The principal operating revenues are generated from the sale, transmission, and wheeling of power. The Authority's operating expenses include fuel, operations and maintenance, depreciation, purchased power costs, and other expenses related to the sale of power. All revenues and expenses not meeting this definition are reported as nonoperating income and expenses.

(p) New Accounting Pronouncements

In 2012, GASB issued GAS No. 65, *Items Previously Reported as Assets and Liabilities,* which establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities, such as refunding of debt and recognizes, as outflows of resources (expenses or expenditures) and inflows of resources (revenues), certain items that were previously reported as assets and liabilities, such as debt issuance costs. The provisions of this statement are effective for financial statements for periods beginning after December 15, 2012. The Authority does not anticipate any significant impact upon adoption of GAS No. 65.

(q) Reclassifications

Certain prior year amounts have been reclassified to conform with the current year's presentation. These reclassifications had no effect on net income and changes in net position or cash flows.

(3) Bond Resolution

On February 24, 1998, the Authority adopted its "General Resolution Authorizing Revenue Obligations" (as amended and supplemented up to the present time, the Bond Resolution). The Bond Resolution covers all of the Authority's projects, which it defines as any project, facility, system, equipment or material related to or necessary or desirable in connection with the generation, production, transportation, transmission, distribution, delivery, storage, conservation, purchase or use of energy or fuel, whether owned jointly or singly by the Authority, including any output in which the Authority has an interest authorized by the Act or by other applicable State statutory provisions, provided, however, that the term "Project" shall not include any Separately Financed Project as that term is defined in the Bond Resolution. The Authority has covenanted with bondholders under the Bond Resolution that at all times the Authority shall maintain rates, fees or charges, and any contracts entered into by the Authority for the sale, transmission, or distribution of power shall contain rates, fees or charges sufficient together with other monies available there for (including the anticipated receipt of proceeds of sale of Obligations, as defined in the Bond Resolution, issued under the Bond Resolution or other bonds, notes or other obligations or evidences of indebtedness of the Authority that will be used to pay the principal of Obligations issued under the Bond Resolution in anticipation of such receipt, but not including any anticipated or actual proceeds from the sale of any Project), to meet the financial requirements of the Bond Resolution. Revenues of the Authority (after deductions for operating expenses and reserves, including reserves for working capital, operating expenses or compliance purposes) are applied first to the payment of, or accumulation as a reserve for payment of, interest on and the principal or redemption price of Obligations issued under the Bond Resolution and the payment of Parity Debt issued under the Bond Resolution.

The Bond Resolution also provides for withdrawal for any lawful corporate purpose as determined by the Authority, including but not limited to the retirement of Obligations issued under the Bond Resolution, from amounts in the Operating Fund in excess of the operating expenses, debt service on Obligations and Parity Debt issued under the Bond Resolution, and subordinated debt service requirements. The Authority has periodically reacquired revenue bonds when available at favorable prices.

(4) Cash and Investments

Investment of the Authority's funds is administered in accordance with the applicable provisions of the Bond Resolution and with the Authority's investment guidelines. These guidelines comply with the New York State Comptroller's investment guidelines for public authorities and were adopted pursuant to Section 2925 of the New York Public Authorities Law.

(a) Credit Risk

The Authority's investments are restricted to (a) collateralized certificates of deposit, (b) direct obligations of or obligations guaranteed by the United States of America or the State of New York, (c) obligations issued or guaranteed by certain specified federal agencies and any agency controlled by or supervised by and acting as an instrumentality of the United States government, and (d) obligations of any state or any political subdivision thereof or any agency, instrumentality or local government unit of any such state or political subdivision which is rated in any of the three highest long-term rating categories, or the highest short-term rating category, by nationally recognized rating agencies. The Authority's investments in the debt securities of Federal National Mortgage Association (FNMA or Fannie Mae), Federal Home Loan Bank (FHLB), Federal Farm Credit Bank (FFCB) and Federal Home Loan Mortgage Corp. (FHLMC) were rated Aaa by Moody's Investors Services (Moody's), AAA by Fitch Ratings (Fitch) and AA+ by Standard & Poor's (S&P).

(b) Interest Rate Risk

Securities that are the subject of repurchase agreements must have a market value at least equal to the cost of the investment. The agreements are limited to a maximum fixed term of five business days and may not exceed the greater of 5% of the investment portfolio or $100 million. The Authority has no other policies limiting investment maturities.

(c) Concentration of Credit Risk

There is no limit on the amount that the Authority may invest in any one issuer; however, investments in authorized certificates of deposit shall not exceed 25% of the Authority's invested funds. At December 31, 2012, $513 million (19%), $407 million (15%), $276 million (10%) and $49 million (2%) of the Authority's investments were in securities of FNMA or Fannie Mae, FHLMC, FHLB and FFCB, respectively.

At December 31, 2011, $575 million (23%) $337 million (14%), $188 million (8%) and $78 (3%) million of the Authority's investments were in securities of FNMA or Fannie Mae, FHLB, FFCB and FHLMC, respectively.

(d) Decommissioning Fund

The Decommissioning Trust Fund is managed by external investment portfolio managers. Under the Decommissioning Agreements (see note 11 of notes to the financial statements), the Authority will make no further contributions to the Decommissioning Funds. The Authority's decommissioning responsibility will not exceed the amounts in each of the Decommissioning Funds. Therefore, the Authority's obligation is not affected by various risks which include credit risk, interest rate risk, and concentration of credit risk. In addition, the Decommissioning Trust Fund is not held within the Trust Estate of the Bond Resolution and therefore is administered under separate investment guidelines from those of the Authority or New York State.

(e) Other

All investments are held by designated custodians in the name of the Authority. At December 31, 2012 and 2011, the Authority had investments in repurchase agreements of $50 million and $48 million, respectively. The bank balances were at December 31, 2012 and 2011 $60 million and $52 million, respectively, of which $59 million and $51 million, respectively, were uninsured, but were collateralized by assets held by the bank in the name of the Authority.

Cash and Investments of the Authority at December 31, 2012 and 2011 are as follows:

			Restricted				
December 31, 2012	**Total**	**Total restricted**	**Decommis-ioning Trust Fund**	**POCR and CAS projects and other**	**ART note debt reserve**	**Capital fund**	**Unrestricted**
				(In millions)			
Cash and investments:							
Cash and cash equivalents	$ 98	21	—	21	—	—	77
U.S. government:							
Treasury Bills	18	3	—	3	—	15	—
GNMA	18	—	—	—	—	—	18
	36	3	—	3	—	15	18
Other debt securities:							
FNMA	513	—	—	—	—	6	507
FHLMC	407	21	—	21	—	4	382
FHLB	276	24	—	15	9	4	248
FFCB	49	—	—	—	—	12	37
All other	105	11	—	—	11	17	77
	1,350	56	—	36	20	43	1,251
Portfolio Manager	1,186	1,186	1,186	—	—	—	—
Total investments	2,572	1,245	1,186	39	20	58	1,269
	$ 2,670	1,266	1,186	60	20	58	1,346
Summary of maturities (years):							
0 – 1	$ 421	71	—	60	11	47	303
1 – 5	1,022	9	—	—	9	5	1,008
5 – 10	1	—	—	—	—	—	1
10+	40	—	—	—	—	6	34
Portfolio manager	1,186	1,186	1,186	—	—	—	—
	$ 2,670	1,266	1,186	60	20	58	1,346

Petroleum Overcharge Restitution (POCR) Funds and Clean Air for Schools (CAS) Projects Funds – Legislation enacted into State law from 1995 to 2002, 2007 and 2008 authorized the Authority to utilize petroleum overcharge restitution

(POCR) funds and other State funds (Other State Funds), to be made available to the Authority by the State pursuant to the legislation, for a variety of energy-related purposes, with certain funding limitations. The legislation also states that the Authority "shall transfer" equivalent amounts of money to the State prior to dates specified in the legislation. The use of POCR funds is subject to comprehensive Federal regulations and judicial orders, including restrictions on the type of projects that can be financed with POCR funds, the use of funds recovered from such projects and the use of interest and income generated by such funds and projects. Pursuant to the legislation, the Authority is utilizing POCR funds and the Other State Funds to implement various energy services programs that have received all necessary approvals.

The disbursements of the POCR funds and the Other State Funds to the Authority, and the Authority's transfers to the State totaling $60.9 million to date, took place from 1996 to 2009. The POCR funds are included in restricted funds in the balance sheets. The funds are held in a separate escrow account until they are utilized.

The New York State Clean Water/Clean Air Bond Act of 1996 made available $125 million for Clean Air for Schools Projects (CAS Projects) for elementary, middle and secondary schools, with the Authority authorized to undertake implementation of the CAS Projects program. The CAS Projects are designed to improve air quality for schools and include, but are not limited to, projects that replace coal-fired furnaces and heating systems with furnaces and systems fueled with oil or gas. As of December 31, 2012, the conversions to the schools are substantially complete and the Authority is currently in its closeout process regarding the CAS projects.

As of December 31, 2012, restricted funds include the POCR fund ($12 million), the CAS Projects fund ($3 million), the Lower Manhattan Energy Independence Initiative fund ($7 million) and the Fish & Wildlife Habitat Enhancement fund related to the Niagara relicensing costs ($16 million), the Western New York Economic Development Fund ($18 million) and other ($4 million). As of December 31, 2011, restricted funds include the POCR fund ($14 million), the CAS Projects fund ($9 million), the Lower Manhattan Energy Independence Initiative fund ($13 million), the Fish & Wildlife Habitat Enhancement fund related to the Niagara relicensing costs ($17 million) and other ($3 million).

			Restricted				
December 31, 2011	**Total**	**Total restricted**	**Decommissioning Trust Fund**	**POCR and CAS projects and other**	**ART note debt reserve**	**Capital fund**	**Unrestricted**
				(In millions)			
Cash and investments:							
Cash and cash equivalents	$ 90	20	—	20	—	5	65
U.S. government:							
Treasury bills							
GNMA	19	—	—	—	—	—	19
	19	—	—	—	—	—	19
Other debt securities:							
FNMA	575	5	—	—	5	6	564
FHLMC	78	36	—	36	—	9	33
FHLB	337	9	—	—	9	15	313
FFCB	188	—	—	—	—	33	155
All other	112	7	—	—	7	30	75
	1,290	57	—	36	21	93	1,140
Portfolio Manager	1,090	1,090	1,090	—	—	—	—
Total investments	2,399	1,147	1,090	36	21	93	1,159
	$ 2,489	1,167	1,090	56	21	98	1,224
Summary of maturities (years):							
0 – 1	$ 374	56	—	56	—	53	265
1 – 5	924	21	—	—	21	31	872
5 – 10	37	—	—	—	—	—	37
10+	64	—	—	—	—	14	50
Portfolio manager	1,090	1,090	1,090	—	—	—	—
	$ 2,489	1,167	1,090	56	21	98	1,224

(5) Capital Assets

The following schedule summarizes the capital assets activity of the Authority for the year ended December 31, 2012:

	Beginning balance	Additions	Deletions/ Transfers	Ending balance
		(Amounts in millions)		
Capital assets, not being depreciated:				
Land	$ 154	2	—	156
Construction in progress	134	126	(82)	178
Total capital assets not being depreciated	288	128	(82)	334
Capital assets, being depreciated:				
Production – Steam	437	—	—	437
Production – Hydro	1,796	37	(3)	1,830
Production – Gas turbine/combined cycle	2,414	4	—	2,418
Transmission	1,909	20	(1)	1,928
General	1,113	23	(2)	1,134
Total capital assets being depreciated	7,669	84	(6)	7,747
Less accumulated depreciation for:				
Production – Steam	436	—	—	436
Production – Hydro	657	30	(3)	684
Production – Gas turbine/combined cycle	571	104	—	675
Transmission	993	48	(1)	1,040
General	390	38	(1)	427
Total accumulated depreciation	3,047	220	(5)	3,262
Net value of capital assets, being depreciated	4,622	(136)	(1)	4,485
Net value of all capital assets	$ 4,910	(8)	(83)	4,819

The following schedule summarizes the capital assets activity of the Authority for the year ended December 31, 2011:

	Beginning balance	Additions	Deletions/ Transfers	Ending balance
		(Amounts in millions)		
Capital assets, not being depreciated:				
Land	$ 148	6	—	154
Construction in progress	125	132	(123)	134
Total capital assets not being depreciated	273	138	(123)	288
Capital assets, being depreciated:				
Production – Steam	437	—	—	437
Production – Hydro	1,749	50	(3)	1,796
Production – Gas turbine/combined cycle	1,248	1,166	—	2,414
Transmission	1,785	157	(33)	1,909
General	1,070	46	(3)	1,113
Total capital assets being depreciated	6,289	1,419	(39)	7,669
Less accumulated depreciation for:				
Production – Steam	436	—	—	436
Production – Hydro	628	32	(3)	657
Production – Gas turbine/combined cycle	497	74	—	571
Transmission	951	44	(2)	993
General	353	40	(3)	390
Total accumulated depreciation	2,865	190	(8)	3,047
Net value of capital assets, being depreciated	3,424	1,229	(31)	4,622
Net value of all capital assets	$ 3,697	1,367	(154)	4,910

Wind Farm Transmission Assets

The Authority is allowing three Wind Farm power facilities to interconnect to its bulk transmission system between the Willis and Plattsburgh 230 KV substations. Noble Ellenburg Wind Park LLC, the wind farm developers, transferred title to three substations (valued at $59 million) to the Authority in order for the Authority to maintain reliability standards and control of its bulk transmission system. The transfer was accounted for as a capital contribution.

