



Hudson Yards Infrastructure Corporation

**HUDSON YARDS  
INFRASTRUCTURE CORPORATION  
A COMPONENT UNIT OF THE CITY OF NEW YORK**

Financial Statements  
(Together with Independent Auditors' Report)

Years Ended June 30, 2017 and 2016

**M A R K S P A N E T H**

ACCOUNTANTS & ADVISORS

**HUDSON YARDS INFRASTRUCTURE CORPORATION**

**FINANCIAL STATEMENTS  
(Together with Independent Auditors' Report)**

**YEARS ENDED JUNE 30, 2017 AND 2016**

**CONTENTS**

	<b><u>Page</u></b>
Independent Auditors' Report .....	1-2
Management's Discussion and Analysis (Unaudited) .....	3-13
<b>Basic Financial Statements as of and for the Years Ended June 30, 2017 and 2016:</b>	
<b>Government-wide Financial Statements</b>	
Statements of Net Position (Deficit).....	14
Statements of Activities .....	15
<b>Governmental Funds Financial Statements</b>	
Governmental Funds Balance Sheets .....	16-17
Reconciliations of the Governmental Funds Balance Sheets to the Statements of Net Position (Deficit) .....	18
Governmental Funds Statements of Revenues, Expenditures and Changes in Fund Balances .....	19-20
Reconciliations of the Governmental Funds Statements of Revenues, Expenditures and Changes in Fund Balances to the Statements of Activities .....	21
<b>Notes to Financial Statements</b> .....	22-34

## INDEPENDENT AUDITORS' REPORT

To the Members of the Board of Directors of  
Hudson Yards Infrastructure Corporation

We have audited the accompanying financial statements of the governmental activities of Hudson Yards Infrastructure Corporation ("HYIC"), a component unit of The City of New York, as of and for the years ended June 30, 2017 and 2016, which collectively comprise HYIC's basic financial statements as listed in the table of contents, and the related notes to the financial statements.

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

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

### *Auditors' Responsibility*

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

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

### *Opinion*

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities of Hudson Yards Infrastructure Corporation as of June 30, 2017 and 2016, and the respective changes in financial position thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

***Other Matters***

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 through 13 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audits of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

*Marks Paneth LLP*

New York, NY  
September 28, 2017

# **HUDSON YARDS INFRASTRUCTURE CORPORATION**

(A Component Unit of The City of New York)

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

**AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (unaudited)**

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### **OVERVIEW OF THE FINANCIAL STATEMENTS**

The following is a narrative overview and analysis of the financial activities of the Hudson Yards Infrastructure Corporation ("HYIC") as of June 30, 2017 and 2016 and for the years then ended. It should be read in conjunction with HYIC's government-wide financial statements, governmental funds financial statements and the notes to the financial statements. The financial statements consist of four parts: (1) management's discussion and analysis (this section); (2) the government-wide financial statements; (3) the governmental funds financial statements; and (4) the notes to the financial statements.

The government-wide financial statements, which include the statements of net position (deficit) and the statements of activities, are presented to display information about HYIC as a whole, in accordance with Governmental Accounting Standards Board ("GASB") standards. This is to provide the reader with a broad overview of HYIC's finances. The government-wide financial statements are prepared using the economic resources measurement focus and the accrual basis of accounting. Accordingly, revenue is recognized when earned and expenses are recorded when a liability is incurred, regardless of the timing of cash flows.

HYIC's governmental funds financial statements are presented using the current financial resources measurement focus and the modified accrual basis of accounting, in which revenue is recognized when it becomes susceptible to accrual; that is, when it becomes both measurable and available to finance expenditures in the current fiscal period. Expenditures are recognized when the related liability is incurred, except for principal and interest on bonds payable and liabilities on arbitrage rebate payable, which are recognized when due.

The reconciliations of the governmental funds balance sheets to the statements of net position (deficit) and reconciliation of the governmental funds statements of revenues, expenditures and changes in fund balances to the statements of activities are presented to assist the reader in understanding the differences between government-wide and governmental funds financial statements.

### **ORGANIZATIONAL OVERVIEW**

HYIC's purpose is the financing of certain infrastructure improvements in the Hudson Yards area on the West Side of Manhattan (the "Project"). HYIC does not engage in the development directly, but finances the development which is spearheaded by the Hudson Yards Development Corporation ("HYDC") and carried out by existing public entities. The Project, is in an area generally bounded by Seventh and Eighth Avenues on the east, West 43<sup>rd</sup> Street on the north, Twelfth Avenue on the west and West 29<sup>th</sup> and 30<sup>th</sup> Streets on the south (the "Project Area"). The Project consists of: (1) design and construction of an extension of the No. 7 Subway from its terminus at Seventh Avenue and 41<sup>st</sup> Street to a new station at Eleventh Avenue and West 34<sup>th</sup> Street (the "Subway Extension"), (2) acquisition from the Metropolitan Transportation Authority ("MTA") of certain transferable development rights ("TDRs") over its rail yards between Tenth and Eleventh Avenues and between West 30<sup>th</sup> and West 33<sup>rd</sup> Streets ("Eastern Rail Yards" or "ERY"), (3) construction of the first phase of a system of parks, public open spaces, and streets in the Project Area ("Public Amenities") and (4) property acquisition for the Project. The subway extension began service in September 2015. Construction of Phase I of Hudson Park and Boulevard was completed and opened to the public in August 2015.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## MANAGEMENT'S DISCUSSION AND ANALYSIS

**AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (unaudited) (continued)**

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### ORGANIZATIONAL OVERVIEW (continued)

HYIC fulfills its purpose through the issuance of bonds to finance the Project, including the operations of HYDC, and the collection of revenues to support its operations and service its debt. HYIC revenues include: (1) Interest Support Payments ("ISP") made by The City of New York (the "City") under the terms of the Support and Development Agreement ("Agreement") that obligates the City to pay to HYIC, subject to annual appropriation, ISPs on up to \$3 billion of HYIC bonds in an amount equal to the difference between the amount of funds available to HYIC to pay interest on those bonds and the amount of interest due on such bonds; (2) payments in lieu of real estate taxes ("PILOT") that have been assigned to HYIC under agreements with the New York City Industrial Development Agency ("IDA"), the City, and the MTA, and that are to be made in accordance with agreements between developers and IDA and others ("PILOT Agreements"); (3) Tax Equivalency Payments ("TEP") made by the City under the terms of the Agreement, which obligates the City to pay to HYIC, subject to annual appropriation, the amount of real property taxes collected by the City on new development (including substantial rehabilitation of existing buildings) in the Project Area; (4) District Improvement Bonuses ("DIB") paid by private developers in exchange for the right to create additional density in the Project Area; and (5) payments in lieu of the mortgage recording tax ("PILOMRT") required to be made by private developers entering into PILOT Agreements. PILOT Agreements are expected to be entered into by developers because the PILOT payments during the first 19 years will be substantially lower than the real estate taxes that would otherwise be due. Interest earned on unspent bond proceeds is generally used for debt service, in accordance with the terms of the Trust Indenture between HYIC and US Bank dated December 1, 2006, as amended (the "First Indenture") and the Second Trust Indenture dated May 1, 2017, (the "Second Indenture"), collectively, the ("Indentures").

Proceeds received by HYIC for sales of the TDRs (as discussed in Note 5), up to the amount of HYIC's investment (including the \$200 million purchase price and interest costs thereon), will also be used by HYIC in accordance with the Indentures.

Under the First Indenture, the Conversion Date is defined as the date on which HYIC certifies that, for each of the two preceding fiscal years, HYIC's PILOT payments plus TEP revenues less HYIC's operating expenses ("Net Recurring Revenues") were not less than 125% of the maximum annual debt service on all then-outstanding senior bonds and not less than 105% of maximum annual debt service on all outstanding bonds calculated as of the Conversion Date. After the date on which bonds are first callable (February 15, 2017) and prior to the Conversion Date, all revenues received by HYIC in a fiscal year remaining after funding operating expenses and interest in the current and subsequent fiscal year must be used to purchase or redeem senior bonds in advance of their maturity, except that, if, during such fiscal year, the City has made ISPs, then HYIC must first reimburse the City for such ISPs. Prior to the Conversion Date, HYIC is not obligated to make any payments of principal of its bonds prior to maturity unless and until HYIC receives revenues in amounts sufficient to make such payments. After the Conversion Date, HYIC must establish a schedule of sinking fund installments for all outstanding debt no later than June 30<sup>th</sup> of that year.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## MANAGEMENT'S DISCUSSION AND ANALYSIS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (unaudited) (continued)

### FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS—GOVERNMENT-WIDE FINANCIAL STATEMENTS (amounts in thousands, except as noted)

On December 21, 2006, HYIC issued its Fiscal 2007 Series A Senior Revenue Bonds (“FY07 Bonds”) in the amount of \$2 billion, to partially finance the Project. The FY07 Bonds were term bonds with semiannual interest payment dates beginning on August 15, 2007 and maturing on February 15, 2047. On October 26, 2011, HYIC issued its Fiscal 2012 Series A Senior Revenue Bonds (“FY12 Bonds” and together with the FY07 Bonds, the “First Indenture Bonds”) in the amount of \$1 billion, to finance the remaining portion of the project. The FY12 Bonds are term bonds with semiannual interest payments beginning on February 15, 2012, and maturing on February 15, 2047. As discussed above, prior to the Conversion Date, HYIC was not obligated to make any payments of principal on the bonds prior to maturity, unless and until – and to the extent that – HYIC receives revenues in amounts sufficient to make such payments.

