

BUFFALO FISCAL STABILITY AUTHORITY
ANNUAL DISCLOSURE REPORT

For the Year Ended June 30, 2014

Pursuant to Certain Continuing Disclosure Certificates and Continuing Disclosure Agreements

Entered into Pursuant to the Provisions of Rule 15c2-12 of the
Securities and Exchange Commission

Exhibits

Exhibit A	CUSIP Numbers
Exhibit B	Annual Information Relating to Authority Bonds as of December 15, 2014
Exhibit C	Summary of Terms
Exhibit D	Financial Statements and Independent Auditors' Report - Buffalo Fiscal Stability Authority, dated September 24, 2014

DISCLAIMER

All information contained herein has been furnished or obtained by the Buffalo Fiscal Stability Authority (the "Authority") from sources believed to be accurate and reliable. The information contained in this Annual Disclosure Report is subject to change without notice and delivery of this information shall not, under any circumstances, create any implication that there has been no change in the affairs of the Authority since the date hereof. Reference should be made to the offering circulars and the operative documents for each series for a full and complete statement of the terms of each series of bonds. Certain definitions for terms utilized within this Annual Disclosure Report are included in the Summary of Terms within Exhibit C; the Summary of Terms is qualified in its entirety by reference to the information appearing within the original Offering Circular.

THIS IS NOT AN OFFERING DOCUMENT

The information in this Annual Disclosure Report relates to bond issues of the Authority that have been sold and distributed in underwritten public offerings described in the related official statements. Each viewer of the following information acknowledges that (i) the Authority is not now by this document offering any bonds or other securities, nor soliciting an offer to buy any securities, (ii) this information is not to be construed as any description of the Authority or its programs in conjunction with any offering of bonds or securities of the Authority - such offerings are only made pursuant to the appropriate offering circulars of the Authority - nor shall anyone assume from the availability of the following information that the affairs of the Authority have not changed since the date of this information, (iii) no representation is made as to the propriety or legality of any secondary market trading of the bonds or other securities of the Authority by anyone in any jurisdiction and (iv) the Authority does not hereby obligate itself in any manner to periodically or otherwise update this information.

CUSIP Numbers*

This Annual Disclosure Report relates to bonds and notes issued by the Authority which records available to the Authority indicate have, or had at the time of issuance, the following six-digit issuer identification CUSIP numbers:

119679

119683

*The Authority is not a subscriber to the CUSIP Service Bureau and has no means to verify the accuracy of these CUSIP numbers or to determine if such numbers have changed as a result of events in the secondary market. In accordance with the terms of the bonds and notes of the

The Authority acknowledges the copyright position of Standard & Poor's and the American Bankers Association with respect to CUSIP numbers and the CUSIP numbering system.

Authority, failure to use CUSIP numbers in any notice to holders of the bonds or notes, or any error or omission with respect thereto, does not constitute an Event of Default or any similar violation of any the Authority contract with such holders.

Annual Information Relating to Authority Bonds as of December 15, 2014

The Buffalo Fiscal Stability Authority (the “Authority”) is a corporate governmental agency and instrumentality of the State of New York (the “State”) constituting a public benefit corporation created by the Buffalo Fiscal Stability Authority Act, Chapter 122 of the Laws of 2003, as amended from time to time (the “Act”).

The Act authorizes the Authority to issue debt (the “Bonds”) and to secure the repayment of such debt with a pledge of the Authority’s right, title and interest in the Revenues of the Authority, which are required by the Act to be paid to the Authority. In accordance with the Act, Revenues are applied in the following general order of priority: first, pursuant to the Authority’s contracts with bondholders, including for the payment of Debt Service and to replenish any reserve funds securing the obligations of the Authority, then, in the order of priority provided in the Indenture and the Financing Agreement, to pay Authority expenses not otherwise provided for, and then to the City of Buffalo, New York (the “City”) and the Buffalo City School District (the “School District”), as frequently as practicable. The Authority’s Revenues, which consist primarily of certain City Tax Revenues and certain School District Tax Revenues, which are paid or payable to the Authority pursuant to Section 1261 of the State Tax Law, State Aid Revenues which are paid or payable to the Authority pursuant to the Act, and investment earnings on money and investments on deposit in the Bond Accounts established under the Indenture, are the only source of payment for the holders of the Bonds. Pursuant to the Act and the Indenture, the Authority has pledged the Revenues to the Trustee for payment of the Bonds. The Act provides that the Authority’s pledge of its Revenues represents a perfected first security interest on behalf of the holders of the Bonds. The lien of the Indenture on the Revenues for the security of the Bonds is prior to all other liens thereon.

The Authority does not have, nor is it expected to have, any significant assets or sources of funds other than City Tax Revenues, School District Tax Revenues, State Aid Revenues and amounts on deposit pursuant to the Indenture. Neither the City, the County of Erie, New York (the “County”), the State nor the Trustee will insure or guarantee the Authority Bonds. The State is not obligated to make any additional payments, impose any taxes or make available any additional State aid to satisfy the Debt Service obligations of the Authority. The County is not obligated to make any payments or impose any taxes or set aside net collections for educational purposes pursuant to the authority of Section 1262(a) of the State Tax Law, except that the County shall impose the Local Sales Tax (defined below) at a rate of no less than 3% through the period ending June 30, 2037. The City is not obligated to make any payments or impose any taxes; except that, if the City imposes sales and compensating use taxes, it shall do so pursuant to Section 1210 of the State Tax Law at the maximum rate authorized by such Section.

Under the Act, the Authority is not authorized to file a petition in bankruptcy pursuant to Title 11 (the “Bankruptcy Code”) of the United States Code. The Act also prohibits the City and the Covered Organizations (as defined below) from filing any petition with any United States district court or court of bankruptcy for the composition or adjustment of municipal indebtedness without the approval of the Authority and the State Comptroller, and no such petition may be filed while Authority Bonds or Notes remain Outstanding. Under the Act, the term Covered Organizations specifically includes the Buffalo City School District, the Joint Schools Construction Board, described in Chapter 605 of the Laws of 2000, as amended, and the Buffalo Municipal Housing Authority, and any governmental agency, public authority or public benefit corporation which receives or may receive moneys directly, indirectly or contingently from the

City (other than the Authority and any State public authority defined in Section 201 of the State Civil Service Law). Any such governmental agency, public authority or public benefit corporation may be exempted from the provisions of the Act by order of the Authority upon a finding by the Authority that such exemption does not materially affect the ability of the City to adopt and maintain a budget pursuant to the provisions of the Act. The Act also provides that the Authority may terminate any exemption granted by it upon a determination that the circumstances upon which the exemption was granted are no longer applicable. Under the authority of the Act, on January 21, 2004, the Authority adopted a resolution which (i) specifically determined that the Buffalo City School District, the Buffalo Municipal Housing Authority, the Buffalo Sewer Authority, the Buffalo Urban Renewal Agency, the Joint Schools Construction Board, the Buffalo Water Board and the Buffalo Water Finance Authority are to be Covered Organizations; and (ii) granted exemptions from the Authority's financial control and oversight powers to the Buffalo Sewer Authority, the Buffalo Water Board, and the Buffalo Municipal Water Finance Authority.

Directors and Management

The Authority is governed by a board of nine directors, seven of which are to be appointed by the Governor of the State. Of the seven directors appointed by the Governor, one must be a resident of the City, one is to be appointed following the recommendation of the State Comptroller, and one is to be appointed on the joint recommendation of the Temporary President of the Senate and the Speaker of the Assembly. The Mayor of the City and the County Executive serve as *ex officio* directors. The Governor designates the Chairperson and Vice Chairperson from among the directors. Five directors constitute a quorum.

Directors and Officers

As of December 15, 2014, the following individuals have been appointed directors and officers:

George K. Arthur, Director and Secretary. Mr. Arthur is a former President of the Buffalo Common Council.

Brigid Doherty, Director and Vice Chairperson. Ms. Doherty is the President of the Cullen Foundation and previously was the Executive Director of both the James H. Cummings Foundation and the Western New York Women's Foundation.

Frederick G. Floss, Director. Dr. Floss is a professor of Economics and Finance at the State University of New York, College at Buffalo and previously was the Executive Director of the Fiscal Policy Institute. Additionally, he is a former Vice-President for Academics with United University Professionals.

Richard T. Jurasek, Ph.D, Director. Dr. Jurasek is President of Medaille College.

Frank B. Mesiah, Director. Mr. Mesiah is the President of the Buffalo branch of the National Association for the Advancement of Colored People.

R. Nils Olsen, Director and Chairperson. Mr. Olsen is currently a Professor of Law at the State University of New York at Buffalo. Mr. Olsen previously served as Dean of the School of Law at the State University of New York at Buffalo from 1998 to 2007.

Byron W. Brown, Director *ex officio*. Mr. Brown is the Mayor of the City of Buffalo.

Mark C. Poloncarz, Director *ex officio*. Mr. Poloncarz is the Erie County Executive.

Senior Officers

The following is a brief description of certain senior officers of the Authority:

Jeanette M. Mongold-Robe, CPA, Executive Director since June 2009. Ms. Mongold-Robe is the former Deputy Comptroller of the City of Buffalo, and former Senior Manager with Deloitte & Touche LLP, Buffalo, New York.

Bryce E. Link, MPA, Principal Analyst/Media Contact. Mr. Link joined the Authority in January 2007 and is a former budget fellow and examiner with the New York State Division of Budget – Expenditure Debt Unit.

Robert L. Miller, CPA, Comptroller since October 2011. Mr. Miller is the former Chief Financial Officer of CVF Technologies Corporation, and former Vice President/Controller with Pratt & Lambert United Inc.

Revenues

The Bonds are payable from the Authority's Revenues, which consist of (i) City Tax Revenues, which are paid or payable to the Authority pursuant to Section 1261 of the State Tax Law; (ii) School District Tax Revenues, which are paid or payable to the Authority pursuant to Section 1261 of the State Tax Law; (iii) State Aid Revenues, which are paid or payable to the Authority pursuant to the Act; and (iv) all other aid, rents, fees, charges, gifts, payments and other income and receipts paid or payable to the Authority or a trustee for the account of the Authority, to the extent such amounts are pledged to Bondholders.

City Tax Revenues

City Tax Revenues are presently defined as that portion of the County's net collections from sales and compensating use taxes, penalties and interest that is payable to the City under the agreement among the City, the County and the cities of Lackawanna and Tonawanda (the "Local Sales Tax Agreement") authorized by Section 1262(c) of the State Tax Law. Such sales and compensating use taxes are authorized by the State and imposed by the County, currently at the rate of 4.75%, on the sale and use of tangible personal property and services in the County (the "Local Sales Tax"). The Act requires the County to impose the Local Sales Tax at a rate of no less than 3% through the period ending June 30, 2037. Under the Local Sales Tax Agreement, the City is presently entitled to receive a pro rata share, on the basis of population, of (i) an amount equal to 10.0087% of the net collections from such 3%, which amount is shared among the City, Lackawanna and Tonawanda, and (ii) an amount equal to 25.6858% of the net collections from such 3%, which amount is shared among the City, Lackawanna, Tonawanda and the towns within the County. In addition, pursuant to Section 1262-q of the State Tax Law, during the period beginning January 1, 2007 and ending February 28, 2008, and renewed through November 30, 2015, the County is required to allocate to the cities and towns within the County the first \$12.5 million of any net collections from the additional 1% of sales and compensating use taxes authorized by Section 1210(i)(4) of the State Tax Law, which allocation must be made in the manner and proportion required by the Local Sales Tax Agreement, and therefore result in additional City Tax Revenues of up to approximately \$5.7 million. The Act provides that the City has no right, title or interest in or to City Tax Revenues required to be paid to the Authority, until after payment of debt service, replenishment of reserves and payment of operating expenses

of the Authority pursuant to the Authority's contracts with bondholders and then as provided in the Authority's agreement with the City. City Tax Revenues collected by the State Comptroller for transfer to the Authority are not subject to appropriation by the State, the County or the City. The Local Sales Tax is one of the major sources of revenue for the City, accounting for approximately 17.59% of City revenues, as unaudited, in the City's general fund for the fiscal year ending June 30, 2014. The current total sales tax rate in the County is 8.75%, of which 4% is the State's share and 4.75% is the Local Sales Tax. For a description of the servicing and application of City Tax Revenues, see "Application of Revenues" below.