(6) Long-Term Debt

(a) Components

	Amount 2012	Amount 2011	Interest rate	Maturity	Earliest redemption date prior to maturity
	(In millions)				
Senior debt:					
Revenue Bonds (Tax-Exempt):					
Series 2002 A Revenue Bonds:					
Serial Bonds	$ 27	$ 53	3.50% to 5.00%	11/15/2013	N/A
Series 2006 A Revenue Bonds:					
Serial Bonds	111	123	3.625% to 5.0%	11/15/2013 to 2020	11/15/2015
Series 2007 A Revenue Bonds:					
Term Bonds	82	82	4.5% to 5.0%	11/15/2047	11/15/2017
Series 2007 C Revenue Bonds:					
Serial Bonds	264	264	4.0% to 5.0%	11/15/2014 to 2021	11/15/2017
Series 2011 A Revenue Bonds:					
Serial Bonds	69	69	2.0% to 5.0%	11/15/2013 to 2031 *	11/15/2021
Term Bonds	39	39	4.0% to 5.0%	11/15/2032 to 2038	11/15/2021
Revenue Bonds (Taxable):					
Series 2003 A Revenue Bonds:					
Serial Bonds	5	10	4.83%	11/15/2013	Any date
Term Bonds	186	186	5.230% to 5.749%	11/15/2018 to 2033	Any date
Series 2007 B Revenue Bonds:					
Serial Bonds	18	18	5.253% to 5.603%	11/15/2013 to 2017	Any date
Term Bonds	239	239	5.905% to 5.985%	11/15/2037 and 2043	Any date
	1,040	1,083			
Plus unamortized premium and discount	29	34			
Less deferred refinancing costs	9	10			
	1,060	1,107			
Less due in one year	48	43			
	$ 1,012	$ 1,064			

* $26.4 million due 2022 is non-callable.

	Amount 2012	Amount 2011	Interest rate	Maturity	Earliest redemption date prior to maturity
	(In millions)				
Adjustable Rate Tender Notes:					
2016 Notes	$ 40	$ 48	0.19%	3/1/2016	Any adjustment date
2020 Notes	75	75	0.19%	3/1/2020	Same as above
	115	123			
Less due in one year	9	8			
	106	115			
Subordinate debt:					
Subordinated Notes, Series 2012	25	—	0.45% to 4.05%	2013 to 2037	N/A
Commercial Paper:					
EMCP (Series 1)	70	78	0.18%	2013 to 2023	
CP (Series 2)	65	82	0.16%	2013 to 2015	
CP (Series 3) (a)	—	44	0.22%		
	160	204			
Less due within one year	34	31			
	126	173			
Total Long-term debt	1,335	1,434			
Less due within one year	91	82			
Long-term debt, net of due in one year	$ 1,244	$ 1,352			

Interest on Series 2003 A and 2007 B Revenue Bonds and Subordinated Notes, Series 2012 is not excluded from gross income for bondholders' Federal income tax purposes.

Senior Debt

As indicated in note 3 of notes to the financial statements, "Bond Resolution," the Authority has pledged future revenues to service the Obligations and Parity Debt (Senior Debt) issued under the Bond Resolution. Annual principal and interest payments on the Senior Debt are expected to require less than 35% of operating income plus depreciation. The total principal and interest remaining to be paid on the Senior Debt is $1.92 billion. Principal and interest paid for 2012 and operating income plus depreciation were $108 million and $545 million, respectively.

Senior revenue bonds are subject to redemption prior to maturity in whole or in part as provided in the supplemental resolutions authorizing the issuance of each series of bonds, beginning for each series on the date indicated above, at principal amount or at various redemption prices according to the date of redemption, together with accrued interest to the redemption date.

In 2011, the Authority's Trustees authorized the issuance of up to $341 million of additional revenue bonds for the purpose of refunding certain revenue bonds and commercial paper and/or extendible commercial paper notes. In September 2011, the Authority issued $108.4 million of Series 2011 A Revenue Bonds (2011 Bonds). The proceeds from the issuance of the 2011 Bonds and cash-on-hand were used to (i) refund $77.2 million of the Authority's Series 2000 A Revenue Bonds; (ii) defease $41.7 million of the Authority's Series 2002 A Revenue Bonds; and (iii) pay financing and other costs relating to the issuance of the 2011 Bonds.

In prior years, the Authority defeased certain revenue bonds and general purpose bonds by placing the proceeds of new bonds in an irrevocable trust to provide for all future debt service payments on the old bonds. Accordingly, the trust account assets and the liability for the defeased bonds are not included in the Authority's financial statements. As of December 31, 2011, $310 million, of outstanding bonds were considered defeased. As of December 31, 2012, there were no bonds outstanding that were considered defeased.

The Adjustable Rate Tender Notes may be tendered to the Authority by the holders on any adjustment date. The rate adjustment dates are March 1 and September 1. The Authority has a revolving credit agreement (Agreement) with The Bank of Nova Scotia, which terminates on September 1, 2015, to provide a supporting line of credit for the purpose of repaying, redeeming or purchasing the Adjustable Rate Tender Notes. Under the Agreement, the Authority may borrow up to the outstanding principle of the ART Notes, which at December 31 2012 was $115 million. The Agreement provides for interest on outstanding borrowings at either (i) the Federal Funds Rate plus a percentage, or (ii) a rate based on the London Interbank Offered Rate (LIBOR) plus a percentage. As of December 31, 2012 and 2011, there were no outstanding borrowings under this Agreement. The Authority expects that it will be able to renew or replace this Agreement as necessary. In accordance with the Adjustable Rate Tender Note Resolution, a Note Debt Service Reserve account has been established in the amount of $20 million. See note 8 of notes to the financial statements for the Authority's risk management program relating to interest rates.

At December 31, 2012 and 2011, the current market value of the senior debt was approximately $1.329 billion and $1.347 billion, respectively. Market values were obtained from a third party that utilized a matrix-pricing model.

Subordinate Debt:

Subordinate Notes – In November 2012, the Authority's Trustees authorized the issuance of Subordinated Notes, in a principal amount not to exceed $30 million for the purpose of accelerating the funding for the State Parks Greenway Fund, which was established pursuant to the Niagara Relicensing Settlement entered into by the Authority and the New York State Office of Parks, Recreation & Historic Preservation. The Authority issued the Subordinated Notes, Series 2012 (Subordinated Notes) on December 18, 2012 in the amount of $25 million. These Subordinated Notes are subordinate to the Series 2002 A Revenue Bonds, the Series 2003 A Revenue Bonds, the Series 2006 A Revenue Bonds, the Series 2007 A, B, and C Revenue Bonds, the Series 2011 A Revenue Bonds and the Adjustable Rate Tender Notes.

Commercial Paper – Under the Extendible Municipal Commercial Paper (EMCP) Note Resolution, adopted December 17, 2002, and as subsequently amended and restated, the Authority may issue a series of notes, designated EMCP Notes, Series 1, maturing not more than 270 days from the date of issue, up to a maximum amount outstanding at any time of $200 million (EMCP Notes). It is the Authority's intent to remarket the EMCP Notes as they mature with their ultimate retirement to range from 2013 to 2022. The Authority has the option to extend the maturity of the EMCP Notes and would exercise such right in the event there is a failed remarketing. This option serves as a substitute for a liquidity facility for the EMCP Notes.

Under the Commercial Paper Note Resolution adopted June 28, 1994, as subsequently amended and restated, the Authority may issue from time to time a separate series of notes maturing not more than 270 days from the date of issue, up to a maximum amount outstanding at any time of $400 million (Series 1 CP Notes), $450 million (Series 2 CP Notes), $350 million (Series 3 CP Notes) and $220 million (Series 4 CP Notes). See note 7 of the notes to the financial statements for Series 1, and certain Series 2 and Series3 CP Notes designated as short-term debt. There were no Series 4 CP Notes outstanding at December 31, 2012.

The proceeds of certain Series 2 and 3 Commercial Paper Notes (CP Notes) were used to refund General Purpose Bonds and for other corporate purposes. The proceeds of the EMCP Notes were used to refund Series 2 and 3 CP Notes. CP Notes and EMCP Notes have been used, and may in the future be used, for other corporate purposes. It is the Authority's intention to renew the Series 2 and 3 CP Notes and the EMCP Notes as they mature so that their ultimate maturity dates will range from 2013 to 2022, as indicated in the table above.

The Authority has a line of credit under a 2011 revolving credit agreement (the 2011 RCA) with a syndicate of banks, to provide liquidity support for the Series 1-3 CP Notes, under which the Authority may borrow up to $550 million in aggregate principal amount outstanding at any time for certain purposes, including the repayment of the Series 1–3 CP Notes. This revolving line of credit expires January 20, 2014. No are no outstanding borrowings under the 2011 RCA.

CP Notes and EMCP Notes are subordinate to the Series 2002 A Revenue Bonds, the Series 2003 A Revenue Bonds, the Series 2006 A Revenue Bonds, the Series 2007 A, B, and C Revenue Bonds, the Series 2011 A Revenue Bonds and the Adjustable Rate Tender Notes.

Interest on the CP (Series 3) is taxable to holders for Federal income tax purposes.

Maturities and Interest Expense:	Long-Term Debt				Capitalized Lease Obligations		
	(In millions)						
	Principal	Interest	Hedging Derivative Instruments, Net	Total	Principal	Interest	Total
Year:							
2013	$ 91	55	6	**152**	8	98	**106**
2014	94	53	5	**152**	12	97	**109**
2015	90	51	3	**144**	16	96	**112**
2016	77	48	2	**127**	20	94	**114**
2017	85	47	—	**132**	25	95	**120**
2018 – 2022	373	179	—	**552**	218	420	**638**
2023 – 2027	91	128	—	**219**	434	293	**727**
2028 – 2032	134	99	—	**233**	492	75	**567**
2033 – 2037	109	63	—	**172**	—	—	—
2038 – 2042	74	38	—	**112**	—	—	—
2043 – 2047	97	14	—	**111**	—	—	—
	1,315	775	16	**2,106**	1,225	1,268	**2,493**
Plus unamortized bond premium	29	—	—	**29**	—	—	—
Less deferred refinancing cost	9	—	—	**9**	—	—	—
	$ 1,335	775	16	**2,126**	1,225	1,268	**2,493**

The interest rate used to calculate future interest expense on variable rate debt is the interest rate at December 31, 2012.

(b) Terms by Which Interest Rates Change for Variable Rate Debt

Adjustable Rate Tender Notes

In accordance with the Adjustable Rate Tender Note Resolution adopted April 30, 1985, as amended up to the present time (Note Resolution), the Authority may designate a rate period of different duration, effective on any rate adjustment date. The Authority and the remarketing agent appointed under the Note Resolution determine the rate for each rate period which, in the agent's opinion, is the minimum rate necessary to remarket the notes at par.

CP Notes and EMCP Notes (Long-Term Portion)

The Authority determines the rate for each rate period which is the minimum rate necessary to remarket the notes at par in the Dealer's opinion. If the Authority exercises its option to extend the maturity of the EMCP Notes, the reset rate will be the higher of (SIFMA + E) or F, where SIFMA is the Securities Industry and Financial Markets Association Municipal Swap Index, which is calculated weekly, and where "E" and "F" are fixed percentage rates expressed in basis points (each basis point being 1/100 of one percent) and yields, respectively, that are determined based on the Authority's debt ratings subject to a cap rate of 12%. As of December 31, 2012, the reset rate would have been 7.33%.

