

HUGH L. CAREY BATTERY PARK CITY AUTHORITY
(A Component Unit of the State of New York)

Financial Statements

October 31, 2003 and 2002

(With Independent Auditors' Report Thereon)

HUGH L. CAREY BATTERY PARK CITY AUTHORITY
(A Component Unit of the State of New York)

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345 Park Avenue
New York, NY 10154

Independent Auditors' Report

The Members

Hugh L. Carey Battery Park City Authority:

We have audited the accompanying financial statements of Hugh L. Carey Battery Park City Authority (the Authority), a component unit of the State of New York, as of and for the year ended October 31, 2003, as listed in the accompanying table of contents. These financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of Hugh L. Carey Battery Park City Authority as of and for the year ended October 31, 2002 were audited by other auditors whose report thereon, dated January 17, 2003, expressed an unqualified opinion on those financial statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Hugh L. Carey Battery Park City Authority as of October 31, 2003, and the changes in its financial position and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The management's discussion and analysis on pages 2 through 8 is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

KPMG LLP

January 16, 2004



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

HUGH L. CAREY BATTERY PARK CITY AUTHORITY

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Management's Discussion and Analysis

October 31, 2003 and 2002

Overview

The following is an overview of the financial activities of the Hugh L. Carey Battery Park City Authority (the Authority) for fiscal years ended October 31, 2003 and 2002.

The basic financial statements of the Authority, which include the balance sheets, the statements of revenues, expenses, and changes in net assets (deficit), and the statements of cash flows, and the notes to the financial statements, provide information about the Authority in accordance with Governmental Accounting Standards Board (GASB) Statement No. 34, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments*, as modified by GASB Statement No. 37, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments: Omnibus*, and GASB Statement No. 38, *Certain Financial Statement Note Disclosures*. The financial statements are prepared using the economic resources measurement focus and the accrual basis of accounting.

Financial Highlights

- In October 2003, the Authority issued approximately \$1.1 billion of bonds (2003 Revenue Bonds) to refund all outstanding 1993 Revenue Refunding Bonds (including the 1993 Series A Senior Bonds and 1993 Series B Junior Bonds), the Junior Revenue Bonds, Series 2000 and Junior Revenue Bonds, Series 1996A (collectively, the refunded revenue bonds). In conjunction with refunding all of the Authority's outstanding revenue bonds, the Authority also refunded all of the 1993 HNYC Senior Bonds (see note 12) and provided for approximately \$90.4 million for certain infrastructure and other capital improvements (see note 12). The bond financing resulted in a large amount of excess revenues to be provided to the City of New York (the City) from fiscal year 2003. A provision for the transfer to the City of \$151.3 million in excess revenues was charged for the fiscal year ended October 31, 2003. Generally, the Authority's change in net assets will decrease with increases to the amount of excess revenues to be provided to the City, which will have an adverse effect on the Authority's net asset position. In addition, a provision for the transfer of \$236 million to Housing New York Corporation (HNYC) for the defeasance of the 1993 HNYC Senior Bonds was charged for the fiscal year ended October 31, 2003, which also decreased the net asset position.
- In July 2003, the Authority settled all issues related to the withholding of rents by certain condominiums as a result of the impact of the attack on the World Trade Center, and a net charge for the fiscal year ended October 31, 2003 of approximately \$5.6 million has been included in other operating and administrative expenses for this settlement.
- During the year ended October 31, 2003, there was an increase of 9.5% in Payment in Lieu of Taxes (PILOT) revenue (which accounts for approximately 70% of the Authority's operating revenues) as a result of additions in assessments and tax rates by the City.

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Statement of Net Assets

The statement of net assets presents the financial position of the Authority at the end of the fiscal year. Net assets are the difference between total assets and total liabilities. A summarized comparison of the Authority's assets, liabilities, and net assets at October 31, 2003 and 2002 is as follows:

	October 31		Increase
	2003	2002	(decrease)
	(in 000s)		
Assets:			
Current assets	\$ 5,282	9,797	(4,515)
Bond resolution assets	444,509	279,029	165,480
Battery Park City project assets, net	340,320	331,375	8,945
Other noncurrent assets	321,136	181,642	139,494
Total assets	\$ 1,111,247	801,843	309,404
Liabilities:			
Current liabilities	\$ 224,241	137,588	86,653
Long-term liabilities	1,199,806	691,433	508,373
Total liabilities	1,424,047	829,021	595,026
Net assets:			
Invested in capital assets, net of related debt	(25,491)	4,979	(30,470)
Restricted	86,428	120,067	(33,639)
Unrestricted	(373,737)	(152,224)	(221,513)
Total net assets (deficit)	(312,800)	(27,178)	(285,622)
Total liabilities and net assets	\$ 1,111,247	801,843	309,404

As of October 31, 2003, the Authority maintained total assets of over \$1.1 billion. The Authority's restricted noncurrent assets are predominantly related to funds and accounts established in accordance with the bond resolutions totaling approximately \$444.5 million, which is approximately \$165.5 higher than the investment value of assets held at October 31, 2002, totaling \$279 million. In October 2003, substantially all the investments and cash assets held under the 1993, 1996, and 2000 resolutions (in conjunction with the defeasance of all outstanding revenue bonds held under those resolutions) were transferred to the required funding of debt service and related funds, accounts held under the 2003 Revenue Bond Resolutions. As of October 31, 2003, assets held under the 2003 Revenue Bond Resolutions include a debt service reserve and funds held for payment of debt service, bond issuance costs, interest expense, construction of site improvements, and excess revenues available to be applied by the Authority to any lawful corporate purposes (see note 9).

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At October 31, 2003, the Authority's investment in project assets, net of accumulated depreciation was approximately \$340.3 million. The Battery Park City project (the Project) consists of approximately 92 acres of landfill created, owned, and operated by the Authority. The Project's current plan of development includes approximately 35 acres of parkland and open spaces and provides for the construction by private developers of approximately 7.5 million square feet of office space, a 500,000-square-foot commodities trading facility, retail space, a marina, two hotels, a multiplex cinema, museums, public schools, and approximately 9,000 residential units. Each of these elements has been completed, except for approximately 2,200 residential units. Management also anticipates development of approximately 1.8 million square feet of additional commercial space on Site 26. The Authority's project assets include land, site improvements, and a residential building constructed by the Authority on Site 22. The balances at October 31, 2003 and 2002 are as follows:

	October 31		Increase (decrease)
	2003	2002	
	(in 000s)		
Land	\$ 83,016	83,016	—
Site improvements	261,913	246,135	15,778
Residential building	41,690	41,688	2
	386,619	370,839	15,780
Less accumulated depreciation	(46,299)	(39,464)	6,835
Total Battery Park City project assets	\$ 340,320	331,375	8,945

For the fiscal year ended October 31, 2003, the increase to the Project assets over fiscal year 2002 is primarily a result of expenditures of approximately \$15.8 million in site improvements, principally for a new park in the North Neighborhood and restoration of the Esplanade infrastructure (see note 3).

Other noncurrent assets increased approximately \$139.5 million from a total of \$181.6 million in the fiscal year ended October 31, 2002 to \$321.1 million in the fiscal year ended October 31, 2003, primarily related to the issuance of the 2003 Revenue Bonds, in October 2003. The refundings resulted in the reacquisition costs exceeding the net carrying amount of the refunded debt, resulting in an accounting loss of approximately \$39 million, which is classified as an asset and will be amortized over the remaining life of the defeased bonds. The (net unamortized) bond issuance costs totaling \$12.1 million at October 31, 2002 were eliminated as part of the reacquisition costs of the refunded revenue bonds and as of October 31, 2003. Bond insurance and other issuance costs related to the 2003 Revenue Bonds of approximately \$46 million were added to the deferred bond insurance costs. Assets "restricted by the 1993 Master Resolution" (the Special Fund, approximately \$47.8) are no longer held under the resolution and were reclassified to corporate designated and escrow funds within the noncurrent assets (see notes 9 and 12).

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October 31, 2003 and 2002

The Authority's total liabilities increased approximately \$595.0 million, from a total of \$829.0 million at October 31, 2002 to \$1.424 billion at October 31, 2003. Current liabilities are largely comprised of amounts due to the City, the current portion of long-term debt and accrued interest, and accounts payable and accrued expenses. The increase in current liabilities is largely due to the provision for amounts due to the City of \$151.3 million for the fiscal year ended October 31, 2003 which is unpaid at October 31, 2003 and is \$96.6 million more than the \$54.7 million amount due at October 31, 2002. Additionally, as of October 31, 2003, accounts payable and accrued liabilities includes a liability of \$4 million related to the aforementioned settlement of withheld rent by certain condominiums and accruals related to bond insurance related costs of approximately \$8 million and for arbitrage rebate to the IRS for \$2.1 million (see note 16). On October 16, 2003, all interest on the refunded revenue bonds was provided for and considered paid in conjunction with the defeasance of refunded revenue bonds and the unpaid interest on the 2003 Revenue Bonds was accrued as of October 31, 2003 (see note 12).

Noncurrent liabilities are mainly comprised of the Authority's long-term debt. On October 16, 2003, the Authority issued \$1.068 billion of the 2003 Revenue Bonds. A portion of the bond proceeds defease all the Authority's outstanding 1993, 1996, and 2000 Revenue Bonds, as well as the 1993 HNYC Senior Bonds, all of which are no longer a liability or debt obligation of the Authority at October 31, 2003. In addition, the 2003 Revenue Bonds included \$115.1 million bonds issued to raise new funds for site development. This is the primary reason for a net increase of total bonds outstanding of \$491.4 million from \$671.8 million as of October 31, 2002 to \$1.163 billion as of October 31, 2003.

The net assets (deficit) at October 31, 2003 and October 31, 2002 were \$(312.8) million and \$(27.2) million, respectively. Investment in capital assets, net of related debt was \$(25.5) million at October 31, 2003. Although investment in capital assets is reported net of related debt, the resources needed to repay this debt must be provided from other sources, since capital assets cannot be used to liquidate these liabilities. The Authority's \$69.7 million of restricted net assets represents resources that are subject to various external restrictions on how they may be used to the benefit of the Authority. These assets are generally restricted for debt service and capital projects. The resulting balance is classified as an unrestricted deficit totaling approximately \$(373) million.

The overall change in total net assets from October 31, 2002 is a decrease of approximately \$285.6 million and indicates that the total asset position of the Authority has been reduced during the fiscal year ended October 31, 2003.

