



OFFICE OF THE DISTRICT OF COLUMBIA AUDITOR

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**Sufficiency Certification for the Washington Convention
Center Authority's Projected Revenues and Excess Reserve
to Meet Projected Operating and Debt Service Expenditures
and Reserve Requirements for Fiscal Year 2010**

July 17, 2009



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The Honorable Vincent C. Gray, Chairman
Council of the District of Columbia
1350 Pennsylvania Ave., N.W. Suite 504
Washington, D.C. 20004

Letter Report: Sufficiency Certification for the Washington Convention Center Authority's Projected Revenues and Excess Reserve to Meet Projected Operating and Debt Service Expenditures and Reserve Requirements for Fiscal Year 2010

Dear Chairman Gray and Members of the Council of the District of Columbia:

Pursuant to Section 305 (b) of the "Washington Convention Center Authority Act of 1994," (the Act), D.C. Law 10-188,¹ as amended, D.C. Code, 2001 Ed. § 10-1203.05 (b), the District of Columbia Auditor (Auditor) shall prepare and deliver to the Mayor, Council of the District of Columbia (Council), Chief Financial Officer of the District of Columbia (CFO), and the Chairman of the Washington Convention Center Authority (WCCA) a certification of the sufficiency of WCCA's projected revenues and excess reserve to meet its projected expenditures and reserve requirements for the upcoming fiscal year (FY). This certification letter report sets forth the Auditor's determination of the sufficiency of WCCA's projected revenues and excess reserve to meet its projected FY 2010 expenditures and reserve requirements. The sources of revenues and excess reserve are:

1. taxes imposed pursuant to D.C. Code, 2001 Ed. § 47-2002.02 and § 47-2202.01, which are estimated by the Office of the Chief Financial Officer's (OCFO) Office of Revenue Analysis (ORA), and are to be transferred to WCCA by the Mayor from the Office of Tax and Revenue (OTR);
2. WCCA's projected operating revenues; and
3. amounts in any reserve fund or account (other than debt service reserve fund or account for indebtedness) which exceed the required minimum balance for such fund or account, as certified by WCCA.

¹ See Section 305 (b), the Washington Convention Center Authority Act of 1994, as amended, D.C. Law 10-188, D.C. Code, 2001 Ed. § 10-1203.05 (b).

Based upon a comparative analysis of WCCA's projected revenues and excess reserve, the Auditor determined that WCCA's projected revenues and excess reserve should be sufficient to cover its expenditures and reserve requirements for FY 2010 barring any unforeseen events that would adversely impact revenues and expenditures.

The Auditor's analysis indicated that WCCA's projected FY 2010 revenues and excess reserve should exceed expenditures by approximately \$66.6 million. Therefore, the Auditor hereby certifies that WCCA's projected FY 2010 revenues and reserve balance of \$169.35 million should be sufficient to meet projected expenditures and reserve requirements of \$102.75 million for FY 2010.

OBJECTIVE, SCOPE, AND METHODOLOGY

The objective of this analysis was to determine whether WCCA's projected dedicated tax revenues, operating revenue, and excess reserve will be sufficient to meet its projected operating and debt service expenditures, reserve requirements, and capital improvement expenditures for FY 2010.

In preparing this certification, the Auditor: (a) reviewed applicable District of Columbia laws;² (b) interviewed WCCA and ORA personnel; (c) reviewed WCCA's audited financial statements for FY 2005 through FY 2008 and WCCA's FY 2009 internal unaudited financial statements, as of May 31, 2009; (d) reviewed WCCA's FY 2010 budget, as approved by its Board of Directors; and (e) performed detailed analyses of WCCA's historical and projected revenues and expenditures.

In determining the reliability and sufficiency of WCCA's projected revenues for FY 2010, the Auditor relied on dedicated tax revenue information provided by ORA and other financial information provided by WCCA officials. In determining the soundness of WCCA's projected expenditures and debt service requirements for FY 2010, the Auditor relied, in part, on information provided by WCCA's Chief Financial Officer (CFO).

