

Pennsylvania Intergovernmental Cooperation Authority



**Annual Report
for
Fiscal Year 2004**

October, 2004

**PENNSYLVANIA INTERGOVERNMENTAL
COOPERATION AUTHORITY**

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Authority Counsel

Reed Smith LLP

Independent Auditors

Deloitte & Touche LLP

The Mission of the Authority

The mission of the Authority, as stated in its enabling legislation, is as follows:

Policy.--It is hereby declared to be a public policy of the Commonwealth to exercise its retained sovereign powers with regard to taxation, debt issuance and matters of Statewide concern in a manner calculated to foster the fiscal integrity of cities of the first class to assure that these cities provide for the health, safety and welfare of their citizens; pay principal and interest owed on their debt obligations when due; meet financial obligations to their employees, vendors and suppliers; and provide for proper financial planning procedures and budgeting practices. The inability of a city of the first class to provide essential services to its citizens as a result of a fiscal emergency is hereby determined to affect adversely the health, safety and welfare not only of the citizens of that municipality but also of other citizens in this Commonwealth.

Legislative intent.--

(1) It is the intent of the General Assembly to:

(i) provide cities of the first class with the legal tools with which such cities can eliminate budget deficits that render them unable to perform essential municipal services;

(ii) create an authority that will enable cities of the first class to access capital markets for deficit elimination and seasonal borrowings to avoid default on existing obligations and chronic cash shortages that will disrupt the delivery of municipal services;

(iii) foster sound financial planning and budgetary practices that will address the underlying problems which result in such deficits for cities of the first class, which city shall be charged with the responsibility to exercise efficient and accountable fiscal practices, such as:

(A) increased managerial accountability;

(B) consolidation or elimination of inefficient city programs;

(C) recertification of tax-exempt properties;

(D) increased collection of existing tax revenues;

(E) privatization of appropriate city services;

(F) sale of city assets as appropriate;

(G) improvement of procurement practices including competitive bidding procedures; and

(H) review of compensation and benefits of city employees; and

(iv) exercise its powers consistent with the rights of citizens to home rule and self government.

(2) The General Assembly further declares that this legislation is intended to remedy the fiscal emergency confronting cities of the first class through the implementation of sovereign powers of the Commonwealth with respect to taxation, indebtedness and matters of Statewide concern. To safeguard the rights of the citizens to the electoral process and home rule, the General Assembly intends to exercise its power in an appropriate manner with the elected officers of cities of the first class.

(3) The General Assembly further declares that this legislation is intended to authorize the imposition of a tax or taxes to provide a source of funding for an intergovernmental cooperation authority to enable it to assist cities of the first class and to incur debt of such authority for such purposes; however, the General Assembly intends that such debt shall not be a debt or liability of the Commonwealth or a city of the first class nor shall debt of the authority payable from and secured by such source of funding create a charge directly or indirectly against revenues of the Commonwealth or city of the first class.

Source: Pennsylvania Intergovernmental Cooperation Authority Act for Cities of the First Class (Act of June 5, 1991, P.L. 9, No. 6) (the "PICA Act") Section 102.

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October, 2004

To: The Governor and the General Assembly of the Commonwealth of Pennsylvania
The Chairperson and the Minority Chairperson of the Appropriations Committee of the
Pennsylvania Senate
The Chairperson and the Minority Chairperson of the Appropriations Committee of the
Pennsylvania House of Representatives
The Mayor, the City Council and the Controller of the City of Philadelphia
Other Parties Concerned with the Restoration of Financial Stability of and Achieving
Balanced Budgets for the City of Philadelphia

As the Pennsylvania Intergovernmental Cooperation Authority (“PICA”) marks its thirteenth anniversary, we are pleased to provide you with this Annual Report for the fiscal year ended June 30, 2004 (“FY2004”). In 1991, the City of Philadelphia (“City”) faced a deficit of \$137 million, a lagging capital investment program, and lacked a coherent fiscal planning mechanism. Although the City ended FY2004 with a technical deficit, the City projects a balanced budget for the next five years, a stronger capital replacement and maintenance program, and the continued success of the annual Five-Year Financial Plan required by PICA. Though the City faces challenges, including a struggling Philadelphia Gas Works, and an underperforming Pension Fund, we remain confident in PICA’s ability to help the City maintain a positive fiscal outlook.

Even after thirteen years, PICA continues to have a significant role in the ongoing City financial recovery. FY2004 activity included (1) the approval of a Five-Year Financial Plan for Fiscal Years 2005 through 2009 which anticipates balanced budgets and tax reductions in each component year; (2) monitoring Five-Year Financial Plan compliance; (3) continuing review and monitoring of the City’s operations; (4) oversight as to utilization of remainder moneys borrowed by PICA for City capital projects, productivity enhancements and indemnity costs (deficit reduction); and (5) service as the primary independent source of objective information and opinion for the benefit of the citizens of the City and the Commonwealth as well as for the media, the financial community and other outside observers.

The PICA Board has been gratified by the recognition PICA regularly receives from the financial community and the media for its successful performance as the agency charged with the responsibility for oversight and monitoring of the City's finances. We would be remiss if we failed to acknowledge and express our sincere appreciation for the continuous support PICA receives from the Governor and the General Assembly, and also for the ongoing cooperation of Philadelphia's Mayor, City Council and City Controller. This support and cooperation are vital factors to PICA's continuing success and the City's ongoing financial recovery.

Lauri A. Kavulich, Esquire
Chair

William J. Leonard, Esquire
Esquire

Gregg R. Melinson,

Kenneth I. Trujillo, Esquire

Michael A. Karp

PICA Annual Report Requirements

The Pennsylvania Intergovernmental Cooperation Authority Act for Cities of First Class, Act of 1991, P.L. 9, No. 6 at §203(b)(5) requires PICA:

To make annual reports within 120 days of the close of the Authority's fiscal year commencing with the fiscal year ending June 30, 1992, to the Governor and the General Assembly describing its progress with respect to restoring the financial stability of assisted cities and achieving balanced budgets for assisted cities, such reports to be filed with the Governor, with the presiding officers of the Senate and the House of Representatives, with the Chairperson and the Minority Chairperson of the Appropriations Committee of the Senate and the Chairperson and the Minority Chairperson of the House of Representatives and with the Governing Body, Mayor and Controller of the assisted city.

§207 of the Act further provides for an annual audit to be included with the Annual Report, as follows:

Every Authority shall file an annual report with the Chairperson and the Minority Chairperson of the Appropriations Committee of the Senate and the Chairperson and the Minority Chairperson of the Appropriations Committee of the House of Representatives, which shall make provisions for the accounting of revenues and expenses. The Authority shall have its books, accounts and records audited annually in accordance with generally accepted auditing standards by an independent auditor who shall be a certified public accountant, and a copy of his audit report shall be attached to and be made a part of the Authority's annual report. A concise financial statement shall be published annually in the Pennsylvania Bulletin.

Overview - PICA and its Role

PICA Act

The Pennsylvania Intergovernmental Cooperation Authority ("PICA") was created in 1991 to assist the City of Philadelphia (the "City") in overcoming a severe financial crisis. At that time, the City was burdened with a growing cumulative operating deficit, lacked resources to pay mounting overdue bills from vendors, had been pushed below the investment grade level by national rating agencies, had instituted an across-the-board hiring freeze, was in a mode in which the quality of municipal services being provided was rapidly eroding, and verged on bankruptcy. PICA was created through the joint efforts of concerned Philadelphians and State officials who envisioned a structure which would assist the City in putting its revenue collection and spending processes in order, and at the same time reach a consensus on its future priorities, assets and limitations. The PICA Act was a compromise fashioned to meet the requirements of the Pennsylvania Constitution, the concept of local government Home Rule, and the interests of the State in the preservation of the financial integrity of its municipalities. PICA's role, a combination of cooperation, assistance and oversight was determined to be of vital importance in both a financial and political sense. It was designed to be a catalyst in the City's re-evaluation of the role and priorities of municipal government.

Cooperation Agreement

The Intergovernmental Cooperation Agreement negotiated by and between PICA and the City and finalized in January of 1992 formalized the relationship contemplated by the PICA legislation. The powers and duties of the respective participants envisioned in the legislation were put into place with the execution of the Agreement. PICA was designed to be much more than a vehicle to raise otherwise unavailable funds for Philadelphia. It has the responsibility to evaluate and approve annually revised Five-Year Financial Plans, to monitor compliance by the City with such Plans, and the power to withhold both substantial Commonwealth financial assistance and the net proceeds of the PICA Tax (after PICA debt service) should the City fail to comply with its duty to balance such Plan in each of its years.

The PICA Organization

The Authority Board determined at the outset that PICA should not become overburdened with staff, preferring instead to impress upon the City the necessity for Philadelphia to develop and implement its own solutions to its problems. The Authority's staff, which totals six, is organized to evaluate the actions of the City and to issue appropriate reports thereon to assist those who are properly charged with administration of City affairs or development of underlying policies.

PICA Financial Assistance to the City

The issuance of bonds to provide the funds directly required to assist the City to avoid insolvency and for essential capital programs was an important initial role of the Authority. That role has been successfully completed and the Authority's "new money" bond issuance powers have expired. Authority bond issuance is currently limited to refinancing existing Authority debt in order to realize net debt service savings to the City.

Through debt issuance and capital program earnings the Authority has provided in excess of \$1,184 million to directly assist the City, allocated to the following purposes:

<u>Purpose</u>	<u>Amount (thousands)</u>
Deficit Elimination/Indemnities Funding	\$ 269,000
Productivity Bank	20,000
Capital Projects	514,056
Retirement of Certain High Interest City Debt	<u>381,300</u>
TOTAL	<u>\$1,184,356</u>

The Five-Year Financial Plan Process

PICA has consistently emphasized its firm belief that the City's continuing fiscal rehabilitation is dependent upon its continuing success in addressing both financial and managerial issues; that the process is less one dealing with finance than assessing the financial results of managerial decisions. Effective strategic planning and the institutionalization of change are matters which the City must continue to focus upon in order to assure that its considerable assets continue to be applied intelligently and consistently. The Plan process helps to document the City's intentions and the results of its actions.

As mandated in the PICA Act (and as further refined by the Intergovernmental Cooperation Agreement), the Plan is required to include:

- Projected revenues and expenditures of the principal operating funds of the City for five fiscal years (the current fiscal year and the next four); and
- Components to (i) eliminate any projected deficit for the current fiscal year; (ii) restore to special fund accounts money from those accounts used for purposes other than those specifically authorized; (iii) balance the current fiscal year budget and subsequent budgets in the Plan through sound budgetary practices, including, but not limited to, reductions in expenditures, improvements in productivity, increases in revenues, or a combination of such steps; (iv) provide procedures to avoid a fiscal emergency condition in the future; and (v) enhance the ability of the City to regain access to the short- and long-term credit markets.

There also are statutorily mandated standards for development of the Plan (and the manner in which it is to be evaluated by PICA):

- all projections of revenues and expenditures are to be based upon consistently applied reasonable and appropriate assumptions and methods of estimation;
- revenues are to be recognized in the accounting period in which they become both measurable and available; and

- cash flow projections are to be made based upon reasonable and appropriate assumptions as to sources and uses of cash, including factors intended to provide a complete picture of cash demands.

The PICA Act also mandates standards for the basis for estimation of City revenues:

City Sources - current or proposed tax rates, historical collection patterns, and generally recognized econometric models;

State sources - historical patterns, currently available levels, or on levels proposed in a budget by the Governor;

Federal sources - historical patterns, currently available levels, or levels proposed in a budget by the President or in a Congressional budget resolution; and

Non-tax sources - current or proposed rates, charges or fees, historical patterns and generally recognized econometric models.