(c) Changes in Long-Term Liabilities

Changes in the Authority's long-term liabilities for the year ended December 31, 2012 are comprised of the following:

	Beginning balance	Additions	Maturities/ refundings and other	Ending balance	Due within one year
	(Amounts in millions)				
Senior debt:					
Revenue bonds	$ 1,083	—	43	1,040	48
Adjustable rate tender bonds	123	—	8	115	9
Subtotal	1,206	—	51	1,155	57
Subordinate debt:					
Subordinated Notes, Series 2012	—	25	—	25	1
Commercial paper	204	—	69	135	33
Subtotal	204	25	69	160	34
Net unamortized discounts/ premiums and deferred losses	24	—	4	20	—
Total debt, net of unamortized discounts/ premiums/ deferred losses	$ 1,434	25	124	1,335	91
Other long-term liabilities:					
Capitalized lease obligation	$ 1,230	—	13	1,217	8
Nuclear decommissioning	1,090	96	—	1,186	—
Disposal of nuclear fuel	216	—	—	216	—
Relicensing	329	20	46	303	—
Deferred revenues and other	546	16	107	455	—
Total other long-term liabilities	$ 3,411	132	166	3,377	8

Changes in the Authority's long-term liabilities for the year ended December 31, 2011 are comprised of the following:

	Beginning balance	Additions	Maturities/ refundings and other	Ending balance	Due within one year
	(Amounts in millions)				
Senior debt:					
Revenue bonds	$ 1,134	108	159	1,083	43
Adjustable rate tender bonds	130	—	7	123	8
Subtotal	1,264	108	166	1,206	51
Subordinate debt:					
Commercial paper	337	3	136	204	31
Subtotal	337	3	136	204	31
Net unamortized discounts/ premiums and deferred losses	17	21	14	24	—
Total debt, net of unamortized discounts/ premiums/ deferred losses	$ 1,618	132	316	1,434	82
Other long-term liabilities:					
Nuclear decommissioning	$ —	1,294	64	1,230	5
Disposal of nuclear fuel	1,032	58	—	1,090	—
Relicensing	216	—	—	216	—
Deferred revenues and other	335	17	23	329	—
Total other long-term liabilities	$ 602	17	73	546	—
	2,185	1,386	160	3,411	5

(7) Short-Term Debt

CP Notes (short-term portion) outstanding was as follows:

	December 31,			
	2012		2011	
	Availability	Outstanding	Availability	Outstanding
	(In millions)			
CP Notes (Series 1)	$ 70	$ 330	$ 26	$ 374
CP Notes (Series 2) (a)	305	80	450	—
CP Notes (Series 3)	329	21	350	—

(a) Availability includes long-term CP Notes (Series 2) of $65 million outstanding at December 31, 2012.

Under the Commercial Paper Note Resolution adopted June 28, 1994, as subsequently amended and restated, the Authority may issue from time to time a separate series of notes maturing not more than 270 days from the date of issue, up to a maximum

amount outstanding at any time of $400 million (Series 1 CP Notes), $450 million (Series 2 CP Notes), $350 million (Series 3 CP Notes) and $220 million (Series 4 CP Notes). See note 6 "Long-term Debt – Subordinated Debt–Commercial Paper" of notes to the financial statements for Series 2 CP Notes designated as long-term debt. It had been and shall be the intent of the Authority to use the proceeds of the Series 1 CP Notes and certain Series 2 CP and Series 3 CP to finance the Authority's current and future energy services programs and for other corporate purposes.

The changes in short-term debt are as follows:

	Beginning balance	Increases	Decreases	Ending balance
		(In millions)		
Year:				
2012	$ 374	242	185	431
2011	$ 323	164	113	374

(8) Risk Management and Hedging Activities

Overview

The Authority purchases insurance coverage for its operations, and in certain instances, is self-insured. Property insurance purchase protects the various real and personal property owned by the Authority and the property of others while in the care, custody and control of the Authority for which the Authority may be held liable. Liability insurance purchase protects the Authority from third-party liability related to its operations, including general liability, automobile, aircraft, marine and various bonds. Insured losses by the Authority did not exceed coverage for any of the four preceding fiscal years. The Authority self-insures a certain amount of its general liability coverage and the physical damage claims for its owned and leased vehicles. The Authority is also self-insured for portions of its medical, dental and workers' compensation insurance programs. The Authority pursues subrogation claims as appropriate against any entities that cause damage to its property.

Another aspect of the Authority's risk management program is to manage the impacts of interest rate, energy and fuel market fluctuations on its earnings, cash flows and market values of assets and liabilities. To achieve its objectives the Authority's Trustees have authorized the use of various interest rate, energy, and fuel derivative instruments that are considered financial derivatives under GAS No. 53, *Accounting and Financial Reporting for Derivative Instruments* (GAS No. 53).

The fair values of all Authority derivative instruments, as defined by GAS No. 53, are reported in current and noncurrent assets or liabilities on the balance sheet as risk management activities. For designated hedging derivative instruments, changes in the fair values are deferred and classified as deferred inflows or deferred outflows in current and other noncurrent assets or liabilities. For designated interest rate and commodity option hedging derivative instruments the change in fair value is applied to interest expense and related commodity revenue or expense. Renewable energy contracts, designated as investment derivative instruments, are deferred as regulatory assets or liabilities, as they are recoverable from customers by contractual agreements. The fair value of interest rate swap agreements take into consideration the prevailing interest rate environment and the specific terms and conditions of each agreement. The fair values were estimated using the zero-coupon discounting method. The fair value of interest rate options were measured using an option pricing model that considers certain variables such as volatilities, time and underlying prices. The fair value for over-the-counter energy, renewable energy derivative instruments is determined by the monthly market prices over the lifetime of each outstanding derivative instrument using the latest end-of-trading-month forward prices published by Platts or derived from pricing models for option and/or option-based derivative instruments using the underlying price, time and observed volatilities based upon Platts published prices and other variables.

Counterparty Credit Risk

The Authority's policy regarding the creditworthiness of counterparties for interest rate derivative instruments is defined in the Bond Resolution. The policy requires that such counterparties be rated in at least the third highest rating category for each appropriate rating agency maintaining a rating for qualified swap providers at the time the derivative instrument is executed or have a guarantee from another appropriate entity or an opinion from the rating agencies that the underlying bonds or notes will not be downgraded on the derivative instrument alone. In January, 2011, the Authority's Board of Trustees adopted a Policy for the Use of Interest Rate Exchange Agreements which provides the overall framework for delegation of authority; allowable interest rate hedging instruments; counterparty qualifications and diversification as well as reporting standards.

Since 2010, the Authority has imposed thresholds, based on agency-published credit ratings, for unsecured credit that can be extended to counterparties to the Authority's commodity derivative transactions. The thresholds are established in bilateral credit support agreements with counterparties and require collateralization of mark-to-market values in excess of the thresholds. In addition, the Authority regularly monitors each counterparty's market-implied credit ratings and financial ratios and the Authority can restrict transactions with counterparties on the basis of that monitoring, even if the applicable unsecured credit threshold is not exceeded.

Based upon the fair values as of December 31, 2012 the Authority's individual or aggregate exposure to derivative instrument counterparty credit risk is not significant.

Derivative Instruments

The following table shows the fair value of derivatives instruments for 2012 and 2011:

Derivative instrument description	Fair value balance December 31, 2011	Net change in fair value	Fair value balance December 31, 2012	Type of hedge or transaction	Financial statement classification for changes in fair value	Notional amount December 31, 2012	Volume
			(in millions)				
Interest rate contracts (Swaps/Options):							
Series 2 CP Notes	$ (6.1)	$ 2.9	$ (3.2)	Cash Flow	Deferred outflow	65.5	USD
ART Notes	(13.7)	2.4	(11.3)	Cash Flow	Deferred outflow	114.8	USD
CP Notes, Series 1 (Option)	—	—	—	Cash Flow	Interest Expense	300.0	USD
Energy instruments (Swaps/Swaptions):							
NYC Customer Load	(71.9)	71.9	—	Cash Flow	Deferred outflow	—	MWh
NYC Customer Load	(117.5)	25.2	(92.3)	Cash Flow	Deferred outflow	3,504,000	MWh
Hydro Generation Revenue	—	—	—	Investment	Power sales	184,000	MWh
Renewable energy contracts: (Swaps)							
SENY Renewable Energy	(33.6)	1.2	(32.4)	Investment	Regulatory Asset	909,983	MWh
Totals	$ (242.8)	$ 103.6	$ (139.2)				

Interest Rate Derivative Instruments

CP Notes, Series 2. **–** In 1998, the Authority entered into forward interest rate swaps to fix rates on long-term obligations initially issued to refinance $268.2 million of Series 1998 B Revenue Bonds required to be tendered in the years 2002 (the 2002 Swaps). Based upon the terms of these forward interest rate swaps, the Authority would pay interest calculated at a fixed rate of 5.123% to the counterparties through February 15, 2015. In return, the counterparties would pay interest to the Authority based upon the Securities Industry and Financial Markets Association municipal swap index (SIFMA Index) on the established reset dates. On November 15, 2002 the Authority completed the mandatory payment on the Series 1998 B Revenue Bonds from the proceeds of the issuance of Series 2 CP Notes. The 2002 Swaps became active on November 15, 2002 and are scheduled to terminate on February 15, 2015. Net settlement payments were $3.4 and $4.3 million in 2012 and 2011, respectively.

ART Notes. **–** In 2006, the Authority entered into a forward interest rate swap having an initial notional amount of $156 million (which declines over time to $75 million) with the objective of fixing the interest rates on the Authority's Adjustable Rate Tender Notes (ART Notes) for the period September 1, 2006 to September 1, 2016. Based upon the terms of the forward interest rate swap, the Authority pays interest calculated at a fixed rate of 3.7585% on the outstanding notional amount. In return, the counterparty pays interest to the Authority based upon 67% of the six-month LIBOR established on the reset dates that coincide with the ART Notes interest rate reset dates. Net settlement payments were $3.8 and $4.3 million in 2012 and 2011, respectively.

CP Notes, Series 1. **–** In January 2011, the Authority purchased an interest rate cap with the objective of limiting exposure to rising interest rates relating to $300 million of its Series 1 CP Notes at a premium cost of $0.2 million. The interest rate for the Series 1 CP Notes is capped at 5.5 percent based upon the SIFMA Index through January 2013 upon which date it expired. There were no changes to the fair value of this interest rate cap during 2012.

Energy Derivative Instruments

NYC Customer Load. **–** In 2009, the Authority entered into the first of two medium-term forward energy swaps to fix the cost of energy purchases in the NYISO electric market to meet certain long-term NYC Governmental Customers load requirements

between 2010 and 2012. This medium-term forward swap expired in December 2012. Net settlement payments were $90.1 million and $50.2 million in 2012 and 2011, respectively.

NYC Customer Load. **–** In 2009, the Authority entered into the second of two medium-term forward energy swaps to fix the cost of energy purchases in the NYISO electric market to meet certain long-term NYC Governmental Customers load requirements between 2011 and 2014. Net settlement payments were $49.6 million and $27.8 million in 2012 and 2011, respectively.

Hydro Generation Revenue. **–** In May 2012, the Authority purchased energy swaptions for certain months of 2013 and 2014. The objective of these transactions was to limit the Authority's price exposure related to significant downward movement in the sales price of certain forecasted merchant sales from generation at certain of its operating facilities in the NYISO electric market. As of December 31, 2012, a decrease in the forecasted generation has rendered these out-of-the-money swaptions to be ineffective. The 2012 changes in the fair value of the swaptions charged to power sales in the statement of revenues, expenses and changes in net position were insignificant.

Renewable Energy Contracts

SENY Renewable Energy. – In 2006, the Authority entered into long-term forward energy swaps and purchase agreements based upon a portion of the generation of the counterparties' wind-farm-power-generating facilities between 2008 and 2017. The fixed price ranges from $74 to $75 per megawatt and includes the purchase of the related environmental attributes. The intent of the swaps and purchase agreements is to assist specific governmental customers in acquiring and investing in wind power and related environmental attributes to satisfy certain New York State mandates to support renewable energy. Net settlement payments were $7.1 million and $6.2 million in 2012 and 2011, respectively. The Authority anticipates the recovery or distribution of any net settlements through specific contractual agreements with customers.

Other Considerations

The Authority from time to time may be exposed to any of the following risks:

Basis risk. – The Authority is exposed to basis risk on its pay-fixed interest rate swaps since it receives variable-rate payments on these hedging derivative instruments based on indexes which differ from the actual interest rates the Authority pays on its variable-rate debt. The Authority remarkets its Notes at rates that approximate SIFMA and LIBOR after considering other factors such as the Authority's creditworthiness.

