



Washington Suburban Sanitary Commission

Annual Financial Report

Year Ended
June 30, 2005

Report of Independent Auditors

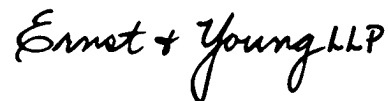
To the Commissioners
Of the Washington Suburban Sanitary Commission:

We have audited the accompanying balance sheets of the Washington Suburban Sanitary Commission as of June 30, 2005 and 2004, and the related statements of revenues, expenses, and changes in net assets and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Washington Suburban Sanitary Commission at June 30, 2005 and 2004, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States.

Management's discussion and analysis and schedule of historical pension information are not required parts of the basic financial statements but are supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the supplementary information. However, we did not audit the information and express no opinion on it.



August 25, 2005

MANAGEMENT'S DISCUSSION AND ANALYSIS REQUIRED SUPPLEMENTARY INFORMATION

This section of the Washington Suburban Sanitary Commission (WSSC) annual financial report presents our discussion and analysis of WSSC's financial performance during the fiscal years that ended June 30, 2005 and 2004. Please read it in conjunction with WSSC's financial statements, which follow this section.

FINANCIAL HIGHLIGHTS

Fiscal Year 2005

- WSSC maintained AAA bond ratings from FitchRatings, Moody's Investor Services, and Standard & Poors.
- Combined water and sewer rates increased in fiscal year 2005. This increase follows six consecutive years of stable rates.
- Remedial measures to eliminate and/or reduce Sanitary Sewer Overflows will be undertaken pursuant to a proposed Consent Decree, which was executed in July 2005 with the Environmental Protection Agency, the Department of Justice, the State of Maryland, and four environmental groups. Costs of these remedial measures are estimated at \$365 million and are projected to be expended over 12 years. The costs for fiscal year 2006 are included in WSSC's budget and capital improvements program. The proposed Consent Decree will become final if it is approved by the U.S. District Court.
- A fiscal year 2005 bond refunding will reduce WSSC's total debt service payments over the next 20 years by \$2.2 million.
- Operating revenues increased \$5.4 million. The volume of water delivered to the system rose slightly during the fiscal year, and average rates billed to water and sewer customers increased approximately 2.7%.
- Operating expenses increased \$53.0 million during fiscal year 2005. An increase of \$4.2 million in expenses can be attributed to rising energy costs. Intermunicipal agency sewage disposal expenses increased \$2.2 million primarily as a result of the reconciliation of WSSC's share of estimated and actual expenses. An additional \$8.0 million was expended to address remedial maintenance measures relating to Sanitary Sewer Overflows in anticipation of the signing of the Consent Decree. Also, WSSC agreed to pay penalties of \$1.1 million related to this agreement and these costs were accrued in fiscal year 2005. During the fiscal year, a \$37.5 million loss was recognized for the impairment in value of one of WSSC's capital assets. This capital asset, a composting facility for biosolids handling was placed in service in 1983. Total costs to construct this facility and acquire the land were \$68.7 million. Contributions to aid in the construction were provided by Federal and State governments in the form of grants and totaled \$29.0 million. Additional funding of \$19.8 million was received from our regional partners. Operations of the composting facility ceased in 1999. In fiscal year 2005, WSSC took steps to commence disposal of this facility. An impairment loss was recorded to reduce this asset's carrying amount to its estimated fair value.
- Capital assets (water and sewer lines, water tanks, treatment plants, pumping stations, multi-purpose facilities and other facilities), net of accumulated depreciation, increased by \$87.8 million, while overall debt increased by \$8.7 million.
- The increase in net assets during the year included operating income, net of non-operating expenses, of \$49.0 million, and capital contributions of \$92.5 million.

Fiscal Year 2004

- WSSC maintained AAA bond ratings from FitchRatings, Moody's Investor Services, and Standard & Poors.
- Water and sewer rates did not increase during fiscal year 2004. This was the sixth consecutive year in which rates remained stable.

- Fiscal year 2004 bond refundings will reduce WSSC's total debt service payments over the next 19 years by \$25.8 million.
- Operating revenues decreased \$3.6 million. The volume of water delivered to the system rose slightly during the fiscal year, but average rates billed to water and sewer customers declined approximately 1.5%.
- Expenses increased during fiscal year 2004. Health care insurance costs increased \$.6 million during the year. Water supply operating and maintenance costs increased \$3.3 million. Pension costs charged to operating expenses increased in 2004 because actuarially required contributions were \$1.4 million higher in comparison to the prior fiscal year. Intermunicipal agency sewage disposal expenses increased \$3.1 million primarily as a result of the reconciliation of WSSC's share of estimated and actual expenses. An additional \$2.7 million was expended during the year to provide training to all employees of the Commission. Also, diversity experts were contracted at a cost of \$1.3 million to conduct a study to evaluate, and recommend enhancements, to WSSC's diversity programs, performance and profile.
- Capital assets (water and sewer lines, water tanks, treatment plants, pumping stations, multi-purpose facilities and other facilities), net of accumulated depreciation, increased by \$123.3 million, while overall debt decreased by \$12.0 million.
- The increase in net assets during the year included operating income, net of non-operating expenses, of \$91.5 million, and capital contributions of \$68.7 million.

OVERVIEW OF THE FINANCIAL STATEMENTS

This annual report consists of two parts - management's discussion and analysis and the required financial statements. The required financial statements consist of:

- Balance sheets
- Statements of revenues, expenses, and changes in net assets
- Statements of cash flows

The balance sheets provide a snapshot of WSSC's financial position at June 30, the end of the fiscal year. Figures on the balance sheets are cumulative from inception. WSSC's balance sheets present current and long-term assets and liabilities as well as net assets.

WSSC's statements of revenues, expenses and changes in net assets reflect activity for the fiscal year. These statements measure operating revenues and expenses as well as non-operating revenues and expenses. The statements also present capital contributions as well as changes in net assets.

The statements of cash flows present WSSC's inflow and outflow of cash. Cash flows from operating activities, capital and related financing activities, and investment activities are all shown separately. Cash provided by operating activities is reconciled to operating income. WSSC uses the direct method for presenting the cash flow statements.

The financial statements also include notes that explain some of the information in the financial statements and provide more detailed data.

WSSC operates as an enterprise fund, which is one type of proprietary fund. Enterprise funds operate similarly to private businesses in that charges for services to customers are expected to cover expenses. WSSC's financial statements are presented using the accrual basis of accounting and the economic resources measurement focus. All assets and liabilities are included in the financial statements. Revenue is recognized when water or other services are delivered. Expenses are recognized when goods and services are received. All revenues and expenses are recognized regardless of when cash is received or paid.

FINANCIAL ANALYSIS

Net Assets

Fiscal Year 2005

WSSC's net assets increased 5.5% to \$2,736.3 million (See Table A-1). The majority of this increase is attributable to the change in net assets invested in capital assets, net of related debt. Capital assets, net of accumulated depreciation, increased 2.3% to \$3,910.8 million. Unused bond proceeds at the end of the year increased to \$53.4 million. Investments are restricted for unused bond proceeds and classified as non-current assets. During fiscal year 2005, developers constructed \$45.2 million of capital assets and donated them to WSSC. Additional information is presented in the Capital Asset and Debt Administration section of this discussion.

Total debt, including current maturities, increased .6% to \$1,471.8 million. Capital contributions of \$92.5 million and operating revenues of \$7.0 million were available to finance capital projects during the year. These funding sources reduced the amount of bonds WSSC needed to sell for construction of water and sewer projects. A more detailed description of WSSC's debt can be found in Note H of the financial statements.

Fiscal Year 2004

WSSC's net assets increased 6.6% to \$2,594.8 million (See Table A-1). The majority of this increase is attributable to the change in net assets invested in capital assets, net of related debt. WSSC's capital assets are increasing, while the related debt is decreasing. Capital assets, net of accumulated depreciation, increased 3.3% to \$3,823.0 million. During fiscal year 2004, developers constructed \$23.7 million of these capital assets and donated them to WSSC. Additional information is presented in the Capital Asset and Debt Administration section of this discussion.