Deviations from such standards for estimation of revenues and appropriations which are proposed to be used by the City are to be disclosed specifically to the Authority and approved by a "qualified majority" of the Authority (four of its five appointed members). The Authority's Board generally has required that conservative criteria be used, and the result of the PICA process has been credible budget and Plan-making.

The Plan is also required to include a schedule of projected City capital commitments (and proposed sources of funding), debt service projections for existing and anticipated City obligations, a schedule of payments for legally-mandated services projected to be due during the term of the Plan and a schedule showing the number of authorized employee positions (filled and unfilled), inclusive of estimates of wage and benefit levels for various groups of employees.

The PICA Act requires that the Authority solicit an opinion or certification from the City Controller, prepared in accordance with generally accepted auditing standards, with respect to the reasonableness of the assumptions and estimates in the Plan. The PICA Act does not, however, require that the Controller's determinations bind the Authority in its evaluation of a proposed Plan.

The PICA Act (§209) and the Cooperation Agreement (§409(b)) require submission of quarterly reports by the City concerning its compliance with the current Plan within 45 days of the end of a fiscal quarter. If a quarterly report indicates that the City is unable to project a balanced Plan and budget for its current fiscal year, the Authority may by the vote of a qualified majority declare the occurrence of a "variance", which is defined in §4.10 of the Cooperation Agreement as follows:

- (i) a net adverse change in the fund balance of a Covered Fund of more than one percent (1%) of the revenues budgeted for such Covered Fund for that fiscal year is reasonably projected to occur, such projection to be calculated from the beginning of the fiscal year for the entire fiscal year, or

(ii) the actual net cash flows of the City for a Covered Fund are reasonably projected to be less than ninety-five percent (95%) of the net cash flows of the City for such Covered Fund for that fiscal year originally forecast at the time of adoption of the budget, such projection to be calculated from the beginning of the fiscal year for the entire fiscal year.

As defined in §1.01 of the Cooperation Agreement, the City's "Covered Funds" are the General Fund, General Capital Fund, Grants Revenue Fund and any other principal operating funds of the City which become part of the City's Consolidated Cash Account.

The Effect of a "Variance"

The statute mandates the submission of monthly reports to PICA by the City in the event of a determination by the Authority of the occurrence of a variance. That situation occurred once in PICA's history. In November of 1992, the City projected a variance of \$57 million (2.5%) for the 1993 fiscal year, and the Authority agreed with that assessment on December 9, 1992. Thereafter, until May of 1993, the City filed required monthly reports. The City was relieved of its burden to make monthly reports when the Authority approved the City's plan of correction in conjunction with its approval of the City's Five-Year Financial Plan for FY93-FY98 in May of 1993.

As provided in §210(e) of the PICA Act, legal consequences flow from a determination by the Authority of the existence of a variance. In addition to the City's additional reporting responsibilities, it also is required to develop revisions to the Plan necessary to cure the variance. The remedies which PICA has available to deal with a continuing variance are to direct the withholding of both specific Commonwealth funds due the City and that portion of the 1.50% tax levied on the wages and income of residents of the City in excess of the amounts necessary to pay debt service on PICA's bonds. Any amounts withheld would be paid over to the City after correction of the variance.

PICA "Threshold" Policies

From its inception, PICA has held to the following policies in its evaluation of Philadelphia's Plans, initiatives, proposals and performance:

Emphasis on Structural Change - Consistent City failure to deal effectively with a long list of areas of government operations and service delivery contributed to the need for PICA. The City shall continually be encouraged to rethink existing policies and practices and to avoid sacrificing long-term progress for short-term gain.

Focus on Long-Term Progress - Meaningful strategic planning, institutionalization of appropriate change, focus on attaining long-term structural balance and on implementing pragmatic economic stimulus policies and procedures are matters of paramount importance and are to be emphasized in the PICA oversight process.

Infrastructure Programs - A meaningful capital program is a visible and tangible element of a City's social contract with its residents. The capital program, including proper maintenance of capital assets, is a key element to long-term fiscal stability. A consistent policy to adequately fund and staff infrastructure maintenance shall be continually encouraged.

Consistent Application of Stated Assumptions - Inconsistent application of unstated assumptions frequently caused pre-PICA City budgets to lack credibility, and made reliable assessment of prospects of attaining the results of such budgets impossible. PICA's Plan review process shall focus on assumptions utilized being both visible and consistent in their application.

Use of Credible Revenue Estimates - Realistic revenue estimates are a vital component of the City's budgeting and Plan preparation process and shall be a matter of primary concern in PICA's Annual Plan review process.

While it would be incorrect to claim that PICA threshold policies have resulted in all desired effects coming to fruition, they have contributed substantially to City procedural improvements.

Philadelphia City Controller

An unforeseen benefit of the PICA Act's requirement that PICA solicit an opinion from the City Controller as to the reasonableness of Plan assumptions and estimates has been the extensive cooperative professional relationship which has developed between PICA Staff and the Controller's Office. The mutually beneficial professional relationship includes ongoing cooperation on matters of common concern and regular staff meetings with respect to such matters; joint reviews of Plan components including appropriate joint meetings with City department heads and chief operating personnel pertinent thereto; cooperation on capital project reviews and reviews of PICA funded special purpose grants to the City; PICA assistance for Controller special situation studies; and specific Office of the Controller personnel assigned responsibility for effective ongoing liaison with PICA Staff. The City Controller provides copies of all City audit reports and copies of special situation studies to PICA on a timely basis. The assistance provided to PICA by the City Controller is sincerely appreciated. Cooperation between its "oversight" and "watchdog" entities has substantially benefited the City.

Providing Comment on Pending Legislation

In accordance with its oversight duties, PICA continues to provide comments and fiscal analysis on City legislation which impacts the City's fiscal situation. Further, PICA will uphold its responsibility to provide analysis on appropriate legislation before the General Assembly, in accordance with the PICA Act § 203 (c) (5), which empowers the Authority "to make recommendations to the Governor and the General Assembly regarding legislation or resolutions that affect Commonwealth aid or mandates to an assisted city or that concern an assisted city's taxing power or relate to an assisted city's fiscal stability."

Corporate Entities and The School District of Philadelphia

"Corporate Entities" are defined in §1.01 of the Cooperation Agreement as "an authority or other corporate entity, now existing or hereafter created, of which one or more members of its governing board are appointed by the Mayor and which performs governmental functions for the City". The Agreement provides that the City shall cooperate with PICA in any PICA request to look into the operations of either the Corporate Entities or the School District of Philadelphia.

To date, PICA has not devoted any substantial attention to the operations of such City related institutions, but it has offered its expertise to the School Reform Commission

as well as the CEO of the School District of Philadelphia, and has provided informal assistance where appropriate.

PICA Staff remains prepared to play any appropriate role in regards to developments at the Pennsylvania Convention Center and the Philadelphia Gas Works.

The Work of PICA - Fiscal Year 2004

Approval of the FY2005-FY2009 Plan

Review and recommendation for approval of the City's FY2005-FY2009 Five-Year Financial Plan was a major component of PICA Staff activities during FY2004. The City submitted the Plan on July 1, 2004; this marked the latest submission since PICA's inception, a result of the protracted dispute between the Mayor and City Council over passage of the City budget. As a result of PICA's desire to maintain the fiscal integrity of the City of Philadelphia, PICA Staff expedited its review of the proposed Plan. The approved Plan proposes continued annual cuts in wage and earnings and business privilege taxes. Estimates of the impact of the tax cuts on revenues were carefully weighed during the review process.

Although recommended for approval, the Plan contained risks to the continuing fiscal health of the City. PICA Staff noted that certain of the new Administration's proposals constitute new risks to the City's finances without providing precautionary strategies; and cited three significant risks contained in the Plan as follows:

- No funding in the Plan for any costs associated with new labor contracts for employees beginning in FY2005.
- Uncertain Pension Plan liabilities.
- Fiscal uncertainty at the Philadelphia Gas Works (PGW).

It should be noted that as a result of the completion of new labor contracts subsequent to the submission of the Plan, the City will be required to submit a revised Plan early in FY2005.

The Staff Report on the City of Philadelphia's Five-Year Financial Plan for Fiscal Year 2005-Fiscal Year 2009, dated July 7, 2004 and comprising 36 pages, is available by contacting PICA at 215-561-9160 or at our website www.picapa.org.

White Paper #10

On March 9, 2004, PICA released White Paper #10: "The Crime of Inefficiency: The Cost of Policing Philadelphia." This review of the Philadelphia Police Department found that the Department suffers from poor management, an organizational structure with too little oversight, and unproductive work rules. The result is a bloated Police force with higher expenditures than other peer cities, but no correlating increase in crime prevention. A copy of the White Paper is available by contacting PICA at 215-561-9160 or at our website www.picapa.org.

City Capital Program

Oversight of the capital program continued to be a key element of PICA's work in FY2004. The City continues to make progress in its scheduling and monitoring of capital project activities. Improved City monitoring of budget, encumbrance and expenditure information by project is encouraging.

PICA Staff has continually noted the need for the City's capital program to be guided by an overall strategic plan. Progress in this area has been limited by the fact that the strategic planning process remains incomplete. PICA Staff continues to monitor the relationship of the capital program and capital budgets to other Citywide programs.

PICA Staff notes that the City has yet to complete all of the projects originally approved at the time of the various bond issuances. PICA Staff will continue to press the City to complete these projects.

The Tax Base and the Local Economy

The City's high tax burden for individuals and businesses remains a major obstacle to economic development. The continuing tax cuts proposed in the FY2005-FY2009 Plan are a positive step toward addressing this problem. However, even with the implementation of the tax reductions, significant tax differentials will remain between the City and competing locations in the suburbs and elsewhere. While State and Federal policies drive some of the tax differential, the City government can still do much to promote a more competitive tax structure. The City can further increase productivity, cut costs, improve tax enforcement and make appropriate changes in the levels and mix of City services provided, consistent with a strategic plan.

During FY2004, PICA Staff provided testimony and technical support to the Administration and City Council in their efforts to review and reform the tax structure.

Indemnities

During FY2003, the City began its effort to draw down the outstanding funds from the Special Indemnity Accounts that were created with PICA bond proceeds that were not needed to finance initially projected deficits. As of June 30, 2004, less than \$123,000 remained in such accounts, including proceeds from the 1992 bond issue granted to the City by PICA and subsequent interest earnings. These funds continue to be available for indemnity payments associated with cases resolved under the Court of Common Pleas Day Backward/Day Forward backlog reduction program.

Goals for PICA - Fiscal Year 2005

Ongoing Goals

During the next fiscal year, PICA Staff will continue to:

- Focus on the need for City departments and agencies to produce strategic plans which delineate specific actions to be undertaken and measurable goals to be achieved that assist in attaining the goals of the Citywide Plan, particularly in light of staff reductions resulting from the DROP.
- Promote the further development and use of departmental performance measures that contribute to a better understanding of and capacity to manage departmental activities.
- Oversee PICA-funded City capital projects, stressing essential improvements to the City's capital project management and the benefits derivable from coordinated strategic and capital planning.
- Encourage identification of additional City capital funds available for reprogramming and utilize these funds for projects meeting PICA's statutory criteria.
- Provide technical assistance to help inform the ongoing debate about reforming Philadelphia's tax and regulatory structures.

Plan Review and Approvals

PICA Staff anticipates a review of a revised Five-Year Financial Plan, Fiscal Year 2005-Fiscal Year 2009 (including Fiscal Year 2004) due to the completion of new labor contracts subsequent to the approval of the existing Plan. The revision of the Plan will need to demonstrate the City's ability to pay for the costs of the new labor agreements.

PICA Staff also looks forward to the FY2005 review of the City's Five-Year Financial Plan, Fiscal Year 2006-Fiscal Year 2010 (including Fiscal Year 2005) with the input of the professional staff of the City Controller. The Plan will need to produce reasonable revenue and expenditure projections and reasonable prospects for continued General Fund balance.