The sufficiency review was performed in accordance with standards applicable to attestation engagements contained in Government Auditing Standards issued by the Comptroller General of the United States. Consistent with these standards, the Auditor's review included an examination, on a test basis, of evidence supporting WCCA's projections of FY 2010 revenues, expenditures, and excess reserve. The examination included such other procedures as deemed necessary and appropriate under the circumstances. The Auditor believes that this review provides a reasonable basis for the FY 2010 sufficiency certification statement.

The Auditor notes that estimates are based on information that can, and often does, change rapidly thus resulting in revisions to estimates after the Auditor's certification.

² The Auditor reviewed Section 305 (b) of the "Washington Convention Center Authority Act of 1994," D.C. Law 10-188, as amended, D.C. Code, 2001 Ed. § 10-1203.05 (b); the "Washington Convention Center Authority Financing Amendment Act of 1998, D.C. Law 12-142; and D.C. Code, 2001 Ed. § 47-2002.02 and § 47-2202.01.

Consequently, the Auditor does not, and cannot, guarantee the validity of the estimates and only certifies that the dedicated tax revenue estimate, operating revenue estimate, and excess reserve estimate, at the time of certification, appeared sufficiently supported and achievable by WCCA. Additionally, the validity and accuracy of the Auditor's sufficiency analysis and calculation are predicated upon the extent to which: (a) ORA officials have provided sound estimates of dedicated tax revenues for the upcoming fiscal year; and (b) WCCA officials have fully disclosed and provided reliable and accurate information to the Auditor regarding WCCA's operating and capital improvement expenses, debt service and marketing contract costs, and any other expenses relevant to the Auditor's sufficiency certification.

BACKGROUND

The Act, effective September 28, 1994, as amended, established the Washington Convention Center Authority as an independent corporate instrumentality of the District of Columbia government to facilitate the construction of a new convention center and for various other purposes. Section 10-1202.02 (b) of the D.C. Code provides:

Notwithstanding any other provisions of this chapter, the general purpose of the Authority is to acquire, construct, equip, maintain, and operate the New Convention Center, in whole or in part, directly or under contract, and engage in other activities as it deems appropriate to promote trade shows and conventions, or other events, closely related to activities of the New Convention Center, and to maintain and operate the Existing Convention Center until such time as the New Convention Center is completed and opened for operation.³

WCCA is governed by a nine-member Board of Directors (Board). Currently, the Board consists of the CFO of the District of Columbia and another District government official designated by the Mayor. Both serve as ex-officio voting members with four-year terms. Additionally, seven public members (who must meet statutorily prescribed criteria) are appointed to four-year terms by the Mayor with the advice and consent of the Council. According to WCCA's enabling legislation, two public Board members shall be individuals from the hospitality industry and organized labor, and the remaining five members must possess expertise in economic development, construction, tourism, municipal finance, or business finance. The daily management of WCCA is under the direction of a Chief Executive Officer (CEO) and General Manager who is appointed by WCCA's Board.

In accordance with D.C. Code, 2001 Ed. § 10-1203.07, WCCA receives 4.45% of the District's 14.5% sales and use tax on hotel room charges, and 1% of the District's 10% sales and use tax on restaurant meals, alcoholic beverages consumed on the premises, and automobile rental charges. These sales and use taxes are referred to as dedicated tax revenues.

³ The new Washington Convention Center opened in April 2003. In July 2004, WCCA and District officials signed a lease agreement granting WCCA the exclusive right to use the old convention center site. WCCA agreed to use the leased premises solely to raze and demolish the old facility in order to build and operate a public parking lot. The parking lot was constructed in 2005 and became operational in January 2006.

Dedicated tax payments are collected through a lockbox arrangement established by the District OCFO's Office of Finance and Treasury (OFT) with Wachovia Bank, formerly First Union Bank. The lockbox arrangement, which is governed by a collections agreement, was established for the collection, segregation, and the immediate transfer of dedicated taxes to the Trustee for WCCA. In accordance with the collections agreement, the following four accounts were established under the lockbox arrangement: (1) Transfer Account; (2) Exceptions Account; (3) WCCA Dedicated Account; and (4) the District Account. The District is required to keep the lockbox arrangement in place for as long as WCCA has outstanding bonds.

