December 16, 2014

MEMORANDUM TO THE TRUSTEES

FROM THE PRESIDENT and CHIEF EXECUTIVE OFFICER

SUBJECT: 2015 Operating Budget and Filing of the 2015-2018 Four-Year Financial Plan Pursuant to Regulations of the Office of the State Comptroller

SUMMARY

The Trustees are requested to approve the 2015 Operating Budget, Operations and Maintenance ("O&M") Budget, Capital Budget and Energy Services Budget for the Power Authority. The Operating Budget sets forth the expected revenues and expenses of the Authority and includes the recommended 2015 O&M Budget, the Capital Budget and the Energy Services Budget (see attached Exhibits "A," "B," "C" and "D," respectively) in the following amounts:

2015 Budget	($ million)
O&M	$ 446.6
Capital	$ 263.4
Energy Services	$ 239.3

Also, in accordance with regulations of the Office of the State Comptroller ("OSC"), the Trustees are requested to approve the 2015-2018 Four-Year Financial Plan ("Four-Year Financial Plan" – see attached Exhibit "E") and authorize: (i) submitting the approved Four-Year Financial Plan to OSC, (ii) posting the approved Four-Year Financial Plan on the Authority's website and (iii) making the approved Four-Year Financial Plan available for public inspection at not less than five convenient public places throughout New York State.

BACKGROUND

The Authority is committed to providing 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 our customers and all New Yorkers. The 2015 Budgets are intended to provide the Authority's operating facilities and support organizations with the resources needed to meet this overall mission and the Authority's strategic objectives.

The OSC implemented regulations in March 2006 addressing the preparation of annual budgets and four-year financial plans by "covered" public authorities, including the Authority. (See 2 NYCRR Part 203 ("Part 203")). These regulations establish various procedural and substantive requirements, discussed below, relating to the budgets and financial plans of public authorities. The Budget and Four-Year Financial Plan have been prepared in accordance with these regulations.

In approving the 2015 O&M, Capital and Energy Services Budgets, the Trustees will be authorizing spending for 2015 operations, spending for capital projects and general plant purchases of $750,000 or less. The 2015 Budget includes requests for 15 new positions. In accordance with the Authority's Expenditure Authorization Procedures, the President and Chief Executive Officer may, during the course of the year, authorize an additional 1.0% in the O&M Budget, up to 15 new positions, capital projects of $3 million or less, or an increase in spending of no more than $1 million to a capital project previously approved by the Trustees. All other spending authorizations must be approved by the Trustees.

DISCUSSION

O&M Budget

The base O&M Budget of $399.2 million (Exhibit "B") reflects a continued concentration on the effective operation and maintenance of the Authority's critical investments in New York State's electric infrastructure. In addition there is a new focus on strategic investments, which total $47.4 million.

The 2015 O&M Budget for Operations provides $217 million for baseline, or recurring, work. In addition to the baseline work, scheduled maintenance outages at the Flynn plant, the 500 MW plant and the Small Clean Power Plants (totaling $21 million) and planned enhancements in non-recurring maintenance work at the operating facilities (totaling $59 million) are designed to support high reliability goals. Some of the major non-recurring projects include: Marcy Auto Transformer 1&2 Assessment and Refurbishment ($4.2 million); Massena Autobreakers 1&2 Reactor Banks Refurbishment ($3.3 million); Joint Works with Ontario-Hydro ($2.7 million); St. Lawrence Region Tower Painting ($2.3 million); Blenheim-Gilboa Rotor Repair Program ($2.1 million); RMNPP Headgate Refurbishment ($2.0 million) and the LPGP Pier/Face Concrete Inspection and Replacement ($1.7 million).

Most of the increase in the budget for the support functions ($5.5 million) consists of implementation of IT cloud based software solutions for Risk Management, Procurement and Human Resources and Ernst & Young's full year support for NYPA's Internal Audit Department.

There is $47.4 million of Strategic Investments in the 2015 Budget that will enhance current NYPA operations and expand our energy services business. The major Strategic Investments are Customer Energy Solutions ($25.5 million), Smart Generation & Transmission ($17.7 million) and Asset Management ($3.4 million).

The Astoria Energy II Budget totals $27.4 million and represents the contractual O&M costs for the plant, which was placed in commercial operations in New York City in July 2011. These costs are being recovered from the Authority's New York City Governmental customers, who are beneficiaries of the outputs of these projects, via a long-term contract.

Capital Budget

The 2015 Capital Budget (Exhibit "C") totals $263.4 million, a decrease of $15.8 million from the 2014 Budget. Of this amount, $151.2 million – or 57% of the total – represents planned investments in the Authority's Upstate New York facilities at Niagara and St. Lawrence, as well as in its statewide Transmission network. Significant capital projects for 2015 include the Lewiston Pump Generation Plant Life Extension and Modernization ("LEM"), ($36.3 million), the Niagara Switchyard Life Extension and Modernization ("LEM"), ($18.4 million), the Massena 765/230 kV Autotransformer Replacement, ($14.8 million), Marcy South Series Compensation, ($12.7 million), the Flynn Outage Work, ($11.1 million), the St. Lawrence Breaker and Relay Replacement, ($9.7 million), the SCPP Black Start at Hellgate and Harlem River, ($8.7 million), the Blenheim Gilboa Facility Improvement, ($7.3 million) and implementation of Critical Infrastructure Protocol ("CIP") Version 5 Standard Requirements as required by the North American Electric Reliability Corporation ("NERC"), ($12.4 million).

The Capital Budget includes $13.8 million of minor additions, general plant and fleet purchases that will be authorized by approval of this budget.

Energy Services Budget

The 2015 Budget for Energy Services and Technologies (Exhibit "D") totals $239.3 million, an increase of $17.0 million over the 2014 Budget. These expenditures will be subsequently recovered over time from the benefiting customers. The Budget includes increased funding for energy efficiency projects for Authority customers and other eligible entities as the Authority strives to support Governor Cuomo's improved energy efficiency and clean, renewable energy goals.

Operating Budget

The 2015 Operating Budget (Exhibit "A") sets forth the expected revenues and expenses of the Authority on a Project/Market Area basis and serves as the basis for the Authority's financial reporting during the year. Expected revenues received from customers are based on contracts and tariffs that are approved by the Trustees. Market-based sales of any surplus energy from the Authority's generating facilities or purchases made on behalf of customers (except for those made through previously approved purchased power agreements) are assumed to be transacted at the market clearing price in the wholesale market. Projected expenses for O&M are detailed above. The Other Expenses category largely reflects various accruals (e.g., Other Post-Employment Benefit prior service obligations) and other miscellaneous expenses for which Trustee approval is sought on a case-by-case basis. Also reflected in the 2015 Operating Budget is an assumed level of contributions to New York State totaling $90 million. Any such contribution may only be made if authorized by the Legislature and upon a determination (not requested at this time) by the Trustees that the payment would be feasible and advisable at the time of such disbursement.

Four-Year Financial Plan

Under Part 203 of the OSC Regulations, the Trustees are required to adopt a 2015 Budget and Four-Year Financial Plan (Exhibit "E"). The 2015 Budget, which is the first year of the Four-Year Financial Plan, is being brought to the Board for approval at this time. The remaining three years are indicative forecasts. The approved Four-Year Financial Plan must be available for public inspection not less than seven days before the commencement of the next fiscal year for a period of not less than 45 days and in not less than five convenient public places throughout the State. The approved Four-Year Financial Plan must also be submitted to OSC, via electronic filing through the Public Authorities Reporting Information System maintained by OSC and the Authority Budget Office, within seven days of approval by the Trustees. The regulations also require the Authority to post the Four-Year Financial Plan on its Web site.

Under Part 203, each approved Four-Year Financial Plan must be shown on both an accrual and cash basis and be prepared in accordance with generally accepted accounting principles; be based on reasonable assumptions and methods of estimation; be organized in a manner consistent with the public authority's programmatic and functional activities; include detailed estimates of projected operating revenues and sources of funding; contain detailed estimates of personal service expenses related to employees and outside contractors; list detailed estimates of non-personal service operating expenses and include estimates of projected debt service and capital project expenditures.

Other key elements that must be incorporated in each approved Budget and Four-Year Financial Plan are a description of the budget process and the principal assumptions, as well as a self-assessment of risks to the budget and financial plan. Additionally, the approved Four-Year Financial Plan must include a certification by the Chief Operating Officer.

FISCAL INFORMATION

Payment of O&M expenses will be made from the Operating Fund. Payment for Capital and Energy Services expenditures will be made from the Capital Fund and the Energy Conservation Construction and Effectuation Fund, respectively. Monies of up to $313.4 million from the Operating Fund will be transferred to the Capital Fund for capital expenditures, provided that at the time of withdrawal of such amount or portions of such amount, the monies withdrawn are not then needed for any of the purposes specified in Sections 503(1)(a)-(c) of the General Resolution Authorizing Revenue Obligations, as amended and supplemented. The 2015 Operating Budget shows adequate earnings levels so that the Authority may maintain its financial goals for cash flow and reserve requirements.

The Four-Year Financial Plan net income estimates for each of the years 2016 through 2018 are indicative forecasts and the Trustees are not being asked to approve any revenue and expenditure amounts for those years at this time.

RECOMMENDATION

The Vice President of Budgets and Business Controls and the Vice President of Financial Planning recommend the Trustees approve the 2015 Operation and Maintenance, Capital and Energy Services Budgets and the Operating Budget as discussed herein and authorize (i) submitting the approved Four-Year Financial Plan to the Office of the State Comptroller in the prescribed format, (ii) posting the approved Four-Year Financial Plan on the Authority's Web site and (iii) making the approved Four-Year Financial Plan available for public inspection at not less than five convenient public locations throughout New York State.

For the reasons stated, I recommend the approval of the above-requested actions by adoption of the resolution below.