On May 30, 2017, HYIC issued \$2.1 billion Fiscal Year 2017 Series A Subordinate Bonds and \$33.3 million Series B Subordinate Bonds (together known as “FY17 Bonds”) under the new Second Indenture. Proceeds of the FY17 Bonds were applied, with other available funds, to refund all of the FY07 Bonds and \$391 million of the FY12 Bonds. This refinancing caused the conversion of the remaining First Indenture Bonds, requiring the unrefunded \$609 million of FY12 Bonds to be amortized on a substantially level debt service basis to maturity in 2047 through annual sinking fund installments. Additionally, the refunding enabled HYIC to make a payment to the New York City Transitional Finance Authority (“NYC TFA”) to defease a portion of its debt, which is intended to confer savings to the City.

The following summarizes the activities of HYIC for the years ended June 30, 2017, 2016 and 2015:

	2017	2016	2015	Change 2017 vs 2016	Change 2016 vs 2015
Revenues:					
Program revenue	\$ 133,581	\$ 131,304	\$ 246,251	\$ 2,277	\$ (114,947)
Gain on defeasance	494	-	-	494	-
Other revenue	2,078	2,034	33,626	44	(31,592)
Total revenues	136,153	133,338	279,877	2,815	(146,539)
Expenses:					
Project	50,626	56,032	98,799	(5,406)	(42,767)
Bond interest	129,526	142,425	129,359	(12,899)	13,066
Payment to NYC TFA	112,793	-	-	112,793	-
Cost of bond issuance	12,729	-	-	12,729	-
Other	1,322	503	514	819	(11)
Total expenses	306,996	198,960	228,672	108,036	(29,712)
Change in net position	(170,843)	(65,622)	51,205	(105,221)	(116,827)
Net position (deficit) - beginning of year	(2,605,621)	(2,539,999)	(2,591,204)	(65,622)	51,205
Net position (deficit) - end of year	<u>\$ (2,776,464)</u>	<u>\$ (2,605,621)</u>	<u>\$ (2,539,999)</u>	<u>\$ (170,843)</u>	<u>\$ (65,622)</u>

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## MANAGEMENT'S DISCUSSION AND ANALYSIS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (unaudited) (continued)

### FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS—GOVERNMENT-WIDE FINANCIAL STATEMENTS (amounts in thousands, except as noted) (continued)

Program revenue was greater in fiscal year 2015 when compared to fiscal years 2017 and 2016 due to greater DIB being collected in fiscal year 2015. Other revenue was greater in fiscal year 2015 mainly because ISP was collected in fiscal year 2015, which was not needed in fiscal years 2017 and 2016.

Project expenses decreased each fiscal year due to diminishing subway extension expenses as subway construction nears completion.

Bond interest expense decreased in fiscal year 2017 due to the bond refunding transaction. Changes in bond interest expense in fiscal years 2016 and 2015 were related to changes in interest accrued on TDRs held by HYIC. Bond interest expense is offset by the interest cost of borrowed funds used to purchase the TDRs, which become part of the TDRs' asset value (see Note 5).

Due to the refunding transaction, new activities in fiscal year 2017 included gain on defeasance, payment to NYC TFA and cost of issuance of \$494 thousand, \$113 million, and \$12.7 million, respectively.

The following summarizes HYIC's assets, liabilities and net position (deficit) as of June 30, 2017, 2016 and 2015:

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>Change 2017 vs 2016</u>	<u>Change 2016 vs 2015</u>
Assets:					
Non-capital	<u>\$ 392,711</u>	<u>\$ 610,325</u>	<u>\$ 702,888</u>	<u>\$ (217,614)</u>	<u>\$ (92,563)</u>
Total assets	<u>392,711</u>	<u>610,325</u>	<u>702,888</u>	<u>(217,614)</u>	<u>(92,563)</u>
Liabilities:					
Current liabilities	<u>37,701</u>	<u>65,575</u>	<u>86,230</u>	<u>(27,874)</u>	<u>(20,655)</u>
Long-term liabilities	<u>3,093,057</u>	<u>3,144,855</u>	<u>3,154,166</u>	<u>(51,798)</u>	<u>(9,311)</u>
Total liabilities	<u>3,130,758</u>	<u>3,210,430</u>	<u>3,240,396</u>	<u>(79,672)</u>	<u>(29,966)</u>
Deferred inflows of resources:					
Prepaid PILOT	<u>15,946</u>	<u>5,516</u>	<u>2,491</u>	<u>10,430</u>	<u>3,025</u>
Unamortized deferred bond refunding costs	<u>22,471</u>	<u>-</u>	<u>-</u>	<u>22,471</u>	<u>-</u>
Total deferred inflows of resources	<u>38,417</u>	<u>5,516</u>	<u>2,491</u>	<u>32,901</u>	<u>3,025</u>
Net position (deficit):					
Restricted	<u>85,730</u>	<u>136,674</u>	<u>192,907</u>	<u>(50,944)</u>	<u>(56,233)</u>
Unrestricted	<u>(2,862,194)</u>	<u>(2,742,295)</u>	<u>(2,732,906)</u>	<u>(119,899)</u>	<u>(9,389)</u>
Total net position (deficit)	<u>\$ (2,776,464)</u>	<u>\$ (2,605,621)</u>	<u>\$ (2,539,999)</u>	<u>\$ (170,843)</u>	<u>\$ (65,622)</u>

Assets decreased in fiscal year 2017 due to the application of retained debt service funds related to the refunding transaction. Total assets at the end of fiscal year 2016 were lower than fiscal year 2015 because bond proceeds were drawn down to pay the Project costs. The capital assets being financed by HYIC are not owned by HYIC; therefore, they do not appear on the financial statements of HYIC (see Note 2).

# **HUDSON YARDS INFRASTRUCTURE CORPORATION**

(A Component Unit of The City of New York)

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

**AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (unaudited) (continued)**

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### **FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS—GOVERNMENT-WIDE FINANCIAL STATEMENTS (amounts in thousands, except as noted) (continued)**

Current liabilities at June 30, 2017, 2016 and 2015 were lower each year as project expenses decreased.

The decrease in long-term liabilities in fiscal year 2017 was primarily due to the refunding transaction. Long-term liabilities decreased in fiscal year 2016 by \$9.3 million because of \$7.2 million of condemnation settlement payments and \$3.5 million of bond premium amortization, which was offset by \$1.4 million of accrued interest on unsettled condemnation claims.

PILOT payments received for assessments owed in the following fiscal years are treated as prepaid amounts and reported as deferred inflows of resources. Deferred refunding costs reported in fiscal year 2017 resulted from the 2017 bond refunding transaction and represent the difference between removing the carrying amount of the refunded FY07 Bonds and FY12 Bonds and recording the FY17 Bonds.

The large negative unrestricted net position balances at June 30, 2017, 2016 and 2015 were primarily due to the issuance of bonds that will be repaid from future revenues.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## MANAGEMENT'S DISCUSSION AND ANALYSIS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (unaudited) (continued)

### FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS—GOVERNMENTAL FUNDS FINANCIAL STATEMENTS (amounts in thousands, except as noted)

HYIC reports governmental activity using three funds: (1) a general fund ("GF"), (2) a debt service fund ("DSF"), and (3) a capital projects fund ("CPF").

The following summarizes the changes in the GF balances for the years ended June 30, 2017, 2016, and 2015:

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>Change 2017 vs 2016</u>	<u>Change 2016 vs 2015</u>
Revenues:					
Program revenue	\$ 2,483	\$ 725	\$ 787	\$ 1,758	\$ (62)
Other revenue	66	14	4,681	52	(4,667)
Total revenues	<u>2,549</u>	<u>739</u>	<u>5,468</u>	<u>1,810</u>	<u>(4,729)</u>
Expenditures	<u>1,322</u>	<u>503</u>	<u>514</u>	<u>819</u>	<u>(11)</u>
Other financing sources (uses)	<u>15,946</u>	<u>11,368</u>	<u>(278)</u>	<u>4,578</u>	<u>11,646</u>
Net change in fund balances	17,173	11,604	4,676	5,569	6,928
Fund balance - beginning of year	<u>16,600</u>	<u>4,996</u>	<u>320</u>	<u>11,604</u>	<u>4,676</u>
Fund balance - end of year	<u>\$ 33,773</u>	<u>\$ 16,600</u>	<u>\$ 4,996</u>	<u>\$ 17,173</u>	<u>\$ 11,604</u>

The amount of program revenue deposited in the GF was based on projected administrative expenditures. Other revenue is comprised of non-recurring application fees associated with PILOT agreements.