Pursuant to authorizing legislation enacted by the State in 1965, the County has imposed a Local Sales Tax since August 1, 1965, at a base rate initially of 2%, which base rate was increased to 3% in 1972. In addition, since 1984, with the exception of a nine-day period in January 1988, enabling legislation has been enacted periodically by the State permitting the County to increase the Local Sales Tax rate by 1%, from the base rate of 3% to 4%; the additional 1% has historically been used solely for County purposes. Effective July 1, 2005, the County was authorized by the State to increase the Local Sales Tax rate by an additional .25%, to 4.25%, and effective January 10, 2006, the County was authorized by the State to increase the Local Sales Tax by another .50%, to 4.75%. However, during the period beginning January 1, 2007 and ending February 28, 2008, and renewed through November 30, 2015, the County is required to allocate to the cities and towns within the County the first \$12.5 million of any net collections from the additional 1% of sales and compensating use taxes authorized by Section 1210(i)(4) of the State Tax Law, which allocation will result in additional City Tax Revenues of up to approximately \$5.7 million.

The County Legislature has adopted local laws to implement the State's authorization to impose the additional 1% and the additional .75% through November 30, 2015, the current limits of the State's authorization for such incremental increases. No assurance can be given that either the County Legislature or the State will enact legislation extending the effective date of the additional 1% or the additional .75% components of the Local Sales Tax beyond November 30, 2015, nor can any assurance be given that, if such legislation is so enacted, any net collections from such additional Local Sales Tax will be allocated to the City. If such provisions are not renewed, the County is required by the Act to maintain the existing 3% base rate.

In the event that the City, with the approval of the Authority, imposes sales and compensating use taxes pursuant to the authority of Section 1210 of the State Tax Law, City Tax Revenues will also include net collections from such City-imposed taxes. The Act provides that if the City imposes such sales and compensating use taxes, it must do so at the maximum rate authorized by the Tax Law. There can be no assurance that the City will independently impose such sales and compensating use taxes. The following table sets forth the history of the City's cash receipts from the County's Local Sales Tax collections since calendar year 1997. From 1997 to 2014, the average annual compound growth rate for City cash receipts from Local Sales Tax collections was approximately 2.50%.

**CITY TAX REVENUES FROM
SALES TAX COLLECTIONS**

<u>Calendar Year</u>	<u>Actual City Tax Revenues</u>	<u>Calendar Year</u>	<u>Actual City Tax Revenues</u>
1997	\$52,906,643	2006	\$64,038,027
1998	52,238,482	2007	73,570,764
1999	55,117,269	2008	76,547,533
2000	59,794,784	2009	73,561,456
2001	56,757,199	2010	74,482,504
2002	58,349,060	2011	74,245,192
2003	60,170,260	2012	76,656,059
2004	60,538,856	2013	78,603,674
2005	63,168,416	2014*	80,455,519

*Through December 15, 2014

See “MONTHLY CITY TAX REVENUE DISTRIBUTIONS” table.

SOURCE: County of Erie, New York (1997 – 2002); Buffalo Fiscal Stability Authority (2003 – 2014)

The amount of future City Tax Revenues to be collected depends upon various factors including the economic conditions in the County. Economic conditions in the County have reflected numerous cycles of growth and recession. There can be no assurance that historical data relating to economic conditions in the County are predictive of future trends. In addition, the State has in the past enacted amendments to the Tax Law to exempt specified goods and services from the imposition of the sales and compensating use tax, or to reduce the rate of the sales tax on such goods and services. There can be no assurance that future proposals will not result in additional exemptions or reductions.

School District Tax Revenues

School District Tax Revenues are presently defined as that portion of the County’s net collections from the Local Sales Tax that is payable to the School District by the County pursuant to Section 1262(a) of the State Tax Law. The Act requires the County to impose the Local Sales Tax at a rate of no less than 3% through the period ending June 30, 2037. The School District presently receives a pro rata share of an amount equal to 29% of the net collections from such 3%, which amount is shared among all school districts with territory in the County; the School District’s pro rata share is calculated on the basis of average daily attendance of public school pupils who are residents of the County. The Act provides that the School District has no right, title or interest in or to School District Tax Revenues required to be paid to the Authority, until after payment of debt service, replenishment of reserves and payment of operating expenses of the Authority pursuant to the Authority’s contracts with bondholders and then as provided in the Authority’s agreement with the City. School District Tax Revenues collected by the State Comptroller for transfer to the Authority are not subject to appropriation by the State, the County or the City.

The following table sets forth the history of the School District’s cash receipts from the County’s Local Sales Tax collections since calendar year 1997. From 1997 to 2014, the average annual compound growth rate for School District cash receipts from Local Sales Tax collections was approximately 2.43%.

**SCHOOL DISTRICT TAX REVENUES FROM
SALES TAX COLLECTIONS**

<u>Calendar Year</u>	<u>Actual School District Tax Revenues</u>	<u>Calendar Year</u>	<u>Actual School District Tax Revenues</u>
1997	\$27,043,168	2006	\$32,200,882
1998	26,514,383	2007	33,646,882
1999	27,703,966	2008	34,417,261
2000	29,601,721	2009	32,022,474
2001	28,905,983	2010	33,269,390
2002	29,228,923	2011	34,760,380
2003	30,150,449	2012	36,345,462
2004	30,241,128	2013	38,361,445
2005	31,654,134	2014*	40,679,906

*Through December 15, 2014

See “MONTHLY SCHOOL DISTRICT TAX REVENUE DISTRIBUTIONS” table.

SOURCE: County of Erie, New York (1997 – 2002); Buffalo Fiscal Stability Authority (2003 – 2014)

The amount of future School District Tax Revenues to be collected depends upon various factors including the economic conditions in the County. Economic conditions in the County have reflected numerous cycles of growth and recession. There can be no assurance that historical data relating to economic conditions in the County are predictive of future trends. In addition, the State has in the past enacted amendments to the Tax Law to exempt specified goods and services from the imposition of the sales and compensating use tax, or to reduce the rate of the sales tax on such goods and services. There can be no assurance that future proposals will not result in additional exemptions or reductions.

Sales Tax Collection and Distribution

Sales tax is collected by vendors and service providers in the County and remitted to the New York State Department of Taxation and Finance monthly, quarterly or annually based on the volume of sales. The New York State Department of Taxation and Finance reports the amounts of such collections to the State Comptroller, and such amounts are deposited daily with such banks, banking houses or trust companies as may be designated by the State Comptroller, to the credit of the State Comptroller in trust for the Authority to the extent net collections from Local Sales Tax imposed by the County are payable to the Authority. After retaining such amount as the State Commissioner of Taxation and Finance may determine to be necessary for refunds and for the reasonable costs of the State Tax Commissioner in administering, collecting and distributing such taxes, on or before the twelfth day of each month, the State Comptroller is required to pay to the Authority all City Tax Revenues and School District Tax Revenues collected during the preceding calendar month; provided, however, that the State Comptroller is required to make a partial payment on or before the last day of June and December consisting of collections made during and including the first 25 days of such months. The amount of City Tax Revenues and School District Tax Revenues received by the Authority each month in a year may vary from the amount for such month received by the Authority in prior years because of the impact of amounts deducted from or added to such payments to reflect the recalculation by the New York State Department of Taxation and Finance of actual amounts of Local Sales Tax collected. The Authority has instructed the State Comptroller to pay City Tax Revenues and School District Tax Revenues directly to the Trustee for application in accordance with the Act

and the Indenture. For more information regarding the application of City Tax Revenues upon receipt by the Trustee, see “Application of Revenues” below. The following tables set forth, on a cash basis, monthly distributions of the City’s share and the School District’s share, respectively, of Local Sales Tax collections received by the Authority since January 2009.

**MONTHLY CITY TAX
REVENUE DISTRIBUTIONS**

<u>Month</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014*</u>
January	\$6,852,206	\$6,779,290	\$7,117,662	\$7,488,247	\$7,458,697	\$7,373,479
February	7,837,847	8,058,944	8,383,631	8,196,013	8,550,305	8,080,467
March	8,123,483	8,247,969	8,314,680	8,259,772	8,416,140	8,253,893
April	6,827,343	6,218,368	5,342,156	6,239,574	6,068,801	7,043,802
May	4,697,406	5,227,482	5,217,123	5,387,019	5,329,490	5,622,137
June	4,753,317	5,131,514	5,111,833	5,267,273	7,359,610	7,392,124
July	7,410,411	6,520,399	6,845,848	7,020,802	5,540,574	5,561,480
August	4,778,121	5,521,277	5,346,785	5,516,412	5,711,751	5,940,704
September	5,054,584	5,398,152	5,240,461	5,549,419	5,646,210	5,758,493
October	7,419,959	6,796,679	7,025,678	7,083,646	7,078,029	7,604,994
November	4,940,017	5,242,121	5,177,714	5,408,282	5,846,068	5,731,861
December	4,866,762	5,340,309	5,121,621	5,239,600	5,597,999	6,092,085
TOTALS	\$73,561,456	\$74,482,504	\$74,245,192	\$76,656,059	\$78,603,674	\$80,455,519

*Through December 15, 2014

SOURCE: Buffalo Fiscal Stability Authority

**MONTHLY SCHOOL DISTRICT
TAX REVENUE DISTRIBUTIONS**

<u>Month</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014**</u>
January	\$3,216,020	\$3,286,457	\$3,459,295	\$3,816,453	\$3,870,842	\$4,029,367
February	2,602,051	2,746,860	2,889,318	2,970,343	3,137,315	3,107,791
March	2,120,699	2,298,768	2,359,407	2,528,429	2,726,934	2,721,757
April	3,204,350	3,014,534	3,176,927	3,180,056	3,149,527	3,849,209
May	2,204,684	2,534,173	2,639,482	2,745,543	2,765,847	3,072,315
June	2,230,926	2,487,650	2,586,210	2,684,514	3,819,418	4,039,556
July	3,478,008	3,160,952	3,463,494	3,578,215	2,875,393	3,039,168
August	2,242,567	2,676,599	2,705,079	2,811,490	2,964,229	3,246,402
September	2,372,322	2,616,910	2,651,286	2,828,312	2,930,215	3,146,829
October	3,597,040	3,303,295	3,580,701	3,676,201	3,673,287	4,081,600
November	2,394,503	2,547,718	2,638,854	2,806,709	3,033,935	3,076,290
December	2,359,304	2,595,474	2,610,327	2,719,197	3,414,503	3,269,622
TOTALS	\$32,022,474	\$33,269,390	\$34,760,380	\$36,345,462	\$38,361,445	\$40,679,906

**Through December 15, 2014

SOURCE: Buffalo Fiscal Stability Authority

Historically, both the City and the School District have received a portion of the County-wide 3% sales tax collected by the State. This tax is in addition to the 4% State sales tax, the proceeds of which remain with the State, and an aggregate 1.75% County sales tax presently retained in large part by the County. The base 3% County-wide sales tax is distributed in accordance with the Local Sales Tax Agreement, effective January 1, 1978. In addition, during the period beginning January 1, 2007 and ending February 28, 2008, and renewed through November 30, 2015, the County is required to allocate to the cities and towns within the County the first \$12.5 million of any net collections from the 1% County sales tax authorized by Section 1210(i)(4) of the State Tax Law, which allocation must be made in the manner and proportion required by the Local Sales Tax Agreement, and therefore result in additional City Tax Revenues of up to approximately \$5.7 million. The Local Sales Tax Agreement provides that any party thereto may terminate the agreement upon one year's prior written notice. In the Act, the City has covenanted and agreed that (i) it will not take any action, without the Authority's consent, which would terminate or alter the terms of the Local Sales Tax Agreement and thereby reduce or eliminate the amount to be received by the City thereunder, including without limitation the imposition by the City of sales and compensating use taxes preempting the County's imposition of the Local Sales Tax; and (ii) if the City imposes such sales and compensating use taxes, it will do so at the maximum rate authorized by Section 1210 of the Tax Law.

State Aid Revenues

State Aid Revenues are defined as all general purpose local government aid, emergency financial assistance to certain cities, emergency financial assistance to eligible municipalities, supplemental municipal aid, and any successor type of aid and any new aid appropriated by the State as local government assistance for the benefit of the City, which are paid or payable to the Authority pursuant to the Act, except as otherwise prescribed by the State Legislature. The Act provides that the City will have no right, title or interest in or to State Aid Revenues required to be paid to the Authority, except after payment of debt service and operating expenses of the Authority pursuant to the Authority's contracts with bondholders and then as provided in the Authority's agreement with the City.

Any provision of the Act with respect to State Aid or State Aid Revenues shall be deemed executory only to the extent of moneys available, and no liability shall be incurred by the State beyond the moneys available for that purpose. Any payment by the State Comptroller to the Authority of State Aid Revenues is subject to annual appropriation of State Aid by the State Legislature.

