ANNUAL DISCLOSURE REPORT

of the

LONG ISLAND POWER AUTHORITY

(FISCAL YEAR 2017)

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INTRODUCTION TO THE AUTHORITY AND LIPA

This Annual Disclosure Report for the year ended December 31, 2017 (together with the Appendices attached hereto, the "ADR") is furnished by the Long Island Power Authority (the "Authority") as required by the various Continuing Disclosure Certificates (the "Continuing Disclosure Certificates") executed and delivered by the Authority relating to certain of its bonds. The ADR provides information relating to the Authority and its wholly-owned subsidiary, the Long Island Lighting Company ("LILCO") which does business on Long Island, New York ("Long Island") under the names LIPA and Power Supply Long Island ("LIPA"). The Authority, acting through LIPA, provides electric service in its Service Area (the "Service Area") which includes Nassau County ("Nassau County") and Suffolk County ("Suffolk County") on Long Island (except for the Nassau County villages of Freeport and Rockville Centre and the Suffolk County village of Greenport, each of which has an individually owned municipal electric system that supplies and distributes electricity to ultimate consumers within those municipalities) and a portion of the Borough of Queens of The City of New York known as the Rockaways.

Certain of the information contained in this ADR is in addition to that required by the Continuing Disclosure Certificates. Pursuant to the terms of the Continuing Disclosure Certificates, the Authority is under no obligation to update such additional information or include it in any future annual report.

Capitalized terms used but not defined herein have the meanings given those terms in "Appendix B – Glossary of Defined Terms" attached hereto.

The Authority is a corporate municipal instrumentality and a political subdivision of the State, exercising essential governmental and public powers. The Authority was created by the State Legislature pursuant to the Long Island Power Authority Act, being Title 1-A of Article 5 (§ 1020 et seq.) of the Public Authorities Law of the State, as amended, including as amended by certain provisions of the LIPA Reform Act (defined below), (the "Act"). LIPA is a stock corporation formed and existing under the Business Corporation Law of the State.

The Authority became the provider of electric service in the Service Area on May 28, 1998 by acquiring LILCO as a wholly-owned subsidiary of the Authority through a merger. Since such acquisition, LILCO has done business under the name LIPA. For the period prior to its acquisition by the Authority, LILCO is referred to herein as "LILCO" and, for the subsequent period, is referred to herein as "LIPA."

Following its acquisition by the Authority, LIPA retained the electric transmission and distribution systems (the "T&D System"), certain agreements and contracts for power supply and transmission, an 18% ownership interest in Unit 2 of the Nine Mile Point nuclear electric generating station located in Oswego, New York ("NMP2") and certain other assets and liabilities (for a discussion of these other assets and liabilities, see "CERTAIN OTHER MATTERS – LIPA Assets and Liabilities" in this ADR). The term "System" means the assets of the Authority and LIPA used in furnishing electric service.

The remainder of LILCO's assets (including all of its then-existing fossil-fueled generating units) and employees, and its entire gas supply system, were transferred to certain wholly-owned subsidiaries of Keyspan Corporation. In August 2007, Keyspan Corporation was acquired by National Grid plc, a company organized under the laws of England and Wales ("National Grid plc"). Each subsidiary of Keyspan Corporation that acquired assets or employees of LILCO now does business under the name "National Grid" (each such subsidiary is referred to herein as a "National Grid Sub" and collectively the "National Grid Subs").

Relationship of the Authority and LIPA

LIPA is a State corporation and a wholly-owned subsidiary of the Authority. Pursuant to LIPA's organizational documents, the Authority conducts and manages LIPA's business and affairs. Accordingly, LIPA is controlled by the Authority. The Authority is governed by a Board of Trustees (the "Trustees") as described herein.

The Authority and LIPA are parties to a Financing Agreement (the "Financing Agreement") providing for their respective duties and obligations relating to the financing and operation of the retail electric business in the Service Area, which is included herein by specific cross-reference.

Pursuant to the terms of the Financing Agreement, the Authority is to issue all debt for the Authority and LIPA. This debt includes all Bonds and Subordinated Indebtedness issued and to be issued. The proceeds of all such debt are to be treated as loaned from the Authority to LIPA, which will repay such loans from the revenues it receives from its electric business. To secure the loans, LIPA has pledged all of its revenues to the Authority, which has, in turn, pledged such revenues as security for such debt.

Pursuant to the terms of the Financing Agreement, LIPA conducts the electric business in the Service Area and provides service to customers in the Service Area. The Authority and LIPA are also parties to an Administrative Services Agreement under which the Authority provides personnel, personnel-related services and other services necessary for LIPA to provide electric service in the Service Area.

System Operation by the Authority

To assist the Authority (acting through LIPA) in providing electric service in the Service Area, the Authority and LIPA have generally entered into operating agreements, the purpose of which is to provide the Authority and LIPA with the operating personnel and a significant portion of the power supply resources necessary for LIPA to provide electric service in the Service Area. From 1998 through 2013, the service providers were, with some exceptions, National Grid Subs. As described below, the Authority transitioned to a business model first adopted by the Board in late 2011 and modified in 2013 in response to the LIPA Reform Act.

Below is a summary of certain of LIPA's basic operating agreements, including certain historic and current arrangements.

<u>T&D System management including, among other functions, the day-to-day operation and maintenance, customer service, billing and collection and meter reading</u>:

From 1998 through the end of 2013, a National Grid Sub was the T&D System manager pursuant to a Management Services Agreement (the "MSA"). Commencing January 1, 2014, a wholly-owned subsidiary of Public Service Enterprise Group Incorporated ("PSEG") dedicated to the operations of the T&D System ("PSEG Long Island") became the service provider pursuant to the twelve-year Amended and Restated Operations Services Agreement (the "OSA") executed in accordance with the LIPA Reform Act. PSEG Long Island is also the retail brand for electric service on Long Island.

<u>Power Supply (including capacity and related energy) from the oil and gas-fired generating plants on Long Island owned by a National Grid Sub ("National Grid Generation LLC" or "GENCO") ("GENCO Generating Facilities")</u>:

Since 1998, GENCO has been the power supplier with respect to the GENCO Generating Facilities. The initial power supply agreement between LIPA and GENCO (the "Original PSA") expired on May 28, 2013. LIPA and GENCO executed a Power Supply Agreement (the "PSA") that commenced in May 2013 for a term of 15 years, which provides for the purchase of capacity and related energy from approximately 3,700 MW of on-Island generating facilities. In addition to the PSA with GENCO, LIPA purchases approximately 1,900 MW of capacity from generating facilities on Long Island and elsewhere under various other power supply agreements.

<u>Power Supply and Fuel Management:</u>

Effective January 1, 2015, a PSEG Long Island affiliate, PSEG Energy Resources & Trade LLC ("PSEG ER&T"), provides the power supply and fuel management services. These services were previously provided by Con Edison Energy, Inc. or a National Grid Sub.

The LIPA Reform Act

The LIPA Reform Act of 2013 amended certain provisions of the Long Island Power Authority Act and was divided into two parts. Part A addressed matters relating to restructuring the Authority and LIPA. Part B created the Utility Debt Securitization Authority ("UDSA") and authorized the issuance of the restructuring bonds to retire a portion of the Authority's existing debt.

Restructuring of the Authority and LIPA and Relationship to PSEG Long Island

Part A of the LIPA Reform Act established a new office within the Department of Public Service (the "DPS"), which is the staff arm of the New York Public Service Commission (the "PSC") to review and make recommendations to the Authority and/or PSEG Long Island related to core utility functions including capital expenditures, the methods employed by PSEG Long Island for safe and adequate service, and the emergency response plan of PSEG Long Island. Part A also gives the DPS the responsibility to investigate and mediate customer complaints. Additionally, the DPS may undertake comprehensive and regular management and operations audits. The Authority bears the costs and expenses relating to the DPS's oversight role.

The LIPA Reform Act and the OSA

The LIPA Reform Act imposed new substantive obligations on any service provider and effectively shifted major operational and certain policy-making responsibilities for the T&D System, including certain responsibilities relating to capital expenditures, budgets and emergency response, from LIPA to PSEG Long Island. The LIPA Reform Act requires that staffing at the Authority be kept at levels only necessary to ensure that the Authority can meet its obligations with respect to its bonds and notes and all applicable statutes and contracts, and to oversee the activities of PSEG Long Island.

The LIPA Reform Act requires PSEG Long Island to prepare and maintain an emergency response plan to assure the reasonably prompt restoration of service in the case of an emergency event and establish separate responsibilities of the Authority and the service provider; submit for review to the DPS a report detailing PSEG Long Island's planned capital expenditures; consider, consistent with maintaining system reliability, renewable generation and energy efficiency program results and options in establishing capital plans; and submit to the DPS for review, data, information and reports on PSEG Long Island's actual performance related to the metrics in the OSA, including the Authority's evaluation thereof, prior to the Authority's determination of PSEG Long Island's annual incentive compensation. The PSEG Long Island management company consists of approximately 20 employees at the director level and higher. The PSEG Long Island service company consists of approximately 2,350 PSEG Long Island employees, which includes a substantial majority of incumbents from the National Grid workforce, as well as new hires. Further information about PSEG and PSEG Long Island can be found at http://www.psegliny.com. No information on that website is included herein by specific cross-reference.

Implementation of the LIPA Reform Act required the transfer of substantial operational duties and obligations to PSEG Long Island and greater operational flexibility for PSEG Long Island to carry out its related duties. In response to the LIPA Reform Act, LIPA re-negotiated the OSA with PSEG Long Island to address the changed relationship between the parties in the provision of electric service in LIPA's Service Area. The resulting OSA has a base term of 12 years, expiring December 31, 2025 and provides that if the PSEG Long Island achieves certain levels of performance during the first 10 years, the parties will negotiate in good faith an eight-year extension of the OSA on substantially similar terms and conditions. The LIPA Reform Act required that the DPS review the OSA and provide a recommendation to the Authority's Board of Trustees prior to the Board's vote to approve the agreement. By letter dated September 27, 2013, the Chair of the DPS notified the Trustees that the DPS had comprehensively reviewed the LIPA Reform Act, the proposed OSA and the management and operations audit of LIPA conducted by an independent consultant on behalf of the DPS, and based upon such review, recommended that the Trustees approve the OSA.

*The following is a summary of certain provisions of the OSA. This summary is not complete and reference is made to the OSA for full and complete statements of such agreement and all provisions. The OSA has been filed with the MSRB's EMMA and is included by specific cross-reference herein. For convenience, a copy of the OSA can also be found on the Authority's website (https://www.lipower.org/about-*us/contracts-reports/) *under the caption "Major Contracts."*

Compensation. The OSA provided for an annual fixed component of the management services fee of $36.3 million in 2014 and 2015, which increased to $58 million in 2016 and thereafter (indexed in accordance with the OSA). In addition, the OSA provided for an annual incentive compensation pool of $5.44 million in 2014 and 2015, which increased to $8.7 million in 2016 and thereafter (in each case expressed in 2011 dollars, indexed in accordance with the OSA). The incentive compensation pool is earned based on favorable performance relative to Performance Metrics. Generally, costs and expenses (with no mark-up or profit) incurred by PSEG Long Island while providing operations services are treated as Pass-Through Expenditures under the OSA. In 2017, PSEG Long Island earned the full annual incentive compensation of approximately $9.5 million.

Performance Metrics. The Performance Metrics are designed to achieve or maintain LIPA's desired performance levels, generally first quartile performance as determined by agreed industry peer benchmarks. Performance Metrics are agreed upon annually. Performance Metrics are structured both to maintain good performance and improve poor performance. To date, PSEG Long Island has completed four years of T&D operations and made substantial progress toward maintaining or achieving the Performance Metrics described above, as well as substantially improved LIPA's standing in the J.D. Power Residential and Business customer satisfaction surveys.

Operations Services. PSEG Long Island must provide operations services for the T&D System on behalf of LIPA in accordance with the standards set forth in the OSA. Under the OSA, except for certain rights and responsibilities reserved to LIPA, PSEG Long Island assumes and undertakes the rights and responsibilities for management, operation and maintenance of the T&D System and the establishment of programs and procedures with respect thereto, including: all electric transmission, distribution and load servicing activities for the safe and reliable operation and maintenance of the T&D System; day-to-day operation of the T&D System; engineering activities; preparation of recommended capital plan; preparation of long- and short-range planning analyses and forecasts; customer services; finance, accounting, budgeting, longer-term financial forecasting and treasury operations related to the T&D System; and other general activities such as information technology, human resources, procurement, implementation of emergency response and reporting. Under the OSA, LIPA has policy making and oversight responsibilities and obligations for the operation and maintenance of the T&D System consistent with the LIPA Reform Act. LIPA's specific rights and responsibilities with respect to the T&D System include: the right to determine all T&D System rates and charges; the right to review and approve the consolidated budget pursuant to the procedures outlined in the OSA and the LIPA Reform Act; responsibility for financing the business and operations of the Authority and LIPA; compliance with any financing documents and administration of debt service for all debt of the Authority and LIPA; and overall responsibility for the Authority's and LIPA's legal matters, including reporting and related legal compliance. LIPA and PSEG Long Island mutually agree to Performance Metrics described above and reasonable budgets to achieve those metrics.

In addition to the expansion of operational duties and obligations of PSEG Long Island under the OSA as compared with the prior service provider, PSEG Long Island is now the retail brand for electric service on Long Island.

Termination of OSA. The OSA contains customary events of default, including bankruptcy, payment failures and failure to perform material obligations under the agreement, as well as cure rights. The OSA may be terminated upon an event of default that has not been timely cured. If a bankruptcy-related event of default occurs under the OSA, the OSA terminates immediately without further action by the non-defaulting party. For payment defaults or, in the case of PSEG Long Island and certain of its affiliates only, credit support-related defaults, the non-defaulting party may terminate upon not less than fifteen Business Days' written notice to the other party. For other events of default, the non-defaulting party must generally provide not less than ninety Business Days' written notice prior to termination. Immediately upon the expiration or any earlier termination of the OSA, the PSEG Long Island service company will transfer the membership interests in the PSEG Long Island service company and all corporate books and records to LIPA or, at LIPA's direction, its designee at no cost to LIPA or its designee. LIPA and PSEG Long Island will mutually agree upon such instruments, agreements and other documents as may be reasonably necessary to effect such transfer.

Additional Service Provider Termination Rights. Under the OSA, PSEG Long Island may terminate the agreement in the event of either a (i) LIPA Privatization, (ii) LIPA Municipalization or (iii) Change in Regulatory Law (all as defined in the OSA) (each, a "PSEG Long Island Termination Event"). If a PSEG Long Island Termination Event occurs and PSEG Long Island exercises its right to terminate the OSA, the termination notice period would generally extend for 12 or 14 months (depending on the PSEG Long Island Termination Event). Under the OSA, LIPA has the option to extend the effective date of any such termination for up to 6 months. In addition, if LIPA cannot procure and contract with a successor service provider prior to the termination date of the OSA, LIPA could seek to commence an arbitration proceeding under the OSA on the grounds, among others, that termination of the OSA under such circumstances would be contrary to the public interest and should, therefore, be deferred.

Additional LIPA Termination Rights. LIPA may also terminate the OSA at any time if LIPA is privatized or operation of LIPA's T&D System is "fully municipalized" upon not less than six months' notice. In addition, if a Change of Control of PSEG Long Island occurs or certain affiliated entities, LIPA may terminate the OSA upon not less than thirty days' notice. LIPA also has the additional right to terminate the OSA if PSEG Long Island fails to satisfy either the major storm performance metric or the minimum performance level metric in the then-current contract year and any of the preceding two (2) contract years upon not less than six months' prior written notice. If LIPA exercises the right to terminate the OSA, it must set forth in its written termination notice a termination date which cannot exceed 12 months following the date of such notice.

Service Provider as LIPA's Agent. The OSA designates PSEG Long Island as LIPA's agent to enter into purchase, rental and other contracts on behalf of and for the account of LIPA to properly operate and maintain the

T&D System and to maintain the records of LIPA, and to make such additions and extensions to the T&D System and to enter into certain customer-related contracts under LIPA's tariff, as appropriate. The designation as agent enhances the financial benefits and relationship between the parties under the agreement, including the ability to achieve certain sales and use tax savings.

DPS Long Island and the Three Year Rate Plan. In accordance with the LIPA Reform Act, the OSA established a process for proceedings, including a statutorily mandated three-year rate plan for the 2016-2018 period (the "Three Year Rate Plan"), and rate proposals that seek to increase rates over 2.5% of aggregate revenues annually, for review by the DPS and recommendation to the Authority's Trustees. As provided in the LIPA Reform Act, the OSA required that PSEG Long Island prepare a preliminary Three Year Rate Plan including information supplied by LIPA, designed to ensure that LIPA and PSEG Long Island provide safe and adequate transmission and distribution service in the service territory at rates which are (i) at the lowest level consistent with sound fiscal operating practices and (ii) sufficient to generate revenues to satisfy LIPA's obligations to its bondholders, lenders and other creditors and contract counterparties including PSEG Long Island. The OSA specifically acknowledges the Authority Board's sole right to set final and interim rates. See "RATES AND CHARGES – Authority to Set Electric Rates" below for more information about process and outcomes of the Three Year Rate Plan.

DPS Rate Proceeding and Budgeting. The OSA provides that in any DPS rate proceeding (i.e., related to the Three Year Rate Plan or for increases over 2.5% of annual revenues or otherwise as described above), LIPA will provide evidentiary and other support and submit its views regarding the LIPA portion of the rate plan, and PSEG Long Island will be responsible for the rest of the rate plan, and both parties may submit their own views on the filing. If the DPS proposes a draft recommendation to either party, the parties must work together to determine if the proposed recommendation is consistent with the OSA and LIPA's statutory obligations. If the parties cannot agree on such a conclusion, but the recommendation is presented to the Trustees for approval, PSEG Long Island may present its views about the recommendation to the Trustees at any Board meeting prior to a vote. Upon receipt of a final recommendation from the DPS, the parties have 21 days to negotiate and finalize an updated budget, during which time the Authority Board would not take final action on the DPS recommendation unless necessary to comply with bond covenants or applicable law. If agreement on the budget is not reached within 21 days, then the parties would submit the matter for resolution through expedited binding arbitration.

Customer Rate Changes. The OSA allows either party to propose to the other, a rate change deemed necessary, upon the same basis as stated above. Following negotiations, PSEG Long Island will prepare a proposal within 30 days for LIPA's review and within 30 days thereafter, the parties will engage in good faith discussions to agree on the rate change proposal. Following this process, the Authority can implement a change in rates or charges provided it is consistent with the OSA and the LIPA Reform Act.

Voluntary DPS Rate Filing. For any rate filing permitted, but not required under the LIPA Reform Act, the OSA sets forth that the process described above will be followed for a DPS proceeding.

The Securitization Authority and Securitization Transactions

Part B of the LIPA Reform Act, also referred to herein as the Securitization Law, created UDSA and authorized the issuance of UDSA bonds to retire a portion of the Authority's existing debt. The Securitization Law authorizes the Authority to adopt financing orders that create restructuring property and authorize the issuance of restructuring bonds. Any financing order will be irrevocable after the time for any appeal to such financing order has lapsed. The Securitization Law requires that the proceeds of the restructuring bonds be used by UDSA to purchase restructuring property created by a financing order from the Authority and to pay or fund upfront financing costs. It also requires that the Authority use the proceeds of the restructuring bonds it receives from its sale of the restructuring property to UDSA only to pay approved restructuring costs, which include the costs of repurchasing, redeeming, repaying or defeasing certain of the Authority's outstanding indebtedness and upfront financing costs, and, if funds remain after the approved restructuring costs are paid, to refund or credit to consumers any such surplus, to the extent practical. As required by the LIPA Reform Act and each financing order, each restructuring charge will be adjusted at least annually and if determined to be necessary, semiannually or more frequently, to ensure that the expected collection of the restructuring charge is adequate to timely pay all scheduled payments of principal and interest on the related restructuring bonds and all ongoing financing costs when due.

The LIPA Reform Act mandates that the restructuring charges are irrevocable, non-bypassable consumption-based charges. "Non-bypassable" means that the restructuring charges will be collected from customers, as long as such customer is connected to the T&D System and is taking electric delivery service in the

Service Area, even if such customer also produces some of its own electricity or purchases electric generation services from a provider of electric generation services who is not the owner of the T&D System Assets and even if the T&D System Assets are no longer owned by LIPA. Certain customers that self-generate eligible renewable power will only pay restructuring charges based upon their "net-billed" consumption. The obligation of customers to pay the restructuring charges is not subject to any right of set-off in connection with the bankruptcy of LIPA or any other entity.

A restructuring charge is a Transition Charge for purposes of the Resolution and amounts collected in respect thereof are not Revenues subject to the lien of the Resolution or the Subordinated Resolution and can only pay debt service on the related restructuring bonds and related costs. All payments from or on behalf of customers, including all Revenues and Transition Charges, are initially deposited into an allocation account maintained by the Authority and allocated daily by the Authority among Revenues transferred to the Revenue Fund and the restructuring charges transferred to one of the collection accounts established under indentures relating to the UDSA restructuring bonds issued in 2013, 2015, 2016 and 2017, respectively. UDSA issued approximately $4.5 billion of restructuring bonds in several series effectively exhausting UDSA's ability to issue restructuring bonds under the amended Securitization Law. Restructuring bonds are not secured by the Trust Estate described herein. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS – Payment of Revenues Pursuant to Financing Agreement." Restructuring bonds are not obligations of the Authority, LIPA, PSEG Long Island or any of their affiliates and bonds and other obligations issued or incurred by the Authority and LIPA are not obligations of UDSA.

Restructuring charges are collected by LIPA, as the initial Servicer, under servicing agreements between LIPA and UDSA. As Servicer, LIPA is responsible for monitoring the collateral securing the UDSA bonds, taking all necessary action in connection with adjustments to the restructuring charges and certain reporting requirements. However, in its role as T&D System manager under the OSA, PSEG Long Island performs several functions otherwise provided by LIPA including billing and collecting the restructuring charges from customers, meter reading and forecasting. For each issuance of restructuring bonds, UDSA and LIPA also signed an Administration Agreement under which LIPA, acting as Administrator, performs certain administrative and other duties on behalf of UDSA.

The Power Supply Agreement

In 2012, the Authority and National Grid signed the PSA to provide for the continued purchase of generation (including capacity and related energy) from the fossil-fired GENCO Generating Facilities for a maximum term of 15 years commencing in May 2013. The PSA provides approximately 3,700 MW of on-Island capacity for the term of the agreement and provides LIPA with the option to ramp down (i.e., cease purchasing capacity from) a portion of the PSA units. However, LIPA has no obligation to purchase energy from the GENCO Generating Facilities and can purchase energy on a least-cost basis from all available on-Island and off-Island sources, consistent with existing transmission interconnection and T&D System limitations. The PSA also provides for certain penalties related to guaranteed performance levels by GENCO, including unforced capacity (i.e., capacity adjusted for forced outages) and efficiency levels (heat rate) of the generating facilities. See "THE SYSTEM – Power Supply" below. *This summary of the PSA is not complete and reference is made to the PSA for full and complete statements of such agreement and all provisions. The PSA has been filed with the MSRB's EMMA and is included by specific cross-reference herein. For convenience, a copy of the PSA can also be found on the Authority's website (https://www.lipower.org/about-us/contracts-reports/) under the caption "Major Contracts."*

2017 FINANCIAL INFORMATION

The Authority's consolidated financial statements and required supplementary information are attached hereto as Appendix A.

RECENT DEVELOPMENTS

Reforming the Energy Vision, the Clean Energy Standard and the Zero-Emissions Credit Requirement

The PSC commenced its Reforming the Energy Vision (or "REV") initiative to transform the State's energy industry and regulatory practices in April 2014. Reports and additional REV information are available on the DPS website at http://www.dps.ny.gov/. Information on that website is not included herein by specific cross-reference.

In June 2015, the New York State Energy Planning Board released its 2015 State Energy Plan (the "SEP"). The SEP coordinates state agencies that impact energy policy to advance the REV strategy. The SEP reflects the following goals for the State to meet by 2030: (i) a 40 percent reduction in greenhouse gas emissions from 1990 levels; (ii) 50 percent of electric generation from renewable energy sources; and (iii) a 23 percent decrease in energy consumption in buildings from 2012 levels. Also, the State has announced goals to reduce greenhouse gas emissions 80 percent below 1990 levels by 2050. In January 2016, the PSC expanded the scope of its REV proceeding to include consideration of a clean energy standard ("CES"). In August 2016, the PSC issued an Order Adopting a Clean Energy Standard. The PSC has also issued subsequent CES implementation orders. The CES is divided into a Renewable Energy Standard ("RES") and a Zero-Emissions Credit ("ZEC") requirement. In the CES Order, the PSC requires each load serving entity ("LSE") within its jurisdiction to serve its retail customers (the CES Order assumes Authority participation as well) by procuring new renewable resources, evidenced by the procurement of qualifying Renewable Energy Credits ("RECs") at incrementally larger percentages for the years 2017 through 2030, with sufficient lead time for the load serving entities to incorporate the changes into their planning processes. The load serving entities can meet their obligations by purchasing RECs from the New York State Energy Research and Development Authority ("NYSERDA"), by purchasing qualified RECs from other sources, or by making alternative compliance payments to NYSERDA. Resources eligible to produce RECs will be resources that came into operation after January 1, 2015, and that meet the eligibility criteria set forth in the CES Order.

The Authority's Board of Trustees adopted a policy on Resource Planning, Energy Efficiency, and Renewable Energy, which can be found on the website at https://www.lipower.org/mission/, and that directs staff to voluntarily meet the CES Order. Information on that website is not included herein by specific cross-reference.

The PSC also proposed that each LSE, including the Authority, preserve the environmental values or attributes of qualified zero-emissions nuclear-powered electric generating facilities by purchasing an amount of ZECs in proportion to the electric load energy served by the LSE in relation to the total electric load energy served by all LSEs in the State. At its September 21, 2016 meeting, the Authority Trustees authorized an agreement with NYSERDA for the purchase of ZECs and to receive its share of such revenues for its ownership interest in NMP2. The Authority's staff expects that the cost to the Authority for its purchase of ZECs will be approximately $46 million for the full calendar year 2018. Costs could increase with the projected social cost of carbon as determined by the federal government or decrease with forecasted wholesale market prices, as outlined in the CES Order.

The Authority's tariff provides for net metering of certain residential and nonresidential customer-generators of renewable power, such as solar, wind, farm waste, micro-combined heat and power, fuel cells, micro-hydroelectric and hybrids. The net meters measure only the net electricity provided to or by the customer-generator using the T&D System. On March 9, 2017, the PSC adopted the first phase of its net metering successor plan (*see* Order on Net Energy Metering Transition, Phase One of Value of Distributed Energy Resources, And Related Matters, New York Public Service Commission Case 15-E-0751 (the "Phase One Order")), which provides a new mechanism for utility compensation of certain distributed energy resources interconnected after March 9, 2017. Under the Phase One Order, large commercial customers will be compensated with a value stack comprising values for energy, capacity, environmental, and demand reduction costs. Notwithstanding the fact that the Authority is not subject to PSC jurisdiction, the Authority implemented the PSC's net metering successor plan within the Service Area, including value stack compensation for large commercial customers, on January 1. 2018. The Authority also implemented net metering grandfathering provisions, which provide that (i) large commercial customers whose net metering eligible generation systems were interconnected or substantially interconnected by May 1, 2018 will remain net metering eligible for the life of the customer's system and (ii) eligible mass market customers who become substantially interconnected after January 1, 2018 and by January 1, 2020 will be eligible for the existing net metering framework, but with a 20-year sunset. As of the date hereof, the Authority has net metering arrangements with eligible customer-generators in the Service Area equal to approximately 6.1% of the Authority's reference year (2005) peak load.

While the Authority is not a regulated utility subject to the PSC's jurisdiction, it has been and expects to continue to monitor the REV proceeding closely and review and evaluate orders put forth by the PSC and implemented by the investor-owned utilities to develop and recommend a plan of action by the Authority consistent with REV goals and objectives. The Authority cannot predict the outcome of the REV proceeding or related proceedings or their impact on the business, operations or financial condition of the Authority.

Integrated Resource Plan and Repowering Studies

PSEG Long Island conducted an Integrated Resource Plan ("IRP") that concluded in mid-2017, which analyzed the generation and transmission investments LIPA may need to initiate over the next 20 years (2016-2035). Decisions on needs identified beyond the next several years will be deferred until after a future IRP study, as changing electric grid conditions could alter future investment. The forecasted need for power plants in 2030 on Long Island has declined by 1,700 megawatts (24%) since 2013, the equivalent of 3-5 large baseload central station power plants. This reduction is primarily due to greater adoption of energy efficiency and rooftop solar, and is consistent with state and national trends. As described above, the State has adopted a 50 percent renewable by 2030 goal, which dictates that each electric utility supply an increasing share of its energy needs each year from renewable generation. At its July 26, 2017 meeting, the Board adopted a Policy on Resource Planning, Energy Efficiency and Renewable Energy that requires LIPA to meet its share of the State's renewable energy goals. As projected in the IRP, LIPA's share could involve the addition of approximately 800 megawatts of new renewable generation by 2030 or the purchase of an equivalent amount of renewable energy certificates (RECs) through NYSERDA's renewable energy program.

As part of the IRP, PSEG Long Island reviewed the Caithness II proposal to build a new plant, and the Authority issued feasibility studies of the repowering proposals for both Port Jefferson and E.F. Barrett steam plants. Because of the excess generation capacity reflected in the IRP, Authority staff recommended to the LIPA Board of Trustees that LIPA not contract for new baseload combined cycle power plants or repower existing steam plants. The Brattle Group provided an independent second opinion of PSEG Long Island's reliability planning criteria and the proposals for certain combined cycle plants (Caithness II and the repowerings of the Barrett and Port Jefferson). The DPS also participated in the Brattle Group review and provided a recommendation to LIPA. See "THE SYSTEM – Power Supply – *Future Power Supply Resources*" below for additional information including the Authority's staff recommendations deriving therefrom.

The Authority and PSEG Long Island are also participating in the development of the State's Offshore Wind Master Plan, which involves efforts to license and procure sufficient offshore wind resources to meet the State's goal of 2,400 MW of such resources by 2030. As a significant portion of those resources will likely be interconnected to the T&D System, studies are underway to examine the need for transmission reinforcements and flexible resources (e.g., peaking plants and energy storage) to enable the reliable and cost-effective integration of offshore wind into the local and regional power grid.

Suffolk County PILOTs

The Authority received notices in 2017 from Suffolk County claiming to enforce liens against certain of its properties for allegedly unpaid real estate taxes. The Authority is exempt from real estate taxes but is authorized by statute to make PILOTs. The Authority's payments to municipalities are limited by the LIPA Reform Act. The Authority has paid the full amount of PILOTs it is authorized by law to pay. Even if there were unpaid real estate taxes, no municipality including Suffolk County would have the power to enforce a lien on the Authority's property. The Authority has filed a legal action to negate any attempt by Suffolk County to enforce the alleged tax liens.

Power Plant Property Tax Litigation

The Authority has filed tax certiorari challenges against the County of Nassau, the Town of Huntington, the Town of Brookhaven and the Village of Port Jefferson related to certain of the power plants subject to the PSA. LIPA currently reimburses National Grid for the property taxes assessed against the plants by the taxing jurisdictions. The Authority is currently pursuing property tax challenges in Nassau County on the E.F. Barrett Power Station in Island Park and the Glenwood Generating Station in Glenwood Landing, and in Suffolk County on the Northport Power Station and the Port Jefferson Power Station. Relatedly, a number of municipalities and school districts that host the subject power plants have filed lawsuits against the Authority claiming that certain provisions of the Original PSA and the PSA prohibit the Authority from filing tax certiorari challenges for the plants. All parties have filed motions for summary judgment in those proceedings and the parties are awaiting a decision from the court.

DERIVATIVES AND HEDGE ACTIVITIES

The Authority uses financial derivative instruments and physical hedges to manage the impact of changes in electric prices, fuel costs and interest rates on its electric rates.

Commodity Hedging

The Authority is exposed to volatile energy commodity prices in the normal conduct of its operations. These costs are recovered from the Authority's customers through the Power Supply Charge on customer bills, which may change monthly in response to actual and projected fuel and purchased power costs. While costs vary with supply and demand for energy related resources (which include seasonal, weather, transportation, natural disaster, and other influences), the Authority's customers prefer greater stability in electric rates from month-to-month. The hedging of certain components of power supply costs reduces the volatility of the Power Supply Charge.

The Authority manages the volatility of the Power Supply Charge using financial derivative and physical hedges according to a defined risk management program and hedging plan overseen by an Executive Risk Management Committee or ERMC. The ERMC comprises the Chief Financial Officer and other members of Authority management. The Authority has authorized PSEG ER&T to implement this risk management plan as the Authority's agent. The power supply commodity hedging program identifies price and volume targets for power supply commodities with the goals of stable and reasonable fuel and purchased power costs. As of March 31, 2018, the Authority posted $22.5 million cash collateral to the Authority's clearing broker for its power supply commodity hedge positions. The mark-to-market value as of March 31, 2018 for the Authority's power supply commodity hedge positions was negative $21.9 million.

Interest Rate Hedging

The Authority manages a portion of its interest rate risk with derivative instruments. As of March 31, 2018, the Authority had seven interest rate exchange agreements with a notional value of $1.90 billion relating to its outstanding indebtedness. The Authority monitors its interest rate derivative exposure regularly. The Authority is subject to collateral posting requirements on certain of its interest rate derivatives depending on the ratings of the Authority and, in certain cases, the swap insurer Assured Guaranty Municipal Corp. (formerly "FSA") ("Assured"). The Authority has not had to post collateral for its interest rate derivatives.

For one of the Authority's swaps (with a mark-to-market at March 31, 2018 of negative $8.45 million) the Authority must collateralize the negative mark-to-market when it exceeds a $30 million threshold following a downgrade of the Authority's senior lien debt to below Baa3, BBB- or BBB- by Moody's, S&P, or Fitch , respectively. Such a downgrade may also require the Authority to execute collateral documentation related to a separate swap (with a mark-to-market at March 31, 2018 of negative $4.2 million). Additionally, one of the Authority's swaps with existing collateral documentation (mark-to-market at March 31, 2018 of negative $4.2 million) requires the Authority to collateralize following a downgrade of the Authority's senior lien debt to below Baa3 or BBB- from either Moody's or S&P, respectively.

Regarding a swap insured by Assured (with a mark-to-market at March 31, 2018 of negative $180.09 million), the Authority may have to execute collateral documentation if both the insurer's rating falls below A2 by Moody's and A by S&P, *and* the Authority's senior lien debt rating falls below A3 by Moody's and A- by S&P. For the other swap insured by Assured, the collateral posting is affected only by the Authority's ratings as discussed in the preceding paragraph.

In certain cases, the Authority may provide alternative credit support in lieu of posting collateral and/or executing collateral documentation.

The swap counterparties can terminate the swaps only following certain events related to the Authority, including payment defaults or other uncured events of default, bankruptcy, insolvency, bond-related events, or credit rating downgrades of the Authority and/or the swap insurer (if applicable). Under the majority of the Authority's swap agreements, the counterparties do not have the right to terminate until one of the Authority's senior lien credit ratings is downgraded below investment grade. Some counterparties may also terminate if, following a downgrade of the Authority and/or Assured below certain levels, the Authority does not provide credit support, post collateral or execute collateral documentation.

Under GASB 53, *Accounting and Reporting for Derivative Instruments*, and GASB 72, *Fair Value Measurement and Application,* the Authority records its derivatives at fair value. For a further discussion of these matters, and for a summary of certain interest rate exchange agreements, see Note 8 of Notes to Basic Financial Statements.

On July 27, 2017, the Financial Conduct Authority announced that it will no longer persuade or compel banks to submit rates for the calculation of the London Interbank Offered Rate Rates ("LIBOR") after 2021 (the "FCA Announcement"). Certain of the Authority's swaps use a LIBOR based rate as a reference rate for determining the interest rate and/or other payment obligations. It is not possible to predict the effect of the FCA Announcement, any changes in the methods pursuant to which LIBOR rates are determined, or any other reforms to LIBOR that may be enacted, any of which may adversely affect the determination of LIBOR rates or result in the phasing out of LIBOR as a reference rate. Any such effects could cause a sudden or prolonged increase or decrease in reported LIBOR rates, or result in the replacement of LIBOR with other reference rates, and could have a negative impact on the market value of the Authority's interest rate derivative and payment obligations.

RATES AND CHARGES

The Act and the Rate Covenant

The Act requires that any bond resolution of the Authority contain a covenant that it will at all times maintain rates, fees or charges sufficient to pay the costs of operation and maintenance of facilities owned or operated by the Authority; payments in lieu of taxes; renewals, replacements and capital additions; the principal of and interest on any obligations issued pursuant to such resolution as the same become due and payable; and to establish or maintain any reserves or other funds or accounts required or established by or pursuant to the terms of such resolution.

Rate Tariffs and Adjustments

LIPA's base retail electric rates generally reflect traditional rate designs and include fixed customer charges for all customer classes, seasonal energy rates for all customer classes except street lighting, and seasonally differentiated demand charges for non-residential customer classes (greater than seven kW). Economic development and load retention incentives are provided to a small number of commercial customers. Miscellaneous service charges, pole attachment charges, and wireless rental charges are also assessed monthly. Besides the base delivery service charges, the Authority's electric rates include a Power Supply Charge (described below), a PILOT payments recovery rider (described below), a rider providing for the recovery of the Suffolk Property Tax Settlement, a Distributed Energy Resources ("DER") Charge to recover the costs of LIPA's customer-side efficiency programs, a Revenue Decoupling Mechanism (described below), a Delivery Service Adjustment Charge (described below) and the State Assessment Charge to recover the cost of the Temporary State Energy and Utility Conservation Assessment and Department of Public Service Assessment (authorized by Public Service Law Section 18-a and the LIPA Reform Act).

Power Supply Charge

The Power Supply Charge recovers LIPA's power supply costs. The Power Supply Charge is updated monthly which is consistent with the process used by other major State electric utilities. The Power Supply Charge also recovers the costs associated with LIPA's compliance with the State's CES, including costs incurred in complying with REC and ZEC requirements.

PILOTs

The Act also requires the Authority to make payments in lieu of taxes, i.e., PILOTs, related to revenues and to property taxes. The Authority makes payments in lieu of taxes to municipalities and school districts on Authority owned property equal to the property taxes that would have been received by each such jurisdiction from LILCO if the acquisition by the Authority had not occurred. Part A of the LIPA Reform Act limits the increase in PILOTs assessed by municipalities on Authority owned facilities to no more than 2% per year, beginning in 2015, which is significantly less than the 6.6% rate of growth of property based PILOTs over the 10 years prior to the LIPA Reform Act. Such PILOTs are recovered in the Authority's base rates, which are adjusted annually for the actual amount of anticipated PILOT payments on Authority owned property. Additionally, property tax expense reimbursed to National Grid related to the GENCO units, and property taxes in all other power purchase agreements, are recovered in the Power Supply Charge.

The Authority also makes PILOTs for certain State taxes (including gross receipts taxes) and local taxes (including transit station maintenance surcharges charged by the Metropolitan Transportation Authority of New York) which would otherwise have been imposed on LILCO. The PILOT payments recovery rider allows the Authority to recover PILOTs representing these gross receipts taxes and surcharges.

Restructuring Charges

The Authority's bills also recover the restructuring charges owed by the Authority's customers to UDSA. Restructuring charges secure only the restructuring bonds and any adjustments thereto are not subject to the below-described DPS review. Restructuring charges are not subject to the lien of the Resolution or Subordinated General Resolution. In addition, the UDSA restructuring bonds are not obligations of the Authority, LIPA, PSEG Long Island or any of their affiliates and bonds and other obligations issued or incurred by the Authority and LIPA are not obligations of UDSA.

Authority to Set Electric Rates

The Authority is empowered under its enabling statute to set rates for electric service in the Service Area without obtaining the approval of the PSC, the DPS or any other State regulatory body. Under the LIPA Reform Act, by February 1, 2015, the Authority and PSEG Long Island had to submit to the DPS a three-year rate proposal for rates and charges to take effect on or after January 1, 2016. After the 2016 to 2018 period, the Authority and PSEG Long Island must submit a proposed rate increase for DPS review if it would increase the rates and charges by an amount that would increase the Authority's annual revenues by over 2.5%. The Authority does not expect to increase rates and charges by over 2.5% of annual revenues in 2019. In addition, the Authority may place rates in effect on an interim basis, and such interim rates are subject to prospective adjustment only. The Authority retains final rate setting power.

On January 30, 2015, a Three Year Rate Plan for the period 2016-2018 was submitted by PSEG Long Island and the Authority for review by the DPS. On September 28, 2015, the DPS submitted its rate recommendation to the Authority's Board (the "Recommendation"). Documents relating to the rate plan filing can be found at the DPS's website (www.dps.ny.gov) under PSEG Long Island Electric Rate Case (Case #15-00262) at: http://documents.dps.ny.gov/public/MatterManagement/CaseMaster.aspx?MatterSeq=47329&MNO=15-00262. In addition, certain information relating to the rate plan filing can be found on the Authority's website (www.lipower.org) at: http://www.lipower.org/investors. Information on those websites is not included herein by specific cross-reference.

The Recommendation was for the Authority to set rates designed to increase revenues by $30.4 million in 2016, $77.6 million in 2017, and $79.0 million in 2018, respectively, which rates represent a cumulative revenue requirement increase of $325.4 million or 5.0%. At those proposed levels, the Authority's overall electric revenues, including power supply costs, would have increased by approximately 0.8%, 2.1%, and 2.1%, respectively.

The Three Year Rate Plan adopted the "Public Power Model" of rate-setting, which makes use of the debt service coverage method in determining revenue requirements. For the Authority this entails fixed obligation coverage targets (including capitalized leases) on Authority issued debt of 1.20x, 1.30x, 1.40x in 2016, 2017, and 2018 (and 1.45x in 2019, after the Three Year Rate Plan). The fixed obligation coverage for 2016 and 2017 was approximately 1.26x and 1.33x, respectively. With UDSA's restructuring bonds included, those coverage ratio targets are at least 1.15x, 1.20x, and 1.25x in 2016, 2017, and 2018, respectively. When UDSA's restructuring bonds are included, the fixed obligation coverage for 2016 and 2017 was approximately 1.19x. and 1.22x, respectively. Depreciation expense, amortization of the acquisition adjustment and of other regulatory assets, and the difference between the accrual expense and actual required cash contributions to PSEG Long Island OPEBs, are non-cash expenses excluded from the Authority's methodology for coverage calculation. The Three Year Rate Plan also included a credit rating target to raise the Authority's credit ratings to A2 by Moody's, A by S&P, and A by Fitch over five years. Additionally, the filing sought through increasing fixed obligation coverage targets to bring down the level of debt funding as a percentage of the annual capital program to 64% or less. The Authority has adopted a policy on Debt and Credit Markets that codifies these targets, which can be found on its website at https://www.lipower.org/mission/. Such information on the website is not included herein by specific cross-reference. Achieving these financial targets involves risks and uncertainties, and therefore the Authority's actual performance may differ from the targets.

The Recommendation also includes an annual update process to adjust delivery rates higher or lower to reflect measurable changes in certain specified projected costs ("Staged Updates") during the three years of the rate plan and a permanent mechanism (the "Delivery Service Adjustment") to reconcile certain specified projected costs to actual costs in each year.

The Staged Updates provide for updating electric rates at the beginning of each year for items subject to variability due to external factors including, among others: debt service (also subject to the Delivery Service Adjustment); property-based PILOTs; and certain other legal or regulatory changes.

The Delivery Service Adjustment provides cost recovery for certain items that can vary significantly due to external factors, which items include, among others: debt service (variances in interest rates, capital expenditures and savings derived from UDSA's financings) and storm expenditures (variances from the annual budget for storm expenses in base rates). The Delivery Service Adjustment is expected to be calculated through the end of September each year, which allows for the bill impact to be known before annual budget approval and the adjustment to be implemented on the following January 1 of each year.

In addition, the Recommendation affirmed the Authority's use of a "Revenue Decoupling Mechanism." The Authority's Board established a Revenue Decoupling Mechanism in March 2015 as an "Adjustment to Rates and Charges," which PSEG Long Island may calculate and update each year according to the pre-defined terms of the tariff. All six of the major New York electric utilities have Revenue Decoupling Mechanisms. Mechanically, Revenue Decoupling Mechanisms function by comparing actual revenues with authorized revenues and crediting (or collecting) any differences due to (or from) customers. The Revenue Decoupling Mechanism covers all sources of variances in delivery service revenues including any net lost revenues attributable to implementing energy efficiency or net metering programs, any revenue variances (positive or negative) caused by weather patterns, and revenue variances (positive or negative) that result from changes in economic conditions.

Recent Modifications to the Tariff

Effective January 1, 2018, the Authority modified the net energy metering and related provisions of the Authority's Tariff to implement Phase One of the PSC's Value of Distributed Energy Resources proceeding, as discussed above in the Recent Developments section. The Authority also recently increased the discounts available to low income customers and added an on-bill financing option for transmission and distribution lines undergrounded at the request of a municipality. For more information on recent modifications to the Authority's Tariff, see the "Approved Rulemaking" section of the website: https://www.lipower.org/about-us/tariff/approved-rulemaking/.

Comparative Rates

The table below sets forth LIPA's 2017 average residential and commercial rates as compared with certain New York City metropolitan area electric utilities.

Comparative Rates

Utility Name	2017 Average Residential Price (cents/kWh)	2017 Average Commercial Price (cents/kWh)
Consolidated Edison Co-NY	25.34	19.73
United Illuminating Company	23.61	17.09
Orange & Rockland Utilities	22.24	14.65
Long Island Power Authority	19.77	18.75
Eversource (CL&P)	19.43	16.06
PSE&G (New Jersey)	16.16	12.27

Source: Form EIA-826: http://www.eia.gov/electricity/data/eia826/

BILLING AND COLLECTIONS

At December 31, 2017, the Authority served approximately 1.1 million customers in its service area. For the 12-month period December 31, 2017, the 12-month write-off rate for uncollectible accounts was 0.73%, which was higher than the write-off rate average over the preceding five fiscal years.