Achieving Balanced Annual Budgets

Four of the five years of the current Plan assume an annual operating deficit, ranging from \$1 million to over \$42 million. PICA Staff believes the City needs to begin striving for projected annual Operating Fund balanced budgets in order to achieve true fiscal stability.

The School District of Philadelphia

The possibility of PICA being of substantial assistance to both the Commonwealth of Pennsylvania and the City of Philadelphia in the matter of School District financial oversight was originally proposed by the Courts, has twice been a matter of legislative discussions, and has been endorsed by the Mayor and several members of City Council. That opportunity and the challenges it would present would be welcomed by PICA Staff and would immediately become a top priority item. PICA's budget includes reserve funding for such an event.

PICA Staff will continue to provide informal assistance to the School District.

Improving Philadelphia's Tax Structure

PICA will continue to publish papers, provide testimony, and provide technical assistance regarding the ongoing efforts to make Philadelphia's tax structure more efficient and effective while maintaining the integrity of the City's Five-Year budget planning process.

Overall Goal

PICA's overall goal continues to be assisting the City to become more proactive in serving its citizens; to define its service delivery philosophy; and then to consistently deliver such services within the constraints of available resources. No less will be acceptable.

Future City Reporting to PICA

Regular Reporting Required

The reporting system established in the Cooperation Agreement and in the PICA Act requires a regular flow of data from the City to PICA. This system is the fundamental device used by PICA Staff in its ongoing evaluation of City progress in its fiscal rehabilitation. PICA is generally satisfied as to the information being provided to it. PICA Staff anticipates working closely with the Administration to ensure that there is no lapse in the flow of information PICA requires to fulfill its mission.

Data to be Received by PICA Includes:

Revised Plan. The PICA Act and the Cooperation Agreement contemplate the continuous existence of a Plan encompassing the current fiscal year and the four fiscal years thereafter, and require that a new year be added to the then-existing Plan not later than 100 days prior to the end of each fiscal year. The City's Five-Year Financial Plan, Fiscal Year 2006-Fiscal Year 2010 (including Fiscal Year 2005) is thus anticipated to be received by PICA by March 23, 2005.

Quarterly Plan Reports. Under the Cooperation Agreement (§409(b)), the Authority receives reports from the City on a quarterly basis (within 45 days after the end of each fiscal quarter) concerning the status of compliance with the Plan and associated achievement of initiatives. The Cooperation Agreement (§409(e)) also requires that the City provide reports to PICA concerning Supplemental Funds (i.e., the Water and Aviation Funds) on a quarterly basis.

Grants Revenue Fund Contingency Account Report. The Cooperation Agreement provides that a report on the Grants Revenue Fund Contingency Account be prepared and submitted, by department, not later than 20 days after the close of each fiscal quarter. This report details the receipt and use of Federal and Commonwealth Funds by the City. A separate report details the eligibility for fund withholding by the Commonwealth (at PICA's direction) in the event the City cannot propose credible measures to balance a Plan which has been declared at "variance" by PICA.

Prospective Debt Service Requirements Report. The Cooperation Agreement requires submission of a report detailing prospective debt service payments by the City, as well as lease payments, 60 days prior to the beginning of a fiscal quarter, and upon each issuance of bonds or notes or execution of a lease.

Time Table of FY2004 Reporting Requirements

Due Date	Description
October 20, 2004	Receipt of 1st Quarter FY2005 Grants Revenue Fund Contingency Account Report
November 1, 2004	Receipt of 3rd Quarter FY2005 Prospective Debt Service Requirements Report
November 15, 2004	Receipt of 1st Quarter FY2005 Plan Report, Supplemental Funds Report and report concerning Commonwealth funds which may be withheld
January 20, 2005	Receipt of 2nd Quarter FY2005 Grants Revenue Fund Contingency Account Report
January 31, 2005	Receipt of 4th Quarter FY2005 Prospective Debt Service Requirements Report
February 15, 2005	Receipt of 2nd Quarter FY2005 Plan Report, Supplemental Funds Report and report concerning Commonwealth funds which may be withheld
March 23, 2005	Submission of proposed revision to Plan and addition of FY2010
April 20, 2005	Receipt of 3rd Quarter FY2005 Grants Revenue Fund Contingency Account Report
May 2, 2005	Receipt of 1st Quarter FY2006 Prospective Debt Service Requirements Report
May 15, 2005	Receipt of 3rd Quarter FY2005 Plan Report, Supplemental Funds Report and report concerning Commonwealth funds which may be withheld
July 20, 2005	Receipt of 4th Quarter FY2005 Grants Revenue Fund Contingency Account Report
August 2, 2005	Receipt of 2nd Quarter FY2005 Prospective Debt Service Requirements Report
August 15, 2005	Receipt of 4th Quarter FY2005 Plan Report, Supplemental Funds Report and report concerning Commonwealth funds which may be withheld

Appendix A:
Financial Statements
and
Report of Independent Auditors

Pennsylvania Intergovernmental Cooperation Authority

*Management Discussion and Analysis, Financial
Statements and Supplemental Schedules as of and
for the Year Ended June 30, 2004 and
Independent Auditors' Report*

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

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Management Discussion of Financial Operations

The Board of the Pennsylvania Intergovernmental Cooperation Authority (the “Authority” or “PICA”) offers the following narrative overview and analysis of the financial activities of the Authority for the fiscal year ended June 30, 2004.

Financial Highlights

- The total net assets (deficit) of the Authority at the close of the fiscal year were (\$641,206,014) representing a decrease in net deficit of \$29,142,205 over the prior year.
- At the close of the current fiscal year, the Authority’s General Fund unreserved balance increased by over \$644,000 to \$3,854,446 from the prior fiscal year. All Administration costs during fiscal year 2004 were funded from the Authority’s earnings on its General Fund and on its Debt Service Reserve Fund.
- The Authority’s outstanding long-term debt decreased by \$35,720,000 during the current fiscal year.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the Authority’s basic financial statements. The Authority’s basic financial statements comprise three components: 1) government-wide financial statements, and 2) governmental funds financial statements and 3) notes to the financial statements. This report also contains other supplementary information in addition to the basic financial statements themselves.

Government-wide financial statements. The government-wide financial statements are designed to provide readers with a broad overview of the Authority’s finances, in a manner similar to a private-sector business.

The statement of net assets presents information on all of the Authority’s assets and liabilities, with the difference between the two reported as net assets (deficit). Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the Authority is improving or deteriorating.

The statement of activities presents information showing how the Authority’s net assets (deficit) changed during the fiscal year ended June 30, 2004. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., uncollected taxes).

The government-wide financial statements can be found on pages 2-3 of this report.

Fund financial statements. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The Authority uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental funds are used to account for all of the functions that are reported as governmental activities in the government-wide financial statements. However, unlike the

government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the Authority's near-term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

The Authority maintains eleven individual governmental funds. Information is presented separately in the governmental fund balance sheet and in the governmental fund statement of revenues, expenditures, and changes in fund balances.

The basic governmental fund financial statements can be found on pages 4-5 of this report.

Notes to the financial statements. The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages 6-23 of this report.

Government-wide Financial Analysis

As noted earlier, net assets may serve over time as a useful indicator of a government's financial position. In the case of the Authority, liabilities exceeded assets by \$641,206,014 at the close of fiscal year 2003.

By far the largest portion of the Authority's net deficit reflects its bonds payable. Proceeds from the PICA Tax as well as the corresponding interest earned are in part utilized to fund such debt service requirements. The Authority's bonds payable activity for the year ended June 30, 2004 is summarized as follows:

	Amount <u>(in thousands)</u>
Outstanding Debt at July 1, 2003	\$806,420
Debt Retired	<u>(35,720)</u>
Outstanding Debt at June 30, 2004	<u>\$770,700</u>

The Authority's cash, cash equivalents and short-term investments make up the largest portion of the total assets. Such assets are derived from the proceeds of bond issuances of years past and the related investment income. These assets are used to provide grants to the City of Philadelphia for various capital projects and to fund the required debt service reserve. During fiscal year 2004, the Authority granted approximately \$221 million to the City of Philadelphia.

Governmental activities decreased the Authority's net deficit by \$30,195,623, thereby

accounting for the total growth in assets during fiscal year 2004. Asset growth was due primarily to the retirement of long-term debt as well as better than budgeted operating fund results during fiscal year 2004.

Governmental Funds Financial Analysis

As of the end of the current fiscal year, the Authority’s governmental funds reported combined ending fund balances of approximately \$137.0 million, a decrease of approximately \$7.7 million in comparison with the prior year. Approximately 63 percent of this total amount (\$86.5 million) constitutes fund balances reserved for debt service. Approximately 25 percent of the total (\$34.1 million) constitutes fund balances that are reserved for the benefit of the City of Philadelphia. The remainder of the reserved fund balances is reserved primarily for the administration of the Authority. Approximately, \$10.8 million is designated for future swaption activity relating to various derivative transactions. Approximately \$3.8 million constitutes unreserved fund balance, which is available for spending at the Authority’s discretion.

General Fund. All fiscal year 2004 administration expenses of the Authority were funded from the Authority’s earnings on its General Fund and on its Debt Service Reserve Fund (established from proceeds of the Authority’s bond issues) and residual balances of similar earnings from prior fiscal years. No City of Philadelphia or Commonwealth of Pennsylvania tax revenues were used to pay any portion of the Authority’s administrative costs in fiscal year 2004, nor are any expected to be used in fiscal year 2005 for such purpose.

The PICA Act allows the Authority several sources of income to support its operations. The statute specifically provides that the Authority may draw earnings from the various funds and accounts created pursuant to its Trust Indenture, and also directly from the proceeds of PICA Taxes to the extent investment income is insufficient. The latter allowable revenue source has never been utilized by the Authority.

The PICA Act requires that the Authority adopt an annual budget (for the fiscal year commencing July 1) before March 1 of each year and also stipulates the format thereof, and information to be provided therewith to the Governor and General Assembly of the Commonwealth of Pennsylvania. The Authority’s annual General Fund budgets, since its inception, have all produced surpluses.

Details as to anticipated and actual fund balances as of June 30, 2004 and as to the fiscal year 2004 budget are as follows:

Anticipated Residual Fund Balance:

Unreserved Fund Balance at June 30, 2003	\$259,028
Excess Revenues over Expenditures	<u>0</u>
Anticipated Unreserved Fund Balance at June 30, 2004	<u>\$259,028</u>

Fund Balance at June 30, 2004 (Anticipated/Actual):

Anticipated Unreserved Fund Balance at June 30, 2004	\$259,028
Add: Net FY04 "Better than Budget" Operating Results	<u>3,595,418</u>
Actual Unreserved Fund Balance at June 30, 2004	<u>\$3,854,446</u>

General Fund Budget for FY05:

Revenues - General Fund Interest Earnings	\$ 150,000
Other Financing Sources - Transfer from Bond Issue	
Investment Earnings ("Reserved for subsequent Authority Administration" in the Debt Service Reserve Fund at June 30, 2004)	1,641,256
Utilization of portion of FY04 fund balance	<u>0</u>
Total Estimated Expenditures	<u>\$1,791,256</u>

The Authority's fiscal year 2005 budget recognizes the possibility that the Authority may be requested to become involved in oversight matters pertinent to the School District of Philadelphia; and provides funding to study and/or implement such a role. The fiscal year 2005 budget also recognizes the importance of controlling budget growth during a downturn in the economy, and reflects no increase from the funding level of the fiscal year 2004 budget.

The philosophy underlying the Authority's general fund operations remains that the Authority should maintain a personnel and expenditure level sufficient to permit it to respond to the demands placed upon it, but not so large as to present an opportunity either for the City of Philadelphia to use the Authority's resources to bypass the re-creation of its own management systems or to establish a permanent Authority structure that would develop its own reason for continued existence.