Total debt, including current maturities, decreased .8% to \$1,463.1 million. Capital contributions of \$68.7 million were available to finance capital projects during the year. These funding sources reduced the amount of bonds WSSC needed to sell for construction of water and sewer projects. A more detailed description of WSSC's debt can be found in Note H of the financial statements.

TABLE A-1
WSSC's Net Assets
(in millions of dollars)

	FY 2005	FY 2004	FY 2003	FY 2005 % Change	FY 2004 % Change
Current and other assets	\$ 486.4	\$ 420.5	\$ 401.6	15.7	4.7
Capital assets, net of accumulated depreciation	3,910.8	3,823.0	3,699.7	2.3	3.3
Total assets	4,397.2	4,243.5	4,101.3	3.6	3.5
Current and other liabilities	427.3	483.7	410.0	(11.7)	18.0
Bonds and notes payable, net of current maturities	1,233.6	1,165.0	1,256.6	5.9	(7.3)
Total liabilities	1,660.9	1,648.7	1,666.6	0.7	(1.1)
Net assets:					
Invested in capital assets, net of related debt	2,492.5	2,390.2	2,242.9	4.3	6.6
Restricted for growth construction	91.9	73.7	69.7	24.7	5.7
Unrestricted	151.9	130.9	122.1	16.0	7.2
Total net assets	\$ 2,736.3	\$ 2,594.8	\$ 2,434.7	5.5	6.6

Changes in Net Assets

Fiscal Year 2005

WSSC's operating revenues increased \$5.4 million (See Table A-2). The amount of water delivered to the system rose slightly during the fiscal year, and average rates billed to water and sewer customers increased approximately 2.7%. Operating expenses increased by 16.9% to \$366.3 million. An increase of \$4.2 million in expenses can be attributed to rising energy costs. Intermunicipal agency sewage disposal expenses increased \$2.2 million primarily as a result of the reconciliation of WSSC's share of estimated and actual expenses. An additional \$8.0 million was expended to address remedial maintenance issues related to Sanitary Sewer Overflows in anticipation of the signing of the Consent Decree. Also, WSSC agreed to pay penalties of \$1.1 million related to this agreement and these costs were accrued in fiscal year 2005. During the fiscal year, a \$37.5 million loss was recognized for the impairment in value of one of WSSC's capital assets. This capital asset, a composting facility for biosolids handling, was placed in service in 1983. Total costs to construct this facility and acquire the land were \$68.7 million. Contributions to aid in the construction were provided by Federal and State governments in the form of grants and totaled \$29.0 million. Additional funding of \$19.8 million was received from our regional partners. Operations of the composting facility ceased in 1999. In fiscal year 2005, WSSC took steps to commence disposal of this facility. An impairment loss was recorded to reduce this asset's carrying amount to its estimated fair value.

The net result of increases in revenues and expenses during the year resulted in a 46.4% decline in income before contributions to \$49.0 million. Capital contributions increased by 34.6% to \$92.5 million. Total footage of water and sewer mains constructed and donated by developers in 2005 increased 91% in comparison to 2004. Total units of water and sewer house connections constructed by developers in 2005 increased 54% in comparison to 2004.

Fiscal Year 2004

WSSC's operating revenues decreased .8% to \$437.3 million (See Table A-2). The amount of water delivered to the system rose slightly during the fiscal year, but average rates billed to water and sewer customers declined approximately 1.5%. Operating expenses increased by 5.6% to \$313.3 million. Health care insurance costs increased \$.6 million during the year. Water supply operating and maintenance costs increased \$3.3 million. Pension costs charged to operating expenses increased in 2004 because actuarially required contributions were \$1.4 million higher in comparison to the prior fiscal year. Intermunicipal agency sewage disposal expenses increased \$3.1 million primarily as a result of the reconciliation of WSSC's share of estimated and actual expenses. An additional \$2.7 million was expended during the year to provide training to all employees of the Commission. In addition, diversity experts were contracted at a cost of \$1.3 million to conduct a study to evaluate, and recommend enhancements, to WSSC's diversity programs, performance and profile. Increases in operating expenses and decreases in revenues during the year resulted in an 11.8% decline in income before contributions to \$91.5 million. Also, capital contributions decreased by 10.8% to \$68.7 million. Total footage of water and sewer mains constructed and donated by developers in 2004 decreased 26% in comparison to 2003.

TABLE A-2
WSSC's Changes in Net Assets
(in millions of dollars)

	FY 2005	FY 2004	FY 2003	FY 2005 % Change	FY 2004 % Change
Operating revenues	\$ 442.7	\$ 437.3	\$ 440.9	1.2	(0.8)
Operating expenses	(366.3)	(313.3)	(296.8)	(16.9)	(5.6)
Non-operating revenues (expenses)	(27.4)	(32.5)	(40.4)	15.7	19.6
Income before contributions	49.0	91.5	103.7	(46.4)	(11.8)
Capital contributions	92.5	68.7	77.0	34.6	(10.8)
Changes in net assets	\$ 141.5	\$ 160.2	\$ 180.7	(11.7)	(11.3)

CAPITAL ASSET AND DEBT ADMINISTRATION

Capital Assets

Fiscal Year 2005

As of June 30, 2005, WSSC had invested \$3,910.8 million in a broad range of capital assets including water and sewer lines, water tanks, treatment plants, pumping stations, multi-purpose facilities and other facilities. This amount represents a net increase of \$87.8 million, or 2.3%, over fiscal year 2004. A \$37.5 million loss was recorded for the impairment in value of a composting facility, and Sewage Disposal capital assets were reduced accordingly and presented in Table A-3.

Fiscal Year 2004

As of June 30, 2004, WSSC had invested \$3,823.0 million in a broad range of capital assets including water and sewer lines, water tanks, treatment plants, pumping stations, multi-purpose facilities and other facilities. This amount represents a net increase of \$123.3 million, or 3.3%, over fiscal year 2003.

TABLE A-3
WSSC's Capital Assets
(net of depreciation and impairment losses, in millions of dollars)

	FY 2005	FY 2004	FY 2003	FY 2005 % Change	FY 2004 % Change
Land and rights of way	\$ 80.5	\$ 80.9	\$ 81.4	(0.5)	(0.6)
Construction in progress	626.4	526.6	544.5	19.0	(3.3)
Water supply	920.1	916.3	845.0	0.4	8.4
Sewage disposal	1,021.1	1,065.4	996.9	(4.2)	6.9
General construction	1,249.0	1,221.6	1,219.3	2.2	0.2
Other	13.7	12.2	12.6	12.3	(3.2)
Total capital assets	\$ 3,910.8	\$ 3,823.0	\$ 3,699.7	2.3	3.3

Increases in capital assets in fiscal years 2005 and 2004 were comparable. However, capital assets completed and placed in service decreased \$117.7 million or 50%, in comparison to fiscal year 2004. Major additions to capital assets being depreciated during fiscal years 2005 and 2004 are illustrated in Tables A-4 and A-5, respectively.

TABLE A-4
WSSC's Additions to Capital Assets Being Depreciated
Fiscal Year 2005
(in millions of dollars)

	Water Supply	Sewage Disposal	General Construction
Financed from proceeds of bonds, notes, operating revenues or capital contributions:			
Water and sewer main rehabilitation	\$16.8	\$ 2.6	
Water and sewer mains	2.4	14.8	\$ 8.9
Water meters			2.4
House connections			10.8
Water filtration facilities	9.7		
Wastewater treatment facilities		3.9	
Pumping stations		1.5	
Constructed and contributed by developers:			
House connections			7.5
Wastewater pumping stations		1.2	
Water and sewer mains	0.1		36.4
Total fiscal year 2005 additions to capital assets being depreciated	\$29.0	\$24.0	\$66.0

TABLE A-5
WSSC's Additions to Capital Assets Being Depreciated
Fiscal Year 2004
(in millions of dollars)

	Water Supply	Sewage Disposal	General Construction
Financed from proceeds of bonds, notes, operating revenues or capital contributions:			
Water and sewer main rehabilitation	\$13.4	\$ 3.3	
Water and sewer mains	2.5		\$ 4.7
Water meters			1.9
House connections			9.0
Water filtration facilities	80.0		
Pumping stations		22.1	
Wastewater treatment facilities		28.1	
Joint use facilities		48.1	
Constructed and contributed by developers:			
House connections			6.5
Wastewater pumping stations			
Water and sewer mains			17.1
Total fiscal year 2004 additions to capital assets being depreciated	\$95.9	\$101.6	\$39.2

Bonds and Notes Payable

Fiscal Year 2005

At the end of fiscal year 2005, bonds and notes outstanding totaled \$1,471.8 million. This is an .6% increase from the previous fiscal year. A bond refunding during the year will reduce WSSC's total debt service payments over the next 20 years by \$2.2 million. A more detailed description of WSSC's bond refundings can be found in Note I of the financial statements.