SECURITY AND SOURCES OF PAYMENT FOR THE BONDS

Under the OSA, the service provider must bill and collect such fees, rates, rents and charges for the use and services of the T&D System as established by the Authority under the Resolution and the Act.

Since LIPA owns the System, the Financing Agreement contains covenants as to the operation and maintenance of the System, and the Resolution contains covenants of the Authority to enforce the Financing Agreement and assigns to the Trustee certain of the Authority's rights and interests under the Financing Agreement, including the right to bring actions and proceedings to enforce the Financing Agreement.

Pledge of Trust Estate

The Resolution pledges the Trust Estate for the payment of the Bonds and all Parity Obligations, subject to the provisions of the Resolution, the Act and the Financing Agreement permitting certain applications of the Trust Estate and subject to the prior payment of Operating Expenses.

The Resolution authorizes the application of Revenues to certain purposes free and clear of the lien of the pledge. These applications include payment of Operating Expenses from the Operating Expense Fund prior to the deposit of Revenues in the Debt Service Fund. In addition, amounts on deposit in the Rate Stabilization Fund may be used for any lawful purpose of the Authority or LIPA, and amounts retained in the Revenue Fund may be used for any lawful purpose of the Authority or LIPA, as determined by the Authority.

The principal items in the Trust Estate pledged by the Resolution include:

(i) all payments received by the Authority from LIPA under the Financing Agreement, and all rights to receive the same;

(ii) all Revenues and all right, title and interest of the Authority in and to Revenues, and all rights of the Authority to receive the same;

(iii) the proceeds of sale of Bonds until expended for the purposes authorized by the Supplemental Resolution authorizing such Bonds; and

(iv) all funds, accounts and subaccounts established by the Resolution, including securities credited thereto and investment earnings thereon.

The Authority covenants in the Resolution that it will not, and will not permit LIPA to, issue any bonds, notes or other evidences or indebtedness or otherwise incur any indebtedness, other than Bonds or Parity Obligations, secured by a pledge of or other lien or charge on the Trust Estate which is prior to or of equal rank or priority with the pledge made by the Resolution, and that it will not create or cause to be created any lien or charge on the Trust Estate which is prior to or of equal rank or priority with the pledge made by the Resolution.

Payment of Revenues Pursuant to Financing Agreement

Under the Financing Agreement, LIPA transfers to the Authority all its right, title and interest in and to the Revenues, including all right to collect and receive the same, subject to the provisions of the Financing Agreement and the Resolution providing for the application of Revenues, and consents to the assignment by the Authority to the Trustee of its interest therein.

Revenues are defined in the Resolution to mean all revenues, rates, fees, charges, surcharges, rents, proceeds from the sale of LIPA assets, proceeds of insurance, and other income and receipts, as derived in cash, directly or indirectly from any of LIPA's operations, by or for the account of the Authority or LIPA including but not limited to all payments received by the Authority or LIPA with respect to any guaranty of performance under any System Agreement and all dividends received by the Authority as a result of ownership of any stock or other evidence of an equity interest in LIPA; provided, however, that Revenues shall not include (i) any Transition Charge (as defined below), (ii) any such income or receipts attributable directly or indirectly to the ownership or operation of any Separately Financed Project, or (iii) any federal or State grant moneys the receipt of which is conditioned upon their expenditure for a particular purpose unless the Authority determines that such moneys constitute Revenues. Revenues also do not include any amounts, or amounts from any sources, as may be specified from time to time by Supplemental Resolution; provided, however, that at such time the applicable additional Bonds tests of the Resolution will be satisfied (whether or not the tests are then required to be met for other purposes) without regard to such amounts. Transition Charge means any rates, fees, charges or surcharges relating to the T&D System or the customers thereof established by irrevocable rate order or other action or instrument, and applicable to or by the Authority or LIPA, in conjunction with the issuance of debt or other securities under a separate resolution, indenture or similar instrument (other than the Resolution) to the extent such rates, fees, charges or surcharges are pledged or otherwise encumbered or conveyed as security for such debt or other securities. Each financing order contains a finding that the applicable restructuring charge is a Transition Charge for purposes of the Resolution. See "INTRODUCTION TO THE AUTHORITY AND LIPA – The LIPA Reform Act."

Funds

The Resolution establishes the following Funds: the Construction Fund; the Revenue Fund; the Operating Expense Fund; the Debt Service Fund; the Parity Contract Obligations Fund; the Subordinated Indebtedness Fund; the LIPA Unsecured Debt Fund; the PILOTs Fund; and the Rate Stabilization Fund, all to be held by or on behalf of the Authority except for the Debt Service Fund, which is to be held by the Trustee.

Flow of Funds

The Authority is required by the Resolution, as promptly as practicable after receipt thereof by LIPA, to deposit all Revenues in the Revenue Fund. Amounts on deposit from time to time in the Revenue Fund shall be withdrawn and deposited in this order of priority:

FIRST: to the Operating Expense Fund, the amount determined by the Authority from time to time to be deposited to pay, or to be set aside therein as a reserve for the payment of, Operating Expenses;

SECOND: (A) to the Debt Service Fund, the amounts required to pay or provide for the payment of the Principal Installments and Redemption Price of and interest on Bonds and Parity Reimbursement Obligations; and

(B) to the Parity Contract Obligations Fund, the amount determined by the Authority to be required to be deposited therein to pay or provide for the payment of Parity Contract Obligations;

THIRD: if such amounts are not expected by the Authority to be required thereafter for purposes of paragraphs FIRST and SECOND, to the Subordinated Indebtedness Fund, the amount determined by the Authority to be required to be deposited therein to pay or provide for the payment of Subordinated Indebtedness;

FOURTH: if such amounts are not expected by the Authority to be required thereafter for purposes of paragraphs FIRST, SECOND or THIRD above, to the LIPA Unsecured Debt Fund, the amount determined by the Authority to be required to be deposited therein to pay or provide for the payment of Outstanding LIPA Unsecured Debt;

FIFTH: if such amounts are not expected by the Authority to be required thereafter for purposes of paragraphs FIRST, SECOND, THIRD or FOURTH, to the PILOTs Fund, the amount determined by the Authority to be required to be deposited in such Fund to pay or provide for the payment of PILOTs; and

SIXTH: if such amounts are not expected by the Authority to be required thereafter for purposes of paragraphs FIRST, SECOND, THIRD, FOURTH or FIFTH, to the Rate Stabilization Fund, the amount determined by the Authority to be deposited therein to provide for any payments or deposits from Revenues thereafter.

Any moneys remaining in the Revenue Fund may be used for any lawful purpose of the Authority or LIPA, as determined by the Authority, including, but not limited to, the purchase or redemption of any bonds, notes or other obligations of the Authority or LIPA.

Rate Covenant

The Authority covenants in the Resolution to establish and maintain System fees, rates, rents, charges and surcharges sufficient in each Fiscal Year so that Revenues reasonably expected to be produced in such Fiscal Year will be at least equal to the sum of:

(i) 100% of Debt Service, and amounts under all Parity Contract Obligations, payable by the Authority in such Fiscal Year;

(ii) 100% of the Operating Expenses payable in such Fiscal Year;

(iii) 100% of the amount necessary to pay all PILOTs payable in such Fiscal Year; and

(iv) 100% of the amount necessary to pay other Required Deposits, all other payments required pursuant to the Resolution and the Financing Agreement, and all other payments required for the System, for such Fiscal Year.

If at any time such fees, rates, rents, charges and surcharges are or will be insufficient to meet the Rate Covenant, it will not constitute an Event of Default if and to the extent the Authority promptly takes action reasonably expected by the Authority to cure or avoid any such deficiency or to cause the same to be cured or avoided. In addition, the failure in any Fiscal Year to comply with the covenant in clauses (iii) and (iv) above (the "non-debt service and operating expense rate covenant"), will not constitute an Event of Default if the Authority retains a Rate Consultant and a Consulting Engineer to review System fees, rates, rents, charges and surcharges and review the System Budget and complies with the following sentence. If the Rate Consultant (relying upon a Certificate of the Consulting Engineer) is of the opinion that a schedule of fees, rates, rents, charges and surcharges for the T&D System which would provide funds to meet the requirements specified in the non-debt service and operating expense rate covenant is impracticable at that time and the Authority therefore cannot comply with the non-debt service and operating expense rate covenant, then the Authority will fix and establish such schedule of System fees, rates, rents, charges and surcharges as is recommended in such Certificate by the Rate Consultant to comply as nearly as practicable with the non-debt service and operating expense rate covenant, and in such event the failure of the Authority to comply with the non-debt service and operating expense rate will not constitute an Event of Default.

For the Rate Covenant, at any time, (i) Revenues include any amounts withdrawn or expected to be withdrawn thereafter in any Fiscal Year from the Rate Stabilization Fund which were either (a) on deposit therein prior to such Fiscal Year or (b) proceeds of Bonds or Subordinated Indebtedness issued to fund the Shoreham Credits, (ii) Revenues do not include any proceeds from the sale of LIPA assets or proceeds of insurance, and (iii) Debt Service, Parity Contract Obligations, PILOTs and other Required Deposits will not include any amounts expected by the Authority to be paid from any funds, other than Revenues, reasonably expected by the Authority to be available therefore (including without limitation the anticipated receipt of proceeds of sale of Bonds or Subordinated Indebtedness, or moneys not a part of the Trust Estate, expected by the Authority to be used to pay the principal of Bonds, Parity Contract Obligations, Outstanding LIPA Unsecured Debt or Subordinated Indebtedness, other than proceeds of Bonds or Subordinated Indebtedness issued to fund the Shoreham Credits), which expectations, if included in a resolution of the Authority or Certificate of an Authorized Representative, will be conclusive.

In addition, the Authority covenants in the Resolution to review, or cause LIPA to review, the adequacy of System fees, rates, rents, charges and surcharges at least annually. Except to the extent required by law, the Authority covenants not to permit LIPA to furnish or supply or cause to be furnished or supplied any product, use or service of the System free of charge (or at a nominal charge) to any person, firm or corporation, public or private, unless the Authority determines that other adequate consideration has been, or is expected to be, received in connection therewith, and to cause LIPA to enforce or cause to be enforced the payment of any and all amounts owing to LIPA for use of the System in accordance with the Financing Agreement.

Additional Bonds Test

There is no limit or test for issuing additional Bonds under the Resolution.

Subordinated Indebtedness; Acceleration of Subordinated Indebtedness

There is no limit or test for issuing Subordinated Indebtedness under the Resolution.

Subordinated Indebtedness is subject to acceleration prior to maturity upon the occurrence of certain events. An acceleration of Subordinated Indebtedness would not cause an acceleration of the Bonds or affect the priority of the application of Revenues to the payment of the Bonds. In such an event any amounts then available under the Resolution after the payment of Operating Expenses and Debt Service on any Bonds and Parity Contract Obligations could be required to be applied to the payment of the Subordinated Indebtedness.

LONG ISLAND POWER AUTHORITY

The Authority is a corporate municipal instrumentality and a political subdivision of the State created by the Act. LIPA is a wholly-owned subsidiary of the Authority, which was formed and exists under the Business Corporation Law of the State.

The Act

Pursuant to the Act, the Authority has all of the powers necessary or convenient to carry out the purposes and provisions of the Act including, without limitation, to (i) acquire real or personal property; (ii) enter into agreements or contracts consistent with the exercise of its powers; (iii) borrow money, issue notes, bonds or other obligations and secure its obligations by mortgage or pledge of its property; (iv) create or acquire one or more wholly-owned subsidiaries; (v) set its rates and charges; and (vi) make inquiries, investigations and studies necessary to carry out its objectives.

The Authority may enter into agreements to purchase power from the Power Authority of the State of New York ("NYPA"), the State, any State agency, any municipality, any private entity or any other available source (excluding Canada unless negotiated through NYPA) at such price as may be negotiated. The Authority is specifically authorized to provide and maintain generating and transmission facilities and enter into management agreements for the operation of all or any of the property or facilities owned by it. Finally, the Authority may transfer any of its assets to one or more private utilities or municipal gas or electric agencies for such consideration and upon such terms as the Authority may determine to be in the best interest of the gas and electric ratepayers in the Service Area. The Act permits the Authority to file a petition under Chapter 9 of Title 11 of the United States Bankruptcy Code or take other similar action for the adjustment of its debts. LIPA as a business corporation may file a petition under Chapter 7 or Chapter 11 of Title 11 of the United States Bankruptcy Code.

The Act requires that any resolution authorizing the issuance of bonds contain a covenant by the Authority that it will at all times maintain rates, fees or charges sufficient to pay, and that any contracts entered into by the Authority for the sale, transmission or distribution of electricity shall contain rates, fees or charges sufficient to pay, the costs of operation and maintenance of the facilities owned or operated by the Authority, PILOTs, renewals, replacements and capital additions, the principal of and interest on any obligations issued pursuant to such resolution as they become due and payable, and to establish or maintain any reserves or other funds or accounts required or established by or pursuant to the terms of such resolution.

Trustees

The Authority is governed by a Board of Trustees (the "Board"). The Board supervises, regulates and makes policy for the Authority. The Board appoints a Chief Executive Officer, who is responsible for the Authority's overall management and operation. The hiring of all employees other than the Chief Executive Officer, Chief Financial Officer and General Counsel is under the jurisdiction of the Chief Executive Officer.

The Board consists of nine Trustees, five of whom are appointed by the Governor, two by the Majority Leader of the State Senate and two by the Speaker of the State Assembly. The chair is appointed by the Governor. The Trustees serve for staggered four-year terms. The LIPA Reform Act requires that all Trustees reside in the Service Area and have relevant utilities, corporate board or financial experience. Trustees are not compensated for their service but are reimbursed for reasonable expenses.

Pursuant to the Public Authorities Law and as set forth in the Authority's By-laws, five (5) Trustees of the Authority constitute a quorum for the transaction of any business or exercising any power of the Authority and the Authority only has the power to act by a vote of five (5) Trustees.

Pursuant to the Act, the Trustees and the officers of the Authority are not subject to any personal or civil liability resulting from the exercise, carrying out or advocacy of the Authority's purposes or powers. The By-laws and other instruments of the Authority and LIPA provide for the indemnification of the Trustees, officers and employees of the Authority and the directors, officers and employees of LIPA.

Business Strategy

The Board of Trustees has defined the mission of the Authority as "to enable clean, reliable and affordable electric service for our customers on Long Island and the Rockaways." The Board has adopted a series of policies related to its strategy to fulfill the Authority's mission. The Authority's business strategy includes standards for high electric grid reliability, strong customer service, sound resource planning, an increasingly clean energy portfolio, regionally competitive electric rates, favorable access to the credit markets, systematic enterprise risk management, mitigating the effect of volatile commodity costs on electric rates, safe work practices, attracting and retaining an experienced staff, supporting regional economic development, and paying only economically justified levels of property taxes and PILOTs. For each Board Policy, the Board has specified required performance reports by management that allow the Board to monitor the Authority's performance relative to its policies. Some of the elements of the Board's policies include:

- Maintaining *system average* reliability benchmarked to within the first quartile of peer utilities and reliability *for each customer* within reasonable variance from system average conditions;
- Providing customers with service benchmarked to within the first quartile of peer utilities;
- Planning for a power supply portfolio that meets the State's Clean Energy Standard;
- Maintaining electric rates competitive with the system average rates of other New York City metro area utilities;
- Achieving fixed charge coverage of no less than 1.40x in 2018 and 1.45x in 2019 on Authority-issued debt (and no less than 1.25x on Authority and UDSA-issued debt);
- Issuing new debt equal to no more than 64% of capital spending;
- Assessing and mitigating enterprise risks that could affect the Authority's ability to carry out its mission;
- Mitigating a portion of the volatility in electric rates associated with natural gas and electric purchases through commodity hedging; and
- Paying only the economically justified level of property taxes and PILOTs required by law and lawfully challenging any excessive payment obligations imposed by local tax assessors.

The Authority reviews and amends its Board policies and business strategy annually. More information about the Board's Policies and business strategy can be found on the Authority's website at http://www.lipower.org/mission/. Such information on the website is not included herein by specific cross-reference. Achieving the results specified in the Board's policies involves risks and uncertainties, and therefore the Authority's actual performance may differ from its business plan.

Management and Operation of the System

Administrative Services Agreement. The Authority and LIPA are parties to an Administrative Services Agreement, which sets forth the terms and conditions under which the Authority will provide personnel, personnel-related services and other services (including management, supervisory, payroll and other services) necessary for LIPA to provide electric service in the Service Area. Except for services of the type and nature provided to LIPA by outside independent agents, attorneys and consultants and for any other services provided under agreements approved by the Authority, LIPA will meet its personnel and personnel-related needs exclusively through the Administrative Services Agreement. The Administrative Services Agreement may be amended to reflect the changing needs of the Authority and LIPA.

Under the Administrative Services Agreement, the services provided by the Authority include, but are not limited to: (i) performance of LIPA's duties and obligations and enforcing its rights under any existing and future contracts between LIPA and any other person; (ii) coordination of services for which LIPA contracts; (iii) coordination of negotiations and studies authorized by LIPA for any project for the supply of Power and Energy or the provision of transmission capacity to LIPA; (iv) reviewing invoices; (v) disbursement of all funds of LIPA; (vi) preparation of construction and operating budgets on behalf of LIPA; (vii) provision or coordination of all other accounting matters and preparation of billings to, and collection from, LIPA's customers; (viii) coordination of all other matters arising under any agreements relating to any project that LIPA might undertake; (ix) securing information from any persons required to fulfill LIPA's obligations under any agreements arising from the Administrative Services Agreement, the agreements referred to in clauses (i) and (viii), and any project LIPA might undertake; (x) provision or coordination of rate matters; and (xi) provision or coordination of such other services as LIPA determines are required to carry out its business in an economical and efficient manner.

Board Leadership and Senior Management. The Board leadership and senior management of the Authority, with information covering their background and experience, are listed below. The Authority's staff is approximately 55 positions.

Ralph V. Suozzi is the Chairman of the Board of Trustees. A former business executive with over 30 years' experience in corporate leadership, including CBS Television and American Express, Mr. Suozzi served as Mayor of the City of Glen Cove, from 2006-2013 and is now the Village Administrator for the Incorporated Village of Garden City. In his executive role at American Express, Mr. Suozzi directed teams that designed, deployed, maintained and trained professionals on systems that affected over 100,000 employees worldwide. As mayor of Glen Cove he spearheaded and sustained a financial turnaround during a global recession, reducing an inherited deficit by 79%, cutting debt 21%, securing over $48 million in federal, State, and county grants, generating $3.3 million in new revenue sources, and reducing expenses by $4.1 million annually. Mr. Suozzi managed 20 boards and over 500 employees and volunteers. Additionally, he chaired Glen Cove's Community and Industrial Development Agencies. Mr. Suozzi was honored by the Nassau County AHRC Foundation for his humanitarian efforts, the Nassau County Chapter of the NYS Society of Professional Engineers and the Long Island Contractors Association for his focus on infrastructure improvements, and The North Shore Wildlife Sanctuary for environmental achievements relating to the rehabilitation of Dosoris Pond. Other achievements include Vision Long Island & NYCOM Award Winner, expert panelist for Sustainable Long Island, selected advisor to the New York State Conference of Mayors, and recognition by the Long Island Planning Council, the Long Island Index, and the New York League of Conservation Voters. Mr. Suozzi is a graduate of the Energeia Partnership, a think-tank organization of local leaders focused on challenges facing Long Island. Mr. Suozzi is a graduate of Long Island University - CW Post Center.

Thomas Falcone, Chief Executive Officer, was appointed Chief Executive Officer in March 2016 and is responsible for achieving the mission and values and managing the Authority, the third largest not-for-profit, publicly owned electric utility in the United States. Mr. Falcone joined the Authority in January 2014 and previously served as Chief Financial Officer. Prior to joining the Authority, Mr. Falcone was an investment banker and advisor to publicly owned utilities and state and local governments. In that role, Mr. Falcone worked with many of the largest public utilities in the United States and raised more than $25 billion for infrastructure investments across the country. Mr. Falcone also serves as the Chief Executive Officer of UDSA and is a board member of the Large Public Power Council and the Advanced Energy Research and Technology Center at Stony Brook University. Mr. Falcone also participates in the Energeia Partnership, a think-tank organization of local leaders focused on the challenges facing Long Island. Mr. Falcone received a Bachelor of Science in Economics from the Wharton School of the University of Pennsylvania.

Kenneth Kane, Interim Chief Financial Officer, joined the Authority in 1999 as Director of Financial Reporting, served as Controller for 12 years prior to being appointed Managing Director of Finance and Budgeting in 2013 and Vice President of Financial Oversight in May 2016. As Interim Chief Financial Officer, Mr. Kane manages all financial activities of the Authority, including accounting, budgeting, debt issuance, financial reporting, financial policy, and risk management. Mr. Kane has over 30 years of experience in the electric utility industry beginning in 1984 with Ernst & Young's utility practice. Mr. Kane joined LILCO in 1988. Mr. Kane is a Certified Public Accountant in the State of New York, a member of the American Institute of Certified Public Accountants, and received a Bachelor of Arts degree from Pace University and a Master of Business Administration degree in Finance from Hofstra University.

Jon R. Mostel, General Counsel, was appointed General Counsel of the Authority in December 2014. Mr. Mostel also serves as Secretary to UDSA. Mr. Mostel has over 40 years of experience in the energy and utility industry. Prior to joining the Authority, Mr. Mostel was a partner in the energy practice of a Manhattan law firm, where he represented a wide range of clients in natural gas and electricity transactional and regulatory matters, including the formation, mergers, acquisitions, dispositions and regulation of energy sector companies; power generation project development; project and transmission line site selection; interconnection procedures and agreements; permitting; and environmental review. Previously, Mr. Mostel served in several senior management, engineering and operating positions with the Brooklyn Union Gas Company. Mr. Mostel received an undergraduate degree in chemical engineering from Columbia University, a master's degree from Polytechnic Institute of New York University, and a juris doctor from Brooklyn Law School. Mr. Mostel announced his intention to retire in 2018 upon the appointment of his successor.

Anna Chacko was appointed the Authority's General Counsel in July 2018. Ms. Chacko has over 20 years of utility, energy, and regulatory law experience, including senior positions at Con Edison, National Grid, and a privately held global energy and gas company. After a decade as a litigator at a New York law firm, Ms. Chacko's energy career began at KeySpan Corporation, now a subsidiary of National Grid, in 1997. Her responsibilities included electric rate cases before FERC and PSC, electric transmission siting projects, negotiation of power plant and commercial contracts, energy deregulation issues, wholesale market rules, and advising energy trading subsidiaries on federal and state compliance. Ms. Chacko then joined Con Edison, handling regulatory matters for the electric, gas, and steam businesses, including New York policy-making proceedings for the State's Reforming the Energy Vision, such as distributed generation, renewables, safety, reliability, and customer service. Most recently Anna worked as a legal and regulatory consultant at National Grid. Ms. Chacko completed her undergraduate education and legal training in the United Kingdom, where she was admitted as a Barrister-at-Law at the Inns of Court School of Law. She also holds a LL.M. from Duke University School of Law and is admitted to practice in several jurisdictions and countries.

Rick Shansky, Vice President of Operations Oversight, directs the Authority's oversight of the operations of its primary contractor PSEG Long Island and its contractors engaged in power and fuel procurement. Mr. Shansky also manages the Authority's participation in wholesale power markets. Mr. Shansky has 37 years of electric utility experience and has held several management positions at the Authority since joining in 2008. Previously, Mr. Shansky held positions at Con Edison and LILCO in the areas of energy management, resource planning, fuel and purchased power, and generation planning. Mr. Shansky has a Bachelor of Science in Electrical Engineering from Rensselaer Polytechnic Institute and a Master of Science in Energy Management from the New York Institute of Technology. Mr. Shansky is also a licensed Professional Engineer in the State.

Bobbi O'Connor, Vice President of Policy, Strategy and Administration, is responsible for the development and administration of the Authority's strategic planning and policy setting process and oversees the Authority's human resources and administrative functions. Ms. O'Connor also serves as the Secretary to the Authority Board of Trustees. Ms. O'Connor joined the Authority in November 2013 as Assistant General Counsel for commercial transactions and was named Deputy General Counsel in June 2014. Prior to joining the Authority, Ms. O'Connor was a partner in the business and finance department of an international law firm where her practice involved advising clients on securities law matters, with a focus on representing utility clients. Ms. O'Connor received a Bachelor of Arts degree in Psychology from Loyola College of Maryland and a Juris Doctor from Hofstra University School of Law.

Donna Mongiardo, Vice President, Controller, joined the Authority in 2001, and has served in several roles culminating in her appointment to Controller in 2013. Ms. Mongiardo has responsibility for all accounting matters related to the Authority, its wholly owned subsidiary, LILCO, and the Authority's component unit, the Utility Debt Securitization Authority. Ms. Mongiardo also directs the financial oversight of PSEG Long Island, including budgets, financial reporting and rate setting. Ms. Mongiardo began her career as an auditor in PricewaterhouseCooper's financial services and public utilities practice group. In 1998, Ms. Mongiardo served as a member of the LIPA/LILCO merger team and subsequently served the Authority as an account manager. Ms. Mongiardo is a Certified Public Accountant in the State of New York and received a Bachelor of Business Administration degree in Accounting from Hofstra University. She is a member of the New York State Government Finance Officers' Association.

Kathleen Mitterway, Vice President, Audit, joined the Authority in September 2014 and manages all internal audit activities at the Authority, including audits of the Authority's service provider, PSEG Long Island. Prior to joining the Authority, Ms. Mitterway was the Comptroller for a local municipality and has over 30 years of utility experience at Verizon Communications in internal audit and operating positions. Ms. Mitterway is a Certified Public Accountant in the State of New York, Certified Fraud Examiner, Certified Internal Auditor, Certified Information Systems Auditor, and a Chartered Global Management Accountant. Ms. Mitterway is a member of the American Institute of Certified Public Accountants, the Institute of Internal Auditors, the New York State Government Finance Officers' Association (GFOA), the Association of Certified Fraud Examiners, and the Information Systems Audit and Control Association. Ms. Mitterway received a Bachelor of Science degree in Accounting and a Master of Business Administration degree from St. John's University.

THE SYSTEM

Service Area

The Service Area consists of Nassau and Suffolk Counties in Long Island (except for the Nassau County villages of Freeport and Rockville Centre and the Suffolk County village of Greenport, each of which has an individually owned municipal electric system that supplies and distributes electricity to ultimate consumers within those municipalities) and a small portion of Queens in New York City known as the Rockaways. According to Bureau of Census data, the population of the Service Area (excluding the Rockaways portion) was approximately 2.9 million as of December 1, 2017, which represents a slight decline since December 1, 2012. As of December 31, 2017, the Authority had approximately 1.1 million customers in the Service Area, which was relatively stable as compared to December 31, 2012.

Long Island is a significant regional economy that benefits from its proximity to Manhattan, but also generates its own income, employment, and regional output. Long Island has a highly skilled labor force, close proximity to New York City, over 20 colleges, universities and two/three year colleges and core research institutions, such as Brookhaven National Laboratory, Cold Spring Harbor Laboratory, and the technology and science developmental centers at Stony Brook and Farmingdale Universities that specialize in the areas of biotechnology, computer sciences, wireless and internet technologies, and energy. Long Island also has a highly desirable suburban life style that attracts many individuals to live, work and vacation within the area.

The Long Island economy benefits from high average personal income and a service-based economy. According to data published by the U.S. Bureau of the Census, Nassau and Suffolk Counties had median household incomes of $102,044 and $90,128 (in 2016 dollars), respectively, compared to a national median of $55,322.

The table below shows Long Island's unemployment rate as compared with the national and State unemployment rates for the periods shown:

Service Area Unemployment – Average Annual

Year	US[1]	NY[1]	Nassau-Suffolk[1]
2013	7.4%	7.7%	6.3%
2014	6.2%	6.3%	5.1%
2015	5.3%	5.3%	4.5%
2016	4.9%	4.8%	4.1%
2017	4.4%	4.7%	4.4%

Sources:

1. Bureau of Labor Statistics: http://www.bls.gov/data/ (not seasonally adjusted data)

In the year ending December 31, 2017, approximately 54.2% of LIPA's annual retail revenues were received from residential customers, 43.8% from commercial customers and 2.0% from street lighting, public authorities and certain others. The largest customer in the Service Area (the Long Island Rail Road) accounted for less than two percent of total sales and less than two percent of revenue. In addition, the ten largest customers in the Service Area accounted for approximately seven percent of total sales and six percent of revenue.

The Transmission and Distribution System

The T&D System is an integrated electric system consisting of overhead and underground facilities, equipment, land parcels, easements, contractual arrangements and other assets used to provide the transmission and distribution of electric capacity and energy to and within the Service Area. The T&D System includes seven transmission interconnections owned in part or under contract that link the T&D System to neighboring utilities.

Transmission Facilities

LIPA's transmission facilities provide for the delivery of capacity and energy from the transmission interconnections and on-Island generating stations to LIPA's electric distribution system. As of December 31, 2017, the transmission system consists of approximately 1,400 miles of overhead and underground lines with voltage levels ranging from 23 kilovolts ("kV") to 345 kV.

The on-Island transmission system has been constructed following standards similar to those employed by other major electric utilities in the Northeast and includes wood poles, steel poles, and lattice steel towers. Many of the existing transmission structures support distribution circuits and/or connections for telephone, cable television, or fiber optics.

In accordance with the latest North American Electric Reliability Corporation ("NERC") standards, thirty-nine (39) LIPA-owned transmission substations are part of the Bulk Electric System ("BES"). Twenty-six (26) of these BES stations also step the voltage down from transmission to distribution levels to serve customer load, and are also listed as distribution stations. The combined capability of LIPA's BES and non-BES transmission substations is approximately 8,250 million volt-amperes ("MVA"). The transmission system also includes LIPA-owned transformation equipment at nine generating sites under contract with LIPA that is used to step up the generation voltage to transmission voltage levels, and 8 substations that interconnect to independent power producers ("IPPs") or other generation.

Distribution Facilities

The distribution system comprises 13 kV and 4 kV facilities and a combination of overhead and underground equipment. There are 157 substations throughout the Service Area that step the voltage down from transmission to distribution levels. Twenty-six (26) of these stations are also listed Transmission (BES) substations. These distribution substations have a combined transformation capability of approximately 8,250 MVA. As of December 31, 2017, the distribution system also includes approximately 14,000 circuit miles of overhead and underground line (9,000 overhead and 5,000 underground), and approximately 189,000 line transformers with a total capacity of approximately 13,000 MVA. A portion of the poles on which LIPA's distribution facilities have been installed are owned by Verizon Communications and used by LIPA under a joint-use agreement pursuant to which the parties aim to maintain parity.

Reliability

LIPA and PSEG Long Island undertake programs intended to maintain and/or improve the reliability and quality of electric service within the Service Area. For the distribution system, these programs are focused on several major areas: (i) circuit reconfiguration and reinforcement; (ii) pole replacement; (iii) system automation; (iv) tree trimming; (v) targeted system enhancements; and (vi) circuit conversion and reinforcement projects to serve new customer loads. For the transmission system, the improvement program is focused on: (i) transmission system reliability; (ii) substation reliability improvements; (iii) transmission breaker replacements; and (iv) a structure inspection program. These program elements are a key part of efforts to limit both the frequency and duration of customer outages.

Over the five-year period 2013 through 2017, LIPA's customers experienced an average of 13.9 months between interruptions and average interruption times of 72.6 minutes. Based on data provided by the PSC for all State utilities (other than Consolidated Edison Company of New York, Inc. ("Con Edison"), which is primarily an underground utility), the average time between interruptions during the five-year period from 2013 through 2017 was 12.0 months and the average duration of an interruption was 117.8 minutes. These statistics indicate that LIPA's system-wide frequency and duration of outages were among the most favorable for overhead utilities in New York. These statistics exclude outages due to major storms, consistent with PSC standards.

The average period between interruptions for a customer served by LIPA during 2017 was approximately 12.6 months. For those LIPA customers affected by an interruption during 2017, the average length of interruption was approximately 69.3 minutes. These statistics compare to an average time between interruption of 10.8 months and an average interruption of approximately 68.3 minutes for a LIPA customer during 2016.

Long Island experiences seasonal conditions typical of the northeast United States. Summers are usually hot with high temperatures over 90°F. Winters include snow and icing conditions that can be damaging to overhead power lines. In addition, the Service Area experiences severe storms, including hurricanes, which can be damaging due to Long Island's coastal location.

Transmission Interconnection Facilities

The geographic location of the Service Area restricts the number of transmission interconnections between LIPA's T&D System and other systems in the region. Seven major transmission lines connect the T&D System with the Con Edison system to the west and with Eversource (Connecticut Light & Power) ("ES-CL&P") and

United Illuminating Company to the north and Jersey Central Power & Light ("JCP&L") to the southwest. These interconnections are summarized in the table below.

Service Area Transmission Interconnections

Name	Off System Terminal Locations	Summer Capacity (MW)	Interconnecting Utility	Voltage[2]
Dunwoodie to Shore Road (Y-50).............	Westchester County, NY	656	Con Edison[1]	345 kV
East Garden City to Sprain Brook (Y-49) ..	Westchester County, NY	637	Con Edison[8]	345 kV
Northport to Norwalk Cable (NNC)...........	Norwalk, CT	436	ES-CL&P[1,3]	138 kV
Jamaica to Lake Success	Queens, NY	240	Con Edison[1]	138 kV
Jamaica to Valley Stream	Queens, NY	268	Con Edison[1]	138 kV
Shoreham to East Shore (CSC)	New Haven, CT	330	United Illuminating[7]	138 kV[4]
Sayreville to Levittown (Neptune)	Sayreville, NJ	660	JCP&L[5]	345 kV[6]

1 These utilities own the portion of the interconnections not owned by LIPA.
2 Kilovolt or "kV."
3 ES-CL&P = Eversource (CL&P).
4 This cable carries high voltage direct current, which is converted and delivered to the LIPA system at 138 kV.
5 JCP&L = Jersey Central Power & Light. JCP&L is a wholly-owned operating subsidiary of First Energy.
6 This cable carries high voltage direct current, which is converted and delivered to the LIPA system at 138 kV.
7 United Illuminating Company is a subsidiary of AVANGRID, Inc.
8 Owned by NYPA.

The Con Edison cable extending approximately 18 miles from Dunwoodie to Shore Road (the "Y-50 Cable") was placed in operation in August 1978 and is jointly owned by LIPA and Con Edison. The cable is operating at full capacity. Con Edison's share of the power flowing across the Y-50 Cable is delivered to Con Edison via the two 138 kV cables to Jamaica.

The East Garden City to Sprain Brook interconnection (the "Y-49 Cable"), installed in 1991, is another major transmission interconnection. The Y-49 Cable comprises submarine and land-based portions totaling approximately 23 miles. This line is owned entirely by NYPA; however, most of the capacity of the Y-49 Cable is used by LIPA under the terms of a contract with NYPA. The Y49 cable is operating at full capacity.

The cable from Northport to Norwalk Harbor (the "NNC"), which was installed in 2008 to replace the original cable installed in 1969, extends approximately twelve miles under the Long Island Sound from the Northport generating station in Suffolk County, New York to Norwalk Harbor, Connecticut. LIPA owns that portion of the line from Northport to the New York-Connecticut state boundary. The NNC cable is operating at full capacity.

The high voltage direct current ("HVDC") cable from Shoreham to New Haven (the "Cross Sound Cable" or "CSC") was constructed under a firm transmission capacity purchase agreement (the "CSC Agreement") signed between LIPA and Cross Sound Cable Company, LLC ("CSC LLC") in 2000 under which LIPA agreed to purchase up to 330 megawatts of transmission capacity. The CSC is owned by CSC LLC. The CSC Agreement, as amended, expires in 2032. The CSC became operational in June 2004.

In September 2005, LIPA signed a 20-year firm transmission capacity purchase agreement with Neptune Regional Transmission System LLC ("Neptune") to permit LIPA to import power from New Jersey over an undersea HVDC transmission cable (the "Neptune Cable") capable of carrying 660 megawatts of electricity. The Neptune Cable is owned by Neptune, runs from Sayreville, New Jersey under the Atlantic Ocean and connects with LIPA at its Newbridge Road substation in Levittown. The cable became operational in July 2007.

Capital Improvements

The following table sets forth actual capital expenditures for 2016 and 2017, as well as budgeted 2018 capital expenditures by category (and in thousands of dollars).

	2016 Actual	2017 Actual	2018 Budget
Transmission and Distribution	$322,526	$413,044	$423,212
Information Technology	$33,587	$22,319	$36,728
FEMA-Storm Hardening	$139,789	$182,996	$190,273
Customer Operations & Other	$28,554	$39,177	$44,591
NMP2	$19,725	$23,795	$15,858
Total	**$544,181**	**$681,331**	**$710,662**

Loads

The Service Area is characterized by customer usage patterns and weather conditions that result in peak usage during the summer and relatively low annual load factors. The table below shows LIPA's peak demand as experienced and after adjustments for weather-normalization, customer outages and emergency demand relief for the period 2013 through 2017.

Year	Peak Demand (MW)	Weather Normalized (MW)
2013	5,602	5,334
2014	4,859	5,338
2015	5,049	5,285
2016	5,212	5,283
2017	4,945	5,218

LIPA's service provider prepares load growth forecasts annually. PSEG Long Island's estimate of annual peak demand within the Service Area shows annual compound growth of approximately 1.1 percent over the five year period 2018 to 2022 (prior to adjustment for various demand side programs such as energy efficiency and renewables). This growth rate would increase LIPA's summer peak demand, prior to the effects of cogeneration, NYPA supplied load and demand side management, to approximately 5,741 MW in 2022 on a weather-normalized basis. However, after adjustment for various demand side programs such as energy efficiency and renewables, LIPA's summer peak demand is expected to decline over the 2018 to 2022 period. See "POWER SUPPLY – Market Energy Purchases" below.

Power Supply

LIPA expects to rely on existing power supply resources, additional purchases, energy efficiency and demand side management programs to meet its capacity and energy requirements from 2018 through 2022. During 2017, LIPA's 18% interest in NMP2 and its rights to the capacity of the GENCO Generating Facilities provided approximately 3,910 MW of generating capacity. Purchases, including on-Island IPPs and off-Island purchases from other suppliers, provided approximately 1,881 MW of additional capacity. In aggregate, these resources provided approximately 5,791 MW in 2017.

Reliability rules applied by the NYISO require LIPA to supply at least 103.5 percent of its forecast peak load to satisfy its Locational Capacity Requirement ("LCR") from on-Island installed capacity ("ICAP") resources (the "On-Island Requirement").

Future Power Supply Resources

As described above under "RECENT DEVELOPMENTS – Integrated Resource Plan and Repowering Studies," PSEG Long Island conducted an IRP that concluded in mid-2017, which analyzed the generation and transmission investments LIPA may need to initiate over the next 20 years (2016-2035). Decisions on needs identified beyond the next several years will be deferred until after a future IRP study, as changing electric grid conditions could alter future investment.

The forecasted need for power plants in 2030 on Long Island has declined by 1,700 megawatts (24%) since 2013, the equivalent of 3-5 large baseload central station power plants. This reduction is primarily due to greater adoption of energy efficiency and rooftop solar, and follows state and national trends. As described herein, the State has adopted a 50 percent renewable by 2030 goal, which dictates that each electric utility supply an increasing share of its energy needs each year from renewable generation. At its July 26, 2017 meeting, the Board adopted a Policy on Resource Planning, Energy Efficiency and Renewable Energy that requires LIPA to meet its share of the State's renewable energy goals. As projected in the IRP, LIPA's share could involve the addition of approximately 800 megawatts of new renewable generation by 2030 or the purchase of an equivalent amount of renewable energy certificates (RECs) through NYSERDA's renewable energy program.

As part of the IRP, PSEG Long Island reviewed the Caithness II proposal to build a new plant, and the Authority issued feasibility studies of the repowering proposals for both Port Jefferson and E.F. Barrett steam plants. Additionally, the Brattle Group provided an independent second opinion on the reliability planning criteria and analyses of proposals for certain combined cycle plants (Caithness II and the repowerings of the Barrett and Port Jefferson steam plants). The Brattle Group concluded that none of the projects under consideration are needed for reliability reasons over the coming decade, nor would they be expected to provide net economic savings during that time. The DPS also participated in the Brattle Group review and provided a recommendation to LIPA.

As a result of the IRP, Repowering Studies and Brattle Group review, the Authority's staff made the following recommendations to the LIPA Board of Trustees: (i) monitor Long Island energy and peak demand growth each year and the operating performance and budgets of generation plants relative to expectations; (ii) evaluate opportunities for economies of scale in offshore wind by partnering with NYSERDA and other local utilities in procurement and interconnection to the electric grid; (iii) maintain energy efficiency programs to reduce load by 950 megawatts through 2030 and ongoing efforts for fair property tax reductions on existing plants that reflect their past and forecasted decline in use; (iv) study the peaking generation fleet and its ability to accommodate the flexible operating profile required by greater amounts of renewable generation and selected retirements and modernization of peaking units; (v) cancel the Caithness II proposal to build a new plant and any further study of the combined cycle repowering proposals for the Barrett and Port Jefferson plants; and (vi) conduct technology neutral competitive procurements (e.g. peaking plants, batteries, demand response, etc.) to meet future identified needs, including utilizing rights to the National Grid brownfield power plant sites to obtain bids by multiple developers and a repowering study of the Northport steam plant commencing by October 2018, as required by law.

The Authority and PSEG Long Island are also participating in the development of the State's Offshore Wind Master Plan, which involves efforts to license and procure sufficient offshore wind resources to meet the State's goal of 2,400 MW of such resources by 2030. As a significant portion of those resources will likely be interconnected to the T&D System, studies are underway to examine the need for transmission reinforcements and flexible resources (e.g., peaking plants and energy storage) to enable the reliable and cost-effective integration of offshore wind into the local and regional power grid.

Outstanding RFPs

In October 2013, the Authority issued an RFP for up to 280 MW of New, On-Island, Renewable Capacity and Energy (the "Renewables RFP"). On December 17, 2014, the Board of Trustees adopted the staff recommendation for the Renewables RFP to commence negotiations for 11 photovoltaic contracts totaling 122 MW that would begin operation in late 2016 and beyond. Since then six projects totaling 63 MW gave notice of withdrawing their proposals due to permitting and site location issues. Four contracts have been executed, a 24.9 MW contract with Shoreham Solar Commons, two 2 MW contracts with Kings Park Solar, and a 20 MW contract with sPower, all of which are under development. The Shoreham Solar Commons project is scheduled to begin commercial operations on July 1, 2018. Contract negotiations for the remaining projects continue, pending completion of their State Environmental Quality Review Act ("SEQRA") processes.

In June 2012, the Board of Trustees adopted a solar Feed-In Tariff ("Solar FIT I") for up to 50 MW of solar projects connected to the Authority's electric grid. In October 2013, the Board of Trustees adopted a second Solar Feed-In Tariff ("Solar FIT II") for up to 100 MW and a non-solar Feed-In Tariff ("Other FIT") for up to 20 MW. Solar FIT I awarded approximately 43 MW of projects. As of the June 1, 2018, 38.8 MW of these projects are operational or under construction. The Solar FIT II evaluation has been completed, approximately 82 MW of projects were selected, 38.2 MW of power purchase agreements have been executed, 15.0 MW are under operation, 9.4 MW are under construction, and an additional 8.7 MW (6 projects) are undergoing final evaluation by developers or the power purchase agreements are being finalized. 10.2 MW of proposals were selected for the non-solar Other FIT 2, three projects have withdrawn and three projects totaling 6.0 MW have executed a power purchase agreement.

In December 2015, the Authority issued the 2015 Renewable RFP and on May 18, 2016, posted for public comment a Feed-in Tariff for Commercial Solar Photovoltaic Renewable Resources for up to 20 MW (“FIT III”) and a Fuel Cell Feed-in Tariff for up to 40 MW (“FIT IV”).

Responses to the 2015 Renewable RFP were received on June 22, 2016 and evaluation results were presented to the Board of Trustees with the selection of two projects at the July 26, 2017 Board meeting. Power purchase agreement negotiations are underway for Riverhead Solar 2, a 36 MW solar project, and Long Island Solar Calverton, a 22.9 MW solar project. Both projects have a projected COD of December 31, 2020. Upon contract negotiations and environmental process completion (SEQRA or Article 10), the Board is expected to act on the power purchase agreements.

The new Feed-in Tariffs, FIT III and FIT IV, were approved by the Board of Trustees at the September 21, 2016 Board meeting. The evaluation of FIT III and FIT IV proposals, received by January 31, 2017, was subsequently presented to the Board of Trustees at the July 26, 2017 Board meeting. For FIT III, twenty-one projects totaling 13.367 MW were initially selected. The program remains open until February 1, 2019 for additional projects up to an aggregate cap of 20 MW. As of June 1, 2018, of the total 37 applications received, 20 have withdrawn. There were 10.1 MW of active FIT III projects with six projects totaling 4.2 MW with executed PPAs. For FIT IV, three projects totaling 39.8 MW were selected to satisfy the 40 MW requirement.

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Existing Capacity and Energy Resources

The table below sets forth historical annual peak demands and energy requirements for the period 2013 through 2017.