Special Revenue Fund. The Authority's Special Revenue Fund receives PICA taxes, interest earnings on such collections, and net interest earnings on bond issue funds other than Capital Projects Funds (the earnings on Capital Projects Funds are restricted to use for grants to the City of Philadelphia for PICA approved capital projects). The Special Revenue Fund receipts are utilized to provide, monthly, from the first available funds in that month, one-sixth of the next semi-annual interest requirement on PICA bonds outstanding and one-twelfth of the next annual principal requirement on PICA bonds outstanding, in a manner calculated to provide the total required semi-annual interest and the total required annual principal at the close of the month prior to such required date. After provision of monthly debt service requirements, the residual balances in PICA's Special Revenue Fund are paid to City of Philadelphia as grants to the City's General Fund.

The Special Revenue Fund received in excess of \$70,000 on its invested balances during fiscal year 2004, and also received in excess of \$4,420,000 of net interest earnings transferred in from other bond issue provided funds. Thus, PICA grants to the City of Philadelphia's General Fund during fiscal year 2004 exceeded the equation (PICA taxes minus provision for PICA Debt Service divided by the monthly basis equals PICA grants to the City) by in excess of \$6,000,000.

Debt Service Funds. The Debt Service Funds account for the accumulation of financial resources for the payment of principal and interest on PICA's long-term debt.

Debt Service Reserve Fund. This fund is used to hold assets for debt service reserve purposes as required by the Trust Indenture. Current year investment earnings were transferred to pay current year debt service requirements and to aid in paying for the General Fund's administration expenditures.

Rebate Fund. This fund is maintained in order to fund future potential rebates and/or debt service requirements. The only activity that occurred during the current fiscal year was the increase from investment earnings.

At June 30, 2004, the Fund Balances held in the combined Debt Service Funds, by individual fund groups, consisted of:

Debt Service Fund -- Current assets held for interest due 12/15/04 and principal due 6/15/05	\$ 6,567,954
Debt Service Reserve Fund -- Current assets held for debt service reserve purposes as required by the Trust Indenture	78,219,142
Rebate Fund -- Current assets held for future potential rebate/debt service purposes	<u>1,735,996</u>
Amount Reserved for Debt Service	\$86,523,092
Debt Service Reserve Fund -- Current assets held for subsequent PICA administration purposes (Debt Service Reserve Fund earnings held for PICA FY04 operations – per adopted budget)	<u>1,641,256</u>
Fund Balances at June 30, 2004-- Combined Debt Service Funds	<u>\$88,164,348</u>

Expendable Trust/Capital Projects Funds. Expendable trust funds include amounts held separately, by bond issue from which such funds were provided, for purposes of grants to the City of Philadelphia for specific PICA approved capital projects. The PICA Act restricts the City of Philadelphia's use of PICA provided capital projects dollars to specific "emergency" and "productivity" projects approved by the PICA Board and, where necessary, by specified Commonwealth of Pennsylvania elected officials.

The Authority, in connection with its three new-money bond issues, approved specific City capital projects totaling approximately \$426 million, while providing bond issue funds of approximately \$400.8 million for such projects. The difference, \$25.2 million, as anticipated, has been raised from investment earnings of funds dedicated to capital projects. At June 30, 2004, sufficient PICA controlled capital projects funds were available to complete all of the initially approved PICA projects, to complete \$16.3 million of additional projects subsequently approved by the PICA Board, and an additional \$29.1 million of yet to be designated projects. Capital project funds held for PICA capital project grants to the City of Philadelphia totaled approximately \$34 million at June 30, 2004.

Additional information. In accordance with IRS regulations, certain funds already granted to the City of Philadelphia by PICA continue to be classified as PICA Arbitrage Reportable Funds until the City of Philadelphia expends such funds for the purpose for which they were provided. Accordingly, and also for oversight purposes, PICA tracks the uses/balances of such grant funds and interest earnings thereon as yet unexpended by the City of Philadelphia. As of June 30, 2004, such PICA provided funds as yet unexpended by the City of Philadelphia included:

Amount
(in thousands)

'92 Indemnity Fund	\$ 1.6
'95 Indemnity Fund	\$121
'92 Capital Projects Encumbered Funds	\$2,962
'93 Capital Projects Encumbered Funds	\$6,048
'93 Criminal Justice Project Encumbered Funds	\$ 836
'94 Capital Projects Encumbered Funds	\$ 7,175

INDEPENDENT AUDITORS' REPORT

To the Board of the Authority:

We have audited the accompanying financial statements of the governmental activities and each major fund of the Pennsylvania Intergovernmental Cooperation Authority (the "Authority") as of and for the year ended June 30, 2004, which collectively comprise the Authority's basic financial statements as listed in the foregoing table of contents. These financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the Pennsylvania Intergovernmental Cooperation Authority as of June 30, 2004, and the respective changes in financial position thereof for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying management's discussion and analysis as listed in the table of contents is not a required part of the financial statements, but is supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consist principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However we did not audit such information and therefore, express no opinion on it.

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Authority's basic financial statements. The supplemental schedules listed in the foregoing table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements. These supplemental schedules are the responsibility of the Authority's management. Such supplemental schedules have been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

Deloitte + Touche LLP

October 20, 2004

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

STATEMENT OF NET ASSETS JUNE 30, 2004

	Governmental Activities
ASSETS	
CURRENT ASSETS:	
Cash, cash equivalents and short-term investments	\$ 158,190,452
PICA Taxes receivable	3,250,023
Accrued interest receivable	<u>225,326</u>
Total current assets	161,665,801
OTHER ASSETS—Prepaid rent, security deposit and bond issuance costs	<u>2,138,243</u>
TOTAL	<u>\$ 163,804,044</u>
LIABILITIES AND NET ASSETS	
CURRENT LIABILITIES:	
Accounts payable	\$ 175,751
Accrued payroll and taxes	80,873
Due to the City of Philadelphia	4,567,307
Deferred revenue	29,486,127
Bonds payable—current portion	<u>47,115,000</u>
Total current liabilities	81,425,058
BONDS PAYABLE—Long-term portion	<u>723,585,000</u>
Total liabilities	<u>805,010,058</u>
NET ASSETS (DEFICIT):	
Restricted for debt service	86,523,092
Restricted for benefit of the City of Philadelphia	34,072,415
Restricted for subsequent PICA administration	1,641,256
Unrestricted deficit	<u>(763,442,777)</u>
Total net assets (deficit)	<u>(641,206,014)</u>
TOTAL	<u>\$ 163,804,044</u>

See notes to financial statements.

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

STATEMENT OF ACTIVITIES YEAR ENDED JUNE 30, 2004

	Governmental Activities
EXPENSES:	
Grants to the City of Philadelphia	\$ 221,297,544
General management and support—	
General operations	1,422,080
Interest expense on long term debt	<u>44,264,123</u>
Total program expenses	<u>266,983,747</u>
PROGRAM REVENUES—	
Premium amortization	1,198,875
Interest	<u>6,662,066</u>
Program revenues	<u>7,860,941</u>
Net program expenses	<u>259,122,806</u>
GENERAL REVENUES:	
PICA Taxes	288,179,469
Interest	70,482
Miscellaneous	<u>15,060</u>
Total general revenues	<u>288,265,011</u>
DECREASE IN NET DEFICIT	29,142,205
NET ASSETS (DEFICIT)—Beginning of year	<u>(670,348,219)</u>
NET ASSETS (DEFICIT)—End of year	<u>\$(641,206,014)</u>

See notes to financial statements.

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

BALANCE SHEET-GOVERNMENTAL FUNDS

JUNE 30, 2004

	General	PICA Tax Revenue	Debt Service Funds			Debt Service Reserve Fund	Rebate Fund	Expendable Trust Funds Capital Projects Fund			Total Governmental Funds
			1996	1999	2003			1992	1993	1994	
ASSETS											
CURRENT ASSETS:											
Cash, cash equivalents and short-term investments	\$ 35,991,045		\$ 775,748	\$ 5,263,084	\$ 513,898	\$ 79,871,222	\$ 1,735,071	\$ 11,573,293	\$ 3,394,560	\$ 19,072,531	\$ 158,190,452
PICA Taxes receivable		\$ 3,250,023									3,250,023
Accrued interest receivable	20,686	552	1,877	11,855	1,492.00	155,908	925	6,670	1,914	23,447	225,326
Interfund receivable		1,316,732				4,450,000					5,766,732
Total current assets	36,011,731	4,567,307	777,625	5,274,939	515,390	84,477,130	1,735,996	11,579,963	3,396,474	19,095,978	167,432,533
OTHER ASSETS—Prepaid rent and security deposit	44,824										44,824
TOTAL	\$ 36,056,555	\$ 4,567,307	\$ 777,625	\$ 5,274,939	\$ 515,390	\$ 84,477,130	\$ 1,735,996	\$ 11,579,963	\$ 3,396,474	\$ 19,095,978	\$ 167,477,357
LIABILITIES AND FUND EQUITY											
CURRENT LIABILITIES:											
Accounts payable	\$ 175,751										\$ 175,751
Accrued payroll and taxes	80,873										80,873
Due to the City of Philadelphia		\$ 4,567,307									4,567,307
Deferred revenue	15,535,000					\$ 4,450,000					19,985,000
Interfund payable	5,600,000					166,732					5,766,732
Total current liabilities	21,391,624	4,567,307				4,616,732					30,575,663
FUND EQUITY:											
Fund balances:											
Unreserved	3,854,446										3,854,446
Reserved for debt service			\$ 777,625	\$ 5,274,939	\$ 515,390	78,219,142	\$ 1,735,996				86,523,092
Reserved for benefit of the City of Philadelphia								\$ 11,579,963	\$ 3,396,474	\$ 19,095,978	34,072,415
Reserved for subsequent PICA administration						1,641,256					1,641,256
Designated for future swaption activity	10,810,485										10,810,485
Total fund equity	14,664,931		777,625	5,274,939	515,390	79,860,398	1,735,996	11,579,963	3,396,474	19,095,978	136,901,694
TOTAL	\$ 36,056,555	\$ 4,567,307	\$ 777,625	\$ 5,274,939	\$ 515,390	\$ 84,477,130	\$ 1,735,996	\$ 11,579,963	\$ 3,396,474	\$ 19,095,978	

Amounts reported for governmental activities in the statement of net assets are different due to:

Long-term liabilities are not due and payable in the current period and therefore are not reported in the funds	(770,700,000)
Swap premium is deferred and amortized over the life of the new debt on the statement of net assets	(10,136,842)
Forward delivery agreement premium is amortized over the life of the agreement on the statement of net assets	635,717
Bond issuance costs are accrued and amortized in the statement of net assets	2,093,417
Net assets of governmental activities	<u>\$ (641,206,014)</u>

See notes to financial statements.