The Authority is exposed to other basis risk in a portion of its electrical commodity-based swaps where the electrical commodity swap payments received are based upon a reference price in a NYISO Market Zone that differs from the Zone in which the hedged electric energy load is forecasted. If the correlation between these Zones' prices should fall, the Authority may incur costs as a result of the hedging derivative instrument's inability to offset the delivery price of the related energy.

Tax risk. – The Authority is at risk that a change in Federal tax rates will alter the relationship between the interest rates incurred on its ART Notes and LIBOR Index used in the pay-fixed receive-variable interest rate swap transaction.

Rollover risk. – The Authority is exposed to rollover risk on hedging derivative instruments that terminate prior to the maturity of the Authority's ART Notes, which these derivative instruments hedge. When the derivative instruments terminate the Authority will be re-exposed to the variable interest rate risk being hedged by the derivative instruments. The termination of the interest rate swaps on September 1, 2016 exposes the Authority to rollover risk since the hedged debt matures on March 1, 2020.

Certain electrical commodity-based derivative instruments are based upon projected future customer loads or facility operations. Beyond the terms of these derivative instruments (varying from one month to 48 months) the Authority is subject to the corresponding market volatilities.

Termination risk. – The Authority or its counterparties may terminate a derivative instrument agreement if the either party fails to perform under the terms of the agreement. The risk that such termination may occur at a time which may be disadvantageous to the Authority has been mitigated by including certain terms in these agreements by which the counterparty has the right to terminate only as a result of certain events, which includes a payment default by the Authority; other Authority defaults which remain uncured within a defined time-frame after notice; bankruptcy or insolvency of the Authority (or similar events); or a downgrade of the Authority's credit rating below investment grade. If at the time of termination the Authority has a liability position, related to its hedging derivative instruments, the Authority would be liable to the counterparty for a payment equal to the liability, subject to netting arrangements.

Market access risk. – The Authority remarkets its CP Notes on a continuous basis and its ART Notes every March 1 and September 1. Should the market experience a disruption or dislocation, the Authority may be unable to remarket its Notes for a

period of time. To mitigate this risk, the Authority has entered into liquidity facilities with highly rated banks to provide loans to support both the CP Note and ART Note programs. See note 6 of the notes to the financial statements.

Dodd Frank Act

On July 21, 2010, President Obama signed into law the Dodd-Frank Wall Street Reform and Consumer Protection Act ("DF Act") which addresses, among other things, interest rate and energy related commodity swap transactions of the type in which the Authority engages ("Swaps"). The requirements and processes are set forth in regulations promulgated by the Commodities Futures Trading Commission ("CFTC"). Pursuant to CFTC rules thus far, the Authority, as a public entity and electric utility which uses swaps solely to manage its risk, will be exempted from posting collateral beyond that of any existing credit support annexes in support of its open over-the-counter ("OTC") hedge positions. These CFTC rules are not anticipated to have significant impact on the Authority's liquidity and/or future risk mitigation activities. CFTC DF Act rules are still being promulgated, and Authority will continue to monitor their potential impact on the Authority's liquidity and/or future risk mitigation activities.

(9) Pension Plans, Other Postemployment Benefits, Deferred Compensation and Savings Plans

(a) Pension Plans

The Authority and substantially all of the Authority's employees participate in the New York State and Local Employees' Retirement System (ERS) and the Public Employees' Group Life Insurance Plan (the Plan). These are cost-sharing, multiple-employer defined benefit retirement plans. The ERS and the Plan provide retirement benefits as well as death and disability benefits. Obligations of employers and employees to contribute and benefits to employees are governed by the New York State Retirement and Social Security Law (NYSRSSL). As set forth in the NYSRSSL, the Comptroller of the State of New York (Comptroller) serves as sole trustee and administrative head of the ERS and the Plan. The Comptroller adopts and may amend rules and regulations for the administration and transaction of the business of the ERS and the Plan, and for the custody and control of their funds. The ERS and the Plan issue a publicly available financial report that includes financial statements and required supplementary information. That report may be obtained by writing to the New York State and Local Employees' Retirement System, 110 State Street, Albany, NY 12236.

The ERS is contributory except for employees who joined the ERS on or prior to July 27, 1976. Employees, who joined between July 28, 1976 and December 31, 2009 and have less than ten years of service, contribute 3% of their salary. Employees who joined the ERS on or after January 1, 2010 contribute 3% of their salary during their entire length of service. Employees who joined the ERS on or after April 1, 2012 contribute 3% of their salary through March 31, 2013 and up to 6% thereafter, based on their annual salary, during their entire length of service. Under the authority of the NYSRSSL, the Comptroller shall certify annually the rates expressed as proportions of payroll of members, which shall be used in computing the contributions required to be made by employers to the pension accumulation fund.

The Authority is required to contribute at an actuarially determined rate. The required contributions for 2012, 2011 and 2010 were $27.0 million, $21.0 million and $17.1 million, respectively. The Authority's contributions to the ERS were equal to 100% of the required contributions for each year.

Global decline in financial markets could adversely impact state pension investment market values, including those of the ERS. If ERS's investment market values do not recover, increases in the annual contributions to ERS in subsequent years may occur. The average contribution rate relative to payroll for the fiscal years ended March 31, 2012 was 16%. The average contribution rates relative to payroll for the fiscal years ended March 31, 2013 and 2014 have been set at approximately 18% and 21%, respectively.

(b) Other Postemployment Benefits (OPEB)

The Authority provides certain health care and life insurance benefits for eligible retired employees and their dependents under a single employer noncontributory (except for certain optional life insurance coverage) health care plan. Employees and/or their dependents become eligible for these benefits when the employee has at least 10 years of service and retires or dies while working at the Authority. Approximately 4,200 participants, including 1,600 current employees and 2,600 retired employees and/or spouses and dependents of retired employees, were eligible to receive these benefits at December 31, 2012. The Authority's post-retirement health care trust does not issue a stand-alone financial report.

Through 2006, other postemployment benefits (OPEB) provisions were financed on a pay-as-you-go basis and the plan was unfunded. In December 2006, the Authority's Trustees authorized staff to initiate the establishment of a trust for OPEB obligations (OPEB Trust), with the trust fund to be held by an independent custodian. Prior to 2009, the Authority funded the OPEB Trust with contributions totaling $225 million. Plan members are not required to contribute to the OPEB Trust. The Authority did not make any contributions to the OPEB Trust in 2010. During 2011, the Authority's Trustees approved

ongoing annual funding of the Trust in order to strengthen the Authority's financial position. Contributions of $22 million and $40 million were made to the OPEB Trust during 2012 and 2011, respectively.

The following table shows the components of the Authority's annual OPEB cost for the year, the amount actually contributed to the plan, and changes in the Authority's net OPEB obligation (dollar amounts in millions).

	2012	2011	2010
Annual OPEB cost:			
Annual required contribution (ARC):			
Normal cost	$ 10	$ 9	$ 8
Amortization payment	27	22	20
Total	37	31	28
ARC adjustment	9	7	8
Interest on net OPEB obligation	(5)	(3)	(4)
Annual OPEB cost	$ 41	$ 35	$ 32
Net OPEB obligation:			
Net OPEB (asset) obligation at beginning of fiscal year	$ (71)	$ (46)	$ (61)
Annual OPEB cost	41	35	32
Employer contribution:			
Benefit payments for retirees during the year	(19)	(20)	(17)
Trust fund contributions	(22)	(40)	—
Total employer contribution	(41)	(60)	(17)
Net OPEB (asset) obligation at end of fiscal year	$ (71)	$ (71)	$ (46)

The net OPEB asset of $71 million, which consists of $22 million current assets and $49 million noncurrent assets, is reported in miscellaneous receivables and other and deferred charges, long-term receivables and other, respectively, in the balance sheet at December 31, 2012.

The Authority's annual OPEB cost for 2012 was $41 million, which is reflected as an expense in the statement of revenues, expenses, and changes in net position. The Authority's annual OPEB cost (expense) is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of GAS No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years. As indicated herein, the Authority uses a twenty (20) year amortization period.

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. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer 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, presented as required supplementary information following the notes to the financial statements, presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits. The Authority's most recent actuarial valuation was performed as of January 1, 2012 and resulted in an actuarial accrued liability of $517 million which was funded with assets totaling $283 million indicating that the Authority's retiree health plan was 55% funded as of the valuation date. As of December 31, 2012, the balance in the OPEB Trust was $341 million and the actuarial accrued liability was $544 million, resulting in the retirees' health plan being 63% funded.

Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the employer and plan members) and include the types of benefits provided at the time of each valuation. The actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations. In the 2012

actuarial valuation, the projected unit credit actuarial cost method was used with benefits attributed on a level basis. The actuarial assumptions included a 7% investment rate of return (net of administrative expenses) and an annual healthcare cost trend rate of approximately 9% (net of administrative expenses), including inflation, declining approximately 1/2% each year to an ultimate trend rate of approximately 5%. Both the cost trend rate and the ultimate trend rate include a 3% inflation assumption. Commencing with the January 1, 2010 actuarial valuation, the Authority commenced amortizing gains and losses, first recognized in 2010, over an open 20-year period while continuing to amortize its initial unfunded accrued liability (beginning January 1, 2002 through January 1, 2009) over a closed 20-year period.

(c) Deferred Compensation and Savings Plans

The Authority offers union employees and salaried employees a deferred compensation plan created in accordance with Internal Revenue Code, Section 457. This plan permits participants to defer a portion of their salaries until future years. Amounts deferred under the plan are not available to employees or beneficiaries until termination, retirement, death or unforeseeable emergency.

The Authority also offers salaried employees a savings plan created in accordance with Internal Revenue Code, Section 401(k). This plan also permits participants to defer a portion of their salaries. The Authority matches contributions of employees up to limits specified in the plan. Such matching annual contributions were approximately $2.4 million per year for 2012 and 2011.

Both the deferred compensation plan and the savings plan have a loan feature.

Independent trustees are responsible for the administration of the 457 and 401(k) plan assets under the direction of a committee of union representatives and nonunion employees and a committee of nonunion employees, respectively. Various investment options are offered to employees in each plan. Employees are responsible for making the investment decisions relating to their savings plans.

(10) NYISO

Pursuant to FERC Order No. 888, the New York investor-owned electric utilities (the IOUs), a subsidiary of the Long Island Power Authority (doing business as LIPA hereafter referred to as LIPA) and the Authority, and certain other entities, established two not-for-profit organizations, the New York Independent System Operator (NYISO) and the New York State Reliability Council (Reliability Council). The mission of the NYISO is to assure the reliable, safe and efficient operation of the State's major transmission system, to provide open-access nondiscriminatory transmission services and to administer an open, competitive and nondiscriminatory wholesale market for electricity in the State. The mission of the Reliability Council is to promote and preserve the reliability of electric service on the NYISO's system by developing, maintaining, and from time to time, updating the reliability rules relating to the transmission system. The Authority, the current IOUs and LIPA are members of both the NYISO and the Reliability Council.

The NYISO is responsible for scheduling the use of the bulk transmission system in the State, which normally includes all the Authority's transmission facilities, and for collecting ancillary services, losses and congestion fees from transmission customers. Each IOU and the Authority retains ownership, and is responsible for maintenance of its respective transmission lines. All customers of the NYISO pay fees to the NYISO. Each customer also pays a separate fee for the benefit of the Authority that is designed to assure that the Authority will recover its entire transmission revenue requirement.

The Authority dispatches power from its generating facilities in conjunction with the NYISO. The NYISO coordinates the reliable dispatch of power and operates a market for the sale of electricity and ancillary services within the State. The NYISO surveys the capacity of generating installations serving the State (installed capacity) and the load requirements of the electricity servers and provides an auction market for generators to sell installed capacity. The NYISO also administers day-ahead and hourly markets whereby generators bid to serve the announced requirements of the local suppliers of energy and ancillary services to retail customers. The Authority participates in these markets as both a buyer and a seller of electricity and ancillary services. A significant feature of the energy markets is that prices are determined on a location-specific basis, taking into account local generating bids submitted and the effect of transmission congestion between regions of the State. The NYISO collects charges associated with the use of the transmission facilities and the sale of power and services bid through the markets that it operates. It remits those proceeds to the owners of the facilities in accordance with its tariff and to the sellers of the electricity and services in accordance with their respective bids.

Because of NYISO requirements, the Authority is required to bid into the NYISO day-ahead market (DAM) virtually all of the installed capacity output of its units. The NYISO then decides which Authority units will be dispatched, if any, and how much of such units' generation will be dispatched. The dispatch of a particular unit's generation depends upon the bid prices for the unit submitted by the Authority and whether the unit is needed by the NYISO to meet expected demand. If an Authority unit is

dispatched by the NYISO, the Authority receives a fixed price (the Market Clearing Price), based on NYISO pricing methodology, for the energy dispatched above that needed to meet Authority contractual load (the Excess Energy). For the energy needed to meet Authority contractual load (the Contract Energy), the Authority receives the price in its contracts with its customers (the Contract Price).