Historical Loads and Resources

	2013	2014	2015	2016	2017
Annual Peak Demand (Summer) (MW)[1]	5,602	4,859	5,049	5,212	4,945
Capacity (MW)[2]					
Nuclear[3]	224	224	224	224	224
Purchased Capacity:					
GENCO					
GENCO Steam	2,366	2,364	2,356	2,339	2,344
GENCO Other	1,313	1,315	1,330	1,349	1,342
Other LIPA Contracts					
Purchased Capacity[4]	2,111	1,979	1,909	1,870	1,881
Total Purchased Capacity	5,790	5,658	5,595	5,558	5,567
Total Capacity	6,014	5,882	5,819	5,782	5,791
Annual Reserve Margin:					
MW[5]	412	1,023	770	570	846
Percent	7.4%	21.1%	15.3%	10.9%	17.1%
Energy (MWh)					
Retail Requirements	21,345,713	20,785,497	21,060,517	20,963,562	20,195,715
Total Energy Requirements[6]	21,345,713	20,785,497	21,060,517	20,963,562	20,195,715
Generating Resources:					
Nuclear[3]	1,954,492	1,754,463	1,986,063	1,813,889	1,947,060
Purchased Energy:					
National Grid PSA					
Steam	4,564,959	4,386,671	4,880,721	4,331,645	3,172,789
Other	258,540	171,720	170,206	229,935	115,487
Total National Grid PSA	4,823,499	4,558,391	5,050,927	4,561,580	3,288,276
Other Purchased Energy	12,744,045	12,606,297	12,054,072	12,533,504	12,696,131
Total Purchased Energy	19,522,036	18,919,151	19,091,062	18,908,973	17,931,467
Total Energy	21,345,713	20,785,497	21,060,517	20,963,562	20,195,715

1 Includes LIPA retail sales and Long Island Choice. BNL Hydro excluded.
2 Summer Rating ("ICAP").
3 The actual generation attributable to LIPA's 18% ownership interest in NMP2.
4 Includes on- and off-Island resources under contract at time of peak, including but not limited to the resources of the contract.
5 Equal to Capacity less Demand.
6 Amounts shown for 2013 through 2017 include sales for resale, Long Island Choice, Grumman Campus and BNL Hydro.

Power Supply Agreement

Pursuant to the PSA, GENCO supplies LIPA with the capacity of the GENCO Generating Facilities. These steam, combustion turbine, and internal combustion generating units operate using oil, natural gas, or both. The purchased energy section of the table above provides historical generation levels for the GENCO Generating Facilities for 2013 through 2017. The decline in generation from the GENCO Generating Facilities reflects displacement by more economic sources of generation, including off-Island purchases over submarine transmission cables. The PSA provides for approximately 3,700 MW on-Island capacity for the term of the agreement and provides LIPA with the option to ramp down all or a portion of the PSA units.

Under the PSA, LIPA pays GENCO certain fixed and variable rates for the generating capacity supplied by GENCO. LIPA and GENCO have agreed to a formula for the adjustment of these charges through the term of the PSA. These rates are subject to the jurisdiction of FERC. The current rates were accepted for filing by FERC in May 2013. GENCO may request a rate reset under certain conditions.

GENCO's annual capital expenditures must be approved by LIPA. LIPA pays for approved GENCO capital expenditures through the depreciation accruals and return on investments in the rates for capacity charged under the PSA. The PSA also provides for certain penalties related to guaranteed performance levels by GENCO, including unforced capacity (i.e., capacity adjusted for forced outages) and efficiency levels (heat rate) of the generating facilities.

Nine Mile Point Nuclear Unit 2

LIPA owns an 18 percent interest in the approximately 1,300 MW NMP2 power plant on the Lake Ontario shoreline approximately 6 miles east of Oswego, New York. The other 82 percent is owned by Constellation Energy Nuclear Group, LLC (CENG), which is jointly owned by Exelon Corporation and EDF, a French company. LIPA is responsible for 18 percent of the unit's operation and maintenance, capital, and fuel costs, and is entitled to 18 percent of the electric energy produced and capacity provided by the unit.

NMP2 is one of two General Electric boiling-water-reactor units at the Nine Mile Point site. The other, Nine Mile Point Nuclear Unit 1, is entirely owned by CENG. NMP2 began commercial operation in August 1988, and its current operating license from the Nuclear Regulatory Commission ("NRC") extends through October 31, 2046. The unit is operated by Exelon Generation. An operating agreement between Exelon and LIPA specifies the mutual obligations of the two parties. NMP2's annual business plan and its operating and capital budgets are developed by Exelon, and submitted to LIPA for its review and approval.

See "CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY – Nuclear Plant Matters" herein for additional information pertinent to NMP2.

Other Power Supply Agreements

In addition to the generation subject to the PSA with GENCO described above, LIPA purchases approximately 1,900 MW of capacity from generation facilities on Long Island and elsewhere under various power supply agreements.

Certain Additions to Power Supply Resources

LIPA contracted with Long Island Solar Farm LLC to purchase approximately 31.5 MW of power from an array of 164,312 photovoltaic solar panels at Brookhaven National Laboratory, which began full commercial operation in November 2011. In addition, LIPA has contracted with Eastern Long Island Solar Project, LLC to purchase up to approximately 11 MW of power from solar generating facilities on Long Island that became commercially operational January 1, 2013. In January 2017, the Authority Trustees approved the execution of a power purchase agreement for 90 MW of power with Deepwater Wind South Fork, LLC ("Deepwater"), a wholly owned subsidiary of proposer, Deepwater Wind, LLC, to purchase energy, installed capacity, renewable attributes and ancillary services from Deepwater's proposed South Fork Wind Farm. In addition, the Authority recently entered into two 5 MW battery storage purchase power agreements.

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The table below contains a summary of existing power supply agreements.

Summary of Power Supply Agreements[1]

Unit Name	Summer Capacity (MW)	Contract Expiration	Unit Type[2]	Primary Fuel Type
GENCO				
Steam Turbine	2,349.3	2028	ST	Natural Gas[3][4]
Internal Combustion/Simple Cycle	1,315.4	2028	IC/SC	Natural Gas/Oil[4]
Huntington Resource Recovery	24.3	2022	ST	Refuse
Babylon Resource Recovery	14.8	2022	ST	Refuse
Hempstead Resource Recovery	74.3	2022	ST	Refuse
Islip Resource Recovery	8.3	2022	ST	Refuse
J-Power Shoreham	91.1	2020	SC	Oil[4]
National Grid Glenwood Landing	79.9	2027	SC	Natural Gas[3,4]
National Grid Port Jefferson	79.9	2027	SC	Natural Gas[3,4]
NextEra Bayswater	53.5	2020	SC	Natural Gas[4]
NextEra Jamaica Bay	54.5	2018	SC	Oil[4]
J-Power Edgewood	90.4	2018	SC	Natural Gas[4]
Bear Swamp[8]	100.0 [1b, 5]	2021	PS/Hydro	Water
Marcus Hook[8]	685.0 [1b, 6]	2030	CC	Natural Gas
Calpine Bethpage 3	77.9	2025	CC	Natural Gas[4]
Hawkeye Greenport	53.5	2018	SC	Oil[4]
J-Power Pinelawn	75.7	2025	CC	Natural Gas[3,4]
Caithness	273.8[1b]	2029	CC	Natural Gas[3,4]
Village of Freeport	10.0 [1b]	2034	SC	Natural Gas
NYPA Hydro Sale for Resale (BNL)	15.0 [1b]	2020	HY	Water
Long Island Solar Farm (LISF)	31.5 [1a]	2031	SL	Solar
Eastern Long Island Solar Project (ELISP)	11.2 [1a]	2032	SL	Solar
Fitzpatrick	N/A[7]	2020	ST	Nuclear
Brookfield	N/A[7]	2019	HY	Water
PPL Energy Plus	N/A[7]	2019	IC	Landfill/Methane
Deepwater Wind	90.0[9]	2042[10]	OSW	Wind
Long Island Energy Storage-East Hampton	5.0[9]	2038[10]	BAT	N/A
Long Island Energy Storage-Montauk	5.0[9]	2038[10]	BAT	N/A
Shoreham Solar Commons	24.9[9]	2038[10]	SL	Solar
Kings Park Solar 1	2.0[9]	2038[10]	SL	Solar
Kings Park Solar 2	2.0[9]	2038[10]	SL	Solar

[1]Summer capacity based upon summer 2017 Dependable Maximum Net Capacity ("DMNC") test results
(a) LISF and ELISP are based on nameplate ratings.
(b) Represents portion of plant capacity sold to LIPA.

[2] CC = Combined Cycle; ST = Steam; Cogen = Cogeneration; IC = Internal Combustion; SC = Simple Cycle; PS = Pumped Storage; HY = Hydro; SL = Solar; OSW = Offshore Wind; BAT = Battery.

[3]Also capable of burning oil.

[4]LIPA is responsible for fuel procurement.

[5]Reflects Unforced capacity ("UCAP") stated in contract beginning June 2010.

[6]Capacity only contract. No energy purchase.

[7]Energy only contract.

[8] LIPA has long term transmission contracts with Cross Sound Cable Company (330 MW, expires 2032) and Neptune Regional Transmission System (660 MW, expires 2027) which are used to deliver capacity associated with Bear Swamp and Marcus Hook facilities identified above, as well as deliver energy purchases from ISO-New England Inc. and PJM (a regional transmission organization operating a transmission grid running from Illinois to New Jersey and south to Virginia, respectively).

[9] Facility has not achieved Commercial Operation. Capacities shown are projected Project Capacities from respective Power Purchase Agreements.

[10] Facility under development. Expiration date based on 20 years from planned commercial operation date.

Short-Term Capacity Purchases

In addition to the resources described above, LIPA relies on short-term, firm capacity purchases from the NYISO "Rest of State" market to meet a portion of its total statewide capacity requirements. LIPA anticipates the need to continue to make additional capacity purchases. Such purchases are accomplished through solicitations, auctions and/or bilateral arrangements. PSEG ER&T, a PSEG Long Island affiliate, estimates the requirement and timing of these capacity purchases.

Market Energy Purchases

In addition to energy purchased under the terms of the agreements described above, LIPA routinely purchases energy in the day-ahead and real-time markets operated by the NYISO, ISO-NE and PJM (described below). These purchases are generally made when the price of energy from these sources is below the incremental cost of generation from LIPA's contracted resources.

The tables below summarize estimated demand and energy requirements for the period shown. During this period, annual peak demands and energy requirements, after adjustment for various demand side programs, are estimated to decrease at annual compound rates of approximately 0.1 percent. The estimated demand and energy requirements in the tables below consider the effects of LIPA's Long Island Choice program, and reflect the results of resource planning assessments conducted by PSEG Long Island. Such information is not intended to represent resource specific power supply expansion plans adopted by the Authority. The information in the table below is presented on an unforced capacity UCAP basis to conform to the requirements of NYISO. Historical data throughout this ADR has been presented on an ICAP basis to be consistent with prior years. It is anticipated that the Authority will migrate to the UCAP basis as such information becomes available. ICAP is a measurement of a generating unit's maximum output under certain defined test conditions without considering the impact of forced outages. UCAP is a related measure that takes a generating unit's ICAP and reduces it based on the proportion of a generating unit's historic output that was not available due to forced outages.

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Estimated Capacity Requirements and Resources (UCAP)
(MW)

	2018	2019	2020	2021	2022
System Demand					
Net LIPA Load [1]	5,321	5,270	5,225	5,193	5,178
plus: Transmission Loss Adjustment [2]	47	47	47	47	47
net: LIPA Load with Losses	5,368	5,317	5,272	5,240	5,225
Required Reserve Margin [3]	434	430	426	423	422
Total Capacity Requirement	5,802	5,747	5,698	5,663	5,647
Resources (UCAP)					
Nine Mile Point 2	217	217	217	217	217
GENCO [4]	3,434	3,434	3,434	3,434	3,434
Additional Contract Generation[5]	976	889	838	758	758
UCAP Net Purchases/(Sales) [6]	1,175	1,207	1,209	1,254	1,238
Total Capability	5,802	5,747	5,698	5,663	5,647
Reserve Margin	108.08%	108.08%	108.08%	108.08%	108.08%

1 Based on 2018 Gold Book. Zone K Net Peak Load reflects reductions for Energy Efficiency, Renewables & Load Modifiers.
2 NYISO Off-Island Transmission Loss Adjustment factor for LIPA.
3 NYISO Required Reserves estimated 108.08% UCAP (118% ICAP equivalent) for May 2018 (as of May 2018).
4 National Grid covered under the PSA.
5 Includes Combined Cycle units - Pinelawn Power, Calpine Bethpage 3 & Caithness, Fast Track GT's - Glenwood Landing, Port Jefferson, Shoreham, Edgewood, Far Rockaway, Greenport, Freeport, IPP's – Hempstead Resource Recovery, Huntington Resource Recovery, Babylon Resource Recovery, Islip Resource Recovery, & LI Solar Farm.
6 UCAP purchases, including Bear Swamp and Marcus Hook, net of short-term UCAP sales.

Estimated Energy Requirements and Resources[1]
(GWH)

	2018	2019	2020	2021	2022
Energy Requirements					
Total Energy Requirements[2]	20,695	20,535	20,288	20,212	20,252
Resources[3]					
NMP2	1,802	1,982	1,808	1,982	1,802
GENCO[4]	4,743	4,763	4,261	4,388	4,297
Contracted PPAs[5]	3,394	3,300	3,404	3,924	3,669
Non-Dispatchable IPP Resources..........	942	907	947	942	621
BNL HYDRO and Recharge NY	500	500	501	500	500
Existing and Future Load Modifiers[6]	1,168	1,051	1,121	743	532
Future Resource Additions[7]..................	29	93	131	245	282
Net Economy[8]	8,117	7,939	8,115	7,489	8,547
Total Resources.............................	20,695	20,535	20,288	20,212	20,252

1 Based on final 2018 LIPA Budget.
2 LIPA's estimated Total Energy Requirements including Long Island Choice customers. Source: LIPA Forecast of Electric Requirements, Sales and Peak Loads: 2017 – 2036 as of September 16, 2017 for 2018-2022.
3 Includes the estimated GWH output of both the existing and future resources expected to be under contract to LIPA during each year of the projected period and spot market energy purchases. Values based upon final 2018-2022 LIPA Operating Budget.
4 Generating units covered under the PSA.
5 Power purchase agreements under contract (including emergency generators in Montauk and East Hampton), except for renewables. When contracts expire, it is assumed the energy is available in the Net Economy market.
6 Reflects existing and future renewable energy purchases.
7 Reflects new renewable generation from the Renewable RFP and Deepwater Wind.
8 Short term purchases net of short term sales.

Fuel Supply

LIPA procures the fuel used at the GENCO Generating Facilities and certain non-GENCO facilities under the terms of its generation agreement(s). PSEG ER&T provides fuel management services for both the GENCO generating facilities and certain non-GENCO units.

The fuel used for generation will depend on generation plant fuel capability, fuel supply, fuel price, transportation cost and availability, and environmental constraints. All the GENCO baseload steam units are dual fuel (can burn either natural gas or low sulfur residual oil). Duel fuel units can switch fuels based on overall most favorable economics.

The natural gas distribution system on Long Island shares natural gas delivery interconnections with neighboring gas utilities and interstate gas pipelines. Con Edison and two National Grid Subs have signed an agreement that provides for use of their joint systems to allow the parties to receive gas from interstate pipelines connected to their systems.

Oil is stored on site or at locations accessible by each generation facility with the capacity to burn oil. Existing oil storage capacity plus an active oil management program is employed by the applicable service providers for continuous fuel oil supply to the GENCO Generating Facilities and certain other non-GENCO generating units.

Constellation is responsible for the fuel requirements of NMP2.

Overview of Regulatory Framework as it Applies to LIPA

LIPA's Provision of Transmission Service to Third Parties

As a corporate municipal instrumentality and political subdivision of the State, the Authority, and, indirectly, LIPA, are not considered "public utilities" under the Federal Power Act ("FPA") and therefore are largely exempt from FERC regulation under Part II of the FPA. Notwithstanding this exemption, the Authority and LIPA are subject to the authority of FERC to order interconnection of its facilities under Section 210 of the FPA, and the authority of FERC to order "transmitting utilities" to provide transmission services under sections 211 and 212 of the FPA as amended by the 2005 Energy Policy Act (as defined below). Further, FERC applies its "open access" principles from Order No. 888 and its progeny to non-jurisdictional utilities, through a reciprocity requirement (described below).

On April 24, 1996, FERC issued Order No. 888. As that order was modified on rehearing, it (i) requires all public utilities to have a tariff on file with FERC that provides open access transmission services to other entities under comparable terms and conditions of transmission service that the public utility provides to itself and its affiliates and (ii) contains a reciprocity provision that requires non-jurisdictional utilities (including municipal and consumer-owned utilities such as LIPA and the Authority) that purchase transmission services under FERC filed open access tariffs and that own or control transmission facilities to provide open access service to the transmitting utility on rates, terms and conditions that are comparable to the service that the non-jurisdictional utility provides itself. In 1998, FERC reviewed LIPA's Open Access Transmission Tariff ("OATT"), including its rates for transmission service, and found that the OATT represents an acceptable reciprocity tariff subject to the condition that LIPA adopt a code of conduct and maintain an Open Access Same-time Information System ("OASIS"). While LIPA has retained a reciprocity OATT, transmission service over LIPA's system occurs primarily through its participation in the NYISO, including offering of transmission service under terms set forth in the NYISO OATT and engagement in the NYISO regional transmission planning process.

The rates that LIPA charges for wholesale transmission service, including the calculation of any stranded cost charge, are not subject to direct regulation by FERC under Sections 205 or 206 of the FPA. LIPA's rates for wholesale transmission service are set by the Authority and incorporated for informational purposes into the NYISO OATT.

On July 21, 2011, FERC issued Order No. 1000 to expand upon certain regional planning principles of Order No. 890. Order No. 1000 establishes a framework for developing large regional transmission planning groups, requires sharing information between such regional transmission planning groups to enable the development of needed "interregional" transmission facilities, and requires the regional transmission planning groups to develop methodologies for allocating the costs of new transmission facilities identified through such regional and interregional transmission planning efforts. Public utilities, including the NYISO, developed changes to their planning processes to integrate the Order 1000 reforms (described below).

As part of the Energy Policy Act of 2005 (the "2005 Energy Policy Act"), Congress amended the FPA to include a new Section 211A which grants FERC limited discretionary authority (but does not mandate the exercise of such authority) over certain non-jurisdictional utilities called "unregulated transmitting utilities." The term "unregulated transmitting utility" is defined as an entity that owns or operates facilities used for wholesale transmission service in interstate commerce and is an otherwise exempt entity under Section 201(f) of the FPA. LIPA meets this definition and will be an unregulated transmitting utility should FERC implement Section 211A.

While FERC may apply the terms of Section 211A to LIPA and other unregulated transmitting utilities case-by-case, it is unclear whether such application will fundamentally change LIPA's provision of wholesale transmission service. LIPA already provides open access transmission service to third parties on a comparability basis through its participation in the NYISO as described below. Further, LIPA maintains its own reciprocity OATT, voluntarily complies with FERC's Standards of Conduct and OASIS requirements and ensures comparability in interconnection service to generators.

New York Independent System Operator

General

The investor-owned utilities in the State, with NYPA and LIPA (collectively, the "Transmission Owners"), are members of an independent transmission system operator called NYISO. NYISO is a not-for-profit corporation formed to provide for non-discriminatory open-access transmission over electric transmission systems belonging to the Transmission Owners, to maintain the reliability of the combined systems and to operate electric power markets within the State. Customers of NYISO pay non-transmission related charges to NYISO and pay the Transmission Service Charge ("TSC") to the Transmission Owners under the NYISO OATT. LIPA participates in the NYISO under provisions designed to protect the Authority's tax-exempt status and recognize that the Authority, not FERC, is the entity with jurisdiction to set LIPA's rates. LIPA remains the entity responsible for billing and collecting its TSC for its transmission facilities under rates set by the Authority under State law. Further, LIPA retains ownership and operational control over its transmission facilities while coordinating the scheduling, maintenance and use of LIPA's transmission system with the NYISO.

In addition to its transmission-related responsibilities, the NYISO provides power pooling and power coordination functions. Operational features of the NYISO include: (i) the establishment of a day-ahead and real-time bid-based spot energy market; (ii) the implementation of congestion pricing for transmission services; (iii) the creation and administration of transmission congestion contracts; (iv) the administration of a capacity market; (v) markets for certain ancillary services; and (vi) long-term planning for reliability, economic and public policy matters. A significant feature of the NYISO's tariffs is its operation of an electric power market that uses a locational based marginal pricing structure.

LIPA receives payments for use of its transmission system by third parties through the billing and collection of its TSC and contractual payments under certain grandfathered transmission agreements between LIPA and third parties. For non-grandfathered contracts, LIPA directly bills the TSC, a per kilowatt-hour charge, to transmission customers withdrawing energy from the LIPA System, and collects the TSC revenue directly from the customers. LIPA's TSC is developed based upon a formula rate, which was approved by the Authority in October 2003.

As a condition of LIPA's participation in the NYISO and to recognize LIPA's non-jurisdictional status, the NYISO OATT includes provisions that allow the NYISO to file, on LIPA's behalf, LIPA's TSC for inclusion in the NYISO OATT on an informational basis only. FERC limits its review of LIPA's TSC to a comparability review by which it only reviews whether the TSC rates that LIPA is charging are applied to all transmission customers, including LIPA itself, on a comparable basis.

NYISO Compliance with Orders 890 and 1000

Order 890, as modified on rehearing, required the NYISO to adopt a transparent, regional transmission planning process that includes all stakeholders in the State and neighboring, interconnected regions. LIPA voluntarily participated in developing the NYISO's compliance filings covering implementation of most elements of Order 890. During 2007 and 2009, FERC approved NYISO proposals covering the development, cost-recovery and cost-allocation of reliability and economic transmission upgrade projects. These proposals included provisions recognizing the Authority's role in transmission planning for the Service Area and its jurisdiction over LIPA's rates. Most of the other changes to the OATT included in Order No. 890 do not substantially affect the provision of transmission service by the NYISO because of its "financial transmission rights" rather than "physical transmission rights" structure.

As part of the Order 890 process, FERC also approved changes to the New York Independent System Operator/Transmission Owner Reliability Agreement (the "NYISO/TO Reliability Agreement") which permits the NYISO to require transmission owners to make transmission reliability upgrades subject to certain transmission owner rights and conditions. The NYISO/TO Reliability Agreement provides cost-allocation and cost-recovery assurance to the transmission owners regarding the construction of reliability projects identified as part of the NYISO's planning process.

As part of developing this NYISO/TO Reliability Agreement, LIPA sought and gained inclusion of several key terms intended to protect LIPA's status as a non-jurisdictional utility and its ability to maintain and issue tax-exempt debt. These conditions include: (i) a provision that LIPA does not have to build a project if the construction or use of such project would violate the tax-exempt status of its bonds; (ii) clarification that LIPA's execution of the NYISO/TO Reliability Agreement is not considered a waiver of LIPA's non-jurisdictional status under the FPA; and (iii) procedures by which LIPA may withdraw from the NYISO/TO Reliability Agreement upon 90-days' notice subject to any specific obligation it may have already incurred prior to the date of withdrawal. On January 25, 2010, the Authority's Board of Trustees approved a resolution authorizing the execution and implementation of the terms of the NYISO/TO Reliability Agreement by LIPA.

Order 1000 (described above) required modifications to the NYISO regional transmission planning process, including the adoption of new cost allocation procedures for projects addressing transmission needs caused by public policy requirements and measures for allocation of costs for inter-regional (i.e., inter-ISO) projects. Under Order 1000, NYISO has adopted changes to its OATT that incorporate the assessment of transmission needs driven by public policy requirements into the NYISO transmission planning process. As part of these changes, the NYISO proposed, and FERC has approved, language detailing the process by which the Authority exercises its statutory responsibility for transmission planning within the Service Area to identify transmission needs on the LIPA transmission system that may be driven by public policy requirements and integrating such transmission needs into the NYISO's public policy requirements planning process.

Order 1000 also includes requirements for interregional planning between regions. FERC has approved a joint NYISO, PJM and ISO-NE interregional planning coordination program. As approved, any interregionally planned project must be jointly identified by both ISOs and there must be an agreed-upon allocation of costs between both ISOs.

Generator Interconnection Rule

FERC has established rules requiring all public utilities that own, operate or control transmission facilities to file standard procedures and standard agreements governing interconnection services for "large" generators producing over 20 MW (Order No. 2003 & Order No. 2003-A—Large Generator Interconnections) and for "small" generators producing less than 20 MW (Order No. 2006, Order No. 2006-A & Order No. 2006-B—Small Generator Interconnections). Recently, FERC issued Order No. 845, "Reform of Generator Interconnection Procedures and Agreements" which adopts changes primarily focused on facilitating the integration of renewable resources and otherwise streamlining the interconnection review and authorization process. Most notably, FERC has adopted a rule that requires that a public utility allow an interconnection customer to exercise the option to build any required interconnection facilities and stand-alone network upgrades to the transmission provider's system. Order No. 845 will become effective on July 23, 2018 and public utilities, such as the NYISO, must submit compliance filings to adapt their governing interconnection rules to this order by no later than November 5, 2018. The NYISO OATT includes Large Generation Interconnection Procedures and a Large Generation Interconnection Agreement consistent with Order Nos. 2003 and 2003-A and Small Generation Interconnection Procedures and a Small Generation Interconnection Agreement consistent with Order Nos. 2006, 2006-A and 2006-B. As LIPA is not a "public utility" under the FPA, it has no direct obligation to comply with the Commission's interconnections procedures. However, as part of its participation in the NYISO, LIPA voluntarily complies with the NYISO's generator interconnection procedures for interconnections at the transmission system level. LIPA continues to administer the interconnection process for all generators connecting to its distribution facilities under its own tariff and procedures. LIPA also has adopted revisions to its own generator interconnection procedures to be complementary to the NYISO process. LIPA is monitoring the NYISO's development of its compliance filing to implement Order No. 845 and the extent to which any clarifications would be warranted to address LIPA-specific concerns.

PJM Independent System Operator and Allocation of PJM Regional Transmission Expansion Project Costs

LIPA has contracted with Neptune to purchase 660MW of transmission capacity over an undersea extra high voltage cable installed between Sayreville, New Jersey and Levittown, New York. Beginning in June 2010, LIPA also has a contract with Marcus Hook LLP to purchase 91% of the capacity of the Marcus Hook generating facility in Pennsylvania.

PJM, a regional transmission organization operating a transmission grid running from Illinois to New Jersey and south to Virginia allocates the costs of "Regional Transmission Expansion Plan" projects ("RTEP") based on cost allocation protocols. These costs are allocated to merchant transmission facilities, such as Neptune, which have obtained firm transmission withdrawal rights under the PJM Tariff. Neptune passes through to LIPA any RTEP charges assessed to the firm transmission withdrawal rights for capacity over the Neptune Line.

New York State Reliability Council

The New York State Reliability Council, LLC ("NYSRC") determines the reliability rules that the NYISO and all market participants must operate under and monitors the NYISO's compliance with the reliability rules. The NYSRC provides reliability guidance consistent with the reliability regulation adopted by Congress in 2005 in Section 215 of the FPA, discussed above under "THE SYSTEM—Overview of Regulatory Framework as it Applies to LIPA—*LIPA's Provision of Transmission Service to Third Parties*."

CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY

General

The electric utility industry has been, and will be, affected by several factors which will affect the business, operations and financial condition of both public and private electric utilities, including the Authority and LIPA. Such factors include, (i) effects of compliance with rapidly changing environmental, safety, licensing, regulatory and legislative requirements, (ii) changes resulting from "self-generation," energy efficiency, conservation and demand-side management programs on the timing and use of electric energy, (iii) changes in national energy policy, (iv) new requirements to obtain increasing portions of overall electric energy supply from renewable generating resources, (v) potential imposition of requirements to reduce emissions of greenhouse gases, (vi) issues relating to the ability to issue tax-exempt obligations, (vii) service restrictions on the ability to sell to non-governmental entities electricity from generation projects financed with outstanding tax-exempt obligations, (viii) changes from projected future load requirements, and (ix) increases in costs. These factors (and other factors) could affect the financial condition of any electric utility and likely will affect individual utilities in different ways.

The Authority cannot predict what effects these factors will have on the business, operations and financial condition of the Authority or LIPA, but the effects could be significant. These sections of this caption briefly discuss certain of these factors. However, these discussions are not comprehensive or definitive, and these matters are subject to change after the date of this ADR. Extensive information on the electric utility industry is, and is expected to be, available from legislative and regulatory bodies and other sources in the public domain.

FERC Enforcement and Penalty Authority Under the 2005 Energy Policy Act

On August 8, 2005, President Bush signed into law the 2005 Energy Policy Act. The 2005 Energy Policy Act specifically modified certain long-standing exemptions from FERC jurisdiction for municipalities under FPA Section 201(f) (such as the Authority and LIPA) by clarifying that such entities are subject to FERC's jurisdiction to enforce reliability rules (FPA § 215) and market manipulation rules (FPA § 222). On March 18, 2010, as revised on September 17, 2010, FERC issued civil penalty guidelines, which purport to apply to "the penalties to be imposed on all organizations for violations of the statutes, rules, regulations, restrictions, conditions, or orders overseen by [FERC]." FERC's use of the Penalty Guidelines is discretionary, not mandatory. These Penalty Guidelines have resulted in higher penalties being imposed by FERC, particularly where a violation causes a significant pecuniary gain for the violator or loss caused by the violation. The revised Penalty Guidelines provide substantial discretion to consider mitigating factors such as the measures taken by the violator to put measures in place to comply with all requirements.

While municipalities are now subject to compliance obligations and potential FERC enforcement actions, including sanctions for violations of reliability standards, there remains an unresolved legal question on whether FERC has sufficient statutory authority under those sections of the FPA to impose monetary civil penalties on municipalities for such violations. Sections 316 and 316A of the FPA limit the Commission's authority to apply civil penalties for statutory and rules violations only to "persons," which is a term defined under the FPA to exclude municipalities. The specific application of monetary civil penalties to municipalities has not yet been the subject of a challenge. However, courts have considered and upheld the imposition of monetary civil penalties upon the U.S. Army Corps of Engineers. Further, FERC reached an enforcement settlement with a California irrigation district (which was established under State law) in which civil penalties were assessed. LIPA expects that in future cases before FERC the statutory limits of FERC's authority to impose monetary civil penalties on municipalities may be further challenged and the extent of FERC's authority to impose monetary penalties on municipalities may be clarified by courts of appeal.

The foregoing discussion of certain provisions of the 2005 Energy Policy Act is not a comprehensive discussion of the 2005 Energy Policy Act. Information on the 2005 Energy Policy Act is available from many sources in the public domain, and investors should obtain and review such information.

Competition

In the State and many other states, there have been legislative and regulatory actions to promote competition in the supply of power by requiring the separation of power supply services and costs from electric transmission and distribution services and costs.

The Authority has taken several actions to promote an orderly transition to greater competition in power supply and retail customer choice in the power supply markets in the Service Area. The Authority fosters wholesale competition by offering Open Access Transmission Service to generators that wish to provide power to the NYISO or to other wholesale customers. This service is offered on a comparable basis to the regulated transmission utilities in the State that are also members of the NYISO. Retail choice (sometimes called customer choice, retail wheeling, or retail open access) refers to a process by which retail customers choose among competitive suppliers for electric capacity, energy, and ancillary services. The delivery of capacity and energy is provided by the owner and operator of the local transmission and distribution system. Key issues that have surfaced in the movement to retail choice include the level of rate reductions accompanying restructuring individual utilities, recovery of stranded investments, and the timetable and methods for implementation of customer choice.

Under current law, customers may purchase energy from third party providers. In 1998, the Authority adopted a retail choice program (called "Long Island Choice") which offers electric customers the opportunity to choose an electric energy supplier other than LIPA. The program is available to all customers in the Service Area. As of April 2018, other suppliers were selling electricity to 11,177 customers in the Service Area representing a total coincident peak load of 321 MW. PSEG Long Island and the Authority began a "collaborative" review of the Long Island Choice program organized by the DPS (as defined below) and with the participation of other interested parties in 2016. At calendar year end 2015, the DPS initiated "MATTER 15-02754 – In the Matter of Examining the Potential Benefits of Retail Competition for Long Island Electric Customers," which invited comments on the potential benefits to customers of retail competition in the Long Island electricity market. According to the DPS, its objective in the proceeding is to investigate potential benefits to customers and examine what reforms, if any, are needed to achieve them. On May 18, 2016, the DPS provided that the comment period established in the Long Island participatory process is extended until 30 days after the resolution of matters raised in the Order Resetting Retail Energy Markets and Establishing Further Process, issued by the PSC on February 23, 2016 in Cases 15-M-0127, 12-M-0476 and 98-M-1343 (the "Regulated Utilities Retail Choice Proceedings"). The Regulated Utilities Retail Choice Proceedings are still pending, having been delayed by litigation. The Authority cannot make a prediction as to the resolution of the Regulated Utilities Retail Choice Proceedings or effect, if any, new or revised State or federal laws addressing retail and commercial competition will have on ongoing implementation of retail competition.

New York State Electric Utility Industry Regulation

General. Legislation is regularly introduced in the State Legislature, which could affect the operations of the Authority. The Authority cannot predict which of such legislation might be enacted into law, what form any of such legislation, if enacted, might take or what impact any of such legislation if enacted might have on the Authority's operations.

NYISO. For a description of the NYISO and its present activities, see "THE SYSTEM – New York Independent System Operator" herein.

Reforming the Energy Vision, the Clean Energy Standard and the Zero-Emissions Credit Requirement.

In April 2014, the PSC commenced its REV initiative to transform the State's energy industry and regulatory practices. Reports and additional REV information are available on the DPS, which is the staff arm of the PSC, website at http://www.dps.ny.gov/. Information on that website is not included herein by specific cross-reference. See "RECENT DEVELOPMENTS –*Reforming the Energy Vision, Clean Energy Standard and the Zero-Emissions Credit Requirement*" for additional information relating to REV and certain other State energy initiatives.

In addition, in January 2016, the PSC approved the 10-year $5.3 billion Clean Energy Fund (the "CEF") to be managed by NYSERDA under the direction of the PSC. The clean energy fund has four portfolios: market development (to reduce costs and accelerate customer demand for energy efficiency and other behind-the-meter clean energy solutions, and increase private investment); innovation and research (to invest in cutting-edge technologies that will meet increasing demand for clean energy); NY Green Bank (to partner with private financial institutions to accelerate and expand the availability of capital for clean energy projects) and NY-Sun (to provide long-term certainty to the State's growing solar market and to lower the costs for homeowners and businesses investing in solar power).

While the Authority is not a regulated utility subject to the PSC's jurisdiction, it has been monitoring, and expects to continue to monitor, the REV proceeding closely and review and evaluate orders put forth by the PSC and implemented by the investor-owned utilities to develop and recommend a plan of action by the Authority consistent with REV goals and objectives. The Authority cannot predict the outcome of the REV proceeding or related proceedings or their impact on the business, operations or financial condition of the Authority.

Public Authorities Reform. The Public Authorities Accountability Act of 2005 (the "PAAA") was signed into law in January 2006. The PAAA addressed a wide range of matters pertaining to many public authorities in the State, including the Authority. In December 2009, the Governor signed into law additional legislation (the Public Authorities Reform Act – "PARA") intended to further reform the way public authorities conduct business in the State. PARA creates an independent authorities budget office with certain oversight powers and expands on the filing and publication requirements of the PAAA.

Environmental

Electric utilities are subject to continuing environmental regulation. Federal, state and local standards and procedures, which regulate the environmental impact of electric utilities, are subject to change. These changes may arise from continuing legislative, regulatory and judicial action regarding such standards and procedures. There is no assurance that the facilities owned or under contract to LIPA will remain subject to the regulations currently in effect, will always comply with future regulations or can always obtain all required operating permits. An inability to comply with environmental standards could cause additional capital expenditures to comply, reduced operating levels or the complete shutdown of individual electric generating units, including NMP2 and other units under contract to LIPA under the PSA, not in compliance.

The United States Environmental Protection Agency ("EPA"), the states and local jurisdictions may issue new regulations governing emissions from many types of power plants. State regulation of electric utility emissions may change significantly. The changes could affect the cost of purchased power from combustion turbines and other types of plants. If enacted, new regulations may change existing cost assumptions for electric utilities. While it is too early to determine if any new provisions will be enacted, in what form, or what their effect will be, any changes may have a material impact on the cost of power generated at affected electric generating units. See also "ENVIRONMENTAL MATTERS" herein.

Cross-State Air Pollution Rule

On March 10, 2005, the EPA issued the final Clean Air Interstate Rule ("CAIR") that capped SO_2 and NO_x emissions from power plants in 28 states and the District of Columbia. Based on federal court decisions that remanded CAIR back to the EPA, the EPA published a final replacement rule for CAIR called the "Cross-State Air Pollution Rule" ("CSAPR") on August 8, 2011. Under the CSAPR, 28 states would have had to reduce their power plant emissions of SO_2 and NO_x that cross over state boundaries under a two-phase program starting in 2012. The D.C. Circuit vacated CSAPR on August 21, 2012 in *EME Homer City Generation LP v. EPA* and directed EPA to continue to enforce CAIR in the interim until the EPA developed another replacement transport rule. The U.S. Supreme Court reversed the D.C. Circuit on April 29, 2014 and remanded the matter back to the D.C. Circuit, which resulted in the D.C. Circuit lifting the stay of EPA's implementation of CSAPR. On November 21, 2014, EPA issued an Interim Rule that revised the compliance dates by three years, requiring that power plants comply with the CSAPR's Phase I emissions budgets in 2015 and 2016 and Phase 2 emissions budgets and assurance provisions in 2017 and beyond. EPA signed a final rule adopting the new CSAPR compliance dates on February 26, 2016. In December 2015, the New York State Department of Environmental Conservation ("DEC") adopted its final rules repealing its NO_x ozone season and annual trading programs and SO_2 trading programs under CAIR to replace them with new rules to allocate allowances as created by CSAPR for electric generating units. In 2018 under CSAPR, DEC will (i) allocate allowances based on the average of the last three years for which data are available to existing 25 megawatt or larger electric generating units ("EGUs"), (ii) set aside 5% of the budget for new electric generating units, and (iii) provide the remaining 10% of allowances to NYSERDA to promote energy efficiency and renewable energy technologies.

Climate Change

In recent years, there has been growing concern in the scientific community and among the public about climate change and the potential impact upon climate change made by fossil-fired electric generating plants. Any legislation or regulation that addresses global warming is likely to hurt fossil fuel-fired generation, particularly operation of older, less efficient units.

Regulating CO_2 and other greenhouse gases ("GHGs") from power plants has received increasing focus from the federal government and state governments in recent years. EPA's authority to regulate GHG emissions stems from a 2007 decision in which the United States Supreme Court held GHG emissions are "air pollutants" under the federal Clean Air Act ("CAA"). EPA has begun regulating the energy sector by: (i) mandating GHG reporting as of 2011; (ii) establishing a nationwide New Source Performance Standard ("NSPS") for CO_2 emissions from new fossil-fired electric generating units pursuant to CAA § 111(b); and (iii) addressing GHGs from existing electric generating units pursuant to CAA § 111(d) as discussed below.

Clean Power Plan

On August 3, 2015, the EPA issued the Clean Power Plan final rule ("CPP"). The CPP regulates CO_2 emissions from existing fossil fuel-fired EGUs, specifically coal-, oil-, and gas-fired steam generating units and natural gas combined cycle units. Several states and industry groups sued challenging the CPP with the D.C. Circuit and, on February 9, 2016, the U.S. Supreme Court stayed the implementation of the CPP final rule pending the outcome of the lawsuits. The CPP final rule did not directly regulate the permissible CO_2 emissions from any particular EGU; instead, each state was given an overall emissions reduction target expressed as a rate (pounds CO_2 per MWh of output). This target could also be translated into a mass-based goal, with a numerical cap on the permissible short tonnage of CO_2. Each state was given responsibility for identifying and implementing measures to meet its EPA-established goal. Under the CPP rule, as approved, the State would need to meet its overall emissions goal of 918 pounds of CO_2 per MWh of output – roughly a 19.5% reduction from 2012 levels – by 2030. Prior to the final 2030 goal, the State would also meet targets for an interim period, running from 2022 to 2030. The interim period itself uses three steps (each with its own goal), as shown below.

New York Statewide Emission Goals Under CPP Final Rule

	Rate-based (pounds CO_2 /MWH)	**Mass-based (tons of CO_2)**
2012 Emissions	1,140	34,596,456
CPP Interim Goal – 2022-2029	1,025	33,595,329
-Interim Step 1 – 2022-2024	1,095	35,493,488
-Interim Step 2 – 2025-2027	1,005	32,932,763
-Interim Step 3 – 2028-2029	948	31,741,940
CPP Final Goal – 2030 onwards	918	31,257,429

On October 16, 2017, EPA published a proposed rule that would repeal the CPP, in its entirety, on the basis that the CPP exceeded EPA's authorities under the CAA. EPA proposes to change its legal interpretation underlying the CPP to conclude that the CAA's use of the term "best system of emission reduction" must involve technological or operational measures that apply to an individual point source as opposed to the approach taken in the CPP that would have involved a shifting of the balance of coal, gas, and renewable-generated power at the grid-wide level, which EPA states constitutes energy policy as opposed to environmental policy. EPA also announced its intent to publish an Advance Notice of Proposed Rulemaking ("ANPR") through which EPA would solicit information on systems of emissions reductions for greenhouse gases applicable at and to an individual point source. Comments on the ANPR would then inform a further rulemaking proceeding to adopt a revised regulatory framework, if EPA determines it is warranted. The proposed repeal of the CPP, any future ANPR and any replacement rule will be subject to a public comment and review process. Further, it is anticipated that EPA's repeal of the CPP and any replacement rule, if finalized, will be subject to litigation. Given these developments, implementation of the CPP final rule in the State is not certain. If the CPP is reinstated, or a revised framework for regulating greenhouse gas emissions is adopted by EPA, such regulatory regimes for greenhouse gas emissions may affect generating units on Long Island under contract to LIPA, and may materially affect energy and capacity prices in both the NYISO wholesale market and the Eastern Interconnection more broadly.

DEC GHG standards for new power plants, as adopted in June 2012, are more stringent than the NSPS finalized by EPA on August 3, 2015. Specifically, new power plants must achieve a standard of 925 pounds of carbon dioxide equivalent per megawatt gross electrical output or 120 pounds carbon dioxide equivalent per million Btu of input. The standards are set at a level that permits the construction of natural gas plants with back-up fuel oil but the standards are too low to permit construction of new coal-fired power plants in the State. In addition, effective January 1, 2014, DEC had revised its regulations under the RGGI program, a CO_2 cap and trade program that applies to electric generating units within nine RGGI states in the Northeast, based on the decision of the RGGI states to lower the overall emissions cap to 91 million tons effective in 2014. The previous cap for the first five years of the RGGI program had been set at a level of 165 million tons, a level that provided too many allowances into the market such that the allowances were sold at auction at the minimum reserve price. It is expected that power companies will comply with the 2014 to 2020 cap by purchasing new allowances at auction at slightly higher prices and using allowances already banked. The RGGI states have also announced plans to further reduce the regional cap by 30 percent from 2020 to 2030. The State's CES is also designed to address GHGs by requiring that 50 percent of the State's electricity come from renewable energy sources such as solar and wind by 2030. Compliance with the new, proposed or modified climate change programs adopted by EPA and DEC is not expected to have a material effect on LIPA although future climate change programs not now known could have an impact.

See "REGULATION – New York State - *Reforming the Energy Vision, Clean Energy Standard and the Zero-Emissions Credit Requirement*" herein for a description of certain State initiatives intended to transform the State's energy industry and regulatory practices.

Cooling Water Intake Structure Regulation

The federal Clean Water Act § 316(b) requires existing power plants with once-through circulating-water systems to implement modifications to reduce impingement and entrainment of fish and other aquatic organisms. This requirement applies to the Barrett, Northport, and Port Jefferson Power Stations. As of this time, Port Jefferson has been brought into compliance, and construction is ongoing at Northport under a plan and schedule approved by DEC to bring it into full compliance in 2021. Modifications at both stations involve new "fish-friendly" traveling screens, and variable-speed circulating-water pumps. A proposal and draft environmental impact statement for similar modifications at Barrett was submitted to DEC in 2014, and is awaiting action. Based on DEC's approval of the Northport and Port Jefferson modifications, LIPA believes the proposed modifications for Barrett will also be approved.

Nuclear Plant Matters

Wholesale Electricity Prices

Decreases in natural-gas prices in the Northeast, brought about by increased gas production in the region through hydraulic fracturing of the Marcellus Shale Formation, have led to lower wholesale electricity prices in the NYISO. These lower prices have reduced the operating margin of NMP2. With CENG's majority share of NMP2 being a merchant endeavor, continuing operation of NMP2 depends on its returning positive margins for CENG. If its margin should become persistently negative, a decision by CENG to cease operation of NMP2 before the expiration of its operating license is possible.

Recognizing the possibility that NMP2 and the three other nuclear units in Oswego and Wayne Counties might cease operation due to low wholesale electricity prices, the State's Governor directed the PSC to develop a Clean Energy Standard that, among other things, would provide an extra payment in the form of ZECs to these four units as compensation for their not emitting carbon dioxide in the generation of electricity. See "RECENT

DEVELOPMENTS –*Reforming the Energy Vision, Clean Energy Standard and the Zero-Emissions Credit Requirement*."