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

**STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES—GOVERNMENTAL FUNDS
YEAR ENDED JUNE 30, 2004**

	General	PICA Tax Revenue	Debt Service Fund				Debt Service Reserve Fund	Rebate Fund	Expendable Trust Funds Capital Projects Fund			Total Governmental Funds
			1993A	1996	1999	2003			1992	1993	1994	
REVENUES:												
PICA Taxes		\$ 288,179,469										\$ 288,179,469
Interest and short term investment income	\$ 468,717	70,482	\$ 51	\$ 22,910	\$ 139,263	\$ 685,295	\$ 4,388,692	\$ 31,944	\$ 244,840	\$ 92,094	\$ 588,261	6,732,549
Other income	15,060											15,060
Total revenues	<u>483,777</u>	<u>288,249,951</u>	<u>51</u>	<u>22,910</u>	<u>139,263</u>	<u>685,295</u>	<u>4,388,692</u>	<u>31,944</u>	<u>244,840</u>	<u>92,094</u>	<u>588,261</u>	<u>294,927,078</u>
EXPENDITURES:												
Grants to the City of Philadelphia		212,483,869							740,001	3,267,989	4,805,685	221,297,544
Debt service:												
Principal				3,590,000	26,670,000	5,460,000						35,720,000
Interest				5,634,376	26,985,500	9,587,187						42,207,063
Administration:												
Operations	1,422,080											1,422,080
Rebate expense								1,940,759				1,940,759
Total expenditures	<u>1,422,080</u>	<u>212,483,869</u>		<u>9,224,376</u>	<u>53,655,500</u>	<u>15,047,187</u>		<u>1,940,759</u>	<u>740,001</u>	<u>3,267,989</u>	<u>4,805,685</u>	<u>302,587,446</u>
EXCESS OF REVENUES OVER UNDER EXPENDITURES	<u>(938,303)</u>	<u>75,766,082</u>	<u>51</u>	<u>(9,201,466)</u>	<u>(53,516,237)</u>	<u>(14,361,892)</u>	<u>4,388,692</u>	<u>(1,908,815)</u>	<u>(495,161)</u>	<u>(3,175,895)</u>	<u>(4,217,424)</u>	<u>(7,660,368)</u>
OTHER FINANCING SOURCES (USES)— Net operating transfers in (out)	<u>1,273,495</u>	<u>(75,766,082)</u>	<u>(11,084)</u>	<u>9,124,478</u>	<u>54,043,591</u>	<u>14,721,944</u>	<u>(3,328,152)</u>	<u>(58,189)</u>				
EXCESS OF REVENUES AND OTHER SOURCES OVER (UNDER) EXPENDITURES AND OTHER USES	335,192		(11,033)	(76,988)	527,354	360,052	1,060,540	(1,967,004)	(495,161)	(3,175,895)	(4,217,424)	(7,660,367)
FUND BALANCES, JULY 1, 2003	<u>14,329,741</u>		<u>11,033</u>	<u>854,613</u>	<u>4,747,585</u>	<u>155,338</u>	<u>78,799,858</u>	<u>3,703,000</u>	<u>12,075,124</u>	<u>6,572,369</u>	<u>23,313,402</u>	<u>144,562,063</u>
FUND BALANCES, JUNE 30, 2004	<u>\$ 14,664,933</u>	<u>\$</u>	<u>\$</u>	<u>\$ 777,625</u>	<u>\$ 5,274,939</u>	<u>\$ 515,390</u>	<u>\$ 79,860,398</u>	<u>\$ 1,735,996</u>	<u>\$11,579,963</u>	<u>\$ 3,396,474</u>	<u>\$19,095,978</u>	<u>\$ 136,901,696</u>

Reconciliation of change in fund balance to change in net assets:

Change in fund balance	\$ (7,660,367)
Repayment of bond principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities reduces long term liabilities in the statement of net assets	35,720,000
Swap and forward delivery agreement premiums are deferred and amortized over the life of the new debt and agreement on the statement of net assets	1,198,873
Bond issuance costs are accrued and amortized on the statement of net assets on the statement of net assets	(116,301)
Change in net assets	<u>\$ 29,142,205</u>

See notes to financial statements.

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

NOTES TO FINANCIAL STATEMENTS YEAR ENDED JUNE 30, 2004

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization and Structure—The Pennsylvania Intergovernmental Cooperation Authority (the “Authority”), a body corporate and politic, was organized on June 5, 1991 and exists under and by virtue of the Pennsylvania Intergovernmental Cooperation Authority Act for Cities of the First Class (P.L. 9, No. 6) (the “Act”). Pursuant to the Act, the Authority was established to provide financial assistance to cities of the first class. The City of Philadelphia (the “City”) currently is the only city of the first class in the Commonwealth of Pennsylvania (the “Commonwealth”). Under the Act, the Authority is administered by a governing Board consisting of five voting members and two ex officio nonvoting members. The Governor, the President pro tempore of the Senate, the Minority Leader of the Senate, the Speaker of the House of Representatives and the Minority Leader of the House of Representatives each appoints one voting member of the Board.

The Act provides that, upon the request of the City to the Authority for financial assistance and for so long as any bonds of the Authority remain outstanding, the Authority shall have certain financial and oversight functions. First, the Authority shall have the power, subject to satisfaction of certain requirements in the Act, to issue bonds and grant or lend the proceeds thereof to the City. Second, the Authority also shall have the power, in its oversight capacity, to exercise certain advisory and review powers with respect to the City’s financial affairs, including the power to review and approve five-year financial plans prepared at least annually by the City, and to certify noncompliance by the City with its then-existing five-year financial plan (which certification would require the Secretary of the Budget of the Commonwealth to cause certain payments due to the City from the Commonwealth to be withheld by the Commonwealth).

Government-Wide and Fund Financial Statements—The government-wide financial statements (i.e., the statement of net assets and the statement of changes in net assets) report information on the activities of the primary government. For the most part, the effect of interfund activity has been removed from these statements.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as general revenues.

Separate financial statements are provided for governmental funds. Major individual governmental funds are reported as separate columns in the fund financial statements.

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Taxes are

recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

The governmental fund financial statements utilize a “modified accrual basis” of accounting. Under this basis, certain revenues (those susceptible to accrual, readily measurable and available as to amount and anticipated as being readily collectible) are recorded on the accrual basis. All other revenues are recognized only when received in cash. Expenditures, with the exception of interest requirements on long-term debt, are accounted for on the accrual basis of accounting.

The General Fund is used to account for the administrative operations of the Authority, for which a budget is adopted annually.

The Special Revenue Fund accounts for the proceeds of the PICA Tax (a tax levied on the wages and net profits of City of Philadelphia residents) remitted to the Authority via the Commonwealth. It is utilized to fund the debt service requirements of the Authority and to provide grants to the City. It encompasses the Revenue Fund established with the Trustee by the Trust Indenture (see Note 3).

Debt Service Funds account for the accumulation of financial resources for the payment of principal and interest on the Authority’s long-term debt. The Debt Service Reserve Fund holds assets for debt service reserve purposes as required by the Trust Indenture. The Rebate Fund is maintained in order to fund future potential rebates and/or debt service requirements. The Debt Service Funds also include the Bond Redemption Fund which has not yet been required.

The Expendable Trust Funds/Capital Projects Funds account for assets held by the Authority for expenditure for the benefit of the City. The principal and income of these funds must be expended for their designated purpose. The Expendable Trust Funds/Capital Projects Funds also include the Deficit and Settlement funds which completed their designated purposes in prior years and are presently inactive.

PICA Tax—The “PICA Tax” was enacted by an ordinance adopted by City Council and approved by the Mayor of the City of Philadelphia on June 12, 1991 (Bill No. 1437). The tax levy is one and one-half percent (1.5%) on the wages and net profits of City residents. The PICA Tax is collected by the Department of Revenue of the Commonwealth, utilizing the City Revenue and Law Departments (collectively) as its agent, and remitted to the Treasurer of the Commonwealth for disbursement to the Authority’s Trustee.

Compensated Absences—The Authority records all accrued employee benefits, including accumulated vacation, as a liability in the period benefits are earned. Accrued vacation at June 30, 2004 totaled \$49,692.

Investments—The Authority’s investments are stated at fair value.

2. CASH AND INVESTMENTS

Authority funds may be deposited in any bank that is insured by federal deposit insurance. To the extent that such deposits exceed federal insurance, the depositories must deposit (with their trust department or other custodians) obligations of the United States, the Commonwealth of Pennsylvania or any political subdivision of the Commonwealth. Under Pennsylvania Act 72 of 1971, as amended, the depositories may meet this collateralization requirement by pooling appropriate securities to cover all public funds on deposit with their institution.

Investments in the Special Revenue Fund, the Debt Service Funds, and the Expendable Trust Funds must be invested in accordance with the Trust Indenture (see Note 3). The Trust Indenture restricts investments to the following types of securities:

- (a) Obligations of the City of Philadelphia;
- (b) government obligations;
- (c) federal funds, unsecured certificates of deposits, time deposits or bankers' acceptances of any domestic bank having a combined capital and surplus of not less than \$50,000,000;
- (d) federally insured deposits of any bank or savings and loan association which has a combined capital, surplus and undivided profits of not less than \$3,000,000;
- (e) (i) direct obligations of, or (ii) obligations, the principal of and interest on which are unconditionally guaranteed by any state of the United States of America, the District of Columbia or the Commonwealth of Puerto Rico, or any political subdivision or agency thereof, other than the City, whose unsecured, uninsured and unguaranteed general obligation debt is rated, at the time of purchase, "A" or better by Moody's and Standard & Poor's (S&P);
- (f) commercial paper (having original maturities of not more than 270 days rated, at the time of purchase, "P-1" by Moody's and "A-1" or better by S&P);
- (g) repurchase agreements collateralized by direct obligations of, or obligations the payment of principal and interest on which are unconditionally guaranteed as to full and timely payment by, the United States of America; and direct obligations and fully guaranteed certificates of beneficial interest of the Export-Import Bank of the United States; consolidated debt obligations and letter of credit-backed issues of the Federal Home Loan Banks; participation certificates and senior debt obligations of the Federal Home Loan Mortgage Corporation; debentures of the Federal Housing Administration; mortgage-backed securities (except stripped mortgage securities which are valued greater than par on the portion of unpaid principal) and senior debt obligations of the Federal National Mortgage Association; participation certificates of the General Services Administration; guaranteed mortgage-backed securities and guaranteed participation certificates of the Government National Mortgage Association; guaranteed participation certificates and guaranteed pool certificates of the Small Business Administration; debt obligations and letter of credit-backed issues of the Student Loan Marketing Association; local authority bonds of the U.S. Department of Housing and Urban Development; and guaranteed Title XI financing of the U.S. Maritime Administration.
- (h) money market mutual fund shares issued by a fund having assets not less than \$100,000,000 (including any such fund from which the Trustee or any of its affiliates may receive compensation) which invests in securities of the types specified in clauses (b) or (f) above and is rated "AAAm" or "AAAm-G" by S&P;
- (i) guaranteed investment contracts (GICs) with a bank, insurance company or other financial institution that is rated in one of the three highest rating categories by Moody's and S&P and which GICs are either insured by a municipal bond insurance company or fully collateralized at all times with securities included in (b) above.

Investments in the Debt Service Reserve Fund may only be invested in the investments included in (b) through (i) above with a maturity of 5 years or less or GICs that can be withdrawn without penalty.

At June 30, 2004, the carrying amount of the Authority's deposits with financial institutions (including certificates of deposit and shares in U.S. Government money market funds) was \$59,711,082. The bank balance of \$59,755,476 was insured or collateralized as follows:

Insured	\$ 100,000
Uninsured and uncollateralized, but covered under the provisions of Act72, as amended	<u>59,655,476</u>
Total Deposits	<u>\$ 59,755,476</u>

The Authority's deposits include bank certificates of deposit that have a remaining maturity at time of purchase of one year or less and shares in U.S. Government money market funds. U.S. Government Agency Investments with a remaining maturity of one year or less are classified as short-term investments.

The following is a schedule of investments of the Authority by type (other than certificates of deposit and shares in U.S. Government money market funds) showing the carrying value and categorization as to credit risk at June 30, 2004:

	<u>Fair Value</u>			
	<u>Total</u>	<u>Credit Risk Category</u>		
		(1)	(2)	(3)
Federal National Mortgage Association debenture bonds	\$ 64,438,987			\$ 64,438,987
Repurchase agreements	<u>34,040,383</u>			<u>34,040,383</u>
Total investments	<u>\$ 98,479,370</u>			<u>\$ 98,479,370</u>

The three credit risk categories are defined as follows:

Category

- (1) Insured, registered or securities held by the entity or its agent (bank trust department) in the entity's name (name of the Authority).
- (2) Uninsured and unregistered, with securities held by the counterparty's trust department or agent in the entity's name.
- (3) Uninsured and unregistered, with securities held by the counterparty, or by its trust department or agent but not in the entity's name.