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Statement of Revenues, Expenses, and Changes in Net Assets

Below is a summary of the Authority's revenues, expenses, and changes in net assets for the fiscal years ended October 31, 2003 and 2002:

	<u>October 31</u>		<u>Increase</u>
	<u>2003</u>	<u>2002</u>	<u>(decrease)</u>
	<u>(in 000s)</u>		
Operating revenues:			
Revenues from ground leases:			
Base rent	\$ 41,329	40,137	1,192
Supplemental rent	835	1,045	(210)
Payments in lieu of real estate taxes	114,208	104,252	9,956
Civic facilities payments and others	4,450	2,874	1,576
Total operating revenues	<u>160,822</u>	<u>148,308</u>	<u>12,514</u>
Operating expenses:			
Wages and related benefits	5,368	5,510	(142)
Other operating and administrative expenses	24,967	19,291	5,676
Depreciation and amortization	9,150	6,636	2,514
Total operating expenses	<u>39,485</u>	<u>31,437</u>	<u>8,048</u>
Operating income	<u>121,337</u>	<u>116,871</u>	<u>4,466</u>
Nonoperating revenues (expenses):			
Investment and other income	16,576	21,233	(4,657)
Interest expense	(34,965)	(36,490)	1,525
Debt service payment to Housing New York Corporation	(236,029)	(19,665)	(216,364)
IRS arbitrage rebate	(1,508)	—	(1,508)
Transfer from Parks Corporation	271	—	271
Provision for transfer to the City of New York	(151,303)	(57,392)	(93,911)
Total nonoperating expenses, net	<u>(406,958)</u>	<u>(92,314)</u>	<u>(314,644)</u>
Change in net assets	<u>(285,621)</u>	<u>24,557</u>	<u>(310,178)</u>
Equity, beginning of year	<u>(27,178)</u>	<u>(51,735)</u>	<u>24,557</u>
Equity, ending of year	<u>\$ (312,799)</u>	<u>(27,178)</u>	<u>(285,621)</u>

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A summary of revenues and expenses for the fiscal years ended October 31, 2003 and October 31, 2002 is as follows:

Operating Revenues – Overall revenues for the fiscal year ended October 31, 2003 totaled \$160.8 million, approximately \$12.5 million higher than the \$148.3 million for the fiscal year ended October 31, 2002. Lease revenues consist primarily of base (land) rent and real estate taxes (PILOT) from long-term leaseholds. The primary reason for the increased revenues in fiscal year 2003 was an increase in PILOT revenues of approximately \$10 million or 9.5% (which account for approximately 70% of the Authority's operating revenues) as a result of additions in assessments and a significant increase in tax rates by the City, and an increase in scheduled leased payments.

Operating Expenses – Operating expenses totaled approximately \$39.5 million for the fiscal year ended October 31, 2003, approximately \$8.1 million more than for the fiscal year ended 2002. The expenses include: wages and related benefits; operating and administrative expenses such as security, insurance, rent, maintenance, transportation, legal, financial, planning/design, and promotional expenditures; and depreciation and amortization. A net (one-time) charge for the fiscal year ended October 31, 2003 of approximately \$5.6 million has also been included in other operating and administrative expenses related to the aforementioned settlement of rent withheld by certain condominiums and is the primary reason for the increase over fiscal year ended 2002 along with increased depreciation and amortization.

Nonoperating Revenues (Expenses) – Total (net) nonoperating expenses of \$406.9 million for the fiscal year ended October 31, 2003 were approximately \$314.6 higher than the (net) nonoperating expenses of \$92.3 million for fiscal year 2002. A provision for the transfer to the City of \$151.3 million in excess revenues was charged for the fiscal year ended October 31, 2003, an increase of approximately \$93.9 million from fiscal year 2002. In addition, approximately \$236 million was transferred to HNYC to provide for the payment of interest and principal in order to defease all outstanding 1993 HNYC Senior Bonds, which was \$216.4 million higher than the previous fiscal year 2002 transfer for debt service. Interest earnings primarily on funds and accounts established in accordance with the bond resolutions and interest expense related to outstanding bonds, as well as a charge in fiscal year 2003 for an arbitrage payment to the IRS, are included.

Change in Net Assets – The total net assets at fiscal year end October 31, 2003 were (\$312.8) million, or a decrease of approximately \$285.6 million over the fiscal year ended October 31, 2002 as a result of the changes in revenues and expenses noted above.

Other Information

Debt Administration – The Authority is responsible for debt service on \$1.068 billion of the 2003 Revenue Bonds issued in October 2003. Bond proceeds were used to provide for the payments of all principal and interest on the 1993 Revenue Refunding Bonds, the Junior Revenue Bonds, Series 1996A, the Junior Revenue Bonds, Series 2000, and the 1993 HNYC Senior Bonds. As a result thereof, such bonds were defeased and no longer represent a liability or obligation to the Authority. The 2003 Revenue Bonds include: \$433 million of senior lien obligations (2003 Senior A Bonds) rated Aaa, AAA, and AAA by Moody's Investor Service, Inc. (Moody's), Fitch, and Standard & Poor's, respectively; and \$635 million of junior lien debt obligations (the 2003 Series B

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Bonds and the 2003 Series C Bonds), which are insured and, therefore, are also rated Aaa, AAA and AAA by Moody's, Fitch, and Standard & Poor's, respectively, and also carry underlying ratings of Aa3, AA, and AA, respectively. The Authority also has Housing Revenue Bonds (HRBs) outstanding totaling approximately \$94.8 million as of October 31, 2003, which are also insured.

Impact of World Trade Center Attack – Given its proximity, the terrorist attack of September 11, 2001 (the Attack) on the World Trade Center caused damage to property and disruptions of utility, transportation, and other services in Battery Park City. Development of four buildings was delayed as a result of the attack; however, one hotel project was completed in early 2002 and a residential site in the North Neighborhood substantially completed construction in June 2003. Two other residential buildings are scheduled to begin construction in the Spring of 2004. Management believes that substantially all costs incurred related to the remediation of damages will be collected from the Authority's insurance carriers or Federal and State relief programs.

Requests for Information – This financial report is designed to provide a general overview of the Authority's finances for all persons with an interest in its finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Office of the Vice President, Community Relations/Press, One World Financial Center, 24th Floor, New York, NY 10281. The Authority's website is: www.batteryparkcity.org.

HUGH L. CAREY BATTERY PARK CITY AUTHORITY

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Balance Sheets

October 31, 2003 and 2002

Assets	2003	2002
	2003	2002
Current assets:		
Cash and cash equivalents (note 3)	\$ 995,759	3,508
Restricted assets:		
Interest on mortgage notes, rents, and other receivables (net of allowance for doubtful accounts of \$152,773 in 2003 and \$1,190,336 in 2002) (note 15)	2,299,090	7,880,408
Receivable from Housing Company under Federal Housing Administration-insured mortgage notes (notes 6 and 13)	1,986,917	1,913,188
Total current assets	5,281,766	9,797,104
Noncurrent assets:		
Restricted assets:		
Funds and accounts established in accordance with bond resolutions (notes 3, 9, 11, 12, and 13):		
Housing Revenue Bonds	14,604,810	14,876,232
1993 Master Revenue Resolution	—	68,352,039
1993 Revenue Refunding Bonds	—	99,523,098
1996 Junior Revenue Bonds	—	12,978,403
2000 Junior Revenue Bonds	—	35,412,594
Other assets restricted by 1993 Master Revenue Resolution (notes 3 and 9)	—	47,886,381
2003 Revenue Bonds	429,904,354	—
Total funds and accounts established in accordance with bond resolutions	444,509,164	279,028,747
Receivables from Housing Company under Federal Housing Administration-insured mortgage notes (notes 6 and 13)	90,186,118	92,173,030
Residential lease required funds (note 3)	13,534,147	13,075,171
Corporate-designated and escrowed funds (note 3)	120,808,202	52,388,960
Deferred costs (note 3):		
Bond issuance costs, less accumulated amortization of \$4,944,113 in 2003 and \$4,204,865 in 2002	45,995,408	12,161,309
Costs of leases, less accumulated amortization of \$597,880 in 2003 and \$550,776 in 2002	2,858,786	2,905,890
Unamortized loss on extinguishment of 1993, 1996, and 2000 bonds	38,952,294	—
Battery Park City project assets – at cost, less accumulated depreciation (notes 2, 3, and 4)	340,320,110	331,374,761
Other assets	8,800,928	8,938,087
Total noncurrent assets	1,105,965,157	792,045,955
Total assets	\$ 1,111,246,923	801,843,059

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Balance Sheets

October 31, 2003 and 2002

Liabilities and Net Assets (Deficit)	2003	2002
Current liabilities:		
Accrued interest on bonds	\$ 3,513,288	16,937,496
Accounts payable and other liabilities (note 16)	44,877,966	26,778,860
Due to the City of New York (note 14)	151,302,767	54,697,000
Revenue received in advance	21,106,763	19,429,527
Bonds outstanding (notes 10, 11, 12, and 13):		
Housing Revenue Bonds	3,440,000	2,255,000
1993 Revenue Refunding Bonds	—	15,326,475
1996 Junior Revenue Bonds	—	1,238,861
2000 Junior Revenue Bonds	—	925,000
Total current liabilities	<u>224,240,784</u>	<u>137,588,219</u>
Noncurrent liabilities:		
Revenue received in advance (note 3)	40,104,960	39,405,040
Bonds outstanding (notes 10, 11, 12, and 13):		
Housing Revenue Bonds	91,355,000	94,795,000
1993 Revenue Refunding Bonds, net of unamortized discount of \$7,949,385 in 2002	—	431,515,615
1996 Junior Revenue Bonds, net of unamortized discount of \$1,782,364 in 2002	—	72,642,636
2000 Junior Revenue Bonds	—	53,075,000
2003 Revenue Bonds	<u>1,068,345,972</u>	<u>—</u>
Total noncurrent liabilities	<u>1,199,805,932</u>	<u>691,433,291</u>
Total liabilities	<u>1,424,046,716</u>	<u>829,021,510</u>
Net assets (note 3):		
Invested in capital assets, net of related debt	(25,490,589)	4,978,069
Restricted:		
Debt service	87,465,817	116,976,102
Capital projects	(1,038,115)	3,091,553
Unrestricted deficit	<u>(373,736,906)</u>	<u>(152,224,175)</u>
Total net assets (deficit)	<u>(312,799,793)</u>	<u>(27,178,451)</u>
Total liabilities and net assets (deficit)	<u>\$ 1,111,246,923</u>	<u>801,843,059</u>

See accompanying notes to financial statements.