Operating expenditures between fiscal years fluctuates based on the allocated costs associated with management's time spent on conducting HYIC operations. Operating expenditures in fiscal year 2017 were greater than in fiscal years 2016 and 2015 due to increased allocated costs associated with management's time spent on the refunding transaction.

Other financing sources (uses) increased in fiscal year 2017 due to the transfer of Second Indenture surplus funds from the DSF to the GF. The increase in other financing sources (uses) in fiscal year 2016 compared to fiscal year 2015 was due to the transfer of non-recurring application fees from the DSF to the GF.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## MANAGEMENT'S DISCUSSION AND ANALYSIS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (unaudited) (continued)

### FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS—GOVERNMENTAL FUNDS FINANCIAL STATEMENTS (amounts in thousands, except as noted) (continued)

The following summarizes the changes in the DSF balances for the years ended June 30, 2017, 2016 and 2015:

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>Change 2017 vs 2016</u>	<u>Change 2016 vs 2015</u>
Revenues:					
Program revenue	\$ 131,098	\$ 130,579	\$ 245,464	\$ 519	\$ (114,885)
Other revenue	1,363	915	27,864	448	(26,949)
Total revenues	<u>132,461</u>	<u>131,494</u>	<u>273,328</u>	<u>967</u>	<u>(141,834)</u>
Expenditures	<u>325,852</u>	<u>145,879</u>	<u>132,814</u>	<u>179,973</u>	<u>13,065</u>
Other financing sources (uses)	<u>(2,247)</u>	<u>(10,062)</u>	<u>1,100</u>	<u>7,815</u>	<u>(11,162)</u>
Net change in fund balances	(195,638)	(24,447)	141,614	(171,191)	(166,061)
Fund balance - beginning of year	<u>402,591</u>	<u>427,038</u>	<u>285,424</u>	<u>(24,447)</u>	<u>141,614</u>
Fund balance - end of year	<u>\$ 206,953</u>	<u>\$ 402,591</u>	<u>\$ 427,038</u>	<u>\$ (195,638)</u>	<u>\$ (24,447)</u>

Program revenue was greater in fiscal year 2015 when compared to fiscal years 2017 and 2016 due to greater DIB being collected in fiscal year 2015. Other revenue was greater in fiscal year 2015 mainly because ISP was collected in fiscal year 2015, which was not needed in fiscal years 2017 and 2016.

Total expenditures increased in fiscal year 2017 mainly because of the one-time payment to NYC TFA of \$113 million, defeasance escrow payment of \$51.9 million and costs of bond issuance of \$12.7 million relating to the fiscal year 2017 bond refunding transaction. Changes in expenditures between fiscal years 2016 and 2015 were related to changes in interest accrued on TDRs held by HYIC. Expenditures are offset by the interest cost of borrowed funds used to purchase the TDRs, which become part of the TDRs' asset value (see Note 5).

Due to the refunding transaction in fiscal year 2017, other financing sources (uses) increased by approximately \$7.8 million, which included \$2.1 billion in bond proceeds and \$309 million of bond premium, which was offset by \$2.4 billion of bond principal payments. Other financing sources (uses) decreased in fiscal year 2016 primarily because of the transfer of other non-recurring application fees from the DSF to the GF, as previously discussed.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## MANAGEMENT'S DISCUSSION AND ANALYSIS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (unaudited) (continued)

### FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS—GOVERNMENTAL FUNDS FINANCIAL STATEMENTS (amounts in thousands, except as noted) (continued)

The following summarizes the changes in the CPF balances for the years ended June 30, 2017, 2016 and 2015:

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>Change 2017 vs 2016</u>	<u>Change 2016 vs 2015</u>
Revenues	<u>\$ 649</u>	<u>\$ 1,105</u>	<u>\$ 1,081</u>	<u>\$ (456)</u>	<u>\$ 24</u>
Expenditures:					
Project costs	<u>49,558</u>	<u>61,889</u>	<u>128,602</u>	<u>(12,331)</u>	<u>(66,713)</u>
Other financing (uses)	<u>(967)</u>	<u>(1,306)</u>	<u>(822)</u>	<u>339</u>	<u>(484)</u>
Net change in fund balances	<u>(49,876)</u>	<u>(62,090)</u>	<u>(128,343)</u>	<u>12,214</u>	<u>66,253</u>
Fund balance - beginning of year	<u>177,890</u>	<u>239,980</u>	<u>368,323</u>	<u>(62,090)</u>	<u>(128,343)</u>
Fund balance - end of year	<u>\$ 128,014</u>	<u>\$ 177,890</u>	<u>\$ 239,980</u>	<u>\$ (49,876)</u>	<u>\$ (62,090)</u>

The CPF revenues are comprised of interest earnings.

The decrease in project costs each year was due to declining subway expenditures as construction nears completion.

Other financing (uses) during fiscal years 2017, 2016 and 2015 reflected the transfer of interest collected on unspent bond proceeds from the CPF to the DSF, to be used to pay debt service, in accordance with the terms of the applicable Indentures.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## MANAGEMENT'S DISCUSSION AND ANALYSIS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (unaudited) (continued)

### FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS—GOVERNMENTAL FUNDS FINANCIAL STATEMENTS (amounts in thousands, except as noted) (continued)

The following summarizes the GF assets, liabilities, and fund balances as of June 30, 2017, 2016 and 2015:

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>Change 2017 vs 2016</u>	<u>Change 2016 vs 2015</u>
Assets:					
Unrestricted cash equivalents	\$ 33,812	\$ 16,469	\$ 4,862	\$ 17,343	\$ 11,607
Prepaid insurance	-	152	154	(152)	(2)
Total assets	<u>\$ 33,812</u>	<u>\$ 16,621</u>	<u>\$ 5,016</u>	<u>\$ 17,191</u>	<u>\$ 11,605</u>
Liabilities:	<u>\$ 39</u>	<u>\$ 21</u>	<u>\$ 20</u>	<u>\$ 18</u>	<u>\$ 1</u>
Fund Balances:					
Nonspendable prepaid insurance	-	152	154	(152)	(2)
Unassigned	<u>33,773</u>	<u>16,448</u>	<u>4,842</u>	<u>17,325</u>	<u>11,606</u>
Total fund balances	<u>33,773</u>	<u>16,600</u>	<u>4,996</u>	<u>17,173</u>	<u>11,604</u>
Total liabilities and fund balances	<u>\$ 33,812</u>	<u>\$ 16,621</u>	<u>\$ 5,016</u>	<u>\$ 17,191</u>	<u>\$ 11,605</u>

The GF assets increased in fiscal year 2017 due to the transfer of Second Indenture surplus funds from the DSF to the GF. The GF assets in fiscal years 2016 increased by \$11.6 million due to the collection of application fees associated with PILOT agreements.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## MANAGEMENT'S DISCUSSION AND ANALYSIS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (unaudited) (continued)

### FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS—GOVERNMENTAL FUNDS FINANCIAL STATEMENTS (amounts in thousands, except as noted) (continued)

The following summarizes the DSF assets, liabilities, and fund balances as of June 30, 2017, 2016 and 2015:

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>Change 2017 vs 2016</u>	<u>Change 2016 vs 2015</u>
Assets:					
Restricted cash equivalents and investments	\$ 119,031	\$ 308,646	\$ 237,998	\$ (189,615)	\$ 70,648
Transferable development rights	104,029	99,367	191,276	4,662	(91,909)
Due from capital projects fund	214	94	255	120	(161)
Total assets	<u>\$ 223,274</u>	<u>\$ 408,107</u>	<u>\$ 429,529</u>	<u>\$ (184,833)</u>	<u>\$ (21,422)</u>
Liabilities	<u>\$ 375</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 375</u>	<u>\$ -</u>
Deferred inflows of resources:					
Prepaid PILOT	<u>15,946</u>	<u>5,516</u>	<u>2,491</u>	<u>10,430</u>	<u>3,025</u>
Fund balances:					
Restricted	<u>206,953</u>	<u>402,591</u>	<u>427,038</u>	<u>(195,638)</u>	<u>(24,447)</u>
Total fund balances	<u>206,953</u>	<u>402,591</u>	<u>427,038</u>	<u>(195,638)</u>	<u>(24,447)</u>
Total deferred inflows of resources and fund balances	<u>\$ 223,274</u>	<u>\$ 408,107</u>	<u>\$ 429,529</u>	<u>\$ (184,833)</u>	<u>\$ (21,422)</u>

The decrease in DSF assets in fiscal year 2017 was due to the release of retained debt service funds related to the fiscal year 2017 refunding transaction. The change in total assets between fiscal years 2016 and 2015 is based on the difference between the collections of revenue and payment of debt service during the fiscal year.