The primary sources of revenue utilized for repayment of debt are water consumption and sewer use charges and front foot benefit assessments. In addition, WSSC obtains funds from other sources to reduce the amount of bonds it needs to sell to construct water and sewer projects. These other sources include payments from applicants for new service, payments from other jurisdictions for projects that specifically benefit them, and state and federal grants. A more detailed description of WSSC's bonds and notes payable can be found in Note H of the financial statements.

Fiscal Year 2004

At the end of fiscal year 2004, bonds and notes outstanding totaled \$1,463.1 million. This is an .8% decrease from the previous fiscal year. Three bond refundings during the year will reduce WSSC's total debt service payments over the next 19 years by \$25.8 million. A more detailed description of WSSC's bond refundings can be found in Note I of the financial statements.

The primary sources of revenue utilized for repayment of debt are water consumption and sewer use charges and front foot benefit assessments. In addition, WSSC obtains funds from other sources to reduce the amount of bonds it needs to sell to construct water and sewer projects. These other sources include payments from applicants for new service, payments from other jurisdictions for projects that specifically benefit them, and state and federal grants. A more detailed description of WSSC's bonds and notes payable can be found in Note H of the financial statements.

**TABLE A-6
WSSC's Bonds and Notes Payable
(in millions of dollars)**

	FY 2005	FY 2004	FY 2003	FY 2005 % Change	FY 2004 % Change
Water supply	\$ 365.7	\$ 347.6	\$ 368.3	5.2	(5.6)
Sewage disposal	399.7	378.8	336.5	5.5	12.6
General construction	703.2	732.2	763.8	(4.0)	(4.1)
Storm water drainage	3.2	4.5	6.5	(28.9)	(30.8)
Total	1,471.8	1,463.1	1,475.1	0.6	(0.8)
Current maturities	238.2	297.6	218.5	(20.0)	36.2
Long-term portion	1,233.6	1,165.5	1,256.6	5.8	(7.2)
Total bonds and notes payable	\$ 1,471.8	\$ 1,463.1	\$ 1,475.1	0.6	(0.8)

Bond Ratings

During fiscal year 2001, FitchRatings, Moody's Investors Service, and Standard & Poor's assigned ratings of 'AAA', 'Aaa', and 'AAA', respectively, to WSSC's outstanding general obligation bonds. WSSC's superior credit was attributed in large part, to strong fiscal practices, streamlined operations, and management's commitment to keeping the utility competitive. These ratings were affirmed in fiscal years 2004 and 2005.

Limitations on Debt

Maryland law limits the amount of bonds and notes WSSC may have outstanding at any time. This limitation is generally based on legislated percentages of the real property assessable tax base and personal property and operating real property assessments within the Washington Suburban Sanitary District. As of June 30, 2005 and 2004, the calculated limits were \$5,724.9 million and \$5,151.9 million, respectively. WSSC's outstanding debt was significantly below those limits.

BUDGET

WSSC's operating and capital budgets are prepared annually utilizing the debt service method of accounting. These financial statements are presented in accordance with accounting principles generally accepted in the United States. Because different methods of accounting are utilized, comparisons of budgeted and actual revenues and expenses have not been presented.

WASHINGTON SUBURBAN SANITARY COMMISSION
BALANCE SHEETS
AS OF JUNE 30, 2005 AND 2004
(in thousands)

	<u>2005</u>	<u>2004</u>
ASSETS		
Current assets:		
Cash (Note B)	\$ 371	\$ 88
Short-term investments (Note B)	311,700	269,136
Receivables, net (Note C)	103,373	102,102
Prepaid expenses	324	805
Materials and supplies, at average cost	<u>8,784</u>	<u>8,846</u>
Total current assets	<u>424,552</u>	<u>380,977</u>
Non-current assets:		
Capital assets, net of accumulated depreciation (Note E)	3,910,784	3,823,087
Long-term investments (Note B)	53,435	30,263
Federal and State grants receivable	2,658	3,260
Deferred charges and other assets (Note D)	<u>5,815</u>	<u>5,971</u>
Total non-current assets	<u>3,972,692</u>	<u>3,862,581</u>
 Total assets	 <u>\$4,397,244</u>	 <u>\$ 4,243,558</u>
LIABILITIES		
Current liabilities:		
Bonds and notes payable, current maturities (Note H)	\$ 238,196	\$ 297,600
Accounts payable and accrued expenses	94,866	88,465
Accrued bond and note interest payable	15,594	18,008
Deposits and deferred credits	<u>4,082</u>	<u>1,955</u>
Total current liabilities	<u>352,738</u>	<u>406,028</u>
Non-current liabilities:		
Bonds and notes payable, net of current maturities (Notes H and I)	1,233,572	1,165,540
Long-term pension liability (Note J)	41,624	44,328
Deposits, deferred credits and other long-term liabilities (Note G)	<u>32,996</u>	<u>32,832</u>
Total non-current liabilities	<u>1,308,192</u>	<u>1,242,700</u>
 Total liabilities	 <u>1,660,930</u>	 <u>1,648,728</u>
COMMITMENTS AND CONTINGENCIES (Note L)		
NET ASSETS		
Invested in capital assets, net of related debt	2,492,451	2,390,210
Restricted for growth construction	91,906	73,721
Unrestricted	<u>151,957</u>	<u>130,899</u>
Total net assets	<u>2,736,314</u>	<u>2,594,830</u>
 Total liabilities and net assets	 <u>\$4,397,244</u>	 <u>\$4,243,558</u>

The accompanying notes are an integral part of these financial statements.

WASHINGTON SUBURBAN SANITARY COMMISSION
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004
(in thousands)

	<u>2005</u>	<u>2004</u>
OPERATING REVENUES:		
Water consumption, sewer use and service charges	\$ 346,052	\$ 342,811
Front foot benefit assessments	68,549	68,212
House connection charges	11,123	10,211
Other	<u>16,955</u>	<u>16,077</u>
Total operating revenues	<u>442,679</u>	<u>437,311</u>
OPERATING EXPENSES:		
Operations	60,420	58,831
Maintenance	79,025	66,288
Intermunicipal agency sewage disposal	41,555	39,711
Administrative and general	53,843	53,751
Depreciation and amortization	93,961	94,760
Impairment of capital asset (Note E)	<u>37,473</u>	<u>—</u>
Total operating expenses	<u>366,277</u>	<u>313,341</u>
Net operating revenue	<u>76,402</u>	<u>123,970</u>
NON-OPERATING REVENUES (EXPENSES):		
Interest on bonds and notes payable	(63,611)	(65,802)
Capitalized interest	19,577	19,767
Prince George's County storm drain debt service reimbursement	1,549	2,295
Interest income on investments	8,415	3,969
Other interest income	<u>6,653</u>	<u>7,289</u>
Net non-operating expenses	<u>(27,417)</u>	<u>(32,482)</u>
Income before capital contributions	48,985	91,488
Capital contributions	<u>92,499</u>	<u>68,658</u>
Changes in net assets	141,484	160,146
Net assets, beginning of year	<u>2,594,830</u>	<u>2,434,684</u>
Net assets, end of year	<u>\$2,736,314</u>	<u>\$2,594,830</u>

The accompanying notes are an integral part of these financial statements.