The following table sets forth the history of the City's State Aid Revenues on a State fiscal year basis since the fiscal year of the State ending 1997. The amount of State Aid Revenues received by the City is subject to annual State appropriation and other factors, and historical State Aid Revenues cannot be relied upon to predict future State Aid Revenues. The Act does not restrict any right of the State to amend, repeal, modify or otherwise alter Section 54 of the State Finance Law or any other provision of State law relating to State aid to municipalities.

**ANNUAL STATE AID REVENUE
DISTRIBUTIONS**

<u>State Fiscal Year</u>	<u>State Aid Revenues</u>	<u>State Fiscal Year</u>	<u>State Aid Revenues</u>
1997	\$59,413,847	2006	\$115,876,026**
1998	66,124,223	2007	142,267,026**
1999	74,065,223	2008	155,071,058**
2000	80,731,890	2009	171,206,673**
2001	102,772,529	2010	167,337,178**
2002	102,772,529	2011	164,576,768**
2003	102,772,529	2012	161,285,233**
2004	102,772,529*	2013	191,285,233**
2005	102,772,529**	2014	161,285,233**

* Of the amount shown, \$51,955,464 was received by the Authority in 2004.

** Received by the Authority.

SOURCE: Buffalo Fiscal Stability Authority

Authority Bonds

Pursuant to the Act, the Authority has the power to issue its bonds, notes and other obligations to finance (a) the refunding, repayment or restructuring of a portion of the City's outstanding indebtedness or that of any Covered Organization; (b) cash flow needs of the City or any Covered Organization; (c) any object or purpose of the City or any Covered Organization for which a period of probable usefulness is prescribed in Section 11.00 of the State Local Finance Law; (d) amounts necessary to finance a portion of the operating costs of the City or any Covered Organization, as provided under the Act and approved by the Authority; (e) debt service reserve funds in connection with such bonds, notes and other obligations; and (f) incidental costs in connection with such issuance. Bonds may only be issued by the Authority upon a request therefor by the City made by the Mayor and approved by the City's Common Council. Any such issuance of Bonds shall be at the discretion of the Authority. No Bond of the Authority may mature later than June 30, 2037, or more than 30 years from its date of issue. Bonds of the Authority may be issued, amortized, redeemed and refunded without regard to the provisions of the State's Local Finance Law.

The Authority has previously issued \$156,580,000 of Bonds, of which \$48,895,000 are outstanding as of December 15, 2014. Other series of bonds and notes may be issued from time to time by the Authority.

Debt Service Coverage on Senior Bonds

The Authority cannot predict the amounts of additional Senior Bonds, if any, that the Authority will issue as requested by the City and approved by the Authority, except that in any event the Indenture limits the aggregate principal amount of outstanding Senior Bonds and Senior Notes to \$300,000,000. The following table shows coverage of maximum annual aggregate Debt Service on all currently Outstanding Senior Bonds of the Authority by historical City Tax Revenues, School District Tax Revenues and State Aid Revenues.

**DEBT SERVICE COVERAGE ON SENIOR BONDS
BY HISTORICAL CITY TAX REVENUES, SCHOOL DISTRICT
TAX REVENUES AND STATE AID REVENUES**

<u>Year</u>	<u>City Tax/School District Tax Revenues</u>	<u>City Tax/School District Tax/ State Aid Revenues</u>	<u>Maximum Annual Debt Service Coverage (City Tax/School District Tax Revenues)</u>	<u>Maximum Annual Debt Service Coverage (All Revenues)</u>
1997	\$79,944,810	\$139,358,657	3.93x	6.86x
1998	\$78,752,865	\$144,877,088	3.87x	7.13x
1999	\$82,821,235	\$156,886,458	4.07x	7.72x
2000	\$89,396,505	\$170,128,395	4.40x	8.37x
2001	\$85,663,182	\$188,435,711	4.21x	9.27x
2002	\$87,577,983	\$190,350,512	4.31x	9.36x
2003	\$90,320,708	\$193,093,237	4.44x	9.50x
2004	\$90,779,984	\$193,552,513	4.47x	9.52x
2005	\$94,822,550	\$213,195,079	4.66x	10.49x
2006	\$96,238,909	\$212,114,935	4.73x	10.73x
2007	\$107,217,188	\$249,484,214	5.18x	12.05x
2008	\$110,964,794	\$266,035,852	5.36x	12.85x
2009	\$105,583,930	\$276,790,603	5.10x	13.37x
2010	\$107,751,894	\$275,089,072	5.20x	13.29x
2011	\$109,005,572	\$273,582,340	5.26x	13.21x
2012	\$113,001,521	\$274,286,754	5.59x	13.57x
2013	\$116,965,119	\$308,250,352	5.79x	15.25x
2014*	\$121,135,425	\$282,420,658	7.00x	16.32x

*Through December 15, 2014

SOURCE: Buffalo Fiscal Stability Authority

The aggregate principal amount of the Authority's bonds, notes or other obligations that may be Outstanding at any one time may not exceed \$175,000,000. The Authority may also issue its bonds, notes or other obligations to refund obligations previously issued by the Authority. Bonds, notes or other obligations of the Authority issued (i) to pay reasonable costs of issuance, (ii) to establish debt service reserve funds, (iii) to refund or advance refund any outstanding bonds or notes of the City or the Authority, or (iv) as Cash Flow Borrowings will not count against the \$175,000,000 limitation described above. In any event, however, the Act limits to \$145,000,000 the aggregate principal amount of Cash Flow Borrowings that may be outstanding at any one time, and the Indenture limits the aggregate principal amount of outstanding Senior Bonds and Senior Notes to \$300,000,000. No Bond of the Authority may mature later than June 30, 2037, or more than 30 years from its date of issue.

The Indenture provides that (i) other series of Bonds or Notes may be issued only (a) as Senior Bonds or Senior Notes on a parity with other series of Senior Bonds or Senior Notes, or (b) as Subordinate Bonds or Subordinate Notes; but (ii) no series of Senior Bonds or Senior Notes on a parity with other series of Senior Bonds or Senior Notes shall be authenticated and delivered unless the amount of City Tax Revenues and School District Tax Revenues received by the Authority for the twelve consecutive calendar months ended not more than three months prior to the calculation date is at least three (3) times the amount of annual Debt Service (excluding any accrued or capitalized interest), including Debt Service on such series of Senior Bonds and Senior Notes proposed to be issued, for each fiscal year such Bonds or Notes will be Outstanding.

In addition, no Senior Bonds may be issued unless there is deposited to the Debt Service Reserve Account from the proceeds of such Bonds the amount required to satisfy the applicable Debt Service Reserve Account Requirement. Amounts on deposit in the Debt Service Reserve Account are held in trust under the Indenture and applied to remedy any shortfall in the Bond Account in amounts due on Debt Service, except that money on deposit in such account in excess of the Debt Service Reserve Account Requirement will be transferred to the Collections Account. The Debt Service Reserve Requirement means the amount equal to the maximum total Principal Installments and interest becoming due in the current or any future fiscal year on Senior Bonds, including on the Senior Bonds to be issued contemporaneously with such computation, using the Estimated Average Interest Rate for any variable interest rate Senior Bonds (or any reimbursement obligations issued in connection therewith which are deemed to be Bonds pursuant to the related Supplemental Indenture). The Authority may provide for a letter of credit, surety agreement, insurance agreement or other type of agreement or arrangement which provides for the availability of an amount which, together with other deposits, if any, will at least be equal to the Debt Service Reserve Account Requirement

Application of Revenues

Upon receipt of City Tax Revenues, School District Tax Revenues and State Aid Revenues required to be paid to the Authority in accordance with the Authority's instructions to the State Comptroller, the Trustee must deposit such amounts into the Collection Account held by the Trustee. Under the Indenture, the priority for the use by the Authority of its Revenues is as follows: *first*, to the Bond Account or Redemption Account to pay or set aside for Debt Service in accordance with the procedures described below under Retention Procedures and to reserve the amount, if any, necessary to replenish the Debt Service Reserve Account to the extent of any withdrawal therefrom; *second*, to pay debt service on any Subordinate Bonds or Subordinate Notes and to reserve the amount, if any, necessary to replenish any reserve accounts established in connection therewith, and to pay any other amounts pursuant to supplemental Indentures for the benefit of Subordinate Noteholders, Subordinate Bondholders and parties to subordinate agreements; *third*, to the Authority's operating expenses, including deposits to the Redemption Account for optional redemption of the Senior Bonds, if any, and any reserves held by the Authority for payment of operating expenses; and *fourth*, to the City and the School District, as soon as practicable, free and clear of the lien of the Indenture.

Retention Procedures

At the beginning of each calendar month, the Trustee will first transfer Revenues from the Collection Account to the Bond Account in an amount equal to Accrued Debt Service. In order to provide for the timely payment of Debt Service on each payment date, Accrued Debt Service has been defined under the Indenture to account for a number of variables, such as: any accrued or capitalized interest deposited in the Bond Account and available for the payment of Debt Service on a given payment date; any other amounts held by the Trustee and irrevocably pledged to the payment of Debt Service; actual rates of interest on Notes or Bonds; any interim purchase or redemption of Notes or Bonds that reduces the amount of Debt Service payable on the next payment date; and other similar factors. In addition, the Indenture provides that sufficient moneys will in any event be retained in the Bond Account to ensure that the amount of moneys required to pay Debt Service on the next succeeding payment date will be available for such purpose two months prior to such payment date; provided, however, that any failure so to retain sufficient moneys will not constitute an Event of Default under the Indenture.

After all payments are made to the Bond Account and Redemption Account and to the Debt Service Reserve Account, if necessary to replenish the amount of any withdrawal therefrom, moneys on deposit in the Collection Account will be used in the following order of priority: for the benefit of Subordinate Bondholders, Subordinate Noteholders parties to Subordinate Agreements, to the extent required by Supplemental Indentures, for the payment of the Authority's operating expenses and, as soon as practicable, to the City and the School District, free and clear of the lien of the Indenture. The City has covenanted to provide the Authority with a schedule of forecasted collections of City Tax Revenues and School District Tax Revenues before the beginning of each fiscal year and each month during such fiscal year. In the event projected collections from City Tax Revenues, School District Tax Revenues and State Aid Revenues are anticipated to be insufficient during any month to completely provide for the amount required to be retained in such month, the Trustee is required to withhold additional City Tax Revenues, School District Tax Revenues and State Aid Revenues in subsequent months.

Agreements of the State, the County and the City

State

In the Act, the State pledges and agrees with the holders of the Bonds that the State will not limit, alter or impair the rights vested in the Authority by the Act to fulfill the terms of the Indenture, or in any way impair the rights and remedies of such holders of the Bonds or the security for the Bonds until such Bonds, together with the interest thereon and all costs and expenses in connection with any action or proceeding by or on behalf of such holders of the Bonds, are fully paid and discharged. The State is not obligated to make any additional payments, impose any taxes or make available any additional State aid to satisfy the Debt Service obligations of the Authority. The State Constitution allows the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the Local Sales Tax. City Tax Revenues and School District Tax Revenues collected by the State Comptroller for transfer to the Authority are not subject to appropriation by the State, the County or the City. The Act does not restrict any right of the State to amend, repeal, modify or otherwise alter Section 54 of the State Finance Law or any other provision of State law relating to State aid to municipalities. Any payment by the State Comptroller to the Authority of State Aid Revenues is subject to annual appropriation of State aid by the State Legislature.

County

The Act also contains the covenant of the County that it will not limit, alter or impair the rights vested in the Authority by the Act to fulfill the terms of the Indenture, or in any way impair the rights and remedies of such holders of the Bonds or the security for the Bonds until such Bonds, together with the interest thereon and all costs and expenses in connection with any action or proceeding by or on behalf of such holders of the Bonds, are fully paid and discharged. Nothing contained in the Act restricts any right the County may have to amend, modify, repeal or otherwise alter local laws, ordinances or resolutions affecting or relating to the Local Sales Tax, or appropriations relating to the Local Sales Tax, or the setting aside of net collections for educational purposes pursuant to Section 1262(a) of the State Tax Law, so long as, after giving effect to such amendment, modification or other alteration, the aggregate amount projected by the Authority of City Tax Revenues and School District Tax Revenues to be available to the Authority during each of its fiscal years following the effective date of such amendment, modification or other alteration is not less than 200% of maximum annual Debt Service on all Authority Bonds then outstanding. The Act requires the County to impose the Local Sales Tax at a rate of no less than 3% through the period ending June 30, 2037. The County is not obligated to

make any payments or impose any taxes or set aside net collections for educational purposes pursuant to the authority of Section 1262(a) of the State Tax Law, except that the County shall impose the Local Sales Tax at a rate of no less than 3% through the period ending June 30, 2037.