Gil C. Quiniones
President and Chief Executive Officer

R E S O L U T I O N

RESOLVED, That the 2015 Operating Budget, specifically including the 2015 Budgets for Operation and Maintenance, Capital and Energy Services expenditures, as discussed in the foregoing memorandum of the President and Chief Executive Officer, are hereby approved; and be it further

RESOLVED, That up to $313.4 million of monies in the Operating Fund are hereby authorized to be withdrawn from such Fund and deposited in the Capital Fund, provided that at the time of withdrawal of such amount or portions of such amount, the monies withdrawn are not then needed for any of the purposes specified in Sections 503(1)(a)-(c) of the General Resolution Authorizing Revenue Obligations as amended and supplemented, with the satisfaction of such condition being evidenced by a certificate of the Treasurer or the Deputy Treasurer; and be it further

RESOLVED, That pursuant to 2 NYCRR Part 203, the attached 2015-2018 Four-Year Financial Plan, including its certification by the Chief Operating Officer, is approved in accordance with the foregoing report of the President and Chief Executive Officer; and be it further

RESOLVED, That pursuant to 2 NYCRR Part 203, the Corporate Secretary be, and hereby is, authorized to submit the approved Four-Year Financial Plan to the Office of the State Comptroller in the prescribed format, post the approved Four-Year Financial Plan on the Authority's website and make the approved Four-Year Financial Plan available for public

inspection at not less than five convenient public places throughout New York State; and be it further

RESOLVED, That the Chairman, the Vice Chair, the President and Chief Executive Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority to do any and all things and take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

2015 Operating Budget

($ Millions)

	Operating Budget 2015
Operating Revenues:	
Customer Revenues	$1,984.7
NYISO Market Revenues	1,109.0
Total Operating Revenues	3,093.7
Operating Expenses:	
Purchased Power	865.5
Fuel	291.7
Wheeling Expenses	618.1
O&M Expenses	456.5
Other Expenses	213.2
Depreciation and Amortization	230.6
Total Operating Expenses	2,675.6
NET OPERATING REVENUES	**418.2**
Other Income:	
Investment Income	39.5
Other Income	3.7
Total Other Income	43.3
Non-Operating Expenses:	
Interest & Other Expenses	165.9
Contributions to State	90.0
Total Non-Operating Expenses	255.9
NET INCOME	**$205.5**

NYPA's 2014 vs. 2015 Budget Variance

($ millions)

	Current Forecast 2014	Budget 2015	2014 Forecast vs. 2015 Budget Variance
Operating Revenues:			
Customer Revenues	$2,100.3	$1,984.7	($115.6)
NYISO Market Revenues	$1,134.2	$1,109.0	($25.2)
Total Operating Revenues	$3,234.5	$3,093.7	($140.8)
Operating Expenses:			
Purchased Power	$1,025.2	$865.5	$159.8
Fuel	$375.4	$291.7	$83.7
Wheeling Expenses	$599.9	$618.1	($18.2)
O&M Expenses	$392.9	$456.5	($63.6)
Other Expenses	$189.2	$213.2	($24.0)
Depreciation and Amortization	$231.7	$230.6	$1.1
Total Operating Expenses	$2,814.4	$2,675.6	$138.8
NET OPERATING REVENUES	**$420.2**	**$418.2**	**($2.0)**
Other Income:			
Investment Income	$34.0	$39.5	$5.5
Other Income	$74.6	$3.7	($70.8)
Total Other Income	$108.5	$43.3	($65.3)
Non-Operating Expenses			
Interest & Other Expenses	$172.8	$165.9	$6.9
Contributions to State	$90.0	$90.0	$0.0
Total Non-Operating Expense	$262.8	$255.9	$6.9
NET INCOME	**$265.9**	**$205.5**	**($60.4)**

2015 Net Income by Project

New York Power Authority *2015* *Dollars in thousands*

	Niagara	St. Lawrence	Blenheim Gilboa	SENY	SCPP	Mkt Sup Power	Flynn	Trans-mission	Hudson Transm.	Misc.	Year End
Operating Revenues											
Customer Revenue	296,113	92,867	7,909	1,438,724		179,432		57,488		(87,814)	1,984,719
ISO Revenues	253,347	135,962	62,466	392,440	124,674	(78)	75,494	131,604	8,255	(102,533)	1,081,632
Ancillary Services	15,064	1,584	3,264	6,881	601						27,394
Operating Revenues	564,524	230,413	73,639	1,838,045	125,275	179,354	75,494	189,092	8,255	(190,347)	3,093,745
Operating Expenses											
Purchase Power	(48,704)	(1,457)	(16,925)	(607,533)	(2,720)	(144,441)			(65,165)	196,108	(690,836)
Ancillary Services	(23,370)	(6,367)	(91)	(32,360)	(202)	(6,924)					(69,313)
Transmission Congestion	(31,071)	(5,914)		(46,469)		(21,887)					(105,341)
Fuel				(215,771)	(34,018)		(41,912)				(291,700)
Wheeling	(8,440)	(1,221)		(605,287)		(2,828)	(360)				(618,135)
O&M	(96,099)	(53,593)	(35,830)	(94,784)	(24,976)	(2,655)	(23,287)	(108,891)		(33,861)	(473,976)
Other	(33,023)	(8,039)	(2,864)	(12,769)	(684)	(68,029)	(1,028)	(8,973)	(16,050)	(61,702)	(213,161)
Depreciation & Amortizati	(37,368)	(20,742)	(9,283)	(96,184)	(18,731)	(102)	(5,437)	(42,762)			(230,609)
Allocation to Capital	4,545	2,583	1,789	2,660	427	122	642	4,720			17,488
Operating Expenses	(273,531)	(94,750)	(63,204)	(1,708,495)	(80,903)	(246,742)	(71,382)	(155,906)	(81,215)	100,545	(2,675,584)
Nonoperating Revenues											
Investment Income										33,265	33,265
Mark-to-Mark Adjustment										6,263	6,263
Other Income										3,742	3,742
Nonoperating Revenues										43,270	43,270
Nonoperating Expenses											
Contributions to State										(90,000)	(90,000)
Interest & Other Expense	(23,399)	(15,326)	1,756	(108,330)	(12)	(3)	(17)	(5,114)		(15,467)	(165,912)
Nonoperating Expenses	(23,399)	(15,326)	1,756	(108,330)	(12)	(3)	(17)	(5,114)		(105,467)	(255,912)
Net Income	267,594	120,336	12,190	21,221	44,361	(67,392)	4,095	28,073	(72,960)	(151,999)	205,519

2015 O & M Budget by Organization

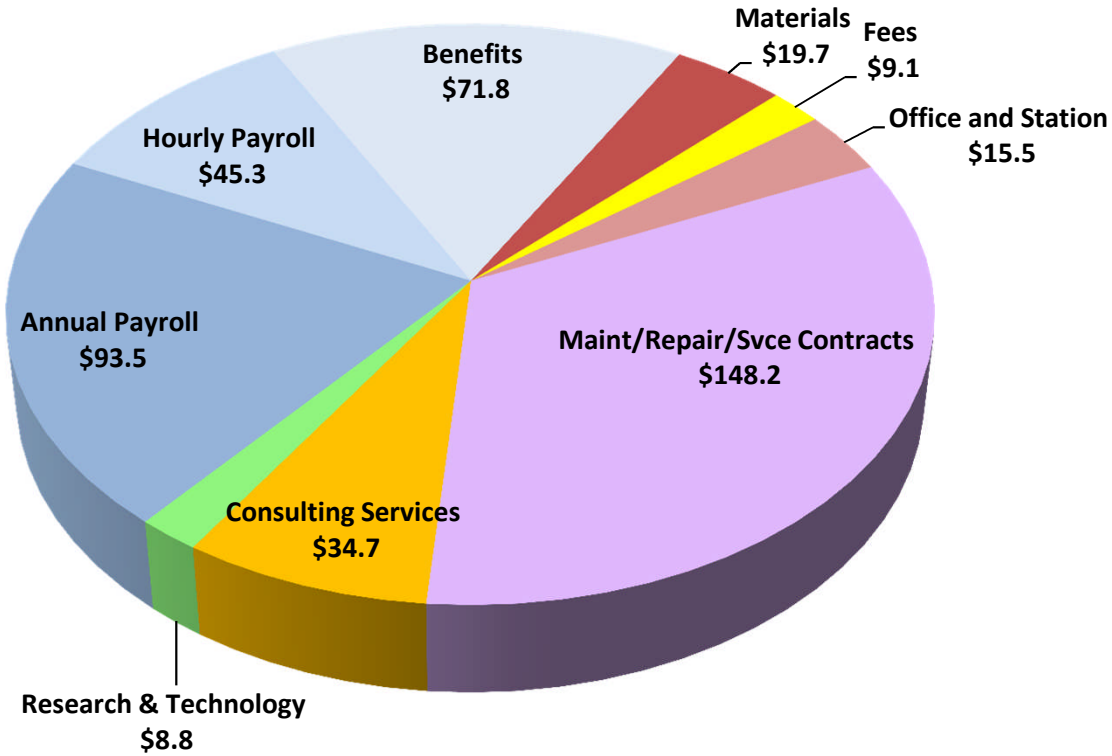
($,000)

	2015 Budget
EXECUTIVE OFFICE	
Executive	1,417.6
Law	8,068.2
Internal Audit	4,750.1
Public & Regulatory Affairs	10,513.4
Office Total	**24,749.2**
BUSINESS SERVICES	
EVP Business Services	719.8
Budgets & Business Controls	2,005.0
Controller	5,590.5
Finance	1,091.2
Financial Planning	1,497.1
Treasury	1,189.1
Risk Management	3,079.6
Procurement	4,887.1
Strategic Management	1,054.0
Research & Development	1,268.9
Office Total	**22,382.4**
ENTERPRISE SHARED SERVICES	
SVP Enterprise Shared Services	267.6
Corporate Support Services	8,591.5
Fleet Management	1,317.6
Information Technology	27,831.4
Human Resources	5,970.5
Office Total	**43,978.7**
ENERGY MARKETING & BUSINESS DEVELOPMENT	
Energy Efficiency	0.0
Economic Development	598.0
Market Analysis & Administration	230.0
Customer Energy Solutions	0.0
Office Total	**828.0**

	2015 Budget
OPERATIONS	
Operations Headquarters	24,729.9
Blenheim-Gilboa	22,014.2
500MW	33,990.7
Flynn	18,456.5
SENY	5,194.8
SCPP	21,762.0
Niagara	61,891.3
St. Lawrence	34,152.2
Small Hydros	6,978.0
Transmission	66,365.5
Astoria Energy II O&M	1,179.7
Office Total	**296,714.9**
Recharge New York	**1,733.9**
Research & Development	***8,775.2***
TOTAL before Lease/Invest.	***399,162.3***
Strategic Investments	**47,393.7**
Astoria Energy II Lease	**27,420.0**
Grand Total	**473,976.0**

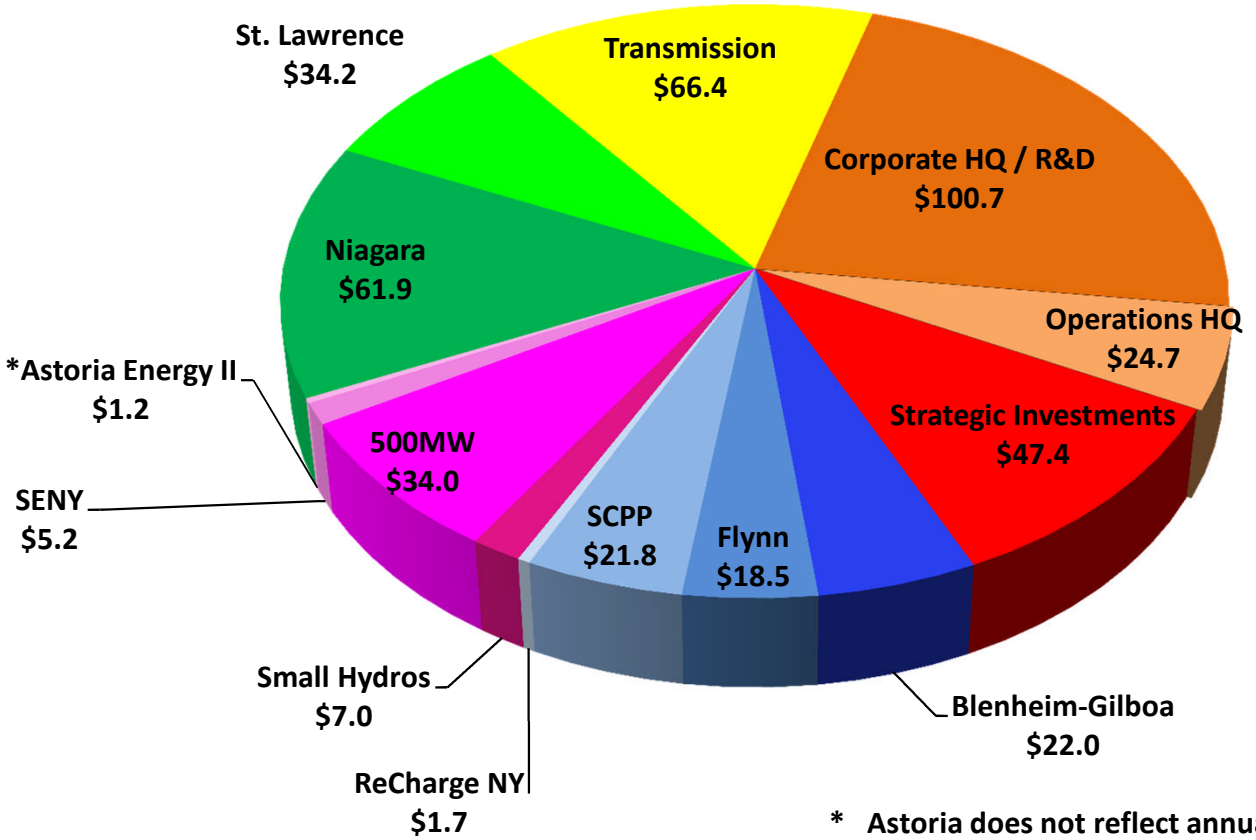
O & M: 2015 Budget by Cost Element ($ millions)