This procedure has provided the Authority with economic benefits from its units' operation when selected by the NYISO and may continue to do so in the future. However, such bids also obligate the Authority to supply the energy in question during a specified time period, which does not exceed two days (the Short Term Period), if the unit is selected. If a forced outage occurs at the Authority plant that is to supply such energy, then the Authority is obligated to pay during the Short Term Period (1) in regard to the Excess Energy amount, the difference between the price of energy in the NYISO hourly market and the Market Clearing price in the day-ahead market, and (2) in regard to the Contract Energy amount, the price of energy in the NYISO hourly market, which is offset by amounts received based on the Contract Price. This hourly market price is subject to more volatility than the day-ahead market price. The risk attendant with this outage situation is that, under certain circumstances, the Market Clearing Price in the day-ahead market and the Contract Price may be well below the price in the NYISO hourly market, with the Authority required to pay the difference. In times of maximum energy usage, this cost could be substantial. This outage cost risk is primarily of concern to the Authority in the case of its 500-MW plant (discussed in note 12(d) "Small, Clean Power Plants and 500-MW Plant" of the notes to the financial statements) because of its size, nature and location.

In addition to the risk associated with the Authority bidding into the day-ahead market, the Authority could incur substantial costs, in times of maximum energy usage, by purchasing replacement energy for its customers in the NYISO day-ahead market or through other supply arrangements to make up for lost energy due to an extended outage of its units or failure of its energy suppliers to meet their contractual obligations. As part of an ongoing risk mitigation program, the Authority investigates financial hedging techniques to cover, among other things, future maximum energy usage periods (see note 8 of notes to the financial statements).

(11) Nuclear Plant Divestiture and Related Matters

(a) Nuclear Plant Divestiture

On November 21, 2000 (Closing Date), the Authority sold its nuclear plants—Indian Point 3 (IP3) and James A. FitzPatrick (JAF) to two subsidiaries of Entergy Corporation (collectively Entergy or the Entergy Subsidiaries) for cash and noninterest-bearing notes totaling $967 million (subsequently reduced by closing adjustments to $956 million) maturing over a 15-year period. The present value of these payments recorded on the Closing Date, utilizing a discount rate of 7.5%, was $680 million.

As of December 31, 2012 and 2011, the present value of the notes receivable were:

	2012	2011
	(In millions)	
Notes receivable – nuclear plant sale	$ 53	$ 68
Less due within one year	16	15
	$ 37	$ 53

The long-term portion of this notes receivable is reported in other noncurrent assets in the balance sheets at December 31, 2012 and 2011.

On September 6, 2001, a subsidiary of Entergy Corporation completed the purchase of Indian Point 1 and 2 (IP1 and IP2) nuclear power plants from Consolidated Edison Company of New York Inc. Under an agreement between the Authority and Entergy, which was entered into in connection with the sale of the Authority's nuclear plants to Entergy, the acquisition of the IP2 nuclear plant by a subsidiary of Entergy resulted in the Entergy subsidiary which now owns IP3 being obligated to pay the Authority $10 million per year for 10 years beginning September 6, 2003, subject to certain termination and payment reduction provisions upon the occurrence of certain events, including the sale of IP3 or IP2 to another entity and the permanent retirement of IP2 or IP3. The Authority received its final $10 million payment on September 6, 2012. The 2012 and 2011 payments received were included in other nonoperating income.

As part of the Authority's sale of its nuclear projects to Entergy Subsidiaries in November 2000, the Authority entered into two Value Sharing Agreements (VSAs) with them. In essence, these contracts provide that the Entergy Subsidiaries will share a certain percentage of all revenues they receive from power sales in excess of specific projected power prices for a ten-year period (2005 – 2014). During 2006 and 2007, disputes arose concerning the calculation of the amounts due the

Authority for 2005 and 2006, respectively. In October 2007, the parties reached an agreement resolving these disputes and amending the VSAs. In essence, these amended VSAs provide for the Entergy Subsidiaries to pay the Authority a set price ($6.59 per MWh for IP3 and $3.91 per MWh for JAF) for all MWhs metered from each plant between 2007 and 2014, with the Authority being entitled to receive annual payments up to a maximum of $72 million. As of December 31, 2012, payments totaling $71.7 million have been accrued by the Authority and are reflected in other nonoperating income in the Authority's statements of revenues, expenses, and changes in net position. The Authority has received the maximum annual payment of $48 million in each of the calendar years 2012 and 2011 for IP3. The Authority has received payments of $23.7 million and $24 million in 2012 and 2011 respectively for JAF. The 2012 payment for JAF was less than the $24 million maximum primarily due to an unplanned maintenance outage in November 2012. The payments, related to the calendar years ending after December 31, 2012, are subject to continued ownership of the facilities by the Entergy Subsidiaries or its affiliates.

As a result of competitive bidding, and not related to the sale of the nuclear plants, the Authority agreed to purchase energy from Entergy's IP3 and IP2 nuclear power plants in the total amount of 200 MW during the period 2009 to 2013.

(b) Nuclear Fuel Disposal

In accordance with the Nuclear Waste Policy Act of 1982, in June 1983, the Authority entered into a contract with the U.S. Department of Energy (DOE) under which DOE, commencing not later than January 31, 1998, would accept and dispose of spent nuclear fuel. In conjunction with the sale of the nuclear plants, the Authority's contract with the DOE was assigned to Entergy. The Authority remains liable to Entergy for the pre-1983 spent fuel obligation (see note 12(f) "New York State Budget and Other Matters" relating to a temporary transfer of such funds to the State). As of December 31, 2012 and 2011, the liability to Entergy totaled $216 million for each year. The Authority retained its pre-closing claim against DOE under the DOE standard contract for failure to accept spent fuel on a timely basis.

Following the stay of the case for a period of years to await the outcome of appeals in other relevant cases, the parties served various motions and engaged in extensive discovery and other proceedings. Ultimately, in July 2011, the parties executed a settlement agreement in full and final settlement of the Authority's claims and pursuant to which the Authority received a payment, in August 2011, of approximately $11 million. This item was reported as other income in the nonoperating revenues section of the statement of revenues, expenses, and changes in net assets for the year ended December 31, 2011. This litigation is now concluded.

(c) Nuclear Plant Decommissioning

The Decommissioning Agreements with each of the Entergy Subsidiaries deal with the decommissioning funds (the Decommissioning Funds) currently maintained by the Authority under a master decommissioning trust agreement (the Trust Agreement). Under the Decommissioning Agreements, the Authority will make no further contributions to the Decommissioning Funds.

The Authority will retain contractual decommissioning liability until license expiration, a change in the tax status of the fund, or any early dismantlement of the plant, at which time the Authority will have the option of terminating its decommissioning responsibility and transferring the plant's fund to the Entergy Subsidiary owning the plant. At that time, the Authority will be entitled to be paid an amount equal to the excess of the amount in the Fund over the Inflation Adjusted Cost Amount, described below, if any. The Authority's decommissioning responsibility is limited to the lesser of the Inflation Adjusted Cost Amount or the amount of the plant's Fund.

The Inflation Adjusted Cost Amount for a plant means a fixed estimated decommissioning cost amount adjusted in accordance with the effect of increases and decreases in the U.S. Nuclear Regulatory Commission (NRC) minimum cost estimate amounts applicable to the plant.

Certain provisions of the Decommissioning Agreements provide that if the relevant Entergy Subsidiary purchases, or operates, with the right to decommission, another plant at the IP3 site, then the Inflation Adjusted Cost Amount would decrease by $50 million. In September 2001, a subsidiary of Entergy purchased the Indian Point 1 and Indian Point 2 plants adjacent to IP3.

If the license for IP3 or JAF is extended, an amount equal to $2.5 million per year, for a maximum of 20 years, would be paid to the Authority by the relevant Entergy Subsidiary for each year of life extension during which the plant operates. In April 2007, the NRC received a license renewal application (for an additional 20 years) for IP3. The original licenses for JAF and IP3 expire in 2014 and 2015, respectively. On September 9, 2008, the NRC renewed the operating license of JAF for 20 years to October 17, 2034.

Decommissioning Funds of $1,186 million and $1,090 million are included in restricted funds and other noncurrent liabilities in the balance sheets at December 31, 2012 and 2011, respectively.

If the Authority is required to decommission IP3 or JAF pursuant to the relevant Decommissioning Agreement, an affiliate of the Entergy Subsidiaries, Entergy Nuclear, Inc. would be obligated to enter into a fixed price contract with the Authority to decommission the plant, the price being equal to the lower of the Inflation Adjusted Cost Amount or the plant's Fund amount.

(12) Commitments and Contingencies

(a) Competitive Environment

The Authority's mission is to provide clean, low-cost, and reliable energy consistent with its commitment to the environment and safety, while promoting economic development and job development, energy efficiency, renewables and innovation, for the benefit of its customers and all New Yorkers. The Authority's financial performance goal is to have the resources necessary to achieve its mission, to maximize opportunities to serve its customers better and to preserve its strong credit rating.

According to the National Bureau of Economic Research, a recession in the United States began in December 2007 and ended in June 2009. However, the economy continues to grow slowly and unemployment remains high. Forecasted recovery time for these economic conditions ranges from a few to many years. In this environment, the Authority has continued to utilize its financial flexibility to support its mission and its customers.

To maintain its position as a low cost provider of power in a changing environment, the Authority has undertaken and continues to carry out a multifaceted program, including: (a) the upgrade and relicensing of the Niagara and St. Lawrence-FDR projects; (b) long-term supplemental electricity supply agreements with its governmental customers located mainly within the City of New York (NYC Governmental Customers); (c) construction of a 500-megawatt (MW) combined-cycle electric generating plant at the Authority's Poletti plant site (500-MW plant); (d) a long-term electricity supply contract with Astoria Generating LLC for the purchase of the output of a new 550-MW power plant in Astoria, Queens, which entered into service on July 1, 2011; (e) a significant reduction of outstanding debt; and (f) implementation of an energy and fuel risk management program. The Authority operates in a competitive and sometimes volatile market environment. Volatility in the energy market has impacted the Authority in its role as a buyer and until recent years had resulted in higher costs of purchased power and fuel in its NYC Governmental Customer and other market areas. The NYC Governmental Customer market cost situation is mitigated by the cost-recovery provisions in the long-term supplemental electricity supply agreements and generation from the Authority's 500-MW plant. The Authority also has implemented a restructuring program for its long-term debt through open-market purchases, early retirements and refundings, which has resulted in cost savings and increased financial flexibility. The Authority can give no assurance that even with these measures it will not lose customers in the future as a result of the restructuring of the State's electric utility industry and the emergence of new competitors or increased competition from existing participants. In addition, the Authority has a variety of legal restrictions on its ability to market its power and energy on a competitive basis.

(b) Power Programs

Recharge New York Power Program

Chapter 60 (Part CC) of the Laws of 2011 (Chapter 60) established the "Recharge New York Power Program" (RNYPP). The RNYPP is a new power program, administered by the Authority, which has as its central benefit up to 910 MW of low cost power comprised of up to 455 MW of hydropower from the Niagara and St. Lawrence-FDR Projects and up to 455 MW of other power procured or produced by the Authority from other sources. The 910 MW of power is available for allocation as provided by Chapter 60 to eligible new and existing businesses and not-for-profit corporations under contracts of up to seven years. RNYPP was effective beginning July 1, 2012.

The RNYPP legislation also temporarily extended the Power for Jobs (PFJ) and Energy Cost Savings Benefit (ECSB) Program through June 30, 2012 at which time the two programs terminated. Those PFJ and ECSB Program customers who are in substantial compliance with contractual commitments under the PFJ and ECSB Programs and who apply but do not receive RNYPP allocations are eligible to apply for transitional electricity discounts, as provided for in Chapter 60. This transitional electricity discounts program provides for declining levels of discounts through June 30, 2016 when the program terminates, if payment of such discounts is deemed feasible and advisable by the Authority's Trustees. In June 2012, the Authority's Trustees authorized transitional electricity discount payments of up to $9 million for the year July 1, 2012 – June 30, 2013.