New York ZECs

In 2016, the PSC adopted a CES that, among other things, established a ZEC Requirement. Under this requirement, NMP2 and the other three nuclear units in Oswego and Wayne Counties are eligible to receive a payment from NYSERDA for every MWH of electricity generated, up to an annual maximum established for each nuclear site. These payments started on April 1, 2017 and are scheduled to continue through March 31, 2029. They are in addition to payments made by the NYISO for energy and capacity delivered. Funds for these payments are to be provided by the State's LSEs, including the Authority, based on each LSE's percentage of total retail sales in the State. The stated objective of the ZEC Requirement is to avoid the shutdown of these units before their license-expiration dates because of wholesale electric-energy prices that are insufficient to cover their total costs of operation, and that do not adequately reflect the societal value of the carbon-free electricity they produce. Payments started on April 1, 2017 at $17.48/MWH. This rate will be adjusted on April 1, 2019, and every two years thereafter for the first ten years of the program. Adjustments will be based on a formula established in the CES. A lawsuit challenging the legality of ZEC payments was filed on October 19, 2016 in the U.S. District Court for the Southern District of the State by a group called the Coalition for Competitive Electricity. The suit was dismissed on July, 27, 2017, but the Coalition appealed the dismissal to the U.S. Second Circuit Court of Appeals. See "RECENT DEVELOPMENTS –*Reforming the Energy Vision, Clean Energy Standard and the Zero-Emissions Credit Requirement.*"

Spent Fuel

Under the Nuclear Waste Policy Act of 1982 the Department of Energy ("DOE") was to develop, construct, and operate a system for the disposal of spent nuclear fuel and high-level radioactive waste. The system was to include interim storage capability and a permanent geological repository. A deadline of January 1, 1998 was set for DOE to begin moving spent fuel from nuclear power plants, and a fee of $1.00/MWH was collected from nuclear-plant operators to cover the department's costs for spent-fuel disposal. LIPA reimbursed CENG for its share of these payments. However, with the cancellation of DOE's plans for a permanent geologic repository at Yucca Mountain in Nevada, DOE likely will not accept any spent nuclear fuel from commercial nuclear power plants in the near term. Collection of the disposal fee was suspended in May 2014.

Until a permanent repository is built, spent nuclear fuel from NMP2 over the capacity of its spent-fuel pool is being stored in dry casks at an on-site Independent Spent Fuel Storage Installation ("ISFSI"), as is spent fuel at other nuclear sites. Exelon is being reimbursed for its ongoing ISFSI costs by DOE from funds previously paid for NMP2's fuel disposal. Exelon is forwarding to LIPA 18 percent of these reimbursements.

Decommissioning

Federal regulations require reactor operators to certify that sufficient funds will be available for decommissioning the radioactively contaminated portions of nuclear-plant sites. Funds must be in prepayments or external sinking funds, both of which must be segregated from the licensee's assets and outside its administrative control, or by the surety of insurance payable to a trust established for decommissioning costs. LIPA funds a trust for its share of NMP2's decommissioning costs, and believes that by the expiration of NMP2's operating license in 2046, there will be sufficient funds in the trust for its share of decommissioning costs.

Liability for Nuclear Accidents

The Price-Anderson Nuclear Industries Indemnity Act requires a nuclear-plant licensee to carry private insurance for public damages that might be caused by a nuclear accident at its site. As of January 1, 2017, the required liability limit of such insurance is $450 million. LIPA reimburses Exelon for 18 percent of the cost of this insurance for NMP2.

If damages from a nuclear accident at any site in the U.S. were to exceed $450 million, all reactor licensees would be collectively liable for the excess, with a limit of $121,255,000 per licensee, payable at no more than $18,963,000 per year. LIPA's share of this liability for NMP2 is $21.8 million, payable at no more than $3.4 million per year.

Fukushima Daiichi

Following the March 11, 2011 earthquake and tsunami that led to the catastrophic damage of the Fukushima Daiichi Plants in Japan, the NRC and the nuclear industry studied the sequence of events that resulted in the catastrophe to determine if changes were warranted at United States nuclear plants. The performance of the General Electric boiling water reactors with Mark I containments was of particular interest. NMP2 is a General Electric boiling water reactor with a Mark II containment, which is a similar system. On March 12, 2012, the NRC issued three orders to the U.S. nuclear industry. The first order requires all domestic nuclear plants to better protect supplemental safety equipment and to obtain additional equipment to protect the reactor if beyond-design-basis external events occurs. The second order requires operators of boiling water reactors to modify them with reliable hardened containment vents. The third order requires operators to add reliable spent-fuel-pool water level instrumentation. NMP2 has been brought into by compliance with these orders.

ENVIRONMENTAL MATTERS

As discussed in "CERTAIN OTHER MATTERS —Guarantees and Indemnities" in this Part 2, National Grid Parties and LIPA Parties have signed Liabilities Undertaking and Indemnification Agreements which, taken together, provide, generally, that environmental liabilities are to be divided between National Grid Parties and LIPA Parties based on whether they relate to Transferred Business (defined below) or Retained Business (defined below). In addition, to clarify and supplement these agreements, National Grid Parties and LIPA Parties have also contracted to allocate between them certain liabilities, including environmental liabilities, arising from events occurring prior to the 1998 acquisition of LILCO and relating to the business and operations to be conducted by LIPA Parties after the 1998 acquisition (the "Retained Business") and to the business and operations to be conducted by National Grid Parties after the 1998 acquisition (the "Transferred Business"). For a complete description of specific actual and potential environmental liabilities of the LIPA Parties and the National Grid Parties, see "Legal Proceedings" in Note 16 of Notes to the Authority's Basic Financial Statements for the years ended December 31, 2017 and 2016, which are included herein by specific cross-reference.

The Authority and LIPA are subject to several federal, State and local environmental laws and regulations governing the installation, operation and maintenance of electric transmission and distribution systems.

REGULATION

The operations of the Authority and LIPA are subject to regulation by various State and federal agencies, discussions of which appear in other parts of this ADR. The principal agencies having a regulatory impact on the Authority and LIPA and the conduct of their activities are:

New York State

DPS. See "LIPA REFORM ACT" above for a description of the DPS's role and relationship with LIPA and PSEG Long Island.

PACB. The Authority is required by the Act to obtain certain approvals of the PACB. The PACB consists of five members appointed by the Governor of the State. One member is appointed upon the recommendation of the Majority Leader of the State Senate, one upon the recommendation of the Speaker of the State Assembly, one upon the recommendation of the Minority Leader of the State Senate and one upon the recommendation of the Minority Leader of the State Assembly. The two members of the PACB appointed by the Governor upon the recommendations of the Minority Leaders of the Senate and the Assembly do not vote. The unanimous vote of the voting members of the PACB is required to authorize action by the PACB.

Pursuant to the Act, the Authority may not undertake any "project" without PACB approval. A "project" of the Authority is defined by the Act to mean an action undertaken by the Authority that: (i) causes the Authority to issue bonds, notes or other obligations, or shares in any subsidiary corporation; (ii) significantly modifies the use of an asset valued at more than one million dollars owned by the Authority or involves the sale, lease or other disposition of such an asset; or (iii) commits the Authority to a contract or agreement with a total consideration of greater than one million dollars and does not involve the day-to-day operations of the Authority. The Act provides that the PACB shall only approve a proposed project of the Authority upon the PACB's determination that: (i) the project is financially feasible; (ii) the project does not materially adversely affect overall real property taxes in the

Service Area; (iii) the project is anticipated to result generally in lower utility rates; and (iv) the project will not materially adversely affect overall real property taxes or utility rates in other areas of the State.

New York State Comptroller. Pursuant to the Act, the Authority must obtain the written approval of the Comptroller of any private sale of bonds or notes of the Authority and the terms of such sale. By letter dated July 22, 1999, the Comptroller set forth his determination that pursuant to Section 1020-cc of the Act (which subjects all Authority contracts to "the provisions of the State Finance Law relating to contracts made by the State") certain Authority contracts that exceed $50,000 in amount must be approved by the Comptroller before such contracts become effective. The LIPA Reform Act amended Section 1020-cc of the Act to exempt, among other things, contracts signed between the Authority's service provider and third parties from this requirement. In addition, the Comptroller's office periodically conducts audits of the Authority to examine the Authority's policies, procedures, controls and other financial and management practices.

Utility Intervention Unit. Under the LIPA Reform Act, the Utility Intervention Unit, within the Department of State, is empowered to participate in rate proceedings and hold regular forums in the Service Area.

State Board on Electric Generation Siting and the Environment. On August 4, 2011, Governor Cuomo signed legislation (the "Power NY Act of 2011"), which, among other things, establishes a new process for the siting of electric generating facilities and repowering projects over 25 megawatts. With respect to siting, the Power NY Act of 2011 is intended to provide greater certainty to the regulated community by providing a time-certain review process by a multi-agency board capable of granting all necessary permits, and to provide more meaningful input from those affected by the siting of a facility.

Department of Environmental Conservation. The Department of Environmental Conservation (the "DEC") is the principal agency of the State government regulating air, water and land quality. Before any federal license or permit can be issued for any activity involving a discharge into navigable waters, the DEC must certify that the discharge will comply with the State water quality standards (or waive certification). Certain aspects of the DEC's regulatory authority over pollutant discharge permits, air quality permits and hazardous waste regulation arise from delegation of such authority to the State by federal legislation.

Federal

Nuclear Regulatory Commission. The NRC regulates the construction and operation of nuclear power plants. An operating license is required for operating any nuclear power plant. In addition, the NRC prescribes various operating standards and other rules.

Federal Energy Regulatory Commission. FERC regulates the rates, terms and conditions of: (i) the sale for resale of electric power by "public utilities"; and (ii) the provision of transmission service in interstate commerce by public utilities. Neither the Authority nor LIPA is a "public utility" under the FPA and therefore, FERC does not exercise direct jurisdiction over rates for service over LIPA's facilities under either FPA Sections 205 or 206. Although the rates, terms and conditions under which the Authority provides transmission service are not currently subject to general FERC jurisdiction, FERC may order the Authority to provide transmission service to individual customers meeting the requirements of Sections 211 and 212 of the FPA on rates, terms and conditions comparable to those of the Authority for the Authority's own use of its system. Further, FERC may apply the provisions of FPA Section 211A to LIPA, in which case LIPA would become subject to FERC jurisdiction with respect to the provision of wholesale transmission service at rates comparable to the rates it charges itself, on terms and conditions that are comparable and not unduly discriminatory or preferential. Since its enactment, FERC has taken a conservative approach to its implementation of FPA Section 211A and only asserted jurisdiction in very limited instances, none of which have involved an unregulated transmitting utility participating in an organized market, such as LIPA's existing participation in the NYISO.

While the Authority and LIPA are non-jurisdictional entities with respect to the establishment of rates, terms and conditions of service for the sale of energy and provision of transmission service, FERC has jurisdiction over municipal utilities such as LIPA with respect to compliance with reliability standards and prohibitions against market manipulation. Under FPA, Section 215, all users, owners and operators of the bulk power system, including LIPA, must comply with reliability standards issued by NERC, which FERC has approved as the Electric Reliability Organization responsible for overall adoption and enforcement of the reliability standards. In the Northeast, implementation of the NERC reliability standards is largely delegated to, and undertaken by, the Northeast Power Coordinating Council ("NPCC"). There are now over 100 federal reliability standards covering transmission and generation operations conducted by, or on behalf of LIPA. In addition to NERC standards and NPCC standards and criteria, the NYISO and State market participants must comply with NYSRC Reliability Rules for planning and operating the State Power System. NYSRC Reliability Rules are consistent with and more stringent and specific than associated ERO standards and NPCC standards and criteria. This is permitted by federal legislation in FPA Section 215. The NYSRC Reliability Rules include local rules that apply to New York City and Long Island that are more stringent than other NYSRC Rules. These Local Rules are more stringent because of the need to protect the reliable delivery of electricity for specific electric system characteristics and demographics relative to these zones. These conditions include unique circumstances and complexities related to the maintenance of reliable transmission service, and the dire consequences that would result from failure to provide uninterrupted service.

Separately, FPA Section 222 prohibits "any entity" (including otherwise non-jurisdictional entities such as LIPA) from engaging in the use of any manipulative or deceptive device or contrivance as part of its purchase or sale of electric energy or transmission service. FERC has implemented FPA Section 222 by issuing an anti-market manipulation rule set forth in 18 C.F.R. §1.c.2 and applied such rule to non-jurisdictional entities participating in wholesale energy markets. Violations of these requirements are subject to enforcement and potential sanctions by FERC, for which the Commission may apply its new Penalty Guidelines. The Penalty Guidelines have the potential to result in imposition of significant penalties where a violation causes a significant pecuniary gain for the violator or loss caused by the violation. As described above, prior court decisions have held that FERC's penalty authority under FPA Section 316 and 316A does not extend to a municipality. However, this precedent has not yet been raised in a penalty assessment for violation of FPA Section 222 and LIPA expects that future cases before FERC and courts of appeal may clarify the authority of FERC to apply monetary civil penalties to municipalities under the FPA for violations of FPA Section 222.

Environmental Protection Agency. The EPA is the principal agency of the federal government regulating air, water and land quality. The Authority and LIPA are subject to EPA rules requiring permits for discharge of identified pollutants in waters of the United States that may occur during utility operations. However, EPA does not regulate radiological emissions or effluents from nuclear facilities, rather the NRC reviews such environmental impacts as part of its permit and licensing proceedings.

Department of Energy. DOE may issue Presidential permits for international transmission interconnections and grant authorizations for the export of energy into Canada.

United States Army Corps of Engineers. The United States Army Corps of Engineers may approve construction undertaken in connection with a power plant or transmission line, which affects navigation, involves dredging or filling in waters of the United States, or involves crossing of navigable streams.

Other Jurisdictions

The regulatory procedures of neighboring states such as Connecticut and New Jersey impact the ability of LIPA to obtain additional power supplies through constructing new cables which extend into such jurisdictions.

LITIGATION

LIPA is involved in numerous actions arising from the ordinary conduct of its business both prior to and after the 1998 acquisition of LILCO that include claims related to: Superstorm Sandy, LIPA's challenge to tax assessments and environmental claims brought by governments and individual plaintiffs that allege LIPA is responsible for all or a portion of the clean-up costs, personal injuries and/or damages resulting from its alleged use, release or deposit of hazardous substances which include asbestos. While LIPA cannot predict the costs of such pending claims, or additional similar claims which may arise, LIPA believes that such litigation, in the aggregate, will not have a material adverse impact on the business or the affairs of the Authority or LIPA. See "Legal Proceedings" in Note 16 of Notes to the Authority's Basic Financial Statements for the years ended December 31, 2017 and 2016.

CERTAIN OTHER MATTERS

LIPA Assets and Liabilities

At the time of the 1998 Acquisition of LILCO, in addition to the electric assets described under "Introduction to the Authority and LIPA" herein, LILCO also retained certain other of its former assets (these electric and other retained assets are referred to collectively as the "LIPA Assets") and liabilities (the "LIPA

Liabilities" and, together with the LIPA Assets, the "LIPA Assets and Liabilities"). The LIPA Assets included, among other assets (i) certain regulatory assets of LILCO, including the Shoreham Regulatory Asset, (ii) the judgments, actions and claims of LILCO for refunds of property taxes, including the judgment resulting from the litigation contesting the assessment of certain Shoreham Nuclear Power Station property and (iii) other intangible assets of LILCO's former retail electric business, including the right to provide electric service in the Service Area. The LIPA Liabilities included, among other liabilities, certain environmental liabilities of LILCO not otherwise transferred to or indemnified by a National Grid Sub.

Upon consummating the 1998 Acquisition, LIPA recorded various purchase accounting adjustments to recognize the fact that LIPA is not subject to the regulatory jurisdiction of the PSC and is exempt from federal income tax. The primary result of these adjustments was the elimination of the regulatory assets and liabilities of LILCO, including the Shoreham Regulatory Asset, and eliminating LILCO's net deferred federal income tax liability. The unamortized balance of the excess of the acquisition costs over the original net book value of the transmission and distribution and nuclear assets and the fair value of the other net assets retained appears on the financial statements included by specific cross-reference herein as the "Acquisition Adjustment." This Acquisition Adjustment was originally being amortized over 35 years (commencing in 1998) and the remaining amortization period on the Acquisition Adjustment was shortened by approximately seven years based on the results of a depreciation study. In May 1998, when LIPA acquired LILCO, the original Acquisition Adjustment was approximately $4.2 billion. At December 31, 2017, the balance of the Acquisition Adjustment, net of accumulated amortization was approximately $989.4 million.

Guarantees and Indemnities

National Grid USA (a subsidiary of National Grid) has absolutely and unconditionally guaranteed to the Authority (i) the full and prompt payment when due of all amounts required to be credited or paid by National Grid Sub under the PSA and (ii) the full and prompt performance of the covenants and agreements of the National Grid Sub under the PSA. Upon certain reductions in the credit ratings of National Grid USA, LIPA has the right to have National Grid USA obtain letters of credit securing these undertakings and agreements. On April 13, 2018, National Grid USA replaced Keyspan Corporation as the guarantor of National Grid Sub's obligations under the PSA, as provided in the amendment to the PSA that became effective on March 29, 2018.

PSEG Power LLC, a wholly-owned subsidiary of PSEG, has absolutely and unconditionally guaranteed to the Authority (i) the full and prompt payment when due of all amounts required to be credited or paid by PSEG Long Island under the TSA and OSA up to $60,000,000 and (ii) the full and prompt performance of the covenants and agreements of PSEG Long Island under the TSA and OSA. Upon certain reductions in the credit ratings of PSEG Power LLC, LIPA has the right to have PSEG Long Island obtain a letter of credit in lieu of the corporate guaranty.

ADDITIONAL INFORMATION

Certain of the corporations mentioned in this ADR, including National Grid plc., PSEG, Exelon Corporation, the parent of Constellation Energy Nuclear Group, LLC, the operator of NMP2, file reports and other information with the Securities and Exchange Commission, which reports and information are publicly available. None of the above-mentioned additional information is included herein by specific cross-reference, and the Authority takes no responsibility for the accuracy or completeness thereof.

APPENDIX A

AUDITED BASIC FINANCIAL STATEMENTS

LONG ISLAND POWER AUTHORITY

(A Component Unit of the State of New York)

Consolidated Financial Statements
and Required Supplementary Information

December 31, 2017 and 2016

(With Independent Auditors’ Report Thereon)

LONG ISLAND POWER AUTHORITY
(A Component Unit of the State of New York)
Consolidated Financial Statements
December 31, 2017 and 2016

Table of Contents

KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

To the Board of Trustees
Long Island Power Authority:

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of the business-type activities and fiduciary funds of the Long Island Power Authority (the Authority), a component unit of the State of New York, as of and for the years ended December 31, 2017 and 2016, and the related notes to the consolidated financial statements, which collectively comprise the Authority's consolidated financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated financial statements.

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

Opinion on the Consolidated Financial Statement

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities and fiduciary funds of the Long Island Power Authority as of December 31, 2017 and 2016, and the respective changes in their net position and, where applicable, their cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

KPMG LLP is a Delaware limited liability partnership and the U.S. member
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KPMG International Cooperative ("KPMG International"), a Swiss entity.

KPMG

Other Matters

Required Supplementary Information

U.S. generally accepted accounting principles require that the information in the Management's Discussion and Analysis on pages 3 through 20 and Required Supplementary Information on pages 95 through 97, be presented to supplement the consolidated financial statements. Such information, although not a part of the consolidated financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the consolidated 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 consolidated financial statements, and other knowledge we obtained during our audits of the consolidated financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated March 29, 2018 on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control over financial reporting and compliance.

KPMG LLP

New York, New York
March 29, 2018

Introduction

The Long Island Power Authority (the Authority) is a component unit of New York State (State). The Authority became the retail supplier of electric service in the Counties of Nassau and Suffolk (with certain limited exceptions) and a portion of Queens County known as the Rockaways (Service Area), on May 28, 1998 by acquiring the transmission and distribution (T&D) system of the Long Island Lighting Company (LILCO) as a wholly owned subsidiary of the Authority. As part of the acquisition, the Authority also acquired an undivided 18% interest in the Nine Mile Point Unit 2 (NMP2) generating facility, located in upstate New York, which is operated and managed by Exelon Corporation.

Since the acquisition, the Authority has conducted business through its wholly owned subsidiary, LILCO, under the names LIPA and Power Supply Long Island, referred to collectively as the Authority. The Authority provides electric delivery service in the Service Area, which includes approximately 1.1 million customers. The population of the Service Area is approximately 2.9 million.

The Authority entered into operating agreements to provide the operating personnel, and a significant portion of the power supply resources, necessary to provide electric service in the Service Area. Prior to 2014, the service providers were generally National Grid plc, certain National Grid Subsidiaries and their predecessors (collectively, National Grid Subs), with some exceptions. A National Grid Sub was the T&D System manager pursuant to the expired Management Services Agreement (MSA).

LIPA Reform Act

The Authority's role significantly changed as a result of the LIPA Reform Act (Reform Act) which was passed and codified as Chapter 173, Laws of New York on June 21, 2013 by the New York State Assembly and Senate. The Reform Act is divided into two parts, Part A and Part B.

LIPA Reform Act – Part A

Part A addresses the reorganization of the Authority, substantially changed its operating responsibilities and the relationship with its service provider. PSEG Long Island was selected as the Authority's service provider pursuant to the Amended and Restated Operations Services Agreement (OSA) for a term of twelve years.

PSEG Long Island commenced operating the Authority's electric T&D system on January 1, 2014 under the PSEG Long Island brand name and provides day-to-day T&D system operating functions as well as certain administrative support functions to LIPA. PSEG Long Island acts as LIPA's agent in performing many of LIPA's obligations and in return receives (a) reimbursement for pass-through operating expenditures, (b) a fixed management fee and (c) an incentive fee contingent on meeting certain performance metrics. In addition, there is the opportunity for the parties to extend the contract for an additional eight years subject to the achievement by PSEG Long Island of certain performance levels.

The Authority also has a contract with PSEG Energy Resources and Trade LLC (PSEG ER&T) to provide services related to fuel and power supply management and certain commodity activities. Separately from its contract with PSEG ER&T, the Authority maintains power purchase agreements with various third-party power generators.

The Authority's Board of Trustees (Board) approves the annual budget, expenditures and the electric rates. Under Part A of the Reform Act, a rate proceeding on electric rates was filed to allow the New York State Department of Public Service (DPS) the opportunity to make recommendations to the Board. As such, the Authority filed **a** Three Year Rate Plan for 2016 to 2018 (Three Year Rate Plan) with the DPS on January 30, 2015. Pursuant to the Reform Act, the DPS was required to review and make recommendations to the Authority's Board within 240 days of such filing. Accordingly, on September 28, 2015, the DPS submitted its Rate Recommendation to the Authority's Board. On December 16, 2015, the Authority's Board implemented the Three Year Rate Plan set forth in the DPS Recommendation.

LIPA Reform Act – Part B

Part B of the Reform Act created the Securitization Law which established the Utility Debt Securitization Authority (UDSA). The Securitization Law's sole purpose was to provide a legislative foundation for the UDSA's issuance of restructuring bonds to allow the Authority to retire a portion of its outstanding indebtedness, providing savings to the Authority's customers on a net present value basis. The restructuring bonds are to be repaid by an irrevocable, nonbypassable restructuring charge on all the Authority's customers. The UDSA has a governing body separate from that of the Authority and has no commercial operations.

The Securitization Law allowed the UDSA to issue restructuring bonds totaling approximately $4.5 billion, the proceeds of which refunded Authority bonds and generated total net present value debt service savings of $492 million for the Authority's customers.

Overview of the Consolidated Financial Statements

The Authority is engaged in business type activities and follows financial reporting for enterprise funds. The Authority's financial statements are prepared on an accrual basis in accordance with generally accepted accounting principles (GAAP) as prescribed by the Governmental Accounting Standards Board (GASB).

The management's discussion and analysis of the Authority's financial performance provides an overview of the Authority's financial information for the years ended December 31, 2017 and 2016. The discussion and analysis should be read in conjunction with the Consolidated Financial Statements and the accompanying notes, which follow this section. The notes are an integral part of the Authority's Consolidated Financial Statements and provide additional information on certain components of these statements.

The Authority's Consolidated Statements of Net Position as of December 31, 2017, 2016 and 2015 are summarized below:

	2017	2016	2015
		(Amounts in thousands)	
Assets and deferred outflows of resources:			
Capital assets	$ 8,088,014	7,768,551	7,548,163
Current assets	1,922,648	1,888,172	1,786,878
Regulatory assets	1,329,148	1,299,251	1,373,147
Other noncurrent assets	1,542,921	1,858,009	2,073,357
Deferred outflows of resources	275,026	286,779	254,352
Total assets and deferred outflows of resources	13,157,757	13,100,762	13,035,897
Liabilities and deferred inflows of resources:			
Long-term debt	7,978,731	7,756,751	7,432,468
Current liabilities	1,267,330	1,345,039	1,405,757
Regulatory liabilities	14,910	12,100	30,027
Other noncurrent liabilities	2,883,642	3,013,915	3,169,837
Deferred inflows of resources	540,956	517,891	516,309
Total liabilities and deferred inflows of resources	12,685,569	12,645,696	12,554,398
Total net position	472,188	455,066	481,499
Total liabilities, deferred inflows of resources and net position	$ 13,157,757	13,100,762	13,035,897

Assets and Deferred Outflows of Resources

2017 Compared to 2016

Assets and deferred outflows of resources increased $57 million compared to 2016 due to increases of $320 million in capital assets, $34 million in current assets, and $30 million in regulatory assets, partially offset by a $315 million decrease in noncurrent assets, and a $12 million decrease in deferred outflows of resources.

Capital assets increased by $320 million compared to 2016 primarily due to higher investment in reliability capital projects as well as certain storm hardening projects, primarily funded by the Federal Emergency Management Agency (FEMA). These capital additions were partially offset by asset retirements and annual depreciation expense.

Current assets increased by $34 million compared to 2016 primarily due to increased mark-to-market valuations on the Authority's investment accounts.

Regulatory assets increased by $30 million primarily due to the increase of $48 million in the Delivery Service Adjustment (DSA) and the Power Supply Charge (PSC), partially offset by the scheduled annual recovery or amortizations of regulatory assets totaling $18 million. For a full discussion of the regulatory assets and liabilities, see note 5 to the Authority's Consolidated Financial Statements.

Noncurrent assets decreased by $315 million primarily due to the $195 million decrease in restricted cash and cash equivalents due to expenditures for storm hardening capital projects primarily funded by FEMA and $111 million of scheduled amortization of the Acquisition Adjustment.

Deferred outflow of resources decreased by $12 million primarily due to the change in the mark-to-market valuation of the Authority's effective commodity derivatives.

2016 Compared to 2015

Assets and deferred outflows of resources increased $65 million compared to 2015 due to increases of $220 million in capital assets, $101 million in current assets, and $32 million in deferred outflows of resources, partially, offset by a $215 million decrease in noncurrent assets, and a $74 million decrease in regulatory assets.

Capital assets increased by $220 million compared to 2015 primarily due to higher investment in reliability capital projects as well as certain storm hardening projects, primarily funded by FEMA. These capital additions were partially offset by asset retirements and annual depreciation expense.

Current assets increased by $101 million compared to 2015 primarily due to increased cash, cash equivalents and investment balances of $205 million resulting from the issuance of the General Revenue Bonds, Series 2016B, in October 2016 to fund construction projects. This increase was partially offset by the change in the deferred mark-to-market valuation on certain of the Authority's commodity derivatives.

Regulatory assets decreased by $74 million primarily due to the offset of certain regulatory assets with the proceeds of an insurance settlement related to damage to the Authority's T&D system caused by Superstorm

Sandy. The Authority's Board authorized the offsets of certain regulatory assets totaling $73 million rather than recognize a one-time net book value gain.

Noncurrent assets decreased by $215 million primarily due to $111 million of scheduled amortization of the Acquisition Adjustment, a $23 million decrease in the deferred mark-to-market valuation on certain of the Authority's derivatives and a $31 million decrease in restricted cash and cash equivalents due to expenditures made for eligible storm hardening capital projects primarily funded by FEMA.

Deferred outflow of resources increased by $32 million primarily due to the deferral of defeasance costs associated with the refunding of a portion of the Authority's debt with the issuance of the UDSA Restructuring Bonds, Series 2016A and Series 2016B. The deferred defeasance costs represent the difference between the reacquisition price and the carrying amount of the refinanced debt. Although the refinancing recognized deferred costs on refunding as provided for under the accrual method of accounting, the refunding produced net present value debt service savings of $187 million over the life of the UDSA Restructuring Bonds, Series 2016A and Series 2016B.

Liabilities and Deferred Inflows of Resources

2017 Compared to 2016

Liabilities and deferred inflows of resources increased $40 million due to an increase of $222 million in long-term debt, an increase of $3 million in regulatory liabilities, an increase of $23 million in deferred inflows of resources, partially offset by decreases of $78 million in current liabilities, and $130 million in noncurrent liabilities.

Long-term debt increased by $222 million. This increase reflects $369 million of UDSA Restructuring Bonds, Series 2017, which together with $71 million of premium received on the bonds, allowed the Authority to retire approximately $400 million of its existing debt. The refunding generated total net present value debt service savings of $45 million. The Authority also issued $350 million Electric System General Revenue Bonds Series 2017, which together with the $56 million of premium received on the bonds, funded capital projects. These increases were partially offset by the $193 million of current debt maturities classified as current liabilities.

Current liabilities decreased by $78 million primarily due to the $45 million decrease in outstanding short-term debt, lower current portion due for capital leases of $19 million, with the remaining decrease due to various lower accruals.

Noncurrent liabilities decreased by $130 million primarily due to the amortization of the capital lease obligations of approximately $177 million, a $21 million decrease in the deferred mark-to-market valuation on the Authority's interest derivatives, and a $25 million decrease in the Authority's postemployment retirement benefit obligations resulting from the funding of a Section 115 trust. These decreases were partially offset by a $90 million increase in the PSEG Long Island's workforce retirement benefit obligations resulting from an updated actuarial valuation.

Deferred inflows of resources increased by $23 million primarily due to increased mark-to-market valuations on certain investment accounts.

2016 Compared to 2015

Liabilities and deferred inflows of resources increased $91 million due to an increase of $324 million in long-term debt, partially offset by decreases of $156 million in noncurrent liabilities, $61 million in current liabilities, and $18 million in regulatory liabilities.

Long-term debt increased by $324 million. This increase reflects $1.11 billion of UDSA Restructuring Bonds, Series 2016A and Series 2016B, which together with $232 million of premium received on the bonds, allowed the Authority to retire approximately $1.27 billion of its existing debt. The refunding generated a net present value debt service savings of $187 million. The Authority also issued $175 million Electric System General Revenue Bonds Series 2016A to refinance outstanding variable rate demand bonds of the same amount and $408 million Electric System General Revenue Bonds Series 2016B, which, together with the $70 million of premium received on the bonds, funded capital projects and refinanced outstanding debt. The refinanced bonds generated $8 million of net present value debt service savings. The remaining increase in long-term debt outstanding is due to the accretion of the existing Series 1998A and Series 2000A capital appreciation bonds.

Current liabilities decreased by $61 million primarily due to the $62 million change in the short-term portion of the Authority's commodity derivatives.

Regulatory liabilities decreased by $18 million due to the return to customers of 2015 excess collection of power supply costs totaling $30 million. In accordance with the Authority's tariff any over/under collection of power supply costs are returned/collected in the power supply charge in the subsequent month. This decrease was partially offset by the recognition of the 2016 DSA totaling $12 million which in accordance with the tariff, is included in rates over the twelve-month period beginning January 1, 2017. For a full discussion of the Authority's DSA see note 5 to the Authority's Consolidated Financial Statements.

Noncurrent liabilities decreased by $156 million primarily due to the amortization of the Authority's capital lease obligations of approximately $191 million and a $23 million decrease in the deferred mark-to-market valuation on certain of the Authority's derivatives. This decrease was partially offset by an $89 million increase in the PSEG Long Island's workforce retirement benefit obligations resulting from an updated actuarial valuation.

(Amounts in thousands, unless otherwise stated)

Results of Operations

The Authority's Consolidated Statements of Revenues, Expenses and Changes in Net position for the years ended December 31, 2017, 2016 and 2015 are summarized as follows:

		2017	2016	2015
Electric revenue	$	3,481,613	3,399,101	3,505,209
Operating expenses		(3,214,117)	(3,163,353)	(3,187,383)
Interest expense		(336,071)	(349,809)	(361,725)
Total expenses		(3,550,188)	(3,513,162)	(3,549,108)
Revenue less operating and interest expenses		(68,575)	(114,061)	(43,899)
Grant income		42,058	43,929	54,329
Other income		43,639	43,699	37,744
Total other income		85,697	87,628	92,073
Change in net position		17,122	(26,433)	48,174
Beginning net position		455,066	481,499	434,592
Cumulative effect of change in accounting principle		—	—	(1,267)
Net position, beginning of year, as restated		455,066	481,499	433,325
Net position, end of year	$	472,188	455,066	481,499

Operating Revenues

2017 Compared to 2016

Electric operating revenues for 2017 totaled $3.48 billion, an increase of $83 million compared to 2016 due to higher power supply costs totaling $15 million and implementation of the DSA, partially offset by lower sales in 2017.

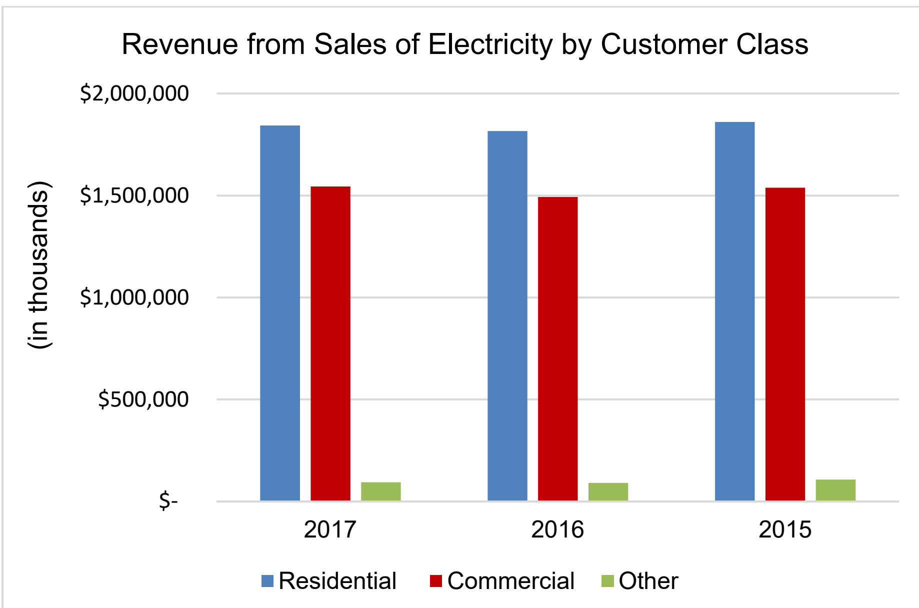
2016 Compared to 2015

Electric operating revenues for 2016 totaled $3.40 billion, a decrease of $106 million compared to 2015 due to lower power supply costs, which were passed through to customers in lower electric rates, partially offset by the accrual of the 2016 DSA totaling $30 million.

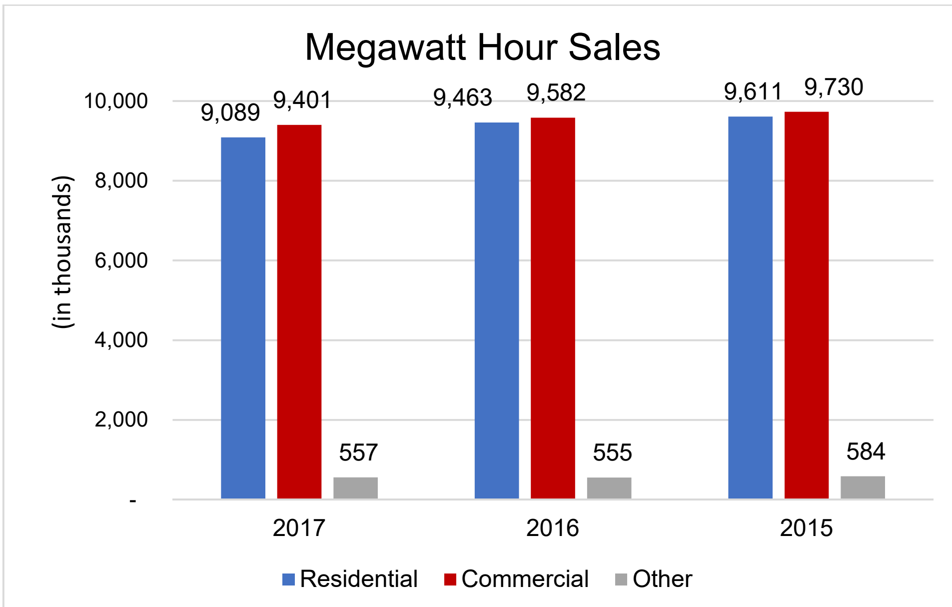
The following table and chart shows revenue for the years ended December 31, 2017, 2016 and 2015 by customer class (residential, commercial and other).

(Amounts in thousands, unless otherwise stated)

Revenues from sales of electricity		2017	2016	2015
Residential	$	1,843,735	1,815,921	1,860,865
Commercial		1,544,607	1,492,815	1,537,844
Other		93,271	90,365	106,500
Total	$	3,481,613	3,399,101	3,505,209

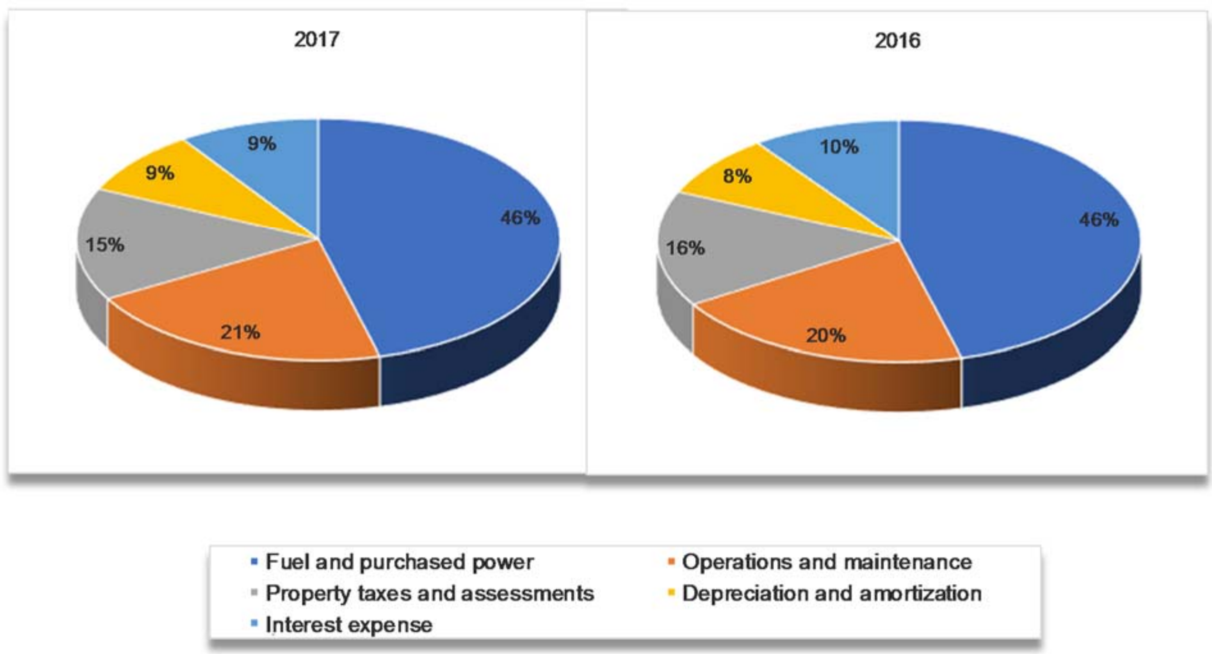


The following chart shows sales by megawatt hour (MWh) for the years ended December 31, 2017, 2016 and 2015 by customer class (residential, commercial and other). The largest customer in the Service Area (the Long Island Rail Road) accounted for less than 2% of total sales and less than 2% of revenue. In addition, the ten largest customers in the Service Area accounted for approximately 7% of total sales and less than 7% of revenue.



Operating and Interest Expenses

For the years ended December 31, 2017 and 2016, the Authority's expenses were comprised of (i) fuel and purchased power (including the Power Supply Agreement and NMP2); (ii) operations and maintenance; (iii) payments in lieu of taxes, other taxes and assessments; (iv) interest expense; and (v) depreciation and amortization, as shown below:



2017 Compared to 2016

For the year ended December 31, 2017, operating and interest expenses totaled $3.55 billion, an increase of $37 million compared to 2016. The increase is primarily due to higher operating and maintenance costs of the T&D system of $66 million, greater power supply costs of $15 million and higher depreciation expense of $15 million. These increases were partially offset by lower storm restoration costs of $46 million due to fewer storms requiring mutual aid assistance in 2017. Also offsetting increased costs were lower interest costs of $14 million.

2016 Compared to 2015

Operating and interest expenses for 2016 totaled $3.51 billion, a decrease of $36 million compared to 2015. The decrease is primarily due to lower power supply costs of $161 million and lower interest costs of $12 million, partially offset by higher storm restoration costs and higher operating and maintenance costs.

Capital Asset and Financing Activities

The Authority’s 2018 budget projects expenditures of approximately $757 million for various capital improvements. The Authority anticipates that a portion of these expenditures will be funded using long-term tax-exempt bonds. The Authority’s Three Year Rate Plan for 2016 to 2018 incorporated a new Board financial policy that seeks to reduce the portion of the Authority’s capital plan funded by debt to 64% or less and, over five years, raise the Authority’s credit ratings to A2 by Moody’s Investors Service (Moody’s), A by Standard and Poor’s Global Ratings (S&P), and A by Fitch Ratings (Fitch). The Authority’s debt is currently rated A3 by Moody’s, A- by S&P, and A- by Fitch. While the Authority has budgeted for the objectives of the Three Year Rate Plan, the Authority cannot predict whether it will meet its credit rating objectives.

In 2017, the Authority had approximately $667 million in capital improvements which were partially funded with the issuance of $350 million of Electric System General Revenue Bonds, Series 2017.

In addition, during 2017, the UDSA issued $369.5 million of 2017 Restructuring Bonds, exhausting the statutory authority of bonds allowed under the Securitization Law of $4.5 billion. The 2017 UDSA refinancing generated $45.4 million in net present value debt service savings, resulting in aggregate net present value debt service savings of $492 million for all the UDSA refinancings.

During 2017, the Authority and UDSA paid scheduled debt maturities totaling $190 million. During 2016, the Authority and UDSA paid scheduled debt maturities totaling $187 million. In 2016, the Authority also refinanced $175 million of long-term variable-rate bonds that had bank facilities subject to renewal, and issued

(Amounts in thousands, unless otherwise stated)

$57.7 million of bonds to refinance $64.6 million of existing fixed-rate debt to generate $8 million in net present value debt service savings.

The table below summarizes the financing activity for the Authority and the UDSA for the years ended December 31, 2017 and 2016:

		Bonds to fund capital projects	Refinancing of fixed-rate bonds for savings	Refinancing of variable-rate bonds
2017:				
General Revenue Bonds	$	350,000	—	—
UDSA Restructuring Bonds		—	369,465	—
2016:				
General Revenue Bonds	$	350,000	57,675	175,000
UDSA Restructuring Bonds		—	1,106,090	—

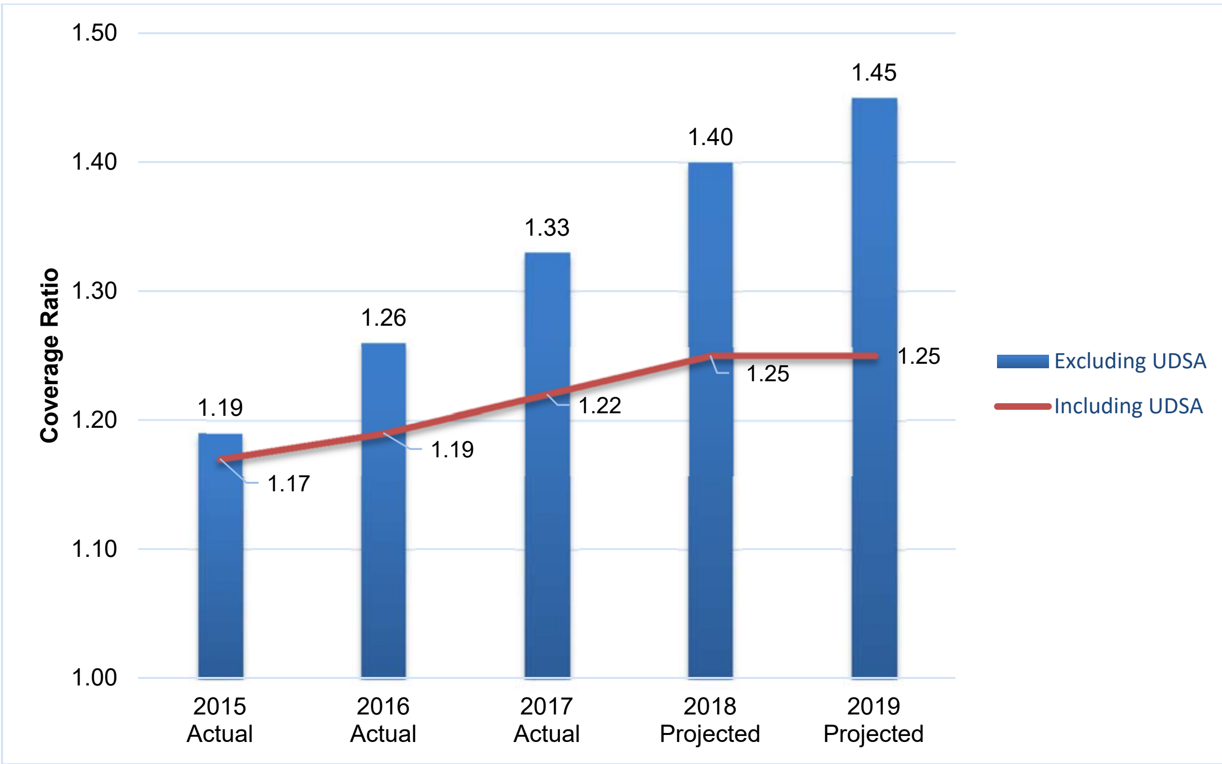
For a full discussion on the Authority's debt activities during 2017 and 2016, see note 12 to the Consolidated Financial Statements.