During the year ended June 30, 2004, deposits and investments of the Authority were similar to those on hand at June 30, 2004 with respect to credit risk.

3. SPECIAL TAX REVENUE BONDS

In the government-wide financial statements bonds are reported as liabilities in the statement of net assets. Through June 30, 2004, the Authority issued seven series of Special Tax Revenue Bonds, as follows:

Series of	Amount Issued
1992	\$474,555,000
1993	643,430,000
1993A	178,675,000
1994	122,020,000
1996	343,030,000
1999	610,005,000
2003	165,550,000

The following summary shows the changes in bonds payable for the year ended June 30, 2004:

Series of	Outstanding July 1, 2003	Retirements	Outstanding July 1, 2004
1996	\$ 101,640,000	\$ 3,590,000	\$ 98,050,000
1999	539,230,000	26,670,000	512,560,000
2003	<u>165,550,000</u>	<u>5,460,000</u>	<u>160,090,000</u>
	<u>\$ 806,420,000</u>	<u>\$ 35,720,000</u>	<u>\$ 770,700,000</u>
Less current portion			<u>47,115,000</u>
Long-term portion			<u>\$ 723,585,000</u>

In conjunction with its 1992, 1993 and 1993A bond issues, the Authority entered into an Indenture of Trust dated as of June 1, 1992 which was subsequently amended and supplemented as of June 22, 1992, July 15, 1993 and August 15, 1993. An Amended and Restated Indenture of Trust dated as of December 15, 1994 was entered into in conjunction with the Authority's 1994 bond issue and replaced (amended and restated) the original indenture as amended and supplemented. The 1996 bonds were issued pursuant to the Amended and Restated Indenture of Trust dated as of December 15, 1994 (the "1994 Indenture") as amended and supplemented by a First Supplement to the Amended and Restated Indenture of Trust dated as of May 15, 1996. The 1999 bonds were issued pursuant to the Amended and Restated Indenture of Trust dated as of December 15, 1994 as amended and supplemented by a First Supplement to the Amended and Restated Indenture of Trust dated as of May 15, 1996 and a Second Supplement to the Amended and Restated Indenture of Trust dated as of April 1, 1999 (together the "Trust Indenture") between the Authority and First Union National Bank as Trustee (the "Trustee"). The 2003 bonds were issued pursuant to the Trust Indenture as amended and supplemented by a Third

Supplement to the Trust Indenture dated June 1, 2003 between the Authority and Wachovia Bank, formerly First Union National Bank, as Trustee. The Trustee's responsibilities include ensuring that the proceeds of the PICA Tax (see Note 1) received by it are used to fund the debt service payments (bond principal and interest) required under the Trust Indenture, as amended.

Each series of bonds issued by the Authority are limited obligations of the Authority and the principal, redemption premium, if any, and interest thereon, are payable solely from a portion of the PICA Tax.

To issue additional bonds, the Trust Indenture requires that the Authority's collection of PICA Taxes in any twelve consecutive months during the fifteen-month period immediately proceeding the date of issuance of such additional bonds equals at least 175% of the maximum annual debt service requirement on the bonds outstanding after the issuance of the additional bonds. The PICA Taxes collected during the year ended June 30, 2004 (\$288,179,469) equaled approximately 334% of the maximum annual debt service (\$86,248,506) of the bonds outstanding at June 30, 2004 (the 1996, 1999 and 2003 bonds).

Total annual debt service requirements (annual principal or sinking fund requirements and interest payments) on the outstanding bonds at June 30, 2004 are as follows:

Fiscal Year Ending	Total Debt Service Requirements
2005	\$ 86,104,063
2006	86,248,506
2007	86,246,318
2008	80,580,921
2009	71,961,686
2010	65,135,966
2011	61,474,791
2012	61,457,279
2013	61,445,981
2014	61,424,075
2015	61,411,038
2016	61,378,475
2017	61,356,425
2018	52,233,063
2019	43,513,863
2020	43,511,138
2021	34,121,413
2022	34,119,413
2023	20,489,100

Details as to the purpose of each of the respective series of bonds issued by the Authority to June 30, 2004 and as to bonds outstanding at that date follow.

A. Series of 1992

The proceeds from the sale of the Series of 1992 Bonds were used to (i) make grants to the City to fund the Fiscal Year 1991 General Fund cumulative deficit and the projected Fiscal Years 1992 and 1993 General Fund deficits, (ii) make grants to the City to pay the costs of certain emergency capital projects to be undertaken by the City and other capital projects to increase productivity in

the operation of City government, (iii) make the required deposit to the Debt Service Reserve Fund, (iv) capitalize interest on a portion of the Series of 1992 Bonds through June 15, 1993, (v) repay amounts previously advanced to the Authority by the Commonwealth to pay initial operating expenses of the Authority, (vi) fund a portion of the Authority's first fiscal year operating budget, and (vii) pay the costs of issuing the Series of 1992 Bonds.

Series of 1992 Bonds in the aggregate principal amount of \$136,670,000, initially scheduled to mature June 15, 2006, 2012 and 2022 were advance refunded on September 14, 1993 (the "Refunded 1992 Bonds") through an irrevocable trust created by using a portion of the proceeds of the Series of 1993A Bonds. Series of 1992 Bonds in the aggregate principal amount of \$304,160,000, initially scheduled to mature June 15, 1996, 1997, 1998, 1999, 2000 and 2002 were advance refunded on May 15, 1996 (also the "Refunded 1992 Bonds") together with the Refunded 1994 Bonds (see Series of 1994 in this Note 3) through an irrevocable trust created by using the net proceeds of the Series of 1996 Bonds together with monies on deposit with the Trustee on account of the Refunded 1992 Bonds, monies on deposit with the Trustee on account of the Refunded 1994 Bonds and sums derived from certain forward purchase agreements entered into with respect to the irrevocable trust. The Refunded 1992 Bonds are no longer deemed to be outstanding under the Trust Indenture.

B. Series of 1993

The proceeds from the sale of the Series of 1993 Bonds were used to (i) make grants to the City to pay the costs of certain emergency capital projects (including capital improvements to the City's Criminal Justice and Correctional Facilities) to be undertaken by the City and other capital projects to increase productivity in the operation of City government, (ii) make a grant to the City for refunding of certain of the City's General Fund Obligation Bonds, (iii) make the required deposit to the Debt Service Fund, and (iv) to pay the costs of issuing the Series of 1993 Bonds.

Series of 1993 Bonds in the aggregate principal amount of \$610,730,000, initially scheduled to mature June 15, 1999 through 2009, 2015, 2016 and 2023 were advance refunded on April 1, 1999 (the "Refunded 1993 Bonds") through an irrevocable trust created by using the net proceeds of the Series of 1999 Bonds together with monies on deposit with the Trustee on account of the refunded 1993 bonds. The Refunded 1993 Bonds are no longer deemed to be outstanding under the Trust Indenture (see Note 6).

C. Series of 1993A

The proceeds from the sale of the Series of 1993A Bonds were used to (i) provide for the advance refunding of a portion of the Authority's Special Tax Revenue Bonds Series of 1992, in the aggregate principal amount of \$136,670,000, (ii) make the required deposit to the Debt Service Fund, and (iii) to pay the costs of issuing the Series of 1993A Bonds.

Series of 1993A Bonds in the aggregate principal amount of \$163,185,000, initially scheduled to mature June 15, 2004 through 2023 were currently refunded on June 16, 2003 through an irrevocable trust created by using the net proceeds of the Series of 2003 Bonds. The Refunded 1993A Bonds are no longer deemed to be outstanding under the Trust Indenture

D. Series of 1994

The proceeds from the sale of the Series of 1994 Bonds were used to (i) make grants to the City to pay the costs of certain emergency capital projects to be undertaken by the City and other capital

projects to increase productivity in the operation of City Government, (ii) make the required deposit to the Debt Service Reserve Fund, and (iii) pay the costs of issuing the Series of 1994 Bonds.

Series of 1994 Bonds in the aggregate principal amount of \$120,180,000 initially scheduled to mature on and after June 15, 1996 were advance refunded on May 15, 1996 (the “Refunded 1994 Bonds”) together with the Refunded 1992 Bonds (see Series of 1992 earlier in this Note 3) through an irrevocable trust created by using the net proceeds of the Series of 1996 Bonds together with monies on deposit with the Trustee on account of the Refunded 1994 Bonds, monies on deposit with the Trustee on account of the Refunded 1992 Bonds and sums derived from certain forward purchase agreements entered into with respect to the irrevocable trust. The Refunded 1994 Bonds are no longer deemed to be outstanding under the Trust Indenture (see Note 5).

E. Series of 1996

The proceeds from the sale of the Series of 1996 Bonds were used, together with monies available in certain of the separate accounts established under the 1994 Indenture on account of the 1992 Bonds and the 1994 Bonds to (i) provide for the advance refunding of the Authority’s Special Tax Revenue Bonds Series of 1992 outstanding as of May 15, 1996 in the aggregate principal amount of \$304,160,000 and the Authority’s Special Tax Revenue Bonds Series of 1994 outstanding as of May 15, 1996 in the aggregate principal amount of \$120,180,000, (ii) pay the premium for a Debt Service Reserve Fund Insurance Policy in the amount of \$35,004,944 to satisfy the Debt Service Reserve Fund Requirements in respect of the Series of 1996 Bonds which amount is equal to ten percent (10%) of the proceeds of the Series of 1996 Bonds, and (iii) pay the costs of issuing the Series of 1996 Bonds.

The details of Series of 1996 Bonds outstanding at June 30, 2004 are as follows:

Interest Rate	Maturing June 15	Amount
6.000	2005	\$ 3,890,000
6.000	2006	4,200,000
5.200	2007	4,450,000
5.300	2008	4,680,000
5.400	2009	4,930,000
5.500	2010	5,200,000
5.500	2011	5,480,000
5.600	2012	5,785,000
5.625	2013	6,105,000
5.500	2016	20,440,000
5.500	2020	<u>32,890,000</u>
Total		<u>\$ 98,050,000</u>

The following table shows the annual principal or sinking fund requirements, interest payments and the total debt service requirements for the Series of 1996 Bonds outstanding at June 30, 2004.

Fiscal Year Ending	Principal or Sinking Fund Requirements	Interest	Total Debt Service Requirements
2005	\$ 3,890,000	\$ 5,418,976	\$ 9,308,976
2006	4,200,000	5,185,576	9,385,576
2007	4,450,000	4,933,576	9,383,576
2008	4,680,000	4,702,176	9,382,176
2009	4,930,000	4,454,136	9,384,136
2010	5,200,000	4,187,916	9,387,916
2011	5,480,000	3,901,916	9,381,916
2012	5,785,000	3,600,516	9,385,516
2013	6,105,000	3,276,556	9,381,556
2014	6,450,000	2,933,150	9,383,150
2015	6,810,000	2,578,400	9,388,400
2016	7,180,000	2,203,850	9,383,850
2017	7,575,000	1,808,950	9,383,950
2018	7,990,000	1,392,325	9,382,325
2019	8,430,000	952,875	9,382,875
2020	8,895,000	489,225	9,384,225

F. Series of 1999

The net proceeds from the sale of the Series of 1999 Bonds were used, together with other monies available in the Debt Service Fund of the 1993 Bonds, to (i) provide for the advance refunding of all of the Authority's Special Tax Revenue Bonds Series of 1993 outstanding as of April 1, 1999 and maturing June 15 of the years 1999 through 2009, 2015, 2016 and 2023, in the aggregate principal amount of \$610,730,000 (the "Refunded 1993 Bonds"), (ii) pay the premium for a Debt Service Reserve Fund Insurance Policy to help satisfy the Debt Service Reserve Requirements in respect of the 1993A, 1996 and 1999 bonds outstanding under the Indenture, equally and ratably, as per the amended provisions of the Trust Indenture with respect to "Debt Service Reserve Requirements," and (iii) pay the costs of issuing the Series of 1999 Bonds.