The hydropower used for the RNYPP was power formerly used to provide discounted electricity to domestic and rural customers of the three private utilities that serve upstate New York. To mitigate the impacts from the redeployment of this hydropower for the RNYPP, Chapter 60 created a "Residential Consumer Discount Program" (RCDP). The RCDP authorizes the Authority, as deemed feasible and advisable by its Trustees, to provide annual funding of $100 million for the first three years following withdrawal of the hydropower from the residential and farm customers, $70 million for the fourth year, $50 million for the fifth year, and $30 million each year thereafter, for the purpose of funding a residential consumer discount program for those customers that had formerly received the hydropower that is utilized in the RNYPP. Chapter 60 further authorizes the Authority, as deemed feasible and advisable by the Trustees, to use revenues from the sales of hydroelectric power, and such other funds of the Authority, as deemed feasible and advisable by the Trustees, to fund the RCDP. The Authority's Trustees have authorized the release of $250 million in support of the RCDP through January 2014. The Authority supplemented the market revenues through the use of internal funds, from the start of the program through December 31, 2012, totaling cumulatively $60 million. Operations and maintenance expenses included $100 million and $42 million of residential consumer discounts for the years ended December 31, 2012 and 2011, respectively.

In November 2012, the Authority's Trustees authorized the funding in an amount not to exceed $10 million to provide rebates to eligible RNYPP customers for the purchase of energy efficient equipment to replace equipment damaged or lost in the 2012 Hurricane Sandy storm. The Authority's offering will be made available to businesses and not-for-profit organizations on Long Island, in New York City and Westchester and Rockland counties and other areas in New York that may subsequently be subject to a major federal disaster declaration relating to the 2012 Hurricane Sandy storm.

Power for Jobs

In 1997, legislation was enacted into New York law which authorized the Power for Jobs (PFJ) Program to make low-cost electric power available to businesses, small businesses and not-for-profit organizations. The PFJ Program power was sold to the local utilities of the eligible recipients pursuant to sale-for-resale agreements at rates which were based on the cost of the competitive procurement (or alternative acquisition) power plus a charge for the transmission of such power.

In 2004, legislation was enacted into New York law that amended the PFJ Program in regard to contracts of certain PFJ Program customers. Under the amendment, certain customer contracts terminating in 2004 and 2005 could be extended by the affected customer, or the customer could opt for Power for Jobs electricity savings reimbursements (PFJ Rebates). Generally, the amount of such PFJ Rebates for a particular customer was based on a comparison of the current cost of electricity to such customer with the cost of electricity under the prior Power for Jobs contract during a comparable period. Thereafter, the PFJ Program was extended for short periods of time, pending the expected adoption by the State of a new, long term power-based economic development program. As noted above, the PFJ Program was finally terminated effective June 30, 2012 by Chapter 60 which created the RNYPP. The Authority has approved PFJ Rebate payments totaling $309 million for the years 2005 through December 31, 2012 and in connection with the ending of the program expects the remainder of such payments will not exceed $52 million.

The Power for Jobs legislation authorized the Authority as deemed feasible and advisable by the trustees, to make annual voluntary contributions to the State in connection with the Program. Commencing from December 2002 through June 2012, the Authority made such voluntary contributions to the State in an aggregate amount of $475 million in connection with the Power for Jobs Program.

Energy Cost Savings Benefits

Legislation was enacted into law in July 2005 (Chapter 313, 2005 Laws of New York) (the 2005 Act) which amended the Act and the New York Economic Development Law (EDL) in regard to several of the Authority's economic development power programs and the creation of energy cost savings benefits to be provided to certain Authority customers. Relating to the Energy Cost Savings Benefits (ECS Benefits), the 2005 Act revised the Act and the EDL to allow up to 70 MW of relinquished Replacement Power and up to 38.6 MW of Preservation Power that might be relinquished or withdrawn in the future to be sold by the Authority into the market and to use the net earnings, along with other funds of the Authority, as deemed feasible and advisable by the Authority's Trustees, for the purpose of providing ECS Benefits. The ECS Benefits program has been administered by the New York State Economic Development Power Allocation Board (EDPAB) and awarded by the Power Authority based on criteria designed to promote economic development, maintain and develop jobs, and encourage new capital investment throughout New York State. The ECS Benefits were available only for business customers served under the Authority's High Load Factor, Economic Development Power and Municipal Distribution Agency programs, which would have, in the absence of the ECS Benefits, faced rate increases beginning November 1, 2005.

In August 2006, legislation was enacted into law that extended the ECS Benefits Program through June 30, 2007 and also provided that the Authority make available for allocation to customers the 70 MW of hydropower that had been utilized as a source of funding the ECS Benefits.

Chapter 60 of the Laws of 2011 extended the ECS Benefits Program through June 30, 2012, at which time the Program terminated along with the PFJ due to the creation of the RNYPP discussed above in note 12 (c) "Governmental Customers in the New York Metropolitan Area" of the notes to the financial statements. From the inception of the ECS Benefits Program through December 2007, there were no ECS Benefits paid by the Authority from internal funds, as opposed to funds derived from the sale of such hydropower. For 2008, the Authority paid $21 million in ECS Benefits from internal funds. In 2009-2012, no ECS Benefits were paid from internal funds, which is reflective of the current lower market prices for electric energy.

Western New York Power Proceeds Allocation Act

Effective March 30, 2012, Chapter 58 (Part GG) of the Laws of 2012 (Chapter 58) created the Western New York Power Proceeds Act (WNYPPA). The WNYPPA authorizes the Authority, as deemed feasible and advisable by the Trustees, to deposit net earnings from the sale of unallocated Expansion Power and Replacement Power from the Authority's Niagara project into an account administered by the Authority known as the Western New York Economic Development Fund (Fund). Net earnings are defined as any excess revenues earned from such power sold into the wholesale market over the revenues that would have been received had the power been sold at the Expansion Power and Replacement Power rates. Proceeds from the Fund may be used to support eligible projects undertaken within a 30-mile radius of the Niagara power project that satisfy applicable criteria. Chapter 58 also establishes a five-member Western New York Power Allocations Board, which is appointed by the Governor.

Chapter 58 also repealed Chapter 436 of the Laws of 2010 which had created a similar program that could not be effectively implemented. In June 2012, the Authority's Trustees approved the release of up to $20 million in net earnings, calculated for the period August 30, 2010 through December 31, 2012 as provided in the legislation, for deposit into the Fund.

(c) Governmental Customers in the New York City Metropolitan Area

In 2005, the Authority and its eleven NYC Governmental Customers, including the Metropolitan Transportation Authority, the City of New York, the Port Authority of New York and New Jersey (Port Authority), the New York City Housing Authority, and the New York State Office of General Services, entered into long-term supplemental electricity supply agreements (Agreements). Under the Agreements, the NYC Governmental Customers agreed to purchase their electricity from the Authority through December 31, 2017, with the NYC Governmental Customers having the right to terminate service from the Authority at any time on three years' notice and, under certain limited conditions, on one year's notice, provided that they compensate the Authority for any above-market costs associated with certain of the resources used to supply the NYC Governmental Customers.

Under the Agreements, the Authority will modify rates annually through a formal rate case where there is a change in fixed costs to serve the NYC Governmental Customers. Except for the minimum volatility price option, changes in variable costs, which include fuel and purchased power, will be captured through contractual pricing adjustment mechanisms. Under these mechanisms, actual and projected variable costs are reconciled and all or a portion of the variance is either charged or credited to the NYC Governmental Customers. The Authority provides the customers with indicative electricity prices for the following year reflecting market-risk hedging options designated by the NYC Governmental Customers. Such market-risk hedging options include a full cost energy charge adjustment ("ECA") pass-through arrangement relating to fuel, purchased power, and NYISO-related costs (including such an arrangement with some cost hedging) and a sharing option where the customers and the Authority will share in actual cost variations as specified in the Agreements. For 2011 and 2012, the NYC Customers chose a market-risk hedging price option designated an "ECA with hedging" pricing option whereby actual cost variations in variable costs are passed through to the customers as specified above. With the customers' guidance and approval, the Authority will continue to offer annually financing for energy efficiency projects and initiatives at governmental customers' facilities, with the financing for such projects and initiatives to range from $150 million to $190 million. The costs of such projects are to be recovered from such customers.

As a result of a Request for Proposals for Long-Term Supply issued in March 2005, Authority staff entered into negotiations for the execution of a firm transmission capacity purchase agreement with Hudson Transmission Partners, LLC (HTP) to serve the long-term requirements of the Authority's NYC Governmental Customers through the transmission rights associated with HTP's proposed transmission line (Line) extending from Bergen County, New Jersey, to Consolidated Edison's West 49th Street substation. On April 15, 2011, the Authority executed a Firm Transmission Capacity Purchase Agreement (FTCPA) with HTP and the line is currently under construction. The FTCPA will provide

the Authority with 75% of the firm transmission capacity of 660 MW line (the Line) for 20 years. The Authority's obligation to make payments under the FTCPA will begin upon commercial operation, which is expected in the summer of 2013. Under the FTCPA, the Authority also will pay the costs of certain interconnection and transmission upgrades associated with the Line once it enters into service, estimated to total approximately $200 million. The Authority is currently in negotiations with certain of its NYC Governmental Customers and other third parties regarding partial recovery of the costs of the Line. It is estimated that the revenues derived from the Authority's rights under the FTCPA will not be sufficient to fully cover the Authority's costs under the FTCPA during the initial 20-year term of the FTCPA. Depending on a number of variables, it is estimated that the Authority's under-recovery of costs under the FTCPA could be in the range of approximately $50 million to $70 million per year during the first five years of commercial operation. The Authority expects, based on current projections, that it will be able to continue to meet its debt service coverage ratio, cash and reserve requirements in the future; however, there can be no assurance such requirements will be met.

In anticipation of the closure of the Authority's Poletti plant in 2010, the Authority, in 2007, issued a nonbinding request for proposals for up to 500 MW of in-city unforced capacity and optional energy to serve the needs of its NYC Governmental Customers. This process, which included approval of the NYC Governmental Customers, resulted in a long-term electricity supply contract in 2008 between the Authority and Astoria Energy II LLC for the purchase of the output of Astoria Energy II, a new 550-MW plant, which was constructed and entered into commercial operation on July 1, 2011 in Astoria, Queens. The costs associated with the contract will be borne by these customers for the life of the Astoria Energy II contract. The Authority is accounting for and reporting this lease transaction as a capital lease in the amount of $1.225 billion as of December 31, 2012, which reflects the present value of the monthly portion of lease payments allocated to real and personal property. The balance of the monthly lease payments represents the portion of the monthly lease payment allocated to operations and maintenance costs which are recorded monthly. Fuel for the plant is provided by the Authority and the costs thereof are being recovered from the NYC Governmental Customers.

The Authority's other Southeastern New York (SENY) Governmental Customers are Westchester County and numerous municipalities, school districts, and other public agencies located in Westchester County (collectively, the "Westchester Governmental Customers"). By early 2008, the Authority had entered into a new supplemental electricity supply agreement with all 103 Westchester Governmental Customers. Among other things, under the agreement, an energy charge adjustment mechanism is applicable, and customers are allowed to partially terminate service from the Authority on at least two months' notice prior to the start of the NYISO capability periods. Full termination is allowed on at least one year's notice, effective no sooner than January 1 following the one year notice.

(d) Small, Clean Power Plants and 500-MW Plant

To meet capacity deficiencies and ongoing load requirements in the New York City metropolitan area that could also adversely affect the statewide electric pool, the Authority placed in operation, in the Summer of 2001, the Small, Clean Power Plants (SCPPs), consisting of eleven natural-gas-fueled combustion-turbine electric units, each having a nameplate rating of 47 MW at six sites in New York City and one site in the service region of LIPA.

As a result of the settlement of litigation relating to certain of the SCPPs, the Authority has agreed under the settlement agreement to cease operations at one of the SCPP sites, which houses two units, as early as the commercial operation date of either the 500-MW plant (December 31, 2005) or another specified plant being constructed in the New York City area, if the Mayor of New York City directs such cessation. No such cessation has occurred.

To serve its NYC Governmental Customers and to comply with the NYISO in-city capacity requirement in the New York City area, the Authority has constructed a 500-MW combined-cycle natural-gas-and-distillate-fueled power plant at the Poletti site (the 500-MW plant) as the most cost-effective means of effectuating such compliance. In connection with the licensing of the 500-MW plant, the Authority entered into an agreement that resulted in the cessation of operation of the Authority's Poletti plant, which had entered into service in 1977, on January 31, 2010.

(e) Legal and Related Matters

St. Regis Litigation

In 1982 and again in 1989, several groups of Mohawk Indians, including a Canadian Mohawk tribe, filed lawsuits against the State, the Governor of the State, St. Lawrence and Franklin counties, the St. Lawrence Seaway Development Corporation, the Authority and others, claiming ownership to certain lands in St. Lawrence and Franklin counties and to Barnhart, Long Sault and Croil islands (St. Regis litigation). These islands are within the boundary of the Authority's St. Lawrence-FDR Project and Barnhart Island is the location of significant Project facilities. Settlement discussions were held periodically between 1992 and 1998. In 1998, the Federal government intervened on behalf of all Mohawk plaintiffs.