WASHINGTON SUBURBAN SANITARY COMMISSION
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004
(in thousands)

	<u>2005</u>	<u>2004</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Receipts from water and sewer customers	\$ 348,780	\$ 338,379
Receipts from front foot benefit assessments	68,484	67,505
Receipts from house connection charges	11,123	10,211
Receipts from other customers and miscellaneous	24,677	15,601
Payments to employees	(134,217)	(131,719)
Payments to District of Columbia Water & Sewer Authority	(35,564)	(28,711)
Payments to suppliers and others	<u>(65,929)</u>	<u>(52,093)</u>
Net cash provided by operating activities	<u>217,354</u>	<u>219,173</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:		
Proceeds from bonds and notes	287,298	462,607
Proceeds from sale of capital asset	1,029	—
Capital contributions	48,462	44,891
Prince George's County storm drain debt service reimbursement	1,549	2,295
Bond redemptions and note repayments	(293,042)	(479,169)
Interest payments, premiums and discounts on bonds and notes	(46,036)	(55,241)
Capital asset construction	<u>(159,009)</u>	<u>(178,530)</u>
Net cash used in capital and related financing activities	<u>(159,749)</u>	<u>(203,147)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from the sale of investments	2,074,010	1,157,078
Purchases of investments	(2,139,032)	(1,177,127)
Interest income received	<u>7,700</u>	<u>4,052</u>
Net cash used by investing activities	<u>(57,322)</u>	<u>(15,997)</u>
Net increase in cash	283	29
Cash, beginning of year	<u>88</u>	<u>59</u>
Cash, end of year	<u>\$ 371</u>	<u>\$ 88</u>
Cash flows from operating activities:		
Net operating revenue	\$ 76,402	\$ 123,970
Adjustments to reconcile net operating revenue to net cash provided by operating activities:		
Depreciation and amortization	97,882	99,195
Impairment of capital asset	37,473	—
Changes in assets and liabilities:		
Increase in receivables, net	(1,271)	(1,843)
Decrease in materials and supplies	62	688
Decrease (increase) in deferred charges and other assets	55	(103)
Increase (decrease) in accounts payable and accrued liabilities	7,181	(10)
Increase (decrease) in deferred credits	1,765	(337)
Decrease in long-term pension liability	<u>(2,195)</u>	<u>(2,387)</u>
Net cash provided by operating activities	<u>\$ 217,354</u>	<u>\$ 219,173</u>

Noncash capital financing activities:

Capital assets of \$46,165 and \$23,572 were acquired through contributions from developers in 2005 and 2004, respectively.

The accompanying notes are an integral part of these financial statements.

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Washington Suburban Sanitary Commission (WSSC) is a bi-county political subdivision of the State of Maryland, created to provide water supply and sewage disposal services for Montgomery and Prince George's Counties. The financial statements are presented using the accrual basis of accounting and the economic resources measurement focus. Significant accounting policies are summarized below.

Operating and Non-operating Revenues and Expenses

Revenues and expenses derived from financing and investment activities are classified as non-operating revenues and expenses. All other revenues and expenses are classified as operating.

Water and sewer service rates are established to provide sufficient funds to recover operating costs and debt service relating to the water supply and sanitary sewer systems. Water and sewer revenues are recognized as water is delivered to the system.

Front foot benefit and house connection assessments, levied on properties where water and/or sanitary sewer service is available, are the principal source of funds to service general construction bond debt. Front foot benefit assessments are recorded as operating revenue ratably over the levy year; house connection assessments and fees are deferred and amortized to operating revenue over the life of the bonds issued to finance the house connections.

Recovery of the Prince George's County portion of the cost of storm water drainage debt service is made through annual reimbursement from the County and is recorded as non-operating revenue. If necessary, ad valorem taxes may be levied to cover debt service of storm water drainage bonds and other bonds and notes. No ad valorem taxes were levied in fiscal 2005 or 2004.

Capital Contributions

In July 1993, a system development charge (SDC) was established to help finance the cost of expanding water and sewage systems to accommodate growth in the Washington Suburban Sanitary District. System development charges are recorded as capital contributions when received.

Developer fees and charges are established to recover costs related to services provided to outside developers for the construction of capital assets. These fees are recorded as capital contributions when received.

Federal and State water pollution grants are recognized as capital contributions when related capital costs are incurred.

Donated assets consist principally of capital assets constructed by developers and subsequently donated to WSSC. They are recorded at estimated fair value using developers' estimated costs to construct the assets or WSSC's estimated costs to construct similar assets. The capital assets, and related capital contributions, are recognized upon completion of construction.

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

A small portion of capital assets is related to donated assets acquired or constructed under a Department of Defense (DOD) contract executed during fiscal 2005 to operate and maintain the water and sewer systems at Bolling Air Force Base. Costs incurred by WSSC to acquire or enhance these systems are reimbursed by DOD and, consequently, recognized as capital assets and capital contributions.

Capital Assets

Capital assets are stated at original construction cost, which includes related payroll, payroll taxes, fringe benefits, administrative costs and interest capitalized during construction.

Depreciation and Amortization

Capital assets are depreciated using the straight-line method over the estimated service lives of the property, which averaged 49 years in fiscal 2005 and 48 years in fiscal 2004.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses. Actual results may differ from these estimates.

Bond Refunding Costs

The issuance costs of refunding bonds are amortized to operations using a proportionate-to-stated interest method (see Note D). The reacquisition price of the refunded bonds in excess of carrying value is also deferred and amortized to operations (see Note I).

Contributions of Capital Assets

WSSC follows Governmental Accounting Standards Board Statements No. 33, Accounting and Financial Reporting for Nonexchange Transactions (GASB No. 33). GASB No. 33 requires recognition of all contributions of capital assets, including donated assets, as revenues (capital contributions in the Statement of Revenues, Expenses and Changes in Net Assets).

Net Assets

GASB No. 34 establishes financial reporting standards for state and local governments regarding the required financial statements, presentation of management's discussion and analysis and classification of net assets. GASB No. 34 requires that net assets restricted for particular purposes, and net assets invested in capital assets, net of related debt, be presented separately on the balance sheets.

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Net assets associated with unspent SDC proceeds are restricted for growth construction.

Net assets associated with unspent bond proceeds are restricted for capital projects. As of June 30, 2005, and 2004, unspent bond proceeds total \$53,435,000, and \$30,263,000, respectively. However, cash and investments net of the related debt resulted in a zero net asset balance.

Accounting Guidelines

In accordance with the provisions of Statement No. 20 of the Governmental Accounting Standards Board (GASB), Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting, issued in September 1993, WSSC has elected to continue to apply all applicable GASB pronouncements and not to follow Financial Accounting Standards Board Statements and Interpretations issued after November 30, 1989.

Recent Accounting Pronouncements

In June 2004, the GASB issued Statement No. 45, Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions. GASB No. 45 will require WSSC to record a liability for certain postemployment benefits. WSSC has not determined the impact of this pronouncement on the financial statements at this time. For WSSC, GASB No. 45 will not be effective until the year ending June 30, 2008.

In June 2005, the GASB issued Statement No. 47, Accounting for Termination Benefits. WSSC has not determined the impact of this pronouncement on the financial statements at this time. For WSSC, GASB No. 47 will not be effective until the year ending June 30, 2006.

B. CASH AND INVESTMENTS

At June 30, 2005 and 2004, cash per WSSC's records amounted to \$371,000 and \$88,000, respectively, and per reported bank balances was \$1,514,000 and (\$695,000), respectively. All collected bank balance funds were secured by Federal depository insurance or by collateral held in WSSC's name by the Federal Reserve Bank.

WSSC's investment policy conforms to Maryland laws on the investment of public monies. Consequently, WSSC is authorized to invest in the investment types identified in the table on the following page. The table also identifies certain provisions of the Maryland law, or WSSC investment policy, which address interest rate risk, credit risk and concentration of credit risk.