$446.6M
(excludes $27.4 M AEII Lease, includes $47.4 M Strategic Investments)



O & M: 2015 Budget by Facility ($ millions)

$446.6M
(excludes $27.4 M AEII Lease, includes $47.4 M Strategic Investments)



* Astoria does not reflect annual lease payments

O & M: 2015 Headcount

	2015 Request
Headquarters	
Executive Offices	130
Business Services	200
Enterprise Shared Services	178
Economic Development & Energy Efficiency	185
Headquarters Total	**693**
Operations	
Operations HQ	308
Transmission/Clark	131
Blenheim-Gilboa	112
500MW	63
R.M. Flynn	22
Niagara	250
St. Lawrence	189
Operations Total	**1,075**
NYPA Total	**1,768**

Reflects 15 new position requests.

2015 Capital Request

$ Thousands

OPERATIONS	
TRANSMISSION	*79,459*
*NIAGARA**	*57,019*
*ST. LAWRENCE**	*14,731*
*BLENHEIM- GILBOA**	*14,050*
500 MW	*8,239*
SCPP	*12,203*
FLYNN	*12,124*
SMALL HYDRO PLANTS	*7,207*
SUB-TOTAL	*$205,032*
HEADQUARTERS	*58,407*
TOTAL CAPITAL	*$263,439*

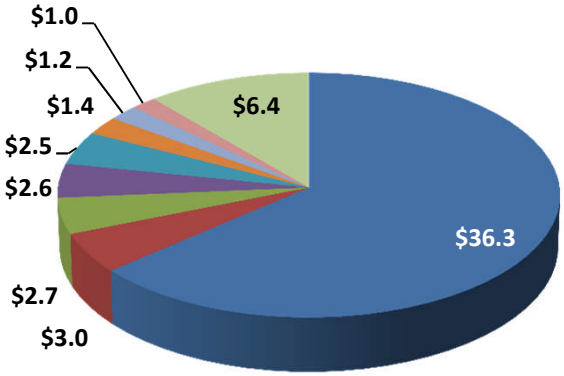
** Includes Relicensing and Compliance Implementation Expense*

Capital Plan: 2015 Major Initiatives

Niagara 2015

($ millions)

Total: $57.0 million

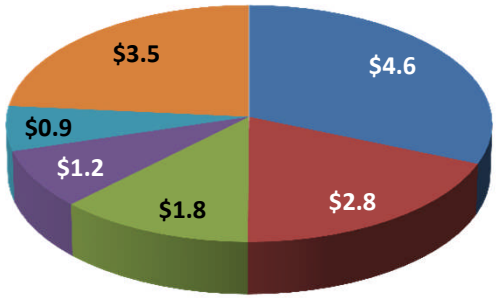


- Lewiston Pump Generating Plant (LPGP) LEM
- Niagara Relicensing and Implementation
- Niagara - RM Spare 115/230kV Dual Voltage GSU
- Niagara Visitors Center Upgrade
- Niagara - First Buffalo Marina
- RMNPP Intake Cofferdam
- RMNPP Trash Rack Replacement
- JW Niagara Replace Ice Boom Vessels Joncaire & Breaker-1
- All Other Niagara Projects

St. Lawrence 2015

($ millions)

Total: $14.7 million

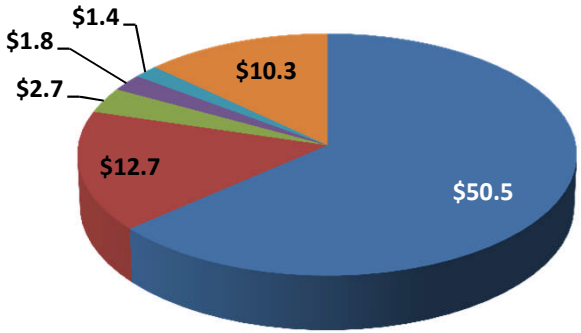


- STL Generator Step-Up (GSU) Transformer Replacement
- STL Nature Center
- Saint Lawrence Relicensing and Implementation
- STL Safety Systems
- STL - New Security and Warehouse Facility
- All Other St. Lawrence Projects

Transmission 2015

($ millions)

Total: $79.5 million



- Transmission LEM
- Marcy South Series Compensation
- Coopers Corners Shunt Reactor
- 765KV (Massena/CEC) MOD Replacement
- Emergency Back-Up Generator for Massena Substation
- All Other Transmission Projects

ENERGY SERVICES
2015 BUDGET ($ Thousands)

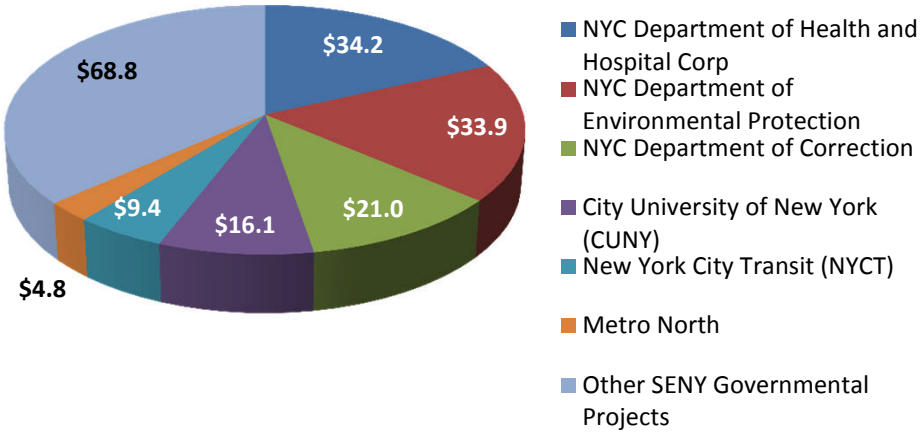
	2015 Budget
SENY GOVERNMENTAL SERVICES PROGRAM	$ 188,200
OTHER NYPA FUNDED PROGRAMS	50,000
POCR FUNDED PROGRAMS	1,113
TOTAL	**$ 239,313**

2015 Energy Services Programs

There are currently two major energy services programs authorized by the Trustees. The Long Term Agreement Program (LTAP) is associated with energy services work for our SENY customers and the Other Energy Services Program mostly supports energy service projects for NYS and other government entities.

Long Term Agreement Program
($ millions)

$188.2 million



Other Energy Services Programs
($ millions)

$51.1 million

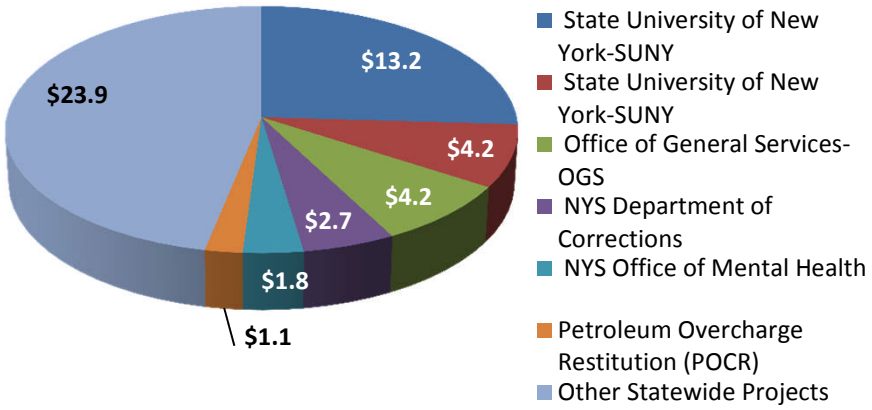


Exhibit "E"
December 16, 2014

New York Power Authority

2015-2018 Approved Budget and Financial Plan

Background and Mission Statement	1
NYPA's Relationship with the New York State Government	1
Budget Process	2
NYPA's Four-Year Projected Income Statements	2
2015 Budget – Sources and Uses	3
NYPA's Multi-Year Statement of Cash Flows	4
Budget Assumptions	5
Self-Assessment of Budgetary Risks	10
Revised Forecast of 2014 Budget	16
Reconciliation of 2014 Budget and 2014 Revised Forecast	16
Statement of 2013 Financial Performance	17
Employee Data	18
Gap-Closing Initiatives	18
Material Non-recurring Resources	18
Shift in Material Resources	18
Debt Service	18
Capital Investments and Sources of Funding	22
Certificate of Assumptions and Method of Estimation	23

In compliance with 2 NYCRR Part 203

Background and Mission of the Power Authority of the State of New York

The mission of the Power Authority of the State of New York ("NYPA" or the "Authority") is to power the economic growth and competitiveness of New York State by providing customers with low-cost, clean, reliable power and the innovative energy infrastructure and services they value. The Authority's financial performance goals are to have the resources necessary to achieve its mission, to maximize opportunities to serve its customers better and to preserve its strong credit rating.

The Authority generates, transmits and sells electric power and energy; principally at wholesale. The Authority's primary customers are municipal and investor-owned utilities, rural electric cooperatives, high load factor industries and other businesses located throughout New York State, various public corporations located in Southeastern New York within the metropolitan area of New York City ("SENY governmental customers") and certain out-of-state customers.

To provide electric service, the Authority owns and operates five major generating facilities, eleven small gas-fired electric generating facilities, and four small hydroelectric facilities in addition to a number of transmission lines, including major 765-kV and 345-kV transmission facilities. The Authority's five major generating facilities consist of two large hydroelectric facilities ("Niagara" and "St. Lawrence-FDR"), a large pumped-storage hydroelectric facility ("Blenheim-Gilboa"), the combined cycle electric generating plant located in Queens, New York (the "500-MW plant") and the Richard M. Flynn combined cycle plant located on Long Island ("Flynn").

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 the SENY governmental customers; (c) construction and operation of the 500-MW plant combined-cycle electric generating plant located at the Authority's Poletti plant site; (d) a long-term electricity supply contract with Astoria Generating LLC for the purchase of the output of a 550-MW power plant in Astoria, Queens ("Astoria Energy II"), which entered into service on July 1, 2011; (e) contracting a new 660 MW, seven mile, underground and underwater transmission line connecting into the PJM ISO, which became operational in June 2013; (f) a significant reduction of outstanding debt; and (g) implementation of an enterprise-wide and energy/fuel risk management program. As a component of NYPA's strategic plan, efforts to modernize NYPA's generation and transmission infrastructure are being developed to increase flexibility and resiliency, and to serve customers' needs in an increasingly dynamic energy marketplace.