HYIC received PILOT payments for assessments attributable to the next fiscal year; the prepaid amount is reported as deferred inflows of resources.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## MANAGEMENT'S DISCUSSION AND ANALYSIS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (unaudited) (continued)

### FINANCIAL HIGHLIGHTS AND OVERALL ANALYSIS—GOVERNMENTAL FUNDS FINANCIAL STATEMENTS (amounts in thousands, except as noted) (continued)

The following summarizes the CPF assets, liabilities, and fund balances as of June 30, 2017, 2016 and 2015:

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>Change 2017 vs 2016</u>	<u>Change 2016 vs 2015</u>
Assets:					
Restricted cash equivalents and investments	<u>\$ 135,839</u>	<u>\$ 185,691</u>	<u>\$ 268,598</u>	<u>\$ (49,852)</u>	<u>\$ (82,907)</u>
Total assets	<u>\$ 135,839</u>	<u>\$ 185,691</u>	<u>\$ 268,598</u>	<u>\$ (49,852)</u>	<u>\$ (82,907)</u>
Liabilities:					
Project	<u>\$ 7,611</u>	<u>\$ 7,707</u>	<u>\$ 28,363</u>	<u>\$ (96)</u>	<u>\$ (20,656)</u>
Due to debt service fund	<u>214</u>	<u>94</u>	<u>255</u>	<u>120</u>	<u>(161)</u>
Total liabilities	<u>7,825</u>	<u>7,801</u>	<u>28,618</u>	<u>24</u>	<u>(20,817)</u>
Fund balances:					
Restricted	<u>128,014</u>	<u>177,890</u>	<u>239,980</u>	<u>(49,876)</u>	<u>(62,090)</u>
Total fund balances	<u>128,014</u>	<u>177,890</u>	<u>239,980</u>	<u>(49,876)</u>	<u>(62,090)</u>
Total liabilities and fund balances	<u>\$ 135,839</u>	<u>\$ 185,691</u>	<u>\$ 268,598</u>	<u>\$ (49,852)</u>	<u>\$ (82,907)</u>

CPF assets on hand at June 30, 2017, 2016, and 2015 represented unspent bond proceeds. The decrease in fund balances each year reflected Project expenditures made during that year.

The decrease in Project expenditures resulted in the decrease of project liabilities in fiscal years 2017, 2016 and 2015.

This financial report is designed to provide a general overview of HYIC's finances. Questions concerning any of the information in this report or requests for additional financial information should be directed to Investor Relations, Hudson Yards Infrastructure Corporation, 255 Greenwich Street, New York, NY 10007.

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# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## STATEMENTS OF NET POSITION (DEFICIT)

AS OF JUNE 30, 2017 AND 2016 (amounts in thousands)

	<u>2017</u>	<u>2016</u>
<b>ASSETS:</b>		
Unrestricted cash equivalents	\$ 33,802	\$ 16,468
Restricted cash equivalents	199,070	158,148
Restricted investments	55,703	336,175
Interest receivable	107	15
Prepaid insurance	-	152
Transferable development rights	104,029	99,367
	<u>392,711</u>	<u>610,325</u>
<b>LIABILITIES:</b>		
Project costs payable	6,706	7,316
Accrued expenses	414	21
Payable to The City of New York	861	346
Payable to Hudson Yards Development Corporation	44	45
Accrued bond interest payable	21,181	57,847
Contingent liabilities	42,284	41,216
Long-term debt:		
Portion due within one year	8,495	-
Portion due after one year	3,050,773	3,103,639
	<u>3,130,758</u>	<u>3,210,430</u>
<b>DEFERRED INFLOWS OF RESOURCES:</b>		
Prepaid PILOT	15,946	5,516
Unamortized deferred bond refunding costs	22,471	-
	<u>38,417</u>	<u>5,516</u>
<b>NET POSITION (DEFICIT):</b>		
Restricted for capital projects	85,730	136,674
Unrestricted (deficit)	(2,862,194)	(2,742,295)
	<u>\$ (2,776,464)</u>	<u>\$ (2,605,621)</u>

See notes to financial statements.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## STATEMENTS OF ACTIVITIES

FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (amounts in thousands)

	<u>2017</u>	<u>2016</u>
REVENUES:		
District improvement bonus revenue	\$ 20,705	\$ 45,183
Tax equivalency payment revenue	70,545	58,656
PILOMRT revenue	31,384	22,496
PILOT revenue	10,947	4,969
Other revenue	10	29
Gain on defeasance	494	-
Investment income	2,068	2,005
	<u>136,153</u>	<u>133,338</u>
Total revenues		
EXPENSES:		
Project - subway extension	35,847	38,600
Project - land acquisition and public amenities	14,105	16,335
Project - transfer to Hudson Yards Development Corporation	674	1,097
Payment to NYC TFA	112,793	-
Bond interest	129,526	142,425
Cost of bond issuance	12,729	-
General and administrative	1,322	503
	<u>306,996</u>	<u>198,960</u>
Total expenses		
CHANGE IN NET POSITION	(170,843)	(65,622)
NET POSITION (DEFICIT) - Beginning of year	<u>(2,605,621)</u>	<u>(2,539,999)</u>
NET POSITION (DEFICIT) - End of year	<u>\$ (2,776,464)</u>	<u>\$ (2,605,621)</u>

See notes to financial statements.

**HUDSON YARDS INFRASTRUCTURE CORPORATION**

(A Component Unit of The City of New York)

**GOVERNMENTAL FUNDS BALANCE SHEET  
AS OF JUNE 30, 2017 (amounts in thousands)**

	<b>General Fund</b>	<b>Debt Service Fund</b>	<b>Capital Projects Fund</b>	<b>Total Governmental Funds</b>
<b>ASSETS:</b>				
Unrestricted cash equivalents	\$ 33,802	\$ -	\$ -	\$ 33,802
Restricted cash equivalents	-	118,971	80,099	199,070
Restricted investments	-	-	55,703	55,703
Interest receivable	10	60	37	107
Due from capital projects fund	-	214	-	214
Transferable development rights	-	104,029	-	104,029
<b>Total assets</b>	<b>\$ 33,812</b>	<b>\$ 223,274</b>	<b>\$ 135,839</b>	<b>\$ 392,925</b>
<b>LIABILITIES:</b>				
Project costs payable	\$ -	\$ -	\$ 6,706	\$ 6,706
Accounts payable	39	375	-	414
Due to debt service fund	-	-	214	214
Payable to The City of New York	-	-	861	861
Payable to Hudson Yards Development Corporation	-	-	44	44
<b>Total liabilities</b>	<b>39</b>	<b>375</b>	<b>7,825</b>	<b>8,239</b>
<b>DEFERRED INFLOWS OF RESOURCES:</b>				
Prepaid PILOT	-	15,946	-	15,946
<b>Total deferred inflows of resources</b>	<b>-</b>	<b>15,946</b>	<b>-</b>	<b>15,946</b>
<b>FUND BALANCES:</b>				
Restricted for:				
Debt service	-	206,953	-	206,953
Capital projects	-	-	128,014	128,014
Unassigned	33,773	-	-	33,773
<b>Total fund balances</b>	<b>33,773</b>	<b>206,953</b>	<b>128,014</b>	<b>368,740</b>
<b>Total liabilities, deferred inflows of resources and fund balances</b>	<b>\$ 33,812</b>	<b>\$ 223,274</b>	<b>\$ 135,839</b>	<b>\$ 392,925</b>

See notes to financial statements.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## GOVERNMENTAL FUNDS BALANCE SHEET AS OF JUNE 30, 2016 (amounts in thousands)

	General Fund	Debt Service Fund	Capital Projects Fund	Total Governmental Funds
<b>ASSETS:</b>				
Unrestricted cash equivalents	\$ 16,468	\$ -	\$ -	\$ 16,468
Restricted cash equivalents	-	133,859	24,289	158,148
Restricted investments	-	174,775	161,400	336,175
Interest receivable	1	12	2	15
Due from capital projects fund	-	94	-	94
Prepaid insurance	152	-	-	152
Transferable development rights	-	99,367	-	99,367
	<u>16,621</u>	<u>408,107</u>	<u>185,691</u>	<u>610,419</u>
Total assets	<u>\$ 16,621</u>	<u>\$ 408,107</u>	<u>\$ 185,691</u>	<u>\$ 610,419</u>
<b>LIABILITIES:</b>				
Project costs payable	\$ -	\$ -	\$ 7,316	\$ 7,316
Accounts payable	21	-	-	21
Due to debt service fund	-	-	94	94
Payable to The City of New York	-	-	346	346
Payable to Hudson Yards Development Corporation	-	-	45	45
	<u>21</u>	<u>-</u>	<u>7,801</u>	<u>7,822</u>
Total liabilities	<u>21</u>	<u>-</u>	<u>7,801</u>	<u>7,822</u>
<b>DEFERRED INFLOWS OF RESOURCES:</b>				
Prepaid PILOT	-	5,516	-	5,516
	<u>-</u>	<u>5,516</u>	<u>-</u>	<u>5,516</u>
Total deferred inflows of resources	<u>-</u>	<u>5,516</u>	<u>-</u>	<u>5,516</u>
<b>FUND BALANCES:</b>				
Nonspendable prepaid insurance	152	-	-	152
Restricted for:				
Debt service	-	402,591	-	402,591
Capital projects	-	-	177,890	177,890
Unassigned	16,448	-	-	16,448
	<u>16,600</u>	<u>402,591</u>	<u>177,890</u>	<u>597,081</u>
Total fund balances	<u>16,600</u>	<u>402,591</u>	<u>177,890</u>	<u>597,081</u>
Total liabilities, deferred inflows of resources and fund balances	<u>\$ 16,621</u>	<u>\$ 408,107</u>	<u>\$ 185,691</u>	<u>\$ 610,419</u>

See notes to financial statements.

## HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

### RECONCILIATIONS OF THE GOVERNMENTAL FUNDS BALANCE SHEETS TO THE STATEMENTS OF NET POSITION (DEFICIT) AS OF JUNE 30, 2017 AND 2016 (amounts in thousands)

	<u>2017</u>	<u>2016</u>
Total fund balances - governmental funds	\$ 368,740	\$ 597,081
Amounts reported for governmental activities in the statements of net position (deficit) are different because:		
Bond premiums are reported as other financing sources in the governmental funds financial statements when received. However, in the statements of net position (deficit), bond premiums are reported as a component of bonds payable and amortized over the life of the bonds.	(308,508)	(103,639)
Costs of bond refundings are reported as expenditures in the governmental funds financial statements. However, in the statements of net position (deficit), those costs and the related gain or loss are deferred and amortized over the shorter of the remaining life of the old debt or the life of the new debt.	(22,471)	-
Some liabilities are not due and payable in the current period from currently available financial resources and are therefore not reported in the governmental funds financial statements, but are reported in the statements of net position (deficit). Those liabilities are:		
Bonds payable	(2,750,760)	(3,000,000)
Accrued bond interest payable	(21,181)	(57,847)
Contingent liabilities	<u>(42,284)</u>	<u>(41,216)</u>
Net position (deficit) - governmental activities	<u>\$ (2,776,464)</u>	<u>\$ (2,605,621)</u>

See notes to financial statements.

## HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

### GOVERNMENTAL FUNDS STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES FOR THE YEAR ENDED JUNE 30, 2017 (amounts in thousands)

	General Fund	Debt Service Fund	Capital Projects Fund	Total Governmental Funds
REVENUES:				
District improvement bonus revenue	\$ 1,872	\$ 18,833	\$ -	\$ 20,705
Tax equivalency payment revenue	611	69,934	-	70,545
PILOMRT revenue	-	31,384	-	31,384
PILOT revenue	-	10,947	-	10,947
Other revenue	10	-	-	10
Investment income	56	1,363	649	2,068
Total revenues	<u>2,549</u>	<u>132,461</u>	<u>649</u>	<u>135,659</u>
EXPENDITURES:				
Project - subway extension	-	-	35,847	35,847
Project - land acquisition and public amenities	-	-	13,037	13,037
Project - transfers to Hudson Yards Development Corporation	-	-	674	674
Payment to NYC TFA	-	112,793	-	112,793
Bond interest	-	148,463	-	148,463
Defeasance escrow	-	51,867	-	51,867
General and administrative	1,322	-	-	1,322
Costs of bond issuance	-	12,729	-	12,729
Total expenditures	<u>1,322</u>	<u>325,852</u>	<u>49,558</u>	<u>376,732</u>
OTHER FINANCING SOURCES (USES):				
Refunding bond proceeds	-	2,141,760	-	2,141,760
Bond premium	-	308,521	-	308,521
Payment of refunded bonds	-	(2,437,549)	-	(2,437,549)
Transfers (from capital projects fund) to debt service fund	-	967	(967)	-
Transfer (from debt service fund) to general fund	15,946	(15,946)	-	-
Total other financing sources (uses)	<u>15,946</u>	<u>(2,247)</u>	<u>(967)</u>	<u>12,732</u>
NET CHANGE IN FUND BALANCES	17,173	(195,638)	(49,876)	(228,341)
FUND BALANCES - beginning of year	<u>16,600</u>	<u>402,591</u>	<u>177,890</u>	<u>597,081</u>
FUND BALANCES - end of year	<u>\$ 33,773</u>	<u>\$ 206,953</u>	<u>\$ 128,014</u>	<u>\$ 368,740</u>

See notes to financial statements.

## HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

### GOVERNMENTAL FUNDS STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES FOR THE YEAR ENDED JUNE 30, 2016 (amounts in thousands)

	General Fund	Debt Service Fund	Capital Projects Fund	Total Governmental Funds
<b>REVENUES:</b>				
District improvement bonus revenue	\$ -	\$ 45,183	\$ -	\$ 45,183
Tax equivalency payment revenue	725	57,931	-	58,656
PILOMRT revenue	-	22,496	-	22,496
PILOT revenue	-	4,969	-	4,969
Other revenue	10	19	-	29
Investment income	4	896	1,105	2,005
	<u>739</u>	<u>131,494</u>	<u>1,105</u>	<u>133,338</u>
Total revenues				
<b>EXPENDITURES:</b>				
Project - subway extension	-	-	38,600	38,600
Project - land acquisition and public amenities	-	-	22,192	22,192
Project - transfers to Hudson Yards Development Corporation	-	-	1,097	1,097
Bond interest	-	145,879	-	145,879
General and administrative	503	-	-	503
	<u>503</u>	<u>145,879</u>	<u>61,889</u>	<u>208,271</u>
Total expenditures				
<b>OTHER FINANCING SOURCES (USES):</b>				
Transfers (from capital projects fund) to debt service fund	-	1,306	(1,306)	-
Transfer (from general fund) to debt service fund	(253)	253	-	-
Transfer (from debt service fund) to general fund	11,621	(11,621)	-	-
	<u>11,368</u>	<u>(10,062)</u>	<u>(1,306)</u>	<u>-</u>
Total other financing sources (uses)				
NET CHANGE IN FUND BALANCES	11,604	(24,447)	(62,090)	(74,933)
FUND BALANCES - beginning of year	4,996	427,038	239,980	672,014
FUND BALANCES - end of year	<u>\$ 16,600</u>	<u>\$ 402,591</u>	<u>\$ 177,890</u>	<u>\$ 597,081</u>

See notes to financial statements.

## HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

### RECONCILIATIONS OF THE GOVERNMENTAL FUNDS STATEMENTS OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES TO THE STATEMENTS OF ACTIVITIES FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (amounts in thousands)

	<u>2017</u>	<u>2016</u>
Net change in fund balances - total governmental funds	\$ (228,341)	\$ (74,933)
Amount reported in the statements of activities are different because:		
Bond proceeds provide current financial resources to governmental funds, but debt issued increases long-term liabilities on the statement of net position.	(2,141,760)	-
Governmental funds report bond premiums as other financing sources. However, on the statement of activities, premiums are amortized over the life of the debt.	(308,521)	-
Repayment of bond principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities on the statement of net assets.	2,437,549	-
Governmental funds financial statements report bond premiums as other financing source upon issuance. However, on the statements of activities, premiums are recognized as an offset of interest expense over the life of the bonds.	18,162	3,454
Payments to defease bonds prior to maturity are reported as expenditures in the governmental funds financial statements. However, in the statements of net position (deficit), only the difference between the carrying value of the defeased bonds and the amount paid to defease the bonds are reported as period revenues and expenses.	52,361	-
The governmental funds financial statements report costs of bond refundings as expenditures. However, in the statements of activities, the costs of bond refundings are amortized over the shorter of the life of the bonds refunded or the life of the bonds issued to refund the bonds.	775	-
Contingent liabilities are reported on the statements of activities on the accrual basis. However, contingent expenditures are reported in the governmental funds financial statements when they are incurred or paid.	(1,068)	5,857
Change in net position (deficit) - governmental activities	<u>\$ (170,843)</u>	<u>\$ (65,622)</u>

See notes to financial statements.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (amounts in thousands, except as noted)

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### 1. ORGANIZATION

Hudson Yards Infrastructure Corporation (“HYIC”) is a local development corporation established by The City of New York (the “City”) under Article 14 of the Not-for-Profit Corporation Law of the State of New York. HYIC’s purpose is the financing of certain infrastructure improvements in the Hudson Yards area on the West Side of Manhattan (the “Project”). The HYIC does not engage in development directly, but finances development spearheaded by Hudson Yards Development Corporation (“HYDC”) and carried out by existing public entities. The Project is in an area generally bounded by Seventh and Eighth Avenues on the east, West 43<sup>rd</sup> Street on the north, Twelfth Avenue on the west and West 29<sup>th</sup> and 30<sup>th</sup> Streets on the south (the “Project Area”). The Project consists of: (1) design and construction of an extension of the No. 7 Subway from its terminus at Seventh Avenue and 41<sup>st</sup> Street to a new station at Eleventh Avenue and West 34<sup>th</sup> Street (the “Subway Extension”), (2) acquisition from the Metropolitan Transportation Authority (“MTA”) of certain transferable development rights over its rail yards between Tenth and Eleventh Avenues and between West 30<sup>th</sup> and West 33<sup>rd</sup> Streets (“Eastern Rail Yards” or “ERY”), (3) construction of the first phase of a system of parks, public open spaces, and streets in the Project Area (“Public Amenities”) and (4) property acquisition for the Project.