City

In accordance with the Act, the City will pledge and agree with the holders of the Bonds that the City will not limit, alter or impair the rights and remedies of such Bondholders or the security for the Bonds until the Bonds, together with the interest thereon and all costs and expenses in connection with any action or proceeding by or on behalf of such holders of the Bonds, are fully paid and discharged. Nothing contained in the Act or the Financing Agreement restricts the right of the City to amend, modify, repeal or otherwise alter any local law, ordinance or resolution affecting or relating to the City Tax Revenues, or appropriations relating to the City Tax Revenues, so long as, after giving effect to such amendment, modification or other alteration, the aggregate amount projected by the Authority of City Tax Revenues and School District Tax Revenues to be available to the Authority during each of its fiscal years following the effective date of such amendment, modification or other alteration is not less than 200% of maximum annual Debt Service on all Authority Bonds then outstanding. The City further agrees that (i) it will not, without the Authority's prior approval, take any action, including the imposition of sales and compensating use taxes preempting the County's imposition of the Local Sales Tax, to terminate or alter the terms of the Local Sales Tax Agreement so as to reduce or eliminate the amount of net collections that the County distributes or is to distribute to the City, and (ii) if the City does impose sales and compensating use taxes, it shall do so pursuant to Section 1210 of the State Tax Law at the maximum rate authorized by such Section. The City is not obligated to make any payments or impose any taxes; except that, if the City imposes sales and compensating use taxes, it shall do so pursuant to Section 1210 of the State Tax Law at the maximum rate authorized by such Section.

THE BONDS ARE NOT A DEBT OF EITHER THE STATE, THE COUNTY OR THE CITY, AND NEITHER THE STATE, THE COUNTY NOR THE CITY IS LIABLE THEREON.

The covenants of the City, the County and the State described above shall be of no force and effect with respect to any Bond if there is on deposit in trust with a bank or trust company sufficient cash or Defeasance Collateral to pay when due all principal of and applicable redemption premium, if any, and interest on such Bond.

Certain Other Payments

In consideration of the Authority's issuance of certain bonds, the City has delivered to the Authority general obligations of the City payable from the City's real property tax revenues (the "City Bonds"). Payment by the City on the City Bonds may not directly correspond in timing or amount to the payments required to be made by the Authority with respect to its Bonds. *The City Bonds and any payments thereon are not pledged to the holders of the Authority Bonds, and the holders of the Authority Bonds have no recourse to the City or to the City's real property tax revenues.*

Summary of Terms

The following definitions are used within this Annual Disclosure Report. The following is qualified in its entirety by reference to the information appearing within the original Offering Circular.

Bond Account — The Bond Account held by the Trustee in accordance with the terms of the Indenture.

Bondholders or Noteholders — These and similar terms mean the registered owners of the Bonds and Notes from time to time as shown on the registration books of the Authority or its designee as registrar, and to the extent specified by Supplemental Indenture, the owners of bearer Bonds and Notes.

Bonds — All obligations issued as Bonds.

Cash Flow Borrowings — Shall have the meaning ascribed to the term “cash flow borrowings” in the Act.

City Tax Revenues — City Tax Revenues are defined as that portion, payable to the City under the agreement among the City, the County and the cities of Lackawanna and Tonawanda (the “Local Sales Tax Agreement”), authorized by Section 1262(c) of the State Tax Law, of the County’s net collections from sales and compensating use taxes, penalties and interest authorized by the State and imposed by the County.

Collections Account — The State Comptroller is required by the Act, on or before the twelfth day of each month, to pay City Tax Revenues and School District Tax Revenues collected during the preceding calendar month (with partial payments to be made on or before the last day of June and December consisting of collections made during the first 25 days of such months) to the Authority for application in accordance with the Act. The State Comptroller is also required to pay State Aid Revenues to the Authority pursuant to the Act. The Authority has instructed the State Comptroller to pay City Tax Revenues, School District Tax Revenues and State Aid Revenues directly to the Trustee for application in accordance with the Act and the Indenture. All Revenues received by the Authority are deposited immediately into the Collections Account.

Debt Service — Interest, redemption premium, purchase price to the extent provided by Officer’s Certificate of the Authority, principal and sinking fund payments due on outstanding Senior Bonds and (to the extent provided by supplemental Indenture) Notes, and amounts payable from the Bond Account on Senior Agreements.

Debt Service Reserve Account — The Account so designated and held by the Trustee pursuant to the Indenture.

Debt Service Reserve Requirement — The Account so designated and held by the Trustee pursuant to the Indenture.

Estimated Average Interest Rate — The interest rate or rates anticipated to be borne by such Bonds.

Event of Default — Events of Default represent any one of the events set forth below and “default” means any Event of Default without regard to any lapse of time or notice: (a) the Authority shall fail to pay when due any interest, principal or redemption premium on a Note or Bond; (b) the Authority shall fail to observe or perform any of its other agreements, covenants or obligations under the Indenture and such failure is not remedied within 30 days after written notice thereof is given by the Trustee to the Authority; (c) specified events of insolvency; (d) the State shall (i) amend, alter, repeal or fail to comply with the State Covenant in the Act as in effect on the date of the Indenture or (ii) enact a moratorium or other similar law affecting the Bonds or Notes; (e) the County shall amend, alter, repeal or fail to comply with the County Covenant in the Act as in effect on the date of the Indenture; (f) the City shall (i) fail to observe or perform any of its agreements, covenants or obligations under the Agreement that have been pledged for the benefit of the Holders and such failure is not remedied within 30 days after written notice thereof is given by the Trustee to the City and the Authority or by the Authority to the Trustee and the City; or (ii) amend, alter, repeal or fail to comply with the City Covenant in the Act as in effect on the date of the Indenture.

Financing Agreement — The Financing Agreement provides for the application of bond proceeds to pay Financeable Costs, including the refunding of a portion of the City’s outstanding bonds and/or the cost of certain City of Buffalo capital projects, as applicable, and includes covenants of the City of Buffalo pledged to the benefit of Bondholders.

Indenture — The Indenture provides for the issuance of the Bonds pursuant to the Act, including the Authority’s pledge to the Trustee of the Revenues, accounts and statutory and contractual covenants contained therein. The Trustee is authorized to enforce the Indenture and such covenants against the Authority, the County, the City and the State.

Notes — All obligations issued as Notes.

Outstanding — Refers to Bonds or Notes issued under the Indenture, excluding: (i) Bonds or Notes which have been exchanged or replaced, or delivered to the Trustee for credit against a principal payment; (ii) Bonds or Notes which have been paid; (iii) Bonds or Notes which have become due and for the payment of which money has been duly provided; (iv) Bonds or Notes, including any portion of any Series thereof, for which there has been irrevocably set aside sufficient Defeasance Collateral timely maturing and bearing interest, to pay or redeem them; and if any such Bonds or Notes are to be redeemed prior to maturity, the Authority shall have taken all action necessary to redeem such Bonds or Notes and notice of such redemption shall have been duly mailed in accordance with the Indenture or irrevocable instructions so to mail shall have been given to the Trustee; (v) Bonds and Notes, including any portion of any Series thereof, the payment of which shall have been provided for; and (vi) for purposes of any consent or other action to be taken by the Holders of a Majority in Interest or specified percentage of Bonds or Notes under the Indenture, Bonds or Notes held by or for the account of the Authority, the City or any person controlling, controlled by or under common control with either of them.

Principal Installment — With respect to any obligations the payment of which constitute Debt Service, principal and sinking fund payments and any other such payment obligations not constituting interest or an interest component of such payment obligation.

Redemption Account — A Redemption Account is established with the Trustee and money shall be deposited therein as provided in the Indenture. The money and investments in such Account shall be held in trust and, except as otherwise specified in the Indenture, shall be applied by the Trustee to the redemption of Bonds and Notes.

Revenues — The Bonds are payable from the Authority’s Revenues, which consist of (i) City Tax Revenues, which are paid or payable to the Authority pursuant to Section 1261 of the State Tax Law; (ii) School District Tax Revenues, which are paid or payable to the Authority pursuant to Section 1261 of the State Tax Law; (iii) State Aid Revenues, which are paid or payable to the Authority pursuant to the Act; and iv) all other aid, rents, fees, charges, gifts, payments and other income and receipts paid or payable to the Authority or a trustee for the account of the Authority, to the extent such amounts are pledged to bondholders.

School District Tax Revenues — School District Tax Revenues are defined as that portion of the County’s net collections from the Local Sales Tax that is payable to the School District by the County pursuant to Section 1262(a) of the State Tax Law.

Senior Bonds — All Bonds issued as Senior Bonds.

Senior Notes — All Notes issued as Senior Notes.

State Aid Revenues — State Aid Revenues are defined as all general purpose local government aid; emergency financial assistance to certain cities; emergency financial assistance to eligible municipalities; supplemental municipal aid; and any successor type of aid and any new aid appropriated by the State as local government assistance for the benefit of the City, which are paid or payable to the Authority pursuant to the Act.

Subordinate Bonds — All Bonds other than Senior Bonds.

Subordinate Notes — All Notes other than Senior Notes.

Trustee — The Bank of New York - Mellon, New York, New York.

2014 Financial Statements and Independent Auditors' Report

Buffalo Fiscal Stability Authority

Dated September 24, 2014

BUFFALO FISCAL STABILITY AUTHORITY
(A Component Unit of the City of Buffalo, New York)

FINANCIAL STATEMENTS

JUNE 30, 2014

BUFFALO FISCAL STABILITY AUTHORITY

(A Component Unit of the City of Buffalo, New York)

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INDEPENDENT AUDITORS' REPORT

The Board of Directors
Buffalo Fiscal Stability Authority

We have audited the accompanying financial statements of the governmental activities and each major fund of Buffalo Fiscal Stability Authority (the Authority), a component unit of the City of Buffalo, New York, as of and for the year ended June 30, 2014, and the related notes to the financial statements, which collectively comprise the Authority's basic 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 financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the Authority as of June 30, 2014, and the respective changes in its financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

As described in Note 2 to the financial statements, the Authority adopted GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities* in 2014.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that management's discussion and analysis preceding the financial statements, and the schedule of funding progress for other postemployment benefits on page 17 be presented to supplement the financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the 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 inquires of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the financial statements, and other knowledge we obtained during our audit of the 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.

Supplementary Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Authority's basic financial statements. The accompanying supplementary information as listed in the table of contents is presented for purposes of additional analysis and is not a required part of the financial statements.

The accompanying supplementary information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. Such information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the accompanying supplementary information is fairly stated, in all material respects, in relation to the financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated September 24, 2014, 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, grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control over financial reporting and compliance.



September 24, 2014

BUFFALO FISCAL STABILITY AUTHORITY
(A Component Unit of the City of Buffalo, New York)

MANAGEMENT’S DISCUSSION AND ANALYSIS
JUNE 30, 2014
(UNAUDITED)

Introduction

The Buffalo Fiscal Stability Authority (the “BFSA” or the “Authority”) is a corporate governmental agency and instrumentality of the State of New York constituting a public benefit corporation created by the BFSA Act (the Act) – Chapter 122 of the Laws of 2003, as amended, signed by the Governor on July 3, 2003. BFSA has a broad range of financial control and oversight powers over the City of Buffalo (the City) and its non-exempted Covered Organizations including the Buffalo Public School District (the School District), the Buffalo Municipal Housing Authority, the Buffalo Urban Renewal Agency, the Joint Schools Construction Board, and other covered organizations as defined by the Act. The Act provides for the Authority to be in existence until its oversight, control or other responsibilities and its liabilities (including the payment in full of Authority bonds and notes) have been met or discharged, which in no event shall be later than June 30, 2037. The Act provides the Authority different financial control and oversight powers depending upon whether the City’s financial condition causes it to be in a “control period” or an “advisory period.” During a control period the Authority possesses significantly expanded powers, including the power to impose a wage and/or hiring freeze. During an advisory period, the BFSA operates with a reduced set of financial oversight powers and responsibilities. The BFSA transitioned from a control period to an advisory period on July 1, 2012. An advisory period shall continue through June 30, 2037, unless a control period is reimposed. A control period may be reimposed in the event of the occurrence of certain events as outlined within the Act.