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Statements of Revenues, Expenses, and Changes in Net Assets (Deficit)

Years ended October 31, 2003 and 2002

	<u>2003</u>	<u>2002</u>
Operating revenues:		
Revenues from ground leases (notes 5, 6, 7, and 8):		
Base rent	\$ 41,328,913	40,136,787
Supplemental rent	835,400	1,045,162
Payments in lieu of real estate taxes	114,207,983	104,252,326
Civic facilities payments and other	4,449,673	2,873,996
Total operating revenues	<u>160,821,969</u>	<u>148,308,271</u>
Operating expenses:		
Wages and related benefits	5,368,489	5,509,713
Other operating and administrative expenses	24,966,202	19,291,286
Depreciation of project assets	7,135,979	4,774,534
Other depreciation and amortization	2,013,847	1,861,338
Total operating expenses	<u>39,484,517</u>	<u>31,436,871</u>
Operating income	<u>121,337,452</u>	<u>116,871,400</u>
Nonoperating revenues (expenses):		
Investment income on funds relating to:		
Housing Revenue Bonds	497,903	541,689
1993 Master Revenue Resolution	2,478,508	3,929,526
1993 Revenue Refunding Bonds	896,923	3,279,473
1996 Junior Revenue Bonds	332,509	449,337
2000 Junior Revenue Bonds	196,867	763,034
2003 Revenue Bonds	1,532,456	—
Corporate-designated and escrowed funds and other	917,447	1,944,516
Net increase in the fair value of investments	2,324,506	2,786,003
Interest income on receivable from Housing Company	7,398,847	7,538,658
Interest expense relating to:		
Housing Revenue Bonds	(6,500,207)	(6,628,509)
1993 Revenue Refunding Bonds	(23,082,423)	(24,906,721)
1996 Junior Revenue Bonds	(3,979,867)	(4,217,224)
2000 Junior Revenue Bonds	(480,464)	(737,205)
2003 Revenue Bonds	(922,372)	—
Debt service on Housing New York Corporation (HNYC) indebtedness (note 10)	(14,347,399)	(19,665,061)
Transfer for defeasance of HNYC 1993 Senior Bonds (note 10)	(221,681,685)	—
Fixed assets transferred from Parks Corporation	270,910	—
IRS arbitrage rebate expense	(1,508,486)	—
Provision for transfer to the City of New York of payments in lieu of real estate taxes and other amounts (note 14)	<u>(151,302,767)</u>	<u>(57,392,391)</u>
Total nonoperating revenues (expenses)	<u>(406,958,794)</u>	<u>(92,314,875)</u>
Change in net assets	<u>(285,621,342)</u>	<u>24,556,525</u>
Net assets (deficit), beginning of year	<u>(27,178,451)</u>	<u>(51,734,976)</u>
Net assets (deficit), end of year	<u>\$ (312,799,793)</u>	<u>(27,178,451)</u>

See accompanying notes to financial statements.

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(A Component Unit of the State of New York)

Statements of Cash Flows

Years ended October 31, 2003 and 2002

	2003	2002
Cash flows from operating activities:		
Cash receipts from:		
Tenant payments	\$ 171,032,821	141,778,038
Miscellaneous receipts	683,392	99,910
Total cash receipts from operating activities	171,716,213	141,877,948
Cash payments for:		
Salaries and benefits	(5,462,272)	(6,821,043)
Services and supplies	(19,028,337)	(17,777,375)
Total cash payments from operating activities	(24,490,609)	(24,598,418)
Net cash provided by operating activities	147,225,604	117,279,530
Cash flows from noncapital financing activities:		
Debt service on Housing New York Corporation (HNYC) indebtedness	(14,347,399)	(29,665,061)
Assets transferred from HNYC	39,581,097	—
Payment for defeasance of HNYC 1993 Senior Bonds	(221,681,685)	—
Payment to New York City	(54,697,000)	(109,295,391)
Net project remediation expenditures	(324,481)	—
Net cash used in noncapital financing activities	(251,469,468)	(138,960,452)
Cash flows from capital and related financing activities:		
Proceeds from issuance of 2003 Revenue Refunding Bonds, net	1,068,345,972	—
Defeasance of 1993, 1996, and 2000 Revenue Bonds	(638,472,484)	—
Bond issuance costs for the 2003 Revenue Refunding Bonds	(36,911,007)	—
Principal payments on Housing Revenue Bonds	(2,255,000)	(3,135,000)
Interest paid on Housing Revenue Bonds	(6,555,416)	(7,875,553)
Development costs – site improvements and construction	(16,081,328)	(20,132,972)
Principal payments on 1993 Revenue Refunding Bonds	(21,450,000)	(27,645,000)
Interest paid on 1993 Revenue Refunding Bonds	(23,846,398)	(28,750,314)
Principal payments on 1996 Junior Revenue Bonds	(1,340,000)	(1,275,000)
Interest paid on 1996 Junior Revenue Bonds	(4,083,925)	(4,116,085)
Principal payments on 2000 Revenue Bonds	(925,000)	(875,000)
Interest paid on 2000 Junior Revenue Bonds	(493,589)	(737,205)
Interest paid on 2003 Junior Revenue Bonds	(95,047)	—
Net cash provided by (used in) capital and related financing activities	315,836,778	(94,542,129)
Cash flows from investing activities:		
Mortgage principal repayments from Housing Company	1,913,183	1,774,281
Interest received on receivable from Housing Company	7,386,766	7,549,831
Interest received on investment securities	7,639,200	10,441,112
Redemption and sale of investment securities	2,043,683,277	1,571,818,388
Purchase of investment securities	(2,271,223,089)	(1,545,890,568)
Net cash (used in) provided by investing activities	(210,600,663)	45,693,044
Increase (decrease) in cash and cash equivalents	992,251	(70,530,007)
Cash and cash equivalents, beginning of year	3,508	70,533,515
Cash and cash equivalents, end of year	\$ 995,759	3,508
Reconciliation of operating income to net cash provided by operating activities:		
Operating income	\$ 121,337,452	116,871,400
Adjustments to reconcile operating income to net cash provided by operating activities		
Depreciation and amortization	9,149,826	6,635,872
Changes in operating assets and liabilities:		
Decrease (increase) in rents and other receivables	5,573,357	(558,107)
Increase in other assets	(1,215,636)	(4,865,485)
Increase in accounts payable and other liabilities	10,003,449	2,459,309
Increase (decrease) in revenue received in advance	2,377,156	(3,263,459)
Net cash provided by operating activities	\$ 147,225,604	117,279,530

See accompanying notes to financial statements.

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(1) General

Hugh L. Carey Battery Park City Authority (the Authority) is a public benefit corporation created in 1968 under the laws of the State of New York (the State) pursuant to the Battery Park City Authority Act (the Act) and is a legally separate entity from the State. For State accounting purposes, the Authority is a component unit of the State and is included in its comprehensive annual financial report. The Authority has been doing business as the Hugh L. Carey Battery Park City Authority since 1999.

The Act sets forth the purposes of the Authority, including: the improvement of the Battery Park City project area; the creation in such area, in cooperation with the City of New York (the City) and the private sector, of a mixed commercial and residential community; and the making of loans secured by first mortgages to any housing company organized to provide housing within the project area pursuant to the New York State Private Housing Finance Law. The Act also authorizes the Authority to pledge and assign revenues to secure financing for low- and moderate-income housing developments outside the project area, as well as issue bonds for the purposes of furthering the development of a commodities and futures exchange facility in Battery Park City, repaying certain State appropriations and making a payment to the City (note 10).

The Act provides that the Authority and its corporate existence shall continue until terminated by law, provided, however, that no such law shall take effect so long as the Authority shall have bonds, notes, and other obligations outstanding, unless adequate provision has been made for the payment of those obligations.

(2) Status of Project

- a. The Battery Park City project (the Project) consists of approximately 92 acres of landfill created, owned, and operated by the Authority (see note 4). The Project's current plan of development includes approximately 35 acres of parkland and open spaces and provides for the construction, by private developers, of approximately 7,500,000 square feet of office space, a 500,000-square-foot commodities trading facility, retail space, a marina, two hotels, multiplex cinema, museums, public schools, and approximately 9,000 residential units (see notes 5, 6, and 7). Each of these elements has been completed, except for approximately 2,200 residential units. In addition, the Authority anticipates development of approximately 1.8 million square feet of additional commercial space on Site 26. In addition to undeveloped parcels, the Authority also owns and controls significant air rights throughout the Project. Ground rents, payments in lieu of real estate taxes (PILOT), and other lease payments are received under ground leases, all expiring in 2069.
- b. The terrorist attack of September 11, 2001 (the Attack) on the World Trade Center caused damage to property and disruptions of utility, transportation, and other services in Battery Park City. Development of four residential buildings was delayed as a result of the attack; however, two projects have been completed and two other residential projects are expected to begin construction in 2004. The Attack has affected the Authority as follows:
 - (i) The Attack caused significant damage to the Authority's infrastructure assets of approximately \$9 million. The Authority has \$10 million of insurance to cover this damage, and the Authority's management believes that all eligible claims with respect to this damage will be

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collected from its insurance carriers. As of October 31, 2003, the Authority has received \$4 million from its insurance carriers for the remediation of infrastructure. Costs not covered by insurance have been submitted for reimbursement under Federal and State disaster relief programs, which management believes will cover a substantial portion of these costs. The foregoing discussion is exclusive of damage in the estimated amount of \$45 million to assets maintained by Brookfield Financial Properties (BFP) that the Authority's management believes BFP has the primary responsibility to restore.

- (ii) During fiscal year 2002, as a result of the Attack, the boards of managers of condominium associations containing more than 2,000 units withheld rent, PILOT, and other payments due to the Authority on behalf of their unit owners in an aggregate amount of approximately \$9 million. In July 2003, the Authority resolved the issue of the unpaid rent through negotiation, and a net charge of approximately \$5.6 million has been included in other operating and administrative expenses for this settlement.

(3) Summary of Significant Accounting Policies

Financial Reporting

The Authority's financial statements are prepared using the economic resources measurement focus and the accrual basis of accounting. Governmental Accounting Standards Board (GASB) Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Government Entities That Use Proprietary Funds*, provides proprietary activities with the option of implementing the provisions of Financial Accounting Standards Board (FASB) pronouncements issued after November 30, 1989 that do not conflict with GASB pronouncements. The Authority has elected to follow GASB pronouncements exclusively subsequent to November 30, 1989.

Effective November 1, 2000, the Authority adopted GASB Statement No. 34, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments*, as modified by GASB Statement No. 37, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments: Omnibus*, and GASB Statement No. 38, *Certain Financial Statement Note Disclosures*. The impact of implementing the provisions of these GASB Statements included a change in the presentation of the statement of cash flows to the direct method, the inclusion of management's discussion and analysis as required supplementary information, changes in the classifications of net assets and other classifications within the basic financial statements, and modifications to certain notes to the financial statements.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect amounts reported and disclosed in the financial statements and related notes. Actual results could differ from those estimates.