HYIC fulfills its purpose through the issuance of bonds to finance the Project, including the operations of HYDC, and the collection of revenues, including payments in lieu of taxes and district improvement bonuses from private developers and appropriations from the City, to support its operations and pay principal and interest on its outstanding bonds. HYIC is governed by the Board of Directors elected by its five members, all of whom are officials of the City. HYIC’s Certificate of Incorporation requires the vote of an independent director as a condition to taking certain actions; the independent director would be appointed by the Mayor prior to any such actions. HYIC does not have any employees; its affairs are administered by employees of the City and of another component unit of the City, for which HYIC pays a management fee and overhead based on its allocated share of personnel and overhead costs.

Although legally separate from the City, HYIC is an instrumentality of the City and, accordingly, is included in the City’s financial statements as a blended component unit, in accordance with the Governmental Accounting Standards Board (“GASB”) standards.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### *Measurement Focus and Basis of Accounting*

The government-wide financial statements of HYIC, which include the statements of net position (deficit) and the statements of activities, are presented to display information about the reporting entity as a whole, in accordance with GASB standards. The statements of net position (deficit) and the statements of activities are prepared using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when incurred, regardless of the timing of cash flows.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (continued) (amounts in thousands, except as noted)

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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

HYIC's governmental funds financial statements are presented using the current financial resources measurement focus and the modified accrual basis of accounting. Revenue is recognized when it becomes susceptible to accrual, which is when it becomes both measurable and available to finance expenditures in the current fiscal period. Revenue is generally considered available if expected to be received within one year after period end. Expenditures are recognized when the related liability is incurred, except for principal and interest on bonds payable and estimated arbitrage rebate liability, which are recognized when due.

HYIC uses three governmental funds for reporting its activities: a General Fund ("GF"), a Debt Service Fund ("DSF") and a Capital Projects Fund ("CPF"). The DSF is used to account for the receipt and disbursement of resources – including Transferable Development Rights (see Note 5) - used to pay interest on and principal of long term debt. The CPF is used to account for the bond issuances and proceeds and for project expenditures. The GF is used to account for all financial resources not accounted for in the DSF or the CPF, generally those used or held for use for administrative expenditures and arbitrage rebate expenditures. HYIC accounts for the activities in the GF in accordance with the Trust Indenture between HYIC and US Bank dated December 1, 2006, as amended (the "First Indenture") and Second Trust Indenture dated May 1, 2017, (the "Second Indenture"), collectively, the ("Indentures").

#### *Fund Balance*

Fund balances are classified as either: 1) nonspendable, 2) restricted, 3) committed, 4) assigned, or 5) unassigned in accordance with governmental accounting standards.

Fund balance that cannot be spent because it is not in spendable form is defined as nonspendable. Resources constrained for debt service or redemption in accordance with HYIC's Indentures are classified as restricted on the statements of net position (deficit) and the governmental funds balance sheets.

The Board of Directors of HYIC ("Board") constitutes HYIC's highest level of decision-making authority. If and when resolutions are adopted by the Board that constrain fund balances for a specific purpose are accounted for and reported as committed for such purpose unless, and until, a subsequent resolution altering the commitment is adopted by the Board.

Fund balances, if and when constrained for use for a specific purpose based on the direction of any officer of HYIC duly authorized under its bond Indentures to direct the movement of such funds, are accounted for and reported as assigned for such purpose. This assignment will remain, unless and until a subsequent authorized action by the same or another duly authorized officer, or by the Board, is taken which removes or changes the assignment.

When both restricted and unrestricted resources are available for use for a specific purpose, it is HYIC's policy to use restricted resources first then unrestricted resources as they are needed. When committed, assigned, or unassigned resources are available for use for a specific purpose, it is HYIC's policy to use committed resources first, then assigned resources, and then unassigned resources as they are needed.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (continued) (amounts in thousands, except as noted)

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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Resources constrained for debt service or redemption in accordance with HYIC's Indentures are classified as restricted on the statements of net position (deficit) and the governmental funds balance sheets.

#### *Cash Equivalents*

Cash equivalents consist of money market funds and investments maturing within 90 days from the purchase date.

#### *Capital Assets*

HYIC is not the owner of the Project assets that are constructed or acquired with the proceeds of its bonds. Assets related to the parks and boulevard are property of the City. Assets related to the subway extension are owned by the City and leased to the New York City Transit Authority pursuant to a long-term lease, and are treated as assets of the New York City Transit Authority on its financial statements. Therefore, HYIC reports no infrastructure assets or construction work in progress.

For fixed assets used in the operations of HYIC, HYIC's policy is to capitalize the purchase of assets having a minimum useful life of five years and having a cost of more than \$35 thousand. No such assets have been acquired.

#### *Revenues*

HYIC revenues include and will include:

- (1) Interest Support Payments ("ISP") are made by the City under the terms of the Support and Development Agreement ("Agreement") that obligates the City to pay to HYIC, subject to annual appropriation, ISP on up to \$3 billion of HYIC bonds issued prior to the Conversion Date (described below), for so long as such bonds are outstanding, in an amount equal to the difference between the amount of funds available to HYIC to pay interest on those bonds and the amount of interest due on such bonds;
- (2) Payments in lieu of real estate taxes ("PILOT") which have been assigned to HYIC under agreements with the New York City Industrial Development Agency ("IDA"), the City, and the MTA, and that are to be made in accordance with agreements between developers and IDA and others ("PILOT Agreements");
- (3) Tax Equivalency Payments ("TEP") are made by the City under the terms of the Agreement that obligates the City to pay to HYIC, subject to annual appropriation, the amount of real property taxes collected by the City on new development (including substantial rehabilitation of existing buildings) in the Project Area;
- (4) District Improvement Bonuses ("DIB") paid by private developers in exchange for the right to create additional density in the Project Area;

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (continued) (amounts in thousands, except as noted)

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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(5) Payments in lieu of the mortgage recording tax (“PILOMRT”) required to be made by private developers entering into PILOT Agreements; and

(6) Interest earned on unspent bond proceeds, which is generally used for debt service.

#### *Arbitrage Rebate*

To maintain the exemption from Federal income tax of interest on bonds issued on December 21, 2006 and October 26, 2011, HYIC will fund amounts required to be rebated to the Federal Government pursuant to Section 148 of the Internal Revenue Code of 1986, as amended (the “Code”). The Code requires the payment to the United States Treasury of the excess of the amount earned on all obligations over the amount that would have been earned if the gross proceeds of the issue were invested at a rate equal to the yield on the issue, together with any earnings attributable to such excess. Construction funds, debt service funds or any other funds or accounts funded with proceeds of such bonds, including earnings, or pledged to or expected to be used to pay interest on such bonds are subject to this requirement. Payment is to be made after the end of the fifth bond year and after every fifth bond year thereafter, or within 60 days after retirement of the bonds.

#### *Bond Premium and Issuance Costs*

Bond premiums and discounts are capitalized and amortized over the life of the related debt using the interest method in the government-wide financial statements. The governmental funds financial statements recognize the premiums and discounts, as well as bond issuance costs, during the current period. Bond premiums and discounts are presented as additions or reductions to the face amount of the bonds payable. Bond issuance costs are recognized as an expense/expenditure in the period incurred in the government-wide and governmental funds financial statements, respectively.

#### *Deferred Bond Refunding Costs*

Deferred bond refunding costs represent the accounting gain or loss incurred on a refunding of outstanding bonds and is reported as deferred outflows of resources or deferred inflows of resources in the government-wide financial statements. The deferred bond refunding costs are amortized over the shorter of the remaining life of the old debt or the life of the new debt. In the debt service fund, costs of the bond issuance/refunding are reported as expenditures when incurred.