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

B. CASH AND INVESTMENTS (continued)

<u>Authorized Investment Type</u>	<u>Maximum Maturity</u>	<u>Maximum Percentage Of Portfolio</u>	<u>Maximum Investment In One Issuer</u>
U.S. Government securities	1 year	None	None
Federal agency securities	1 year	None	None
Bankers' acceptances	6 months	None	20%
Collateralized repurchase agreements	1 year	None	20%
Commercial paper	1 year	5%	None
Certificates of deposit	1 year	None	20%

Any investment with a maturity in excess of 1 year must be approved by the Treasurer and will be limited to U.S. Government and Federal agency securities. The aggregated value of investments with any one bank or broker will not exceed 20% of the total investment portfolio at the time of investment, unless approved by the Investment Manager or Treasurer.

Custodial credit risk is the risk that, in the event of a failure of a financial institution, WSSC would not be able to recover deposits, the value of its investments, or collateral securities that are in the possession of an outside party. Maryland State law requires that collateral shall be maintained for all deposits and certificates of deposit with amounts in excess of Federal insurance coverage. State law also requires the securities collateralizing repurchase agreements, commercial paper, and certificates of deposit to have a market value of at least 102 percent of the principal of the investment plus accrued interest. At June 30, 2005 and 2004, all WSSC investments, or the collateral securities for such investments, were held by various Trust Companies in WSSC's name. None of these investments required securities to be held by a broker's or dealer's trust department or agent in WSSC's name.

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. As of June 30, 2005 and 2004, all of WSSC's investments had remaining maturities of 1 year or less.

Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. Credit risk is measured by the assignment of a rating by a nationally recognized statistical rating organization. WSSC may invest in bankers' acceptances and commercial paper having a short-term rating of the highest letter and numerical rating issued by at least one nationally recognized statistical rating organization. WSSC does not have a formal policy for other investment types; however, virtually all remaining investments are in, or collateralized by, Federal agency securities. Actual ratings as of June 30, 2005 and 2004 are presented on the following page for each investment type.

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

B. CASH AND INVESTMENTS (continued)

Investments at June 30, 2005 (in thousands):

<u>Investment Type</u>	<u>Credit Rating</u>	<u>Remaining Maturity</u>	<u>Cost</u>	<u>Fair Value</u>
Federal agency securities	Aaa	1 year or less	\$ 219,524	\$ 219,582
Commercial paper	P-1	1 year or less	14,965	15,000
Repurchase agreements	Aaa	1 year or less	<u>130,646</u>	<u>130,646</u>
Total investments (includes \$53,435 restricted for capital projects, classified as non-current)			<u>\$ 365,135</u>	<u>\$ 365,228</u>

Investments at June 30, 2004 (in thousands):

<u>Investment Type</u>	<u>Credit Rating</u>	<u>Remaining Maturity</u>	<u>Cost</u>	<u>Fair Value</u>
Federal agency securities	Aaa	1 year or less	\$ 169,762	\$ 169,729
Commercial paper	P-1	1 year or less	14,968	15,000
Repurchase agreements	Aaa	1 year or less	<u>114,669</u>	<u>114,669</u>
Total investments (includes \$30,263 restricted for capital projects, classified as non-current)			<u>\$ 299,399</u>	<u>\$ 299,398</u>

WSSC records short-term investments in money market instruments such as repurchase agreements and U.S. Government securities with original maturities at acquisition of less than 1 year at cost, which approximates fair value. Non-current investments are recorded at market.

Concentration of credit risk is the risk of loss due to the magnitude of WSSC's investment in the securities of any single issuer. The investment policy of WSSC contains no limitations on the amount that can be invested in any one issuer. Investments in any one issuer that represent 5% or more of total investments are as follows:

<u>Issuer</u>	<u>Investment Type</u>	<u>Reported Amount at June 30, 2005 (in thousands)</u>
FHLB	Federal agency securities	\$59,614
FNMA	Federal agency securities	74,588
FHLMC	Federal agency securities	84,569
FNMA	Collateral securities for repurchase agreements	50,343
FHLMC	Collateral securities for repurchase agreements	29,657

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

B. CASH AND INVESTMENTS (continued)

<u>Issuer</u>	<u>Investment Type</u>	Reported Amount at June 30, 2004 <u>(in thousands)</u>
FHLB	Federal agency securities	\$29,906
FNMA	Federal agency securities	74,797
FHLMC	Federal agency securities	64,812
General Electric	Commercial paper	14,968
FNMA	Collateral securities for repurchase agreements	65,000
FHLMC	Collateral securities for repurchase agreements	10,000

C. RECEIVABLES

Receivables consisted of the following at June 30 (in thousands):

	<u>2005</u>	<u>2004</u>
Front foot benefit assessments accrued and billed	\$ 42,196	\$ 42,348
Water and sewer services unbilled	33,574	31,031
Water and sewer services billed	27,220	30,468
Services billed to others and miscellaneous	<u>4,480</u>	<u>2,517</u>
	107,470	106,364
Less allowance for doubtful accounts	<u>(4,097)</u>	<u>(4,262)</u>
Total receivables, net	<u>\$103,373</u>	<u>\$102,102</u>

D. DEFERRED CHARGES AND OTHER ASSETS

Deferred charges and other assets consisted of the following at June 30 (in thousands):

	<u>2005</u>	<u>2004</u>
Net deferred cost of storm water drainage property transferred to Prince George's County	\$3,264	\$4,580
Unamortized issuance cost of refunding bonds	<u>2,551</u>	<u>1,391</u>
Total	<u>\$5,815</u>	<u>\$5,971</u>

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

E. CAPITAL ASSETS

Capital asset activity for the year ended June 30, 2005 was as follows (in thousands):

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>
Capital assets not being depreciated:				
Land and rights of way	\$ 80,938	\$ 77	\$ (474)	\$ 80,541
Construction in progress	<u>526,626</u>	<u>155,644</u>	<u>(55,914)</u>	<u>626,356</u>
Total capital assets not being depreciated	<u>607,564</u>	<u>155,721</u>	<u>(56,388)</u>	<u>706,897</u>
Capital assets being depreciated:				
Water supply	1,232,010	28,983	(384)	1,260,609
Sewage disposal	1,554,363	23,992	(233)	1,578,122
General construction	1,897,190	66,090	(12,653)	1,950,627
Other	<u>71,132</u>	<u>5,483</u>	<u>(3,668)</u>	<u>72,947</u>
Total capital assets being depreciated	<u>4,754,695</u>	<u>124,548</u>	<u>(16,938)</u>	<u>4,862,305</u>
Less accumulated depreciation for:				
Water supply	(315,696)	(24,838)	-	(340,534)
Sewage disposal	(488,933)	(30,595)	1	(519,527)
General construction	(675,566)	(38,615)	12,572	(701,609)
Other	<u>(58,977)</u>	<u>(3,921)</u>	<u>3,622</u>	<u>(59,276)</u>
Total accumulated depreciation	<u>(1,539,172)</u>	<u>(97,969)</u>	<u>16,195</u>	<u>(1,620,946)</u>
Capital assets being depreciated, net	<u>3,215,523</u>	<u>26,579</u>	<u>(743)</u>	<u>3,241,359</u>
Reserve for impairment in value	<u>-</u>	<u>-</u>	<u>(37,472)</u>	<u>(37,472)</u>
Total capital assets, net	<u>\$ 3,823,087</u>	<u>\$ 182,300</u>	<u>\$ (94,603)</u>	<u>\$ 3,910,784</u>

A \$37.5 million loss was recorded for the impairment in value of one of WSSC's capital assets. This capital asset, a composting facility for biosolids handling was placed in service in 1983. Total costs to construct this facility and acquire the land were \$68.7 million. Contributions to aid in the construction were provided by Federal and State governments in the form of grants and totaled \$29.0 million. Additional funding of \$19.8 million was received from our regional partners. Operations of the composting facility ceased in 1999. In fiscal 2005, WSSC took steps to commence disposal of this facility. An impairment loss was recorded to reduce this asset's carrying amount to its estimated fair value.