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Project Assets

Costs incurred by the Authority in developing the Project as of October 31, 2003 and 2002 are capitalized as project assets and classified as follows:

	Balance at October 31, 2002	Additions	Deletions	Balance at October 31, 2003
Land	\$ 83,015,653	—	—	83,015,653
Site improvements	246,134,829	15,777,987	—	261,912,816
Residential building	41,688,363	2,360	—	41,690,723
Total project assets	<u>370,838,845</u>	<u>15,780,347</u>	<u>—</u>	<u>386,619,192</u>
Less accumulated depreciation:				
Site improvements	36,128,678	6,001,278	—	42,129,956
Residential building	3,335,406	833,720	—	4,169,126
Total accumulated depreciation	<u>39,464,084</u>	<u>6,834,998</u>	<u>—</u>	<u>46,299,082</u>
Net project assets	<u>\$ 331,374,761</u>	<u>8,945,349</u>	<u>—</u>	<u>340,320,110</u>

	Balance at October 31, 2001	Additions	Deletions	Balance at October 31, 2002
Land	\$ 83,015,653	—	—	83,015,653
Site improvements	231,052,404	15,082,425	—	246,134,829
Residential building	41,637,816	50,547	—	41,688,363
Total project assets	<u>355,705,873</u>	<u>15,132,972</u>	<u>—</u>	<u>370,838,845</u>
Less accumulated depreciation:				
Site improvements	32,187,864	3,940,814	—	36,128,678
Residential building	2,501,686	833,720	—	3,335,406
Total accumulated depreciation	<u>34,689,550</u>	<u>4,774,534</u>	<u>—</u>	<u>39,464,084</u>
Net project assets	<u>\$ 321,016,323</u>	<u>10,358,438</u>	<u>—</u>	<u>331,374,761</u>

The Authority records project assets at historical cost. The costs of normal maintenance of the Project that do not add to the value of the Project or extend its useful life are not capitalized. Upon completion, site improvement costs, which consist principally of infrastructure and civic and public facilities, are being depreciated by the straight-line method over the lesser of remaining lease years or estimated useful lives of 50 and 88 years, respectively. The residential building is being depreciated by the straight-line method over its estimated useful life of 50 years. Interest costs, net of investment income, incurred during construction related to cost of infrastructure and facilities for phases being developed, are capitalized until such phases are substantially completed and ready for construction of buildings.

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Revenue from Ground Leases

Revenue from ground leases is recognized as income as such amounts become receivable under the provisions of leases, except that PILOT payments received in advance of the period to which they apply are deferred and recognized as income during such period. Upon execution of the lease related to the Site 22 residential building, the Authority received an upfront lease payment of approximately \$42 million. The Authority is recognizing revenue for this payment on a straight-line basis over the life of the lease. Amounts not recognized are reported as deferred revenue in noncurrent liabilities. Given the nature of the Authority's operations, revenue from ground leases is considered operating revenue. All other revenues are considered nonoperating.

Investments and Deposits

The Authority carries all investments at fair value based on quoted market prices, in accordance with GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*, with the exception of U.S. Treasury obligations with a remaining maturity at time of purchase of one year or less, which are reported at amortized cost, which approximates fair value. The Authority's investments in securities backed by the full faith and credit of the U.S. Government are held by the Authority's financial institutions in the Authority's name.

Total investments and deposits held by the Authority at October 31, 2003 and 2002 included within the balance sheet accounts: corporate-designated and escrowed funds, funds and accounts established in accordance with bond resolutions (note 9) and residential lease required funds are as follows:

	2003		2002	
	Cost	Fair value	Cost	Fair value
Repurchase agreements	\$ —	—	31,493,198	31,493,198
U.S. Treasury bills	282,706,484	282,706,484	140,245,841	140,245,841
U.S. Treasury strips	11,411,910	11,917,107	18,469,639	24,662,076
U.S. Treasury notes/bonds	56,442,814	59,904,317	33,227,795	37,377,250
GNMAs	19,945,896	19,945,896	63,319,879	63,319,879
Total investments	370,507,104	374,473,804	286,756,352	297,098,244
Cash and cash equivalents	204,377,709	204,377,709	47,394,634	47,394,634
Total investments and deposits	\$ 574,884,813	578,851,513	334,150,986	344,492,878

Cash and cash equivalents are primarily interest-earning investment contracts, which require assets to be held in trust by the pledging institution for the exclusive benefit of the Authority and made available to the Authority at any time on demand.

Corporate-designated and escrowed funds represent funds designated by the Authority's board of directors for specific purposes such as budget reserves, the special fund, project contingency reserves, insurance reserves, and arbitrage reserves. Residential lease required funds represent funds held by the Authority in

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accordance with its residential leases. These funds are largely composed of security and escrow deposits held by the Authority for the residential buildings.

Net Assets

The Authority's net assets are classified in the following categories: invested in capital assets, net of related debt, consisting of project assets, net of accumulated depreciation and reduced by the outstanding balance of debt attributable to the acquisition, construction, or improvement of those assets; restricted net assets, consisting of net assets restricted for specific purposes by law or parties external to the Authority; and unrestricted net assets, consisting of net assets that are not classified as invested in capital assets, net of related debt or restricted. When both restricted and unrestricted resources are available for use, it is the Authority's policy to use restricted resources first, and then unrestricted resources as they are needed.

Deferred Costs

Bond issuance costs are being amortized by the straight-line method over the remaining period to maturity of the bonds. Unamortized bond issuance costs relating to refunded debt are accounted for as part of the carrying amount of such debt.

Unreimbursed costs incurred by the Authority in entering into leases have been deferred and are being amortized by the straight-line method over the terms of the leases.

Statements of Cash Flows

For the purpose of the statement of cash flows, the Authority considers all highly liquid investments with maturities of three months or less when purchased to be cash equivalents. The Authority has elected to treat cash equivalents held under the various bond resolutions as investments.

(4) Rights of City to Reacquire Project Site

The fee interest in the Project site formerly owned by the City was conveyed to the Authority in the early 1980s for a nominal consideration. The City has the right to reacquire the Project site at any time, subject to the then-existing leases, for a nominal consideration after: (a) all notes, bonds (other than bonds issued to finance mortgage loans for the Gateway Plaza project), and other indebtedness incurred by the Authority, or for which the Authority's revenues have been pledged, have been repaid or defeased; and (b) satisfaction or provision for payment of its contractual obligations and other contingent liabilities. The City may provide for repayment or defeasance of indebtedness incurred by the Authority under its various bond resolutions, as well as indebtedness incurred by the Housing New York Corporation (HNYC), for which certain of the Authority's revenues have been pledged. As of October 31, 2003, the City had not expressed its intent regarding its right to reacquire the Project site.

(5) Commercial Development

In 1981, the Authority and Olympia & York Battery Park Company (O&Y), an affiliate of Olympia & York Development Limited, entered into a lease pursuant to which O&Y constructed four buildings, consisting principally of approximately 7,500,000 (6,000,000 net rentable) square feet of office space and a maximum of 280,000 square feet of commercial and retail space. These buildings are collectively known as the World Financial Center. In 1983, the lease was replaced with four separate severance leases, one of

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which was assigned by O&Y to the American Express Company and certain of its affiliates (American Express). O&Y has been reorganized as a result of bankruptcy proceedings and has changed its name to Brookfield Financial Properties (BFP). In September 2002, BFP acquired an interest in approximately 50% of Three World Financial Center from American Express.

As of October 31, 2003, the leases, which expire in 2069, provide for future base rent payments aggregating approximately \$1.3 billion over the lease terms in the following annual amounts: (i) base rent of \$15,000,000 increasing to \$17,000,000 per annum from 2001 through 2069 and (ii) additional base rent of \$5,561,220 payable by the BFP-affiliated lessees (2001 to 2014), which under certain circumstances increases to a maximum of \$7,248,906 payable over a reduced period (2001 to 2009), plus \$3,106,674 payable by American Express (2000 to 2009) (see note 8). In addition, the leases provide for rent relating to retail and other space and, with respect to each building, percentage rent based on cash flow, as defined, which commenced in 1997 and continues to 2016.

Annual PILOT is also required to be paid to the Authority based on the assessed value of each building and the tax rate then applicable to real property located in the borough of Manhattan, unless alternative PILOT arrangements are set forth in the ground lease.

The assessed value of each building is determined by the City. Each lessee, or certain authorized tenants of the lessee, has the right to appeal the assessment to the City Tax Commission and bring tax certiorari proceedings in State court to seek reductions in the amounts of such assessments. A number of administrative and judicial appeals on some of the parcels are currently pending for the current and prior tax years. While any such proceedings are pending, the lessee is required to pay PILOT based upon the assessments established by the City. If a lessee is successful in any such proceedings, subsequent rental payments to the Authority will be reduced to the extent necessary to offset the prior overpayment of PILOT as a result of the revised assessment.

In 1995, the Authority signed a lease with the New York Mercantile Exchange and its wholly owned subsidiary, Commodity Exchange Inc. (collectively, NYMEX), and other agreements along with New York City Economic Development Corporation, the City, and the New York State Urban Development Corporation (currently doing business as the Empire State Development Corporation) for the development of a new trading facility and office building complex to be located on Site 15 within the Project. The Authority has constructed and paid for certain utility connections to the Project. The lease provides that, commencing on the occupancy date and continuing for a period of 20 years, the rent per annum shall be \$1 for the trading portion of the building and \$1,000,000 for the office portion for the first 7 years of occupancy, \$1,500,000 for years 8 through 13, and \$2,000,000 for the remainder of the 20-year period. The building was completed and occupied in July 1997. The NYMEX lease provides for an abatement program for PILOT payments for portions of the exchange project.

In 1998, a lease was signed for the development of a 463-room luxury hotel and cinema complex of approximately 600,000 square feet to the north of the World Financial Center on Site 25. The Site 25 ground lease provides for an abatement program for the hotel and cinema complex. In addition, in 2000, a lease was signed for the development of a 298-room hotel and 114 residential condominium units at the southern end of Battery Park City. The hotel was opened in early 2002 and the lease provides for the payment of full PILOT.

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(6) Gateway Project

In 1980, the Authority entered into a lease with a limited-profit housing company (the Housing Company), which has constructed an apartment complex consisting of 1,712 rental apartment units (the Gateway Project). The lease, as amended, expires in 2040 and may be extended at the option of the Housing Company through 2069. Permanent financing has been provided by the Authority from the proceeds of Housing Revenue Bonds (HRBs) (see note 13).

As of October 31, 2003, loans receivable from the Housing Company amount to \$92,173,035, of which \$7,411,625 is under a 1982 mortgage note, \$9,913,359 is under a 1984 mortgage note, and \$74,848,051 is under a 1993 mortgage note. Proceeds from the issuance of \$90,185,000 of 1993 Housing Revenue Bonds (the 1993 HRBs) were used by the Authority to finance the 1993 loan (see note 13). In October 1993, the Housing Company prepaid a 1980 mortgage note with an outstanding balance of \$84,007,381.

The notes are collateralized by separate nonrecourse mortgages (coordinate in lien) from the Housing Company and a limited partnership, of which the Housing Company is a general partner. On October 31, 2003, \$5,390,000 of the 1980 Housing Revenue Bonds (the 1980 HRBs) outstanding is considered defeased. In addition, pursuant to an agreement with the Authority dated November 16, 1999, the trustee for the 1980 HRBs established a trust fund, held in custody separate and apart from other funds of the Authority or the trustee, and deposited therein an amount of its funds calculated to be sufficient, when invested in U.S. Treasury obligations as provided in the agreement, to pay interest on \$9 million of additional 1980 HRBs outstanding and to redeem them at their earliest call date in June 2005. The liability for the defeased 1980 HRBs, as well as the related trust assets held in escrow, are not included in the Authority's financial statements.