#### *Use of Estimates*

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires HYIC’s management to make estimates and assumptions in determining the reported amounts of assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (continued) (amounts in thousands, except as noted)

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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### *Recent Accounting Pronouncements*

As a component unit of the City, HYIC implements new GASB standards in the same fiscal year as they are implemented by the City. The following are discussions of the standards requiring implementation in the current year and standards which may impact HYIC in future years.

- In June 2015, GASB issued Statement No. 74, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans* (“GASB 74”). GASB 74 establishes financial reporting standards to state and local governmental other postemployment benefit (“OPEB”) plans. The requirements of GASB 74 are effective for fiscal years beginning after June 15, 2016. The adoption of GASB 74 did not have an impact on HYIC’s financial statements, as HYIC is not an OPEB plan.
- In June 2015, GASB issued Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* (“GASB 75”). GASB 75 establishes accounting and financial reporting standards for OPEB that is provided to employees of state and local governmental employees. The requirements of GASB 75 are effective for fiscal years beginning after June 15, 2017. The adoption of GASB 75 did not have an impact on HYIC’s financial statements, as it has no employees.
- In November 2016, GASB issued Statement No. 83, *Certain Asset Retirement Obligations*, (“GASB 83”). GASB 83 addresses accounting and financial reporting for certain asset retirement obligations. This statement establishes criteria for determining the timing and pattern of recognition of a liability and corresponding deferred outflow of resources for asset retirement obligations. The requirements of GASB 83 are effective for fiscal years beginning after June 15, 2018. HYIC has not completed the process of evaluating GASB 83, but does not expect it to have an impact on HYIC’s financial statements.
- In January 2017, GASB issued Statement No. 84, *Fiduciary Activities*, (“GASB 84”). The objective of GASB 84 is to improve guidance regarding the identification of fiduciary activities for accounting and financial reporting purposes and how those activities should be reported. The requirements of GASB 84 are effective for fiscal years beginning after December 15, 2018. HYIC has not completed the process of evaluating GASB 84, but does not expect it to have an impact on HYIC’s financial statements, as it does not enter in fiduciary activities.
- In March 2017, GASB issued Statement No. 85, *Omnibus 2017*, (“GASB 85”). The objective of GASB 85 is to address practice issues that have been identified during implementation and application of certain GASB statements. The requirements of GASB 85 are effective for fiscal years beginning after June 15, 2017. The adoption of GASB 85 did not have an impact on HYIC’s financial statements.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (continued) (amounts in thousands, except as noted)

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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

- In May 2017, GASB issued Statement No. 86, *Certain Debt Extinguishment Issues*, (“GASB 86”). The primary objective of GASB 86 is to improve consistency in accounting and financial reporting for in-substance defeasance of debt by providing guidance for transactions in which cash and other monetary assets are acquired with only existing resources – resources other than the proceeds of refunding debt. This statement also improves accounting and financial reporting for prepaid insurance on debt that is extinguished. The requirements of GASB 86 are effective for fiscal years beginning after June 15, 2017. HYIC has not completed the process of evaluating GASB 86, but does not expect it to have an impact on HYIC’s financial statements.
- In June 2017, GASB issued Statement No. 87, *Leases*, (“GASB 87”). The objective of GASB 87 is to improve accounting and financial reporting for leases by governments. This statement increases the usefulness of governments’ financial statements by requiring recognition of certain lease assets and liabilities for leases that previously were classified as operating leases and recognized as inflows of resources or outflows of resources based on the payment provisions of the contract. It establishes a single model for lease accounting based on the foundational principle that leases are financings of the right to use an underlying asset. Under this statement, a lessee is required to recognize a lease liability and an intangible right-to-use lease asset, and a lessor is required to recognize a lease receivable and a deferred inflow of resources, thereby enhancing the relevance and consistency of information about governments’ leasing activities. The requirements of GASB 87 are effective for fiscal years beginning after December 15, 2019. HYIC has not completed the process of evaluating GASB 87, but does not expect it to have an impact on HYIC’s financial statements, as it does not enter into any lease agreements.

### 3. CASH AND CASH EQUIVALENTS

As of June 30, 2017 and 2016, HYIC did not have any cash deposits on hand. Cash equivalents were comprised of Money Market Funds and commercial paper maturing within 90 days, primarily restricted for capital projects. HYIC’s cash and cash equivalents consisted of the following at June 30, 2017 and 2016:

	<u>2017</u>	<u>2016</u>
Cash	\$ -	\$ -
Cash Equivalents (see Note 4)	<u>232,872</u>	<u>174,616</u>
Total Cash and Cash Equivalents	<u>\$ 232,872</u>	<u>\$ 174,616</u>

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (continued) (amounts in thousands, except as noted)

### 4. INVESTMENTS

HYIC's investments consisted of the following at June 30, 2017 and 2016:

	<u>2017</u>	<u>2016</u>
Unrestricted:		
Money Market Funds	\$ 33,802	\$ 16,468
Total Unrestricted	<u>33,802</u>	<u>16,468</u>
Restricted for Debt Service:		
Money Market Funds	118,971	133,859
U.S. Treasury Note (maturing within one year)	-	174,775
Total Restricted for Debt Service	<u>118,971</u>	<u>308,634</u>
Restricted for Capital Projects:		
Money Market Funds	80,099	24,289
Federal Farm Credit Bank Bond (maturing withing one year)	4,997	-
Federal Farm Credit Bank Bond (maturing after one year)	-	10,000
U.S. Treasury Note (maturing within one year)	7,168	144,179
U.S. Treasury Note (maturing after one year)	43,538	7,221
Total Restricted for Capital Projects	<u>135,802</u>	<u>185,689</u>
Total Investments including cash equivalents	288,575	510,791
Less amounts reported as cash equivalents (see Note 3)	(232,872)	(174,616)
Total Investments	<u>\$ 55,703</u>	<u>\$ 336,175</u>

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (continued) (amounts in thousands, except as noted)

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### 4. INVESTMENTS (continued)

HYIC's management invests funds which are not immediately required for operations, debt service or capital project expenses. Each account of HYIC is held pursuant to the Indentures and may be invested in securities or categories of investments that are specifically enumerated as permitted investments for such account pursuant to the Indentures. Investments are reported at fair value using market prices in an active market as of the financial statement date.

#### *Fair Value Hierarchy*

HYIC categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure fair value of the assets. Level 1 inputs are quoted prices in an active market for identical assets; Level 2 inputs are significant other observable inputs; and Level 3 inputs are significant unobservable inputs.

HYIC has the following recurring fair value measurements as of June 30, 2017 and 2016:

- Money Market Funds are valued based on various market and industry inputs (Level 2 inputs).
- U.S. Treasury securities of \$50.7 million and \$326 million, respectively, are valued using quoted market prices (Level 1 inputs).
- U.S. Agency securities of \$5 million and \$10 million, respectively, are valued using a matrix pricing model (Level 2 inputs).

#### *Custodial Credit Risk*

Custodial credit risk is the risk that, in the event of the failure of the custodian, HYIC may not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. All investments are registered and are held by HYIC's agent in HYIC's name.

#### *Credit Risk*

All investments held by HYIC at June 30, 2017 and 2016 are obligations of, or guaranteed by, the United States of America; or are invested in Federal Farm Credit Bank, which are rated by S&P AA+, Moody Aaa, and Fitch AAA; and money market funds invested in eligible government obligations, which are rated by S&P AAAM and Moodys Aaa-mf.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (continued) (amounts in thousands, except as noted)

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### 4. INVESTMENTS (continued)

#### *Interest Rate Risk*

HYIC's short term maturities are subject to minimal risk of fair value declines due to changes in market interest rates. Investments with longer terms are expected to be held until maturity thereby limiting the exposure from rising interest rates.

#### *Concentration of Credit Risk*

Concentration of credit risk is the risk of loss attributed to the magnitude of HYIC's investments in a single issuer (5% or more). HYIC's investment policy places no limits on the amount HYIC may invest in any one issuer of eligible investments as defined in the Indentures. As of June 30, 2017, 100% of HYIC's investments are in eligible government obligations or in money market funds invested in eligible government obligations.

### 5. TRANSFERABLE DEVELOPMENT RIGHTS

HYIC acquired a 50% interest in Eastern Rail Yards Transferable Development Rights ("TDRs") for the purpose of resale, under an agreement among the City, the MTA, the Triborough Bridge and Tunnel Authority and the Long Island Rail Road Company ("TDR Agreement"). The purchase by developers of TDRs will permit the construction of buildings of larger size than would otherwise be permissible as-of-right under applicable zoning law. Proceeds received by HYIC for sales of the TDRs, up to the amount of HYIC's investment (including the \$200 million total purchase price and interest costs thereon) will be used by HYIC to support its operations and service its debt. Under the terms of the TDR Agreement, HYIC made the initial installment payment of \$100 million in fiscal year 2007, and was required to make three more annual payments of \$33 million in September of 2007, 2008 and 2009 for this interest on which all the payments were made.