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

E. CAPITAL ASSETS (continued)

Capital asset activity for the year ended June 30, 2004 was as follows (in thousands):

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>
Capital assets not being depreciated:				
Land and rights of way	\$ 81,420	\$ 129	\$ (611)	\$ 80,938
Construction in progress	<u>544,488</u>	<u>159,725</u>	<u>(177,587)</u>	<u>526,626</u>
Total capital assets not being depreciated	<u>625,908</u>	<u>159,854</u>	<u>(178,198)</u>	<u>607,564</u>
Capital assets being depreciated:				
Water supply	1,137,034	95,932	(956)	1,232,010
Sewage disposal	1,453,109	101,562	(308)	1,554,363
General construction	1,860,099	39,190	(2,099)	1,897,190
Other	<u>69,384</u>	<u>4,252</u>	<u>(2,504)</u>	<u>71,132</u>
Total capital assets being depreciated	<u>4,519,626</u>	<u>240,936</u>	<u>(5,867)</u>	<u>4,754,695</u>
Less accumulated depreciation for:				
Water supply	(292,000)	(24,432)	736	(315,696)
Sewage disposal	(456,240)	(32,765)	72	(488,933)
General construction	(640,789)	(37,263)	2,486	(675,566)
Other	<u>(56,791)</u>	<u>(4,435)</u>	<u>2,249</u>	<u>(58,977)</u>
Total accumulated depreciation	<u>(1,445,820)</u>	<u>(98,895)</u>	<u>5,543</u>	<u>(1,539,172)</u>
Capital assets being depreciated, net	<u>3,073,806</u>	<u>142,041</u>	<u>(324)</u>	<u>3,215,523</u>
Total capital assets, net	<u>\$ 3,699,714</u>	<u>\$301,895</u>	<u>\$ (178,522)</u>	<u>\$3,823,087</u>

The amount shown in the statements of revenues, expenses and changes in net assets for depreciation and amortization does not include depreciation of vehicles and equipment. Depreciation of these assets, \$3,921,000 in fiscal 2005 and \$4,435,000 in fiscal 2004, is classified with other related operating and maintenance costs and is charged to capital assets and operations on the basis of usage, in order to facilitate the rate setting process.

F. CAPITAL CONTRIBUTIONS

Capital contributions consisted of the following at June 30 (in thousands):

	<u>2005</u>	<u>2004</u>
System development charges	\$36,629	\$35,776
Developer fees	10,549	8,702
Federal and State water pollution control grants	156	448
Donated assets:		
House connections	7,528	6,563
Other construction projects	<u>37,637</u>	<u>17,169</u>
Total	<u>\$92,499</u>	<u>\$68,658</u>

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

G. DEPOSITS, DEFERRED CREDITS AND OTHER LONG-TERM LIABILITIES

Deposits, deferred credits and other long-term liabilities consisted of the following at June 30 (in thousands):

	<u>2005</u>	<u>2004</u>
Deferred revenue for house connections	\$20,003	\$19,889
Deferred front foot benefit revenue	4,873	5,481
Construction deposits	4,789	4,761
House connection deposits	3,058	2,649
Other	<u>273</u>	<u>52</u>
Total	<u>\$32,996</u>	<u>\$32,832</u>

H. BONDS AND NOTES PAYABLE

Bonds and notes payable activity for the year ended June 30, 2005 was as follows (in thousands):

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>	<u>Current Maturities</u>
Bonds and notes payable:					
Water supply	\$ 345,382	\$ 97,320	\$ (83,372)	\$ 359,330	\$ 62,328
Sewage disposal	377,312	138,915	(124,464)	391,763	113,531
General construction	737,881	51,117	(83,965)	705,033	61,747
Storm water drainage	<u>4,540</u>	<u>—</u>	<u>(1,295)</u>	<u>3,245</u>	<u>590</u>
	1,465,115	287,352	(293,096)	1,459,371	238,196
Less deferred amount	<u>(1,975)</u>	<u>(13,533)</u>	<u>27,905</u>	<u>12,397</u>	<u>—</u>
Total bonds and notes payable	<u>\$1,463,140</u>	<u>\$ 273,819</u>	<u>\$(265,191)</u>	<u>\$1,471,768</u>	<u>\$238,196</u>

Bonds and notes payable activity for the year ended June 30, 2004 was as follows (in thousands):

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>	<u>Current Maturities</u>
Bonds and notes payable:					
Water supply	\$ 366,149	\$ 92,445	\$(113,212)	\$ 345,382	\$ 72,312
Sewage disposal	333,848	154,322	(110,858)	377,312	176,559
General construction	775,190	215,840	(253,149)	737,881	47,434
Storm water drainage	<u>6,490</u>	<u>—</u>	<u>(1,950)</u>	<u>4,540</u>	<u>1,295</u>
	1,481,677	462,607	(479,169)	1,465,115	297,600
Less deferred amount	<u>(6,529)</u>	<u>(29,520)</u>	<u>34,074</u>	<u>(1,975)</u>	<u>—</u>
Total bonds and notes payable	<u>\$1,475,148</u>	<u>\$ 433,087</u>	<u>\$(445,095)</u>	<u>\$1,463,140</u>	<u>\$297,600</u>

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

H. BONDS AND NOTES PAYABLE (continued)

The deferred amounts represent deferred interest on bond refundings and premiums on outstanding debt.

Bonds payable accrue interest at rates ranging from 1.1% to 7.0%, with an effective interest rate of 4.59% at June 30, 2005. All bonds payable at June 30, 2005, exclusive of refunded bonds, are due serially through the year 2029. Generally, the bonds are callable at a premium after a specified number of years.

Bond and note maturities and interest thereon for the next five years are as follows (in thousands):

Year ended <u>June 30</u>	Principal <u>Maturities</u>	Interest <u>Requirements</u>
2006	\$238,196	\$ 65,214
2007	139,503	59,033
2008	133,737	52,349
2009	130,103	47,429
2010	126,014	40,782

Bond and note maturities and interest thereon in five-year increments for fiscal years after 2010 are as follows (in thousands):

Years ended <u>June 30</u>	Principal <u>Maturities</u>	Interest <u>Requirements</u>
2011 - 2015	\$420,982	\$127,147
2016 - 2020	192,700	51,205
2021 - 2025	70,118	12,626
2026 - 2030	6,547	1,360
2031 - 2034	1,471	220

During fiscal 2005 and 2004, WSSC issued \$30.0 million and \$85.0 million, respectively, of weekly maturing Bond Anticipation Notes (the Notes) to fund current construction. During fiscal 2004, WSSC issued an additional \$71.1 million of Notes which were used to repay certain Notes outstanding as of June 30, 2003. The Notes were remarketed weekly by WSSC's remarketing agent at prevailing weekly tax-exempt interest rates. Interest rates on the Notes ranged from .99% to 3.00% during fiscal 2005, and from .68% to 1.25% during fiscal 2004. Any or all buyers of the Notes may demand payment from WSSC's remarketing agent upon seven days notice. WSSC's remarketing agent is prepared to remarket the Notes in such eventuality. The Notes were sold under bank line of credit agreements which act as guarantees of liquidity for the Notes in the event that the Notes cannot be remarketed. The maximum amounts available under the lines of credit, which expire in June 2007 and July 2008, and are subject to certain conditions, are \$165 million and \$215 million, respectively.

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

H. BONDS AND NOTES PAYABLE (continued)

During fiscal 2005, WSSC issued \$173.2 million of bonds, of which \$94.6 million was used to redeem certain Notes outstanding as of June 30, 2004. WSSC utilized \$18.5 million and \$9.0 million in available cash to redeem a portion of the Notes in fiscal 2005 and 2004, respectively. At June 30, 2005 and 2004, \$99.0 million and \$182.1 million respectively, of the Notes were outstanding. WSSC expects to redeem these Notes with proceeds of future bond issues or annual amortization. The Notes are treated as bonds, and as such, are expected to be amortized over a 20-year term. However, because these Notes are callable, the entire \$99.0 million has been included in current maturities (fiscal 2006 principal maturities), and an estimated \$3.5 million has been included in the fiscal 2006 interest requirements. Additional estimated interest requirements at prevailing rates through 2024 on these Notes, assuming future redemption from proceeds of bonds, would total \$43.6 million.