Tax receipts deposited into the WCCA Dedicated Account are assigned to, pledged to, and received daily by a trustee bank.⁴ The trustee bank then deposits these funds in the WCCA Revenue Account for WCCA's use in accordance with the Amended Master Trust Agreement.⁵

In accordance with the Amended Master Trust Agreement, WCCA was required to establish and maintain certain funds and sub-accounts, referred to as pledged funds, at the time bonds were issued. (See Appendix I for the funds and accounts established in accordance with the Amended Master Trust Agreement). The establishment and funding of these various funds and sub-accounts ensures that monies are available for the repayment of bond principal and interest. The flow of dedicated taxes through the lockbox to other funds and accounts established by the Amended Master Trust Agreement are presented in Appendix II.

WCCA is required to maintain minimum balances in the Operating and Marketing Reserve Account, Senior Debt Service Reserve Account, Marketing Account, Redemption Fund, Capital Renewal and Replacement Fund, and a Debt Service Reserve Account.⁶ Any balance remaining in these accounts, after deducting the minimum balance requirements, represents WCCA's excess reserve. The Rebate Fund and the Redemption Fund, although required to be established, have not been activated because they are not presently needed.

⁴ Bank of New York is the trustee bank. It is the depository for the bond proceeds and receives daily deposits of dedicated tax revenues from the WCCA Dedicated Account.

⁵ See the Amended and Restated Master Trust Agreement dated as of February 1, 2007 (the Amended Master Trust Agreement) as supplemented by a Second Supplemental Trust Agreement dated as of February 1, 2007 (the Second Supplemental Trust Agreement), between the Washington Convention Center Authority (WCCA) and the Bank of New York, as trustee. The Amended Master Trust Agreement provides for the deposit of dedicated tax receipts into the revenue account and their subsequent transfer to other funds and accounts including the revenue stabilization account, operating and marketing reserve fund, and others outlined in the agreement.

⁶ The Debt Service Reserve Account was established by WCCA in FY 2009.

RESULTS OF ANALYSIS

BARRING ANY SIGNIFICANT CHANGES, THE WASHINGTON CONVENTION CENTER AUTHORITY'S FY 2010 PROJECTED REVENUES AND EXCESS RESERVE APPEAR SUFFICIENT TO MEET PROJECTED EXPENDITURES AND RESERVE REQUIREMENTS

WCCA's FY 2010 projected revenues from dedicated taxes and operating revenue, and projected excess amounts in reserve accounts are estimated to total approximately \$169.35 million. This includes \$93.1 million in dedicated tax revenue,⁷ \$14.7 million in operating revenue, and \$61.55 million in excess reserve funds.

WCCA's FY 2010 projected expenditures and reserve requirements are estimated to total approximately \$102.75 million and include: \$34.9 million for debt service, \$35.6 million for operating expenditures, \$11.3 million for payment to marketing agencies, and \$19.9 million for capital improvement expenditures (including carryover of capital funds not expended in FYs 2008 and 2009). Additionally, WCCA's projected expenditures for other costs associated with its central plant (interest expense and financing arrangements) total \$1.05 million.

The Auditor's analysis indicates that WCCA's revenues and excess reserve estimate appear sufficient to meet projected expenditures and reserve requirements for FY 2010. In fact, WCCA's FY 2010 revenues and excess reserve are projected to exceed expenditures by approximately \$66.6 million.

Table I presents the sufficiency calculation of WCCA's projected revenues and excess reserve to meet projected expenditures and reserve requirements for FY 2010.

⁷ See letter dated June 22, 2009, from the District's Chief Financial Officer to the Mayor of the District of Columbia and the Chairman of the Council of the District of Columbia, certifying the District's revenue estimates for FY 2009 to FY 2013. The CFO's certification also presents the OCFO's estimated dedicated tax transfers to WCCA for those fiscal years.