The Act empowered BFSA in the earlier years of its existence to finance a declining percentage of the yearly deficits of the City and Covered Organizations which are part of an approved budget and four-year financial plan. There was no deficit financing required for the fiscal year 2006-2007, the last year BFSA had this power. In its capacity to issue bonds and notes on behalf of the City, the Authority has funded deficits, capital projects and certain working capital needs of the City and has issued bonds to refund City debt. Revenues to pay Authority debt service and to fund Authority operations are provided by the City’s State aid, and the City’s and School District’s share of Erie County sales tax, on which the Authority has a first lien. BFSA became entitled to the City’s share of Erie County sales tax revenues and State aid on July 3, 2003, the effective date of the Act. BFSA became entitled to the School District’s share of Erie County sales tax revenues on July 1, 2004 as provided in Chapter 86 of the Laws of 2004, which amended the Act. Pursuant to the Act, the City and the School District have no right, title or interest in these revenues until transferred to the City and the School District by the Authority. The Authority has no independent operating income or taxing power.

Overview of the Financial Statements

The annual financial statements of the Authority consist of the following components: management’s discussion and analysis (this section), financial statements, and notes to financial statements.

Management’s discussion and analysis of the Authority’s financial performance provides an overview of the Authority’s financial activities for the fiscal years ended June 30, 2014, 2013 and 2012. The overview, which covers the most important financial events of the period, should be read in conjunction with the Authority’s financial statements, including the notes to the financial statements.

Government-wide financial statements of the Authority are in accordance with Governmental Accounting Standards Board (“GASB”) Statement No. 34, “Basic Financial Statements – and Management’s Discussion and Analysis – for State and Local Governments.” The government-wide financial statements use the

economic resource measurement focus and accrual basis of accounting. These statements are presented to display information about the reporting entity as a whole. The Statement of Net Position presents information on all the Authority's assets and liabilities, with the difference between the two reported as net position. The Statement of Activities presents information showing how the Authority's net position changed during the fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of timing of the related cash flows.

Governmental fund financial statements are presented using the current financial resources measurement focus and the modified accrual basis of accounting. Governmental fund financial statements are the *Balance Sheet* and the *Statement of Revenues, Expenditures, and Changes in Fund Balances*. Under the modified accrual basis, revenue is recognized when it becomes both measurable and available to finance expenditures in the current fiscal period.

Adoption of New Accounting Pronouncements

Effective July 1, 2013, the Authority adopted GASB Statement No. 65, *Items previously Reported as Assets and Liabilities*, which required the Authority to retroactively expense bond issuance costs previously recorded as deferred outflows of resources.

The effect on prior year comparative statements is a reduction in net position at July 1, 2012 totaling \$1,389,209 and a decrease in interest expense of \$235,008 for the year ended June 30, 2013.

In addition to these two types of statements, the financial statements include a reconciliation between the government-wide and governmental fund statements. Accompanying notes to the financial statements are an integral part of the financial statements.

Financial Highlights and Overall Analysis

The most critical factors in the Authority's financial position are its revenues derived from the City's sales tax revenue (since July 1, 2003), the School District's share of Erie County sales tax revenues (beginning July 1, 2004), and the City's State aid, which together provided 99% of the Authority's revenue from 2012 to 2014. The Act granted the Authority a first lien and perfected security interest in net collections from sales and use taxes authorized by the State and imposed by Erie County (the County). Sales taxes are imposed by the County, collected by the State and remitted to the Authority, usually several times each month. After provision for the Authority's debt service deposits and operating expenses, the remaining funds are remitted immediately to the City or the School District. The State legislation also provided that all State aid appropriated as local government assistance for the benefit of the City is payable to the Authority to use for debt service requirements and operating expenses, with the remaining funds to be remitted to the City.

The amount of BFSAs sales tax revenues to be collected depends upon various factors, including the economic conditions within the County, which has experienced numerous cycles of growth and recession. In addition, in the past the State has enacted amendments to the Tax Law to exempt specific goods and services from the imposition of sales tax. The Act requires the County to impose the local sales tax at a rate of no less than 3.0% for the period ending June 30, 2037. Pursuant to State statutory authority, Erie County currently imposes sales tax at the rate of 4.75%. New York State has reauthorized the additional 1.0% sales tax rate, above the general State authorization, in Erie County every year since January 1978, but is under no obligation to continue to do so. The additional 1.0% sales tax currently expires on November 30, 2015, absent future reauthorization. The County is required to allocate to the cities and towns within the County the first \$12.5 million of any net collections from the additional 1.0% of sales and compensating use taxes authorized by Section 1210(i)(4) of the State Tax Law as long as the County maintains the 1.0% sales tax. This allocation resulted in additional City tax revenues delivered to BFSAs of approximately \$5.7 million annually in 2014, 2013 and 2012; the School District does not share in this additional sales tax revenue.

Sales tax revenue for the years ended June 30, 2014, 2013 and 2012 were \$119,578,002, \$114,937,114 and \$111,678,652. The increase from 2013 to 2014 was \$4,640,888, or 4.0%, while the increase from 2012 to 2013 was \$3,258,462, or 2.9%. The increase in sales tax revenue is attributed to increased sales subject to such taxes within Erie County stemming from the overall economic recovery both locally as well as nationally. The Authority also received State aid for the year ended June 30, 2014 in the amount of \$162,628,968; the Authority received \$175,963,231 for the year ended June 30, 2013 and \$163,820,023 for the year ended June 30, 2012. State aid decreased \$13,334,263 (7.6%) from 2013 to 2014, and increased \$12,143,208 (7.4%) from 2012 to 2013. The decrease in 2014 compared to 2013 is due to a combination of less State aid in the amount of \$10,834,121 resulting from a spin-up of Aid to Municipalities funds in 2013 and a decrease in the amount of \$2,500,152 of Efficiency Grant revenue from the State of New York. The increase in 2013 compared to 2012 is due to a combination of additional State aid in the amount of \$10,834,121 resulting from a spin-up of Aid to Municipalities funds and an increase in the amount of \$1,309,087 of Efficiency Grant revenue from the State of New York. Investment income, which accounts for the remaining Authority revenue, totaled \$2,933,770, \$3,417,558 and \$4,044,895 for the years ended June 30, 2014, 2013 and 2012, respectively, which primarily is derived from interest on the City's general obligation bonds described below. As principal is repaid on the outstanding long-term debt, the amount of interest earnings decreases.

The other significant element in the Authority's financial position is its long-term debt. From 2004 through 2007, the Authority issued a total of \$109,515,000 in long-term bonds (Series 2004A, 2005A, 2005 B&C, 2006A and 2007A) to provide for deficit financing as well as to finance the City's cost of various City and School District capital projects. The City, in return, issued a series of its own general obligation long term bonds, privately placed with the Authority, evidencing the obligations of the City for the 2005A, 2005 B&C, 2006A and 2007A bonds. On July 7, 2005 the Authority refunded \$47,015,000 of City serial bonds by issuing \$46,705,000 in 14-year bonds, (the 2005B series), and \$360,000 in 2-year taxable bonds (the 2005C Series). The City issued its own 13.5-year premium bonds privately placed with the Authority in the amount \$48,157,000. The Authority has not issued any debt since 2007.

The statement of net position shows negative net position of \$68,439 at June 30, 2014, as compared to \$9,061,631 (as restated) at June 30, 2013 and \$8,248,385 (as restated) at June 30, 2012. The decrease of \$9,130,070 from 2013 to 2014 is due primarily to the transfer of \$12,000,000 of restricted State aid held by the Authority to the City, as well as the timing of sales tax and state aid receipts and distributions to the City of Buffalo and the School District. The decrease of \$813,246 (as restated) from 2012 to 2013 represents changes due the timing of sales tax and state aid receipts and distributions to the City of Buffalo and the School District. The differences in assets and liabilities are from a combination of several factors. Principal payments on bonds payable totaling \$13,540,000 in 2014 primarily resulted in a decrease in total liabilities of \$14,731,017 from \$95,951,180 in 2013 to \$81,220,163 in 2014. Liabilities decreased from \$128,236,269 in 2012 to \$95,951,180 in 2013, due primarily to \$14,535,000 in bond repayments. Total assets decreased \$23,861,087 from 2013 to 2014 as the Authority received principal payments from the City on outstanding notes receivable of \$10,965,657, due from other governments decreased \$1,007,419 primarily due to a receivable for efficiency grants in the amount of \$1,441,534 at June 30, 2013 which was remitted to the City in July 2013, and cash and cash equivalents decreased \$12,171,191 due to the distribution of \$12,000,000 of restricted State aid to the City. In 2013, assets decreased \$31,471,843 primarily due to the receipt of principal payments from the City on notes receivable totaling \$10,404,673 and a reduction in due from other governments for State aid of \$19,165,879 that was received before fiscal year end 2013 as opposed to subsequent to year end for 2012. In past years, the Authority received funds from the State which the City can only use for specified purposes; no such funds were received by the Authority during fiscal 2014, 2013 and 2012. The Authority retains those funds until the conditions have been met. The amount released to the City in 2014, 2013 and 2012 was \$12,000,000, \$2,401,259 and \$3,310,377.

Cash and investments totaled \$16,273,380, \$27,915,603, and \$31,715,664 at June 30, 2014, 2013 and 2012, respectively. These amounts include funds for the future repayment of debt and restricted State aid in the amount of \$16,198,480, \$27,835,839 and \$31,476,218, at June 30, 2014, 2013 and 2012, respectively. State aid

was paid to BFSA in prior years for targeted purposes awaiting the City's request for disbursement. As of June 30, 2014, the majority of this restricted State Aid had been requested by the City, with a balance of \$242,519 remaining. Additionally, cash and investments included \$74,900, \$79,764 and \$171,779 of accrued interest to be paid to the City at June 30, 2014, 2013 and 2012, respectively, for the investment of such debt service reserves in accordance with outstanding agreements. Remaining cash and investments represents cash available for BFSA operating expenses.

Operating expenses reported in the governmental fund statements totaled \$661,569, \$717,096 and \$777,560 for the years ended June 30, 2014, 2013 and 2012. Total operating expenses decreased \$55,527, or 7.7%, from 2013 to 2014, and decreased \$60,464, or 7.8%, from 2012 to 2013. The reasons for the decreases are discussed below.

Staff expenses for the years ended June 30, 2014 and 2013 were as follows:

	<u>2014</u>	<u>2013</u>	<u>Increase/ (Decrease)</u>	<u>Percentage Change</u>
Wages	\$ 348,621	\$ 348,069	\$ 552	0.2%
Other staff related expenses	9,650	10,478	(828)	-7.9%
	<u>358,271</u>	<u>358,547</u>	<u>(276)</u>	<u>-0.1%</u>
Staff Benefits:				
NYS Employees' Retirement				
System contributions	72,336	51,892	20,444	39.4%
Payroll taxes, workers'				
compensation and NYS disability	26,666	26,197	469	1.8%
Health insurance (net of employee				
contributions)	65,699	63,066	2,633	4.2%
Total Staff Benefits	<u>164,701</u>	<u>141,155</u>	<u>23,546</u>	<u>16.7%</u>
Total Staff Expenses	<u>\$ 522,972</u>	<u>\$ 499,702</u>	<u>\$ 23,270</u>	<u>4.7%</u>

Staff expenses increased \$23,270, or 4.7%, from 2013 to 2014. The primary reason for the increase is the increase in pension contributions to the NYS Employees' Retirement System (NYSERS) which increased \$20,444, or 39.4%. This increase is primarily a result of the increase in the required employer contribution as a percentage of payroll from 2013 to 2014.

The Authority employed a range of four to five salaried staff members during fiscal years ended June 30, 2014 and 2013.

Staff expenses for the years ended June 30, 2013 and 2012 were as follows:

	<u>2013</u>	<u>2012</u>	<u>Increase/ (Decrease)</u>	<u>Percentage Change</u>
Wages	\$ 348,069	\$ 321,852	\$ 26,217	8.1%
Other staff related expenses	<u>10,478</u>	<u>10,594</u>	<u>(116)</u>	<u>-1.1%</u>
	<u>358,547</u>	<u>332,446</u>	<u>26,101</u>	<u>7.9%</u>
Staff Benefits:				
NYS Employees' Retirement				
System contributions	51,892	47,195	4,697	10.0%
Payroll taxes, workers' compensation and NYS disability				
Health insurance (net of employee contributions)	<u>26,197</u>	<u>24,723</u>	<u>1,474</u>	<u>6.0%</u>
Total Staff Benefits	<u>141,155</u>	<u>125,532</u>	<u>15,623</u>	<u>12.4%</u>
Total Staff Expenses	<u>\$ 499,702</u>	<u>\$ 457,978</u>	<u>\$ 41,724</u>	<u>9.1%</u>

Staff expenses increased \$41,724, or 9.1%, from 2012 to 2013. The primary reason for the increase is the change in personnel. The Authority had two positions filled for a greater portion of 2013 as compared to 2012; two vacant positions were filled during 2012, resulting in the increase to direct staff expenses in 2013. The increase in health insurance expense is related to both an increase in the premium and to changes in the composition (family coverage versus single coverage) of employees' elections from the prior year. NYS Employees' Retirement System (NYRSERS) which increased \$4,697, or 10.0%. This increase is primarily a result of the increase in required employer contribution as a percentage of payroll from 2012 to 2013 and more employees.