To achieve its goal of promoting energy efficiency, NYPA implements its energy services programs primarily for the benefit of its SENY governmental customers and various other public entities throughout the State. Under these programs, the Authority finances the installation of energy saving measures and equipment, which are owned by the customers and public entities upon their installation and which focus primarily on the reduction of the demand for electricity. These programs provide funding for, among other things, high efficiency lighting technology conversions; high efficiency heating, ventilating and air conditioning systems and controls; boiler conversions; replacement of inefficient refrigerators with energy efficient units in public housing projects; distributed generation technologies and clean energy technologies; and installation of non-electric energy saving measures. NYPA has established a central management and implementation team to carry out Build Smart NY, a plan to strategically implement Executive Order No. 88 ("EO 88") which directs state agencies collectively to reduce energy consumption in state-owned and managed buildings by 20 percent by 2020. 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. From inception through October 31, 2014, NYPA has provided approximately $132 million in financing for energy efficiency projects at State agencies and authorities covered by EO 88.

(a) NYPA's Relationship with the New York State Government

The Authority is a corporate municipal instrumentality and political subdivision of the State of New York (the "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 from time to time (the "Act"), to help provide a continuous and adequate supply of dependable electric power and energy to the people of the State.

The Authority's operations are overseen by a Board of Trustees. NYPA's Trustees are appointed by the Governor of the State, with the advice and consent of the State Senate. The Authority is a fiscally

independent public corporation that does not receive State funds, tax revenues or credits. NYPA generally finances construction of new projects through a combination of internally generated funds and the sale of bonds and notes to investors, and pays related debt service with revenues from the generation and transmission of electricity. Income of the Authority and properties acquired by it for its projects are exempt from taxation.

(b) Budget Process

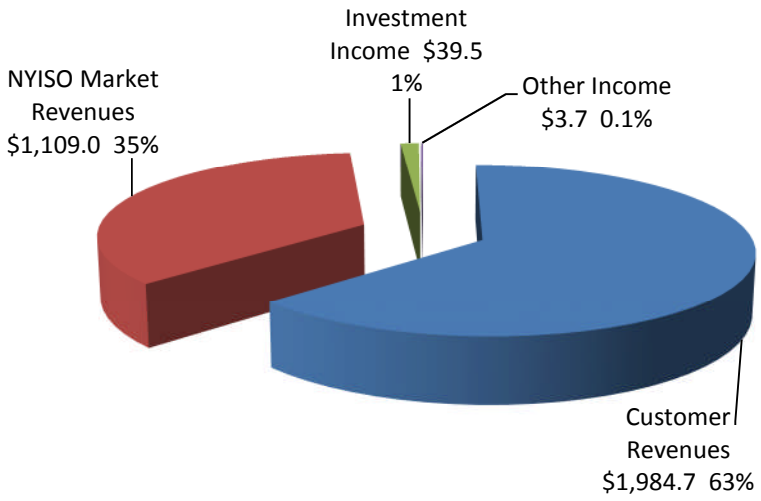
As an electric utility, NYPA operates in a capital intensive industry where operating revenues and expenses are significant and highly variable due to the volatility of electricity prices and fuel costs. NYPA's operations are not only subject to electric and fuel cost volatility, but changing water flows have a direct effect on hydroelectric generation levels. This 2015-2018 Budget and Financial Plan ("Four-Year Plan") relies on data and projections developed through the October 2014 timeframe.

NYPA's Four-Year Projected Income Statements

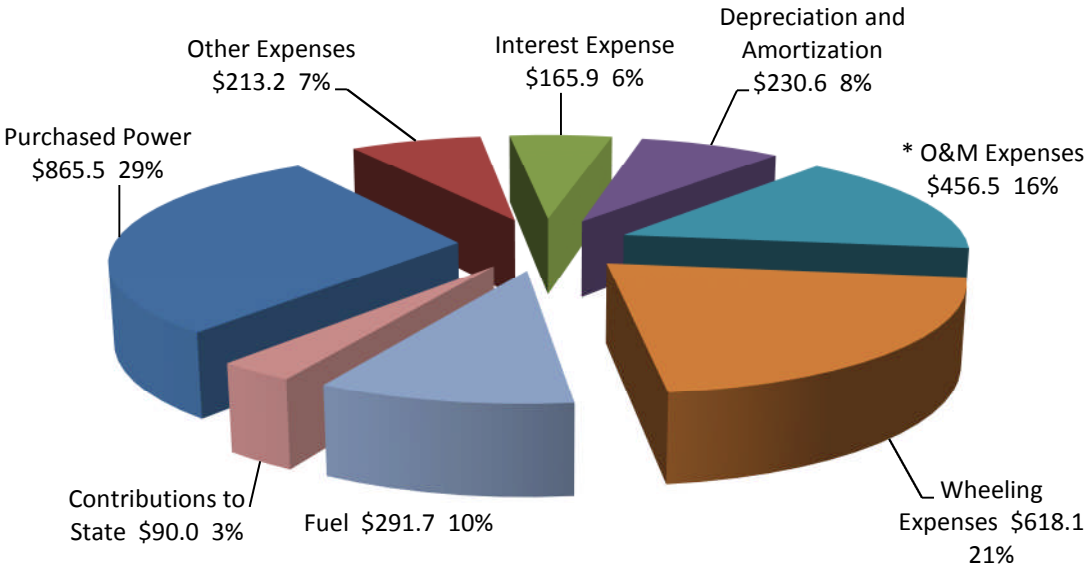
(in Millions)

	2015	2016	2017	2018
Operating Income:				
Customer Revenues	$1,984.7	$1,986.1	$2,016.9	$2,057.9
NYISO Market Revenues	$1,109.0	$1,057.7	$981.7	$997.5
Total Operating Income	$3,093.7	$3,043.8	$2,998.7	$3,055.4
Operating Expenses:				
Purchased Power	$865.5	$831.4	$796.1	$913.5
Fuel	$291.7	$278.7	$271.8	$273.6
Wheeling Expenses	$618.1	$629.9	$644.6	$644.4
O&M Expenses	$474.0	$457.6	$472.0	$468.4
Other Expenses	$213.2	$164.2	$156.5	$159.6
Depreciation and Amortization	$230.6	$226.3	$221.7	$226.3
Allocation to Capital	($17.5)	($21.5)	($23.9)	($25.7)
Total Operating Expenses	$2,675.6	$2,566.8	$2,538.8	$2,660.2
NET OPERATING INCOME	**$418.2**	**$477.0**	**$459.9**	**$395.2**
Other Income:				
Investment Income	$39.5	$36.6	$41.7	$50.9
Other Income	$3.7	$5.0	$5.0	$5.0
Total Other Income	$43.3	$41.6	$46.7	$55.9
Non-Operating Expenses:				
Interest Expense	$165.9	$163.1	$159.6	$159.8
Contributions to State	$90.0	$65.0	$65.0	$65.0
Total Non-Operating Expenses	$255.9	$228.1	$224.6	$224.8
NET INCOME	**$205.5**	**$290.5**	**$282.0**	**$226.3**

2015 Budget – Sources
(in Millions)



2015 Budget – Uses
(in Millions)



* Reflects NYPA's Base O&M Expenses plus Administrative Expenses less the Allocation to Capital.

NYPA's Statement of Cash Flows

2801 Report Format

(in Millions)

	2013	2014	2015	2016	2017	2018
Revenue Receipts :						
Sale of Power, Use of Transmission Lines Wheeling Charges and other receipts	$2,972.4	$3,296.7	$3,039.1	$2,992.5	$2,949.8	$3,010.5
Earnings on Investments and Time Deposits	$22.7	$24.8	$25.0	$26.6	$36.8	$50.4
Total Revenues	**$2,995.1**	**$3,321.5**	**$3,064.1**	**$3,019.1**	**$2,986.6**	**$3,060.9**
Expenses:						
Operation and Maintenance, including Transmission of Electricity by others, Purchased Power and Fuel Purchases	**($2,546.4)**	**($2,795.1)**	**($2,627.9)**	**($2,491.2)**	**($2,469.0)**	**($2,590.9)**
Debt Service :						
Interest on Bonds and Notes	($65.0)	($63.7)	($59.4)	($60.3)	($65.0)	($71.8)
Bonds and Notes Retired	($58.3)	($90.5)	($91.0)	($77.3)	($85.7)	($85.4)
Total Debt Service	**($123.3)**	**($154.1)**	**($150.4)**	**($137.6)**	**($150.7)**	**($157.2)**
Total Requirements	**($2,669.7)**	**($2,949.2)**	**($2,778.3)**	**($2,628.8)**	**($2,619.7)**	**($2,748.1)**
Net Operations	**$325.4**	**$372.3**	**$285.8**	**$390.3**	**$366.9**	**$312.8**
Capital Receipts :						
Sale of Bonds, Promissory Notes & Commercial Paper	$142.7	$169.2	$189.3	$246.8	$321.5	$945.6
Less : Repayments	($157.0)	($110.7)	($104.5)	($84.3)	($45.3)	($592.7)
Earnings on Construction Funds	$0.7	$0.3	$0.2	$0.3	$0.4	$0.3
DSM Recovery Receipts	$119.3	$222.1	$125.0	$147.2	$179.5	$168.8
Temporary Asset Transfer Return from NYS	$0.0	$18.0	$21.0	$21.0	$64.0	$65.0
Other	$91.7	$92.0	$94.5	$5.0	$5.0	$5.0
Total Capital Receipts	**$197.4**	**$390.9**	**$325.5**	**$336.0**	**$525.1**	**$592.0**
Capital Additions & Refunds :						
Additions to Electric Plant in Service and Construction Work in Progress, and Other costs	($547.2)	($637.0)	($574.2)	($657.1)	($730.2)	($785.0)
Construction Funds - Net Transfer	$0.0	($0.3)	($0.2)	($0.3)	($0.4)	($0.3)
Total Capital Additions & Refunds	**($547.2)**	**($637.3)**	**($574.4)**	**($657.4)**	**($730.6)**	**($785.3)**
Net Capital	**($349.8)**	**($246.4)**	**($248.9)**	**($321.4)**	**($205.5)**	**($193.3)**
Net Increase/(Decrease)	**($24.4)**	**$125.9**	**$36.9**	**$68.9**	**$161.4**	**$119.5**

(c) Budget Assumptions

NYISO Revenue and Expenses
Based upon scheduled customer power needs and available electricity generated by NYPA's operating assets, the Authority buys and sells capacity and energy through markets operated by the NYISO. The majority of NYPA's operating expenses are due to various NYISO purchased power charges in combination with generation related fuel expenses. A significant amount of the Authority's revenues result from sales of the Authority's generation into the NYISO market for which the energy revenues are projected based on available forward price curves while the capacity revenues are estimated using the NYISO demand curve methodology.

Customer and Project Revenue
The customers served by the Authority and the rates paid by such customers vary with the NYPA facilities designated to serve such loads. These customers are served under contracts and tariffs approved by the Trustees.

St. Lawrence-FDR and Niagara Customers
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.

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. This Four-Year Plan models Trustee-approved rate increases for customers as well as prospective rate increases.

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. Sale of expansion and replacement power historically had been handled on a sale-for-resale basis through National Grid and New York State Electric and Gas. However, the direct sale of low cost hydro power to these customers commenced July 1, 2013. As a result, NYPA is now the load-serving entity for these transactions.