The full value of the TDRs, including, the full purchase price and HYIC's cost of funds, is reflected as an asset in the governmental funds balance sheets and in the statements of net position (deficit). The cost of funds is adjusted annually as an offset to interest expense/expenditures. In fiscal year 2015, the cost of funds borrowed and added to the TDR asset value was adjusted to be consistent with the manner in which the TDR proceeds are received.

During fiscal years 2016 and 2015, HYIC received proceeds of \$99.2 million and \$90.1 million, respectively, from the sale of TDRs. These amounts reduced the fiscal year 2016 and 2015 carrying amounts of the assets on the governmental funds balance sheets and in the statements of net position (deficit).

In September 2017, HYIC sold all of its remaining interest in TDRs.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (continued) (amounts in thousands, except as noted)

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### 6. LONG-TERM LIABILITIES

#### *Changes in Long-term Liabilities*

On December 21, 2006, HYIC issued the Series 2007A Bonds in the amount of \$2 billion to partially finance the Project. The Series 2007A bonds were term bonds with semiannual interest payment dates beginning on August 15, 2007 and maturing on February 15, 2047. On October 26, 2011, HYIC issued its Fiscal 2012 Series A Senior Revenue Bonds in the amount of \$1 billion to continue to fund the project. The Series 2012A bonds are term bonds with semiannual interest payments beginning on February 15, 2012, and maturing on February 15, 2047. No principal was payable on these bonds prior to the Conversion Date, as defined under the First Indenture.

On May 30, 2017, HYIC issued \$2.1 billion Fiscal Year 2017 Series A Subordinate Bonds and \$33.3 million Series B Subordinate Bonds (together known as “FY17 Bonds”) under the Second Indenture. Interest on FY17 Bonds is paid semi-annually on February 15 and August 15. Amortization of the FY17 Bonds will begin in 2022 and continue on a substantially level debt service basis from then through 2047. Proceeds of the FY17 Bonds were applied, with other available funds, to refund all of the FY07 Bonds and \$391 million of the FY12 Bonds. The refinancing caused the conversion for the remaining First Indenture bonds, requiring the unrefunded \$609 million of FY12 Bonds to be amortized starting in 2018 on a substantially level debt service basis to maturity in 2047 through annual sinking fund installments. Additionally, the refunding enabled HYIC to make a payment to the New York City Transitional Finance Authority (“NYC TFA”) to defease a portion of its debt, which is intended to confer savings to the City.

HYIC has pledged all revenues and its proceeds from sales of TDRs to the payment of the FY12 and FY17 Bonds.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (continued) (amounts in thousands, except as noted)

### 6. LONG-TERM LIABILITIES (continued)

Outstanding bonds bear interest at fixed rates ranging from 3% to 5.75%.

A summary of changes in outstanding bonds and other long-term debt during the year ended June 30, 2017 follows:

<u>Series</u>	Balance			Balance <u>June 30, 2017</u>
	<u>June 30, 2016</u>	<u>Additions</u>	<u>Deletions</u>	
Fiscal 2007 Series A	\$ 2,000,000	\$ -	\$ (2,000,000)	\$ -
Fiscal 2012 Series A	1,000,000	-	(391,000)	609,000
Fiscal 2017 Series A	-	2,108,465	-	2,108,465
Fiscal 2017 Series B	-	33,295	-	33,295
Total before premium	<u>3,000,000</u>	<u>2,141,760</u>	<u>(2,391,000)</u>	<u>2,750,760</u>
Premium	<u>103,639</u>	<u>308,521</u>	<u>(103,652)</u>	<u>308,508</u>
Total bonds payable and premium	<u>\$ 3,103,639</u>	<u>\$ 2,450,281</u>	<u>\$ (2,494,652)</u>	<u>\$ 3,059,268</u>
Due within one year				<u>\$ 8,495</u>

A summary of changes in outstanding bonds and other long-term debt during the year ended June 30, 2016 follows:

<u>Series</u>	Balance			Balance <u>June 30, 2016</u>
	<u>June 30, 2015</u>	<u>Additions</u>	<u>Deletions</u>	
Fiscal 2007 Series A	\$ 2,000,000	\$ -	\$ -	\$ 2,000,000
Fiscal 2012 Series A	1,000,000	-	-	1,000,000
Total before premium	<u>3,000,000</u>	<u>-</u>	<u>-</u>	<u>3,000,000</u>
Premium	<u>107,093</u>	<u>-</u>	<u>(3,454)</u>	<u>103,639</u>
Total bonds payable and premium	<u>\$ 3,107,093</u>	<u>\$ -</u>	<u>\$ (3,454)</u>	<u>\$ 3,103,639</u>
Due within one year				<u>\$ -</u>

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (continued) (amounts in thousands, except as noted)

### 6. LONG-TERM LIABILITIES (continued)

Debt service requirements on bonds, including principal and interest, at June 30, 2017, are as follows:

Years Ended June 30,	First Indenture Bonds		Second Indenture Bonds		Total		
	Principal	Interest	Principal	Interest	Principal	Interest	Debt Service
2018	\$ 8,495	\$ 33,143	\$ -	72,624	\$ 8,495	\$ 105,767	\$ 114,262
2019	8,955	32,680	-	101,546	8,955	134,226	143,181
2020	9,440	32,193	-	101,085	9,440	133,278	142,718
2021	9,955	31,679	-	100,571	9,955	132,250	142,205
2022	10,500	31,137	42,690	100,571	53,190	131,708	184,898
2023 to 2027	61,700	146,469	246,170	470,130	307,870	616,599	924,469
2028 to 2032	80,425	127,751	313,645	402,654	394,070	530,405	924,475
2033 to 2037	104,825	103,351	399,575	316,728	504,400	420,079	924,479
2038 to 2042	136,630	71,549	505,595	210,706	642,225	282,255	924,480
2043 to 2047	178,075	30,099	634,085	81,998	812,160	112,097	924,257
Totals	\$ 609,000	\$ 640,051	\$ 2,141,760	\$ 1,958,613	\$ 2,750,760	\$ 2,598,664	\$ 5,349,424

#### *Claims and Litigation*

During fiscal year 2010, the City began receiving appraisals from claimants with pending claims for additional compensation for the City's acquisitions of their interests within the Project Area. Although the City is the condemnor of property interest for the Project, the Corporation is responsible for funding any payments ultimately determined to be payable on such claims.

In September 2011 (fiscal year 2012), the New York State Supreme Court (the "Court") issued a determination that the Claimants' appraisals had relied upon an erroneous zoning assumption. The Claimants appealed the Court's determination to the Appellate Division, First Department, which, in May 2013, affirmed the lower court's decision. As of the fiscal years ending June 30, 2013 and 2012, the Claimants did not submit amended appraisals. In view of the aforesaid determination by the Courts rejecting the Claimants' appraisals, the Corporation's potential liability as of June 30, 2013 and 2012, if any, with respect to these claims was not estimable and therefore any accrued estimated liabilities were removed from HYIC's financial statements for those years.

In June 2014, the Claimants submitted amended appraisals to the City based on the appropriate zoning assumptions for the majority of the properties and the City was informed that the balance of amended appraisals for the remaining properties would be submitted in fiscal year 2015. In view of these events and based on a range of typical outcomes of prior City condemnation cases, it may be reasonable to assume that certain of the Project condemnation claims may result in awards greater or less than 150 percent of the City's appraised values. Therefore, the contingent liability was estimated at the lesser of the new appraised value or 50 percent of the City's appraised value, plus 6 percent simple interest from the date of the condemnation. As of June 30, 2014, the estimated contingent liability was approximately \$73.9 million. In addition, as of June 30, 2014, other claimants, who were not a party to the above proceedings, filed suit related to valuations as part of condemnation proceedings.

# HUDSON YARDS INFRASTRUCTURE CORPORATION

(A Component Unit of The City of New York)

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016 (continued) (amounts in thousands, except as noted)

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### 6. LONG-TERM LIABILITIES (continued)

In fiscal year 2015, the balance of amended appraisals for the properties was submitted. Therefore, the contingent liability was recalculated based on 50% of the City's Appraised Value and the interest calculated at 6% simple interest from the date the property was condemned plus 18% for potential legal fees under NY EDPL §701. However, in some cases, the difference between the City and Claimant's Vesting Appraisal Amount was less than the 50% of the aggregate amount of the City's appraised value so the difference was used as the contingent liability. Therefore, as of June 30, 2015, the estimated contingent liability was approximately \$47.1 million.

As of June 30, 2016, the contingent liability was adjusted for settled cases and accrued interest, which resulted in an estimated contingency liability of \$41.2 million.

As of June 30, 2017, the contingent liability was adjusted for accrued interest, which resulted in an estimated contingency liability of \$42.3 million. The estimate may be revised as further information is obtained and as pending cases are litigated or settled.

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