On May 30, 2001, the United States District Court (the Court) denied, with one minor exception, the defendants' motion to dismiss the land claims. However, the Court barred the Federal government and one of the tribal plaintiffs, the American Tribe of Mohawk Indians from re-litigating a claim to 144 acres on the mainland that had been lost in the 1930s by the Federal government. The Court rejected the State's broader defenses, allowing all plaintiffs to assert challenges to the islands and other mainland conveyances in the 1800s, which involved thousands of acres. On August 3, 2001, the Federal government sought to amend its complaint in the consolidated cases to name only the State and the Authority as defendants. The State and the Authority advised the Court that they would not oppose the motion but reserved their right to challenge, at a future date, various forms of relief requested by the Federal government.

The Court granted the Federal government's motion to file an amended complaint. The tribal plaintiffs still retain their request to evict all defendants, including the private landowners. Both the State and the Authority answered the amended complaint. In April 2002, the tribal plaintiffs moved to strike certain affirmative defenses and, joined by the Federal government, moved to dismiss certain defense counterclaims. The defendants filed their opposition papers in September 2002. In an opinion, dated July 28, 2003, the Court left intact most of the Authority's defenses and all of its counterclaims.

Thereafter, settlement discussions produced a land claim settlement, which if implemented would include, among other things, the payment by the Authority of $2 million a year for 35 years to the tribal plaintiffs, the provision of up to 9 MW of low cost Authority power for use on the reservation, the transfer of two Authority-owned islands; Long Sault and Croil, and a 215-acre parcel on Massena Point to the tribal plaintiffs, and the tribal plaintiffs withdrawing any judicial challenges to the Authority's new license, as well as any claims to annual fees from the St. Lawrence-FDR project. Members of all three tribal entities voted to approve the settlement, which was executed by them, the Governor, and the Authority on February 1, 2005. The settlement would also require, among other things, Federal and State legislation to become effective. Litigation in the case had been stayed to permit time for passage of such legislation and thereafter to await decision of appeals in two relevant New York land claim litigations (Cayuga and Oneida) to which the Authority is not a party.

The legislation was never enacted and once the Cayuga and Oneida appellate decisions were issued in 2005 and 2006, respectively, efforts to obtain legislative approval for the settlement ceased. Because these appellate decisions dismissed land claims by the Cayugas and Oneidas based on the lengthy delay in asserting such claims (i.e., the defense of laches), the defense in the instant actions, in motions filed in November 2006, moved to dismiss the three Mohawk complaints as well as the United States' complaint on similar delay grounds. The Mohawks and the Federal government filed papers opposing those motions in July 2007, and additional briefing by the parties occurred thereafter. By order dated May 16, 2008, the U.S. Magistrate granted the defense motion to stay all proceedings until the U.S. Court of Appeals for the Second Circuit issued its decision in the Oneida case, one raising similar laches issues.

On August 9, 2010, the Second Circuit issued a decision in the Oneida case (Oneida Indian Nation of New York et al. v County of Madison et al.), thereby lifting the stay of this litigation. The Second Circuit, in that case, dismissed both the Native American and U.S. claims in their entirety finding, among other things, that those claims were barred by equitable principles as articulated in the earlier Cayuga and other decisions. The U.S. Magistrate then ordered all parties in the St. Regis case to submit supplemental briefs and, thereafter, oral argument on the pending motions was held before him on June 17, 2011.

On February 10, 2012, this case was reassigned to a new U.S. Magistrate. On September 28, 2012, the U.S. Magistrate recommended dismissal of all land claims brought against the Authority by three St. Regis tribal factions as well as the Federal government. The Magistrate upheld the Authority's laches defense and also recommended dismissal on the same grounds of all claims by the same plaintiffs against the other defendants relating to all but one of the other challenged mainland parcels. On October 2, 2012, a new Senior Judge was assigned. Plaintiff tribes, the Federal government and the State filed their objections to the U.S. Magistrate's report and recommendation noted above and all parties have filed their objections. The Senior Judge may accept, modify or reject, in whole or in part, the U.S. Magistrate's report and recommendation.

The Authority had accrued an estimated liability based upon the provisions of the February 1, 2005 settlement related to this litigation. However, while the Authority is unable to predict the outcome of the matters described above, the Authority believes that it has meritorious defenses and positions with respect thereto and as result of current court rulings has reversed its previously accrued estimated liability. The reversal of this liability did not have any effect on the Authority's net income for 2012. Conversely, adverse decisions of a certain type in the matters discussed above could adversely affect Authority operations and revenues.

Tropical Storm Irene

In late November 2011, approximately 14 notices of claim were received by the Authority involving the heavy rains and widespread flooding resulting from Tropical Storm Irene's passage through the Northeast in late August 2011. The notices of claim essentially claim that property and other damages allegedly incurred by certain landowners were the result of the Authority's negligence in its operations at its Blenheim-Gilboa Pumped Storage Power Project located on the Schoharie Creek in Schoharie County, New York. In addition, in mid-January 2012, the County of Schoharie, eight towns and villages therein, and one school district ("Municipalities") filed a motion in Schoharie County Supreme Court requesting leave to serve late notices of claim on the Authority. In August 2012, Municipalities initiated a lawsuit in Schoharie County Supreme Court against the Authority involving the heavy rains and widespread flooding resulting from Tropical Storm Irene's passage through the Northeast in August 2011. The Municipalities essentially allege that they sustained property damage and lost tax revenues resulting from lowered assessed valuation of taxable real property due to the Authority's negligence in its operations at the Blenheim-Gilboa pumped-storage hydroelectric facility located on the Schoharie Creek in Schoharie County, New York. In February 2012, a private landowner filed a similar motion and lawsuit in such court.

Plaintiffs seek at least $5 million in damages, at least $5 million in punitive damages, as well as attorney's fees. The second lawsuit was brought on behalf of a park campground and makes nearly the same allegations with the plaintiff seeking at least $5 million in damages, at least $5 million in punitive damages, as well as attorney's fees. In November 2012, the Authority formally responded to the two lawsuits.

In December 2012, the Authority was served with a third lawsuit by five plaintiffs arising out of Tropical Storm Irene and the Authority's operation of its Blenheim-Gilboa Pumped Storage Project. Plaintiffs previously filed timely notices of claim. The five plaintiffs include three individual landowners and two corporations. The three individual landowners own properties located in Schoharie, NY and Central Bridge, NY and are claiming damages in the aggregate amount of $1.55 million. The two corporations also own properties in Schoharie, NY and are claiming damages in the aggregate amount of $1.05 million.

While the Authority cannot presently predict whether and to what extent any lawsuits will be initiated based on such notices of claim or similar claims that may be filed in the future, or the outcome of any such litigation, the Authority believes that it has meritorious defenses and positions with respect thereto.

Other Actions or Claims

In addition to the matters described above, other actions or claims against the Authority are pending for the taking of property in connection with its projects, for negligence, for personal injury (including asbestos-related injuries), in contract, and for environmental, employment and other matters. All of such other actions or claims will, in the opinion of the Authority, be disposed of within the amounts of the Authority's insurance coverage, where applicable, or the amount which the Authority has available therefore and without any material adverse effect on the business of the Authority.

(f) New York State Budget and Other Matters

Section 1011 of the Power Authority Act (Act) constitutes a pledge of the State to holders of Authority obligations not to limit or alter the rights vested in the Authority by the Act until such obligations together with the interest thereon are fully met and discharged or unless adequate provision is made by law for the protection of the holders thereof. Bills are periodically introduced into the State Legislature, which propose to limit or restrict the powers, rights and exemption from regulation that the Authority currently possesses under the Act and other applicable law or otherwise would affect the Authority's financial condition or its ability to conduct its business, activities, or operations, in the manner presently conducted or contemplated by the Authority. It is not possible to predict whether any such bills or other bills of a similar type which may be introduced in the future will be enacted.

In addition, from time to time, legislation is enacted into New York law that purports to impose financial and other obligations on the Authority, either individually or along with other public authorities or governmental entities. The applicability of such provisions to the Authority would depend upon, among other things, the nature of the obligations imposed and the applicability of the pledge of the State set forth in Section 1011 of the Act to such provisions. There can be no assurance that in the case of each such provision, the Authority will be immune from the financial obligations imposed by such provision. Examples of such legislation affecting only the Authority include legislation, discussed below and elsewhere herein, relating to the Authority's voluntary contributions to the State, the Authority's temporary transfer of funds to the State, and contributions and transfers to fund temporary and permanent programs administered by the Authority and other State entities.

Budget

The Authority is requested, from time to time, to make financial contributions or transfers of funds to the State. Any such contribution or transfer of funds must (i) be authorized by law (typically, legislation enacted in connection with the State budget), and (ii) satisfy the requirements of the Bond Resolution. The Bond Resolution requirements to withdraw moneys "free and clear of the lien and pledge created by the (Bond) Resolution" are as follows: (1) such withdrawal must be for a "lawful corporate purpose as determined by the Authority," and (2) the Authority must determine "taking into account, among other considerations, anticipated future receipt of Revenues or other moneys constituting part of the Trust Estate, that the funds to be so withdrawn are not needed" for (a) payment of reasonable and necessary operating expenses, (b) an Operating Fund reserve for working capital, emergency repairs or replacements, major renewals, or for retirement from service, decommissioning or disposal of facilities, (c) payment of, or accumulation of a reserve for payment of, interest and principal on senior debt, or (d) payment of interest and principal on subordinate debt.

In May 2011, the Authority's Trustees adopted a policy statement (Policy Statement) which relates to, among other things, voluntary contributions, transfers, or other payments to the State by the Authority after that date. The Policy Statement provides, among other things, that in deciding whether to make such contributions, transfers, or payments, the Authority shall use as a reference point the maintenance of a debt service coverage ratio of at least 2.0, in addition to making the other determinations required by the Bond Resolution. The Policy Statement may at any time be modified or eliminated at the discretion of the Authority's Trustees.

Legislation enacted into law, as part of the 2000-2001 State budget, as amended up to the present time, has authorized the Authority as deemed feasible and advisable by the trustees, to make a series of voluntary contributions into the State treasury in connection with the Power for Jobs (PFJ) Program and for other purposes as well. The PFJ Program, which had been extended to June 30, 2012, has ended and was replaced by the RNYPP, discussed above in note 12(b) "Recharge New York Power Program" of the notes to the financial statements. Pursuant to Chapter 59 of the Laws of 2012, the Authority, as deemed feasible and advisable by its Trustees, has been authorized to make an additional voluntary contribution to the State unrelated to the PFJ program.

In 2012 and 2011, the Authority made $85 million and $65 million, respectively, in contributions to the State that are not related to the PFJ Program and which were recorded as nonoperating expenses in the year ended December 31, 2012 and 2011 statements of revenues, expenses and changes in net position. These contributions were consistent with the related State fiscal year budgets and were authorized by the Authority's Trustees. The 2012 contributions of $85 million include $10 million that was paid to Empire State Development in December 2012 to support the New York State Open for Business economic development initiative in lieu of the voluntary contributions to the State's General Fund for the State fiscal year 2012-2013. An additional $40 million was paid to support this initiative in January 2013 pursuant to Trustee approval and this amount will be recognized as a nonoperating expense in the Authority's 2013 fiscal year. Cumulatively through December 31, 2012, the Authority has made voluntary contributions to the State totaling $475 million in connection with the PFJ Program and $427 million unrelated to the PFJ Program.

Temporary Asset Transfers

In addition to the authorization for voluntary contributions, as a result of budget legislation enacted in February 2009, the Authority was requested to provide temporary asset transfers to the State of funds held in reserves. Pursuant to the terms of a Memorandum of Understanding dated February 2009 (MOU) between the State, acting by and through the State's Director of Budget, and the Authority, the Authority agreed to transfer approximately $215 million associated with its Spent Nuclear Fuel Reserves (Asset B) by March 27, 2009. The Spent Nuclear Fuel Reserves are funds that had been set aside for payment to the federal government sometime in the future when the federal government accepts the spent nuclear fuel for permanent storage. The MOU provides for the return of these funds to the Authority, subject to appropriation by the State Legislature and the other conditions described below, at the earlier of the Authority's payment obligation related to the transfer and disposal of the spent nuclear fuel or September 30, 2017. Further, the MOU provides for the Authority to transfer within 180 days of the enactment of the 2009-2010 State budget $103 million of funds set aside for future construction projects (Asset A), which amounts would be returned to the Authority, subject to appropriation by the State Legislature and the other conditions described below, at the earlier of when required for operating, capital or debt service obligations of the Authority or September 30, 2014. Both transfers were approved by the Authority's Trustees and made in 2009.