Repayment of loans under the mortgage notes is insured by the Federal Housing Administration (FHA). Interest at annual rates of 13.375%, 10.5%, and 7.08% is payable on the 1982, 1984, and 1993 mortgage notes, respectively. The mortgage notes provide for monthly payments of principal and interest aggregating \$9,324,112 per year on all notes, which are to continue until maturity in 2023. The notes include prepayment provisions.

Under the terms of the lease, as amended, the Housing Company has agreed to pay: (i) a net annual rent of \$305,440 in 1998 and thereafter, subject to renegotiation upon repayment of the mortgage notes (see note 8); (ii) an annual amount in lieu of real estate taxes; and (iii) amounts for the operation and maintenance of the civic facilities.

(7) Residential and Other Development

In addition to the Gateway Project, the Authority entered into leases in the residential area south of Liberty Street (the South Residential Neighborhood) pursuant to which developers constructed 15 buildings consisting of approximately 3,370 condominium and rental units, including 114 units in a mixed-use building containing a museum and the Ritz-Carlton Hotel. In the residential area north of the World Financial Center (the North Residential Neighborhood), six buildings consisting of approximately 1,723 units have been constructed. All the leases expire in 2069.

Future base rent payments are fixed through the first lease appraisal date, which varies among the projects, but is generally the first day of the calendar month next succeeding the twentieth or twenty-fifth

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anniversary of the date on which a temporary certificate of occupancy is issued. For lease years subsequent to the first appraisal date, the leases provide for base rent payments, subject to limitations, based upon a percentage of the fair market value of the land, but generally not less than an amount in excess of the highest base rent payable for any lease year ending prior to the first appraisal date. With respect to lease years subsequent to any other reappraisal dates, base rent may not be less than an amount in excess of base rent payable for the lease year immediately prior thereto. Reappraisal dates occur every 15 years, commencing on the fifteenth anniversary of the first appraisal date.

Annual PILOT is also required to be paid to the Authority during the term of these leases. PILOT is a lease payment by the tenants of each lease to the Authority in lieu of paying real property taxes to the City. PILOT is based on the assessed value of the premises as established by the City and the tax rate then applicable to similar classes of real property located in the borough of Manhattan. Many leases provide for an abatement equivalent to the real estate tax abatements provided for in the State's Real Property Tax Law, and are either 10 or 20 years in duration. Abatements for the South Residential Neighborhood leases executed prior to 1987 phased out during the fiscal year ended in 1997, abatements for the leases executed after 1986 for that neighborhood ended in fiscal year 2003 and will end in 2020 for two recent developments, and abatements for the North Residential Neighborhood will end in 2020 or thereafter.

Certain residential leases also provide for supplemental rental payments, generally through the first appraisal date, which are to be paid if the PILOT payments are less than the minimum specified in each lease (see note 8).

The residential leases also provide for payments to the Authority for the operation and maintenance of civic facilities installed by the Authority and, in some cases, of percentage rent based on rentals from commercial facilities.

Certain leases also provide, among other matters, for the lessees to make payments to the Authority in the event of a conversion to a cooperative or condominium form of ownership.

In 1994, a lease was entered into with a not-for-profit institution, which constructed and operates the Museum of Jewish History (the Museum). The Museum pays to the Authority a rental based upon a portion of voluntary admission fees to the extent they are in excess of payments due for the operation and maintenance of civic facilities. Under the lease, the Authority agreed to contribute from funds available for infrastructure development an amount not to exceed \$10,000,000 toward construction of the building. The Authority has completed its commitment to the Museum. This lease was subsequently amended to add the site adjacent to the Museum for nominal rent. At its sole expense, the Museum has constructed on this adjacent site an annex to the Museum.

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(8) Future Minimum Lease Revenue

The future minimum base rent and other minimum lease payments (including supplemental rent, as applicable, through the first appraisal date – see note 7) to be received under the ground leases during each of the Authority's five fiscal years ending from October 31, 2004 through 2008 and thereafter are as follows:

	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>Thereafter</u>	<u>Total</u>
	(In thousands)						
Commercial development:							
Base rent	\$ 27,023	27,533	27,545	27,556	27,566	1,150,788	1,288,011
Residential developments:							
POD III Project base rent	305	305	305	305	305	9,977	11,502 (a)
S. Res. Neighborhood:							
Base rent	10,115	10,402	10,711	10,956	11,561	1,284,698	1,338,443
Other minimum payments	12,935	12,989	13,020	13,048	13,084	28,178	93,254
Subtotal S. Res.	<u>23,050</u>	<u>23,391</u>	<u>23,731</u>	<u>24,004</u>	<u>24,645</u>	<u>1,312,876</u>	<u>1,431,697</u>
N. Res. Neighborhood:							
Base rent	1,578	1,590	1,602	1,614	1,618	206,648	214,650
Other minimum payments	1,165	1,165	1,165	1,165	1,165	24,348	30,173
Subtotal N. Res.	<u>2,743</u>	<u>2,755</u>	<u>2,767</u>	<u>2,779</u>	<u>2,783</u>	<u>230,996</u>	<u>244,823</u>
Total	<u>\$ 53,121</u>	<u>53,984</u>	<u>54,348</u>	<u>54,644</u>	<u>55,299</u>	<u>2,704,637</u>	<u>2,976,033</u>

(a) Does not include extension period (see note 6).

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Amounts in the above tabulation do not include PILOT (other than minimum supplemental rent payments under the second phase residential leases) and other payments to be received under ground leases. The minimum payments will be recorded as revenues (supplemental rents) only to the extent that minimum amounts exceed PILOT revenues due. In addition, future minimum lease revenues in connection with leases for which the buildings have not been built by developers and fully occupied are not included. Revenues to be paid by the Museum are on a percentage basis and those contingent payments are also not included.

(9) Funds and Accounts Established in Accordance with Hugh L. Carey Battery Park City Authority Bond Resolutions

The balance in the funds and accounts, established in accordance with the Authority's bond resolutions and held by trustees, are as follows at October 31, 2003:

	1982, 1984, and 1993 Housing Revenue Bond Resolutions	2003 Revenue Bonds			Total 2003 Bonds
		2003 Revenue Bonds	2003 Senior Bonds	2003 Junior Bonds	
Revenue Accounts	\$ 4,259,655	—	—	—	—
Debt Service Reserve Funds	7,961,925	—	—	—	—
Debt Service Funds	—	—	48,064,220	52,305,007	100,369,227
Reserve Funds	—	67,307,690	—	—	67,307,690
Project Costs	—	90,417,142	—	—	90,417,142
Project Operating Fund	—	6,596,789	—	—	6,596,789
Residual Fund	—	154,832,771	—	—	154,832,771
Costs of Issuance Fund	—	9,467,814	—	—	9,467,814
Pledged Revenue Fund	—	912,921	—	—	912,921
Other	2,383,230	—	—	—	—
	<u>\$ 14,604,810</u>	<u>329,535,127</u>	<u>48,064,220</u>	<u>52,305,007</u>	<u>429,904,354</u>

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The balance in the funds and accounts, established in accordance with the Authority's bond resolutions and held by trustees, were as follows at October 31, 2002:

	1982, 1984, and 1993 Housing Revenue Bond Resolutions	1993 Master Revenue Resolution			1993 Revenue Refunding Bonds				
		1993 Master Revenue Fund	General Fund	Total 1993 Master Revenue Resolution	Senior Series Fund 1993A	Junior Series Fund 1993A	Total 1993 Revenue Refunding Bonds	Junior Revenue Bond Series 1996A	Junior Revenue Bond Series 2000
Revenue Accounts	\$ 4,332,711	—	—	—	—	—	—	—	—
Debt Service Reserve Funds	8,185,977	—	—	—	—	—	—	—	—
Bond Proceeds Fund	—	—	—	—	—	—	—	—	26,151,244
Dedicated Revenue Funds	—	—	—	—	8,943,602	3,588,500	12,532,102	2,028,426	—
Debt Service Funds	—	—	—	—	19,429,689	8,676,137	28,105,826	3,402,993	4,277,649
Reserve Funds	—	—	—	—	41,435,869	17,449,301	58,885,170	7,546,984	4,983,701
Project Operating Fund	—	9,206,736	—	9,206,736	—	—	—	—	—
Master Revenue Fund	—	331,072	—	331,072	—	—	—	—	—
General Fund	—	—	58,814,231	58,814,231	—	—	—	—	—
Other	2,357,544	—	—	—	—	—	—	—	—
	<u>\$ 14,876,232</u>	<u>9,537,808</u>	<u>58,814,231</u>	<u>68,352,039</u>	<u>69,809,160</u>	<u>29,713,938</u>	<u>99,523,098</u>	<u>12,978,403</u>	<u>35,412,594</u>

As of October 16, 2003, in conjunction with the issuance of the 2003 Revenue Bonds, all bond funds and accounts held under the 1993, 1996, and 2000 refunded revenue bonds were eliminated and all assets held in the accounts were transferred to other accounts held under the 2003 Revenue Bond Resolution, defeasance escrows, or other corporate asset accounts.

Investments of amounts in funds and accounts established under the various bond resolutions are presently restricted to obligations of the State, U.S. Government and its agencies, or in any other obligations in which the Comptroller of the State of New York is authorized to invest pursuant to section 98 of the State Finance Law (see note 18(d)).

Amounts in the bond proceeds fund, project costs fund, and cost of issuance fund (Junior Revenue Bonds, Series 2000 and the 2003 Revenue Bonds) may be used to pay for costs of certain park, street, and other infrastructure improvements, other capital expenditures, and various bond issuance costs.

Amounts in the debt service funds and dedicated funds established under the 1993 Revenue Refunding Bond Resolutions, 1996A Junior Revenue Bonds, Junior Revenue Bonds, Series 2000 and the 2003 Revenue Bonds and in the revenue accounts established under the Housing Revenue Bond Resolutions are used to pay debt service on the respective bonds.

Debt service reserve and dedicated revenue funds established under the various bond resolutions, to the extent not utilized to fund any future debt service deficiencies, will be available to retire bonds issued thereunder in the last year of bond maturity.

Amounts in the Project Operating Fund established under the 1993 Master Revenue Resolution and the 2003 General Bond Resolution are not pledged to pay debt service and may be used by the Authority for and on certain additional indebtedness, which may be issued by the Authority for the funding of maintenance, repair, and restoration of the public open areas and civic facilities, and administrative and other expenditures, as defined.