TABLE 1

**Sufficiency Calculation of WCCA's Projected Revenues and Excess Reserve to Meet
Projected Expenditures and Reserve Requirements for Fiscal Year 2010
(millions)**

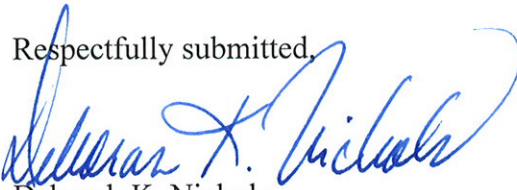
<u>Category</u>	<u>Amount</u>
Revenues	
FY 2010 Dedicated Tax Estimate (revised June 2009)	\$ 93.1
FY 2010 Operating Revenue Estimate	<u>14.7</u>
Subtotal Revenues	\$107.8
<hr/>	
Reserves	
Excess Reserve Estimate*	<u>\$ 61.55</u>
Sum of Projected FY 2010 Revenues and Excess Reserve Estimate	\$169.35
<hr/>	
Expenditures	
Debt Service	34.9
Operating Expenditures	35.6
Marketing Agencies	11.3
Capital Improvement Expenditures	19.9
Other Interest Expense & Financing Arrangements (Central Plant)	<u>1.05</u>
 Sum of Projected FY 2010 Expenditures	 \$102.75
<hr/>	
 Projected Revenue and Excess Reserve Estimate Over Projected Expenditures	 <u>\$66.6</u>

Sources: WCCA's FY 2010 Budget Submission and Supporting Documentation, and the OCFO's FY 2010 dedicated tax revenue estimate.

*The FY 2010 excess reserve estimate already takes into account the actuals as of June 30, 2009, and the updated FY 2009 projections.

AUDITOR'S CERTIFICATION

Based upon the Auditor's analysis of information provided by WCCA and ORA as of the date of this certification, WCCA's total projected revenues and excess reserve estimate of \$169.35 million for FY 2010 appear sufficient to cover its projected expenditures totaling \$102.75 million. According to the Auditor's calculation, WCCA's FY 2010 estimated revenues and excess reserve are expected to exceed its projected expenditures and reserve requirements by \$66.6 million. These factors taken as a whole constitute a reasonable basis for the Auditor's sufficiency certification. Therefore, the Auditor hereby certifies that, as of the date of this certification, WCCA's projected revenues and excess reserve should be sufficient to meet projected expenditures and reserve requirements for FY 2010.