During fiscal 2005 and 2004, WSSC issued \$78.6 million and \$7.0 million, respectively, of bonds to fund new construction.

On July 15, 2005, WSSC commenced work on a utility service contract with the U.S. Department of Defense to operate and maintain the Bolling Air Force Base water distribution and wastewater collection systems. Under the terms of this contract, WSSC acquired the existing water and sewer systems for \$1.0 million and \$4.3 million, respectively. Corresponding notes payable accrue interest at 7.0% over a 30-year term.

WSSC borrowed \$28.9 million from the 1990 and 1991 State of Maryland Water Quality Revolving Loan Program to fund the construction of certain sewage treatment facilities.

During fiscal 2000, WSSC entered into a Master Loan Agreement with the State of Maryland Water Quality Revolving Loan Program to borrow \$107.5 million. This loan is to be used to fund the construction of a consolidated laboratory facility, a water filtration plant solids handling facility, certain sewage treatment facilities and other sewage and energy performance projects. As of June 30, 2005, WSSC had borrowed \$70.1 million from the program.

WSSC is in compliance with all terms of its debt agreements at June 30, 2005, and during the fiscal years ended June 30, 2005 and 2004.

I. BOND REFUNDINGS

In March 2005, WSSC sold \$62,510,000 of refunding bonds with interest rates of 5.0% to advance refund \$63,980,000 of outstanding callable water supply, sewage disposal and general construction bonds with interest rates ranging from 4.3% to 5.25%. The net proceeds of \$66,860,000 (including a premium of \$4,713,000 and after payment of \$96,000 of issuance costs) were used to purchase U.S. Government securities. Those securities were deposited with an escrow agent to provide for all future debt service payments and the early redemption of callable bonds. The March 2005 refunding reduced WSSC's total debt service payments over the next 20 years by \$2,201,000 and provided an economic gain of \$2,348,000.

As a result of the refundings, the refunded bonds are considered to be defeased and the liability is not reflected in the financial statements.

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

I. BOND REFUNDINGS (continued)

In prior years, WSSC sold refunding bonds totalling \$2,993,865,000 for the purpose of refunding and defeasing \$2,870,135,000 of outstanding bonds. The purpose of these refundings was to reduce total debt service payments over the remaining life of the refunded bonds and to obtain an economic gain (difference between the present value of the old and new debt service payments) from the transactions.

Prior to fiscal 1994, these refundings were accounted for in accordance with Statement of Financial Accounting Standards No. 76, Extinguishment of Debt. At the time of the respective refundings, WSSC recognized extraordinary losses aggregating approximately \$89,726,000 resulting from the issuance of additional principal. However, interest savings over the remaining terms of the refunded bonds are estimated to aggregate approximately \$191,863,000.

Effective July 1, 1993, WSSC adopted GASB Statement No. 23, Accounting and Financial Reporting for Refundings of Debt Reported by Proprietary Activities (GASB No. 23). GASB No. 23 requires deferral of the difference between the reacquisition price and the carrying amount of the old debt. The difference is reported in the accompanying financial statements as a deduction from bonds payable and is being amortized to interest on bonds and notes through the year 2022 using the proportionate-to-stated interest method. Amortization totaling \$11,595,000 and \$12,396,000, in fiscal 2005 and 2004, respectively, was recorded as interest on bonds and notes payable in the accompanying statements of revenues, expenses and changes in net assets.

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

I. BOND REFUNDINGS (continued)

Details of the current year and prior years' refundings are as follows (in thousands):

<u>Date of Refunding</u>	<u>Amount of Refunded Bonds</u>	<u>Remaining Term at Refunding Date</u>	<u>Amount of Refunding Bonds</u>	<u>Estimated Interest Savings</u>	<u>Extraordinary Loss Previously Recognized</u>	<u>Deferred Loss</u>
03-15-05	\$ 63,980	20 years	\$ 62,510	\$ 731		\$ 2,880
02-01-04	271,815	19 years	266,395	10,059		14,941
10-28-03	14,500	11 years	15,780	3,107		1,103
09-15-03	70,485	11 years	70,590	5,435		2,352
03-01-03	454,905	17 years	428,945	22,269		23,612
04-15-02	43,610	10 years	43,705	4,483		904
12-01-01	100,150	14 years	100,095	9,672		(110)
11-15-97	42,400	14 years	45,265	4,967		2,712
01-01-97	74,375	23 years	79,600	7,467		4,595
01-15-94	437,695	22 years	435,675	84,556		42,761
11-01-93	243,835	22 years	278,730	38,845		28,155
03-01-93	127,975	21 years	139,705	12,908	\$ 7,730	—
06-01-92	50,475	20 years	54,775	4,896	4,200	—
11-15-91	88,355	24 years	95,435	8,083	5,580	—
05-15-91	229,775	23 years	248,865	22,276	10,944	—
03-01-90	48,395	21 years	53,885	6,700	4,216	—
10-15-86	64,160	22 years	74,680	15,000	9,182	—
05-15-86	149,055	29 years	172,490	27,000	18,542	—
07-15-85	111,750	23 years	118,015	18,000	11,002	—
04-01-84	24,765	23 years	29,210	8,000	3,797	—
09-01-77	221,660	23 years	242,025	69,000	14,533	—

The refunded bonds continue to be general obligations of WSSC until redeemed or called. However, the net proceeds of the refunding bonds were applied toward the purchase of U.S. Government obligations (held in escrow) with maturities and interest sufficient to meet debt service and call premiums, if any, on the refunded bonds. The holders of the refunded bonds have first lien on all assets held in escrow. Refunded bonds outstanding at June 30, 2005 and 2004, which amounted to \$159,640,000 and \$168,355,000, respectively, are considered to be defeased and are not reflected in the accompanying financial statements.

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

J. RETIREMENT PLAN

Plan Description

Substantially all WSSC employees participate in the Washington Suburban Sanitary Commission Employees' Retirement Plan (the Plan), which is administered by WSSC. The Plan, established in 1967, is a single-employer contributory defined benefit retirement plan. The Commission has been designated as the Plan sponsor and amendments to the Plan must be approved by the Commission. Effective July 1, 1978, WSSC approved a new version of the Plan (Open Version). Members of the Plan as of June 30, 1978 had an option through December 31, 1978 to be included in the Open Version or to continue participation in the original version of the Plan (Closed Version). The Open Version is mandatory for all new employees. It generally provides for reduced employee contributions and benefits.

The Plan requires employees under the Closed Version to contribute 6% of gross wages and employees under the Open Version to contribute 3% of gross wages as a condition of employment. Upon withdrawal from the Plan, participants are refunded their contributions plus 5% interest thereon.

The Plan provides for 100% vesting of retirement benefits after five years of credited service. Generally, the normal retirement benefits payable to an eligible participant are equal to the sum of 2.1% of the participant's final average monthly compensation times Closed Version credited service, if applicable, plus 1.4% of final average monthly compensation, as defined, times Open Version credited service.

Actuarial Assumptions

The information presented in the required supplementary schedules was determined as part of the actuarial valuations at the dates indicated. Significant actuarial assumptions used in the most recent valuation, as of June 30, 2004, are as follows:

Actuarial method	Frozen initial liability modification of the entry age normal method.
Rate of return on investments	8%
Yearly increase in cost of living	3.5%
Yearly increase in salary scale	5.0%
Yearly increase in total payroll	5.0%
Annual rates of severance prior to retirement	Severance due to withdrawal is based on WSSC experience. Severance due to mortality or disability is based on published rates adjusted to reflect actual experience.
Mortality rates after retirement	Group Annuity - 1983 tables adjusted.
Retirement age assumptions	Ranging from age 45 to 69.

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

J. RETIREMENT PLAN (continued)

Actuarially Determined Contribution Requirements
And Contribution Made

WSSC's retirement plan funding policy provides for actuarially determined yearly contributions calculated on a level percentage of payroll costs basis. The covered payroll used by the actuary in determining the contribution was \$86,048,000, and the total actual payroll was \$89,796,000. The significant actuarial assumptions used to compute the actuarially determined contribution requirement are the same as those previously described.