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Amounts in the 1993 Master Revenue Fund (MRF) are pledged and assigned for the payment of the debt service and special mandatory redemption amounts on the Authority's 1993 Revenue Refunding Bonds, the Housing New York Corporation Revenue Bonds (see note 10), the Authority's 1996A Junior Revenue Bonds (see note 12), Junior Revenue Bonds, Series 2000 (see note 13), and on certain additional indebtedness, which may be issued by the Authority or issued by other entities and secured by the Authority's revenues. As of October 16, 2003, amounts in the 2003 Pledged Revenue Fund (PRF) are pledged and assigned for the payment of the debt service on the 2003 Revenue Bonds and on certain additional indebtedness, which may be issued by the Authority and secured by the Authority's revenues.

In addition, the Authority established an unpledged Special Fund restricted by the 1993 Master Revenue Resolution with an initial deposit of \$45 million. In connection with the issuance of the 2003 revenue bonds, the Special Fund was retained by the Authority and classified with other corporate assets, which are no longer restricted by any bond resolutions (see note 12).

Each November, after meeting funding requirements, the entire balance of funds remaining on deposit in the MRF is transferred to the General Fund, which balances become general assets for lawful corporate purposes. From time to time, revenues not pledged to the bondholders are deposited to the MRF. Subsequent to the issuance of the 2003 Revenue Bonds, each November, after meeting funding requirements, the entire balance of funds remaining on deposit in the PRF is transferred to the Residual Fund, which balances become general assets for lawful corporate purposes. From time to time, revenues not pledged to the bondholders are deposited to the PRF.

(10) Authority Bonds Authorized and Assignment of Revenue for Housing New York Corporation Bonds

The Act, as amended, authorizes the Authority to issue bonds and notes in amounts not to exceed: (a) \$300 million outstanding at any one time for the development of the Project; (b) another \$150 million for the purpose of financing capital costs in connection with development of the Project Area, plus a principal amount of bonds and notes issued to fund any related debt service reserve fund and to provide a portion of interest on and costs of issuance related to such indebtedness; (c) \$400 million outstanding at any one time for the making of loans to housing companies organized to provide housing within the Project area pursuant to the New York State Private Housing Finance Law; (d) \$100 million for the purpose of repaying State appropriations including accrued interest thereon and funding the infrastructure of the Project, plus a principal amount of bonds and notes issued to fund any related debt service reserve fund and to provide a portion of interest on and costs of issuance related to such indebtedness; and (e) \$150 million for the purpose of making a payment to the City, plus the principal amount of bonds and notes issued to fund any related debt service reserve fund and to provide a portion of interest on and costs of issuance related to such indebtedness. Such authorized amounts exclude bonds and notes issued to refund outstanding bonds and notes (see note 11).

The Act, as amended, also authorizes the Authority to pledge and assign excess revenues, as defined, to the HNYC, a State public benefit corporation and subsidiary of the New York City Housing Development Corporation, in such amounts as are necessary to secure the issuance of bonds or notes by HNYC, in amounts not to exceed \$400 million, to finance low and moderate income housing developments outside the Authority's Project area, plus a principal amount of bonds or notes issued to fund any related debt service reserve fund and to provide a portion of interest on and costs of issuance related to such indebtedness. Pursuant to the Housing New York Act, only those bond or note proceeds of HNYC that are

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available on or before June 30, 1995 are permitted to be used to finance the housing program. Consequently, unless the Housing New York Act is amended, the Authority cannot pledge or assign any additional revenues in the future for the HNYC housing program.

In September 1987, HNYC issued \$209,995,000 of Revenue Bonds (the HNYC Bonds), which were principally secured by certain pledged revenue of the Authority. In December 1993, in conjunction with the Authority's refunding of its bonds (see note 11), HNYC issued \$258,690,000 of Senior Revenue Refunding Bonds (the 1993 HNYC Senior Bonds) for the purpose of refunding the HNYC Bonds.

The Act, as amended, also authorizes the Authority to issue bonds and notes for the purpose of refunding outstanding indebtedness of the HNYC that is secured by revenues of the Authority. In October 2003, a portion of the proceeds of the 2003 Revenue Bonds was applied to the payment in full of all outstanding HNYC indebtedness for which the Authority had pledged its revenue (see note 12).

The Act, as amended, also authorizes the Authority to issue bonds for the purpose of furthering the development of a commodities and futures exchange facility in Battery Park City in an amount not to exceed \$110 million, plus the principal amount of bonds and notes issued to fund any related debt service reserve fund and to provide a portion of interest on and costs of issuance related to such indebtedness. As of October 31, 2003, no bonds have been issued for this purpose.

The Act, as amended, authorizes the Authority to enter into interest rate exchange agreements through December 31, 2003, in connection with the issuance of Authority debt or in connection with Authority debt already outstanding, to provide for an exchange of payments based upon fixed and/or variable interest rates.

Issuance of additional bonds by the Authority is subject to meeting certain conditions, including projected debt service coverage tests, and approval by the State Public Authorities Control Board.

(11) Refunded Revenue Bonds

On October 16, 2003, all outstanding revenue bonds (including the 1993 Revenue Refunding Bonds, Series 1993 A; Junior Revenue Bonds, Series 1996A; and Junior Revenue Bonds, Series 2000) were refunded using bond proceeds from the 2003 Revenue Bonds. In addition, bond proceeds were used to provide for the payment of principal and interest and defeasance of all outstanding 1993 HNYC Senior Bonds (see note 12). As of October 31, 2003, the liability for all defeased (refunded) revenue bonds is not included in the Authority's financial statements and no longer represent a liability or debt obligation of the Authority.

1993 Revenue Bonds - In December 1993, the Authority issued \$462,065,000 of Revenue Refunding Bonds, Series 1993A (the 1993 Series A Bonds) to advance refund \$175,995,000 of outstanding 1986 Special Obligation Revenue Bonds and \$222,660,000 of outstanding 1990 Revenue Bonds. The Authority also issued \$140,020,000 of Junior Revenue Refunding Bonds, Series 1993B (the 1993 Series B Bonds) to currently refund \$162,900,000 of outstanding 1972 Series A Bonds. In September 1987, HNYC issued \$209,995,000 of Revenue Bonds (the HNYC Bonds), which were principally secured by certain pledged revenue of the Authority. In December 1993, in conjunction with the Authority's refunding of its bonds, HNYC issued \$258,690,000 of Senior Revenue Refunding Bonds (the 1993 HNYC Senior Bonds) for the purpose of refunding the HNYC Bonds. In November 2000, the final special mandatory payment was

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made and the 1993 Junior B Bonds were retired and are no longer outstanding. On October 16, 2003, all remaining 1993 Series A Bonds, totaling \$439,465,000, and the 1993 HNYC Senior Bonds, totaling \$250,390,000, were retired and no longer outstanding.

1996 Revenue Bonds - In 1996, the Authority issued \$79,420,000 Junior Revenue Bonds, Series 1996A for the purposes of financing the construction of a residential building and costs for certain infrastructure and other capital expenditures. On October 16, 2003, all remaining \$74,385,000 of the Series 1996 A bonds outstanding were advanced refunded and defeased.

2000 Revenue Bonds - On March 7, 2000, the Authority issued \$55,725,000 of Junior Revenue Bonds, Series 2000 to finance costs and certain infrastructure and other capital expenditures in Battery Park City. The 2000 Junior Revenue Bonds were issued as auction rate securities. On October 16, 2003, all 2000 Junior Revenue Bonds outstanding totaling \$53,075,000 were retired.

(12) 2003 Revenue Bonds

On October 16, 2003, the Authority issued \$406,350,000 (\$433,345,972 inclusive of net premium) of fixed-rate Senior Revenue Bonds, Series A (the 2003 Series A Bonds) and \$635,000,000 variable-rate Junior Revenue Bonds, comprising \$235,000,000 of Series B (the 2003 Series B Bonds) and \$400,000,000 of Series C (the 2003 Series C Bonds), for a total of \$1,068,345,972. The bonds were issued for the following purposes:

- A total of \$564,891,733 of bonds (including \$343,017,495 of the 2003 Series A Bonds, \$50,871,502 of the 2003 Series B Bonds, and \$171,002,776 of the 2003 Series C Bonds) were issued to currently refund all the outstanding 1993 Revenue Refunding Bonds, including \$324,045,000 of the 1993 Series A Senior Bonds, \$115,420,000 of the 1993 Series A Junior Bonds, and \$53,075,000 of the Junior Revenue Bonds, Series 2000.
- \$95,755,874 of the 2003 Series C Bonds were issued to advance refund \$74,385,000 of outstanding Junior Revenue Bonds, Series 1996 A.
- \$115,160,363 of the 2003 Series B Bonds was issued to finance certain infrastructure and other capital improvements.

In conjunction with the refunding of all of the outstanding revenue bonds, the Authority issued \$292,537,963 of bonds (including \$90,328,477 of the 2003 Series A Bonds, \$68,968,136 of the 2003 Series B Bonds and \$133,241,350 of the 2003 Series C Bonds) to current refund \$250,390,000 of outstanding 1993 HNYC Senior Bonds (see note 10).

Funds aggregating \$860,037,332, representing the net proceeds of the bond issues after payment of underwriting fees and other issuance cost and deposits to debt service reserve and other funds and accounts held under the various resolutions for the refund bonds, were used to purchase U.S. Government securities. Those securities were deposited in irrevocable trusts with escrow agents to provide for all future debt service payments on the refunded revenue bonds and the escrow agents were directed to redeem the bonds (all outstanding 1993, 1996, and 2000 Authority revenue bonds and the 1993 HNYC Senior Bonds). The liability for the defeased bonds, as well as the related trust assets, are not included in the Authority's

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financial statements and no longer represent a liability or debt obligation of the Authority. In addition, approximately \$90,380,731 of bond proceeds was made available to the Authority to facilitate development and maintenance of the Project.

The refundings resulted in the reacquisition price exceeding the net carrying amount of the refunded debt by \$39,025,296. In December 1993, the Governmental Accounting Standards Boards issued Statement No. 23, *Accounting and Financial Reporting for Refundings of Debt Reported by Proprietary Activities* (GASB 23). For current and advance refundings resulting in defeasance of debt reported by entities such as the Authority, GASB 23 required, effective for financial statements issued for periods beginning after June 15, 1994, that the difference between the reacquisition price and the net carrying amount of the refunded debt be deferred and amortized as a component of interest expense, in a systematic and rational manner, over the remaining life of the old debt or the life of the new debt, whichever is shorter. The difference between the reacquisition price and the net carrying amount of the refunded debt was reflected on the Authority's balance sheet with a pro rata charge to interest expense for the year ended October 31, 2003.

The completion of the refundings resulted in the funding of approximately \$100 million of capitalized interest (net of cash used to complete the refundings) to be made available for the payment of interest over the next three years. The payment of principal on the 2003 Series A, B, and C Bonds was deferred to 2008. In addition, debt service reserve funds were funded in the aggregate amount of \$65,520,500 for the 2003 Series A, B, and C Bonds.