Fixed Obligation Coverage Ratios

The Three Year Rate Plan for 2016 to 2018 adopted the "public power model" of budgeting and rate setting, employing the debt service coverage method to determine revenue requirements. The Authority budgets to achieve fixed obligation coverage targets (including capitalized leases) on Authority issued debt of a minimum 1.20x, 1.30x, and 1.40x in 2016, 2017, and 2018, respectively, (and 1.45x in 2019 after the Three Year Rate Plan). When the UDSA restructuring bonds are included, these coverage ratio targets are a minimum of 1.15x, 1.20x, and 1.25x in 2016, 2017, and 2018, respectively (and 1.25x in 2019). The Authority's methodology for calculating fixed obligation coverage ratios excludes certain specified noncash items from expenses.

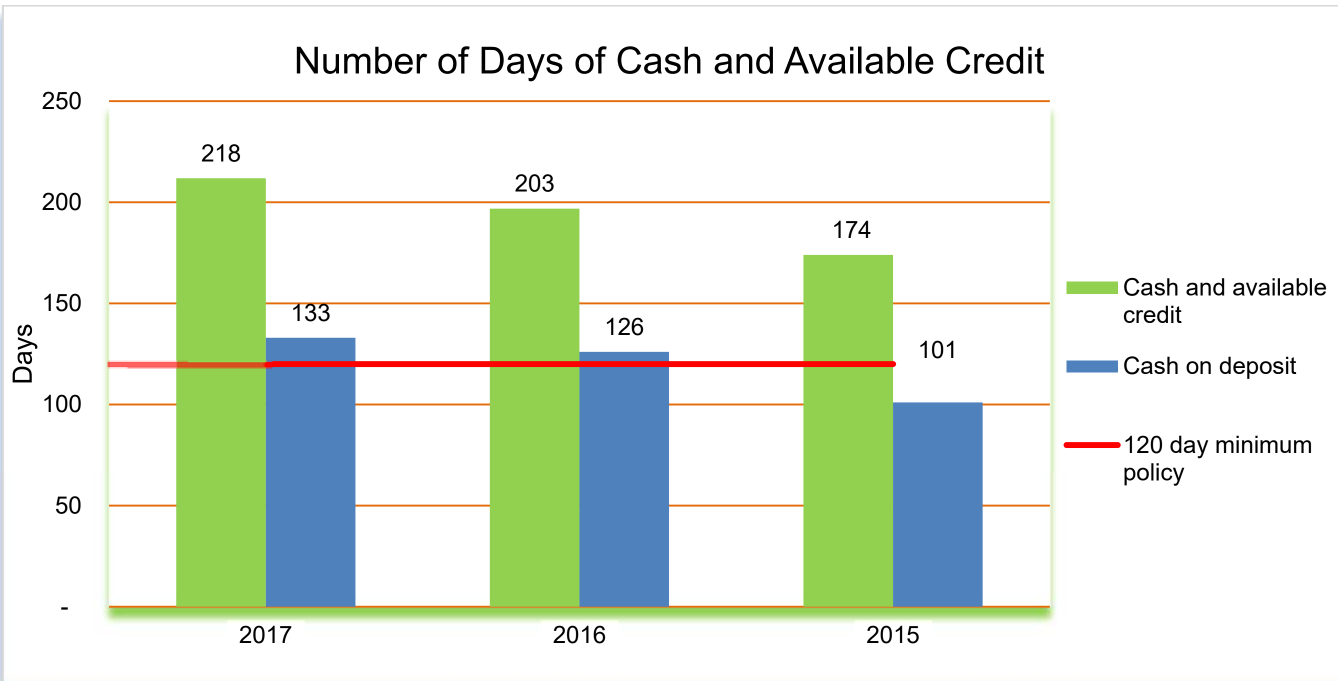
The Authority's fixed obligation coverage ratios for the years ended December 31, 2015, 2016 and 2017 were 1.19x, 1.26x and 1.33x, respectively. The fixed obligation coverage ratios, inclusive of the UDSA restructuring bonds, were 1.17x, 1.19x, and 1.22x, for 2015, 2016 and 2017, respectively. The Authority achieved its targeted coverage goal for 2016 and 2017. The Authority budgeted for but cannot predict whether the targets or goals for 2018 or beyond will be realized.

For a full discussion of the fixed obligation coverage ratio calculation, see notes 3 and 12 to the Consolidated Financial Statements. The Authority's historic and projected fixed obligation coverage ratios are shown below.



Liquidity and Capital Resources

The Authority's Board policy is to maintain cash on hand and available credit equivalent of at least 120 days of operating expenses. As of December 31, 2017 and 2016, the Authority's available sources of liquidity for operating purposes and capital program funding, achieved the policy target with 218 days and 203 days of cash and available credit, respectively.



Liquidity

The Authority's available liquidity includes an unrestricted OPEB Account established to pre-fund certain future postemployment health and life insurance obligations of both the Authority and PSEG Long Island employees. In 2017, the Authority's Board approved separating the Authority employee and retiree portion of the obligation by funding a segregated LIPA Other Postemployment Benefit Trust (OPEB Trust). The Authority transferred approximately $19 million from the existing unrestricted OPEB Account to the restricted OPEB Trust. The remaining balance in the unrestricted OPEB Account is intended to fund the PSEG Long Island employee retiree contractual obligation. However, in the event that revenues are insufficient to pay reasonable and necessary operating expenses or to make payments on bonds or parity obligations, these funds are available; as such they are considered unrestricted cash, cash equivalents and investments. As of December 31, 2017 and 2016, the unrestricted OPEB Account had approximately $195 million and $129 million on deposit, respectively.

The Authority's restricted OPEB Trust balances are irrevocable, and funds can only be used to provide benefits to Authority retirees and their beneficiaries. As such, amounts in the OPEB Trust are not included in the

Authority's available liquidity. The OPEB Trust is a separate component unit and is reported as a fiduciary fund in the Authority's Consolidated Financial Statements.

Also included in the Authority's available liquidity balances are accounts dedicated to pre-funding PSEG Long Island's working capital needs totaling approximately $212 million and $207 million as of December 31, 2017 and 2016, respectively. These accounts are owned by the Authority and are available only for the Authority's operating and capital costs. The funds are restricted due to the contractual obligation to pre-fund the accounts from which PSEG Long Island, acting as agent for the Authority, pays expenses related to operating the Authority's electric system. The Authority considers these funds to be part of its working capital as these funds are available to meet LIPA's operating and capital needs.

Restricted cash, cash equivalents and investments

The Authority's restricted cash, cash equivalents and investments as of December 31, 2017 and 2016 was $385 million and $560 million, respectively, of which approximately $276 million and $471 million, respectively was the advance funding provided by FEMA for storm restoration and storm hardening capital projects. The storm hardening projects are intended to strengthen the Long Island electrical grid against the effects of severe weather. During 2017 and 2016, the Authority funded mitigation projects with FEMA funds totaling approximately $195 million and $31 million, respectively, and expects to expend the balance on the program through 2019.

The remaining balance of restricted cash and cash equivalents related to UDSA debt service payments and required debt service and operating reserves of $109 million and $89 million as of December 31, 2017 and 2016, respectively.

Short-Term Borrowing Program

The Authority also maintains a short-term borrowing program to provide resources to meet interim working capital needs, fund its capital program between long-term debt offerings, and meet any cash flow requirements from severe weather events. Among other factors, the Authority's operating and capital needs vary during the year given summer peaking and the seasonal nature of its sales. In accordance with the Board's policy, the maximum outstanding balances of total combined short-term borrowings may not exceed $1.0 billion.

Included in the Authority's short-term borrowing program are: (i) $375 million Senior Lien Series 2015 General Revenue Notes, of which $98 million and $156 million were outstanding at December 31, 2017 and 2016, respectively, (ii) $300 million Series 2014 Subordinate Revenue Commercial Paper Notes, of which $250 million were outstanding as of December 31, 2017 and 2016 and (iii) a Revolving Credit Facility Agreement , which has a maximum capacity of $350 million of which approximately $13 million was outstanding as of December 31, 2017 and no amounts were outstanding as of December 31, 2016.

The combined outstanding balance of the Authority's short-term borrowings totaled $361 million and $406 million as of December 31, 2017 and 2016, respectively.

(Amounts in thousands, unless otherwise stated)

The short-term borrowing programs are supported by various bank agreements that expire during 2018 through 2021 and management expects to renew or replace the agreements as needed prior to their expiration. The Authority believes it will have sufficient liquidity throughout 2018 to meet its planned operating, maintenance and capital programs.

The table and chart below summarize the Authority's operating liquidity and available credit capacity:

		2017	2016	2015
Operating liquidity				
Unrestricted cash and cash equivalents	$	633,531	652,370	578,619
OPEB account cash, cash equivalents & investments		194,699	128,998	51,579
PSEG Long Island Working Capital requirements		211,972	207,045	208,099
Total operating liquidity	$	1,040,202	988,413	838,297
Available credit				
General Revenue Notes - Revolving Credit Facility		337,180	337,500	337,500
General Revenue Notes - Commercial Paper		277,500	219,375	275,000
Subordinated General Revenue Notes - Commercial Paper		50,000	50,000	-
Total available credit	$	664,680	606,875	612,500
Total cash, cash equivalents, investments & available credit	$	**1,704,882**	**1,595,288**	**1,450,797**
Restricted cash				
FEMA - restricted		275,783	470,972	501,990
UDSA		109,167	88,572	33,518
Total restricted cash	$	384,950	559,544	535,508

Risk Management

The Authority is exposed to commodity and interest rate risk during the conduct of its operations. The Authority's Enterprise Risk Management Committee (ERMC) identifies and manages such risks. As part of risk management, the Authority established a power supply risk management program to mitigate a portion of the exposure to fluctuations in commodity prices on behalf of its customers. The Authority also hedges its interest rate exposure through certain interest rate derivatives that are approved by the ERMC based on the Board policy established for interest rate exchange agreements. The Authority also has a dedicated Enterprise Risk Management group to identify operating and other risks within each business unit and assist such business units in developing an ongoing risk identification, monitoring and mitigation program.

In accordance with GASB Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*, the Authority records its hedging and investment derivatives at fair value and records deferred inflows and outflows of resources for changes in fair values on effective hedging derivatives. The Authority defers, as unrealized gains and losses, changes in fair value for investing derivatives consistent with its ratemaking practices.

For a further discussion on these matters, see note 8 to the Consolidated Financial Statements.

Bond Ratings

The Authority and UDSA bonds are rated by Moody's, S&P, and Fitch as shown below:

	Investment ratings		
	Moody's	**S&P**	**Fitch**
Senior Lien Bonds	A3	A-	A-
Subordinate Lien Bonds	Baa1	--	A-
UDSA Restructuring Bonds	Aaa (sf)	AAA (sf)	AAA (sf)

In connection with its November 2017 Electric System General Revenue Bond offering, the Authority received a rating from S&P of A- with a Positive Outlook, an upgraded outlook from Stable. During 2016, Moody's upgraded the Authority's bonds to A3 from Baa1 and the Subordinated Lien Revenue Bonds to Baa1 from Baa2.

Certain bonds and notes of the Authority are supported by either a bank letter of credit or are insured against default. Such debt carries the higher of either the ratings of the credit support provider, or that of the Authority.

Contacting the Long Island Power Authority

This financial report is designed to provide the Authority's bondholders, customers, and other interested parties with a general overview of the Authority's finances and to demonstrate its accountability for the funds it receives. If you have any questions about this report or need additional information, contact the Authority at 333 Earle Ovington Blvd., Suite 403, Uniondale, New York 11553, or visit the Authority's website at www.lipower.org.

LONG ISLAND POWER AUTHORITY
(A Component Unit of the State of New York)

Consolidated Statements of Net Position

December 31, 2017 and 2016

(Amounts in thousands)

Assets and Deferred Outflows of Resources		**2017**	**2016**
Current assets:			
Cash and cash equivalents	$	425,472	562,156
Restricted cash - working capital requirements		211,972	207,045
Restricted cash		109,167	88,572
Investments		402,758	219,212
Counterparty collateral – posted by the Authority		19,507	8,365
Accounts receivable (less allowance for doubtful accounts of $31,459 and $37,716 at December 31, 2017 and December 31, 2016, respectively)		463,447	484,781
Other receivables		91,303	113,154
Fuel inventory		94,380	103,894
Material and supplies inventory		52,026	46,771
Unrealized charges		13,162	—
Regulatory assets to be recovered within one year		191,634	151,012
Prepayments and other current assets		39,454	54,222
		2,114,282	2,039,184
Noncurrent assets:			
Restricted cash and cash equivalents		2,970	76,733
Restricted investments		272,813	394,239
Utility plant and property and equipment, net		8,088,014	7,768,551
Nuclear decommissioning trust		132,202	115,800
Other long-term receivables		28,424	28,285
Unrealized charges		114,574	136,131
Financial derivatives		2,552	2,846
Prepayments		—	3,215
Regulatory assets for future recovery		1,137,514	1,148,239
Acquisition Adjustment, net		989,386	1,100,760
Total noncurrent assets		10,768,449	10,774,799
Deferred outflows of resources:			
Deferred defeasance costs on debt refunding		273,836	273,558
Accumulated decrease in fair value of commodity derivatives		—	11,740
Pensions		1,190	1,481
Total deferred outflows of resources		275,026	286,779
Total assets and deferred outflows of resources	$	13,157,757	13,100,762

See accompanying notes to consolidated financial statements.

LONG ISLAND POWER AUTHORITY
(A Component Unit of the State of New York)

Consolidated Statements of Net Position

December 31, 2017 and 2016

(Amounts in thousands)

Liabilities, Deferred Inflows of Resources and Net Position		**2017**	**2016**
Current liabilities:			
Short-term debt	$	360,320	405,625
Current maturities of long-term debt		69,880	117,250
Current maturities of UDSA debt		122,803	72,598
Current portion of capital lease obligation		177,361	195,959
Accounts payable and accrued expenses		440,919	445,566
Regulatory liabilities payable in one year		14,910	12,100
Commodity derivative instruments		6,556	11,569
Accrued payments in lieu of taxes		9,570	10,729
Accrued interest		41,254	48,042
Customer deposits		38,667	37,701
Total current liabilities		1,282,240	1,357,139
Noncurrent liabilities:			
Long-term debt		3,344,223	3,396,020
Long-term UDSA debt		4,634,508	4,360,731
Capital lease obligations		1,843,515	2,021,284
Borrowings		77,307	82,241
Operations Services Agreement-employee retirement benefits		670,861	580,720
Financial derivative instruments		128,139	149,496
Commodity derivative instruments		—	2,324
Asset retirement obligation		67,787	66,487
Long-term liabilities and unrealized credits		40,112	69,933
Claims and damages		55,921	41,430
Total noncurrent liabilities		10,862,373	10,770,666
Deferred inflows of resources:			
Regulatory credits - grants		501,404	502,213
Accumulated increase in fair value of financial derivatives		2,552	2,846
Accumulated increase in fair value of commodity derivatives		620	—
Pensions		1,110	1,499
Accumulated increase in fair value of NMP2 Trust and OPEB account		35,270	11,333
Total deferred inflows of resources		540,956	517,891
Net position:			
Net investment in capital assets		(3,815)	(115,699)
Restricted		99,524	73,879
Unrestricted		376,479	496,886
Total net position		472,188	455,066
Total liabilities, deferred inflows of resources and net position	$	13,157,757	13,100,762

See accompanying notes to consolidated financial statements.

LONG ISLAND POWER AUTHORITY
(A Component Unit of the State of New York)

Consolidated Statements of Revenues, Expenses, and Changes in Net Position

Years ended December 31, 2017 and 2016

(Amounts in thousands)

		2017	2016
Operating revenues – electric sales	$	3,481,613	3,399,101
Operating expenses:			
Operations – power supply charge		1,631,475	1,610,604
Operations – power supply charge-property tax related		211,112	217,205
Operations and maintenance		638,944	572,714
Storm restoration		66,574	112,337
General and administrative		31,648	27,582
Depreciation and amortization		308,755	294,051
Payments in lieu of taxes and assessments		325,609	328,860
Total operating expenses		3,214,117	3,163,353
Operating income		267,496	235,748
Nonoperating revenues and expenses:			
Other income, net:			
Investment income		13,084	9,096
Grant income		42,058	43,929
Carrying charges on regulatory assets		25,365	26,520
Other		5,190	8,083
Total other income, net		85,697	87,628
Interest charges and (credits):			
Interest on long-term debt		342,552	331,354
Other interest		25,936	32,458
Other interest amortizations		(26,513)	(10,469)
Allowance for borrowed funds used during construction		(5,904)	(3,534)
Total interest charges and (credits)		336,071	349,809
Change in net position		17,122	(26,433)
Net position, beginning of year		455,066	481,499
Net position, end of year	$	472,188	455,066

See accompanying notes to consolidated financial statements.

LONG ISLAND POWER AUTHORITY
(A Component Unit of the State of New York)

Consolidated Statements of Cash Flows

Years ended December 31, 2017 and 2016

(Amounts in thousands)

		2017	2016
Cash flows from operating activities:			
Operating revenues received	$	3,643,767	3,493,062
Paid to suppliers and employees:			
Operations and maintenance		(500,295)	(847,669)
Operations – power supply charge		(1,761,518)	(1,380,113)
Operations – power supply charge – property tax related		(211,112)	(217,185)
Payments in lieu of taxes		(429,998)	(434,927)
Collateral on commodity derivative transactions, net		(13,925)	39,992
PSEG Long Island pension funding		(35,000)	(28,100)
Net cash provided by operating activities		691,919	625,060
Cash flows from investing activities:			
Earnings received on investments		25,215	12,498
Restricted cash		48,241	371,257
Purchase of restricted investment securities		—	(394,239)
Sales of restricted investment securities		121,426	—
Purchases of investment securities		(183,546)	(189,712)
Other		(1,000)	3,207
Net cash provided by (used in) investing activities		10,336	(196,989)
Cash flows from noncapital financing related activities:			
Grant proceeds		29,794	51,281
Proceeds from credit facility draws and commercial paper program		130,000	170,625
Redemption of credit facility draws and commercial paper program		(175,305)	(115,000)
Net cash (used in) provided by noncapital related activities		(15,511)	106,906
Cash flows from capital and related financing activities:			
Capital expenditures		(697,400)	(531,774)
Proceeds from insurance recoveries		—	49,580
Proceeds from the issuance of long-term debt		846,491	1,991,497
Payment to bond escrow agent to refinance bonds		(429,873)	(1,546,976)
Debt issuance costs		(3,507)	(10,153)
Other interest costs		(25,458)	(33,968)
Interest paid		(165,610)	(142,656)
Redemption of long-term debt		(83,260)	(126,930)
Interest paid - UDSA		(192,213)	(162,139)
Redemption of long-term debt - UDSA		(72,598)	(60,000)
Net cash used in capital and related financing activities		(823,428)	(573,519)
Net decrease in cash and cash equivalents		(136,684)	(38,542)
Cash and cash equivalents at beginning of year		562,156	600,698
Cash and cash equivalents at end of period	$	425,472	562,156
Reconciliation to net cash provided by operating activities:			
Operating income	$	267,496	235,748
Adjustments to reconcile operating income to net cash provided by operating activities:			
Depreciation and amortization		308,755	294,052
Other post-employment benefit non-cash expense		41,080	40,701
Nuclear fuel burned		13,646	10,946
Shoreham and VBA surcharges		45,814	49,976
Accretion of asset retirement obligation		3,645	3,581
Changes in operating assets and liabilities:			
Accounts receivable, net		43,706	(23,253)
Regulatory assets and liabilities		(130,435)	(26,096)
Fuel and material and supplies inventory		4,259	14,759
Accounts payable, accrued expenses and other		93,953	24,646
Net cash provided by operating activities	$	691,919	625,060

See accompanying notes to consolidated financial statements.

LONG ISLAND POWER AUTHORITY OPEB TRUST

Statement of Fiduciary Fund Position

Year ended December 31, 2017

(Amounts in thousands)

		2017
Assets		
Cash and cash equivalents	$	18,651
Total assets		18,651
Liabilities		—
Total liabilities		—
Deferred inflows of resources		—
Total deferred inflows of resources		—
Net position		
Total net position - restricted for OPEB	$	18,651
Total liabilities and net position	$	18,651

LONG ISLAND POWER AUTHORITY OPEB TRUST

Statement of Changes in Fiduciary Net Position

Year ended December 31, 2017

(Amounts in thousands)

	2017
Additions to net position attributed to:	
Contributions:	
Employer	19,071
Interest income	123
Total additions	19,194
Deductions from net position attributed to:	
Retirement benefits	543
Administrative expenses	—
Total deductions	543
Change in net position	18,651
Net position restricted for OPEB, beginning of year	—
Net position restricted for OPEB, end of year	$ 18,651

(1) Nature of Operations

The Long Island Power Authority (the Authority) is the owner of the electric transmission and distribution (T&D) system located in the Counties of Nassau and Suffolk (with certain limited exceptions) and a portion of Queens County known as the Rockaways (Service Area), and is responsible for supplying electricity to customers within the Service Area. The Authority also owns an undivided 18% interest in the Nine Mile Point Unit 2 (NMP2) generating facility, located in upstate New York, which is operated and managed by Exelon Corporation.

The Authority was established as a corporate municipal instrumentality of the State of New York (State), constituting a political subdivision of the State, created by Chapter 517 of the Laws of 1986 (the LIPA Act). As such, it is a component unit of the State and is included in the State's annual financial statements.

The Authority is also subject to the LIPA Reform Act (Reform Act). The Authority's role significantly changed as a result of the Reform Act which was passed and codified as Chapter 173, Laws of New York on June 21, 2013 by the New York State Assembly and Senate. The Reform Act is divided into two parts, Part A and Part B.

Part A of the Reform Act addressed the reorganization of the Authority and changed its operating responsibilities and the relationship with its service provider, and Part B, referred to as the Securitization Law, created the Utility Debt Securitization Authority (UDSA). The Securitization Law provided a legislative foundation for the UDSA to issue restructuring bonds to allow the Authority to retire a portion of its outstanding indebtedness, providing debt service savings to the Authority's customers on a net present value basis. The restructuring bonds are to be repaid by irrevocable, nonbypassable restructuring charges on all the Authority's customers. The UDSA has a governing body separate from that of the Authority and has no commercial operations.

The Reform Act also made certain areas of the operations and rate setting of the Authority subject to review and recommendations by the New York State Department of Public Service (DPS) to the Authority's Board of Trustees (Board).

For a further discussion on the UDSA and the DPS, see note 3 and note 4.

The Authority has operating agreements with service providers to provide the majority of services necessary to serve the Authority's customers. Below is a summary of the Authority's primary operating agreements:

Amended and Restated Operations Services Agreement (OSA): Effective January 1, 2014, PSEG Long Island, a wholly owned subsidiary of Public Service Enterprise Group (PSEG) fully dedicated to the Authority's Long Island operations, provides operations, maintenance and related services for the T&D system under the OSA. The OSA expires December 31, 2025 and includes a provision that if PSEG Long Island achieves certain levels of performance during the first 10 years of the 12 year initial term, the parties will negotiate an eight-year extension on substantially similar terms and conditions. PSEG Long Island is paid a management fee and may earn incentive compensation related to specified performance metrics.

During the years ended December 31, 2017 and 2016, PSEG Long Island was paid a management fee totaling approximately $64 million and $62 million, respectively. For 2016, PSEG Long Island was paid an incentive fee totaling approximately $9 million. For 2017, PSEG Long Island may earn an incentive fee up to approximately $9.5 million, which will be determined by June 2018.

Essentially all costs of operating and maintaining the Authority's T&D system incurred by PSEG Long Island are passed through to and paid for by the Authority.

Amended and Restated Power Supply Agreement (A&R PSA): National Grid provides capacity and energy from its oil and gas fired generating plants located on Long Island (herein referred to as GENCO) under the A&R PSA, which provides for the purchase of generation (including capacity and related energy) from these fossil fuel generating plants. The A&R PSA commenced May 28, 2013 and expires April 30, 2028. For a further discussion on the A&R PSA, see note 15.

Fuel Management Agreement (FMA) and Power Supply Management Agreement (PSM): PSEG Energy Resources and Trade LLC (PSEG ER&T) provides fuel management services for both the GENCO generating facilities and the other units for which the Authority is responsible for providing fuel. Certain other services related to power supply management and commodity activities are also provided by PSEG ER&T. During the years ended December 31, 2017 and 2016, PSEG ER&T was paid a management fee totaling approximately $17 million. The agreements with PSEG ER&T expire December 31, 2025 and are subject to extension.

(2) Summary of Significant Accounting Policies

(a) Reporting Entity

The Authority complies with all applicable pronouncements of the Governmental Accounting Standards Board (GASB). In accordance with GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements* (GASB Statement No. 62), the operations of the Authority are presented as an enterprise fund following the accrual basis of accounting in order to recognize the flow of economic resources.

The Authority's reporting entity is comprised of itself and (i) its operating subsidiary the Long Island Lighting Company (LILCO), a wholly owned subsidiary of the Authority doing business as "LIPA" and Power Supply Long Island, and (ii) the UDSA. All significant transactions between the Authority, LIPA and the UDSA have been eliminated. The Authority and its blended component units are referred to collectively as the "Authority" in the consolidated financial statements.

During 2017, the Authority established a legally separate trust under Section 115 of the Internal Revenue Code known as the Long Island Power Authority OPEB Trust (OPEB Trust) to fund the Authority's Other Postemployment Benefit Plan (OPEB) that provides health care for the Authority's qualified retired employees ages 55 or older. The OPEB Trust is reported as a fiduciary component unit.

(b) Estimates

The accompanying financial statements were prepared in conformity with U.S. generally accepted accounting principles, which require management to make estimates and assumptions that affect the reported amounts of revenues and expenses during the reporting period as well as the reported amounts of assets and liabilities, including disclosure of contingent assets and liabilities, through the date of the financial statements. Actual results could differ from those estimates.

(c) Reclassifications

To achieve conformity and comparability, the Authority has reclassified certain amounts in prior year financial statements. On the Consolidated Statements of Revenues, Expenses, and Changes in Net Position and the Consolidated Statements of Cash Flows, operating costs associated with the A&R PSA and NMP2 have been reclassified to power supply costs consistent with the Authority's tariff changes.

(d) Cash, Cash Equivalents and Investments (including Restricted)

Cash and cash equivalents and restricted cash and cash equivalents include all highly liquid financial instruments with a maturity of three months or less when purchased.

Funds held by the Authority are administered in accordance with the Authority's investment policies pursuant to Section 2925 of the New York State Public Authorities Law. These policies comply with the New York State Comptroller's investment guidelines for public authorities. Investments' carrying values are reported at fair market value.

Certain amounts have also been restricted for specific purposes. For a further discussion, see note 11.

(e) Counterparty Collateral

The Authority and its counterparties require collateral posting for mark-to-market valuations that exceed established credit limits. At December 31, 2017 and 2016, the Authority was required to post $19.5 million and $8.4 million, respectively, of collateral to various counterparties, which is recorded as a current asset.

(f) Fuel Inventory

The Authority owns the fuel oil used in the generation of electricity at the facilities under contract to it. Fuel inventory represents the value of low sulfur diesel and other liquid fuels that the Authority had on hand at each year-end. Fuel inventory is valued using the weighted average cost method. At the time of consumption, an expense is recorded at the weighted average cost.

(g) Material and Supplies Inventory

The material and supplies inventory supports the operations and maintenance of the T&D system. The inventory is accounted for on a weighted average cost basis of accounting. During the year there were no significant write-downs for obsolescence.

The Authority owns 18% of the material and supplies inventory needed to support the operation of the NMP2 nuclear power station. As of December 31, 2017 and 2016, the value of the NMP2 inventory totaled approximately $11 million and $10 million, respectively.

(h) Other Receivables and Long-Term Receivables

The current portion of other receivables is comprised primarily of nonelectric billings such as insurance damage claims.

The long-term portion of other receivables is comprised primarily of the net present value of reimbursable costs to construct the interconnection facilities related to the Neptune cable, which is to be paid to the Authority over a 20-year period that commenced in 2007.

(i) Unrealized Charges

Unrealized charges consist primarily of the ineffective balance of interest rate and commodity derivative instruments.

(j) Acquisition Adjustment

The Acquisition Adjustment, an intangible asset, represents the difference between the purchase price paid and the net assets acquired from LILCO. The Acquisition Adjustment is amortized on a straight-line basis through 2026 totaling approximately $111 million annually.

(k) Capitalized Lease Obligations

Capitalized lease obligations represent the net present value of various contracts including capacity and/or energy of certain generation and transmission facilities and certain fleet vehicle leases. Upon satisfying the capitalization criteria, the net present value of the contract payments is included in both Utility Plant and Capital Lease Obligations.

The capacity and energy contracts are recognized in power supply expense in an amount equal to the contract payment of the capitalized leases, as allowed through the ratemaking process. The value of the asset and the obligation is reduced each month to properly reflect the remaining net present value of the asset and obligation.

For a further discussion on the capitalization of capacity and/or energy contracts, see note 15.

(l) Borrowings

Borrowings represent the unamortized balance of cash premiums received at the time of entering into certain financial derivative instruments. The Authority is amortizing such premiums over the life of the instrument in accordance with GASB Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments* (GASB Statement No. 53).

(m) Commodity and Financial Derivative Instruments

Represents the amount the Authority believes it would be required to pay in order to terminate its commodity and financial derivative instruments and approximates fair value.

(n) Long-Term Liabilities and Unrealized Credits

Long-term liabilities and unrealized credits consists primarily of the impacts of any changes resulting from updated asset retirement studies and deferred ineffective mark-to-market values on derivative transactions.

(o) Claims and Damages

Losses arising from claims including workers' compensation claims, property damage, and general liability claims are partially self-insured. Reserves for these claims and damages are based on, among other things, experience and expected loss.

(p) Revenues

Operating revenues are comprised of cycle billings for electric service rendered to customers based on meter reads and the accrual of revenues for electric service rendered to customers not billed at month-end. The Authority accrues unbilled revenues by estimating unbilled consumption at the customer meter. Unbilled revenues totaled $191 million and $180 million as of December 31, 2017 and 2016, respectively.

(q) Depreciation and Amortization

The provisions for depreciation for utility plant result from the application of straight-line rates determined by age life studies of assets in service. The rates are applied to groups of depreciable properties. The average composite depreciation rates were 2.29% and 2.19% for 2017 and 2016, respectively. Property and equipment is being depreciated over its estimated useful life using the straight-line method.

Separately, capital lease assets and leasehold improvements are being amortized over the lesser of the life of the assets or the term of the lease, using the straight-line method.

(Amounts in thousands, unless otherwise stated)

The following estimated useful lives as determined by the updated depreciation study are used for utility property:

Category	Useful life
Generation – nuclear	46–54 years
Transmission and distribution	40–75 years
Common	5–55 years
Nuclear fuel in process and in reactor	6 years
Generation assets under capital lease	10–25 years

(r) *Asset Retirement Obligation*

The Authority, as an 18% owner of NMP2, has a legal obligation to fund its share of the decommissioning costs of the nuclear power plant. The legal obligation associated with the retirement of a tangible, long lived asset resulting from the acquisition, construction, development and/or normal operation of the asset is referred to as an Asset Retirement Obligation (ARO). The obligation to perform the asset retirement activity is unconditional even though uncertainty exists about the timing and method of settlement.

The Authority also has an ARO related to certain of its T&D utility assets. Although no legal requirement exists to remove such assets from service, a conditional obligation is present based on the premise that eventually these assets will be removed from service as a result of deterioration. Accordingly, the Authority established a liability for the portion of the costs attributable to this obligation.

The AROs are continually reviewed for adequacy and any necessary changes are updated annually.

A summary of the ARO activity of the Authority for the years ended December 31, 2017 and 2016 is included below:

		2017	2016
Asset retirement obligation:			
Beginning balance	$	66,487	62,906
Change due to updates		(2,345)	—
Accretion expense		3,645	3,581
Balance at December 31	$	67,787	66,487

(s) Long-Lived Assets

Long-lived assets and purchased intangibles subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that there is a significant unexpected decline in the service utility of a capital asset.

(t) Payments-in-Lieu-of-Taxes

The Authority makes payments-in-lieu-of-taxes (PILOTS) for certain taxes previously paid by LILCO, including gross income, property, Metropolitan Transportation Authority, and certain taxes related to fuels used in utility operations. In addition, the Authority has entered into various PILOT arrangements for property it owns, upon which generation and transmission has been built.

(u) Allowance for Borrowed Funds Used During Construction

The allowance for borrowed funds used during construction (AFUDC) is the net cost of borrowed funds used for construction purposes. AFUDC is computed monthly on a portion of construction work in progress, and is shown as a net reduction in interest expense. The AFUDC rates were 4.38% and 4.17% for the years ended December 31, 2017 and 2016, respectively.

(v) Income Taxes

The Authority is a political subdivision of the State and, therefore, is exempt from Federal, state, and local income taxes, with the exception of federal taxes due for a portion of NMP2 decommissioning trust fund income.

(w) Fair Value Measurements

GASB Statement No. 72, *Fair Value Measurement and Application* (GASB Statement No. 72), establishes general principles for measuring fair value and standards of accounting and financial reporting for assets and liabilities measured at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is a market-based measurement, not an entity-specific measurement. For some assets and liabilities, observable market transactions or market information might be available; for others, it might not be available.

The fair value hierarchy categorizes the inputs to valuation techniques used to measure fair value into three levels as described below:

Level 1 – measurements that use quoted prices (unadjusted) for identical assets or liabilities in active markets that the Authority has the ability to access at the measurement date.

Level 2 – measurements other than quoted prices included within Level 1 that are observable for an asset or liability, either directly or indirectly.

Level 3 – measurements that use unobservable inputs for an asset or liability. In some valuations, the inputs used may fall into different levels of hierarchy. In these cases, the financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

For a further discussion on the fair value hierarchy levels of the Authority's derivatives and investments, see notes 8 and 11.

(x) Recent Accounting Pronouncements

During 2017, the Authority implemented GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pension Plans* (GASB Statement No. 75). GASB Statement No. 75 refines reporting guidance established under GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions* (GASB Statement No. 45). GASB Statement No. 75 concluded that OPEBs are a form of employee compensation and should be recognized in the same period in which the compensated service is provided by the employees. GASB Statement No. 45 provided for an amortization for the unfunded actuarial accrued liabilities (or funding excess) of the plan over a period up to thirty years. GASB Statement No. 75 eliminated this phase in over a period of years and requires the related expense be recognized in one year. During the adoption of GASB Statement No. 45, the Authority recognized the accrued OPEB liability in one year rather than phases and therefore, there is no impact to prior periods upon adopting GASB Statement No. 75 and retroactive application is not applicable.

GASB Statement No. 84, *Fiduciary Activities,* addresses criteria for identifying fiduciary activities of all state and local governments. The focus of the criteria is generally on (1) whether a government is controlling the assets of the fiduciary activity and (2) the beneficiaries with whom a fiduciary relationship exists. Separate criteria are included to identify fiduciary component units and postemployment benefit arrangements that are fiduciary activities. The requirements of this Statement are effective for reporting periods beginning after December 15, 2018.

GASB Statement No. 85, *Omnibus 2017*, addresses issues related to blending component units, goodwill, fair value measurement and application, and postemployment benefits (pensions and other postemployment benefits). The requirements of this Statement are effective for reporting periods beginning after June 15, 2017.

GASB Statement No. 86, *Certain Debt Extinguishment Issues,* addresses the consistency in accounting and financial reporting for in-substance defeasance of debt by providing guidance for transactions in which cash and other monetary assets acquired with only existing resources—resources other than the proceeds of refunding debt—are placed in an irrevocable trust for the sole purpose of extinguishing debt. This Statement improves accounting and financial reporting for prepaid insurance on debt that is extinguished and notes to financial statements for debt that is defeased in substance. The requirements of this Statement are effective for reporting periods beginning after June 15, 2017.

GASB Statement No. 87, *Leases,* addresses the 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. The requirements of this Statement are effective for reporting periods beginning after December 15, 2019.

The Authority is currently evaluating the impact of these statements on the accompanying consolidated financial statements.

(3) Rate Matters

The 1986 LIPA Act requires that any bond resolution of the Authority contain a covenant that it will at all times maintain rates, fees, or charges sufficient to pay the costs of: operation and maintenance of facilities owned or operated by the Authority; PILOTS; renewals, replacements, and capital additions; and the principal of, and interest on, any obligations issued pursuant to such resolution as the same become due and payable. In addition, the Authority must establish or maintain reserves or other funds or accounts required or established by or pursuant to the terms of such resolution.

The Authority's Board is empowered under its enabling statute to set rates for electric service. Under Part A of the LIPA Reform Act, the Authority was required to submit a three year rate proposal for 2016 to 2018 to the New York State Department of Public Service (DPS) for review and recommendation to the Authority's Board. As such, the Authority filed a Three Year Rate Plan for 2016 to 2018 (Three Year Rate Plan) with the DPS on January 30, 2015. The DPS was required to review and make recommendations to the Authority's Board within 240 days of such filing. Accordingly, on September 28, 2015, the DPS submitted its Rate Recommendation to the Authority's Board. The Authority's Board considered the DPS Rate Recommendation and did not find any portion of the recommendation to be inconsistent with the Authority's statutory obligations. Therefore, pursuant to the LIPA Reform Act, the Three Year Rate Plan (as modified by the DPS Rate Recommendation) became effective on December 16, 2015. The Three Year Rate Plan authorized the Authority to set rates designed to adjust revenue requirements by $30.4 million, $77.6 million, and $79.0 million for the years 2016, 2017 and 2018, respectively, for a cumulative increase of $325.4 million or 5.0% over the three years of the rate plan.

The Three Year Rate Plan also incorporated a new Board-adopted financial policy seeking to reduce the portion of the Authority's capital plan funded by debt to 64% or less and to raise the Authority's credit ratings to A2 by Moody's Investors Service (Moody's), A by Standard and Poor's Global Ratings (S&P), and A by Fitch Ratings (Fitch) over five years. To achieve these goals, the Three Year Rate Plan adopted the "public power model" of rate setting as proposed by Authority staff, and recommended by the DPS, which makes use of the debt service coverage method of determining revenue requirements. For the Authority, this entails budgeting to achieve fixed obligation coverage targets (including capitalized leases) on Authority issued debt of 1.20x, 1.30x, 1.40x in 2016, 2017, and 2018, respectively (and 1.45x in 2019 after the Three Year Rate Plan). When the UDSA restructuring bonds are included, these coverage ratio targets are a minimum of 1.15x, 1.20x and 1.25x in 2016, 2017, and 2018, respectively (and 1.25x in 2019). The Authority's methodology for calculating the fixed obligation coverage ratio excludes certain specified noncash items from expenses including depreciation expense, the Acquisition Adjustment and other regulatory asset amortizations, as well as the accrual expense related to the PSEG Long Island employee OPEBs. In 2016 and 2017, the Authority achieved a fixed obligation coverage ratio of 1.26x and 1.33x, respectively, on Authority issued debt and 1.19x and 1.22x, respectively, when the UDSA restructuring bonds are included, meeting its targets. The Authority budgeted for but cannot predict whether such targets will be realized in 2018 and beyond.

The DPS Recommendation also includes an update process, referred to as Staged Updates, which took place in December 2015, 2016, and 2017, to adjust delivery rates higher or lower to reflect measurable changes in certain specified costs, and a cost reconciliation mechanism, referred to as the Delivery Service Adjustment (DSA), to reconcile certain specified projected costs to actual costs in each year.

The Staged Updates provide for updating electric rates at the beginning of each year for known and measurable changes in items subject to variability due to external factors including, among others: debt service (variances in interest rates, capital expenditures and savings derived from the UDSA financings); property based PILOTs; and certain other legal or regulatory changes. Each autumn projections are updated, subject to DPS review, and presented to the Authority's Board during the annual budget process. The initial 2015 Staged Update lowered the Authority's 2016 revenue requirements by \$10.3 million from the DPS Recommendation. The second Staged Update in 2016 resulted in an upward adjustment of approximately \$0.75 million to the Authority's 2017 revenue requirements from the DPS Recommendation. The third Staged Update in 2017 resulted in a downward adjustment of \$6.2 million to the Authority's 2018 revenue requirements from the DPS Recommendation.

The DSA provides cost recovery or refunding for certain items that vary due to external factors, which items include: debt service (variances in interest rates, capital expenditures and savings derived from the UDSA financings) and storm restoration expenditures (variances from the approximately \$34 million per year budgeted for storm restoration expenses). The DSA is calculated through the end of September each year, which allows for the bill impact to be known in advance of the annual budget approval. Any adjustments are reviewed by DPS and implemented on the following January 1st. The DPS Recommendation also affirmed the Authority's use of a Revenue Decoupling Mechanism (RDM) which was approved by the Authority's Board in March 2015. All six of the major New York State electric utilities have RDMs within their tariffs for delivery service. Mechanically, RDMs function by comparing actual revenues with authorized revenues and crediting (or collecting) any differences to (or from) customers; it is intended to cover all sources of variances in delivery service revenues including, among other things, any net lost revenues attributable to the implementation of energy efficiency or net metering programs, any revenue variances caused by warmer or cooler than normal weather, and revenue variations that result from changes in economic conditions.

The Authority's Board adopted a resolution implementing the DPS Recommendation by, among other things, approving the operating and capital budgets, approving revisions to the base rates for delivery service within the tariff designed to recover the level of revenue with the budgets consistent with the DPS Recommendation, establishing the DSA within the tariff, and adopting the financial policy that was applied in the Three Year Rate Plan described above.

After the Three Year Rate plan period, the Authority and PSEG Long Island are required to submit a proposed rate increase for DPS review only if it would increase the rates and charges by an amount that would increase the Authority's total annual revenues by more than 2.5%. In addition, the Authority may place rates in effect on an interim basis, and such interim rates are subject to prospective adjustment only. The Authority's Board retains final rate setting power.

In addition to the items discussed above, the Authority's tariff also includes: (i) a Power Supply Charge to allow for adjustments to customers' bills to reflect changes in the cost of fuel, purchased power and related costs; (ii) a PILOTS recovery rider to allow rate adjustments to accommodate changes in revenue based PILOTS; (iii) a rider providing for the recovery of costs associated with the Shoreham Property Tax Settlement; (iv) a rider for the Authority's distributed energy resources program; (v) a rider providing for the collection of the New York State assessment imposed by the New York State Legislature; and (vi) a visual benefit assessment for certain customers in the Town of Southampton.

(4) Component Unit – Utility Debt Securitization Authority

Part B of the Reform Act created the Securitization Law, which established the UDSA to permit the issuance of restructuring bonds to allow the Authority to retire a portion of its outstanding indebtedness in order to provide debt service savings to the Authority's customers as measured on a net present value basis. The Securitization Law, as amended, allowed for a total issuance of up to $4.5 billion of UDSA restructuring bonds. In 2017, all such authorization was exhausted.

Each issuance of restructuring bonds is separately secured by distinct collateral pursuant to a new financing order. Each such financing order authorizes restructuring bonds to be repaid pursuant to that financing order by an irrevocable contract right to impose, bill, and collect a nonbypassable consumption based Restructuring Charge from all existing and future retail electric customers taking electric transmission or distribution service within the Service Area from the Authority or any of its successors or assignees.

The Authority's Board adopted Financing Orders, which allowed the UDSA to issue restructuring bonds. All such financing orders are substantively the same, and each financing order permits the UDSA to issue restructuring bonds in an aggregate amount not to exceed the amount authorized by the Securitization Law. The issuance of the 2017 Restructuring Bonds utilized the available capacity of restructuring bonds permitted to be issued by the Securitization Law. Below is a summary of each financing order and amounts issued:

(Amounts in thousands, unless otherwise stated)

Financing Order	Date Issued	Initial Amount Issued	Net Present Value Savings	Restructuring Charge Rate Effective Date
Financing Order No. 1	December 18, 2013	$ 2,022,324	$ 131,609	March 1, 2014
Financing Order No. 2	October 27, 2015	1,002,115	127,978	January 1, 2016
Financing Order No. 3	April 7, 2016	636,770	115,238	April 7, 2016
Financing Order No. 4	September 8, 2016	469,320	71,647	September 8, 2016
Financing Order No. 5	November 21, 2017	369,465	45,387	January 1, 2018
		$ 4,499,994	$ 491,859	

To pass through the benefits of securitization to customers, the Authority modified its rate structure to create restructuring offset charges, which is an amount equal to and opposite the Restructuring Charges; the net result is that the customer bill is less than it would have been absent the sale of restructuring bonds. The restructuring offset charges are adjusted coincident with changes to the Restructuring Charges to maintain that equality.

As discussed in note 2, UDSA is a component unit of the Authority and all of the activities and balances of the UDSA are blended into and reported as part of the Authority. See note 17 for consolidating condensed combining information.