The Western New York Power Proceeds Act ("WNYPPA"), which was enacted on March 30, 2012, authorizes the Authority to deposit net earnings from the sale of unused Expansion Power and Replacement Power from the Authority's Niagara project into the Western New York Economic Development Fund ("WNY Fund") as deemed feasible and advisable by the Authority's Trustees. "Net earnings" are defined as any excess revenue earned from such power sold into the wholesale market over the revenue that would have been received had the power been sold at the Expansion Power and Replacement Power rates. Starting in May 2013, proceeds from the WNY Fund have been used to support eligible projects undertaken within a 30-mile radius of the Niagara project that qualify under the applicable criteria. The WNYPPA established a five member allocation board appointed by the Governor. Payments from the Authority to the WNY Fund have been incorporated into this Four-Year Plan.

In its 2014 legislative session, the New York State Legislature passed a bill that would, if enacted, create the "Northern New York Power Proceeds Act" ("NNYPPA"). The NNYPPA would authorize the Authority, as deemed feasible and advisable by the Trustees, to deposit net earnings from the sale of unallocated St. Lawrence County Economic Development Power ("SLCEDP") sold by the Authority in the wholesale energy market into an account the Authority would administer known as the Northern New York Economic Development Fund ("NNY Fund"), and to make awards to eligible applicants that propose eligible projects that satisfy applicable criteria. The NNYPPA would also establish a five-member Northern New York Power Allocations Board appointed by the Governor.

SLCEDP consists of up to 20 MW of hydropower from the Authority's St. Lawrence-FDR Power Project which the Authority has made available for sale to the Town of Massena Electric Department ("MED") for MED to sub-allocate for economic development purposes in accordance with a contract between the parties entered into in 2012 (the "Authority-MED Contact"). The NNYPPA would define "net earnings" as the aggregate excess of revenues received by the Authority from the sale of energy associated with SLCEDP sold by the Authority in the wholesale energy market over what revenues would have been received had such energy been sold to MED on a firm basis under the terms of the Authority-MED Contract. For the first 5 years after enactment, the amount of SLCEDP the Authority could use to generate net earnings may not

exceed the lesser of 20 MW or the amount of SLCEDP that has not been allocated by the Authority pursuant to the Authority-MED contract. Thereafter, the amount of SLCEDP that the Authority could use for such purpose may not exceed the lesser of 10 MW or the amount of SLCEDP that has not been allocated. The Authority's estimates of payments that would be made to the NNY Fund if the NNYPPA is enacted have been incorporated into this Four-Year Plan.

Legislation enacted in March 2011, effective July 2012, created a new economic development power program, the ReCharge New York Power Program ("RNYPP"), to replace two other economic development programs: the Power for Jobs ("PFJ") and Energy Cost Savings Benefits ("ECSB") programs. RNYPP is a permanent power program administered by the Authority and the Economic Development Power Allocation Board ("EDPAB"). The RNYPP utilizes 455 MW of hydropower from the Authority's Niagara and St. Lawrence-FDR projects combined with up to 455 MW of other power procured by the Authority from other sources. The 455 MW of hydropower was, until August 1, 2011, provided to residential and domestic customers of three upstate utilities. The 910 MW of power is available for allocations to eligible new and existing businesses and not-for-profit corporations under contracts of up to seven years. PFJ and ECSB program customers that applied for, but were not awarded RNYPP allocations, were eligible for certain transitional electricity discounts. These discounts, payable if deemed feasible and advisable by the Authority's Trustees, will gradually decline to zero by June 30, 2016. The RNYPP legislation also authorizes the Authority, as deemed feasible and advisable by the Trustees, to provide annual funding of $100 million for the first three years following withdrawal of the hydropower from the rural and domestic customers, then $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 previously received this hydropower. Revenues earned from the sale of unused RNYPP power into the wholesale market may be used to offset the cost of these residential discounts.

SENY Governmental Customers

Various municipalities, school districts and public agencies in New York City and Westchester County are served by the Authority's combined cycle 500-MW plant, the four small hydroelectric plants, the contracted output of the Astoria Energy II plant, and capacity and energy purchased by the Authority in the NYISO markets. Sales into the NYISO of energy generated by these resources and grandfathered transmission rights offset the cost of the energy purchased. A set amount of capacity from the Blenheim-Gilboa project is also dedicated to serving a segment of this customer class.

In 2005, the Authority and its major New York City governmental customers entered into long-term supplemental electricity supply agreements ("2005 LTA"). Under the 2005 LTA, 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 resources used to supply these customers.

Under the 2005 LTA, the Authority modifies rates annually through a formal rate proceeding if there is a change in fixed costs to serve the New York City governmental customers. Generally, changes in variable costs, which include fuel and purchased power, are captured through annual contractual pricing adjustment mechanisms.

In 2007, the Authority entered into new supplemental electricity supply agreements ("2007 Supplemental Agreements") with more than one-hundred governmental customers in Westchester County, resulting in the Westchester governmental customers remaining full requirements customers of NYPA. The Westchester County customers can terminate the contract upon one year's notice, effective no sooner than the January 1st following such notice. The Authority may modify the rates charged the customer pursuant to a specified procedure; an energy charge adjustment mechanism is applicable to all variable costs; the customer is committed to pay for any supply resources secured for it by the Authority under a collaborative process; and NYPA will continue to make available financing for energy efficiency projects and initiatives, with costs thereof to be recovered from the customer.

For purposes of the Four-Year Plan, it is assumed that both the 2005 LTA and the 2007 Supplemental Agreements will be extended through the Four-Year Plan forecast period, the SENY governmental customers will continue to be served and rates for these customers will be set on the basis of the cost to serve these loads.

Blenheim-Gilboa Customers

The Authority has a contract for the sale of 50 MW of firm capacity from the Blenheim-Gilboa plant to the Long Island Power Authority ("LIPA") which expires in April of 2015, and provides another 250 MW to the Authority's New York City governmental customers, the rates for which are reset periodically on the basis of cost. The remainder of the plant's capacity is used to meet the requirements of some of the Authority's other business and governmental customers and/or sold in the NYISO market. For purposes of the Four-Year Plan, it has been assumed that these allocations continue.

Small Clean Power Plants ("SCPPs")

In the summer of 2001, the Authority placed in operation ten 44-MW natural-gas-fueled SCPPs in New York City and one on Long Island, to address a potential local reliability deficiency in the New York City metropolitan area and its potential impact on statewide reliability. The plant at the Vernon location may be retired during the forecast period pursuant to the terms of an agreement entered into at the time of construction.

For the Four-Year Plan, it is assumed the capacity of the SCPPs may be used by the Authority to meet its customers' capacity requirements, sold to other users via bilateral arrangements or sold into the NYISO capacity auction. NYPA sells the energy produced by the SCPPs into the NYISO energy market.

Flynn

The Flynn project is a combined-cycle facility with a nameplate rating of 164 MW. The Authority had been supplying the full output of the Flynn project to LIPA pursuant to a capacity supply agreement between the Authority and LIPA, which commenced in 1994 and had an initial term of 20 years. In April 2012, LIPA executed the termination provision contained in its contract with NYPA, which became effective April 30, 2014, such that the full output of the Flynn project is now sold on a merchant basis by NYPA. For purposes of the Four-Year Plan, it has been assumed that the full output of Flynn remains for sale as a merchant facility.

Transmission Projects

The Authority owns approximately 1,400 circuit miles of high voltage transmission lines, the major lines being the 765-kV Massena-Marcy line, the 345-kV Marcy-South line, the 345-kV Niagara-to-Edic line, and the 345-kV Long Island Sound Cable.

Since the formation of the NYISO in November 1999, cost recovery for the Authority's provision of transmission service over its facilities has been governed by the NYISO tariff which included an annual transmission revenue requirement ("TRR") for NYPA of $165.4 million. NYPA receives cost recovery through the NYISO tariff mechanism known as the NYPA Transmission Adjustment Charge ("NTAC"), which recovers transmission costs on a statewide basis after accounting for NYPA's revenues received from pre-existing customer transmission service contracts, a Transmission Service Charge assessed on customers in NYPA's upstate load zone, and other sources.

In July 2012, the Authority filed for its first TRR increase with FERC. The Authority's filing resulted in an uncontested settlement approved by FERC for a new, $175.5 million TRR applicable to the Authority, effective August 1, 2012. The increased TRR is necessary to cover increased operating and maintenance expenses of NYPA's bulk transmission system, as well as to make necessary capital improvements.

Hudson Transmission Project

Following a request for proposals issued by the Authority in March 2005, the Authority executed a firm transmission capacity purchase agreement with Hudson Transmission Partners, LLC ("HTP") in April 2011. HTP constructed a 345-kV underground/submarine transmission line extending from Bergen County, New Jersey to Con Edison's West 49th Street substation in midtown Manhattan. The transmission line commenced operation in June 2013, and is operating as a merchant facility.

Strategic Initiatives

The Authority is considering several initiatives, which are in varying stages of review and/or development. These initiatives include, but are not limited to:

- Customer Solutions – to develop innovative, cost-effective and resilient energy systems and provide our customers with choices that enable them to achieve their energy goals in new ways;
- Asset Management – to strengthen investment planning through enhanced use of technology, data, people and processes;
- Smart Generation and Transmission – deployment of advanced technologies that ensure that grid operations become increasingly intelligent;

- Workforce Planning – to identify and acquire the skills that NYPA will need to succeed, through internal training, succession planning, employee retention and external recruiting;
- Knowledge Management – to promote enhanced sharing of information and knowledge as part of day-to-day operations;
- Process Excellence – enhancement of existing processes to optimize costs and reduce environmental impacts while ensuring associated risks remain neutral or are reduced.

The Four-Year Plan reflects preliminary costs and revenues with respect to these initiatives.

Purchased Power Expenses
Capacity, energy and ancillary service purchases made on behalf of customers (except for those made through previously approved purchased power agreements) are assumed to be transacted at the market clearing price in the wholesale market. For purposes of developing the Four-Year Plan, projected energy rates are based on available forward price curves while the capacity rates are estimated using the NYISO demand curve methodology.

Fuel Expenses
Fossil-fuel purchases in the Four-Year Plan are based on expected net generation levels determined through the use of an economic dispatch model for the Authority's plants and on available forward fuel price curves. Fuel expenses also include the costs associated with emission credit requirements under the Regional Greenhouse Gas Initiative ("RGGI"). RGGI requires the Authority to buy emission credits for its fossil-fuel plants, and the Authority also purchases such credits for the contracted Astoria Energy II plant. The projections for RGGI costs are based on projected emission rates and forecasted consumption of natural gas and oil, with such costs recovered either through specific customer contract pass-through provisions or from the wholesale market.

Wheeling Expenses
Wheeling (i.e., the transmission and/or delivery of power and energy to customers over the lines of a third party) expenses are based on contractual and/or tariff rates of the service provider, and are recovered through pass-through provisions in customer contracts.

Investment and Other Income

Investment Income
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

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 and Federal Home Loan Bank, Federal Farm Credit Bank and Federal Home Loan Mortgage Corp. were rated Aaa by Moody's Investors Services, AAA by Fitch Ratings, and AA+ by Standard & Poor's. All of the Authority's investments in U.S. debt instruments are issued or explicitly guaranteed by the U.S. Government.