The 2003 Series A Bonds consist of the following serial bonds:

Maturity Dates	Coupon Rates	Principal Amounts	Interest
2004		\$ —	20,683,124
2005		—	19,855,799
2006		—	19,855,799
2007		—	19,855,799
2008	2.10%	14,570,000	19,855,799
2009 - 2013	2.38 - 5.50	72,345,000	92,256,138
2014 - 2018	3.63 - 5.25	97,335,000	72,130,354
2019 - 2023	4.13 - 5.00	128,305,000	43,845,663
2024 - 2026	4.63 - 5.00	93,795,000	9,508,570
		\$ 406,350,000	317,847,045

The Authority issued certain of the 2003 Series A Bonds at a discount and others at a premium, resulting overall in a net premium of approximately \$27 million, which will be amortized using the interest method, over the life of the 2003 Series A Bonds.

The Series 2003 A Bonds maturing after November 1, 2013 are subject to redemption, in whole or in part, at any time on or after November 1, 2013 at the option of the Authority, at a redemption price of par plus in each case interest to the redemption date.

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The Junior Revenue Bonds, the 2003 Series B Bonds, and the 2003 Series C Bonds consist of the following auction notes:

<u>Maturity Dates</u>	<u>Principal</u>		<u>Total</u>
	<u>2003 Series B Bonds</u>	<u>2003 Series C Bonds</u>	
2004	\$ —	—	—
2005	—	—	—
2006	—	—	—
2007	—	—	—
2008	—	3,375,000	3,375,000
2009 - 2013	—	27,250,000	27,250,000
2014 - 2018	—	27,250,000	27,250,000
2019 - 2023	—	29,725,000	29,725,000
2024 - 2028	—	105,825,000	105,825,000
2029 - 2033	600,000	206,575,000	207,175,000
2034 - 2038	191,400,000	—	191,400,000
2039	43,000,000	—	43,000,000
Total	\$ <u>235,000,000</u>	<u>400,000,000</u>	<u>635,000,000</u>

The 2003 Junior Revenue Bonds were issued as auction rate securities and the principal and interest on the 2003 Junior Revenue Bonds are insured by municipal bond insurance policies. Interest rates on these bonds are reset periodically through an auction process in the secondary market. The 2003 B Junior Bonds reset on a seven-day auction cycle and the 2003 C Junior Bonds reset on a 35-day auction cycle.

Principal and interest payments due on the 2003 B Junior Bonds and the 2003 C Junior Bonds are as follows:

<u>Fiscal Year</u>	<u>Junior B</u>		<u>Junior C</u>		<u>Total</u>	
	<u>Principal</u>	<u>Interest</u>	<u>Principal</u>	<u>Interest</u>	<u>Principal</u>	<u>Interest</u>
2004	\$ —	1,864,250	—	4,290,000	—	6,154,250
2005	—	1,864,250	—	4,290,000	—	6,154,250
2006	—	1,864,250	—	4,290,000	—	6,154,250
2007	—	1,864,250	—	4,290,000	—	6,154,250
2008	—	1,864,250	3,375,000	4,253,203	3,375,000	6,117,453
2009 – 2013	—	9,321,250	27,250,000	20,374,998	27,250,000	29,696,248
2014 – 2018	—	9,321,250	27,250,000	18,889,853	27,250,000	28,211,103
2019 – 2023	—	9,321,250	29,725,000	17,348,028	29,725,000	26,669,278
2024 – 2028	—	9,321,250	105,825,000	14,398,225	105,825,000	23,719,475
2029 – 2033	600,000	9,316,492	206,575,000	3,894,863	207,175,000	13,211,355
2034 – 2038	191,400,000	4,861,729	—	—	191,400,000	4,861,729
2039	43,000,000	—	—	—	43,000,000	—
Total	\$ <u>235,000,000</u>	<u>60,784,471</u>	<u>400,000,000</u>	<u>96,319,170</u>	<u>635,000,000</u>	<u>157,103,641</u>

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Interest in the above table is based on the interest rates in place at October 31, 2003, which were .78%, .799%, .8% for the 2003 B Bonds, and 1.02% and 1.1% on the 2003 Series Bonds.

On October 2, 2003, the Authority executed six interest rate exchange agreements (the Swaps) with three counterparties. The Swaps were executed in conjunction with the Authority's issuance of \$400 million of its Junior Revenue Bonds (Auction Rate Securities), 2003 Series C (the Bonds). The total notional amount of the Swaps was \$400,000,000. The effective date for the Swaps was October 16, 2003, which coincided with the delivery date of the Bonds. The Authority executed the Swaps in order to effectively convert the variable-rate Bonds to a net fixed rate. Based on the swap agreements, the Authority owes interest calculated at a fixed rate of 3.452% to the counterparties to the Swaps that is paid semiannually. In return, the counterparties owe the Authority floating-rate interest equal to 65% of 30-day LIBOR, which is paid to the Authority on a monthly basis. The amortization schedules of the total amount of the Swaps and the Bonds are identical, with each having a final amortization of November 1, 2033.

Year	2003 Series C Bonds	Interest-Rate Swaps		
	Principal	Payment	Receipts	Net Payment
2004	\$ —	(14,400,000)	3,040,000	(11,360,000)
2005	—	(13,808,000)	2,912,000	(10,896,000)
2006	—	(13,808,000)	2,912,000	(10,896,000)
2007	—	(13,808,000)	2,912,000	(10,896,000)
2008	3,375,000	(13,691,495)	2,887,430	(10,804,065)
2009 - 2013	27,250,000	(65,635,465)	13,842,010	(51,793,455)
2014 - 2018	27,250,000	(60,932,115)	12,850,110	(48,082,005)
2019 - 2023	29,725,000	(56,049,261)	11,820,354	(44,228,907)
2024 - 2028	105,825,000	(46,707,286)	9,850,204	(36,857,082)
2029 - 2033	206,575,000	(13,000,232)	2,741,648	(10,258,584)
Total	\$ 400,000,000	(311,839,854)	65,767,756	(246,072,098)

The above table includes payments based on the Authority's fixed-rate payment obligation at an interest rate of 3.452% and the receipts are based on the floating rate equal to 65% of 30-day LIBOR for October 2003 (or .728%), which the counterparties are obligated to pay the Authority on a monthly basis. (Receipts are projected based on the latest interest rate as at October 31, 2003, but will vary monthly.)

The Swaps had a positive fair market value of approximately \$1.7 million at October 31, 2003. The fair market value was provided by the Authority's financial advisor and derived from financial models based upon reasonable estimates about relevant market conditions at the time.

The Authority is potentially exposed to a limited degree of counterparty credit risk associated with the Swaps. However, each of the counterparties carries a rating in the "AA" category from at least one of the nationally recognized credit rating agencies. The counterparties are required to post collateral to the extent that they experience an appreciable decline in credit rating and the Swaps have positive fair value for the Authority.

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The Swaps expose the Authority to basis risk should its interest payments on the variable-rate Bonds significantly exceed the 65% of LIBOR receipt under the Swaps.

Debt service on the Senior Bonds (including the 2003 A Senior Bonds) and on the Junior Bonds (including the 2003 B Junior Bonds and the 2003 C Junior Bonds) is secured by and payable, after satisfaction of certain administrative, operating, and maintenance obligations of the Authority, solely from certain pledged lease revenues and swap receipts which are required to be deposited and maintained in the Pledged Revenue Fund established under the 2003 General Bond Resolution. The Pledged Revenue Fund, including income and earnings on investments thereof, has been pledged and assigned to a trustee for the benefit of the owners of Senior Bonds or Junior Bonds and certain other beneficiaries, as their respective interest may appear. In addition, the Bonds, and certain swap payments and reimbursement obligations, are secured by the Reserve Fund established under the 2003 General Bond Resolution. The rights to payment of Senior Bonds, senior swap payments, and senior reimbursement obligations from amounts in the Pledged Revenue Fund and the Reserve Fund are senior to the rights to payment of Junior Bonds, junior swap payments, and junior reimbursement obligations from such amounts. As of each November 1, amounts in the Pledged Revenue Fund in excess of funding requirements for project operating expenses and certain other amounts will be transferred into an unpledged Residual Fund and may be used by the Authority for other purposes (see note 9).

In September 2003, the Authority entered into an agreement with the City, which supplemented the Settlement Agreement (see note 9), to provide for the custody of the Special Fund. In order to assure the ability of the Authority to develop and operate the Project, the Authority established a new special fund to the credit of which shall be deposited approximately \$46 million. The Special Fund shall be funded from the proceeds of the former special fund created pursuant to the 1993 Master Revenue Resolution upon the dissolution of such existing special fund in connection with the 2003 refunding of outstanding Authority bonds and the issuance of the additional bonds. The Special Fund may only be used by the Authority, as necessary, (i) to pay debt service obligations of the Authority on its bonds, or (ii) for purposes that are jointly agreed upon between the City and the Authority, as the same may be amended from time to time. Neither the Special Fund nor the monies on deposit from time to time therein may be pledged to secure any obligation pursuant to any resolutions authorizing Additional Bonds or other bonds or debt obligations of the Authority. Income and earnings actually received by or for the account of the Authority from investments of monies on deposit from time to time in the Special Fund shall be treated as revenues.

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(13) Housing Revenue Bonds

HRBs outstanding at October 31, 2003 consist of the following:

<u>Type</u>	<u>Interest Rates</u>	<u>Maturity Dates</u>	<u>Optional Redemption Date</u>	<u>Annual Sinking Fund Payment Period</u>	<u>Balance Outstanding</u>
<u>1982 HRBs</u>					
Current:					
Term	12.875	2004	1993(1)	2004	\$ 170,000
Noncurrent:					
Term	12.875	2005 - 2023	1993(1)	2005 - 2023	<u>7,930,000</u>
Total 1982 HRBs outstanding					<u>\$ 8,100,000</u>
<u>1984 HRBs</u>					
Current:					
Term	10	2004	1993(1)	2,004	195,000
Noncurrent:					
Term	10	2005 - 2023	1993(1)	2005 - 2023	<u>10,730,000</u>
Total 1984 HRBs outstanding					<u>\$ 10,925,000</u>
<u>1993 HRBs</u>					
Current:					
Serial	5.00	2004	1994(2)	2004	\$ 1,000,000
Serial	5.10	2004	1994(2)	2004	<u>2,075,000</u>
Total current					<u>3,075,000</u>
Noncurrent:					
Term	5.65	2013	1994(2)	2005 - 2013	24,850,000
Term	5.75	2023	1994(2)	2015 - 2023	<u>47,845,000</u>
Total noncurrent					<u>72,695,000</u>
Total 1993 Series A HRBs outstanding					<u>\$ 75,770,000</u>

(1) Redeemable at 100% of principal amount.