The Authority employed a range of four to five salaried staff members during the years ended June 30, 2013 and three to five salaried staff members during the year ended June 30, 2012.

The next largest category of expenses was for professional fees. The following charts indicate the amount expended for professional fees for the years ended June 30, 2014, 2013 and 2012.

	<u>2014</u>	<u>2013</u>	<u>Increase/ (Decrease)</u>	<u>Percentage Change</u>
Legal fees	\$ 33,777	\$ 116,930	\$ (83,153)	-71.1%
Other professional fees	<u>35,334</u>	<u>26,865</u>	<u>8,469</u>	<u>31.5%</u>
Total Professional Fees	<u>\$ 69,111</u>	<u>\$ 143,795</u>	<u>\$ (74,684)</u>	<u>-51.9%</u>
	<u>2013</u>	<u>2012</u>	<u>Increase/ (Decrease)</u>	<u>Percentage Change</u>
Legal fees	\$ 116,930	\$ 178,695	\$ (61,765)	-34.6%
Other professional fees	<u>26,865</u>	<u>67,056</u>	<u>(40,191)</u>	<u>-59.9%</u>
Total Professional Fees	<u>\$ 143,795</u>	<u>\$ 245,751</u>	<u>\$ (101,956)</u>	<u>-41.5%</u>

Legal fees decreased \$83,153, or 71.1%, from 2013 to 2014 and \$61,765, or 34.6%, from 2012 to 2013 due to the level of litigation services required. Other professional fees decreased \$40,191, or 59.9% from 2012 to 2013, due to less expenditures in 2013 as the Authority had lower needs.

Directors of the Authority do not receive any compensation for their services but are reimbursed for any Authority related expenses, primarily travel expense for those attending meetings from outside the Buffalo area. The following chart details expenses connected with Authority meetings and Directors' travel.

Meeting expenses for the years ended June 30, 2014, 2013 and 2012 are as follows:

	<u>2014</u>	<u>2013</u>	<u>Increase/ (Decrease)</u>	<u>Percentage Change</u>
Facilities expenses - public board meetings	\$ 7,211	\$ 4,972	\$ 2,239	45.0%
	<u>2013</u>	<u>2012</u>	<u>Increase/ (Decrease)</u>	<u>Percentage Change</u>
Facilities expenses - public board meetings	\$ 4,972	\$ 5,944	\$ (972)	-16.4%
Public forums	-	2,092	(2,092)	-100.0%
Total Meeting Expenses	\$ 4,972	\$ 8,036	\$ (3,064)	-38.1%

Meeting expenses increased from 2013 to 2014 by \$2,239, or 45.0%. This increase is primarily due to the number of BFSA board meetings which increased in 2014 compared to 2013.

Meeting expenses decreased from 2012 to 2013 by \$3,064, or 38.1%. This decrease is primarily due to a decrease in expenses related to public forums, as a public forum was not held in 2013 as compared to the prior year.

Other expenses include various items necessary for the running of the Authority's offices, and are as follows for the fiscal years ended June 30, 2014, 2013 and 2012:

	<u>2014</u>	<u>2013</u>	<u>Increase/ (Decrease)</u>	<u>Percentage Change</u>
Office services including postage and delivery	\$ 5,831	\$ 5,520	\$ 311	5.6%
Rent	42,933	43,020	(87)	-0.2%
Telephone and data processing	8,745	8,638	107	1.2%
Office supplies	2,650	3,768	(1,118)	-29.7%
Public notices	1,095	-	1,095	N/A
Equipment	1,021	7,681	(6,660)	-86.7%
Total Other Expenditures	\$ 62,275	\$ 68,627	\$ (6,352)	-9.3%
	<u>2013</u>	<u>2012</u>	<u>Increase/ (Decrease)</u>	<u>Percentage Change</u>
Office services including postage and delivery	\$ 5,520	\$ 5,045	\$ 475	9.4%
Rent	43,020	42,063	957	2.3%
Telephone and data processing	8,638	11,710	(3,072)	-26.2%
Office supplies	3,768	3,836	(68)	-1.8%
Public notices	-	190	(190)	-100.0%
Equipment	7,681	2,951	4,730	160.3%
Total Other Expenditures	\$ 68,627	\$ 65,795	\$ 2,832	4.3%

In total, other expenses have remained relatively consistent over the last three fiscal years. The decrease in equipment of \$6,660 from 2013 to 2014 is due to the purchase of a multi-function copier machine in 2013. The decrease in telephone and data processing expense of \$3,072 from 2012 to 2013 was due a change in the internet provider at a lower cost.

The Authority's rental payments are made to the Buffalo Economic Renaissance Corporation, the economic development arm of the City, where they can be used toward the City's economic development efforts.

Debt Service Fund

The Authority did not enter into any new debt transactions during this fiscal year.

Contacting the Authority's Financial Management

This financial report is designed to provide, taxpayers, investors, and creditors with a general overview of the Authority's finances and to demonstrate its accountability for the money it receives. If you have questions about this report or need additional financial information, contact Jeanette M. Mongold-Robe, Executive Director, Buffalo Fiscal Stability Authority, 617 Main Street, Market Arcade Building - Suite 400, Buffalo, New York 14203.

BUFFALO FISCAL STABILITY AUTHORITY
(A Component Unit of the City of Buffalo, New York)

Statement of Net Position

June 30, 2014		2013
(With comparative totals as of June 30, 2013)	2014	(Restated)
Assets		
Cash and cash equivalents	\$ 462,886	\$ 12,634,077
Investments	15,810,494	15,281,526
Notes receivable - City of Buffalo due within one year	8,691,440	10,965,657
Due from other governments	14,813,705	15,821,124
Prepaid expenses	16,441	18,612
Notes receivable - City of Buffalo	41,350,754	50,282,996
Capital assets, net	6,004	8,819
Total assets	81,151,724	105,012,811
Liabilities		
Accounts payable	13,258	15,534
Accrued liabilities	1,038,672	1,276,568
Due to the City of Buffalo		
Sales tax	12,858,615	11,698,608
General purpose aid	-	1,441,534
Bonds payable		
Bonds due within one year	14,265,000	13,540,000
Bonds due beyond one year	52,572,856	67,551,019
Other postemployment benefits	471,762	427,917
Total liabilities	81,220,163	95,951,180
Net Position		
Net investment in capital assets	6,004	8,819
Restricted	15,132,944	26,495,665
Unrestricted	(15,207,387)	(17,442,853)
Total net position	\$ (68,439)	\$ 9,061,631

See accompanying notes.

BUFFALO FISCAL STABILITY AUTHORITY
(A Component Unit of the City of Buffalo, New York)

Statement of Activities

For the year ended June 30, 2014 (With comparative totals for June 30, 2013)	2014	2013 (Restated)
Expenses		
General and administrative	\$ 708,229	\$ 768,116
Distributions		
City of Buffalo - general operations	251,019,070	252,326,764
City of Buffalo School District	40,104,319	37,283,206
Interest expense	2,439,192	3,126,571
Total expenses	<u>294,270,810</u>	<u>293,504,657</u>
General revenues		
State aid	162,628,968	175,963,231
Sales tax	119,578,002	114,937,114
Interest and other income	2,933,770	3,417,558
Total general revenues	<u>285,140,740</u>	<u>294,317,903</u>
Change in net position	(9,130,070)	813,246
Net position - beginning as restated (Note 2)	<u>9,061,631</u>	<u>8,248,385</u>
Net position - ending	<u>\$ (68,439)</u>	<u>\$ 9,061,631</u>

BUFFALO FISCAL STABILITY AUTHORITY
(A Component Unit of the City of Buffalo, New York)

Balance Sheet - Governmental Funds

June 30, 2014

(With summarized comparative totals as of June 30, 2013)

	General	Debt Service	Total Governmental Funds	
			2014	2013
Assets				
Cash and cash equivalents	\$ 296,535	\$ 166,351	\$ 462,886	\$ 12,634,077
Investments	-	15,810,494	15,810,494	15,281,526
Due from other governments	13,708,112	51,147,787	64,855,899	77,069,777
Prepaid expenses	16,441	-	16,441	18,612
Total assets	\$ 14,021,088	\$ 67,124,632	\$ 81,145,720	\$ 105,003,992
Liabilities and Fund Balances				
Accounts payable	\$ 13,258	\$ -	\$ 13,258	\$ 15,534
Accrued liabilities	26,244	1,012,428	1,038,672	1,276,568
Due to the City of Buffalo	12,783,715	74,900	12,858,615	13,140,142
Total liabilities	12,823,217	1,087,328	13,910,545	14,432,244
Fund Balances				
Nonspendable:				
Prepaid expenses	16,441	-	16,441	18,612
Restricted:				
Debt service	-	66,037,304	66,037,304	76,851,312
State mandated initiatives	243,427	-	243,427	12,244,398
Unassigned	938,003	-	938,003	1,457,426
Total fund balances	1,197,871	66,037,304	67,235,175	90,571,748
Total liabilities and fund balances	\$ 14,021,088	\$ 67,124,632	\$ 81,145,720	\$ 105,003,992

BUFFALO FISCAL STABILITY AUTHORITY
(A Component Unit of the City of Buffalo, New York)

**Reconciliation of the Governmental Funds Balance Sheet
to the Statement of Net Position**

June 30, 2014

Total fund balances - governmental funds \$ 67,235,175

Amounts reported for governmental activities in the statement of net position are different because:

Capital assets net of accumulated depreciation used in governmental activities are not financial resources
and therefore are not reported as assets in governmental funds. 6,004

Certain liabilities are not due and payable currently and therefore are not reported
as liabilities of the governmental funds. These liabilities are

Bonds payable (66,837,856)
Other postemployment benefits (471,762) (67,309,618)

Net position - governmental activities \$ (68,439)

BUFFALO FISCAL STABILITY AUTHORITY
(A Component Unit of the City of Buffalo, New York)

**Statement of Revenues, Expenditures, and
Changes in Fund Balances - Governmental Funds**

For the year ended June 30, 2014
(With summarized comparative totals for June 30, 2013)

	General	Debt Service	Total Governmental Funds	
			2014	2013
Revenues				
State aid	\$ 162,628,968	\$ -	\$ 162,628,968	\$ 175,963,231
Sales tax	119,578,002	-	119,578,002	114,937,114
Interest income	19,405	2,914,365	2,933,770	3,417,558
Total revenues	282,226,375	2,914,365	285,140,740	294,317,903
Expenditures				
General and administrative	496,868	-	496,868	575,941
Distributions				
City of Buffalo - general operations	250,599,264	419,806	251,019,070	252,326,764
City of Buffalo School District	40,104,319	-	40,104,319	37,283,206
Employee benefits	164,701	-	164,701	141,155
Debt service				
Principal	-	13,540,000	13,540,000	14,535,000
Interest	-	3,152,355	3,152,355	3,839,734
Total expenditures	291,365,152	17,112,161	308,477,313	308,701,800
Excess expenditures	(9,138,777)	(14,197,796)	(23,336,573)	(14,383,897)
Other financing sources (uses)				
Operating transfers, net	(3,383,788)	3,383,788	-	-
Net change in fund balances	(12,522,565)	(10,814,008)	(23,336,573)	(14,383,897)
Fund balances - beginning	13,720,436	76,851,312	90,571,748	104,955,645
Fund balances - ending	\$ 1,197,871	\$ 66,037,304	\$ 67,235,175	\$ 90,571,748

See accompanying notes.