(Amounts in thousands, unless otherwise stated)

(5) Regulatory Accounting

The Authority's Board has taken various regulatory actions that result in differences between the recognition of revenues and expenses for ratemaking purposes and their treatment under generally accepted accounting principles for non-regulated entities. These actions result in regulatory assets and liabilities, which are summarized in the table below:

		2017	2016
Regulatory assets to be recovered within one year			
Operations services agreement – employee retirement benefits	$	67,381	54,199
Shoreham property tax settlement		45,274	43,498
Delivery service adjustment		29,424	—
Employee benefit plan settlement		21,634	21,634
Revenue decoupling mechanism		14,811	15,024
Power supply charge recoverable		4,660	9,400
Debt issuance costs		3,209	3,209
New York State assessment		2,443	1,330
Distributed energy resources charges		1,850	1,770
Southampton visual benefit assessment		948	948
Balance at December 31,	$	191,634	151,012
Regulatory assets for future recovery			
Operations services agreement – employee retirement benefits		422,819	423,050
Shoreham property tax settlement		402,589	424,396
Employee benefit plan settlement		151,437	173,070
Power supply charge		53,211	44,649
Delivery service adjustment		58,712	41,841
Debt issuance costs		32,858	33,004
Unfunded actuarially determined reserves		8,018	—
Southampton visual benefit assessment		7,870	8,229
Balance at December 31,	$	1,137,514	1,148,239
Regulatory liabilities payable within one year			
Delivery service adjustment		—	12,100
Power supply charge refundable		14,910	—
Balance at December 31,	$	14,910	12,100
Regulatory credits			
Grants		501,404	502,213
Balance at December 31,	$	501,404	502,213

(a) OSA – Employee Retirement Benefits

The Authority is responsible for reimbursing PSEG Long Island for retirement benefit costs associated with the PSEG Long Island workforce. The retirement benefit plans are owned, sponsored, and the legal obligation of PSEG Long Island. However, in most cases, PSEG Long Island employee compensation costs are a contractual cost of the Authority under the OSA, including the cost for these retirement benefits (and any required pre-funding of such benefits).

The PSEG Long Island workforce includes both former National Grid electric-serving employees under the expired Management Services Agreement (MSA) (referred to as transitioned employees) and PSEG Long Island employees hired since the beginning of the OSA on January 1, 2014. PSEG Long Island recognizes the assets and liabilities associated with the retirement benefit plans; however, they also recognize a receivable from the Authority for the unfunded portion of any liabilities resulting from the Authority's contractual obligation to fund these employee costs.

The balance of the OSA – Employee Retirement Benefits regulatory asset represents costs and liabilities which have been incurred but not yet collected in electric rates. This amount will be different from the Authority's liability to PSEG Long Island due to differences between funding and recovery levels.

A significant portion of this contractual liability resulted from the transitioned employees being protected against benefit losses from the Authority's change in service providers. The PSEG Long Island retirement plans ensure that transitioned employees earn a retirement benefit that, when combined with their accrued National Grid benefits, are equal to the benefit they would have received had the transitioned employees remained with National Grid. This provision created a prior service cost liability totaling $442 million at the beginning of the OSA on January 1, 2014.

Retirement benefit obligations are future cash outlays that will be incurred as the PSEG Long Island employees receive retirement benefits and are therefore estimates of such costs. Differences between amounts collected from customers and amounts owed to PSEG Long Island for these benefits may arise from changes in asset values, plan amendments, interest rates, and actuarial assumptions, among other factors, which will be reflected in the balance of the regulatory asset.

The Authority contributes to a PSEG Long Island sponsored pension trust on an ongoing basis to pre-fund these obligations. Additionally, the Authority sets aside funds in an OPEB Account to meet these future retirement benefit cost obligations. For a further discussion of the OPEB Accounts, see note 11.

(b) Shoreham Property Tax Settlement (Settlement)

In January 2000, the Authority reached an agreement with Suffolk County, the Town of Brookhaven, the Shoreham-Wading River Central School District, the Wading River Fire District and the Shoreham-Wading River Library District (which was succeeded by the North Shore Library District) (collectively, the Suffolk Taxing Jurisdictions) and Nassau County regarding the over assessment of the Shoreham Nuclear Power Station. Under the terms of the agreement, the Authority issued

$457.5 million of rebates and credits to customers over a five-year period. In order to fund such rebates and credits, the Authority used proceeds from its Capital Appreciation Bonds, Series 1998A Electric System General Revenue Bonds totaling $146 million and Series 2000A Electric System General Revenue Bonds totaling $325 million.

As provided under the Settlement, beginning in June 2003, Suffolk County customers' bills include a surcharge (the Suffolk Surcharge) to be collected over the succeeding approximate 25-year period to repay the debt service and issuance costs on the bonds issued by the Authority to fund the Settlement as well as the cost of pre-funding certain rebates and credits.

As rates are established at a level sufficient to recover all such costs identified above, the Authority recorded a regulatory asset. The balance remaining represents rebates and credits issued to customers, costs of administering the program, plus annual debt service costs on the bonds identified above, less surcharges collected since 2003.

(c) Employee Benefit Plan Settlement

The MSA between the Authority and National Grid provided, among other things, that upon termination of the MSA, when a third party succeeded National Grid as the service provider, the successor would assume the rights and obligations of National Grid regarding certain employee benefit plan liabilities. The OSA with PSEG Long Island, however, did not require PSEG Long Island to assume the employee benefit plan assets and liabilities related to the MSA, which were co-mingled with those of other National Grid employees.

On December 31, 2013, the Authority signed an Employee Benefit Plan Settlement with National Grid and its affiliates. The settlement resolved the parties' respective employee benefit plan funding obligations for National Grid's electric-serving employees. As of January 1, 2016, the balance totaled $216 million and the Authority's Board approved deferred recovery of such costs from customers over a 10-year period, the remaining term of the OSA, as virtually all former employees of National Grid covered by these plans have been transitioned to PSEG Long Island and continue to serve electric customers. As of December 31, 2017 and 2016, the balance remaining totaled $173 million and $195 million, respectively.

(d) Delivery Service Adjustment (DSA)

The DSA provides cost recovery or refunding for certain items that vary due to external factors, including: debt service (variances in interest rates, capital expenditures and savings derived from the UDSA financings) and storm restoration expenditures (variances from the approximately $34 million per year budgeted for storm restoration expenses). The DSA is calculated through the end of September each year, and as of September 30, 2017 a $29 million regulatory asset was incorporated into the 2018 budget and rates.

The remaining DSA recoverable balance is a result of the storm recovery rider component of the DSA. The recovery or refund of any storm restoration costs above or below the annual budgeted amount is amortized over a three year period. The balance carried forward for recovery in future years at December 31, 2017 totaled approximately $59 million.

(e) Revenue Decoupling Mechanism (RDM)

The RDM, which was implemented on April 1, 2015, ensures that only approved revenues for delivery service are collected from customers. The RDM compares actual revenues with authorized revenues and credits (or collects) any differences to (or from) customers. It is intended to cover all sources of variances in delivery service revenues including, among other things, any net lost revenues attributable to the implementation of energy efficiency or net metering programs, any revenue variances caused by warmer or cooler than normal weather, and revenue variations that result from changes in economic conditions.

The RDM is applied to delivery rates on a percentage basis and is reset at the beginning of each year to include the prior year surplus or shortfall between actual and authorized revenues for delivery service. The RDM also utilizes such realized prior year surplus or shortfall to update delivery rates for the current year so as to minimize future variances between actual and authorized revenues. In no event may the Authority recover an amount that exceeds authorized delivery revenues.

The cumulative balance as of December 31, 2017 was approximately $15 million due from customers and is set to be collected in 2018. The RDM balance as of December 31, 2016 was approximately $15 million due from customers and was collected from customers in 2017.

(f) New York State Temporary Energy and Utility Conservation Assessment

As a result of an amendment to the Public Service Law effective April 1, 2009, the Authority was required to collect from all customers a special assessment to be paid directly to the State for a five year period that began in 2009. Subsequent legislation extended the assessment at its full rate through March 2015 and at declining percentages each subsequent year such that it was phased out by December 31, 2017.

(g) Debt Issuance Costs

The Authority established a regulatory asset for debt issuance costs. The regulatory asset will be amortized as a component of the Authority’s revenue requirement on a systematic basis over the life of the debt to which they relate.

(h) Power Supply Costs Recoverable or Refundable

The Authority’s tariff includes a Power Supply Charge with a monthly reconciliation of power supply costs. For the year ended December 31, 2017, actual power supply costs were below amounts recovered in the Power Supply Charge, resulting in the recognition of a regulatory liability totaling $15 million, which will be returned to customers in 2018. In the year ended December 31, 2016, actual power supply costs were above amounts recovered in the Power Supply Charge, resulting in the recognition of a regulatory asset totaling $5 million, which was collected from customers in 2017.

Also recoverable through the Power Supply Charge are deferred transition costs associated with the transfer of the power supply management contract to PSEG ER&T. Collection of these costs totaling $19 million are being recovered over an eleven-year period, as approved by the Authority's Board, commencing January 1, 2015, coincident with the contract beginning January 1, 2015 and expiring December 31, 2025. As of December 31, 2017 and 2016, the remaining balance of such costs totaled $14 million and $15 million, respectively.

Amounts incurred related to various energy projects, the amortization of which is charged to power supply costs over the period of benefit (the life of the power purchase agreement) are also recoverable as Power Supply Charge. As of December 31, 2017 and 2016, the balance was $30 million and $34 million, respectively.

Deferred as a component of Power Supply Charge are actuarially determined potential costs related to certain power purchase agreements totaling $13 million. Such amounts will not be reflected in rates until settlement costs are paid.

(i) Southampton Visual Benefit Assessment

The Authority has recorded the incremental costs incurred to bury a portion of a transmission cable routed through the Town of Southampton (Town), which are being recovered from certain customers of the Town over a period of 20 years that began in 2009.

(j) Regulatory Credits – Grants

The Authority has received grants for storm restoration and storm hardening. The Authority's Board authorized the deferral of grant income recognition as a regulatory credit for grants related to capital expenditures for storm hardening. This regulatory credit will be deferred to match the depreciable lives of the related capital assets so as to recognize grant income over the same time period as the depreciation expense on the associated capital assets.

(k) Distributed Energy Resources

The Distributed Energy Resources (DER) charge recovers costs of the Authority's energy efficiency and renewable resources programs. The Authority funds significant energy efficiency programs, which are the most cost effective resource available. The costs of such programs are authorized by the Authority's Board annually in its approved budget and billed to customers through the DER charge based on energy usage.

(l) Unfunded Actuarially Determined Reserves

Unfunded actuarially determined reserves are amounts recorded for non-cash reserves that will not be recovered in rates but will remain deferred until settlement costs are paid. Such estimates were calculated by an actuary based on experience.

(6) Deferred Outflows and Deferred Inflows of Resources

Certain assets and liabilities are reported as deferred outflows of resources (expenses or expenditures) and deferred inflows of resources (revenues) as follows:

(a) Deferred Defeasance Costs on Debt Refunding

Deferred defeasance costs on refunded debt represent the difference between the reacquisition price and the carrying amount of the refunded debt. These deferred costs are amortized as a component of interest expense over the shorter of the life of the old or new debt.

(b) Changes in Fair Value of Derivative Instruments

Under hedge accounting, the accumulated changes in the mark-to-market valuation of a hedging derivative instrument that are deemed effective are reported as deferred inflows or deferred outflows of resources on the Statements of Net Position.

As the Authority follows GASB Statement No. 62, any changes in ineffective investment derivative instruments are reported as unrealized charges. The change in fair value of investment derivative instruments are reported as unamortized charges, as the Authority's Board has authorized the deferral of these unrealized gains or losses until realized, which corresponds to the period when they are recovered in rates.

(c) Changes in Fair Market Value of NMP2 Decommissioning Trust and OPEB Account

The Authority maintains a Trust for the decommissioning of NMP2. Separately, the Authority maintains an OPEB Account to set aside funds to meet future PSEG Long Island retirement benefit costs. These funds are reported at their fair market value and any unrealized gains or losses are recognized as a component of deferred inflows or deferred outflows of resources in accordance with the Authority's ratemaking process. For a further discussion on the Authority's NMP2 decommissioning obligations and OPEB Account, see notes 10 and 11. For a further discussion on the Authority's OPEB Account, see note 11.

(d) Pension and OPEB

In accordance with GASB Statement No. 68, *Accounting and Financial Reporting for Pensions—an amendment of GASB Statement No. 27* (GASB Statement No. 68), the Authority reports the difference between expected and actual experience, the net difference between projected and actual investment earnings on pension plan investments, differences between the Authority's contributions and the proportionate share of contributions, and changes in the Authority's contributions to the pension system subsequent to the measurement date as deferred inflows or outflows of resources.

In accordance with GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* (GASB Statement No. 75), the Authority reports the changes in the Authority's net OPEB liability that have not been included in OPEB expense as deferred inflows or deferred outflows of resources. Amounts included would result from changes of assumptions, the net difference between projected and actual earnings on the OPEB Trust, and the Authority's contributions subsequent to the measurement date.

(7) Federal Emergency Management Agency (FEMA) Grants

In 2012, Superstorm Sandy caused significant damage to the Authority's Service Area resulting in the declaration of a federal major disaster area and making the Authority eligible for FEMA grants. The Authority and FEMA signed a Letter of Undertaking (LOU) that provides for a Public Assistance (PA) grant authorized under Section 428 of the Stafford Act (428 Grant Agreement) for a total eligible reimbursement of $1.29 billion (90% of $1.43 billion contained in the LOU). The Authority also signed a Community Development Block Grant (CDBG) to compensate for the nonfederal match of certain declared weather events including Superstorm Sandy, Hurricane Irene, and Snowstorm Nemo.

The Authority received funding resulting from Superstorm Sandy costs totaling approximately $1.11 billion under the FEMA 428 Grant Agreement, and $90 million under CDBG. A portion of this grant agreement included funding for future storm hardening and mitigation efforts. The Authority maintains a restricted segregated account for any unused portion of the grant proceeds and as of December 31, 2017 and 2016, this segregated grant account totaled approximately $276 million and $471 million, respectively.

(8) Derivative Instruments

Derivative instruments are used by the Authority in its normal course of business to limit some of the volatility associated with interest rate changes and market price fluctuations in the purchase of fuel oil, natural gas and electricity. The Authority does not use derivative instruments for trading or speculative purposes. These contracts are evaluated pursuant to GASB Statement No. 53 to determine whether they meet the definition of derivative instruments, and whether they effectively hedge the expected cash flows associated with interest rate and commodity price risk exposures. The fair values of the Authority's derivatives are reported on the Statements of Net Position as either Commodity Derivative Instruments or Financial Derivative Instruments.

The Authority applies hedge accounting for derivative instruments that are deemed effective under GASB Statement No. 53. Under hedge accounting, changes in the fair value of such hedging derivative instrument is a component of deferred inflows or deferred outflows of resources on the Statements of Net Position until the contract is settled or hedge accounting is terminated. Derivative instruments that do not meet the definition of a hedging derivative instrument are economic hedges, intended to mitigate exposure to fluctuations in interest rates or commodity prices and are referred to as investment derivative instruments. Changes in the fair value of investment derivative instruments are deferred until settled or terminated in accordance with the Authority's ratemaking process.

All settlement payments or receipts for hedging and investment derivative instruments are recorded as either power supply expense for commodity derivatives or interest expense for interest rate derivatives on the Statements of Revenues, Expenses and Changes in Net Position in the period settled.

The Authority's interest rate derivative contracts are valued in accordance with GASB Statement No. 72. GASB Statement No. 72, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels: Level 1, Level 2 and Level 3 (as discussed in note 2). The interest rate derivative contracts are based on the present value of cash flows using the income approach. The interest rate derivative contracts are classified as Level 2 (as defined in note 2) as their valuation relies primarily on observable inputs.

(Amounts in thousands, unless otherwise stated)

The Authority's commodity derivative contracts are transacted both over-the-counter and through clearing exchanges and the valuations are based upon price quotes from exchanges and third party brokers. The impacts of credit and nonperformance risk by either the Authority or its counterparty were not material to the financial statements as all the Authority's counterparties are highly-rated as noted in the credit risk discussion below.

The Authority's derivative instruments are as follows:

Derivative instrument description		Fair value December 31, 2017	Net change in fair value	Fair value December 31, 2016	Type of hedge	Financial statement classification for changes in fair value
Hedging derivative instruments:						
Financial derivatives:						
Total return swap	$	1,074	(792)	1,866	Cash flow	Deferred inflows
Total return swap		1,478	498	980	Cash flow	Deferred inflows
Total	$	2,552	(294)	2,846		
Commodity derivatives:						
Purchased power swaps	$	(1,595)	7,470	(9,065)	Cash flow	Deferred inflows
Natural gas basis swaps		2,215	4,890	(2,675)	Cash flow	Deferred inflows/(outflows)
Total	$	620	12,360	(11,740)		
Investment derivative instruments:						
Financial derivatives:						
Synthetic Fixed-A	$	(189,822)	16,194	(206,016)	N/A	Unrealized charges
Basis Swap-A		(7,812)	5,049	(12,861)	N/A	Unrealized charges
Basis Swap-B		(3,906)	2,524	(6,430)	N/A	Unrealized charges
Basis Swap-C		(3,906)	2,524	(6,430)	N/A	Unrealized charges
Total	$	(205,446)	26,291	(231,737)		
Commodity derivatives:						
Power – financial basis		(550)	44	(594)	N/A	Unrealized charges
Purchased power swaps		965	17,468	(16,503)	N/A	Unrealized charges
Natural gas options		(801)	1,851	(2,652)	N/A	Unrealized charges
Natural gas swaps		(6,032)	(23,628)	17,596	N/A	Unrealized charges
Total	$	(6,418)	(4,265)	(2,153)		

In accordance with GASB Statement No. 72, the Authority determines the level of fair value hierarchy based on the lowest level input that is significant to the fair value measurement in its entirety. The following table presents the Authority's derivative instruments measured and recorded at fair value on the Statements of Net Position on a recurring basis and their level within the fair value hierarchy:

	2017			2016		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Derivative assets:						
Financial derivatives	$ —	2,552	—	—	2,846	—
Commodity derivatives	(3,817)	965	—	17,596	—	—
Derivative liabilities:						
Financial derivatives	—	(205,445)	—	—	(231,737)	—
Commodity derivatives	—	(2,946)	—	(2,675)	(28,814)	—
	$ (3,817)	(204,874)	—	14,921	(257,705)	—

The terms of the Authority's commodity derivative instruments that were outstanding at December 31, 2017 and 2016 are summarized in the table below:

	Notional amount (in thousands)	Units	Beginning date	Ending date	Authority pays per unit (in dollars)			Authority receives
2017:								
Natural Gas Swaps	100,715	Dthms	1/1/2018	12/1/2020	$ 2.62	to	$ 3.46	Natural Gas at Henry Hub
Natural Gas Basis Swaps	25,720	Dthms	1/1/2018	3/1/2020	$ 2.34	to	$ 8.13	Gas Basis between Henry Hub & Transco Z6, NY
Natural Gas Options	2,520	Dthms	1/1/2018	12/1/2018	$ 3.75	to	$ 4.25	Natural Gas at Henry Hub
Purchased Power Swaps[(1)]	5,010	Mwhs	1/1/2018	12/1/2020	$ 22.60	to	$ 52.50	Power at PJM West or JCPL
Purchased Power Basis	3,052	Mwhs	1/1/2018	12/1/2020	$ (3.00)	to	$ 4.50	Power Basis between PJM West to JCPL
2016:								
Natural Gas Swaps	87,278	Dthms	1/1/2017	12/1/2019	$ 2.530	to	$ 4.630	Natural Gas at Henry Hub
Natural Gas Basis Swaps	49,090	Dthms	1/1/2017	3/1/2019	$ 2.510	to	$ 10.220	Gas Basis between Henry Hub & Transco Z6, NY
Natural Gas Options	20,200	Dthms	1/1/2017	12/1/2018	$ 3.500	to	$ 5.550	Natural Gas at Henry Hub
Purchased Power Swaps[(1)]	4,739	Mwhs	1/1/2017	12/1/2019	$ 22.750	to	$ 75.790	Power at PJM West or JCPL
Purchased Power Basis	3,078	Mwhs	1/1/2017	12/1/2019	$ (6.000)	to	$ 1.600	Power Basis between PJM West to JCPL

[(1)] Purchased Power Swaps are executed as either a swap or synthetically, as a combination of a Power Heat Rate swap and a Natural Gas Swap

(Amounts in thousands, unless otherwise stated)

The terms of the Authority's interest rate derivative instruments that were outstanding at December 31, 2017 are summarized in the table below:

Financial derivative	Effective date	Termination date	Authority pays	Authority receives	Original notional	Upfront cash payment
Synthetic Fixed-A	6/1/2003	12/1/2029	5.120 %	69.47% of 1-month LIBOR	$ 587,225	$ 106,400
Basis Swap-A	7/1/2004	8/15/2033	SIFMA	70.50% of 1-month LIBOR	502,090	17,500
Basis Swap-B	7/1/2004	8/15/2033	SIFMA	70.50% of 1-month LIBOR	251,045	8,750
Basis Swap-C	7/1/2004	8/15/2033	SIFMA	70.50% of 1-month LIBOR	251,045	8,750
Total Return Swap	6/29/2015	6/29/2020	69.4% 1-month LIBOR+.40%	MMD +1.10% [a]	200,000	—
Total Return Swap	9/15/2016	9/1/2021	69.4% 1-month LIBOR+.30%	MMD +1.05% [a]	175,000	—

[a] Based on lowest long-term rating of the Authority.

The Authority has outstanding Electric System General Revenue Bonds, Series 2015A Municipal Market Data (MMD) Floating Rate Notes (FRN) totaling $200 million and Electric System General Revenue Bonds, Series 2016A MMD FRNs totaling $175 million.

Immediately following each direct placement of these FRNs, the Authority entered into a five-year basis agreement whereby the counterparty agreed to pay the Authority an amount equal to the floating MMD FRN coupon, and the Authority agreed to pay the counterparty 69.4% of one-month London Interbank Offered Rate (LIBOR) plus basis points as specified in the table above. At the five-year expiration or the early termination of the agreements, the counterparty pays the Authority 90% of any increase in the market value of the MMD FRN and the Authority pays the counterparty 100% of any decrease in the market value of the MMD FRN, provided however, that if the Authority exercises its right to call or remarket the MMD FRN, the value of either agreement will be zero and neither party will have a payment obligation.

The Authority is exposed to the following risks related to derivative instruments as defined by GASB Statement No. 53:

(a) Termination Risk

Termination risk is the risk that a derivative could be terminated by a counterparty prior to its scheduled maturity due to a contractual event with the Authority owing a termination payment. As long as the Authority fulfills its obligations under the contracts, the counterparties do not have the right to terminate these agreements. The Authority believes that termination risk is low because the counterparties may terminate the agreements only upon the occurrence of specific events such as payment defaults, other defaults which remain uncured for 30 days after notice, bankruptcy or insolvency of the Authority (or similar events), or a downgrade of the Authority's and its insurers', if any, credit rating below investment grade. If, at the time of termination, the mark-to-market valuation of the derivative was a liability of the

Authority, the Authority could be required to pay that amount to the counterparty. Termination risk associated with all of the Authority's derivatives is limited to the fair market value.

(b) Basis Risk

The Authority is exposed to basis risk on certain of its interest rate swaps because the variable-rate payments received by the Authority, and those paid either pursuant to the terms of the swap or on the associated variable rate debt, may differ. The terms of the interest rate swap transactions are summarized in the table above.

The Authority is exposed to other basis risk on a portion of its commodity swaps when the commodity swap payment received is based upon a reference price in a market (e.g., natural gas priced at Henry Hub) that differs from the market in which the hedged item is expected to be bought (natural gas priced at New York City gate). If the correlation between these market prices should change substantially, the Authority may incur costs as a result of the hedging derivative instrument's inability to offset the price of the related commodity.

(c) Collateral Posting

Under certain conditions, the Authority may be required to post collateral related to its interest rate derivative instruments. Under the terms of its interest rate derivative agreements, collateral may be required if the Authority's credit ratings, and in the case of insured swaps, the credit ratings of any related interest rate swap insurer, fall below minimum levels as provided in each swap agreement, and the Authority fails to provide alternative credit enhancements. Collateral for its financial derivatives, if required, would approximate fair value. The Authority has never been required to post collateral under its interest rate derivative instruments.

The Authority has collateral requirements with commodity derivative counterparty in the Credit Support Annexes (CSA) of the International Swap Deal Agreements (ISDA). Collateral is required to be posted with the counterparty when the negative fair value of the commodity derivative instrument exceeds the unsecured line of credit established with each counterparty as listed in the counterparty table below. In the event of collateral being posted, the value will equal the difference between the fair value and the amount of the unsecured line of credit. For exchange broker cleared derivative transactions, there is an initial margin requirement on day one of a trade that is calibrated to cover the expected cost of closing out the position in the event of a default. Collateral postings between the exchange clearing broker and the Authority each day thereafter are based on the fair value of the derivative instrument.

(d) Credit Risk

The risk that the counterparty (or its guarantor) will default on its obligations under the agreement. Currently, counterparty risk for the Authority is limited as the termination values of the transactions are generally negative. Additionally, the Authority has sought to limit counterparty risk by contracting only with highly rated counterparties or requiring guarantees of the counterparty's obligations. The Authority has also made use of exchange cleared transactions for a portion of its commodity derivatives. The exchange uses a central clearing counterparty structure along with risk based margin requirements that limits credit risk exposure. Below is a table with the credit ratings of the Authority's counterparties as of December 31, 2017 (amounts in millions):

Counterparty	Moody's	S&P	Counterparty's unsecured line of credit ($M)
Interest Rate Derivative Instruments:			
Bear Stearns Capital Markets, Inc. [1]	A3	A-	$ —
Citibank, N.A. New York	A1	A+	—
Merrill Lynch Capital Services, Inc. [2]	A3	A-	—
UBS AG, Stamford Branch	A1	A+	—
Wells Fargo Bank, N.A.	Aa2	A+	—
Commodity Derivative Instruments:			
Bank of Nova Scotia	A1	A+	25
BP Energy Company	A2	A-	10
Cargill, Incorporated	A2	A	15
Citigroup Energy, Inc.	Baa1	BBB+	10
J. Aron & Company	A3	BBB+	40
JPMorgan Chase Bank, N.A.	Aa3	A+	35
Macquarie Energy LLC	A2	A	10
Merrill Lynch Commodities, Inc.	A3	A-	20
Morgan Stanley Capital Group Inc.	A3	BBB+	10
Next Era Power Marketing	Baa1	A-	2
Pacific Summit Energy LLC	Baa2	A-	10
Societe Generale	A2	A	25

1 *Ratings reflect the rating of its parent company, JP Morgan Chase & Co.*

2 *Ratings reflect the rating of Bank of America Corp.*

(9) Utility Plant and Property and Equipment

Additions to and replacements of utility plant are capitalized at original cost, which includes material, labor, indirect costs associated with an addition or replacement, plus an allowance for borrowed funds used during construction. The cost of renewals and betterments relating to units of property is added to utility plant. The cost of property replaced, retired, or otherwise disposed of is deducted from utility plant and, generally, together with dismantling costs less any salvage, is charged to accumulated depreciation. The cost of repairs and minor renewals is charged to maintenance expense. Mass properties (such as poles, meters, and wire) are accounted for on an average unit cost basis by year of installation.

(Amounts in thousands, unless otherwise stated)

The following schedule summarizes the utility plant and property and equipment of the Authority as of December 31, 2017:

	Beginning balances	Increases	Decreases	Ending balances
Utility plant	$ 7,196,868	537,593	(113,241)	7,621,220
Utility plant assets under capital lease	32,144	—	(1,438)	30,706
Office equipment, furniture, and leasehold improvements	17,792	33	—	17,825
Long lived assets – asset retirement cost	15,542	—	—	15,542
Accumulated depreciation	(2,039,547)	(186,328)	169,944	(2,055,931)
Total utility plant – net	5,222,799	351,298	55,265	5,629,362
Generation and transmission assets under capital lease	3,751,349	—	(262,480)	3,488,869
Accumulated depreciation	(1,563,055)	(190,953)	262,480	(1,491,528)
Total generation and transmission assets under capital lease – net	2,188,294	(190,953)	—	1,997,341
Construction work in progress	352,962	638,470	(537,593)	453,839
Retirement work in progress	4,496	57,784	(54,808)	7,472
	357,458	696,254	(592,401)	461,311
Totals	$ 7,768,551	856,599	(537,136)	8,088,014

(Amounts in thousands, unless otherwise stated)

The following schedule summarizes the utility plant and property and equipment of the Authority as of December 31, 2016:

		Beginning balances	Increases	Decreases	Ending balances
Utility plant	$	6,791,115	486,858	(81,105)	7,196,868
Utility plant assets under capital lease		—	32,209	(65)	32,144
Office equipment, furniture, and leasehold improvements		17,680	122	(10)	17,792
Long lived assets – asset retirement cost		15,542	—	—	15,542
Accumulated depreciation		(1,951,050)	(166,701)	78,204	(2,039,547)
Total utility plant – net		4,873,287	352,488	(2,976)	5,222,799
Generation and transmission assets under capital lease		3,751,349	—	—	3,751,349
Accumulated depreciation		(1,372,100)	(190,955)	—	(1,563,055)
Total generation and transmission assets under capital lease – net		2,379,249	(190,955)	—	2,188,294
Construction work in progress		285,617	506,617	(439,272)	352,962
Retirement work in progress		10,010	38,256	(43,770)	4,496
		295,627	544,873	(483,042)	357,458
Totals	$	7,548,163	706,406	(486,018)	7,768,551

(10) Nine Mile Point Nuclear Power Station, Unit 2

The Authority owns an undivided 18% interest in NMP2 in Oswego County, New York. The other 82% is owned by Constellation Energy Nuclear Group (CENG), a joint venture of Exelon Corporation (Exelon) and EDF, a large electric-power company headquartered in France. The unit is operated by Exelon.

NMP2 has a rated net capacity of 1,293 MW, and operated at a capacity factor of 98% in 2017. The Authority is entitled to 18% of the unit’s capacity and energy, and is obligated to pay 18% of its operating and maintenance costs, nuclear fuel costs, and costs of capital additions. The Authority’s net capital investment in NMP2, excluding nuclear fuel, was $545 million and $558 million as of December 31, 2017 and 2016, respectively.

Nuclear Plant Decommissioning

The operating license for NMP2 expires on October 31, 2046.

As of December 31, 2017 and 2016, the Authority's share of the estimated costs for decommissioning of the unit and restoration of the site is $61 million and $60 million, respectively, and is included in the Statements of Net Position as a component of the ARO. The Authority maintains a nuclear decommissioning trust fund (NDT) for its share of the decommissioning costs. As of December 31, 2017 and 2016, the NDT had an approximate value of $132 million and $116 million, respectively. The Authority believes that deposits to the fund, which are based on actuarial estimates, and the assumed investment returns of these funds during the term of the operating license, will be sufficient to meet its obligations.

Liability for Nuclear Accidents

The Federal Price-Anderson Act currently requires owners of nuclear power plants to pay an annual premium for $450 million in private insurance for offsite liability coverage for each reactor site (not each reactor). Exelon maintains this coverage for the Nine Mile Point site, and LIPA reimburses Exelon for its proportionate share of its cost. The Act further stipulates that in the event offsite damages exceed the amount of private-insurance coverage, each reactor licensee is retroactively liable for a prorated share of the excess. This liability is limited to $121.3 million per reactor, payable at no more than $19 million per reactor per incident per year. The Authority's maximum liability under this provision is $21.8 million, payable at $3.4 million per incident per year.

(11) Cash, Cash Equivalents and Investments

The majority of the Authority's cash equivalents and investments are managed by an external investment manager. The Authority's investment of funds is administered in accordance with the applicable provisions of State law, the Bond Resolution, certain banking agreements and the Authority's investment policy.

(a) Unrestricted cash, cash equivalents and investments

As of December 31, 2017 and 2016, the Authority had unrestricted cash, cash equivalents and investments totaling approximately $828 million and $781 million, respectively. The unrestricted funds primarily consist of: the Operating Fund, the Construction Fund, the Rate Stabilization Fund, and the OPEB Account.

Deposits made to the Authority's OPEB Account are anticipated to meet the Authority's obligations to its employees and the employees of PSEG Long Island for certain postemployment health and life insurance benefits. In 2017, the Authority's Board approved the creation of a legally separate Section 115 Trust (OPEB Trust) separating its eligible employee and retiree OPEB obligation from the OPEB Account. Based on the funding analysis of a 2017 actuarial study, the Authority transferred approximately $19 million from the existing unrestricted OPEB Account to the OPEB Trust, funding approximately 96% of its net OPEB liability. The OPEB Trust is restricted to funding Authority employee and retiree OPEB obligations.

The remaining balance in the unrestricted OPEB Account is intended to fund the PSEG Long Island employee retiree contractual obligation. The Authority has invested such funds, as permitted by the Authority's investment policy, in investments which are similar to investments commonly made in accounts dedicated to prefunding OPEB obligations. The Authority's policy is to periodically conduct an actuarial study to determine the appropriate level of funding to ensure the OPEB Account will be sufficient to meet this contractual obligation. As of December 31, 2017 and December 31, 2016, the OPEB Account balance totaled approximatley $195 million and $129 million, respectively.

(Amounts in thousands, unless otherwise stated)

In the event that the Authority determines there are insufficient revenues to pay reasonable and necessary operating expenses or to make payments on bonds or parity obligations, certain members of senior management are authorized, after notifying the Finance and Audit Committee of the Authority's Board, to release funds from the OPEB Account for such purposes. As such, the OPEB Account is unrestricted.

OPEB Account funds are invested in domestic and international stock mutual funds (66%), as well as inflation protected and bond market institutional mutual funds (34%).

The following tables summarize the Authority's unrestricted cash, cash equivalents and investments as of December 31, 2017 and 2016. The credit ratings listed are from Moody's, S&P and Fitch and the rating shown is the lowest rated obligation within each investment type.

Deposit/investment type	Credit rating (if applicable)	2017 Fair value	Percent of portfolio	Cash and cash equivalents	Investments
Cash and collateralized deposits		$ 30,481	5 %	$ 30,481	—
Discount notes:					
Certificates of deposit		58,287	9	30,775	27,512
Commercial paper	P-1/A-1/F1	59,844	9	59,844	—
Corporate	Baa1/BBB+/A	90,274	14	10,010	80,264
Federal agencies	Aaa/AA+/AAA	26,225	4	—	26,225
Treasury bills		167,647	26	93,582	74,065
Money-market mutual funds		200,774	33	200,774	—
Subtotal		633,532	100 %	425,466	208,066
OPEB Account investment type:					
Mutual fund – equities		129,251	66 %	—	129,251
Mutual fund – fixed income		65,441	34	—	65,441
Money-market funds		6	—	6	—
Subtotal		194,698	100 %	6	194,692
Total		$ 828,230		$ 425,472	402,758

(Amounts in thousands, unless otherwise stated)

Deposit/investment type	Credit rating (if applicable)	2016 Fair value	Percent of portfolio	Cash and cash equivalents	Investments
Cash and collateralized deposits		$ 12,860	2 %	$ 12,860	—
Discount notes:					
Certificates of deposit		12,344	2	—	12,344
Commercial paper	P-1/A-1/F1	39,560	6	18,000	21,560
Corporate	A3/A-/A-	57,785	9	—	57,785
Federal agencies	Aaa/AA+/AAA	12,713	2	—	12,713
Treasury bills		38,820	6	—	38,820
Money-market mutual funds		478,289	73	478,289	—
Subtotal		652,371	100 %	509,149	143,222
OPEB Account investment type:					
Mutual fund – equities		50,264	39 %	—	50,264
Mutual fund – fixed income		25,726	20	—	25,726
Money-market funds		53,007	41	53,007	—
Subtotal		128,997	100 %	53,007	75,990
Total		$ 781,368		$ 562,156	219,212

(b) *Restricted cash, cash equivalents and investments*

The Authority's restricted cash, cash equivalents and investments primarily consist of: the Working Capital Requirements Funding Account, the Grant Proceeds Fund, and the UDSA Collection Account.

Restricted Cash for Working Capital Requirements

In accordance with the OSA, the Authority is required to advance fund an operating account available to PSEG Long Island to pay for operating and capital expenditures that PSEG Long Island incurs as the Authority's agent in the management of the Authority's T&D system. The Authority is required to maintain three months of anticipated T&D operating and capital costs in this account in addition to separate storm, tax and power supply funding accounts. These accounts totaled $212 million and $207 million, as of December 31, 2017 and 2016, respectively, and were held in a collateralized deposit account. These funds are determined to be restricted due to the contractual obligation of the Authority to pre-fund the accounts but are considered by the Authority to be part of its working capital.

FEMA Grant Proceeds

The Authority received in advance approximately $502 million from FEMA restricted for storm hardening work on certain Authority assets. As of December 31, 2017, approximately $276 million remains as long-term cash, cash equivalent and investments. The Authority funds are expended by PSEG Long Island for approved projects, and the Authority reimburses itself for approved projects as completed. The Authority has segregated FEMA funds for future use as required by the FEMA grant agreement.

(Amounts in thousands, unless otherwise stated)

UDSA

Restructuring charges are held by the bond Trustee in the Collection Account to satisfy debt service on the Restructuring Bonds. The Collection Account for the bonds consists of four subaccounts: General Subaccount, Excess Funds Subaccount, Reserve Subaccount, and Upfront Financing Costs Subaccount. The Collection Account (other than the Upfront Financing Costs Subaccount) secures the Restructuring Bonds. For administrative purposes, the subaccounts may be established by the Trustee as separate accounts which will be recognized individually as subaccounts and collectively as the Collection Account.

Restricted cash held by the Trustee, as of December 31, 2017 includes $49 million in the General Subaccounts and $60 million in the Reserve Subaccounts. Restricted cash, as of December 31, 2016, includes $36 million in the General Subaccounts, and $53 million in the Reserve Subaccounts.

The UDSA has a separate set of investment guidelines that are specifically designed to address its legal and contractual requirements. These guidelines mandate that such investments be matched to meet the obligations of the bond and interest payments.

The following tables summarize the Authority's restricted cash, cash equivalents and investments as of December 31, 2017 and 2016. The credit ratings listed are from Moody's, S&P and Fitch and the rating shown is the lowest rated obligation within each investment type.

Deposit/investment type	Credit rating (if applicable)	2017 Fair value	Percent of portfolio	Cash and cash equivalents	Investments
Cash and collateralized deposits		$ 211,972	35 %	211,972	—
Discount notes:					
Certificates of deposit		77,457	13	2,502	74,955
Commercial paper	P-1/A-1/F1	58,164	10	—	58,164
Corporate	Baa1/BBB+/A	84,580	14	—	84,580
Federal agencies	Aaa/AA+/NR	10,030	2	—	10,030
Treasury bills		45,084	8	—	45,084
Money-market mutual funds		109,635	18	109,635	—
Total		$ 596,922	100 %	324,109	272,813

(Amounts in thousands, unless otherwise stated)

Deposit/investment type	Credit rating (if applicable)	2016 Fair value	Percent of portfolio	Cash and cash equivalents	Investments
Cash and collateralized deposits		$ 216,595	28 %	216,595	—
Discount notes:					
Certificates of deposit		25,841	4	—	25,841
Commercial paper	P-1/A-1/F1	52,801	7	—	52,801
Corporate	A3/A-/A-	177,412	23	—	177,412
Federal agencies	Aaa/A-1+/F1+	32,193	4	—	32,193
Treasury bills		105,992	14	—	105,992
Money-market mutual funds		155,755	20	155,755	—
Total		$ 766,589	100 %	372,350	394,239

(c) *Risks*

The Authority's investment policy places a limit on investments by issuer and by security type and addresses various risks described below. The Authority's Board may also specifically authorize, as it deems appropriate, other investments that are consistent with the Authority's investment objective. The Authority regularly reviews its investment policy to ensure continued effectiveness. The risks associated with the Operating Fund, Rate Stabilization Fund, Grant Proceeds Fund, and Construction Fund include:

Credit Risk: The Authority's permissible investments and related minimum credit ratings include U.S. Treasury and Federal Agency obligations, repurchase agreements (A-1 or P-1), commercial paper (A-1 or P-1), supranationals (provided certain criteria are met), corporate notes and master notes (A-1/P-1,A-/A3), asset backed securities (A-1+/P-1,AAA/Aaa), certificates of deposit (A-1/P-1,A-/A3), money-market mutual funds (AAAm/Aaamf), investment contracts (Two highest LT rating category), bankers' acceptances (A-1/P-1), municipal obligations (SP-1/MIG1,A-/A3), and floating rate notes (provided certain criteria are met). The Authority's investment policy prohibits investments involving complex derivatives, reverse repurchase agreements, auction rate securities, home equity asset backed securities, short selling and arbitrage related investment activity.

Concentration of Credit Risk: The Authority's investment policies have established limits such that no more than 5% of the investment portfolio may be invested in the securities of any one non-government issuer. Additionally, no more than: (i) 40% of the portfolio may be invested in securities of any one Federal agency, (ii) 10% of the portfolio may be invested in supranationals, (iii) 40% of the portfolio may be invested in agency mortgage backed securities.

Custodial Credit Risk: Custodial credit risk for cash deposits (including demand deposits, time deposits and certificates of deposit issued by a commercial bank) is the risk that in the event of a bank failure, the Authority's deposits may not be returned, either in part or in whole.

The Authority believes that custodial credit risk related to its investments is minimal, as it is the Authority's policy and practice, as stipulated in its investment policy, that investments be held by a third-party custodian who may not otherwise be a counterparty to the transactions, that all securities are free and clear of any lien, and are held in a separate account in the name of the Authority.

As of December 31, 2017 and 2016, the Authority had deposits of $242 million and $229 million, respectively, which are included in both restricted and unrestricted cash and cash equivalents.

Interest Rate Risk: The Authority's investment portfolio is structured to ensure that sufficient cash is available to meet the anticipated liquidity needs of the Authority. Investment maturities may not exceed three years from their purchase settlement date with the exception of U.S. government obligations and investment contracts. Additionally, maturities for repurchase agreements may not exceed 90 days, commercial paper may not exceed 270 days, bankers' acceptances may not exceed 180 days, and asset backed securities shall not exceed an average life of 5.5 years.

The risks for the OPEB Account include:

Credit Risk: The Authority's permissible OPEB Account investments and related minimum credit ratings include (i) U.S. government obligations (BBB- or Baa3), (ii) mortgage pass-through obligations, collateralized mortgage obligations, and corporate mortgage obligations (AA or Aa), (iii) commercial paper (A-1 and P-1), (iv) domestic and Yankee certificates of deposits and bankers acceptances of domestic banks (A- or A3) and minimum short-term ratings of (A-1 or P-1), (v) short-term money market mutual funds, investment accounts, or "sweep accounts" that conform to the permissible investments or funds of securities designed to replicate the composition of benchmark market indices.

Concentration of Credit Risk: The Authority's OPEB Account investment policies have established limits such that no more than 5% of the portfolio may be invested in the securities of any one issuer with the exception of U.S. government/agency securities, no more than 25% of the portfolio may be invested in securities of issuers in the same industry with the exception of U.S. government/agency securities, no more than 20% of the portfolio may be invested in municipal securities, no more than 15% of the portfolio may be invested in notes and bonds rated BBB category and no more than 30% of the portfolio may be invested in notes or bonds rated in the BBB and A rating categories. The overall rating of the fixed income assets shall be at least in the A category.

In order to meet the OPEB Accounts' objective of funding future benefit liabilities while balancing long-term risk and return and providing reasonable diversification, the OPEB Account allocates its assets as follows: (i) domestic equities or mutual funds at 45%, (ii) international equities or mutual funds at 20%, (iii) fixed income investments at 20%, and (iv) fixed income investments – inflation protected securities at 15%.

(d) Nuclear Decommissioning Trusts (NDT)

The Authority maintains a separate investment policy applicable to the long term investments in the NDT which is held to meet the Authority's obligation with respect to the eventual decommissioning of the Authority's 18% interest in the NMP2 nuclear facility. The NDT guidelines detail permissible investments and portfolio restrictions. The Authority's policy is to periodically conduct an actuarial study to determine the appropriate level of funding for the trust and an appropriate investment policy so that the value in the trusts in 2046 (the year in which decommissioning activities are scheduled to begin), will be sufficient to meet decommissioning obligations.

Credit Risk: The guidelines attempt to minimize risk by limiting permissible investments to include: obligations of the U.S. government and its agencies; corporate or other obligations with a BBB-/Baa3 or better rating; mortgage obligations rated AA/Aa or higher; commercial paper with a rating of A-1 or P-1; certificates of deposit; Yankee certificates of deposit and bankers acceptances of domestic banks with A-/A3 rating or better, short term money market investment accounts that conform to the aforementioned permissible investments; and with respect to the long term NDT investment portfolio only, equity investments limited to portfolio funds of securities designed to replicate the composition of benchmark market indices such as the S&P 500 Index. Equity investments in an S&P 500 index mutual fund is limited to a target exposure of 35% with a quarterly rebalancing within plus or minus 5%, however, in anticipation of the Authority terminating the qualified trust, the investment policy will allow for an increased target of 50%. The fixed income portion of the NDT investment portfolio must maintain an average credit rating of A or better with no more than 15% of the portfolio invested in notes and bonds with a BBB rating, 30% invested in notes and bonds rated in the BBB and A categories and no more than 20% of the portfolio invested in municipal securities.

Concentration of Credit Risk: The investment policies have established limits such that no more than 5% of the portfolio may be invested in the securities of any one issuer and no more than 25% of the portfolio may be invested in securities of issuers in the same industry, with the exception of the U.S. government and its agencies securities.

Custodial Credit Risk: The NDT does not have a policy relative to custodial credit risk of its deposits, however, as a practical matter, it defers to the policies of the Authority.

Interest Rate Risk: Due to the long term nature of the NDT asset, the fixed income portion of the portfolio is managed to track the Barclays Capital U.S. Float Adjusted Aggregate Bond Market Index. The portfolio's duration is required to fall within a range of 20% below the duration of the index and 10% above the duration of the index.

(Amounts in thousands, unless otherwise stated)

The NDT had the following investments as of December 31:

NDT:

Investment type		2017 Fair value	Percent of portfolio
Discount notes:			
Corporate	$	24,313	18 %
Federal agencies		16,608	13
Treasury bills		34,191	26
Mutual funds – domestic equities		55,172	42
Money-market mutual funds		1,918	1
Total	$	132,202	100 %

Investment type		2016 Fair value	Percent of portfolio
Discount notes:			
Corporate	$	17,047	15 %
Federal agencies		15,991	14
Treasury bills		37,260	32
Mutual funds – domestic equities		45,502	39
Total	$	115,800	100 %

The overall duration of the three individual accounts averaged 6.0 years and 5.8 years at December 31, 2017 and 2016, respectively.