The details of Series of 1999 Bonds outstanding at June 30, 2004 are as follows:

Interest Rate	Maturing June 15	Amount
4.00	2005	\$ 37,505,000
5.00	2006	39,075,000
5.00	2007	41,030,000
5.00	2008	37,420,000
5.00	2009	30,665,000
5.25	2010	25,370,000
5.25	2011	23,045,000
5.25	2012	24,235,000
5.25	2013	25,500,000
5.25	2014	26,815,000
5.25	2015	28,205,000
5.25	2016	29,660,000
5.25	2017	31,195,000
5.00	2018	23,710,000
4.75	2019	16,170,000
5.00	2021	34,725,000
4.75	2023	<u>38,235,000</u>
Total		<u>\$ 512,560,000</u>

The following table shows the annual principal or sinking fund requirements, interest payments and the total debt service requirements for the Series of 1999 Bonds outstanding at June 30, 2004.

Fiscal Year Ending	Principal or Sinking Fund Requirements	Interest	Total Debt Service Requirements
2005	\$ 37,505,000	\$ 25,652,000	\$ 63,157,000
2006	39,075,000	24,151,800	63,226,800
2007	41,030,000	22,198,050	63,228,050
2008	37,420,000	20,146,550	57,566,550
2009	30,665,000	18,275,550	48,940,550
2010	25,370,000	16,742,300	42,112,300
2011	23,045,000	15,410,375	38,455,375
2012	24,235,000	14,200,513	38,435,513
2013	25,500,000	12,928,175	38,428,175
2014	26,815,000	11,589,425	38,404,425
2015	28,205,000	10,181,638	38,386,638
2016	29,660,000	8,700,875	38,360,875
2017	31,195,000	7,143,725	38,338,725
2018	23,710,000	5,505,988	29,215,988
2019	16,170,000	4,320,488	20,490,488
2020	16,940,000	3,552,413	20,492,413
2021	17,785,000	2,705,413	20,490,413
2022	18,675,000	1,816,163	20,491,163
2023	19,560,000	929,100	20,489,100

G. Series of 2003

The net proceeds from the sale of the Series of 2003 Bonds were used to (i) provide for the current refunding of all of the Authority's Special Tax Revenue Bonds Series of 1993A outstanding as of June 16, 2003 and maturing June 15 of the years 2004 through 2023, in the aggregate principal amount of \$163,185,000 (the "Refunded 1993 Bonds"), (ii) pay the costs of issuing the Series of 2003 Bonds.

The details of Series of 2003 Bonds outstanding at June 30, 2004 are as follows:

(The interest rate related to the 2003 Bonds is based on the payments due by the Authority under the swap agreement, not the floating rate of interest on the 2003 bonds. The Authority will have an additional interest obligation relating to the 2003 Bonds if the floating rate of interest payable is less than the interest rate on the 2003 Bonds. See Note 3I.)

Interest Rate	Maturing June 15	Amount
5.00	2005	\$ 5,720,000
5.00	2006	5,995,000
5.00	2007	6,290,000
5.00	2008	6,605,000
5.00	2009	6,950,000
5.00	2010	7,290,000
5.00	2011	7,650,000
5.00	2012	8,025,000
5.00	2013	8,420,000
5.00	2014	8,835,000
5.00	2015	9,270,000
5.00	2016	9,725,000
5.00	2017	10,205,000
5.00	2018	10,710,000
5.00	2019	11,245,000
5.00	2020	11,795,000
5.00	2021	12,375,000
5.00	2022	<u>12,985,000</u>
Total		<u>\$ 160,090,000</u>

The following table shows the annual principal or sinking fund requirements, interest payments and the total debt service requirements for the Series of 2003 Bonds outstanding at June 30, 2004.

Fiscal Year Ending	Principal or Sinking Fund Requirements	Interest	Total Debt Service Requirements
2005	\$ 5,720,000	\$ 7,918,087	\$ 13,638,087
2006	5,995,000	7,641,130	13,636,130
2007	6,290,000	7,344,692	13,634,692
2008	6,605,000	7,027,195	13,632,195
2009	6,950,000	6,687,000	13,637,000
2010	7,290,000	6,345,750	13,635,750
2011	7,650,000	5,987,500	13,637,500
2012	8,025,000	5,611,250	13,636,250
2013	8,420,000	5,216,250	13,636,250
2014	8,835,000	4,801,500	13,636,500
2015	9,270,000	4,366,000	13,636,000
2016	9,725,000	3,908,750	13,633,750
2017	10,205,000	3,428,750	13,633,750
2018	10,710,000	2,924,750	13,634,750
2019	11,245,000	2,395,500	13,640,500
2020	11,795,000	1,839,500	13,634,500
2021	12,375,000	1,256,000	13,631,000
2022	12,985,000	643,250	13,628,250

H. Series of 1993A, 1996 and 1999 Swaptions

Objective of the swaptions—During the fiscal year ended June 30, 2002, the Authority entered into three swaption agreements with JPMorganChase as the counterparty that provided the Authority up-front premium payments totaling \$26,235,000 (\$10,700,000 for the 1993 A issuance, \$5,815,000 for the 1996 issuance, and \$9,700,000 for the 1999 issuance). These swaption agreements were entered into in order to affect a synthetic refunding of the Authority’s 1993 A, 1996, and 1999 bond issuances at some point in the future (generally, the first call date for each bond issuance). The premium payments, which were recorded as deferred revenue in fiscal year 2002, represent the risk-adjusted, present value savings of a refunding at the specified call date without issuing refunding bonds at the time the swaption agreements were executed. The swaptions give the counterparty the option to make the Authority enter into pay-fixed, receive-variable interest rate swaps. If the options are exercised, the Authority would then expect to issue variable-rate refunding bonds. See Note 3.I. below related to the exercising of the 1993A swaption.

Terms—The premium payments were based on a notional amount representing the outstanding bonds for each issuance, and at the time any of the related swap agreements are to take effect the notional amounts will represent the outstanding bonds at that time. The counterparty has the option to exercise the agreements at the first call date of each related bond issuance and the related swap will commence on that same date. The fixed swap rates (ranging from approximately 5.0 - 5.5%) were set at rates that, when added to an assumption for remarketing and liquidity costs, will approximate the coupons of the “refunded” bonds. The swap’s variable payment would be a predetermined percentage (ranging from 62-67%) of the London Interbank Offered Rate (LIBOR). Both the Authority and the counterparty have the ability to end the swaption agreements, with monetary consequences, before the interest rate swaps are set to begin.

Fair value—As of June 30, 2004, the 1996 swaption had a negative fair value of approximately \$9,000,000 and the 1999 swaption had a negative fair value of approximately \$19,300,000. The fair value was determined by the counterparty using its proprietary methodology.

Market-access risk—If the options are exercised and the refunding bonds are not issued, the 1996 and 1999 bonds would not be refunded and the Authority would make net swap payments as required by the terms of the contracts. If the options are exercised and the variable rate refunding bonds are issued, the actual savings ultimately recognized by the transactions will be affected by the relationship between the interest rate terms of the to-be-issued variable rate refunding bonds versus the variable payment on the swap.

I. Series of 2003 Swap Agreement and Basis Cap Agreement

In June 2003, the counterparty exercised its option under the 1993A swaption agreement as described above, concurrently with the Authority's Series 2003 Refunding Bond issuance (see Note 3G). The \$10,700,000 premium received was recognized as swaption premium revenue in the general fund during the fiscal year ended June 30, 2003. At June 30, 2004, the unamortized swaption premium is reflected as deferred revenue in the government-wide financial statements and will be amortized over the life of the 2003 Swap Agreement.

Terms and objective—The Series of 2003 bonds and the related swap agreement mature on June 15, 2022. The swap's initial notional amount of \$163,185,000 matches the related 1993A bonds that were currently refunded on June 16, 2003 and the notional amount declines each year to match the original maturity schedule of the 1993A refunded bonds. The swap was entered into at the same time the refunding bonds were issued, during June 2003. Under the swap, the Authority pays the counterparty a fixed payment of approximately 5.0% and receives a variable payment computed as 67.0% of the one-month London Interbank Offered Rate ("LIBOR"). Conversely, the variable rate bonds are based on The Bond Market Association Municipal Swap Index ("BMA").

In June 2003, the Authority also entered into a basis cap transaction with the counterparty. Beginning July 15, 2003, the counterparty will pay the Authority a fixed rate each month of .40% per year and the Authority will pay to the counterparty a variable rate based on the greater of (a) the average of the BMA for the month divided by the one-month LIBOR, less 70%, multiplied by the one-month LIBOR, times the notional amount times the day count fraction or (b) zero. The notional amount and term of this agreement equals the notional amount and term of the interest rate swap noted above. The objective of the basis cap is to minimize the basis risk as discussed below.

Fair Value—The swap and basis cap had a negative fair value of approximately \$19,400,000 million and \$478,000 million as of June 30, 2004, respectively. The swap and basis cap negative fair values may be countered by a reduction in total interest payments required by the variable rate bonds, creating a lower synthetic interest rate. Because the coupons on the variable rate bonds adjust to changing interest rates, the bonds do not have a corresponding fair value increase.

Credit Risk—As of June 30, 2004, the Authority was not exposed to credit risk because the swap had a negative fair value. However, should interest rates change and the fair value of the swap become positive, the Authority would be exposed to credit risk in the amount of the swap's fair value. The counterparty was rated "A+" by Standard & Poor's and "A1" by Moody's Investors Service as of June 30, 2004. To mitigate the potential for credit risk, if the counterparty's credit quality falls below "A-" or "A3", respectively, the fair value of the swap will be fully collateralized by the counterparty within 15 days of it having ceased to have such minimum ratings. The collateral would be posted with a third party custodian.

Basis Risk—As noted above, the swap exposes the Authority to basis risk should the relationship between LIBOR and BMA converge, changing the synthetic rate on the bonds. If a change occurs that results in the rates' moving to converge, the expected cost savings may not be realized. At June 30, 2004 the 67% of LIBOR rate was approximately 0.92% and the BMA rate was approximately 1.05%.

Termination Risk—The derivative contract for the swap and the basis cap uses the International Swap Dealers Association Master Agreement, which includes standard termination events, such as failure to pay and bankruptcy. The Schedule to the Master Agreement includes an "additional termination events" section. Under each of the transactions the Authority has the right at its option to terminate the related interest rate swap or basis cap and any such termination will result in a termination payment calculated under the Master Agreement either owing by the Authority to the counterparty or owing by the counterparty to the Authority. Additionally, the swap may be terminated by the Authority if the counterparty's credit quality falls below "A-" as issued by Standard & Poor's or "A3" by Moody's Investors Service and collateral is not posted within 15 days of it having ceased to have such minimum ratings. The Authority or the counterparty may terminate the swap if the other party fails to perform under the terms of the contract. If the swap is terminated, the variable rate bonds would no longer carry a synthetic interest rate. Also, if at the time of termination the swap has a negative fair value, the Authority would be liable to the counterparty for a payment equal to the swap's fair value.

As of June 30, 2004, debt service requirements of the variable rate debt and net swap payments, assuming current interest rates remain the same, for their term were as follows. As rates vary, variable rate bond interest payments and net swap payments will vary.