Other Income
On November 21, 2000 ("Closing Date"), the Authority sold its nuclear plants, the Indian Point 3 ("IP3") and James A. FitzPatrick ("JAF") Projects, to two subsidiaries of the Entergy Corporation for cash and non-interest bearing notes totaling $967 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. On an accrual basis the Authority expects to recognize interest and other income of $2.6 million in 2014 and $1.2 million in 2015. On a cash basis the Authority projects to receive $20 million annually during the period 2014-2015. In addition, the Authority entered into two "value sharing agreements" ("VSAs") with the Entergy subsidiaries

whereby the Authority is entitled to receive annual payments up to a maximum of $72 million, with the last VSA cash payment being made in early 2015 while being recorded as revenue on the 2014 income statement. Also, if the licenses of JAF and/or IP3 are extended, the Decommissioning Agreements provide for annual payments of $2.5 million per plant each year beyond the expiration dates. JAF's license has been extended past the original date of October 17, 2014 by twenty years, and beginning in 2015 the forecast includes the receipt of $2.5 million in additional revenue, increasing to $5 million starting in 2016 and every year thereafter.

Operations and Maintenance Expenses

NYPA's preliminary O&M plan by cost element for 2015-2018 is as follows:

Operations and Maintenance Forecast by Cost Element

(in Millions)

	2015	2016	2017	2018
Payroll				
Regular Pay	$ 157.4	$ 162.9	$ 168.6	$ 174.5
Overtime	$ 8.5	$ 8.8	$ 9.1	$ 9.4
Other Payroll	$ 2.6	$ 2.7	$ 2.8	$ 2.9
Total Payroll	**$ 168.5**	**$ 174.3**	**$ 180.4**	**$ 186.8**
Benefits				
Employee Benefits	$ 32.9	$ 34.1	$ 35.3	$ 36.5
Pension	$ 30.0	$ 29.0	$ 28.0	$ 27.0
OPEB	$ 12.3	$ 14.0	$ 15.0	$ 16.0
FICA	$ 12.3	$ 12.7	$ 13.2	$ 13.6
Total Benefits	**$ 87.5**	**$ 89.8**	**$ 91.4**	**$ 93.1**
Materials/Supplies	**$ 19.7**	**$ 20.4**	**$ 21.1**	**$ 21.9**
Fees	**$ 9.1**	**$ 9.4**	**$ 9.7**	**$ 10.0**
Office & Station	**$ 16.2**	**$ 16.8**	**$ 17.4**	**$ 18.0**
Maintenance Repair & Service Contracts	**$ 148.3**	**$ 121.7**	**$ 126.2**	**$ 112.4**
Consultants	**$ 39.5**	**$ 40.9**	**$ 42.4**	**$ 43.8**
Charges to:				
Outside Agencies	$ (4.7)	$ (4.8)	$ (4.9)	$ (5.0)
Capital Programs	$ (46.3)	$ (47.9)	$ (49.6)	$ (51.4)
Total Charges	**$ (51.0)**	**$ (52.7)**	**$ (54.5)**	**$ (56.3)**
Research & Development	**$ 8.8**	**$ 9.1**	**$ 9.4**	**$ 9.7**
Subtotal	**$ 446.6**	**$ 429.7**	**$ 443.5**	**$ 439.5**
Astoria Energy II	**$ 27.4**	**$ 27.9**	**$ 28.4**	**$ 28.9**
TOTAL NYPA O&M	**$ 474.0**	**$ 457.6**	**$ 472.0**	**$ 468.4**

Depreciation and Amortization Expenses
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, 2013 expressed as a percentage of average depreciable capital assets was 2.85%.

Other Expenses
The Other Expenses category largely reflects various accruals (e.g., Other Post-Employment Benefit prior service obligations) and other miscellaneous expenses for which Trustee authorization is sought on a case-by-case basis.

(d) Self – Assessment of Budgetary Risks

Set forth below is a summary of certain of the risks associated with the Authority's assets and operations. The following discussion of risks is intended only as a summary and does not purport to identify all of the risk factors that may affect the Authority's assets and operations. Any one or more of the factors discussed and others could adversely affect the Authority's operations, assets, revenues and expenses to an extent that cannot be determined at this time.

Regulatory Risks
In 2005, the U.S. Fish and Wildlife Service (''FWS'') initiated a status review under the Endangered Species Act (16 U.S.C. 1531 et seq.) to determine if listing the American eel as threatened or endangered is warranted. American eels are a fish species that migrate between freshwater and the ocean, and their wide range includes the Atlantic seaboard of the United States and Canada and the Great Lakes' drainages. In findings issued February 2, 2007, the FWS determined that such a listing is not warranted. In 2010, the FWS was again petitioned to list the American eel and in September 2011 the FWS decided to undertake a status review to determine whether such a listing is warranted. In the event the FWS were to determine in the future to list the American eel as threatened or endangered, such a determination could potentially result in significant additional costs and operational restrictions on hydroelectric generating facilities located within the range of the species, including the Authority's St. Lawrence-FDR Project.

The Regional Greenhouse Gas Initiative ("RGGI") is a cooperative effort by Northeastern and Mid-Atlantic states (including New York) to reduce carbon dioxide emissions by 10% by 2020. 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, 500-MW Plant, and the contracted Astoria Energy II plant are subject to the RGGI requirements. The Authority has participated in program auctions commencing in September 2008 and expects to recover its RGGI costs through its power sales revenues. For 2014, the number of allowances offered in the auction by RGGI cap and trade program has been reduced (from allowances covering 165 million tons of carbon dioxide emissions in 2013 to 91 million tons in 2014), and will continue to decline by 2.5% each year from 2015 through 2020. This reduction may well likely increase the price for carbon dioxide allowances, which the Authority acquires to cover operation of its fossil- fuelled power plants and the Astoria Energy II plant. On September 20, 2013, the EPA proposed stringent new carbon pollution standards, affecting new large and small gas fired and coal fired generating facilities. On June 18, 2014 EPA proposed Carbon Pollution Emission Guidelines for Existing Stationary Sources: Electric Utility Generating Units. The final rule is scheduled to be released by June 2015 and states have to submit implementation plans by June 2016. NYPA is monitoring potential federal programs that are under discussion and debate for their potential impact on RGGI in the future.

During 2011, the Environmental Protection Agency ("EPA") issued a series of rulings to establish the Cross-State Air Pollution Rule ("CSAPR") to replace the Clean Air Interstate rule ("CAIR"). 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. In December 2011, the U.S. Court of Appeals (D.C. Circuit) granted a stay of 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 CAIR. By decision issued August 21, 2012, the court vacated CSAPR; directed the EPA to develop a replacement rule; and directed that CAIR continue to be enforced pending the development of the replacement rule. On October 5, 2012, the EPA filed a petition with the D.C. Circuit seeking rehearing of the court's decision regarding CSAPR which was denied by the D.C Circuit. On June 24, 2013, the U.S. Supreme Court granted the EPA's request to review the D.C. Circuit's decision to invalidate EPA's CSAPR. The U.S. Supreme Court reversed the D.C. Circuit opinion vacating CSAPR and directed the D.C. Circuit to resolve all the issues. On June 26, 2014, the U.S. Government filed a motion with the U.S. Court of Appeals

for the D.C Circuit to lift the stay of the CSAPR. On October 23, 2014, the U.S. Court of Appeals (D.C. Circuit) lifted its stay on CSAPR. The EPA is now planning to implement CSAPR regulations starting in January 2015. The Authority has been able to operate its fossil plants and the Astoria Energy II plant within the allocated allowances under the CAIR and in the event the CSAPR as promulgated by the EPA ultimately is implemented, the Authority anticipates that operation of its fossil plants and the Astoria Energy II plant would not be impacted.

In 2013, President Obama sent a memorandum to EPA on "Power Sector Carbon Pollution Standards" (the "Presidential Memorandum") as part of the President's Climate Action Plan. The Presidential Memorandum requires the EPA to propose carbon pollution standards for power plants. In 2013, the EPA met the first milestone in the Presidential Memorandum by proposing stringent new carbon pollution standards affecting new large and small gas-fired and coal-fired generating units. On June 2, 2014, the EPA met another milestone by releasing its Clean Power Plant Proposed Rule for existing power plants. The objective of the proposed rule is to cut by 2030 carbon pollution (carbon dioxide emissions) from the power sector by 30% from 2005 levels. Also on June 2, 2014, the EPA proposed related carbon pollution standards for modified and reconstructed power plants. The Authority continues to monitor developments in this area.

Congressional and regulatory action for the increased regulation of air, water and contaminants is periodically considered, and there are potential legislative and regulatory proposals which may affect the electric utility industry, including the Authority, in the future. The impact on the Authority's operations of any such proposals is not presently predictable or quantifiable.

The Authority has flexible rate-setting authority for many of its power sales agreements with customers; however, due to FERC's jurisdiction over the Authority's transmission revenue requirement ("TRR"), the Authority's transmission cost recovery must adhere to FERC standards. In 2012, the Authority filed for an increased TRR consistent with those principles, which resulted in the current $175.5 million TRR. The current TRR is incorporated into the NYISO Open Access Transmission Tariff ("OATT"). This Four-Year Plan assumes full recovery of future costs under the provisions of the NYISO OATT.

Legislative and Political Risks

A series of legislative enactments have called for the Authority to subsidize business customers and the State's general fund. Legislation enacted into law, as part of the 2000-2001 State budget, as amended in subsequent years, 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 PFJ program and for other purposes. Since December 2002, the Authority has made voluntary contributions to the State of $475 million in connection with the PFJ program and an additional $582 million unrelated to the PFJ program. The PFJ program was replaced by the RNYPP beginning July 1, 2012 with the enacting legislation authorizing transitional electricity discounts through June 30, 2016 for those PFJ and ECSB customers applying for but not receiving RNYPP allocations. For the forecast period, the Authority estimates these transitional payments at $6.75 million.

For planning purposes, the Four-Year Plan assumes that the Authority makes a voluntary contribution to the State of $90 million in 2015 and $65 million annually thereafter for the duration of the Four-Year Plan. Approval of any such payments to the State's general fund and/or to subsidize customers requires legislation authorizing such payments and is conditional upon the Trustees' determination that such payments are "feasible and advisable". The Trustees' decision as to whether and to what extent such payments are feasible and advisable will be made based on the exercise of their fiduciary responsibilities and in light of the requirements of the Authority's Bond Resolution, other legal requirements, and all the facts and circumstances known to them at the time of the decision. On May 24, 2011, the Authority's Trustees adopted a 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 that in deciding whether to make contributions, transfers, or payments, the Authority shall use as a reference the maintenance of a debt service coverage ratio of at least 2.0, in addition to making other determinations required by the General Resolution.

In addition to the authorization for the voluntary contributions, the Authority was authorized by February 2009 budget legislation to make certain temporary asset transfers to the State of funds in reserves. Pursuant to the terms of a Memorandum of Understanding dated February 2009 ("MOU") between the State, acting by and through the Director of the Budget of the State, and the Authority, the Authority agreed to transfer $215 million associated with its Spent Nuclear Fuel Reserves by the end of State Fiscal Year 2008-2009. The Spent Nuclear Fuel Reserves are funds that have 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 other conditions, 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 provided for the Authority to transfer during State Fiscal Year 2009-2010 approximately $103 million of funds set aside for future construction projects, which amounts would be returned to the Authority, subject to appropriation by the State Legislature and other conditions, at the earlier of when required for operating, capital or debt service obligations of the Authority or September 30, 2014. Both temporary transfers were authorized by the Authority's Trustees and made in 2009. On April 24, 2014, the Authority and the State executed an Amendment to the MOU that became effective on July 29, 2014 and provides that the State shall, subject to appropriation by the State Legislature, return the $103 million over 5 years based upon the following schedule: $18 million payable September 30, 2014; $21 million payable September 30, 2015; $21 million payable September 30, 2016; $21 million payable September 30, 2017; and $22 million payable September 30, 2018.