WSSC's annual pension cost and long-term pension liability for fiscal 2005 and fiscal 2004 are (in thousands):

	<u>2005</u>	<u>2004</u>
Annual required contribution	\$ 9,021	\$ 8,574
Interest on Long-term Pension Liability	<u>3,083</u>	<u>3,284</u>
Annual Pension Cost	12,104	11,858
Contributions Made	(14,808)	(14,808)
Decrease in Long-term Pension Liability	(2,704)	(2,950)
Long-term Pension Liability – beginning of year	<u>44,328</u>	<u>47,278</u>
Long-term Pension Liability – end of year	<u>\$41,624</u>	<u>\$44,328</u>

The difference between the amount contributed and the amount charged to operating expenses and utility plant is recorded as a reduction to the long-term pension liability. The annual required contribution for the current year was determined as part of an annual actuarial valuation.

Historical Trend Information

The historical trend information designed to provide information about the Plan's progress made in accumulating sufficient assets to pay benefits when due is presented in Schedule A.

Six-year historical trend information showing the Plan's progress is presented in the Plan's December 31, 2004 comprehensive annual financial report, which can be requested from WSSC's offices.

Retirement Restoration Plan

Effective July 1, 1995, WSSC established the Washington Suburban Sanitary Commission Employees' Retirement Restoration Plan (the Restoration Plan), a non-qualified plan. The purpose of the Restoration Plan is to restore most of the benefits foregone by participants in the WSSC Employees' Retirement Plan when such benefits are limited by the maximum benefit provisions of Section 415 of the Internal Revenue Code. During fiscal years 2005 and 2004, the Restoration Plan paid benefits totaling \$33,000 and \$31,000, respectively.

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

J. RETIREMENT PLAN (continued)

Post Retirement Benefits

In addition to providing pension benefits, WSSC provides certain health care and life insurance benefits for retired employees.

Eligibility for post retirement health care benefits requires a minimum of two years participation in a WSSC sponsored plan immediately prior to retirement. At the end of fiscal 2005, substantially all of the 1,418 retired employees (or beneficiaries) are eligible for those benefits. WSSC contributes from 78% to 80% of the amount of health care insurance costs for eligible retired employees and their families. Health care benefits are expensed as insurance costs are incurred, rather than over the service life of the employee. During fiscal 2005 and 2004, WSSC expensed approximately \$9,562,000 and \$8,404,000, respectively, for post retirement benefits. If such costs were accrued over the lives of employees, the amount expensed on an annual basis would be substantially greater and a liability for amounts to be funded in the future for services rendered to date would need to be recorded.

Employees who retired in 1982 and after are eligible for post retirement life insurance benefits. The amount of retiree life insurance begins at 85% of the employee's salary as of the day immediately prior to retirement, and decreases over a four year period, until coverage equals either 25% of that salary or \$5,000, whichever is greater. During fiscal 2005, WSSC paid premiums of \$53,000 for 1,013 retirees, and, during fiscal 2004, paid \$58,000 for 1,004 retirees. The cost of these benefits are expensed when the premiums are paid, rather than over the service life of the employee.

K. DEFERRED COMPENSATION PLAN

WSSC offers its employees a deferred compensation plan created in accordance with Internal Revenue Code Section 457. The deferred compensation plan, available to all employees, permits them to defer a portion of their salaries until future years. The deferred compensation is not available to employees until termination, retirement, death, or unforeseeable emergency. All of the assets of the deferred compensation plan are held in a trust for the exclusive benefit of participants and beneficiaries. Participants' rights under the plan are equal to the fair market value of the deferred account for each participant.

L. COMMITMENTS AND CONTINGENCIES

Construction expenditures for fiscal 2006 are not expected to exceed \$265 million, a portion of which will be funded by capital contributions. Commitments in connection with this construction program approximated \$43 million at June 30, 2005.

Intermunicipal agency sewage disposal expenses are accrued as incurred, based on estimates. These expenses are subject to audit by WSSC and others.

WASHINGTON SUBURBAN SANITARY COMMISSION
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2005 AND 2004

L. COMMITMENTS AND CONTINGENCIES (continued)

WSSC administers several Federal and State grants. The grant funds expended are subject to compliance audits by the grantors. During fiscal 2005 and 2004, WSSC and the United States Environmental Protection Agency (EPA) settled certain grants that were being audited by the EPA. These settlements did not have a significant impact on WSSC's financial position or changes in net assets.

The United States Department of Justice, the United States Environmental Protection Agency and the Maryland Department of the Environment (collectively "the Regulators") alleged, in previous years, that sanitary sewer overflows ("SSOs") from WSSC's sanitary sewer collection system were violations of the Federal Clean Water Act and analogous State law. Federal agencies have pursued similar enforcement actions nationally against public wastewater treatment system owners. WSSC contested this action and the initial remedial measures proposed by the Regulators. Negotiations to resolve the enforcement action through the entry of a mutually agreeable Consent Decree began in March 2002. In July 2005, a proposed Consent Decree was executed between WSSC, the Regulators and four environmental groups in which WSSC agreed to undertake certain remedial measures to eliminate and/or reduce SSO occurrences. The proposed Consent Decree will become final if it is approved by the U.S. District Court. Costs of these remedial measures are estimated at \$365 million and are to be expended over 12 years. The costs for fiscal 2006 are included in WSSC's budget and capital improvements program. WSSC also agreed to pay civil penalties totaling \$1.1 million and these costs were accrued in fiscal 2005.

WSSC is involved in judicial, condemnation and administrative proceedings. These actions include personal injury, property damage and personnel claims and various claims filed by contractors against WSSC for cost overruns on construction contracts. While the outcomes of these matters are uncertain, it is the opinion of management and WSSC's Acting General Counsel that resolution of all claims outstanding will not have a material adverse effect on the financial position or changes in net assets of WSSC.

WSSC purchases insurance on its property (structures, contents, boiler and machinery, etc.) for physical damages where it has been determined that a reasonable amount of exposure exists. In addition, WSSC is self-insured for workers' compensation in accordance with the statutory requirements of the State of Maryland. The workers' compensation accrued liability includes an estimate for claims incurred but not yet reported to the claims administrator. WSSC also maintains crime and terrorism insurance and fiduciary liability policies having various self-insured retention levels.

WSSC is self-insured for all public liability. Each year, funds are budgeted for normal claims. However, should the past loss experience change, or should a catastrophic loss occur in excess of applicable insurance coverage, funds for such loss or losses would have to be obtained from ad valorem taxation or other sources of revenue since a self-insurance fund has not been established.

During fiscal 2005 and 2004, WSSC leased various equipment with annual rental payments of approximately \$278,000 and \$275,000, respectively. There are no annual commitments under long term non-cancelable operating leases as of June 30, 2005.

**WASHINGTON SUBURBAN SANITARY COMMISSION
REQUIRED SUPPLEMENTAL INFORMATION
SCHEDULE OF HISTORICAL PENSION INFORMATION
Unaudited
(In thousands)**

SCHEDULE A

Actuarial Valuation Date <u>June 30</u>	Actuarial Value of <u>Assets</u>	Actuarial Accrued <u>Liability</u>	Unfunded Actuarial Accrued <u>Liability (UAAL)</u>	Funded <u>Ratio</u>	Covered <u>Payroll</u>	UAAL as a Percentage of <u>Covered Payroll</u>
2002	\$538,099	\$594,414	\$56,316	90.5%	\$80,448	70.0%
2003	530,071	579,970	49,899	91.4	86,048	58.0
2004	549,682	596,274	46,592	92.2	89,386	52.1

Fiscal Year Ended <u>June 30</u>	Annual Pension <u>Cost (APC)</u>	Percentage of <u>APC Contributed</u>	Long-Term Pension <u>Liability</u>
2003	\$10,079	146%	\$47,278
2004	11,858	125	44,328
2005	12,104	122	41,624