(2) Redeemable at 100% of principal amount on or after December 1, 1994.

Serial bonds mature in aggregate principal amounts ranging from \$1,930,000 in fiscal 2003 to \$2,025,000 in fiscal 2004. The term bonds are required to be redeemed by sinking fund payments prior to maturity in aggregate principal amounts ranging from \$325,000 in fiscal 2003 to \$9,510,000 in 2023 in increasing annual amounts.

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A summary of activity for the HRBs during the fiscal year ended October 31, 2003 is as follows (amounts in thousands):

Balance at October 31, 2002	\$	97,050
Repayments		<u>(2,255)</u>
Balance at October 31, 2003	\$	<u><u>94,795</u></u>

Principal and interest payments due on the HRBs are as follows:

<u>Fiscal Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2004	\$ 3,440,000	13,700,750	17,140,750
2005	2,595,000	10,077,661	12,672,661
2006	2,665,000	9,780,928	12,445,928
2007	2,840,000	9,530,679	12,370,679
2008	3,025,000	9,255,819	12,280,819
2009-2013	18,375,000	40,313,625	58,688,625
2014-2018	25,480,000	27,633,681	53,113,681
2018-2023	<u>36,375,000</u>	<u>9,958,272</u>	<u>46,333,272</u>
Total	<u>\$ 94,795,000</u>	<u>130,251,415</u>	<u>225,046,415</u>

The HRBs, which were issued to provide financing for the apartment complex referred to in note 6, are special as opposed to general obligations of the Authority and are payable solely from revenue and assets pledged for their payment.

The HRBs are collateralized by a pledge of: (i) payments of interest and principal on the respective mortgage notes from the Housing Company, interest earned on accounts established under the respective HRB Resolutions, and any payments made to the Authority in connection with a claim under FHA mortgage insurance; (ii) the respective mortgage notes and related mortgages from the Housing Company; and (iii) the amounts in accounts established under the respective HRB Resolutions.

(14) Agreements With The City of New York Relating to Disposition of Revenue

The Authority entered into a settlement agreement (the Settlement Agreement) with the City which provides, in effect, that: (i) all PILOT received by the Authority from its tenants remaining after operating and administrative expenses, payment of a proportionate part of principal and interest on the 1993 Revenue Refunding Bonds, the 1996A Junior Revenue Bonds, the 2000 Junior Revenue Bonds, and the HNYC Senior Bonds, the 2003 Revenue Bonds, and on any bonds issued to finance the HNYC housing program (see notes 10 and 11), certain site development costs, and any agreed-upon commitments, will be remitted to the City; and (ii) all other rent payments and other revenue received by the Authority, remaining after payment of a proportionate part of the aforementioned items, will be retained by the Authority to the extent not required for the housing program described in the next paragraph and spent in such manner and for such purposes as the Authority and the City shall jointly determine.

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The Authority entered into agreements with the City which supplemented the Settlement Agreement to provide, among other things, for the Authority to transfer \$600 million, which is to be used by the City to fund the preservation, rehabilitation, and construction of affordable housing. The \$54.7 million provided for the transfer to the City at fiscal year ended October 31, 2002 was paid in June 2003, and the amount remaining to meet the \$600 million commitment specified in the agreements was approximately \$138 million. A provision in the amount of \$151.3 million has been charged to operations for the fiscal year ended October 31, 2003, which includes the \$138 million balance of the \$600 million commitment, approximately \$378 thousand for bridge franchise fees and \$12.9 million for the share of PILOT after payment of operating expenses and debt service as described above. The Authority retained approximately \$5.6 million as corporate funds to be spent in a manner and for such purposes as the Authority and the City shall jointly decide.

In April 1995, the Authority entered into an agreement with the City, which supplemented the Settlement Agreement, to provide for, among other things, obligations entered into or expenses incurred by the Authority in an amount not to exceed \$5 million in providing utilities to NYMEX. The Authority has paid \$2.8 million for the agreed-upon commitment for providing utilities to the project from prior fiscal years' excess revenues.

In May 1998, the Authority entered into an agreement with the City which supplemented the Settlement Agreement to provide, among other things, that all other payments and revenues, as defined above, net of prior claims, received from prior fiscal years ended October 31, 1994 and 1995 in the approximate amount of \$4.2 million, be paid to the City. A portion of this payment, in the amount of \$689,573 paid to the City in June 1998, represents prior fiscal years' obligations for pedestrian bridge franchise fees through October 31, 1997.

In January 2000, December 2001, and September 2003, the Authority entered into agreements with the City which supplemented the Settlement Agreement to provide, among other things, that the Authority may issue additional bonds or other debt obligations in amounts sufficient to provide an aggregate of approximately \$164 million of net proceeds to fund the construction of civic facilities infrastructure and other capital expenditures.

(15) Interest on Mortgage Notes, Rents, and Other Receivables

Interest on mortgage notes, rents, and other receivables is comprised of the following at October 31, 2003 and 2002:

	<u>2003</u>	<u>2002</u>
Interest on mortgage notes	\$ 610,955	623,036
Rents receivable	770,455	8,447,708
Accrued rental income	<u>1,070,453</u>	<u>—</u>
Total receivables	2,451,863	9,070,744
Less allowance for doubtful accounts	<u>(152,773)</u>	<u>(1,190,336)</u>
Net receivables	<u>\$ 2,299,090</u>	<u>7,880,408</u>

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(16) Accounts Payable and Other Liabilities

Accounts payable and other liabilities at October 31, 2003 and 2002 is comprised of the following:

	2003	2002
Amounts due to vendors	\$ 14,531,245	10,841,807
Accrued payment to IRS	2,093,364	390,099
Accrual for bond issuance costs	8,059,657	—
Accrued payroll and benefits	29,469	25,668
Security and other deposits	16,164,228	15,521,286
Accrued legal settlement	4,000,000	—
Total	\$ 44,877,963	26,778,860

(17) Retirement Costs

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

The ERS is noncontributory except for employees who joined the ERS after July 27, 1976 and have less than ten years of service who contribute 3% of their salary. Under the authority of the NYSRSSL, the Comptroller shall certify annually the rates expressed as proportions of payroll of members, which shall be used in computing the contributions required to be made by employers to the pension accumulation fund.

The Authority is required to contribute at an actuarially determined rate. The required contributions for the ERS' current fiscal year and two preceding fiscal years were:

2004	\$	215,086
2003		191,186
2002		7,370
Total	\$	413,642

The Authority's contributions made to the systems were equal to 100% of the contributions required for each year.

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(18) Commitments and Other Matters

- (a) The Authority has entered into construction and other related contracts, having unexpended balances aggregating approximately \$27 million (other than amounts for the residential tower and a grammar school noted in note 19(a)) as of October 31, 2003.
- (b) The Authority rents office space in One World Financial Center, as well as community meeting space, field offices, and maintenance space in condominium buildings in Battery Park City. Total rent expense amounted to \$1,516,968 for the fiscal year ended October 31, 2003.
- (c) The Minority Developer Assistance Corporation (MDAC) was incorporated as a New York not-for-profit corporation with the Authority as its sole member. The Authority's members serve as directors of MDAC. MDAC was created for the purpose of implementing and administering a scholarship and internship program.
- (d) On October 21, 2003, the Act was amended regarding investments to allow any monies of the Authority, including the proceeds of bonds or notes, not required for immediate use, at the discretion of the Authority to be invested in obligations of the State, U.S. Government, and its agencies or in any other obligations in which the Comptroller of the State of New York is authorized to invest pursuant to Section 98 of the State Finance Law.
- (e) The Battery Park City Parks Conservancy (The Conservancy) was incorporated on December 2, 1987 as a New York not-for-profit corporation. The Authority, as sole member of the Conservancy, designated the Authority's members to serve as the Conservancy's Board of Directors. By modification of the bylaws, the Conservancy added the Authority's President as an additional director. The Conservancy was formed by the Authority to comply with certain requirements of agreements between the Authority and the City pursuant to which the Authority is obligated to maintain or repair the parks and open spaces, which are in and around Battery Park City's residential area. In March 1988, the Authority entered into a management agreement with the Conservancy, which authorized the Conservancy to undertake all responsibilities, related to the operation, maintenance, and repair of such parks and open spaces.

(19) Litigation

- (a) Several claims have been asserted against the Authority arising out of design and construction work performed on the Authority's combined school/residential facility located on Site 22 in Battery Park City (the Site 22 Project). The general contractor, the plumbing contractor, and a subcontractor that performed work on the Site 22 Project have asserted a total of approximately \$12.1 million in claims. The school portion of the Site 22 Project was constructed by the Authority pursuant to an agreement with the City of New York, the New York City Educational Construction Fund, and the Board of Education of the City of New York.

Pursuant to the terms of that agreement, the City agreed to indemnify the Authority *inter alia* for any liability, loss, cost, damage, or claim arising from the design or construction of the school portion of the Site 22 Project. The amount of Site 22 Project claims allocable to the school portion has not yet been determined, and the amount of the Authority's liability for claims relating to the Site 22 Project, if any, is not predictable at present.

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- (b) The Boards of Managers of several residential condominiums in Battery Park City (Petitioner Condominiums) have brought an action against the Authority and the City (Respondents) seeking to compel the Authority to credit Petitioner Condominiums with such amounts as would have been awarded as tax abatements pursuant to Real Property Tax Law Sec. 467-a. The City has computed the amount of such abatements through June 30, 2002, as well as personal exemptions, totaling \$5,546,762, for all residential condominiums in Battery Park City that have submitted applications. The Authority is giving credits to Petitioner Condominiums subject to "Supplemental Rent" provisions contained in the leases. The Authority believes that \$3,314,858 of the sum will be fully offset by the Petitioner Condominiums' duty to pay Supplemental Rent.

The total amount of abatements under Section 467-a may be expected to increase in the future. In addition, the boards of managers of three of the Petitioner Condominiums, known as the Liberty Buildings, dispute the Authority's view that such credits would be fully offset by a corresponding increase in Supplemental Rent. The Liberty Buildings have expressed an intention to seek to compel the Authority to apply the credits as computed by the City, without any offsetting increases in Supplemental Rent. The Authority has agreed to refer this claim to arbitration and expects that an arbitrator will be selected in the near future.

- (c) The Authority sustained significant damage to portions of its real estate and civic facilities as a consequence of the Attack and its aftermath. Certain World Financial Center tenants, including Brookfield Financial Properties (BFP), Merrill Lynch, and American Express, may assert claims against the Authority in connection with certain civic facilities maintained by BFP damaged or destroyed in the Attack. The Authority's management believes that BFP has the responsibility to insure and restore such facilities and that BFP's insurance carrier is liable for such claims and has sued BFP's insurance carrier to recover for the loss of a pedestrian bridge destroyed in the Attack. The Authority has \$10 million of insurance to cover damages to property caused by the Attack, which is insufficient to cover the amount of damage to such facilities.