BUFFALO FISCAL STABILITY AUTHORITY
(A Component Unit of the City of Buffalo, New York)

**Reconciliation of the Governmental Funds Statement of Revenues,
Expenditures, and Change in Fund Balances to the Statement of Activities**

For year ended June 30, 2014

Total net change in fund balances - governmental funds \$ (23,336,573)

Amounts reported for governmental activities in the statement of activities are different because:

Capital outlays are reported in governmental funds as expenditures. However in the statement of activities, the cost of the assets is allocated over estimated useful lives as depreciation expense. This is depreciation expense recognized on the statement of activities. (2,815)

Payments of long-term liabilities are reported as expenditures in governmental funds, and reduce such liabilities in the statement of net position. 13,540,000

In the statement of activities, certain expenses are measured by the amounts earned during the year. In the governmental funds these expenditures are reported when paid. These differences are:

Amortization of bond premiums	713,163	
Other postemployment benefits	(43,845)	669,318

Change in net position - governmental activities \$ (9,130,070)

BUFFALO FISCAL STABILITY AUTHORITY

(A Component Unit of the City of Buffalo, New York)

Notes to Financial Statements

1. Summary of Significant Accounting Policies

Reporting Entity

The Buffalo Fiscal Stability Authority (the Authority) is a corporate governmental agency and instrumentality of the State of New York (the State) constituting a public benefit corporation created by the Buffalo Fiscal Stability Authority Act (the Act), Chapter 122 of the Laws of 2003, as amended from time to time. Although legally separate and independent of the City of Buffalo (the City), the Authority is a component unit of the City for financial reporting purposes and, accordingly, is included in the City's financial statements. The Act provides for the existence of the Authority through June 30, 2037.

The Authority is governed by nine directors, with seven appointed by the Governor. One of the seven must be a resident of the City. One director is appointed following the recommendation of the State Comptroller; one director is appointed on the joint recommendation of the temporary president of the Senate and the Speaker of the Assembly. The Mayor of the City and the County Executive of Erie County, New York serve as ex-officio members. The Governor also designates the chairperson and vice-chairperson from among the directors.

The Authority has power under the Act to monitor and oversee the finances of the City and "covered organizations" - City of Buffalo School District (the District), the Joint Schools Construction Board, Buffalo Urban Renewal Agency, Buffalo Municipal Housing Authority, and any governmental agency, public authority, or public benefit corporation which receives or may receive money directly, indirectly, or contingently from the City. The Authority is empowered to issue bonds and notes for various City purposes, defined in the Act as "Financeable Costs." The Act authorizes the issuance of bonds, notes, or other obligations in amounts necessary to pay any financeable costs and to fund reserves to secure such bonds. The aggregate principal amounts of such bonds, notes, or other obligations outstanding at any one time excluding refunding bonds of the City or the Authority can not exceed \$175,000,000. The Authority may also issue bonds, notes or other obligations to pay the cost of issuance of such borrowings, to establish debt service reserves, to refund or advance refund any outstanding notes of the City. The Authority may issue cash flow borrowings which do not count toward the above limit, but are limited to \$145,000,000 of aggregate principal amounts outstanding at any one time.

The Act provides the Authority different financial control and oversight powers depending upon whether the City's financial condition causes it to be in a control period or an advisory period. The Act defined and established a control period to be in effect as of the date of the Act and continue until specific conditions were met regarding the stability of the City's finances. In May 2012, the Authority determined such conditions had been met and resolved to enter into an advisory period effective July 1, 2012. An advisory period shall continue through June 30, 2037, unless a control period is reimposed. A control period may be reimposed if the Authority determines at any time that a fiscal crisis is imminent or that any of the certain events, as outlined in the Act, have occurred or are likely to occur.

The Act provides broad monitoring responsibility over the City's finances during a control period, including the requirements for the City to provide an annual financial plan for four years to be approved by the Authority. The Act also allows the Authority to establish a maximum level of spending, impose a wage or hiring freeze, review and approve or disapprove any contracts, settlements, debt issuances or collective bargaining agreements entered into by the City or covered organization, and may require the City to explore certain actions regarding merger of services with the County of Erie. Under an advisory period, the Authority's monitoring responsibilities continue to exist, however the Authority is not required to approve the various items as noted above, but will publicly comment on such items.

The Authority receives all sales tax revenues designated for the City and the District, and State aid to be paid to the City. State aid includes all general purpose local government aid, emergency financial assistance to certain cities, emergency financial assistance to eligible municipalities, supplemental municipal aid, and any successor or new aid appropriated by the State as local government assistance for the benefit of the City. The Authority is also entitled to receive all other aid, rents, fees, charges, payments and other income to the extent such amounts are pledged to bondholders of the City. The Authority maintains amounts it deems necessary for its operations and debt service requirements with the excess transferred to the City as frequently as practicable. On occasion, the Authority has been directed by the State to retain certain State aid amounts for the City's future use.

Basis of Presentation

Government-wide Statements: The statement of net position and the statement of activities display financial activities of the overall Authority. These statements are required to distinguish between *governmental* and *business-type* activities. Governmental activities generally are financed through taxes, intergovernmental revenues, and other nonexchange transactions. Business-type activities are financed in whole or in part by fees charged to external parties. The Authority does not maintain any business-type activities.

The statement of activities presents a comparison between direct expenses and program revenues for each function of the Authority's governmental activities. Given the specific nature of the Authority's purpose, its only function is displayed as monitoring of City finances.

Fund Financial Statements: The fund financial statements provide information about the Authority's funds. The emphasis of the fund financial statements is on major governmental funds, each displayed in a separate column.

The Authority reports the following major funds:

- *General fund.* This is the Authority's primary operating fund. It accounts for all financial resources except those required to be accounted for in another fund.
- *Debt service fund.* This fund is used to account for resources that are restricted, committed or assigned to expenditure for principal and interest payments on long-term debt obligations of governmental activities on behalf of the City. Financial resources that are being accumulated for principal and interest payments maturing in future years are also included in this fund.

The financial statements include certain prior year summarized comparative information in total but not by separate governmental activities and major funds. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the Authority's financial statements for the year ended June 30, 2013, from which the summarized information was derived.

Basis of Accounting and Measurement Focus

The government-wide statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded at the time liabilities are incurred, regardless of when the related cash flows take place. Nonexchange transactions, in which the Authority receives value directly without giving equal value in exchange, include State aid and sales taxes. On an accrual basis, revenue is recognized in the fiscal year for which taxes and State aid are earned or designated. Revenue from grants and donations is recognized in the fiscal year in which all eligibility requirements have been satisfied.

Governmental funds are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Under this method, revenues are recognized when measurable and available. The Authority considers all revenues reported in the governmental funds to be available if they are collected within sixty days after year end, with the exception of amounts determined by statute as State general purpose aid. By law, although designated for the current fiscal year, the amount is typically paid by the State in December.

Expenditures are recorded when the related fund liability is incurred, except for principal and interest on general long-term debt and claims and judgments, which are recognized as expenditures to the extent that they have matured. Capital asset purchases are reported as expenditures in governmental funds. Proceeds of long-term liabilities and equipment and property purchased under capital leases are reported as other financing sources.

Interest expense is recognized on the accrual basis in the government-wide financial statements. In the governmental fund statements, interest expenditures are recognized when funds are deposited in the debt service fund.

The Authority receives sales tax revenue several times each month, and receives interest earnings from time to time as investments mature. Funds for debt service are required to be set aside from revenues on a monthly basis. The Authority also withholds, as necessary, amounts which in its judgment are required for operations and operating reserves. Residual sales tax revenue and investment earnings are then transferred to the City.

No revenues are generated from operating activities of the Authority; therefore, all revenues are defined by the Authority as non-operating revenues. Revenues are received in the general and debt service funds. Expenses of the Authority that arise in the course of providing the Authority's oversight and debt issuance services, such as payroll and administrative expenses are considered operating expenses and are accounted for in the general fund. Expenditures related to debt issuance are considered non-operating expenses and are accounted for in the debt service fund.

Estimates

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

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, demand deposits and commercial paper with original maturities of three months or less.

Capital Assets

Assets are capitalized at historical cost if their value is greater than \$500 and have a useful benefit in excess of one year. Contributed assets are recorded at fair value at the time received. Depreciation is provided in the government-wide statements over estimated useful lives of five years using the straight-line method. Maintenance and repairs are expensed as incurred; significant improvements are capitalized.

Bond Premiums

In the government-wide statements, proceeds from the issuance of bonds received in excess of face value (premiums) are added to the bonded liability. These amounts are subsequently amortized on a straight-line basis as an offset of interest expense over the life of the bond. In the fund statements, these amounts are recognized currently as other financing sources.

Equity Classifications

Government-wide statements

- *Net investment in capital assets* - consists of capital assets, net of accumulated depreciation, reduced by outstanding balances of any related debt obligations attributable to the acquisition, construction, or improvement of those assets.
- *Restricted* – consists of restricted assets reduced by liabilities and deferred inflows of resources related to those assets if their use is constrained to a particular purpose. Restrictions are imposed by external organizations such as federal or state laws or by the terms of the Authority's bonds.
- *Unrestricted* – the net amount of assets, deferred outflows of resources, liabilities, and deferred inflows of resources that are not included in the determination of net investment in capital assets or the restricted component of net position and, therefore, are available for general use by the Authority.

Interfund Balances

The operations of the Authority include transactions between funds. These transactions may be temporary in nature, such as with interfund borrowings. Permanent transfers of funds include resources for required debt service payments.

In the government-wide statements, the amounts reported on the statement of net position for interfund receivables and payables, if any, represent amounts due between different fund types (governmental activities and fiduciary funds). Eliminations have been made for all interfund receivables and payables between the funds, with the exception of those due from or to the fiduciary funds, if any.

Governmental fund statements

The Authority considers restricted resources to have been spent first when expenditures are incurred for purposes for which both restricted and unrestricted fund balances are available.

Restricted fund balances and net position result from reserves created primarily by enabling legislation to preserve resources for future expenditures as required by budgetary regulations or bond instruments. Earnings on invested resources are required to be added to the reserves. Nonspendable fund balances represent resources that cannot be spent because they are not expected to be converted to cash and include prepaid expenses.

Fund balance and net position restrictions consist of the following:

Debt service - used to accumulate resources for a sinking fund in connection with the requirements of the related bond agreements.

State mandated initiatives – used to accumulate money provided by the State through aid and incentives for municipalities that is held by the Authority on behalf of the City. These funds are required to be used by the City for maintaining, stabilizing or reducing the real property tax burden; investing in technology or other efficiency and productivity initiatives that permanently minimize or reduce the City’s operating expenses; supporting economic development or infrastructure investments that are necessary to achieve economic revitalization and generate growth in real property tax base; or minimizing or preventing reductions in City services. The money will be disbursed by the Authority when requested by the City for the aforementioned initiatives.

2. Change in Accounting Principle

Effective, July 1, 2013, the Authority adopted GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*. GASB No. 65 requires bond issuance costs to be expensed as incurred and is applied retroactively by restating prior period financial statements as follows:

Net position previously reported	
July 1, 2012	\$ 9,637,594
Bond issuance costs	<u>(1,389,209)</u>
Restated net position	
July 1, 2012	<u>\$ 8,248,385</u>

The impact on the 2013 comparative statement of activities was to decrease interest expense by \$235,008 and increase in the change in net position by the same amount relative to the previously reported amortization of the debt issue costs.

3. Transactions with and on Behalf of the City

The Act and other legal documents of the Authority establish various financial relationships between the Authority, the City, and the District. The resulting financial transactions between the Authority, the City, and the District include the receipt and use of revenues as well as Authority debt issuances to fund financeable costs of the City.

The receipt and remittance of revenues in 2014 include:

- The receipt and remittance to the City of sales tax revenues. Revenues of \$119,578,002 were recorded, of which \$61,980,943 was or will be paid to the City and \$40,104,319 was designated for the District. The balance was retained for Authority operations and to provide for a debt service sinking fund.
- State aid of \$164,070,502 was received during 2014. Of this amount, \$1,441,534 was accrued as revenue in fiscal 2013. No amounts were accrued at June 30, 2014.
- Distributions paid or accrued to the City in 2014 totaled \$251,019,070, which includes \$61,980,943 sales tax receipts, \$188,597,880 state aid and other revenue and interest receipts of \$440,247.

4. Cash and Investments

Investment management is governed by State laws in accordance with the Act and as established in the Authority’s written policies. Cash resources must be deposited in FDIC-insured commercial banks or trust companies located within the State. The Executive Director is authorized to use demand accounts and certificates of deposit. Permissible investments include obligations of the United States Treasury and its Agencies, repurchase agreements, obligations of the State or its localities, and commercial paper of any bank or corporation provided it has the highest rating of two independent rating agencies.

Collateral is required for demand and time deposits and certificates of deposit not covered by Federal Deposit Insurance. Obligations that may be pledged as collateral are obligations of the United States and its agencies and obligations of the State and its municipalities and school districts.

Custodial credit risk is the risk that in the event of a bank failure the Authority’s deposits may not be returned to it. At June 30, 2014, the Authority’s bank deposits were fully collateralized by FDIC coverage and securities held by the pledging institution’s trust in the Authority’s name.