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. Several bills have been introduced into the State Legislature, some of which propose to limit or restrict the powers, rights and exemption from regulation which 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 of 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 which 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 the Authority will be immune from the financial obligations imposed by any such provision.

Actions taken by the State Legislature or the Executive Branch to cause greater voluntary contributions and which attempt to constrain the discretion of or bypass the Authority's Trustees could negatively affect net income and possibly harm the Authority's bond rating.

Hydroelectric Generation Risk

The Authority's net income is highly dependent upon generation levels at its Niagara and St. Lawrence-FDR Projects. The generation levels themselves are a function of the hydrological conditions prevailing on the Great Lakes, primarily, Lake Erie (Niagara Project) and Lake Ontario (St. Lawrence-FDR Project). Long-term generation levels at the two hydroelectric projects are about 20.2 terawatt-hours ("TWH") annually. The Authority's hydroelectric generation forecast is 22.6 TWH in 2015, 23.2 TWH in 2016, 22.7 TWH in 2017 and 21.8 TWH in 2018. However, these generation amounts are forecasted values, and hydrological conditions can vary considerably from year to year.

The Authority conducted high and low hydroelectric generation sensitivities for 2015-2018 that estimated the potential net income that could result over a reasonable range of hydroelectric generation occurrences. The effects on estimated net income, assuming all other factors remain unchanged, were as follows:

	Low Generation		**High Generation**	
	Net Hydroelectric Generation	NYPA Net Income Change *(in Millions)*	Net Hydroelectric Generation	NYPA Net Income Change *(in Millions)*
2015	20.2 TWH	($102.2)	23.8 TWH	$46.4
2016	20.7 TWH	($94.8)	24.3 TWH	$43.0
2017	20.2 TWH	($88.4)	23.8 TWH	$40.1
2018	19.3 TWH	($93.2)	22.9 TWH	$42.5

Electric Price and Fuel Risk

Through its participation in the NYISO and other commodity markets, NYPA is subject to electric energy price, fuel price and electric capacity price risks that impact the revenue and purchased power streams of its facilities and customer market areas. Such volatility can potentially have detrimental effects on NYPA's financial condition. To mitigate downside effects, many of NYPA's customer contracts provide for the complete or partial pass-through of these costs. To moderate cost impacts to its customers, NYPA, at times, hedges market risks via the use of financial instruments and physical contracts. Hedges are transacted by NYPA to mitigate the cost of energy or related products needed to meet customer needs; to mitigate risk related to the price of energy and related products sold by NYPA; to mitigate risk related to electric margins (electric sales versus fuel use) where NYPA owns generation or other capacity; and mitigation of geographic cost differentials of energy procured or sold for transmission or transportation to an ultimate location. Commodities to be hedged include, but are not limited to, natural gas, natural gas basis, electric energy, electric capacity and congestion costs associated with the transmission of electricity.

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.

Other Business Risks

Industry Transformation

Transformative technologies and customer empowerment are creating uncertainty for the Authority and the electric utility industry that can produce new business opportunities or reduced demand for electric energy. Through its Strategic Planning process, the Authority regularly evaluates its mission, objectives, and customer needs and seeks to appropriately position the Authority to effectively meet the challenges of the transforming electric industry through implementation of initiatives such as a long-term asset management strategy and a suite of customer solutions including new/modified product offerings. The impact on the Authority's operations of any such industry transformation is not presently predictable or quantifiable.

Workforce

Like many other industries, the power and utility sector is realizing increased competition for and a general shortage of talent in high skilled areas. This trend is expected to continue and be further impacted by transformations in the industry where new technologies are being developed and deployed. The Authority recognizes the uncertainty with being able to attract and retain the skills and competencies needed to meet stated objectives and regularly evaluates and positions its recruiting, talent development and benefits programs accordingly, through its workforce planning strategic initiative and other ongoing efforts. The impact on the Authority's operations of any such shortages in talent is not presently predictable or quantifiable.

Physical and Cyber Security Risk

The Federal Government recognizes the electric utility industry as critical infrastructure for the United States and works closely with the industry to ensure awareness of ongoing threats and appropriate protections are in place against both physical and cyber-attacks. With over 1,400 circuit-miles of high voltage transmission lines and 16 power generation facilities across New York State, the Authority recognizes the critical nature of its assets. Investments to harden both physical and cyber assets and their related infrastructure are continually needed to minimize potential adverse impacts to the bulk electric system, detect and deter sabotage attempts, and protect the Authority and customer information. The impact on the Authority's operations of a successful physical or cyber-attack is not presently predictable or quantifiable.

Catastrophic Natural Events

A catastrophic natural event such as severe weather, flooding or earthquake can negatively affect the operability of Authority assets and the bulk electric system. The Authority regularly evaluates the resiliency of its assets including in the wake of major events such as Super Storm Sandy in 2012. In addition, the Authority has implemented disaster planning programs based on the specific, unique natural threats at each of its generation facilities. Although the impact of a catastrophic natural event is not predictable or

quantifiable, the Authority maintains close working relationships with local first responders and government agencies to ensure its ongoing preparedness.

Litigation Risk

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.

The parties agreed to a land claim settlement, dated February 1, 2005, 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.

The legislation required to effectuate the settlement was never enacted and the litigation was reactivated. In November 2006, all defendants moved to dismiss the three Mohawk complaints as well as the United States' complaint based on the lengthy delay in asserting the land claims (i.e., the laches defense).

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.

In orders dated July 2013, the Judge assigned to the case accepted the Magistrate's recommendation and granted the Authority judgment on the pleadings. The Judge accepted all but one of the Magistrate's other recommendations, which results in dismissal of all land claims against the other defendants except those relating to two mainland parcels. Barring an appeal by the plaintiffs, all claims against the Authority have been dismissed and the lawsuit against the Authority is concluded.

The State and the St. Regis Mohawk Tribe ("Tribe") have been discussing a settlement of the land claims, as well as other issues between the State and the Tribe. These discussions are ongoing. On May 28, 2014, the State of New York, the Tribe, St. Lawrence County and the Authority executed a Memorandum of Understanding ("St. Regis MOU") that recognized that a negotiated settlement to this litigation has the potential to resolve certain disputes among the parties to the litigation and endorsed certain terms for such a negotiated settlement. In the St. Regis MOU, the Authority endorses a negotiated settlement that, among other things, would require (a) an Act of Congress to forever extinguish all Mohawk land claims prior to such settlement becoming effective and (b) the Authority to pay the Tribe $2 million a year for 35 years and provide up to 9 MW of its hydropower at preference power rates to serve the needs of the Tribe's Reservation.

Any settlement agreement, including the terms endorsed in the St. Regis MOU, would in the first instance need to be negotiated and agreed upon by all parties to the St. Regis MOU. In addition, on or before a final settlement of the litigation, all parties to the St. Regis litigation would have to agree to a settlement of all outstanding claims, including parties that did not execute the St. Regis MOU, such as the two other Mohawk groups, the federal government and Franklin County. Before any settlement becomes effective and the Authority is obligated to make any payments under the St. Regis MOU, however, federal and state legislation must be enacted which approves the settlement and extinguishes all Mohawk land claims.

Tropical Storm Irene

In August 2012, the County of Schoharie, eight towns and villages therein, and one school district ("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 alleged 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. The Municipalities complaint seeks judgment "in an amount to be determined at trial with respect to each [of the ten plaintiffs] in the sum of at least $5,000,000, plus punitive damages in the sum of at least $5,000,000" as well as attorney fees. As of April 15, 2014, all of the Municipalities, with the exception of the Town of Blenheim, have discontinued their lawsuits against the Authority.

In February 2012, a private landowner filed a similar lawsuit in such court 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 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 the outcome of this or any related litigation, the Authority believes that it has meritorious defenses and positions with respect thereto. However, adverse decisions of a certain type in the matters discussed above could adversely affect Authority operations and revenues.

Other Actions or Claims

In January 2014, one of the Sound Cable Project underwater cables was severely impacted by an anchor and/or anchor chain dropped by one or more vessels, causing the entire electrical circuit to fail and the circuit to trip. As a result of the impact to the cable, dielectric fluid was released into Long Island Sound. The Authority estimates it sustained damages of approximately $35 million. The Authority believes that it will be able to recover the full amount of its damages through legal proceedings, the insurance coverages and contractual obligations. Full recovery of these costs is modeled in this Four-Year Plan.

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.

(e) Revised Forecast of 2014 Budget

(in Millions)

	Original Budget 2014	Forecast 2014	Variance Better/(Worse) 2014
Operating Revenues:			
Customer Revenues	$2,131.2	$2,100.3	($30.9)
NYISO Market Revenues	$793.0	$1,134.2	$341.3
Total Operating Revenues	$2,924.2	$3,234.5	$310.4
Operating Expenses:			
Purchased Power	$834.7	$1,025.2	($190.6)
Fuel	$299.9	$375.4	($75.5)
Wheeling Expenses	$614.2	$599.9	$14.3
O&M Expenses	$388.2	$392.9	($4.7)
Other Expenses	$216.7	$189.2	$27.5
Depreciation and Amortization	$228.7	$231.7	($3.0)
Total Operating Expenses	$2,582.4	$2,814.4	($232.0)
NET OPERATING REVENUES	**$341.8**	**$420.2**	**$78.4**
Other Income:			
Investment Income	$26.9	$34.0	$7.1
Other Income	$75.4	$74.6	($0.8)
Total Other Income	**$102.3**	**$108.5**	**$6.3**
Non-Operating Expenses			
Interest & Other Expenses	$176.4	$172.8	$3.6
Contributions to State	$90.0	$90.0	$0.0
Total Non-Operating Expense	**$266.4**	**$262.8**	**$3.6**
NET INCOME	**$177.7**	**$266.0**	**$88.3**

(f) Reconciliation of 2014 Budget and 2014 Revised Forecast

The 2014 year-end net income projection is $266.0 million, which is $88.3 million above budget. This positive variance is primarily a result of high energy prices garnered in January through April 2014 due to the harsh winter, in combination with increased hydroelectric generation at the Niagara and St. Lawrence – FDR projects due to above average precipitation over the Great Lakes. These factors are driving the variance in NYISO Market Revenues, Purchased Power, and Fuel.

(g) Statement of 2013 Financial Performance

New York Power Authority
Net Income - Actual vs. Budgeted
For the Year ended December 31, 2013
(in millions)

	Actual	Budget	Variance Favorable/ (Unfavorable)
Operating Revenues			
Customer	$2,087	$2,120	($33)
NYISO Market Revenues	$944	$679	$265
Total Operating Revenues	**$3,030**	**$2,798**	**$232**
Operating Expenses			
Purchased Power	$934	$774	($160)
Fuel	$324	$323	($1)
Wheeling	$603	$583	($20)
Operations & Maintenance	$433	$426	($6)
Other Expenses	$145	$201	$57
Depreciation & Amortization	$228	$228	($0)
Allocation to Capital	($11)	($13)	($2)
Total Operating Expenses	**$2,655**	**$2,522**	**($133)**
Operating Income	**$375**	**$276**	**$99**
Nonoperating Revenues and Expenses			
Nonoperating Revenues			
Investment Income	$5	$28	($22)
Other income	$85	$76	$9
Total Nonoperating Revenues	**$90**	**$103**	**($13)**
Nonoperating Expenses			
Contribution to New York State	$65	$65	$0
Interest and Other Expenses	$172	$185	$13
Total Nonoperating Expenses	**$237**	**$250**	**$13**
Nonoperating Income (Loss)	**($147)**	**($147)**	**($0)**
Net Income	**$228**	**$130**	**$98**

Net Income for the year ended December 31, 2013 was $228 million, which was $98 million above the budget of $130 million. Major contributing factors to the positive variance included hydro generation above budgeted levels, and higher capacity and energy prices. Precipitation over the Great Lakes was higher than average in the second half of the year, resulting in a combined net generation for the Niagara and St. Lawrence-FDR projects that was 6% higher than forecasted.