Respectfully submitted,

Deborah K. Nichols
District of Columbia Auditor

APPENDICES

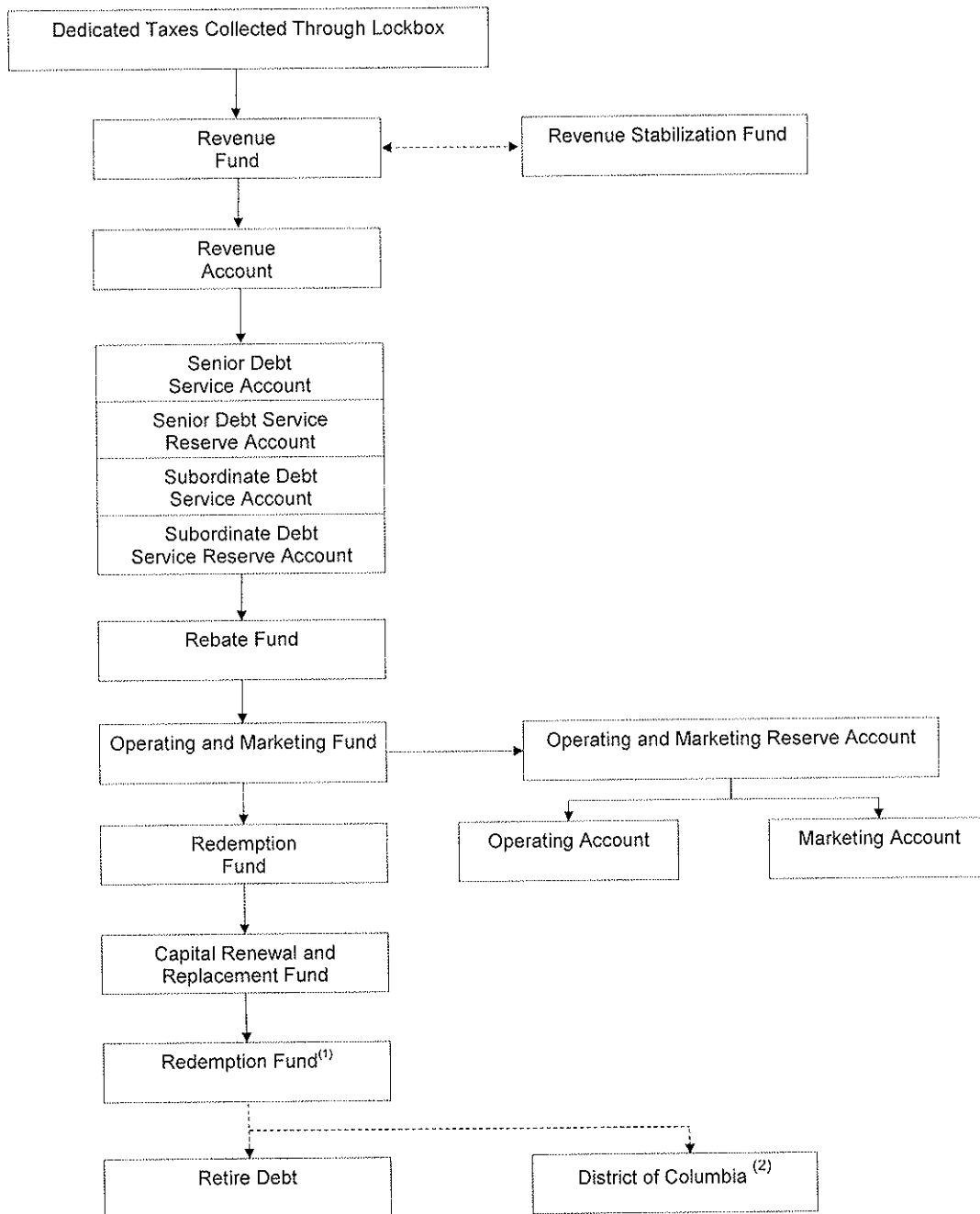
APPENDIX I

**Summary of Certain Funds and Accounts
In the Amended Master Trust Agreement**

	<u>Senior Debt Service Reserve Account</u>	<u>Operating and Marketing Reserve Account</u>	<u>Capital Renewal and Replacement Fund</u>	<u>Revenue Stabilization Account</u>	<u>Debt Service Reserve Account</u>
Projected Balance as September 30, 2010	\$34,656,908	\$26,240,649	\$24,965,128	\$3,366	\$10,545,963
Minimum Balance Required Before Surtax Triggered	Not applicable	Six months of the budgeted operating and marketing expenses of WCCA, (currently estimated to be \$23,000,000)	2% of Costs of Projects, adjusted for inflation (estimated to be \$17,000,000)	Not applicable	Not applicable
Maximum Permitted Per Amended Master Trust Agreement	Not applicable	1.5x annual operating and marketing budget (combined with Revenue Stabilization Account)	5% of Costs of Projects, adjusted for inflation	1.5x annual operating and marketing budget (combined with O&M Reserve Account Balance)	\$35,000,000
Fill-up Mechanics	To Minimum Level Required: -Follows flow of funds priority	To Minimum Level Required: -Follows flow of funds priority	To Minimum Level Required: -Follows flow of funds priority	Deposits to Revenue Stabilization Account can be made only after all other Funds and Accounts are fully funded in each semi-annual period	Two \$3.5M deposits will be made annually
	Discretionary in Excess of Minimum:	Discretionary in Excess of Minimum:	Discretionary in Excess of Minimum:		
	-Can only be filled on any April 1 or October 1 when all other Funds and Accounts are fully funded	-Can only be filled on any April 1 or October 1 when all other Funds and Accounts are fully funded	-Can only be filled on any April 1 or October 1 when all other Funds and Accounts are fully funded		

Flow of Funds

The Amended Master Trust Agreement provides for Revenues deposited into the Revenue Account from the Lockbox Account to be transferred to other Funds and Accounts as set forth in the chart and described in the text below.



1. For reimbursement obligations and swap termination payments, if any.

2. Any excess may flow, at the direction of an Authorized Officer of WCCA, to the General Fund of the District at the end of a Fiscal Year only after debt service requirements are satisfied, reserves are filled to the maximum allowable levels, and WCCA has met its pay as you go capital spending needs.