Fiscal Year Ending	Variable Rate Bonds		Interest Rate Swap, net	Total
	Principal	Interest		
2005	\$ 5,720,000	\$ 1,515,374	\$ 6,531,672	\$ 13,767,046
2006	5,995,000	1,512,826	6,298,296	13,806,122
2007	6,290,000	1,510,131	6,053,700	13,853,831
2008	6,605,000	1,507,240	5,797,068	13,909,308
2009	6,950,000	1,504,153	5,527,584	13,981,737
2010	7,290,000	1,500,772	5,244,024	14,034,796
2011	7,650,000	1,497,440	4,946,592	14,094,032
2012	8,025,000	1,493,912	4,634,472	14,153,384
2013	8,420,000	1,490,237	4,307,052	14,217,289
2014	8,835,000	1,486,366	3,963,516	14,284,882
2015	9,270,000	1,482,299	3,603,048	14,355,347
2016	9,725,000	1,478,036	3,224,832	14,427,868
2017	10,205,000	1,473,577	2,828,052	14,506,629
2018	10,710,000	1,468,873	2,411,688	14,590,561
2019	11,245,000	1,463,924	1,974,720	14,683,644
2020	11,795,000	1,458,681	1,515,924	14,769,605
2021	12,375,000	1,453,291	1,034,688	14,862,979
2022	12,985,000	1,447,607	529,788	14,962,395
Total	<u>\$ 160,090,000</u>	<u>\$ 26,744,739</u>	<u>\$ 70,426,716</u>	<u>\$ 257,261,455</u>

4. FORWARD DELIVERY AGREEMENT

Objective—On June 6, 2000 the Authority entered into a debt service reserve forward delivery agreement which began on August 1, 2003, whereby the Authority received a premium of \$4,450,000 on December 1, 2002 for the debt service reserve fund in exchange for the future earnings from the debt service reserve fund investments. The premium amount will be deferred and recognized as revenue over the remaining life of this agreement or through June 15, 2010 beginning with the first scheduled delivery of the debt service reserve investments in August 2003.

Terms—Under this agreement the Authority is guaranteed a fixed interest rate on the debt service reserve investments of 4.79%.

Fair value—As of June 30, 2004, the forward delivery agreement had a negative fair value of approximately \$2,800,000. The fair value was determined by the counterparty using its proprietary methodology.

Interest rate risk—Under this agreement the Authority has agreed upon a rate of return equal to 4.79% in order to minimize the risks resulting from fluctuations in interest rates, however the Authority has also forgone the possibility of receiving greater returns should the interest rates rise above 4.79%.

Termination risk—Either party to the agreement may terminate the agreement if the other party fails to perform under the terms of the contract. Depending on prevailing interest rates at the time of the termination the amount owed by the Authority could be substantial.

Rollover risk—The Authority is exposed to rollover risk on this agreement as this agreement matures or may be terminated prior to the maturity of the associated debt. When this agreement terminates the Authority may not realize the rate of interest offered by this agreement.

5. REFUNDED 1994 BONDS—1996 REFUNDED BONDS ESCROW FUND

Proceeds of the Series of 1996 Bonds, together with certain funds held by the Trustee on account the Series of 1994 Bonds and the proceeds of certain forward supply agreements entered into utilizing portions of the proceeding funds (the 1994 and 1996 proceeds supply agreements) were deposited into an irrevocable trust fund (the “1996 Refunded Bonds Escrow Fund”) under and pursuant to the terms of an escrow deposit agreement, dated as of May 15, 1996 (the “Escrow Deposit Agreement”) between the Authority and its “Escrow Agent.” First Union National Bank became the Escrow Agent during the fiscal year ended June 30, 1997. The 1996 Refunded Bonds Escrow Fund is required to be invested in Government Obligations (as defined in the Trust Indenture). Moneys in the 1996 Refunded Bonds Escrow Fund shall be used to pay when due the principal of and interest on the 1994 Refunded Bonds as the same shall become due and payable from the date of the Escrow Deposit Agreement to and including June 15, 2005 (the “1994 Bonds Redemption Date”) and to pay on the 1994 Bonds Redemption Date the Redemption Price (100% of principal amount) of the outstanding 1994 Refunded Bonds maturing after that date plus accrued interest on that date.

The following sets forth the 1994 Refunded Bonds which remain advance refunded through establishment of the 1996 Refunded Bonds Escrow Fund:

Maturing June 15	Par Amount
2005 and thereafter	98,310,000 *

* Includes redemption of all Bonds maturing 2005 through 2021.

At June 30, 2004, the 1996 Refunded Bonds Escrow Fund held cash and United States Treasury Securities (at market) in the amount of \$104,854,290 for payment of its obligations after that date. The maturing principal and interest on the securities held in escrow have been verified as being sufficient to provide for the payment of the principal of, interest on and redemption price of the Refunded Bonds on their scheduled maturity and redemption dates.

6. REFUNDED 1993 BONDS—1993 BONDS ESCROW FUND

A portion of the proceeds of the Series of 1999 Bonds (\$616,677,050), together with moneys on deposit with the Trustee on account of the Refunded 1993 Bonds (\$19,817,995), were deposited into an irrevocable trust fund (the “1993 Bonds Escrow Fund”) established and held by First Union National Bank, an escrow agent (the “Escrow Agent”), under and pursuant to the terms of an escrow deposit agreement dated as of April 1, 1999 (the “Escrow Deposit Agreement”). The 1993 Bonds Escrow Fund is required to be invested in Government Obligations, as defined in the Trust Indenture. Moneys in the 1993 Bonds Escrow Fund were used to pay the interest on and principal of the Refunded 1993 Bonds, on June 15, 2003, at a redemption price of 100%, the principal of the Refunded 1993 Bonds then outstanding plus accrued interest to the redemption date.

7. DEFINED BENEFIT PENSION PLAN

Plan Description—The Authority covers all full-time employees in the State Employees' Retirement System (the "System") which was established as of June 27, 1923, under the provisions of Public Law 858, No. 331. The System is the administrator of a cost-sharing, multiple-employer defined benefit retirement system established by the Commonwealth to provide pension benefits for employees of state government and certain independent agencies.

The System is a component unit of the Commonwealth and is included in the Commonwealth's financial report as a pension trust fund. The System also issues a publicly available financial report that includes financial statements and required supplementary information. That report may be obtained by writing to Commonwealth of Pennsylvania, State Employees' Retirement Board, 30 North Third Street, P.O. Box 1147, Harrisburg, Pennsylvania 17108.

The System provides retirement, death and disability benefits. Retirement benefits vest after five years of credited service. Employees who retire with three years of service at age 60, or with 35 years of service if under age 60, are entitled to a normal annual retirement benefit. Members of the General Assembly and certain employees classified in hazardous duty positions can retire with full benefits at age 50, with at least three years of service. The general annual benefit is 2% of the member's highest three-year annual average salary times years of service times class of service multiplier. The Authority's total and annual covered payroll for the year ended June 30, 2004 was \$483,882.

Contributions Required—Covered employees are required to contribute to the System at a rate of 6.25% of their gross pay. The contributions are recorded in an individually identified account which is also credited with interest, calculated quarterly to yield 4% per annum, as mandated by statute. Accumulated employee contributions and credited interest vest immediately and are returned to the employee upon termination of service if the employee is not eligible for other benefits.

Participating agency contributions are also mandated by statute and are based upon an actuarially determined percentage of gross pay that is necessary to provide the System with assets sufficient to meet the benefits to be paid to System participants.

The Authority did not and was not required to contribute to the System for the years ended June 30, 2004, 2003, and 2002, respectively.

According to the retirement code, all obligations of the System will be assumed by the Commonwealth should the System terminate.

8. LEASE OBLIGATIONS

The Authority is obligated under various operating leases, including a lease for office space through December 31, 2007. The following is a schedule of all minimum lease payments:

Fiscal Year Ending June 30	Amount
2005	\$ 79,341
2006	77,569
2007	77,569
2008	<u>38,785</u>
	<u>\$ 273,264</u>

Rental expense for the year ended June 30, 2004 was \$78,721.

* * * * *

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

GENERAL FUND

SUPPLEMENTAL SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE—BUDGET AND ACTUAL YEAR ENDED JUNE 30, 2004

	Budget	Actual	Over (Under) Budget
Revenues			
Interest and short term investment earnings	\$ 106,748	\$ 468,717	\$ 361,969
Other	-	15,060	15,060
Total Revenue	<u>106,748</u>	<u>483,777</u>	<u>377,029</u>
Expenditures:			
Personnel—salaries and benefits	801,256	591,727	(209,529)
Professional services:			
Legal	40,000	34,057	(5,943)
Audit	75,000	91,000	16,000
Consulting/research	50,000	55,086	5,086
Interagency services	6,000		(6,000)
Trustee	85,000	147,200	62,200
Miscellaneous	65,000	10,416	(54,584)
Other:			
Rent	80,000	78,281	(1,719)
Computer software and minor hardware	25,000	11,505	(13,495)
Office supplies	6,500	318	(6,182)
Telephone	20,000	12,052	(7,948)
Subscriptions and reference services	7,500	5,436	(2,064)
Postage and express	7,500	5,216	(2,284)
Dues and professional education	7,500	2,825	(4,675)
Travel	7,500	2,618	(4,882)
General and administrative	15,000	371,547	356,547
Miscellaneous	2,500		(2,500)
Administration—operations	1,301,256	1,419,284	118,028
Capital outlay—furniture, fixtures and equipment	40,000	2,796	(37,204)
Additional oversight duties	450,000		(450,000)
Total—administration	<u>1,791,256</u>	<u>1,422,080</u>	<u>(369,176)</u>
Excess of expenditures over revenues	(1,684,508)	(938,303)	746,205
Other financing sources			
Transfers out for swap interest payments		(411,013)	(411,013)
Transfers in for PICA draw for operations	1,684,508	1,684,508	
Excess of revenues and other financing sources over expenditures		335,192	335,192
FUND BALANCE, JULY 1, 2003	<u>259,028</u>	<u>14,329,741</u>	<u>14,070,713</u>
FUND BALANCE, JUNE 30, 2004	<u>\$ 259,028</u>	<u>\$ 14,664,933</u>	<u>\$ 14,405,905</u>

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

GENERAL FUND

SUPPLEMENTAL SCHEDULE OF CASH ACTIVITY YEAR ENDED JUNE 30, 2004

Cash receipts:	
Revenues collected—interest	\$ 469,185
Other financing sources—operating transfers in from interest earnings on Debt Service Funds	<u>1,684,508</u>
Total cash receipts	2,153,693
Cash disbursements	
Expenditures paid - administration	1,395,701
Other financing uses - transfers out for swap interest payments	<u>411,013</u>
	1,806,714
Excess of cash receipts over cash disbursements	346,979
CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS, JULY 1, 2003	<u>35,644,066</u>
CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS, JUNE 30, 2004	<u>\$ 35,991,045</u>

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

SPECIAL REVENUE FUND

SUPPLEMENTAL SCHEDULE OF CASH ACTIVITY YEAR ENDED JUNE 30, 2004

Cash receipts:	
Revenues collected:	
PICA Taxes	\$ 291,897,450
Interest	72,742
Other financing sources—operating transfers in from interest earnings on Debt Service Funds	<u>1,643,644</u>
Total cash receipts	<u>293,613,836</u>
Cash disbursements:	
Expenditures paid—grants to the City of Philadelphia	220,287,937
Other financing uses—operating transfers out for debt service requirements	<u>73,325,899</u>
Total cash disbursements	<u>293,613,836</u>
Excess of cash receipts over cash disbursements	-
CASH AND SHORT-TERM INVESTMENTS—July 1, 2003	<u> </u>
CASH AND SHORT-TERM INVESTMENTS—July 30, 2004	<u><u>\$ -</u></u>