(Amounts in thousands, unless otherwise stated)

(e) Fair Value of Investments

The following table presents the Authority's unrestricted and restricted investments and NDT, measured and recorded at fair value on the Statements of Net Position and their level within the fair value hierarchy (as previously defined in note 2):

Investment type		2017 Fair Value	Level 1	Level 2	Level 3
Unrestricted and restricted investments					
Discount notes:					
Certificates of deposit	$	102,467	—	102,467	—
Commercial paper		58,164	—	58,164	—
Corporate		164,844	—	164,844	—
Federal agencies		36,255	—	36,255	—
Treasury bills		119,149	119,149	—	—
Money-market mutual funds		194,692	194,692	—	—
Total	$	675,571	313,841	361,730	—
NDT:					
Discount notes:					
Corporate	$	24,313	—	24,313	—
Federal agencies		16,608	—	16,608	—
Treasury bills		34,191	34,191	—	—
Mutual funds - domestic equities		55,172	55,172	—	—
Money-market mutual funds		1,918	1,918	—	—
Total	$	132,202	91,281	40,921	—

(Amounts in thousands, unless otherwise stated)

Investment type		2016 Fair Value	Level 1	Level 2	Level 3
Unrestricted and restricted investments					
Discount notes:					
Certificates of deposit	$	38,185	38,185	—	—
Commercial paper		74,361	—	74,361	—
Corporate		235,197	—	235,197	—
Federal agencies		44,907	—	44,907	—
Treasury bills		144,811	—	144,811	—
Money-market mutual funds		75,990	75,990	—	—
Total	$	613,451	114,175	499,276	—
NDT:					
Discount notes:					
Corporate	$	17,047	—	17,047	—
Federal agencies		15,991	—	15,991	—
Treasury bills		37,260	37,260	—	—
Mutual funds - domestic equities		45,502	45,502	—	—
Total	$	115,800	82,762	33,038	—

(12) Long-Term and Short-Term Debt

(a) Electric System General Revenue Bonds and Subordinated Revenue Bonds

The Authority financed the cost of acquiring the T&D system from LILCO with Electric System General Revenue Bonds and Electric System Subordinated Revenue Bonds (collectively, the Bonds). Ongoing capital improvements are funded through the issuance of debt, except where grants or excess cash flow provide the ability to cash fund such expenditures. LIPA and the Authority entered into a Financing Agreement, whereby LIPA transferred to the Authority all of its right, title and interest in and to the revenues generated from the operation of the T&D system, including the right to collect and receive the same.

All of the Authority's bonds are secured by a Trust Estate as pledged under the Authority's Bond Resolution (the Resolution). The Trust Estate consists principally of the revenues generated by the operation of the T&D system and has been pledged to the Authority. The Authority's Revenue Bonds contain restrictive covenants including the maintenance of a Rate Stabilization Fund and a rate covenant to ensure rates and charges are set at a level sufficient to fund annual operating and debt service expenses.

(Amounts in thousands, unless otherwise stated)

Below is a summary of the Authority's bond transactions completed during the years ended December 31:

2017

Revenue Obligations:	2017 General Revenue Bonds	Par Amount:	$ 350,000
Purpose:	Fund system improvements and pay issuance costs	Date Closed:	December 14, 2017

2016

Revenue Obligations:	2016A General Revenue Bonds	Par Amount:	$ 175,000
Purpose:	To current refund 2012C variable rate bonds	Date Closed:	September 1, 2016
Comments:	Direct Placement Floating Rate Notes		
Revenue Obligations:	2016B General Revenue Bonds	Par Amount:	$ 407,675
Purpose:	Refinance Series 2006A,D,E and fund system improvements and pay issuance costs	Date Closed:	October 26, 2016
Comments:	New money and refunding fixed rate issue	NPV savings:	$ 8
		Deferred Defeasance:	$ 151

(b) *Component Unit Bonds – UDSA*

The Authority's Board adopted the Financing Orders authorizing the issuance of Restructuring Bonds by the UDSA to allow the Authority to retire a portion of its outstanding indebtedness and provide savings to the Authority's customers as measured on a net present value basis. The Restructuring Bonds are not obligations of the Authority; however, the UDSA is a component unit of the Authority and consolidated into these financial statements.

Below is a summary of the UDSA bond transactions completed during the years ended December 31:

2017

Revenue Obligations:	2017 Restructuring Bonds	Par Amount:	$ 369,465
Purpose:	Retire certain higher cost Authority bonds and pay issuance costs	Date Closed:	November 21, 2017
		NPV Savings:	$ 45,387
		Escrow Deposit:	$ 433,741
		Deferred Defeasance:	$ 30,791

(Amounts in thousands, unless otherwise stated)

2016				
Revenue Obligations:	2016A Restructuring Bonds	Par Amount:	$	636,770
Purpose:	Retire certain higher cost Authority bonds	Date Closed:		April 7, 2016
	and pay issuance costs	NPV Savings:	$	115,238
		Escrow Deposit:	$	782,607
		Deferred Defeasance:	$	48,794
Revenue Obligations:	2016B Restructuring Bonds	Par Amount:	$	469,320
Purpose:	Retire certain higher cost Authority bonds	Date Closed:		September 8, 2016
	and pay issuance costs	NPV Savings:	$	71,647
		Escrow Deposit:	$	552,147
		Deferred Defeasance:	$	4,731

(Amounts in thousands, unless otherwise stated)

The Authority's long-term debt at December 31, 2017 consisted of the following:

	Beginning balance	Accretion/ additions	Maturities	Repaid/ Refundings	Ending balance	Years of Maturity	Interest Rate (%)	
General revenue bonds/notes:								
Series 1998A	$ 113,100	5,973	12,970	8,093	98,010	2018-2028	5.28-5.30	(a)
Series 2000A	334,367	18,812	33,990	—	319,189	2018-2029	5.81-5.95	(a)
Series 2003C	36,645	—	—	—	36,645	2029	5.25	
Series 2006F	28,535	—	28,535	—	—	—	—	
Series 2008B	15,060	—	—	15,060	—	—	—	
Series 2009A	191,670	—	10,120	181,550	—	—	—	
Series 2010B	210,000	—	—	—	210,000	2020-2041	4.85-5.85	(c)
Series 2011A	221,635	—	7,730	195,590	18,315	2018-2038	4.00-5.00	(b)
Series 2012A	250,000	—	—	—	250,000	2037-2042	5.00	(b)
Series 2012B	179,035	—	—	—	179,035	2021-2029	5.00	(b)
Series 2014A	413,070	—	—	—	413,070	2034-2044	4.00-5.00	(b)
Series 2014B	164,950	—	—	—	164,950	2018-2026	2.36-4.13	(b)
Series 2014C FRN	150,000	—	—	—	150,000	2033	1.74	(b)(d)
Series 2015A1 FRN	51,000	—	—	—	51,000	2033	3.21	(b)(d)
Series 2015A2 FRN	149,000	—	—	—	149,000	2029	3.37	(b)(d)
Series 2015B	117,230	—	—	—	117,230	2019-2045	3.00-5.00	
Series 2015C FRN	149,000	—	—	—	149,000	2033	1.97	(b)(d)
Series 2016A FRN	175,000	—	—	—	175,000	2033	3.39	(b)(d)
Series 2016B	407,675	—	23,905	—	383,770	2018-2046	4.00-5.00	
Series 2017	—	350,000	—	—	350,000	2021-2047	5.00	
Subtotal	3,356,972	374,785	117,250	400,293	3,214,214			
UDSA restructuring bonds:								
Series 2013T	482,934	—	13,148	—	469,786	2018-2023	2.04-3.44	
Series 2013TE	1,374,390	—	—	—	1,374,390	2023-2039	5.00	
Series 2015TE	1,002,115	—	—	—	1,002,115	2021-2035	3.00-5.00	
Series 2016A	636,770	—	—	—	636,770	2023-2033	5.00	
Series 2016B	469,320	—	59,450	—	409,870	2018-2033	4.00-5.00	
Series 2017	—	369,465	—	—	369,465	2020-2039	5.00	
Subtotal	3,965,529	369,465	72,598	—	4,262,396			
	7,322,501	744,250	189,848	400,293	7,476,610			
Plus: Net premium	624,098	127,144	56,438	—	694,804			
Less: Current maturities	(189,848)				(192,683)			
Total Long-term debt	$ 7,756,751				7,978,731			

a) Capital Appreciation Bonds
b) Certain bonds of this series are subject to interest rate exchange agreements
c) Taxable Build America Bonds subject to federal subsidy, rate shown is pre-subsidy level
d) Variable rate (rate presented as of the December 31, 2017)

(Amounts in thousands, unless otherwise stated)

The Authority's long-term debt at December 31, 2016 consisted of the following:

	Beginning balance	Accretion/ additions	Maturities	Repaid/ Refundings	Ending balance	Years of Maturity	Interest Rate (%)	
General revenue bonds/notes:								
Series 1998A	$ 119,711	6,359	12,970	—	113,100	2017-2028	5.25-5.30	(a)
Series 2000A	348,279	19,613	33,525	—	334,367	2017-2029	5.77-5.95	(a)
Series 2003C	36,645	—	—	—	36,645	2029	5.25	(b)
Series 2006A	499,200	—	40,625	458,575	—	—	—	
Series 2006D	55,360	—	—	55,360	—	—	—	
Series 2006E	310,240	—	—	310,240	—	—	—	
Series 2006F	239,050	—	27,360	183,155	28,535	2017	5.00	(b)
Series 2008A	246,310	—	—	246,310	—	—	—	
Series 2008B	51,000	—	—	35,940	15,060	2019	5.25	
Series 2009A	222,610	—	2,770	28,170	191,670	2017-2033	4.50-5.75	
Series 2010B	210,000	—	—	—	210,000	2020-2041	4.85-5.85	(c)
Series 2011A	234,225	—	—	12,590	221,635	2017-2038	4.00-5.00	(b)
Series 2012A	250,000	—	—	—	250,000	2037-2042	5.00	(b)
Series 2012B	188,715	—	9,680	—	179,035	2017-2029	5.00	
Series 2012C	175,000	—	—	175,000	—	—	—	
Series 2014A	413,070	—	—	—	413,070	2034-2044	4.00-5.00	
Series 2014B	164,950	—	—	—	164,950	2018-2026	2.36-4.13	
Series 2014C FRN	150,000	—	—	—	150,000	2033	1.19	(b)(d)
Series 2015A1 FRN	51,000	—	—	—	51,000	2033	3.81	(b)(d)
Series 2015A2 FRN	149,000	—	—	—	149,000	2029	3.57	(b)(d)
Series 2015B	117,230	—	—	—	117,230	2019-2045	3.00-5.00	
Series 2015C FRN	149,000	—	—	—	149,000	2033	1.42	(b)(d)
Series 2016A FRN	—	175,000	—	—	175,000	2023-2033	3.80	(b)(d)
Series 2016B	—	407,675	—	—	407,675	2017-2046	4.00-5.00	
Subtotal	4,380,595	608,647	126,930	1,505,340	3,356,972			
UDSA restructuring bonds:								
Series 2013T	482,934	—	—	—	482,934	2017-2023	2.04-3.44	
Series 2013TE	1,434,390	—	60,000	—	1,374,390	2023-2039	5.00	
Series 2015TE	1,002,115	—	—	—	1,002,115	2021-2035	3.00-5.00	
Series 2016A	—	636,770	—	—	636,770	2023-2033	5.00	
Series 2016B	—	469,320	—	—	469,320	2017-2033	4.00-5.00	
Subtotal	2,919,439	1,106,090	60,000	—	3,965,529			
	7,300,034	1,714,737	186,930	1,505,340	7,322,501			
Plus: Net premium	370,729	302,732	49,363	—	624,098			
Less: Current maturities	(238,295)				(189,848)			
Total Long-term debt	$ 7,432,468				7,756,751			

a) Capital Appreciation Bonds
b) Certain bonds of this series are subject to interest rate exchange agreements
c) Taxable Build America Bonds subject to federal subsidy, rate show n is pre-subsidy level
d) Variable rate (rate presented as of December 31, 2016)

(Amounts in thousands, unless otherwise stated)

The debt service requirements for the Authority's consolidated bonds outstanding (excluding short-term debt such as general revenue notes, commercial paper notes, and revolving credit facility but including the UDSA Restructuring Bonds) as of December 31, 2017 are as follows:

Due		Principal*	Interest	Net swap payments (receipts)	Total
2018	$	192,683	319,176	16,726	528,585
2019		192,191	317,841	16,726	526,758
2020		225,417	313,216	16,738	555,371
2021		290,879	306,058	16,728	613,665
2022		296,241	295,512	16,726	608,479
2023–2027		1,685,275	1,285,095	83,672	3,054,042
2028–2032		2,057,750	911,392	2,146	2,971,288
2033–2037		1,395,055	510,104	(1,103)	1,904,056
2038–2042		1,037,175	195,476	—	1,232,651
2043–2047		266,460	31,744	—	298,204
Total	$	7,639,126	4,485,614	168,359	12,293,099

* Future interest on capital appreciation bonds are included in principal maturities.

Future debt service on the variable rate bonds and floating rate portion of any floating-to-fixed rate swaps are calculated using the relevant indices, including applicable spreads, as of December 31, 2017. Such rates, as shown in the long-term debt summary table, are assumed constant through maturity. For bonds subject to floating-to-fixed rate swap agreements, the "net swap payments" represent the fixed swap rate payment net of the assumed future variable rate swap receipts for each agreement.

Terms by which interest rates change for variable rate debt are as follows:

The 2014C Bonds bear interest at 70% of one-month LIBOR, plus the per annum spread of 0.65%. The rate is determined on the second London Banking Day prior to the first business day of each month.

The 2015A-1 FRNs bears interest at the sum of the prevailing 18-year AAA MMD general obligation index and the applicable spread of 100 basis points. The MMD FRN rate resets on the first business day of each month.

The 2015A-2 Bonds during the MMD rate period bear interest at the sum of the prevailing 14-year AAA MMD general obligation index and the applicable spread of 100 basis points. The MMD FRN rate resets on the first business day of each month.

(Amounts in thousands, unless otherwise stated)

The 2015C Bonds bear interest at 70% of one month LIBOR, plus the per annum spread of 0.88%. The rate is determined on the second London Banking Day prior to the first business day of each month.

The 2016A Bonds during the MMD rate period bear interest at the sum of the prevailing 17-year AAA MMD general obligation index and the applicable spread of 105 basis points. The MMD FRN rate resets on the first business day of each month.

(c) Interest Rate Swap Agreements

The Authority has entered into several interest rate swap agreements with various counterparties to modify the interest rate on outstanding debt. For a further discussion, see note 8.

(d) Short-Term Debt

The Authority's Board authorized the issuance of short-term borrowings in an amount not to exceed $1.0 billion outstanding at any given time. The short-term borrowing program provides the Authority resources to meet interim working capital needs and cash flow requirements from unforeseen circumstances such as severe weather events. Among other factors, the Authority's operating and capital needs vary during the year given the seasonal nature of sales.

The Authority's short-term borrowing program is supported by various bank agreements expiring from 2018 through 2021 which the Authority expects to renew or replace as needed prior to expiration. For a further discussion, see note 18.

The Authority's short-term debt as of December 31, 2017 consists of the following instruments:

		Maximum Authorized Par Amount	Beginning Balance	Additions	Payments	Ending Balance	Supporting Letter of Credit Expiration Date
General revenue notes:							
Series 2013A	Revolving Credit Agreement	$ 350,000	—	130,000	117,180	12,820	3/22/2019
Series 2015GR1A/B CP	Commercial Paper	200,000	85,000	—	17,500	67,500	6/29/2021
Series 2015GR2A/B CP	Commercial Paper	75,000	70,625	—	40,625	30,000	3/29/2018
Series 2015GR3A/B CP	Commercial Paper	100,000	—	—	—	—	3/23/2020
Subordinated revenue notes:							
Series 2014 CP 1AB	Commercial Paper	200,000	150,000	—	—	150,000	3/15/2018
Series 2014 CP 2AB	Commercial Paper	100,000	100,000	—	—	100,000	3/15/2018
	Total short-term debt	$ 1,025,000	405,625	130,000	175,305	360,320	

(Amounts in thousands, unless otherwise stated)

The Authority's short-term debt as of December 31, 2016 consists of the following instruments:

		Maximum Authorized Par Amount	Beginning Balance	Additions	Payments	Ending Balance	Supporting Letter of Credit Expiration Date
General revenue notes:							
Series 2013A	Revolving Credit Agreement	$ 337,500	—	—	—	—	3/24/2017
Series 2015GR1A/B CP	Commercial Paper	200,000	50,000	100,000	65,000	85,000	6/29/2020
Series 2015GR2A/B CP	Commercial Paper	75,000	—	70,625	—	70,625	3/29/2018
Series 2015GR3A/B CP	Commercial Paper	100,000	—	—	—	—	3/23/2020
Subordinated revenue notes:							
Series 2014 CP 1AB	Commercial Paper	200,000	200,000	—	50,000	150,000	12/21/2017
Series 2014 CP 2AB	Commercial Paper	100,000	100,000	—	—	100,000	12/15/2017
	Total short-term debt	$ 1,012,500	350,000	170,625	115,000	405,625	

(e) Fixed Obligation Coverage Ratio

Effective January 1, 2016, the Authority adopted the "public power model" of rate-setting which makes use of the debt service coverage method in determining revenue requirements. The Authority's methodology for calculating the fixed obligation coverage ratio excludes certain specified noncash items from expenses. Depreciation expense, amortization of the Acquisition Adjustment and other regulatory assets, as well as the PSEG Long Island accrual expense for future OPEB benefit cost obligations, are excluded from the coverage calculation. Also, included in the revenue section of this calculation are revenues received from certain customers used to satisfy regulatory assets that were established when the Authority issued debt to fund these projects. For calculating the coverage ratios, such cash receipts are available to meet the Authority's fixed obligation requirements as they are a component of cash flow, but are excluded from revenues for accrual accounting purposes.

Certain interest related costs such as interest rate derivative costs, letters of credit and remarketing fees, bond administration costs, and interest related to customer deposits are treated as ordinary operating expenses without coverage. Included for coverage are the Authority and the UDSA principal and interest payments, including interest payments on the Authority's short-term borrowing program.

(Amounts in thousands, unless otherwise stated)

The Authority's calculation for its debt service coverage ratio, for the years ended December 31, 2017 and 2016, is shown below for informational purposes:

			2017	2016
(1)	Operating revenues	$	3,481,613	3,399,101
(1)	Other income		60,332	61,108
(2)	Shoreham Settlement & VBA regulatory asset receipts		45,814	49,976
	Total revenues and income		3,587,759	3,510,185
(1)	Operating expenses		(3,214,117)	(3,163,353)
	Add non cash expenses/(deduct cash funding):			
(1)	Depreciation and amortizations		308,755	294,052
(3)	Capital lease allowance		308,276	320,264
(2) (4)	OPEB accrual expense		41,080	40,701
(2)	Other interest expense		(25,458)	(33,968)
	Total expenses		(2,581,464)	(2,542,304)
	Funds available for debt service	$	**1,006,295**	**967,881**
(2)	Principal – Authority		83,260	126,930
(2)	Interest – Authority		165,610	142,656
(2)	Principal – UDSA		72,598	60,000
(2)	Interest – UDSA		192,213	162,139
(3)	Capital lease obligation		308,276	320,264
	Total fixed obligation debt service	$	**821,957**	**811,989**
	Fixed Obligation Coverage Ratio:			
(5)	Excluding UDSA		1.33	1.26
	Including UDSA		1.22	1.19

(1) See Statements of Revenues, Expenses and Changes in Net Position
(2) See Statements of Cash Flows
(3) See note 12 (f) (below)
(4) The public power model, adopted by the Authority's Board, adds back the PSEG Long Island OPEB accrual operating expense as cash available to pay debt service. There are no mandatory pre-funding requirements for these OPEB expenses. The Authority voluntarily sets aside funds for OPEB obligations in an OPEB Account after payment of all operating expenses and debt service each year. See note 10 for more detail.
(5) Excluding UDSA equal to ($1,006,295 less ($264,811))/($821,957 less ($264,811))

(Amounts in thousands, unless otherwise stated)

(f) Changes in noncurrent liabilities

The Authority's other long term liabilities as of December 31, 2017 are comprised of the following:

		Beginning Balance	Increases	Decreases	Ending Balance
Long term liabilities and unrealized credits	$	69,933	8,859	(38,680)	40,112
Borrowings		82,241	—	(4,934)	77,307
Claims and damages		41,430	47,836	(33,345)	55,921
Capital lease obligations		2,021,284	130,507	(308,276)	1,843,515
Total other long term liabilities	$	2,214,888	187,202	(385,235)	2,016,855

The Authority's other long term liabilities as of December 31, 2016 are comprised of the following:

		Beginning Balance	Increases	Decreases	Ending Balance
Long term liabilities and unrealized credits	$	93,530	56,526	(80,123)	69,933
Borrowings		87,064	—	(4,823)	82,241
Claims and damages		27,822	18,250	(4,642)	41,430
Capital lease obligations		2,188,295	153,253	(320,264)	2,021,284
Total other long term liabilities	$	2,396,711	228,029	(409,852)	2,214,888

(13) OSA – Employee Retirement Benefits Obligations

In accordance with the terms of the OSA, the costs to employ PSEG Long Island's workforce, including employee pension and other postemployment benefits, are a "pass through expenditure" and contractual liability of the Authority. PSEG Long Island employee pension and OPEB obligations are legal obligations of PSEG Long Island, and the employees covered by these plans are PSEG Long Island employees.

When transitioning National Grid employees to PSEG Long Island, to ensure the National Grid workforce serving the Authority was protected against benefit losses from the transition, the PSEG Long Island benefit plans credited National Grid transitioned employees for service prior to the OSA effective date for purposes such as eligibility, participation, vesting, company match levels, subsidies (including any type of early retirement subsidy) and attainment of retirement dates. In addition, those employees who immediately prior to the OSA effective date could have become eligible to participate in the National Grid postemployment health and life insurance benefit plans, are entitled to receive substantially equivalent postemployment health and life insurance benefits under a postemployment health and life insurance plan established by PSEG Long Island. This arrangement created a prior service cost obligation totaling $126 million for pensions and $316 million for OPEBs. The following table provides a rollforward of the changes to the benefit obligations and the fair value of the plan assets during each of the years ended December 31, 2017 and 2016.

(Amounts in thousands, unless otherwise stated)

The table also provides the funded status of the PSEG Long Island plans and the amounts recognized as the long term contractual liability on the Statements of Net Position at the end of both years. The table does not reflect the balance of the Authority's OPEB Account, which was established to prefund the contractual liability for such postemployment benefits.

		Pension benefits		Postemployment benefits	
		2017	**2016**	**2017**	**2016**
Benefit obligation at beginning of year	$	262,462	213,169	452,406	374,897
Service cost		26,845	24,180	14,618	12,377
Interest cost		10,942	9,525	19,016	16,697
Actuarial loss (gain)		21,726	11,216	59,758	50,552
Benefits paid		(1,453)	(641)	(4,240)	(2,117)
Plan amendment		—	5,013	—	—
Benefit obligation at end of year		320,522	262,462	541,558	452,406
Fair value of assets at beginning of year		134,148	96,388	—	—
Actual return on plan assets		23,524	10,301	—	—
Employer contribution		35,000	28,100	4,240	2,117
Gross benefits paid		(1,453)	(641)	(4,240)	(2,117)
Fair value of assets at end of year		191,219	134,148	—	—
Authority unfunded obligation	$	129,303	128,314	541,558	452,406

The contractual liability related to pension and post-retirement benefits increased during 2017 due to the update of certain assumptions regarding the census data, claims costs, excise taxes, and the discount rate. These changes resulted in a net actuarial loss of $22 million for pension benefits and $60 million for post-retirement benefits as follows:

(Amounts in thousands, unless otherwise stated)

	Pension benefits	Postemployment benefits
Updated census data	$ 2.3	0.1
Updated assumptions	(22.9)	(56.6)
Updated medical trend	N/A	25.8
Impact of adopting granular method	1.6	3.2
Discount rate changes (see table below)	40.7	87.3
Total (gain)/loss	$ 21.7	59.8

The Authority's Board authorized the creation of an OPEB Account to allow the Authority to segregate funds to meet future OPEB obligations for the PSEG Long Island employees. As of December 31, 2017 and 2016, the Authority had on deposit approximately $195 million and $129 million, respectively, in its OPEB Account intended to meet the future PSEG Long Island employee OPEB obligations. For a further discussion, see note 11.

The actuarial valuations related to pension and post-retirement benefits involve estimates and assumptions regarding the probability of events in the future. Below are the weighted average assumptions used to calculate actuarial present values of benefit obligations at December 31, 2017 and 2016:

	Pension benefits		Postemployment benefits	
	2017	2016	2017	2016
Discount rate	3.90 %	4.61 %	3.96 %	4.71 %
Rate of compensation increase	3.25 %	3.25 %	3.25 %	3.25 %

(Amounts in thousands, unless otherwise stated)

Plan Assets

During 2017 and 2016, the Authority provided approximately $35 million and $28 million, respectively, to PSEG Long Island for deposit in its pension plan trust fund. The trust is sponsored, overseen and managed by the PSEG Thrift & Pension Investment Committee. The benefit plan assets are maintained separately by PSEG Long Island and are not commingled with other PSEG plans. The benefit plan assets are not assets of the Authority; and therefore, are not reflected on the Statements of Net Position. These assets, however, reduce the Authority's contractual obligation to PSEG Long Island for the benefit obligations of the PSEG Long Island employees. The following table outlines the PSEG Long Island pension assets as of December 31, 2017 and 2016:

		2017		2016	
Investment type		**Amount**	**Allocation**	**Amount**	**Allocation**
Equity	$	137,228	71.8%	95,719	71.4%
Fixed income		53,599	28.0	38,077	28.4
Other		392	0.2	352	0.2
	$	191,219	100.0%	134,148	100.0%

(14) Authority Employee Benefits

All full-time Authority employees must participate in one of two employee benefit plans offered by the Authority, either (i) the New York State and Local Retirement System (the Retirement System) or (ii) the New York State Voluntary Defined Contribution Plan (VDC).

(a) Pension Plans

(i) Plan Description

The Retirement System is a cost-sharing multiple-employer defined benefit retirement system. The net position of the Retirement System is held in the New York State Common Retirement Fund (the Fund), which was established to hold all net assets and record changes in fiduciary net position allocated to the Retirement System. The Comptroller of the State of New York serves as the trustee of the Fund and is the administrative head of the Retirement System. Retirement System benefits are established under the provisions of the New York State Retirement and Social Security Law (NYSRSSL). Once a public employer elects to participate in the Retirement System, the election is irrevocable. The New York State Constitution provides that pension membership is a contractual relationship and plan benefits cannot be diminished or impaired. Benefits can be changed for future members only by enactment of a State statute. The Retirement System is included in the State's financial report as a pension trust fund. That report, including information with regard to benefits provided, may be found at www.osc.state.ny.us/retire/publications/index.php or obtained by writing to the New York State and Local Retirement System, 110 State Street, Albany, NY 12244.

The Retirement System uses a tier concept to distinguish membership classes (i.e. tiers 1 through 6) with tier membership based on the date an employee joins the Retirement System. The Retirement System is noncontributory for tiers 1 and 2 employees who joined on or prior to July 27, 1976. Tiers 3 and 4 employees, who joined between July 28, 1976 and December 31, 2009 and have less than ten years of service, contribute 3% of their salary. Employees who joined the Retirement System after January 1, 2010 are Tier 5 employees and contribute 3% of their salary during their entire length of service. Tier 6 employees who joined the Retirement System on or after April 1, 2012 are required to contribute 3% of their salary. Effective April 1, 2013, Tier 6 employees contribution rate vary from 3% to 6% depending on annual salary during their entire length of service. Members become vested in the plan after ten years of service and generally are eligible to receive benefits at age 55. The benefit is generally 1.67% of final average salary (FAS) times the number of years of service, for members who retire with less than 20 years of service, and 2% of FAS for members who retiree with 20 or more years of service. The Retirement System provides an annual automatic cost of living adjustment to members or surviving spouses based on certain eligibility criteria.

(ii) Ordinary Disability Benefits

Generally, ordinary disability benefits, usually one-third of salary, are provided to eligible members after ten years of service; in some cases, they are provided after five years of service.

(iii) Accidental Disability Benefits

For all eligible Tier 1 and Tier 2 members, the accidental disability benefit is a pension of 75% of final average salary, with an offset for any Workers' Compensation benefits received. The benefit for eligible Tier 3, 4, 5 and 6 members is the ordinary disability benefit with the years-of-service eligibility requirement dropped.

(iv) Ordinary Death Benefits

Death benefits are payable upon the death, before retirement, of a member who meets eligibility requirements as set forth by law. The first $50,000 of an ordinary death benefit is paid in the form of group term life insurance. The benefit is generally three times the member's annual salary. For most members, there is also a reduced post-retirement ordinary death benefit available.

(v) Post-Retirement Benefit Increases

A cost-of-living adjustment is provided annually to: (i) all pensioners who have attained age 62 and have been retired for five years; (ii) all pensioners who have attained age 55 and have been retired for ten years; (iii) all disability pensioners, regardless of age, who have been retired for five years; (iv) Retirement System recipients of an accidental death benefit, regardless of age, who have been receiving such benefit for five years and (v) the spouse of a deceased retiree receiving a lifetime benefit under an option elected by the retiree at retirement. An eligible spouse is entitled to one-half the cost-of-living adjustment amount that would have been paid to the retiree when the retiree would have met the eligibility criteria. This cost-of-living adjustment is a percentage of the annual retirement benefit of the eligible member as computed on a base benefit amount not to exceed $18,000 of the annual retirement benefit. The cost-of-living percentage shall be 50% of the annual Consumer Price Index as published by the U.S. Bureau of Labor, but cannot be less than 1% or exceed 3%.

(vi) *Contributions*

The Retirement System is noncontributory except for employees who joined the Retirement System after July 27, 1976, who contribute 3% of their salary for the first ten years of membership, and employees who joined on or after January 1, 2010 who generally contribute between 3% to 6% of their salary for their entire length of service. Under the authority of the NYSRSSL, the Comptroller annually certifies the actuarially determined rates expressly used in computing the employers' contributions based on salaries paid during the Retirement Systems' fiscal year ending March 31. The Authority's contributions for the year ended December 31, 2017, 2016 and 2015, were equal to 100% of the contributions required, and were $0.56 million, $0.2 million, and zero (due to credit provided) respectively.

(vii) *Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions*

At December 31, 2017 and 2016, the Authority reported a liability of $1.0 million and $1.7 million, respectively, for its proportionate share of the Retirement System net pension liability. The net pension liability was measured as of April 1, 2017 and 2016, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of April 1, 2016 with update procedures used to roll forward the total pension liability to March 31, 2017. The Authority's proportion of the net pension liability was based on a projection of the Authority's long-term share of contributions to the pension plan relative to the projected contributions of all participating members, actuarially determined.

At December 31, 2017 and 2016, the Authority's proportion was 0.01% of the Retirement System net pension liability.

(Amounts in thousands, unless otherwise stated)

For the year ended December 31, 2017 and 2016, the Authority recognized pension expense of $0.2 million and $0.3 million, respectively. At December 31, 2017 and 2016, the Authority reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

		2017		2016	
		Deferred Outflows of Resources	**Deferred Inflows of Resources**	**Deferred Outflows of Resources**	**Deferred Inflows of Resources**
Difference between expected and actual expense	$	24	142	9	—
Net difference between projected and actual earnings on investments		187	—	1,016	203
Changes of Assumptions		321	—	456	—
Net difference between the Authority's contributions and proportionate				—	—
share of contributions		99	968	—	—
The Authority's contributions subsequent to the measurement date		559	—	—	1,296
	$	1,190	1,110	1,481	1,499

The net amount of the Authority’s balances of deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

Plan years ended December 31:		
2018	$	(153)
2019		(153)
2020		(66)
2021		(107)
2022		—
Thereafter		—
	$	(479)

(Amounts in thousands, unless otherwise stated)

(viii) Actuarial Assumptions

The total pension liability as of the measurement date was determined by using an actuarial valuation as of April 1, 2016, with update procedures used to roll forward the total pension liability to the measurement date. The actuarial valuation used the following assumptions:

Measurement date:	March 31, 2017
Actuarial valuation date:	April 1, 2016
Actuarial cost method:	Aggregate Cost Method
Inflation:	2.50 %
Salary scale:	3.80 %
Investment rate of return, including inflation (compounded annually, net of expenses):	7.00 %
Cost of living adjustments, annually:	1.30 %
Decrement tables:	April 1, 2010 – March 31, 2015 Retirement System’s Experience
Mortality improvement:	Society of Actuaries Scale MP-2014

The long-term expected rate of return on pension plan investments was determined in accordance with Actuarial Standard of Practice (ASOP) No. 27, Selection of Economic Assumptions for Measuring Pension Obligations. ASOP No. 27 provides guidance on the selection of an appropriate assumed investment rate of return. Consideration was given to expected future real rates of return (expected returns, net of pension plan investment expense and inflation) for equities and fixed income as well as historical investment data and plan performance.

(Amounts in thousands, unless otherwise stated)

Best estimates of arithmetic real rates of return for each major asset class are summarized below:

Asset class	Long-term expected real rate of return (%)
Domestic equity	4.55
International equity	6.35
Private equity	7.75
Real estate	5.80
Absolute return strategies	4.00
Opportunistic portfolio	5.89
Real assets	5.54
Bonds and mortgages	1.31
Cash	(0.25)
Inflation-indexed bonds	1.50

(ix) Discount Rate

The discount rate used to calculate the total pension liability was 7.0%. The projection of cash flows used to determine the discount rate assumes that contributions from plan members will be made at the current contribution rates and that contributions from employers will be made at statutorily required rates, actuarially determined. Based upon those assumptions, the Retirement System's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

(Amounts in thousands, unless otherwise stated)

(x) Sensitivity of the Net Pension Liability to the Discount Rate Assumption

The following represents the current-period net pension liability of the Authority's proportionate share of the net pension liability calculated using the current-period discount rate assumption of 7.0%, as well as what the net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (6.0%) or 1-percentage-point higher (8.0%) than the current assumption:

		1% Decrease (6.0%)	Current assumption (7.0%)	1% Increase (8.0%)
Authority's proportionate share of the net pension liability (asset)	$	3.0 million	0.9 million	(0.8) million

(b) Deferred Compensation and Savings Plans

The Authority offers certain full-time employees participation in a Voluntary Defined Contribution Plan (VDC), which is an alternative to the State's existing defined benefit retirement pension system. This defined contribution plan option is available to all unrepresented State, New York City, and local public employees who are hired on or after July 1, 2013 and are paid at a rate of $75,000 or more on an annual basis. For those employees choosing this option, the Authority is required to contribute 8% of their gross salary.

(c) Deferred Savings Plans

The Authority also offers employees a deferred compensation plan created in accordance with the Internal Revenue Code, Section 457. This plan permits participants to defer a portion of their salaries until future years. Amounts deferred under the plan are not available to employees or beneficiaries until termination, retirement, death or an unforeseeable emergency. An independent trustee is also responsible for the administration of this plan.

(d) Other Postemployment Benefits

(i) Plan Description

The Authority is a participating employer in the New York State Health Insurance Program (NYSHIP), which is an agent multiple-employer plan administered by the New York State Department of Civil Service. Through NYSHIP, the Authority provides certain health care for eligible retired employees and their dependents. Article XI of the New York State Civil Service Law assigns the authority to NYSHIP to establish and amend the benefit provisions of the plans and to establish maximum obligations of the plan members to contribute to the plan. The Authority's Board is authorized to establish the contribution rates of its employees and retirees below those set by Civil Service Law. Participation in the NYSHIP program provides for employees and/or their dependents to continue eligibility for these benefits in retirement if the employee had at least one year of full-time service with the Authority, and satisfied the requirements for retiring as a member of the Retirement System or is enrolled in the VDC. Eligible retirees contribute 10% of the cost of single coverage and 25% of the cost of dependent coverage for health insurance benefits. The Authority allows each employee to accumulate up to 1,500 hours of unused sick time and apply the value of this to fund their required contribution. NYSHIP does not issue a stand-alone financial report and NYSHIP's agent activities are included within the financial statements of the State.

(Amounts in thousands, unless otherwise stated)

As of December 31, 2017, the following employees were covered by the benefit terms:

Inactive employees or beneficiaries currently receiving benefit payments	62
Active employees	38
	100

During 2017, the Authority's Board approved the creation of a legally separate Section 115 trust for its OPEB obligation to the eligible Authority employees and retirees to accumulate resources to fund the Authority's obligation to pay for OPEB benefits under the plan. Contributions to the OPEB Trust are based on an actuarial valuation. The Authority contributed approximately $19 million to the OPEB Trust during 2017.

Furthermore, effective 2017, the Authority implemented GASB Statement No. 75, which refines reporting guidance established under GASB Statement No. 45. GASB Statement No. 75 concluded that OPEBs are a form of employee compensation and should be recognized in the same period in which the compensated service is provided by the employees. OPEB includes postemployment healthcare benefits (including medical, dental, vision, hearing and other health-related benefits) and other forms of postemployment benefits (including life insurance, disability and long-term care).

The Authority used the following facts, actuarial methods and assumptions in determination of the net OPEB liability. Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events in the future. Examples include assumptions about employment mortality and the healthcare cost trend. Amounts determined regarding the annual OPEB expense are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future.

(ii) Net OPEB Liability

The Authority's net OPEB liability was measured as of December 31, 2017, and the total OPEB liability used to calculate the net OPEB liability was determined by an actuarial valuation as of that date.

(Amounts in thousands, unless otherwise stated)

The following table shows the components of the Authority's changes in its total OPEB liability, the OPEB Trust fiduciary net position, and the net OPEB liability during the measurement period ending December 31, 2017:

		Increase (Decrease)		
		Total OPEB Liability	Plan Fiduciary Net Position	Net OPEB Liability
Balances at December 31, 2016	$	25,343	—	25,343
Changes for the year:				
Service cost		1,152	—	1,152
Interest		969	—	969
Changes of benefits		—	—	—
Differences between expected and actual experience		—	—	—
Changes of assumptions		(7,067)	—	(7,067)
Employer contributions		—	19,071	(19,071)
Net investment income		—	123	(123)
Benefit payments		(543)	(543)	—
Administrative expense		—	—	—
Net changes		(5,489)	18,651	(24,140)
Balances at December 31, 2017	$	19,854	18,651	1,203

During the measurement year, the net OPEB liability decreased approximately $24 million due to the creation of the OPEB Trust. Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the employer and plan members) and include the types of benefits provided at the time of each valuation. In developing the projection of cash flows used to determine the discount rate, the employer contributions will continue to follow the contribution policy. The total Authority contribution rate is the sum of the normal cost rate plus an amortization of the plan's unfunded actuarial liability plus a provision for expenses. The normal cost rate is determined under the entry age actuarial cost method while the unfunded actuarial liability rate is that necessary to pay down the unfunded actuarial liability over an open one-year level percent of pay. The January 1, 2017 liability was rolled forward using update procedures from standard actuarial principles to December 31, 2017.

There were no changes in the benefits during the year. There was a discount rate change between December 31, 2016 and December 31, 2017 from 3.5% to 6.0% due to the OPEB Trust funding policy adopted during 2017. This created an assumption gain of $7 million, which will be amortized over the average expected remaining life of all active and inactive members of the plan.

(Amounts in thousands, unless otherwise stated)

Based on these assumptions, the fiduciary net position was projected to be available to make all projected future benefit payments for current members. Consequently, the single equivalent rate used to determine the total OPEB liability as of December 31, 2017 is 6.0%, the long-term expected rate of return on OPEB Trust assets.

(iii) Actuarial assumptions

Measurement date:	December 31, 2017
Actuarial valuation date:	January 1, 2017
Actuarial cost method:	Entry Age Normal Cost Method
Asset valuation method:	Market Value
Amortization method:	One year open amortization, level percentage of payroll
Discount rate:	6.00 %
Salary increases:	3.50 %
Mortality:	Mortality: RP 2014 Standard Table, projected Fully Generational using scale MP-2014

The actuarial assumptions used in the December 31, 2017 valuation were based on results of an actuarial experience study for the period from April 1, 2010 through March 31, 2015.

(iv) Discount Rate

The discount rate used to calculate the total OPEB liability was 6.0%, the long term rate of return on the OPEB Trust assets. The discount rate was based on a long-term assumption comprised of 65% equity investments and 35% fixed income investments. Changes in the discount rate affect the measurement of the total OPEB liability. Lower discount rates produce a higher liability and higher discount rates produce a lower liabiilty. The table below shows the sensitivity of the total OPEB liability to the discount rate.

	1% Decrease (5.0%)	Current assumption (6.0%)	1% Increase (7.0%)
Total OPEB liability	$ 22,634	19,854	17,575
Plan fiduciary net position	18,651	18,651	18,651
Net OPEB liability	$ 3,983	1,203	(1,076)
Plan fiduciary net position as a percentage of the total OPEB liability	82.4%	93.9%	106.1%

(Amounts in thousands, unless otherwise stated)

(v) Sensitivity of the Net OPEB Liability to the changes in Healthcare Cost Trend Rates

Changes in the healthcare trends affect the measurement of the total OPEB liability. The table below shows the sensitivity of the net OPEB liability to the changes in the healthcare trends.

		1% Decrease	Healthcare Trend	1% Increase
Total OPEB liability	$	17,311	19,854	22,971
Plan fiduciary net position		18,651	18,651	18,651
Net OPEB liability	$	(1,340)	1,203	4,320
Plan fiduciary net position as a percentage of the total OPEB liability		107.7%	93.9%	81.2%

The non-Medicare medical trend assumption begins at 6.25% and decreases to a 4.50% long-term trend rate after eight years. The Medicare medical trend assumption begins at 5.20% and decreases to a 4.50% long-term trend rate after eight years. The drug trend assumption begins at 9.50% and decreases to a 4.50% long-term trend rate after eight years. The Medicare Part B trend assumption begins at 5.20% and decreases to a 4.50% long-term trend rate after eight years.

(15) Commitments and Contingencies

(a) Amended and Restated Power Supply Agreement

The A&R PSA, which became effective on May 28, 2013, is the successor agreement to the original PSA between GENCO and LIPA. The A&R PSA provides for the sale to the Authority by GENCO of all the capacity, energy and, ancillary services from the oil and gas fired generating plants on Long Island formerly owned by LILCO. Sales are at cost, based on wholesale rates regulated by the Federal Energy Regulatory Commission (FERC). The rates may be modified in accordance with the terms of the A&R PSA for: (i) agreed upon labor and expense indices applied to the base year; (ii) a return of and return on net capital additions, which require approval by the Authority; and (iii) certain reasonably incurred expenses that are outside of the control of National Grid. The annual capacity charge in 2017 and 2016 was $450 million and $447 million, respectively. The variable charge under both the PSA and A&R PSA is constant at $0.90/MWH of electric energy generated by the plants.

The A&R PSA has provisions for penalties in the event that annual guarantees for heat rate and unforced capacity (UCAP) are not met. No penalties were assessed in either 2017 or 2016 under the A&R PSA.

The capacity charge of the A&R PSA is adjusted each year for the actuarially required contributions for the pension and OPEB benefits of the employees that work at the National Grid power plants. The actuarially required contributions are reflected in annual filings by National Grid with FERC. As of the most recent estimate provided by National Grid's actuary dated March 2017, the P&OPEB plan obligations are underfunded by approximately $46 million. This underfunding is the component in the development of the actuarially required contributions in each year. The Authority does not expect to have any material liability for P&OPEB obligations under the A&R PSA upon termination of the contract.

(b) Power Purchase and Transmission Agreements

The Authority has entered into power purchase agreements (PPAs) with several private companies to develop and operate generating units at sites throughout Long Island. Generally, the PPAs provide for the Authority to purchase 100% of the capacity (and associated energy and ancillary services as needed), for the term of each contract, which vary in duration for up to 30 years from commercial operation date (COD). Additionally, the Authority has entered into PPAs with several private companies for capacity and/or energy from facilities via undersea cables under long term firm transmission capacity purchase agreements (FTCPAs). These PPAs and FTCPAs have been accounted for as capitalized lease obligations on the Statements of Net Position.

The Authority has several agreements to purchase renewable energy from on and off Long Island sources. Certain of these power producing facilities have been accounted for as capitalized lease obligations and the commitments that do not meet the criteria for capitalization are being accounted for as operating leases.

(Amounts in thousands, unless otherwise stated)

The following table presents estimated minimum obligations for these purchase power commitments:

		Capital leases	Operating leases
Minimum lease/rental payments:			
2018	$	277,366	194,163
2019		256,885	177,053
2020		251,144	159,734
2021		242,550	99,788
2022		243,741	78,360
2023 through 2027		1,068,187	418,228
2028 through 2032		289,538	292,964
2033 through 2037		—	39,236
2038 through 2040		—	23,498
Total		2,629,411	1,483,024
Less imputed interest		632,071	387,657
Net present value	$	1,997,340	1,095,367

As provided by the Authority’s tariff, the costs of all the facilities noted above are includable and recoverable through the Power Supply Charge.

(c) Battery Storage Project

During 2017, the Authority entered into two 20-year contracts for 5-megawatt storage batteries, which are expected to store energy for use primarily to meet daily and seasonal peak loads on the South Fork. Both contracts target commercial operation in 2018. The Authority has no financial commitment until these projects are operational.

(Amounts in thousands, unless otherwise stated)

(d) Deepwater Wind Project

On January 25, 2017, the Authority's Board approved a 20 year purchased power agreement for a 90 megawatt offshore wind farm to be installed off the coast of Long Island that is expected to be commercially operational by 2022. The Authority will only pay for energy when delivered without taking construction risk and has no financial commitment until the wind farm is commercially operational.