(h) Employee Data – number of employees, full-time, FTEs and functional classification

	2015 Request	2016	2017	2018
Headquarters	679	679	679	679
Power Generation	905	905	905	905
Transmission	170	170	170	170
R&D	14	14	14	14
TOTAL	**1,768**	**1,768**	**1,768**	**1,768**

(i) Gap-Closing Initiatives – revenue enhancement or cost-reduction initiatives

As the Authority is projecting positive net income for the 2015-2018 financial plan period, there are no planned gap-closing programs.

(j) Material Non-recurring Resources – source and amount

See discussion in "Other Income" section.

(k) Shift in Material Resources

There are no anticipated shifts in material resources from one year to another.

(l) Debt Service

New York Power Authority
Projected Debt Outstanding (FYE)
(in thousands)

	2015	2016	2017	2018
Revenue Bonds	$887,815	$832,105	$773,750	$1,264,999
Adjustable Rate Tender Notes	$86,115	$75,000	$58,355	$40,380
Subordinated Note (2012)	$22,780	$21,995	$21,200	$20,395
Commercial Paper Notes	$590,258	$735,146	$944,083	$687,807
Grand Total	$1,586,968	$1,664,246	$1,797,388	$2,013,581

New York Power Authority
Debt Service as Percentage of Pledged Revenues (Accrual Basis)
(Debt Service in thousands)

	2015		2016		2017		2018	
	Debt Service	**% of Rev.**	**Debt Service**	**% of Rev.**	**Debt Service**	**% of Rev.**	**Debt Service**	**% of Rev.**
Revenue Bonds	$102,760	3.27%	$102,747	3.33%	$102,635	3.37%	$107,892	3.47%
Adjustable Rate Tender Notes	$12,086	0.39%	$17,433	0.57%	$19,606	0.64%	$20,213	0.65%
Subordinated Debt	$1,505	0.05%	$1,504	0.05%	$1,505	0.05%	$1,504	0.05%
Commercial Paper Notes	$16,711	0.53%	$18,881	0.61%	$27,556	0.90%	$32,879	1.06%
Grand Total Debt Service	**$133,061**	**4.24%**	**$140,564**	**4.56%**	**$151,302**	**4.97%**	**$162,489**	**5.22%**

New York Power Authority
Planned Use of Debt Issuances
(in thousands)

TYPE	**Amount**	**Assumed Interest Rate**	**Project / Description**
Period January 1, 2015 – December 31, 2015			
Tax Exempt Commercial Paper	$110,338	0.50%	Energy Services Program
Taxable Commercial Paper	$7,823	0.75%	Energy Services Program
Taxable Commercial Paper	$63,486	0.75%	Niagara Power Plant / Transmission
Total Issued 2015	$181,647		
Period January 1, 2016 – December 31, 2016			
Tax Exempt Commercial Paper	$126,340	1.00%	Energy Services Program
Tax Exempt Commercial Paper	$217	1.00%	Niagara Power Plant
Taxable Commercial Paper	$8,323	1.50%	Energy Services Program
Taxable Commercial Paper	$103,264	1.50%	Niagara Power Plant / Transmission
Total Issued 2016	$238,144		

Period January 1, 2017 – December 31, 2017			
Tax Exempt Commercial Paper	$135,022	1.50%	Energy Services Program
Tax Exempt Commercial Paper	$350	1.50%	Niagara Power Plant
Taxable Commercial Paper	$14,028	2.50%	Energy Services Program
Taxable Commercial Paper	$163,020	2.50%	Niagara Power Plant / Transmission
Total Issued 2017	$312,420		

Period January 1, 2018 – December 31, 2018			
Tax Exempt Commercial Paper	$144,959	2.00%	Energy Services Program
Taxable Commercial Paper	$16,587	2.75%	Energy Services Program
Tax-Exempt Fixed Rate Bonds	$14,556	4.50%	Refund Commercial Paper Notes issued for Niagara Power Project *
Taxable Fixed Rate Bonds	$537,580	6.75%	Refund Commercial Paper Notes issued for Niagara Power Project / Transmission
Total Issued 2018	$713,682		

* Does not include Commercial Paper issued in 2018 for the Robert Moses Niagara Power Project and Transmission that was refunded with Fixed Rate Bonds in 2018.
Taxable amount $207,810 and Tax Exempt $14,556

Note: The full faith and credit of the Authority are pledged for the payment of bonds and notes in accordance with their terms and provisions of their respective resolutions. The Authority has no taxing power and its obligations are not debts of the State or any political subdivision of the State other than the Authority. The Authority's debt does not constitute a pledge of the faith and credit of the State or of any political subdivision thereof, other than the Authority.

Scheduled Debt Service Payments (Accrual Basis)

Outstanding (Issued) Debt

	Principal	Interest	Total
2015	$76,264,319	$56,253,698	$132,518,017
2016	$81,639,250	$55,282,452	$136,921,702
2017	$86,620,167	$53,327,246	$139,947,413
2018	$86,310,222	$52,048,583	$138,358,805

Proposed Debt

	Principal	Interest	Total
2015	$0	$543,254	$543,254
2016	$0	$3,642,703	$3,642,703
2017	$0	$11,354,215	$11,354,215
2018	$384,968	$23,745,052	$24,130,020

Total Debt

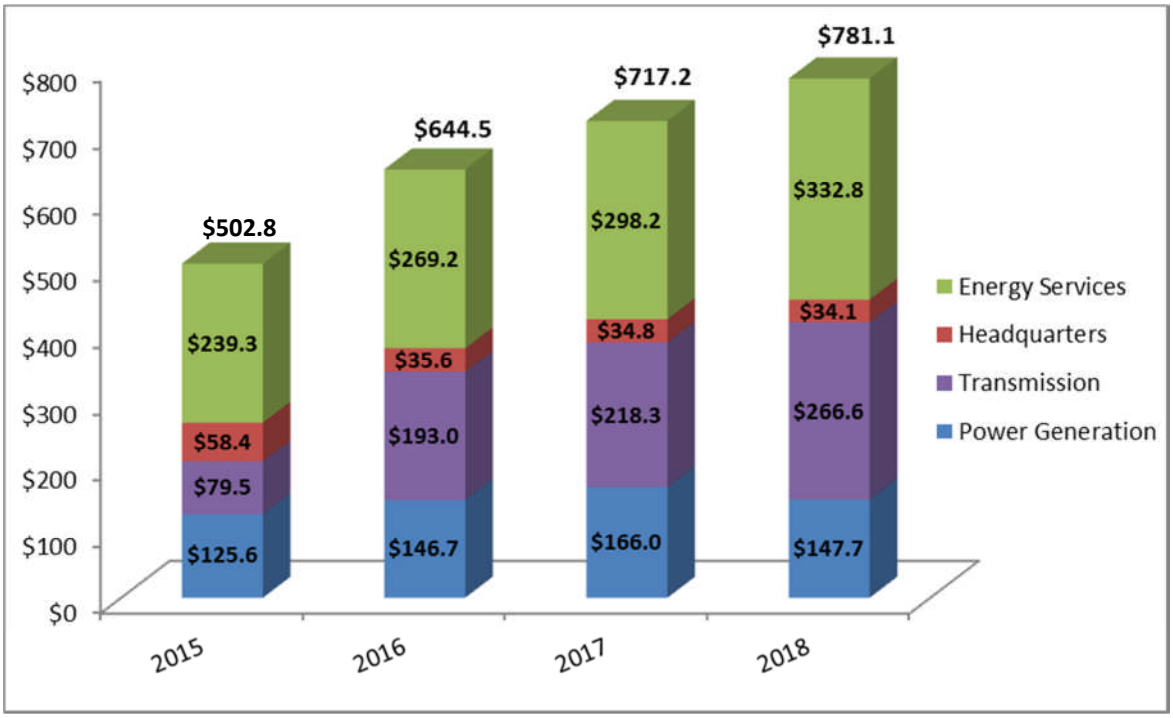
	Principal	Interest	Total
2015	$76,264,319	$56,796,952	$133,061,271
2016	$81,639,250	$58,925,154	$140,564,404
2017	$86,620,167	$64,681,461	$151,301,628
2018	$86,695,190	$75,793,634	$162,488,824

(m) Capital Investments and Sources of Funding

The Authority currently estimates that it will expend approximately $2.2 billion for various capital improvements over the financial period 2015-2018. 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 additional commercial paper notes and/or the issuance of long-term fixed rate debt. Projected capital requirements during this period include:

(In thousands)	2015	2016	2017	2018
Transmission Life Extension & Modernization (LEM)	$ 50,500	$ 86,348	$ 76,886	$ 73,327
St. Lawrence Breaker and Relay Replacement	$ 9,686	$ 18,409	$ 14,580	$ 18,999
Marcy South Series Compensation	$ 12,740	$ 39,300	$ -	$ -
MA1 & MA2 – 230kV Replacement	$ 1,272	$ 11,184	$ 44,407	$ 73,610
Smart Grid G & T Implementation	$ -	$ 27,332	$ 59,467	$ 100,513
High Voltage Initiative	$ -	$ 12,500	$ 25,000	$ 12,500
Lewiston Pump Generation Plant LEM	$ 36,293	$ 39,319	$ 70,921	$ 57,737
SCPP Black Start (Hellgate, Harlem River)	$ 8,700	$ 563	$ -	$ -
Blenheim Gilboa Relicensing	$ 4,540	$ 5,386	$ 5,676	$ 3,582
St. Lawrence Headgate System Upgrade	$ 540	$ 5,685	$ 5,848	$ 5,781
St. Lawrence Generator Step-Up Transformer Replacement	$ 4,622	$ 6,567	$ 6,626	$ -
Total Energy Services	$ 239,313	$ 269,200	$ 298,200	$ 332,800
Other	$ 134,546	$ 122,665	$ 109,609	$ 102,297
GRAND TOTAL	**$ 502,752**	**$ 644,459**	**$ 717,221**	**$ 781,146**

2015-2018 Capital Investments by Function
(in millions)



Certification of Assumptions and Method of Estimation for Budget and Financial Plan 2015-2018 in accordance with the Comptroller's Regulation § 203.9 Certification

December 16, 2014

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

To the best of my knowledge and belief after reasonable inquiry, I, the undersigned, certify that the "Authority's Method of Estimation for Budget and Financial Plan 2015-2018" is based on reasonable assumptions and methods of estimation and that the regulations enumerated in Part 203, "Budget and Financial Plan Format, Supporting Documentation and Monitoring - Public Authorities" have been satisfied.

Edward Welz
Chief Operating Officer

Robert Lurie
Chief Financial Officer