The MOU provides that the obligation of the State to return all or a portion of an amount equal to the moneys transferred by the Authority to the State is subject to annual appropriation by the State Legislature. Further, the MOU provides that as a condition to any such appropriation for the return of the moneys earlier than September 30, 2017 for the Spent Nuclear Fuel Reserves and earlier than September 30, 2014 for the construction projects, the Authority must certify that the monies

available to the Authority are not sufficient to satisfy the purposes for which the reserves, which are the source of the funds for the transfer, were established.

In February 2009, the Authority's Trustees authorized the execution of the MOU relating to the temporary transfers of Asset B ($215 million) and Asset A ($103 million) and such transfers were made in March 2009 and September 2009, respectively, following Trustee approval.

The Authority has classified the transfers of Assets A and B ($318 million) as a long-term loan receivable. In lieu of interest payments, the State has waived certain future payments from the Authority to the State. The waived payments include the Authority's obligation to pay until September 30, 2017 the amounts to which the State is entitled under a governmental cost recovery process for the costs of central governmental services. These payments would have been approximately $5 million per year based on current estimates but the waiver is limited to a maximum of $45 million in the aggregate during the period. Further, the obligation to make payments in support of certain State park properties and for the upkeep of State lands adjacent to the Niagara and St. Lawrence power plants is waived from April 1, 2011 to March 31, 2017. These payments would have been approximately $8 million per year but the waiver would be limited to a maximum of $43 million for the period. The present value of the waivers approximates the present value of the lost interest income.

New York State Executive Budget

The Governor's Executive Budget for State Fiscal Year 2013-2014, released in January 2013, contains language authorizing the Authority, as deemed feasible and advisable by its Trustees, to (i) make a contribution to the State treasury to the credit of the General Fund, or as otherwise directed in writing by the Director of the Budget, in an amount of up to $90 million for the State fiscal year commencing April 1, 2013, the proceeds of which will be utilized for economic development, energy efficiency, or energy cost mitigation purposes, and (ii) transfer up to $25 million of any such contribution by June 30, 2013 and the remainder of any such contribution by March 31, 2014.

As part of his Executive Budget plan, Governor Andrew M. Cuomo has proposed the creation of new $50 million Innovation Venture Capital Fund (IVCF) to provide early-stage funding to incentivize new business formation and growth in New York State. The proposal indicates that such IVCF would be administered by the Empire State Development Corporation (ESD), and funded by Authority funds and funds redirected from underutilized investment programs administered by ESD. The proposed budget legislation has not yet been enacted into law. A portion of the $90 million that would be authorized if the budget is adopted as proposed may be considered for this purpose.

Other Legislation

The ''Public Authorities Accountability Act of 2005'' (''PAAA'') was signed into law in January 2006 and its various provisions address public authority reporting, governance, budgeting, oversight, and auditing matters, among other things. Additional public authority reforms were made by Chapter 506 of the Laws of 2009 ("Chapter 506") which took effect on March 1, 2010. For example, Chapter 506 provided for (i) the creation of an "Authorities Budget Office" to provide oversight and other functions regarding public authorities, including the Authority; (ii) enhanced reporting requirements for public authorities, including the Authority; (iii) additional governance responsibilities for the boards of public authorities, including the Authority; (iv) New York State Comptroller review and approval of certain contracts of public authorities, including the Authority; (v) restrictions on property disposal by public authorities, including the Authority; and (vi) State Senate approval of certain authorities' chief executive officers, including the Authority.

(g) Construction Contracts and Net Operating Leases

Estimated costs to be incurred on outstanding contracts in connection with the Authority's construction programs aggregated approximately $542 million at December 31, 2012.

Noncancelable operating leases primarily include leases on real property (office and warehousing facilities and land) utilized in the Authority's operations. Rental expense for years ended December 31, 2012 and 2011 was $2 million and $1.5 million. Commitments under noncancelable operating leases are as follows:

	Total	2013	2014	2015	2016	2017	Thereafter
				(In millions)			
Operating leases	$ 2.3	0.7	0.5	0.4	0.2	0.1	0.4

(h) Relicensing of Niagara

By order issued March 15, 2007, FERC issued the Authority a new 50-year license for the Niagara project effective September 1, 2007. In doing so, FERC approved six relicensing settlement agreements entered into by the Authority with various public and private entities. By decision dated March 13, 2009, the U.S. Court of Appeals for the District of Columbia Circuit denied a petition for review of FERC's order filed by certain entities, thereby concluding all litigation involving FERC's issuance of the new license. In 2007, the Authority estimated that the capital cost associated with the relicensing of the Niagara project would be approximately $495 million. This estimate does not include the value of the power allocations and operation and maintenance expenses associated with several habitat and recreational elements of the settlement agreements. As of December 31, 2012, the balance in the liability associated with the relicensing on the balance sheet is $301 million ($33 million in current and $268 million in noncurrent liabilities).

In addition to internally generated funds, the Authority issued additional debt obligations in October 2007 to fund, among other things, Niagara relicensing costs. The costs associated with the relicensing of the Niagara project, including the debt issued therefore, were incorporated into the cost-based rates of the project beginning in 2007.

In December 2009, the Authority's Trustees approved an amendment of the Niagara Relicensing Settlement Agreement (Settlement Agreement) to implement a proposal to expedite the then current funding stream provided for Buffalo's waterfront redevelopment effort under the Settlement Agreement in order to facilitate the completion of the Canal Side project and reinvigorate downtown Buffalo's inner harbor area. The Settlement Agreement, signed February 11, 2011, provides for a one-time payment of $5.9 million followed by payments of $4.7 million per year through 2028 in lieu of the original payment stream of $3.5 million per year for the remaining 47 years of the Niagara License.

(i) Regional Greenhouse Gas Initiative and Air Pollution Rule

The Regional Greenhouse Gas Initiative (RGGI) is a cooperative effort by Northeastern and Mid-Atlantic states, including New York, to hold carbon dioxide emission levels steady from 2009 to 2014 and then reduce such levels by 2.5% annually in the years 2015 to 2018 for a total 10% reduction. Central to this initiative is the implementation of a multi-state cap-and-trade program with a market-based emissions trading system. The program requires electricity generators to hold carbon dioxide allowances in a compliance account in a quantity that matches their total emissions of carbon dioxide for the compliance period. The Authority's Flynn plant, SCPPs, and 500-MW Plant are subject to the RGGI requirements as is AEII. The Authority has participated in program auctions commencing in September 2008 and expects to recover RGGI costs through its power sales revenues. The Authority is monitoring federal legislation and proposed programs that would impact RGGI.

During the last half of 2011, the Environmental Protection Agency ("EPA") issued a series of rulings to establish the Cross-State Air Pollution Rule ("CSAPR"). The CSAPR establishes emission allowance budgets for sulfur dioxide and nitrogen oxides for eastern states, including New York, and requires power plants in those states to hold allowances to cover their emissions. Certain trading of allowances is authorized under the CSAPR. In December 2011, the U.S. Court of Appeals for the D.C. Circuit (the "Court") granted a stay of the CSAPR pending the Court's resolution of numerous petitions for review and in the interim, the Court indicated that the EPA should continue to enforce its Clean Air Interstate Rule ("CAIR") which the CSAPR was designed to replace. By decision issued August 21, 2012, the Court vacated the CSAPR; directed the EPA to develop a replacement rule; and directed that the CAIR continue to be enforced pending the development of the replacement rule. On October 5, 2012, the EPA filed a petition seeking en banc rehearing of the Court's decision, which the Court denied on January 24, 2013. It is uncertain whether the EPA will see to appeal the Court's decision. CAIR remains in effect. The Authority has operated its fossil fuel plants and the Astoria Energy II plant within the allocated allowances under the CAIR. In the event the CSAPR as promulgated by the EPA, ultimately is implemented, the Authority anticipates that operation of its fossil fuel plants and the Astoria Energy II plant would not be impacted.

(j) Wind and Solar Initiatives

The Long-Island-New York City Offshore Wind Collaborative (Collaborative), which consists of the Authority, Con Edison, the Long Island Power Authority (LIPA), the City of New York and other New York City and New York State governmental entities, is evaluating the potential development of between 350 MW up to 700 MW of offshore wind. The Collaborative is currently planning the next steps in project evaluation. On January 3, 2013 the Bureau of Ocean Energy Management (BOEM) issued a request to determine whether there is competitive interest in wind power development in federal waters off the coast of the Rockaway Peninsula and Long Island. When BOEM's review is completed, the agency will determine whether competitive interest in the lease area exists. If there is such interest, BOEM will use an auction(s) to award lease(s) under its competitive lease process.

In January 2010, the Authority issued an RFP for a 100 MW Statewide Solar Photovoltaic initiative seeking pricing for solar energy and related environmental attributes from 100 MW of solar power capacity to be installed statewide by 2014. In March 2012, the Authority's Trustees determined to close the 100 MW solar initiative competitive solicitation without an award. At that time, the Trustees also authorized up to $30 million in funding over five years for a solar market acceleration program involving solar research, training, and demonstration projects.

(k) Other Developments

New York Energy Highway

In his January 2012 State of the State address, Governor Andrew M. Cuomo announced the New York Energy Highway initiative, which is envisioned as a public-private partnership to upgrade and modernize the State's electric power system. The Governor formed a task force comprised of various State officials to oversee implementation of the initiative (Task Force) which is co-chaired by the Authority's President and Chief Executive Officer, Gil C. Quiniones. In April 2012, the Task Force issued a request for information seeking ideas and proposals in furtherance of the initiative. Approximately 85 organizations responded to the Task Force's request for information and the responses included a large number of different generation and transmission project proposals. Based on the response of all these organizations, the Energy Highway Task Force issued an action plan in October 2012. The resulting Energy Highway Blueprint, calling for public and private investments in the State's energy system of about $5.7 billion over the next five to 10 years, proposed 13 specific actions, divided among four major categories: Expand and Strengthen the System, Accelerate Construction and Repair, Support Clean Energy and Technology Innovation. All of the 13 actions are underway at this point, moving forward on or ahead of the schedule the Task Force established. Two prominent actions discussed in the Blueprint include (i) the initiation of electric transmission upgrades to move excess power from upstate to downstate, and (ii) the creation of contingency plans to prepare for large generator retirements.

In response to the request for information, the New York Transmission Owners (NYTOs), comprised of the State's largest private utilities, the Long Island Power Authority, and the Authority, indicated that they were exploring the creation of a new Statewide transmission entity (NY Transco) to pursue development, construction, operation, and ownership of new transmission projects. The NYTOs proposed to the Task Force several transmission projects that could be undertaken by a NY Transco entity.

Other recommended actions, some of which will include the Authority, are investments to improve the reliability, safety and storm resilience in the areas of electric generation and transmission and natural gas distribution, facilitation of clean and renewable energy development, and funding of "Smart-Grid" technologies to improve the transmission system performance.

Build Smart NY Initiative

On December 28, 2012, Governor Andrew M. Cuomo issued Executive Order No. 88 directing state agencies collectively to reduce energy consumption in state-owned and managed buildings by 20 percent within seven years – an initiative designed to produce significant savings for New York taxpayers, generate jobs, and significantly reduce greenhouse gas emissions. To meet this initiative, the Governor launched Build Smart NY, a plan to strategically implement the Executive Order by accelerating priority improvements in energy performance. The Authority has offered to provide $450 million in low-cost financing for this initiative for state owned buildings and an additional $350 million for towns and municipalities.

Energy Efficiency Market Acceleration Program

In June 2012, the Authority's Trustees authorized up to $30 million in funding over five years for an energy efficiency market acceleration program involving energy efficiency research, demonstration projects, and market development.

REQUIRED SUPPLEMENTARY INFORMATION
(UNAUDITED)

New York Power Authority

Required Supplementary Information

Schedule of Funding Progress for the Retiree Health Plan (Unaudited)

(In millions)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL)--- Projected Unit Credit Method (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
January 1, 2012	$ 283	$ 517	$ 234	55%	$ 143	163%
January 1, 2010	218	400	182	55	141	129
January 1, 2008*	100	337	237	30	133	178
January 1, 2006	—	301	301	—	130	232

* During 2007, a trust for the Authority's OPEB obligations was funded with an initial amount of $100 million. This amount is reflected in the table above as of the 1/1/08 Actuarial Valuation Date.

See accompanying independent auditors' report.