The Authority's cash and investments at June 30, 2014 consist of the following:

	Carrying Value	Fair Value
Cash	\$ 173,138	\$ 173,138
Money Market	289,748	289,748
U.S. Treasury SLGS	1,095,991	1,095,991
U. S. Treasury Bills	1,821,879	1,863,237
Fed'l National Mortgage		
Assn. Disc. Notes	4,871,206	4,980,222
Fed'l Home Loan Mortgage		
Corp. Med. Term Note	7,946,518	7,995,849
Accrued interest	74,900	74,900
	<u>\$ 16,273,380</u>	<u>\$ 16,473,085</u>

The risk and type of investments presented above generally indicate activity and positions held throughout the year. Maturities are generally short term with certificates of deposits issued with 30 day maturities and commercial paper due within 45 days of purchase.

5. Due from Governments

Due from Other Governments:

New York State:	
May and June sales tax receipts	\$ 13,708,110
Accrued interest	1,105,595
	<u>\$ 14,813,705</u>

Due from the City:

Mirror bond 2005A (1/15/2025), interest at 5.0% inclusive of premium of \$630,253	\$ 9,865,904
Mirror bond 2005B&C (1/15/2019), interest at 5.0% inclusive of premium of \$565,460	7,855,460
Mirror bond 2006A (1/15/2020), interest at 5.0% inclusive of premium of \$101,754	14,356,754
Mirror bond 2007A (1/15/2023), interest at 5.0% inclusive of premium of \$500,643	17,964,076
	<u>50,042,194</u>
Amount due within one year	8,691,440
	<u>\$ 41,350,754</u>

Amounts to be received from the City, net of bond premiums of \$1,798,110, on the mirror bonds are as follows:

Year ending June 30,	Principal	Interest
2015	\$ 8,691,439	\$ 2,412,204
2016	7,852,712	1,977,632
2017	6,293,597	1,584,997
2018	6,509,277	1,270,316
2019	6,315,816	944,853
2020-2024	12,278,784	1,393,234
2025	302,459	15,123
	<u>\$ 48,244,084</u>	<u>\$ 9,598,359</u>

6. Capital Assets

	2014
Furniture, fixtures, and computers	\$ 70,399
Accumulated depreciation	(64,395)
	<u>\$ 6,004</u>

Furniture, fixtures, and computers remained the same in fiscal 2014 offset by depreciation expense of \$2,815.

7. Long-Term Liabilities

	July 1, 2013	Increases	Decreases	June 30, 2014	Amounts Due in One Year
Series 2004A Bond, maturing August 2014 with interest ranging from 4.0% to 5.25% over the life of the bond.	\$ 6,270,000	\$ -	\$ 3,055,000	\$ 3,215,000	\$ 3,215,000
Series 2005A bond maturing September 2025 with interest ranging from 4.0% to 5.0% over the life of the bond.	13,475,000	-	2,045,000	11,430,000	2,090,000
Series 2005B&C bond maturing September 2019 with interest at 5.0% over the life of the bond.	17,240,000	-	4,805,000	12,435,000	5,145,000
Series 2006A bond maturing September 2020 with interest ranging from 4.0% to 5.0% over the life of the bond.	18,150,000	-	1,900,000	16,250,000	1,995,000
Series 2007A bond maturing September 2023 with interest ranging from 4.0% to 5.0% over the life of the bond.	21,565,000	-	1,735,000	19,830,000	1,820,000
	76,700,000	-	13,540,000	63,160,000	14,265,000
Premiums:					
2004A	204,139	-	203,807	332	-
2005A	1,303,525	-	106,663	1,196,862	-
2005B	1,677,086	-	269,532	1,407,554	-
2006A	635,476	-	77,923	557,553	-
2007A	570,793	-	55,238	515,555	-
	4,391,019	-	713,163	3,677,856	-
	\$ 81,091,019	\$ -	\$ 14,253,163	\$ 66,837,856	\$ 14,265,000

Debt service requirements:

Year ending June 30,	Principal	Interest
2015	\$ 14,265,000	\$ 2,814,503
2016	8,780,000	2,175,244
2017	7,935,000	1,763,844
2018	6,380,000	1,360,594
2019	6,600,000	1,040,256
2020-2024	18,605,000	1,603,081
2025-2026	595,000	21,854
	\$ 63,160,000	\$ 10,779,376

Lease obligations:

The Authority leases office space from a City related entity under the terms of an expired operating lease with a month to month arrangement. Rental expense amounted to \$42,933 for the year ended June 30, 2014.

8. Contributions to Pension Plans

The Authority participates in the New York State and Local Employees' Retirement System (ERS), which is a cost-sharing multiple employer, public employee retirement system. ERS offers a wide range of plans and benefits which are related to years of service and final average salary, vesting of retirement benefits, death and disability.

The New York State Retirement and Social Security Law governs obligations of employers and employees to contribute and provide benefits to employees. ERS issues a publicly available financial report that includes financial statements and required supplementary information. This report may be obtained from the New York State and Local Retirement System at www.osc.state.ny.us/retire.

No employee contribution is required for those employees who entered ERS prior to July 1976. ERS requires employee contributions of 3% of salary for the first 10 years of service for those employees who joined ERS from July 1976 through December 2009. Participants hired on or after January 1, 2010 through March 31, 2012 are required to contribute 3% of compensation throughout their active membership. Participants hired on or after April 1, 2012 are required to contribute a percentage ranging from 3% to 6% each year, based on their level of compensation. The Comptroller annually certifies the rates used, expressed as a percentage of the wages of participants, to compute the contributions required to be made by the Authority to the pension accumulation fund. The required contributions and rates over the past three years were:

	Amounts	Rates
2014	\$ 68,710	16.9%-21.0%
2013	53,237	10.1%-18.6%
2012	47,692	15.8%

The Authority's payments made to the System were equal to 100% of the required amount for each year.

9. Postemployment Healthcare Benefits

The Authority maintains a single-employer defined benefit healthcare plan (the Plan) providing for lifetime cost sharing of medical, dental, and vision premiums to eligible retirees and spouses.

The Plan does not issue a publicly available financial report. Eligibility is based on covered employees who retire from the Authority whom are over age 55 and have a minimum of ten or more years of service. The required contribution is on a pay-as-you-go basis, with no current funding of actuarially determined liabilities. For the year ended June 30, 2014, there were no retirees of the Authority receiving benefits.

The Authority's annual other postemployment benefit (OPEB) expense is calculated based on the annual required contribution of the Authority (ARC). The Authority has elected to calculate the ARC and related information using the projected unit credit cost method permitted by GASB. The ARC represents a level funding that, if paid on an ongoing basis, is projected to cover the normal cost each year and to amortize the unfunded actuarial liability over 10 years.

The following table summarizes the Authority's annual OPEB for the year ended June 30, 2014:

Annual required contribution	
Normal cost	\$ 57,436
Amortization of unfunded actuarial accrued liability	12,084
Annual required contribution	69,520
Interest on net OPEB obligation	17,117
ARC adjustment	(42,792)
Annual OPEB cost	43,845
Contributions made	-
Increase in net OPEB obligation	43,845
Net OPEB obligation - beginning of year	427,917
Net OPEB obligation - end of year	\$ 471,762

The Authority's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB for the past three years were as follows:

Year Ended June 30,	Annual OPEB Cost	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
2014	\$ 43,845	0%	\$ 471,762
2013	56,654	0%	427,917
2012	57,041	0%	371,263

As of June 30, 2012, the most recent alternative measurement method date, the actuarial accrued liability for future benefits was \$116,194, all of which is unfunded. The annual payroll of employees eligible to be covered by the Plan was \$319,377, and the ratio of the unfunded actuarial accrued liability to the covered payroll was 36%.

The projection of future benefit payments for an ongoing plan involves estimates of the value of reported amounts and assumptions about the probability of occurrence of events into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the Plan and ARC of the Authority are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future.

Projections of benefits for financial reporting purposes are based on the Plan as understood by the Authority and Plan members and include the types of benefits provided at the time of each valuation and the historical pattern of sharing benefit costs between the Authority and Plan members. The methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

The following assumptions were made:

Retirement age for active employees – Employees will not retire before age 62 and ten years of service

Marital status – 100% of future retirees will be married, with male spouses three years older than female spouses

Mortality – RP2000, mortality table for males and females projected 10 years

Turnover – Standard turnover assumptions - GASB 45 Paragraph 35b

Payroll growth – 4% payroll growth rate

Healthcare cost trend rate – Initial rate of 8%, reduced to an ultimate rate of 4.7% after ten years; dental plan 3.5% reduced to 3% after year 2; and vision plan 3%.

Health insurance premiums – 2012 health insurance premiums were used as the basis for calculation of the present value of total benefits to be paid.

Discount rate – 4%

Amortization method – 10 years, level percentage

BUFFALO FISCAL STABILITY AUTHORITY
(A Component Unit of the City of Buffalo, New York)

Required Supplementary Information (Unaudited)
Schedule of Funding Progress for Other Postemployment Benefits

June 30, 2014

Actuarial Valuation Date	Actuarial Value of Assets (a)	Unfunded Actuarial Accrued Liability (UAAL) (b)	Deficiency of Assets over UAAL (a-b)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b- a)/c)
1/1/2008	\$ -	\$ 225,100	\$ (225,100)	0%	\$ 360,000	63%
6/30/2011 *	\$ -	\$ 83,458	\$ (83,458)	0%	\$ 228,327	37%
6/30/2012 *	\$ -	\$ 116,194	\$ (116,194)	0%	\$ 319,377	36%

*Alternative Measurement Method

BUFFALO FISCAL STABILITY AUTHORITY
(A Component Unit of the City of Buffalo, New York)

Supplementary Information
Schedule of Administrative Expenditures - General Fund

For the years ended June 30,	2014	2013
General and Administrative		
Board functions		
Public meeting expenses	\$ 7,211	\$ 4,972
Staff expenses		
Wages	348,621	348,069
Professional development	4,913	5,740
Parking	3,978	3,986
Payroll processing fees	759	752
	<u>358,271</u>	<u>358,547</u>
Central services		
Postage, printing and dues	4,347	3,717
Rent	42,933	43,020
Telephone and data processing	8,745	8,638
Insurance	1,484	1,803
Office supplies	2,650	3,768
	<u>60,159</u>	<u>60,946</u>
Administrative		
Professional fees and consultants	35,334	26,865
Legal fees	33,777	116,930
Public notices	1,095	-
Equipment	1,021	7,681
	<u>71,227</u>	<u>151,476</u>
Total General and Administrative	<u>496,868</u>	<u>575,941</u>
Employee Benefits		
New York State Employees' Retirement System contributions	72,336	51,892
Social Security and Medicare taxes	26,666	26,197
Medical insurance net of employee contributions	65,699	63,066
Total Employee Benefits	<u>164,701</u>	<u>141,155</u>
Total general and administrative expenditures and employee benefits - general fund	<u>\$ 661,569</u>	<u>\$ 717,096</u>

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

The Board of Directors
Buffalo Fiscal Stability 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 financial statements of the governmental activities and each major fund of Buffalo Fiscal Stability Authority (the Authority), a component unit of the City of Buffalo, New York, as of and for the year ended June 30, 2014, and the related notes to the financial statements, which collectively comprise the Authority's financial statements, and have issued our report thereon dated September 24, 2014.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, 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 opinions on the 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 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.

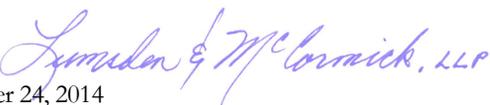
Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not 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 the Authority's 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 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*.

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 provide an opinion on the effectiveness of the entity'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 entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.


September 24, 2014

**INDEPENDENT AUDITORS' REPORT ON COMPLIANCE WITH SECTION 2925(3)(f) OF
THE NEW YORK STATE PUBLIC AUTHORITIES LAW**

The Board of Directors
Buffalo Fiscal Stability Authority

We have audited, in accordance with auditing standards generally accepted in the United States of America, the accompanying financial statements of Buffalo Fiscal Stability Authority (the Authority), a component unit of the City of Buffalo, New York, as listed in the table of contents, as of June 30, 2014, which collectively comprise the Authority's financial statements, and we have issued our report thereon dated September 24, 2014.

In connection with our audit, nothing came to our attention that caused us to believe that the Authority failed to comply with Section 2925(3)(f) of the New York State Public Authorities Law regarding investment guidelines during the year ended June 30, 2014. However, our audit was not directed primarily toward obtaining knowledge of such noncompliance. Accordingly, had we performed additional procedures, other matters may have come to our attention regarding the Authority's noncompliance with the above rules and regulations.

The purpose of this report is solely to describe the scope and results of our testing. This communication is not suitable for any other purpose.



September 24, 2014