(e) Other Leasing Agreements

PSEG Long Island, as the Authority's agent, has entered into long-term leases for financing the purchase of certain fleet vehicles. Such leases are classified as capital leases for accounting purposes and are recorded at the present value of the future minimum lease payments at the inception of the lease.

PSEG Long Island has entered into a ten-year office operating lease expiring in 2028 and the Authority has an office operating lease which expires April 30, 2024.

The estimated net present value of the future minimum payments under these leases are as follows for the years ended:

		Vehicle lease	Office lease
Minimum lease/rental payments:			
2018	$	4,685	5,293
2019		4,510	5,244
2020		3,992	5,197
2021		3,299	5,150
2022		2,434	5,103
2023 through 2027		4,612	19,433
2028		—	3,424
Net present value	$	23,532	48,844

(f) Insurance Programs

The Authority's insurance program is comprised of a combination of policies, from major insurance companies, self-insurance, and contractual transfer of liability, including naming the Authority as an additional named insured and indemnification.

The Authority has purchased Workers' Compensation insurance from the New York State Insurance Fund to provide coverage for claims arising from employee accidents or injuries. In addition, the Authority carries Employment Practices Liability Insurance from a major insurance company and the Authority's office property and liability coverage is administered by the New York State Office of

General Services Bureau of Risk & Insurance Management through a master policy the State procures for various State entities, including the Authority. Liability related to construction projects and similar risks is transferred through contractual indemnification and compliance with Authority insurance requirements. The Authority also has insurance coverage on its interest in NMP2 as disclosed in note 10.

The Authority has commercially available excess general liability and property insurance for claims above its self-insurance provisions. For general liability, including automobile liability, the Authority is self-insured up to $3.0 million. For property damage and extra expense combined, the Authority is self-insured up to $1.5 million per occurrence. For property damage or loss due to a named windstorm and flood, 2% of the value at risk is self-insured per occurrence with a minimum of $1.5 million and up to a maximum self-insured level of $7.5 million.

The Authority has no general property insurance for damage to its poles and wires and is self-insured.

(16) Legal Proceedings

(a) PSEG Long Island

In accordance with the OSA, PSEG Long Island is not entitled to payment from the Authority for any losses attributable to a third-party claim arising from any negligent act, omission or willful misconduct by PSEG Long Island in performing its obligations to operate and maintain the Authority's T&D system. Other than losses attributable to PSEG Long Island's gross negligence or willful misconduct for which there is no limitation on PSEG Long Island's liability, PSEG Long Island's liability for third party claims is generally limited to amounts above $2.5 million in the aggregate in any contract year up to a maximum aggregate amount of $2.5 million per contract year. PSEG Long Island is not responsible for any liabilities that occurred prior to January 1, 2014.

(b) Superstorm Sandy

Four purported class actions were filed against the Authority and National Grid related to Superstorm Sandy that contain common allegations of wrongdoing and/or gross negligence relating to the Authority's and National Grid's preparedness for, and response to the storm. These actions seek monetary damages, fees and other relief. Twelve more individual actions have been filed on behalf of the owners of approximately 100 properties in the Breezy Point, Belle Harbor and Rockaway Park neighborhoods of the Rockaway Peninsula, in the Queens portion of the Service Territory. These suits allege generally that the failure to de-energize the electrical system in the Rockaways in advance of the tidal surges experienced during the storm resulted in fires that caused various types of property damage, ranging from all or partial loss of customers' homes. In February 2018, the Court of Appeals, New York State's highest court, affirmed lower court rulings that the Authority is not entitled at this point to dismissal of the fire cases. The class action cases and the fire cases are being defended, and although the amounts sought in damages are material, the outcome of these matters cannot be predicted with certainty at this time. The Authority does not believe that they will have a material impact on the operating results or financial condition of the Authority.

(c) Environmental

National Grid and the Authority are parties to the Liabilities Undertaking and Indemnification Agreements which, when taken together, provide, generally, that environmental liabilities will be divided between National Grid and the Authority on the basis of whether they relate to assets transferred to National Grid or retained by the Authority as part of the 1998 LIPA/LILCO Merger (Merger). In addition, to clarify and supplement these agreements, National Grid and the Authority also entered into an agreement to allocate between them certain liabilities, including environmental liabilities, arising from events occurring prior to the Merger and relating to the business and operations to be conducted by the Authority after the Merger (the Retained Business) and to the business and operations to be conducted by National Grid after the Merger (the Transferred Business).

National Grid is responsible for all liabilities arising from all manufactured gas plant operations on Long Island (MGP Sites), including those currently or formerly operated by National Grid or any of its predecessors, whether or not such MGP Sites related to the Transferred Business or the Retained Business. In addition, National Grid is responsible for all environmental liabilities traceable to the Transferred Business and certain scheduled environmental liabilities. Environmental liabilities that arise from the nonnuclear generating business (a Transferred Business) may be recoverable by National Grid as part of the capacity charge under the A&R PSA. The Authority is responsible for all environmental liabilities traceable to the Retained Business and certain scheduled environmental liabilities.

Environmental liabilities other than those related to MGP sites that existed as of the date of the Merger that are untraceable, including untraceable liabilities that arise out of common and/or shared services have been allocated to the Authority and National Grid, as provided for in the Merger.

The A&R PSA addresses the terms by which the Authority will continue to purchase electricity from certain National Grid facilities. Generally, National Grid's liabilities under this contract are limited to losses due to gross negligence or willful misconduct or violations of environmental laws not consistent with prudent utility practices.

(d) Environmental Matters Retained by the Authority

Superfund Sites – Under Section 107(a) of the federal Comprehensive Environmental Response, Compensation and Liability Act (CERCLA, also commonly referred to as Superfund), parties that generated or arranged for disposal of hazardous substances are liable for costs incurred by the Environmental Protection Agency (EPA) or others that are responding to a release or threat of release of the hazardous substances.

Metal Bank – Cottman Avenue is a National Priorities List site with PCB contamination on the Delaware River in Philadelphia, Pennsylvania. EPA sued a number of potentially responsible parties (PRPs) and subsequently settled with all defendants, among them a number of utility companies – including LILCO – alleged to have sent used transformers to the site during the 1960s and 1970s. The remediation has been completed and monitoring at the site continues. The Authority's contribution toward the settlement and monitoring costs has not been material. The Department of Interior (Interior) and the Pennsylvania Fish and Boat Commission and Departments of Environmental Protection and Conservation and Natural Resources notified the PRP group that they have claims for damages to natural resources allegedly impacted by releases of hazardous substances to and from the Cottman site. While disputing liability, the PRP group has had some preliminary settlement discussions with these agencies. The Authority is unable to estimate the likelihood or amount of any settlement but believes that the claims and a potential settlement would not have a material impact on the operating results or financial condition of the Authority. In November 2017, the Commonwealth of Pennsylvania (Commonwealth) and the PRP group entered into a Consent Order and Agreement for the Payment of Response Costs (COA) to settle the Commonwealth's claim for response costs in exchange for a payment by the PRP group of $45,000. The COA releases the PRP group from any future claims by the Commonwealth for response and oversight costs at the site. The Authority's contribution toward the settlement is not material. EPA has also notified the PRP group of concerns about PCB contamination at another former Metal Bank facility located on State Road in Philadelphia. The PRP group and EPA entered into an Administrative Settlement Agreement and Order on Consent (AOC) under which the PRP group, without admitting liability, agreed to perform certain repairs on the existing asphalt cover at the State Road site. Those repairs have been completed and the site's owner is responsible for maintaining the cover. The Authority's contribution toward those repair costs was not material, since, under the terms of the AOC, the costs of the repairs were reimbursed from a fund maintained by EPA.

(Amounts in thousands, unless otherwise stated)

(e) Asbestos Proceedings

Litigation is pending in New York State Court against the Authority, LILCO, National Grid and various other defendants, involving thousands of plaintiffs seeking damages for personal injuries or wrongful death allegedly caused by exposure to asbestos. The cases for which the Authority may have financial responsibility involve employees of various contractors and subcontractors engaged in the construction or renovation of certain power plants formerly owned by LILCO. These cases include extraordinarily large damage claims, which have historically proven to be excessive. The actual aggregate amount paid to plaintiffs alleging exposure to asbestos at these power plants over the years has not been material to the Authority. Due to the nature of how these cases are litigated, it is difficult to determine how many of the remaining cases that have been filed (or of those that will be filed in the future) involve plaintiffs who were exposed to asbestos at any of these power plants. Based upon experience, it does not appear that currently pending or future claims involving plaintiffs who allege exposure to asbestos at any of these power plants will have a material impact on the operating results or financial condition of the Authority.

(17) Component Unit Condensed Consolidating Statements

UDSA is a component unit of the Authority and all of the activities and balances of the UDSA are blended into and reported as part of the Authority. See condensed combining information for December 31, 2017 below:

Consolidating Condensed Statements of Net Position

	Authority	UDSA	Eliminations	Consolidated
Assets and deferred outflows of resources:				
Current assets	$ 1,954,435	162,360	(2,513)	2,114,282
Utility plant and property and equipment, net	8,088,014	—	—	8,088,014
Noncurrent assets	2,655,736	4,700,023	(4,675,324)	2,680,435
Deferred outflows of resources	275,026	—	—	275,026
Total assets and deferred outflows of resources	$ 12,973,211	4,862,383	(4,677,837)	13,157,757
Liabilities and net position:				
Current liabilities	$ 1,148,312	136,441	(2,513)	1,282,240
Long-term debt	3,344,223	4,634,508	—	7,978,731
Noncurrent liabilities	7,558,966	—	(4,675,324)	2,883,642
Deferred inflows of resources	540,956	—	—	540,956
Net position	380,754	91,434	—	472,188
Total liabilities, deferred inflows of resources and net position	$ 12,973,211	4,862,383	(4,677,837)	13,157,757

(Amounts in thousands, unless otherwise stated)

Consolidating Condensed Statements of Revenues, Expenses, and Changes in Net Position

		Authority	UDSA	Eliminations	Consolidated
Operating revenues	$	3,186,447	297,679	(2,513)	3,481,613
Operating expenses		3,094,432	122,198	(2,513)	3,214,117
Operating income		92,015	175,481	—	267,496
Nonoperating revenue and expenses		84,708	989	—	85,697
Interest charges and (credits):					
Interest on long-term debt		155,389	187,163	—	342,552
Other interest and amortizations		34,471	(40,952)	—	(6,481)
Total interest charges and (credits)		189,860	146,211	—	336,071
Change in net position		(13,137)	30,259	—	17,122
Beginning net position		393,891	61,175	—	455,066
Ending net position	$	380,754	91,434	—	472,188

Consolidating Condensed Statement of Cash Flows

		Authority	UDSA	Eliminations	Total
Net cash provided by operating activities	$	415,070	276,849	—	691,919
Net cash provided by investing activities		10,336	—	—	10,336
Net cash used in noncapital related activities		(15,511)	—	—	(15,511)
Net cash used in capital and related financing activities		(567,174)	(256,254)	—	(823,428)
Net (decrease) increase in cash and cash equivalents		(157,279)	20,595	—	(136,684)
Cash and cash equivalents at beginning of year		473,584	88,572	—	562,156
Cash and cash equivalents at end of year	$	316,305	109,167	—	425,472

(Amounts in thousands, unless otherwise stated)

See condensed combining information for December 31, 2016 below:

Consolidating Condensed Statement of Net Position

		Authority	UDSA	Eliminations	Consolidated
Assets and deferred outflows of resources:					
Current assets	$	1,913,020	128,267	(2,103)	2,039,184
Utility plant and property and equipment, net		7,768,551	—	—	7,768,551
Noncurrent assets		2,981,929	4,383,747	(4,359,428)	3,006,248
Deferred outflows of resources		286,779	—	—	286,779
Total assets and deferred outflows of resources	$	12,950,279	4,512,014	(4,361,531)	13,100,762
Liabilities and net position:					
Current liabilities	$	1,269,134	90,108	(2,103)	1,357,139
Long-term debt		3,396,020	4,360,731	—	7,756,751
Noncurrent liabilities		7,373,343	—	(4,359,428)	3,013,915
Deferred inflows of resources		517,891	—	—	517,891
Net position		393,891	61,175	—	455,066
Total liabilities, deferred inflows of resources and net position	$	12,950,279	4,512,014	(4,361,531)	13,100,762

Consolidating Condensed Statement of Revenues, Expenses, and Changes in Net Position

		Authority	UDSA	Eliminations	Consolidated
Operating revenues	$	3,122,229	278,975	(2,103)	3,399,101
Operating expenses		3,056,507	108,949	(2,103)	3,163,353
Operating income		65,722	170,026	—	235,748
Nonoperating revenue and expenses		87,403	225	—	87,628
Interest charges and (credits):					
Interest on long-term debt		166,780	164,574	—	331,354
Other interest and amortizations		48,351	(29,896)	—	18,455
Total interest charges and (credits)		215,131	134,678	—	349,809
Change in net position		(62,006)	35,573	—	(26,433)
Beginning net position		455,897	25,602	—	481,499
Ending net position	$	393,891	61,175	—	455,066

(Amounts in thousands, unless otherwise stated)

Consolidating Condensed Statement of Cash Flows

		Authority	UDSA	Eliminations	Total
Net cash provided by operating activities	$	370,362	254,698	—	625,060
Net cash provided by (used in) investing activities		1,111,220	(1,308,209)	—	(196,989)
Net cash provided by noncapital related activities		106,906	—	—	106,906
Net cash (used in) provided by capital and related financing activities		(1,682,084)	1,108,565	—	(573,519)
Net (decrease) increase in cash and cash equivalents		(93,596)	55,054	—	(38,542)
Cash and cash equivalents at beginning of year		567,180	33,518	—	600,698
Cash and cash equivalents at end of year	$	473,584	88,572	—	562,156

(18) Subsequent Events

In March 2018, the Authority completed the reissuance of its Electric System General Revenue (GR) Notes (Notes). The Notes are comprised of series GR1 through GR6 totaling $800 million. Each series has a remarketing agent and are credit enhanced with a direct pay Letter of Credit (LOC). Upon completion of the reissuance, all LOCs and broker-dealer agreements will have like covenants, reporting requirements, and similar terms. In addition, no Commercial Paper (CP) Notes will be issued under the subordinate lien. The maturity restriction on the Senior Lien General Revenue Notes has been eliminated obviating the need for the issuance of Subordinate Lien CP. Upon completion of the reissuance, the Authority will have a $350 million revolving credit facility and $800 million in available multi-modal General Revenue Notes, which are expected to be issued in commercial paper mode. The Board policy of the Authority limits short-term indebtedness outstanding to no more than $1.0 billion at any one time.

LONG ISLAND POWER AUTHORITY
(A Component Unit of the State of New York)

Required Supplementary Information

LONG ISLAND POWER AUTHORITY
Required Supplementary Information

SCHEDULE OF THE AUTHORITY'S PROPORTIONATE SHARE OF THE NET PENSION LIABILITY

NYSLRS Pension Plan
Last 10 Fiscal Years*

	2023-2018	2017	2016	2015	2014
The Authority's proportion of the net pension liability		0.0099883%	0.0106679%	0.0280362%	0.0280362%
The Authority's proportionate share of the net pension liability		$ 938,526	$ 1,712,234	$ 947,131	$ 1,266,916
The Authority's covered-employee payroll		$ 4,019,750	$ 4,138,358	$ 4,787,173	$ 5,472,436
The Authority's proportionate share of the net pension liability as a percentage of its covered-employee payroll		23.35%	41.37%	19.78%	23.15%
Plan fiduciary net position as a percentage of the total pension liability		94.70%	90.70%	97.95%	97.20%

*The amounts presented for each fiscal year were determined as of the measurement date of the plans.

This schedule is presented to illustrate the requirement to show information for 10 years. However, until a full 10-year trend is compiled, the Authority has presented information for those years for which information is available.

See paragraph on Supplementary and Other Information included in independent auditor's report.

LONG ISLAND POWER AUTHORITY
Required Supplementary Information

SCHEDULE OF CHANGES IN THE AUTHORITY'S TOTAL OPEB LIABILITY AND RELATED RATIOS

(Amounts in thousands)

		2017
Total OPEB liability		
Service cost	$	1,152
Interest		969
Change of benefit terms		—
Differences between expected and actual experience		—
Change of assumptions		(7,067)
Benefit payments		(543)
Net change in total OPEB liability		**(5,489)**
Total OPEB liability-beginning		**25,343**
Total OPEB liability-ending	**$**	**19,854**
Plan fiduciary net position		
Contributions - employer		19,071
Contributions - member		—
Net investment income		123
Benefit payments		(543)
Administrative expense		—
Net change in plan fiduciary net position		**18,651**
Plan fiduciary net position - beginning		**—**
Plan fiduciary net position - ending	**$**	**18,651**
Net OPEB liabiity - ending	**$**	**1,203**
Plan fiduciary net position as a percentage of the total OPEB liability		93.94%
Covered-employee payroll	$	5,306
Total OPEB liability as a percentage of covered-employee payroll		22.67%

Notes to Schedule:
Discount rate assumed is 6.00%

See paragraph on Supplementary and Other Information included in independent auditor's report.

LONG ISLAND POWER AUTHORITY
Required Supplementary Information

SCHEDULE OF ACTUARIALLY DETERMINED CONTRIBUTIONS AND BENEFIT PAYMENTS

(Amounts in thousands)

		2017
Actuarially determined contribution	$	19,071
Covered-employee payroll	$	5,306
Actuarially determined contribution as a percentage of covered-employee payroll		359.42%
Benefit payments	$	543

Notes to Schedule:

Actuarial Cost Method:	Entry Age Normal Cost Method
Asset Valuation Method:	Market Value
Amortization Method:	One year open amortization, level percentage of payroll
Discount Rate:	6.00 %
Salary Increases:	3.50 %
Mortality:	Mortality: RP 2014 Standard Table, projected fully generational using scale MP-2014

KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

To the Board of Trustees
Long Island Power Authority:

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the consolidated financial statements of the business-type activities and fiduciary funds of the Long Island Power Authority (the Authority), a component unit of the State of New York, as of and for the years ended December 31, 2017 and 2016, and the related notes to the consolidated financial statements, which collectively comprise the Authority's consolidated financial statements as listed in the table of contents, and have issued our report thereon dated March 29, 2018.

Internal Control over Financial Reporting

In planning and performing our audit of the consolidated financial statements as of and for the year ended December 31, 2017, we considered the Authority's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's consolidated financial statements will not be prevented, or detected and corrected, on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Authority's consolidated financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of consolidated financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

KPMG LLP is a Delaware limited liability partnership and the U.S. member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Authority's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

KPMG LLP

New York, New York
March 29, 2018

APPENDIX B

Glossary of Certain Defined Terms

The following terms, as generally used in offering documents of the Authority, have the respective meanings provided below. These summary definitions do not purport to be complete or definitive and are qualified in their entirety by reference to the Resolution, the Financing Agreement, the OSA and the PSA, copies of which have been filed with EMMA and are on file with the Trustee.

"**Administrative Services Agreement**" means the Administrative Services Agreement, dated as of May 1, 1998, between the Authority and LIPA, as the same may be amended and supplemented.

"**Authorized Representative**" means in the case of the Authority and LIPA, their respective Chairman, Chief Executive Officer, Executive Director, Chief Financial Officer, Controller or Chief Operating Officer, or such other person or persons so designated by resolution of the Authority or LIPA, as the case may be.

"**Business Day**" means any day other than a Saturday, Sunday or legal holiday.

"**Certificate**" means (i) a signed document attesting to or acknowledging the matters therein stated or setting forth matters to be determined pursuant to the Resolution or otherwise, (ii) the report of an Accountant as to an audit or compliance called for by the Resolution, or (iii) any report of the Consulting Engineer or Rate Consultant as to any matter called for by the Resolution or the Financing Agreement.

"**Change in Regulatory Law**" has the meaning set forth in the OSA.

"**Change of Control**" has the meaning set forth in the OSA.

"**Construction Fund**" means the fund by that name established pursuant to the Resolution.

"**Consulting Engineer**" means, when such term is used in the Resolution and the Financing Agreement, any independent engineer or firm of engineers of recognized standing selected by the Authority and may include an independent engineer or firm of engineers of recognized standing selected by the Authority or LIPA in one or more other capacities.

"**Debt Service**" for any Fiscal Year or part thereof means, as of any date of calculation, the sum of (i) with respect to any Outstanding Bonds, an amount equal to the sum of (a) interest payable during such Fiscal Year or part thereof on such Bonds, except to the extent that such interest is to be paid from amounts representing Capitalized Interest and (b) the Principal Installments of such Bonds payable during such Fiscal Year or part thereof and (ii) with respect to a Parity Reimbursement Obligation, an amount equal to the sum of (a) interest payable during such Fiscal Year or part thereof on such Parity Reimbursement Obligation and (b) the Principal Installments of such Parity Reimbursement Obligation payable during such Fiscal Year or part thereof. Such interest and Principal Installments shall be calculated on the assumption that (x) no such Bonds, or Parity Reimbursement Obligations Outstanding at the date of calculation will cease to be Outstanding except by reason of the payment thereof upon stated maturity or upon mandatory redemption by application of Sinking Fund Installments and (y) variable rate Bonds will bear interest at the greater of (A) the rate or rates which were assumed by LIPA in the Authority Budget for such Fiscal Year to be borne by Variable Rate Bonds during such Fiscal Year or (B) the average rate or rates borne on variable rate Bonds Outstanding during the twelve calendar months preceding the date of calculation, but at a rate not less than the rate or rates borne thereon as of such date of calculation; provided, however, that if LIPA has in connection with any variable rate Bonds entered into a Financial Contract which provides that the Authority is to pay to the Qualified Counterparty an amount determined based upon a fixed rate of interest on the Outstanding principal amount of such variable rate Bonds or that the Qualified Counterparty is to pay to the Authority an amount determined based upon the amount by which the rate at which such variable rate Bonds bear interest exceeds a stated rate of interest on all or any portion of such variable rate Bonds, it will be assumed that such variable rate Bond bears interest at the fixed rate of interest to be paid by the Authority or the rate in excess of which the Qualified Counterparty is to make payment to the Authority in accordance with such agreement.

"**Debt Service Fund**" means the fund by that name established pursuant to the Resolution.

"**Event of Default**" means, (i) when such term is used in the Resolution and the Financing Agreement, any event specified in the Resolution as an "Event of Default" (and as summarized in the summary thereof under the caption "Event of Default; Remedies Upon Default") and (ii) when such term is used in the OSA or the PSA, such events as defined in the OSA or the PSA.

"**FERC**" means the Federal Energy Regulatory Commission.

"**Financing Agreement**" means the Financing Agreement, dated as of May 1, 1998, by and between the Authority and LIPA to provide for their respective duties and obligations relating to the financing and operation of the retail electric business in the Service Area, as the same may be amended or supplemented.

"**Fiscal Year**" means the twelve-month period commencing on January 1 of each year; provided, however, that the Authority and LIPA may, from time to time, mutually agree on a different twelve-month period as the Fiscal Year, in which case January 1, when with reference to Fiscal Year, shall be construed to mean the first day of the first calendar month of such different Fiscal Year.

"**GASB**" means the Governmental Accounting Standards Board.

"**ISO-NE**" means The New England Independent System Operator.

"**LIPA Parties**" means the Authority and LIPA.

"**LIPA Budget**" means the annual budget of LIPA, as amended or supplemented, adopted or in effect for a particular Fiscal Year as provided in the Financing Agreement.

"**LIPA Unsecured Debt Fund**" means the fund by that name established pursuant to the Resolution.

"**Municipalization**" has the meaning set forth in the OSA.

"**National Grid Parties**" means Keyspan Corporation and various National Grid subsidiaries.

"**NYISO**" means the New York Independent System Operator and any successor thereto.

"**Operating Expense Fund**" means the fund by that name established pursuant to the Resolution.

"**Operating Expenses**" means any and all current expenses of maintaining, repairing, operating and managing the System, including but not limited to the costs of supplies, fuel, fuel assemblies and components required for the operation of the System (including but not limited to any payments made under Supply Contracts other than the Debt Service Component thereof); payments relating to fuel or electricity hedging instruments; all payments under any System Agreements; all salaries, administrative, general, commercial, architectural, engineering, advertising, public notices, auditing, billing, collection and enforcement and legal expenses; insurance and surety bond premiums; consultants' fees and charges; payments to pension, retirement, health and hospitalization funds; any taxes which may lawfully be imposed on the System or the income or operation thereof or of LIPA; costs of public hearings; ordinary and current rentals of equipment or other property; lease payments for real property or interests therein; expenses of maintenance and repair (including replacements); expenses, liabilities and compensation of the Trustee or any other Fiduciary or Depositary; to the extent provided by by-law, agreement or other instrument of the Authority or LIPA, indemnification of Fiduciaries, Trustees, officers and employees of the Authority, directors, officers and employees of LIPA, and others and premiums for insurance related thereto; reasonable reserves for operation, maintenance and repair and for self-insurance; and all other expenses necessary, incidental or convenient for the efficient operation of the System; all costs and expenses associated with or arising out of the research, development (including feasibility and other studies, including but not limited to resource planning and studies and reports relating to demand side management) and/or implementation of any project, facility, system, task or measure related to the System including but not limited to demand side management programs, deemed desirable or necessary by the Authority or LIPA; all other costs and expenses arising out of or in connection with the conduct of LIPA's business or necessary, incidental or convenient for the efficient operation of LIPA; and all expenses necessary, incidental or convenient for the efficient operation of the Authority and the performance of the obligations of the Authority under the Administrative Services Agreement. Notwithstanding the foregoing, Operating Expenses shall not include (i) any costs and expenses attributable to a Separately Financed Project, (ii) any costs or expenses for new construction or for reconstruction other than restoration of any part of the System to the condition of serviceability thereof when new, (iii) the Debt Service Component of any Supply Contract, (iv) to the extent so specified by the Authority, any incentive payments payable by LIPA under any System Agreement, (v) any payments payable by LIPA under any other agreement the terms of which specify that the same shall not constitute an Operating Expense under the Resolution, (vi) any allowance for depreciation, (vii) payment under any Capital Leases, or (viii) any PILOTs.

"**OSA**" means the Amended and Restated Operations Services Agreement, dated as of December 31, 2013, by and between a wholly-owned subsidiary of Public Service Enterprise Group Incorporated ("**PSEG**") dedicated to the operations of the T&D System ("**PSEG Long Island**") and LIPA, as amended and supplemented.

"**Outstanding**" when used with reference to Parity Reimbursement Obligations, shall have the meaning given to such term in the agreement creating such Parity Reimbursement Obligations, and, when used with reference to Bonds, means, as of any date, all Bonds theretofore or thereupon being authenticated and delivered under the Resolution except: (a) any Bonds canceled by the Trustee at or prior to such date; (b) any Bonds the principal and Redemption Price, if any, of and interest on which have been paid in accordance with the terms thereof; (c) any Bonds in lieu of or in substitution for which other Bonds have been authenticated and delivered pursuant to the Resolution; and (d) any Bonds deemed to have been paid as provided in the Resolution.

"**Outstanding LIPA Unsecured Debt**" means certain unsecured financial obligations of LIPA outstanding as of the acquisition of LILCO, all of which has been retired as of the date hereof.

"**Parity Contract Obligation**" means the obligation of the Authority or LIPA to pay the Debt Service Component of Supply Contracts and Capital Leases from Revenues and secured by a pledge of and lien on the Trust Estate on a parity with the Bonds.

"**Parity Contract Obligations Fund**" means the fund by that name established pursuant to the Resolution from which amounts shall be applied for the payment of Parity Contract Obligations in accordance with the Resolution.

"**Pass-Through Expenditures**" has the meaning set forth in the OSA.

"**Parity Obligations**" means, collectively, all Parity Contract Obligations and Parity Reimbursement Obligations.

"**Parity Reimbursement Obligation**" shall have the meaning assigned thereto under the heading "Special Provisions Relating to Option Securities, Financial Contracts, Subordinated Credit Facilities, Parity Obligations and Subordinated Indebtedness" in the summary of the Resolution.

"**PILOTs**" means any payment in lieu of taxes due and owing by the Authority or LIPA in accordance with the Act or other applicable law.

"**PILOTs Fund**" means the fund by that name established by the Resolution, and used to make payments to the State or any municipality or other political subdivision of the State, which shall be entitled to receive PILOTs under the Act, subject to the provisions of the Resolution.

"**PJM**" means the Pennsylvania-New Jersey-Maryland Regional Transmission Organization.

"**Power and Energy**" means the electrical energy and capacity available from the System Power Supply.

“**Principal Installment**” means, as of any date of calculation and with respect to any Outstanding Bonds, (i) the principal amount of such Bonds (including (x) any amount designated in, or determined pursuant to, the applicable Supplemental Resolution, as the “principal amount” with respect to any Bonds which do not pay full current interest for all or any part of their term and (y) the principal amount of any Parity Reimbursement Obligation) due on a certain future date for which no Sinking Fund Installments have been established, or (ii) the unsatisfied balance of any Sinking Fund Installments due on a certain future date for such Bonds, or (iii) if such future dates coincide as to different Bonds, the sum of such principal amount of Bonds and of such unsatisfied balance of Sinking Fund Installments due on such future date.

“**Privatization**” has the meaning set forth in the OSA.

“**Property Tax Settlement**” as used in the Resolution, means the Authority’s program of rebates and credits to System customers in respect of the amounts otherwise payable by the Suffolk Taxing Jurisdictions as refunds of taxes and payments in lieu of taxes relating to Shoreham.

“**PSA**” or “**Power Supply Agreement**” means the Amended and Restated Power Supply Agreement that commenced in May 2013, between GENCO and LIPA, as amended and supplemented.

“**Rate Covenant**” means the covenants by the Authority in the Resolution to establish and maintain System fees, rates, rents, charges and surcharges at a level sufficient to achieve Revenues sufficient to pay Debt Service, Operating Expenses and other expenses.

“**Rate Stabilization Fund**” means the fund by that name established by the Resolution, and used for any lawful purpose of the Authority or LIPA, including but not limited to making any deposits required by the Resolution to any Fund or Account, in accordance with the Resolution.

“**Redemption Price**” means, when used with respect to a Bond or portion thereof, the principal amount thereof plus the applicable premium, if any, payable upon either optional or mandatory redemption thereof pursuant to the Resolution.

“**Reimbursement Obligation**” shall have the meaning provided under the heading “Special Provisions Relating to Option Securities, Financial Contracts, Subordinated Credit Facilities, Parity Obligations and Subordinated Indebtedness” in the summary of the Resolution.

“**Required Deposits**” means the amount, if any, payable into the Operating Expense Fund, the Debt Service Fund, the Parity Contract Obligations Fund, the Subordinated Indebtedness Fund, LIPA Unsecured Debt Fund and the PILOTs Fund, but in each case only to the extent such payments are required to be made from Revenues.

“**Retained Assets**” means (i) certain regulatory assets of LILCO, including the Shoreham Regulatory Asset, (ii) the judgments, actions and claims of LILCO for refunds of property taxes, including the judgment resulting from the litigation contesting the assessment of certain Shoreham Nuclear Power Station property and (iii) other intangible assets of LILCO’s former retail electric business, including the right to provide electric service in the Service Area.

“**Revenue Fund**” means the fund into which Revenues are deposited by the Authority or by LIPA, unless required by the Resolution to be deposited to any other Fund or Account, in accordance with the Resolution or the Financing Agreement.

“**Revenues**” means all revenues, rates, fees, charges, surcharges, rents, proceeds from the sale of LIPA Assets, proceeds of insurance, and other income and receipts, as derived in cash, directly or indirectly from any of LIPA’s operations, by or for the account of the Authority or LIPA, including but not limited to (i) all payments received by the Authority or LIPA with respect to the Promissory Notes, (ii) any guaranty of performance under any System Agreement and (iii) all dividends received by the Authority as a result of ownership of any stock or other evidences of an equity interest in LIPA; provided, however, that Revenues shall not include (a) any Transition Charge, (b) any of the foregoing attributable directly or indirectly to the ownership or operation of any Separately Financed Project, or (c) any federal or State grant moneys the receipt of which is conditioned upon their expenditure for a particular purpose unless the Authority determines that such grant moneys shall constitute Revenues. Notwithstanding the foregoing, Revenues also shall not include any amounts, or amounts from any sources, as may be specified from time to time by a Supplemental Resolution; provided, however that at the time such Supplemental Resolution becomes effective the tests set forth in the Resolution under the heading "**Conditions Precedent to Delivery of Bonds**" in the Resolution shall be satisfied in accordance with the Resolution.

"**Separately Financed Project**" means any such project financed by revenues or other income derived solely from the ownership or operation of such project or from other funds withdrawn from the Revenue Fund in accordance with the Resolution.

"**Service Area**" or "**LIPA Service Area**" means the Counties of Suffolk and Nassau and that portion of the County of Queens known as the Rockaways constituting LILCO's electric franchise area as of the effective date of the Act. "**Service Area**" does not include the Nassau County Villages of Freeport and Rockville Centre, and the Suffolk County Village of Greenport.

"**Shoreham**" means the Shoreham Nuclear Power Station located at Shoreham, Long Island.

"**Shoreham Credits**" means credits to the bills of System ratepayers arising from the settlement of the Shoreham Property Tax Litigation, in each of the five years of 1998-2003 in Nassau County and the Rockaways in the aggregate amount of $50 million per year and in Suffolk County in the aggregate amount of $30 million per year.

"**State**" means the State of New York.

"**Subordinated Indebtedness**" means any bond, note or other evidence of indebtedness issued by LIPA in furtherance of its corporate purposes under the Act and secured by a pledge of the Trust Estate subordinate to the pledge thereof made by the Resolution in favor of the Bonds and Parity Obligations and otherwise as provided by the Resolution. Subordinated Indebtedness shall include, but shall not be limited to, Option Securities, Reimbursement Obligations other than Parity Reimbursement Obligations, and Financial Contracts to the extent provided by the Resolution.

"**Subordinated Indebtedness Fund**" means the fund established in accordance with the Resolution for payment of the principal and redemption price of and interest on Subordinated Indebtedness, subject to the provisions of the Resolution.

"**Supplemental Resolution**" or "**Supplemental Resolutions**" means, as the context requires, (a) the Twenty-Sixth Supplemental Resolution or (b) a resolution or resolutions of the Authority authorizing the issuance of a Series of Bonds or otherwise amending or supplementing the Resolution, adopted in accordance with the Resolution.

"**System**" means the Retained Assets and any System Improvements, but shall not include any Separately Financed Projects.

"**System Agreements**" means any agreements relating to the operation or maintenance of the System, the supply of power and energy to the System, and the provision of transmission and distribution services and capacity for the System.

"**System Budget**" means the combined Authority Budget and LIPA Budget, as amended or supplemented, adopted or in effect for a particular Fiscal Year, as provided in the Resolution and in the Financing Agreement.

"**System Improvement**" means any project, facility, system, equipment, or material related to or necessary or desirable in connection with the generation, production, transportation, transmission, distribution, delivery, storage, conservation, purchase or use of energy or fuel, whether owned jointly or singly by LIPA, including any capacity or output in which LIPA has an interest, heretofore or hereafter authorized by the Act or by other applicable State statutory provisions, including but not limited to demand side management programs; provided, however, that the term "System Improvement" shall not include any Separately Financed Project.

"**T&D System**" means the electricity transmission and distribution system owned by LIPA from time to time and all other assets, facilities, equipment or contractual arrangements of LIPA used to provide the transmission and distribution of Power and Energy within or to the Service Area.

"**Transition Charge**" means any rates, fees, charges or surcharges relating to the System or the customers thereof established by irrevocable rate order or other action or instrument, and applicable to or by the Authority or LIPA, in conjunction with the issuance of debt or other securities under a separate resolution, indenture or similar instrument (other than the Resolution) to the extent such rates, fees, charges or surcharges are pledged or otherwise encumbered or conveyed as security for such debt or other securities.

"**Trust Estate**" means collectively: (i) all payments received by the Authority from LIPA under the Financing Agreement, and all rights to collect and receive the same; (ii) all Revenues and all right, title and interest of the Authority in and to the Revenues, including all rights of the Authority to collect and receive the same, including but not limited to (a) all payments received by the Authority with respect to the Promissory Notes and all right, title and interest of the Authority in and to the Promissory Notes, including all rights of the Authority to collect and receive amounts payable thereunder and (b) any dividends received by the Authority as a result of ownership of any common or preferred stock or other evidences or an equity interest of the Authority in LIPA, and all rights to receive the same; (iii) the proceeds of sale of Bonds until expended for the purposes authorized by the Resolution; (iv) all Funds, Accounts and subaccounts established by the Resolution, including securities credited thereto and investment earnings thereon; and (v) all funds, moneys and securities and any and all other rights and interests in property, whether tangible or intangible, from time to time hereafter by delivery or by writing of any kind conveyed, mortgaged, pledged, assigned or transferred as and for additional security under the Resolution for the Bonds by the Authority, or by anyone on its behalf, or with its written consent, to the Trustee, which is authorized by the Resolution to receive any and all such property at any and all times, and to hold and apply the same subject to the terms of the Resolution.

APPENDIX C

LIST OF CUSIP* NUMBERS

Series	CUSIP	Maturity/ Mandatory Purchase	Coupon or Yield	Serial/Term
Electric System General Revenue Bonds				
Capital Appreciation Bonds				
1998A	542691AX8	12/1/2018	5.280%	CABs
1998A	542691AY6	12/1/2019	5.280%	CABs
1998A	542690CE0	12/1/2020	5.300%	CABs
1998A	542690CF7	12/1/2021	5.300%	CABs
1998A	542690CG5	12/1/2022	5.300%	CABs
1998A	542690CH3	12/1/2023	5.300%	CABs
1998A	542690CJ9	12/1/2024	5.300%	CABs
1998A	542690CK6	12/1/2025	5.300%	CABs
1998A	542690CL4	12/1/2026	5.300%	CABs
1998A	542690CM2	12/1/2027	5.300%	CABs
1998A	542690CN0	12/1/2028	5.300%	CABs
Capital Appreciation Bonds				
2000A	542690NR9	6/1/2018	5.810%	CABs
2000A	542690NS7	6/1/2019	5.830%	CABs
2000A	542690NT5	6/1/2020	5.860%	CABs
2000A	542690NU2	6/1/2021	5.880%	CABs
2000A	542690NV0	6/1/2022	5.900%	CABs
2000A	542690NW8	6/1/2023	5.910%	CABs
2000A	542690NX6	6/1/2024	5.920%	CABs
2000A	542690NY4	6/1/2025	5.930%	CABs
2000A	542690NZ1	6/1/2026	5.940%	CABs
2000A	542690PA4	6/1/2027	5.950%	CABs
2000A	542690PB2	6/1/2028	5.950%	CABs
2000A	542690PC0	6/1/2029	5.950%	CABs
Current Interest Bonds				
2003C	542690UY6	9/1/2029	5.250%	Term

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Series	CUSIP	Maturity/ Mandatory Purchase	Coupon or Yield	Serial/Term
(Federally Taxable - Issuer Subsidy - Build America Bonds) Current Interest Bonds				
2010B	542690W32	5/1/2020	4.850%	Serial
2010B	542690W40	5/1/2021	5.100%	Serial
2010B	542690W57	5/1/2022	5.250%	Serial
2010B	542690W65	5/1/2024	5.450%	Serial
2010B	542690W73	5/1/2025	5.600%	Serial
2010B	542690W81	5/1/2026	5.700%	Serial
2010B	542690W99	5/1/2041	5.850%	Serial
Current Interest Bonds				
2011A	542690X72	5/1/2020	5.000%	Serial
2011A	542690X80	5/1/2021	5.000%	Serial
Current Interest Bonds				
2012A	542690Z70	9/1/2037	5.000%	Term
2012A	542690Z62	9/1/2042	5.000%	Term
Current Interest Bonds				
2012B	5426902C5	9/1/2021	5.000%	Serial
2012B	5426902D3	9/1/2022	5.000%	Serial
2012B	5426902E1	9/1/2023	5.000%	Serial
2012B	5426902F8	9/1/2024	5.000%	Serial
2012B	5426902G6	9/1/2025	5.000%	Serial
2012B	5426902H4	9/1/2026	5.000%	Serial
2012B	5426902J0	9/1/2027	5.000%	Serial
2012B	5426902K7	9/1/2029	5.000%	Serial
Current Interest Bonds				
2014A	5426903D2	9/1/2034	5.00%	Serial
2014A	5426903E0	9/1/2035	5.00%	Serial
2014A	5426903F7	9/1/2039	5.00%	Term
2014A	5426903B6	9/1/2039	4.00%	Term
2014A	5426903C4	9/1/2044	5.00%	Term
Current Interest Bonds				
2014B	5426903G5	9/1/2018	2.355%	Serial
2014B	5426903H3	9/1/2019	2.755%	Serial
2014B	5426903J9	9/1/2020	3.107%	Serial
2014B	5426903K6	9/1/2021	3.407%	Serial
2014B	5426903L4	9/1/2022	3.633%	Serial
2014B	5426903M2	9/1/2024	3.883%	Serial
2014B	5426903N0	9/1/2025	3.983%	Serial
2014B	5426903P5	9/1/2026	4.133%	Serial

Series	CUSIP	Maturity/ Mandatory Purchase	Coupon or Yield	Serial/Term
LIBOR Floating Rate Tender Notes				
2014C	5426903A8	5/1/2033	Variable	Term
Current Interest Bonds				
2015B	5426904L3	9/1/2019	4.00%	Serial
2015B	5426905B4	9/1/2019	5.00%	Serial
2015B	5426904M1	9/1/2020	4.00%	Serial
2015B	5426905C2	9/1/2020	5.00%	Serial
2015B	5426904N9	9/1/2021	4.00%	Serial
2015B	5426905D0	9/1/2021	5.00%	Serial
2015B	5426904P4	9/1/2022	3.00%	Serial
2015B	5426905E8	9/1/2022	5.00%	Serial
2015B	5426904Q2	9/1/2023	5.00%	Serial
2015B	5426904R0	9/1/2024	5.00%	Serial
2015B	5426904S8	9/1/2025	3.00%	Serial
2015B	5426905F5	9/1/2025	5.00%	Serial
2015B	5426904T6	9/1/2026	5.00%	Serial
2015B	5426904U3	9/1/2027	5.00%	Serial
2015B	5426904V1	9/1/2028	5.00%	Serial
2015B	5426904W9	9/1/2029	5.00%	Serial
2015B	5426904X7	9/1/2030	5.00%	Serial
2015B	5426904Y5	9/1/2031	5.00%	Serial
2015B	5426904Z2	9/1/2032	5.00%	Serial
2015B	5426905A6	9/1/2033	5.00%	Serial
2015B	5426904G4	9/1/2034	5.00%	Serial
2015B	5426904H2	9/1/2035	5.00%	Serial
2015B	5426905G3	9/1/2036	5.00%	Serial
2015B	5426905H1	9/1/2037	5.00%	Serial
2015B	5426905J7	9/1/2038	5.00%	Serial
2015B	5426904J8	9/1/2040	4.00%	Term
2015B	5426904K5	9/1/2045	5.00%	Term
LIBOR Floating Rate Tender Notes				
2015C	5426904F6	5/1/2033	Variable	Term
Current Interest Bonds				
2016B	5426907S5	9/1/2018	4.00%	Serial
2016B	5426907T3	9/1/2020	5.00%	Serial
2016B	5426907U0	9/1/2021	5.00%	Serial
2016B	5426907V8	9/1/2022	5.00%	Serial
2016B	5426907W6	9/1/2023	5.00%	Serial
2016B	5426907X4	9/1/2024	5.00%	Serial
2016B	5426907Y2	9/1/2025	5.00%	Serial
2016B	5426907Z9	9/1/2026	5.00%	Serial
2016B	5426908A3	9/1/2027	5.00%	Serial

Series	CUSIP	Maturity/ Mandatory Purchase	Coupon or Yield	Serial/Term
2016B	5426908B1	9/1/2028	5.00%	Serial
2016B	5426908C9	9/1/2029	5.00%	Serial
2016B	5426908D7	9/1/2030	5.00%	Serial
2016B	5426908E5	9/1/2031	5.00%	Serial
2016B	5426908F2	9/1/2032	5.00%	Serial
2016B	5426908G0	9/1/2033	5.00%	Serial
2016B	5426908H8	9/1/2034	5.00%	Serial
2016B	5426908J4	9/1/2035	5.00%	Serial
2016B	5426908K1	9/1/2036	5.00%	Serial
2016B	5426908L9	9/1/2041	5.00%	Term
2016B	5426908M7	9/1/2046	5.00%	Term
Current Interest Bonds				
2017	542691AA8	9/1/2021	5.000%	Serial
2017	542691AB6	9/1/2022	5.000%	Serial
2017	542691AC4	9/1/2023	5.000%	Serial
2017	542691AD2	9/1/2024	5.000%	Serial
2017	542691AE0	9/1/2025	5.000%	Serial
2017	542691AF7	9/1/2026	5.000%	Serial
2017	542691AG5	9/1/2027	5.000%	Serial
2017	542691AH3	9/1/2028	5.000%	Serial
2017	542691AJ9	9/1/2029	5.000%	Serial
2017	542691AK6	9/1/2030	5.000%	Serial
2017	542691AL4	9/1/2031	5.000%	Serial
2017	542691AM2	9/1/2032	5.000%	Serial
2017	542691AN0	9/1/2033	5.000%	Serial
2017	542691AP5	9/1/2034	5.000%	Serial
2017	542691AQ3	9/1/2035	5.000%	Serial
2017	542691AR1	9/1/2036	5.000%	Serial
2017	542691AS9	9/1/2037	5.000%	Serial
2017	542691AT7	9/1/2042	5.000%	Term
2017	542691AU4	9/1/2047	5.000%	Term

*CUSIP numbers have been assigned by an organization not affiliated with the Authority and are included solely for the convenience of the holders of the Authority's bonds. The Authority is not responsible for the selection or uses of these CUSIP numbers, nor is any representation made as to the correctness of the CUSIP numbers as indicated in this Appendix A.