

In the opinion of Holland & Knight LLP, special counsel, under existing law, and assuming compliance with certain provisions of the Internal Revenue Code of 1986, as amended, and except as otherwise described herein, the portion of the 2005 Series A Lease Payments and the 2005 Series B Lease Payments (collectively, the "Lease Payments") distributable to Owners of the 2005 Series A Certificates and the 2005 Series B Certificates (collectively, the "Certificates"), as applicable, as interest to the extent such 2005 Series A Lease Payments and 2005 Series B Lease Payments are appropriated by the State and received by the Owners of the Certificates is excludable from gross income for federal income tax purposes and will not be treated as an item of tax preference for purposes of computing the federal alternative minimum tax. However, the portion of each payment distributable to Owners of the Certificates as interest will be taken into account in computing an adjustment made in determining a corporate Certificate Owner's minimum tax based on such Certificate Owner's adjusted current earnings. The portion of each of the Lease Payments distributable to Owners of the related Certificates as interest is excludable from gross income for Rhode Island personal income tax purposes to the extent that such interest is excludable from gross income for federal income tax purposes. See "TAX STATUS" and "APPENDIX B -- Proposed Forms of Legal Opinion" herein.

\$51,985,000

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Lease Participation Certificates (Training School Project - 2005 Series A)**

\$21,565,000

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Lease Participation Certificates (Traffic Tribunal Project - 2005 Series B)**

Dated: Date of Delivery

Due: October 1, as shown on the inside front cover

Each series of the Certificates represents undivided interests in the related Lease Payments to be made by the State of Rhode Island and Providence Plantations (the "Lessee") under the related Sublease as more fully described herein. The State is obligated under the related Sublease to make related Lease Payments equal to the principal of and interest on the related Certificates. The State's obligation to make the related Lease Payments and any other obligations of the State under the related Sublease are subject to and dependent upon annual appropriations made by the State for such purposes. (See "SECURITY FOR THE CERTIFICATES" and "CERTIFICATE OWNERS' RISKS" herein.)

Payment of the principal portions of, premium, if any, and interest portions on the Certificates will be made solely from amounts derived under the terms of the related Sublease, including the related Lease Payments, and amounts from time to time on deposit under the terms of the related Declaration of Trust executed in connection with the related Certificates, as more fully described herein. The failure of the State to appropriate funds for the Lease Payments will result in termination of the applicable Sublease. Should such applicable Sublease terminate, there can be no assurance that the related Certificates will be repaid. Special counsel will express no opinion as to tax exemption upon termination of any of the Subleases and, following termination of any such Sublease, transfer of the Certificates may be subject to compliance with the registration provisions of state and federal securities laws. (See "TAX STATUS" and "CERTIFICATE OWNERS' RISKS" herein.)

The principal of each Series of Certificates is payable on October 1 as set forth on the inside cover hereof and interest on each Series of Certificates is payable on April 1 and October 1 each year commencing April 1, 2006. So long as DTC is the registered owner of the Certificates, principal and interest are payable to DTC by the Trustee, as paying agent.

THE CERTIFICATES ARE SUBJECT TO REDEMPTION PRIOR TO MATURITY AS MORE FULLY DESCRIBED HEREIN. (See "DESCRIPTION OF THE CERTIFICATES - Redemption" herein).

The Certificates will be issued as fully registered certificates registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository. Purchases will be made in book-entry-only form without delivery of physical certificates. The Certificates will be issued in denominations of \$5,000 or integral multiples thereof. The principal and interest portions of the Certificates will be paid directly to DTC by the Trustee. (See "BOOK ENTRY ONLY SYSTEM" herein.) The Certificates are subject to acceleration and redemption prior to maturity as described herein.

Payment of the principal and interest portions of the Certificates when due will be insured by a municipal bond insurance policy to be issued by MBIA simultaneously with the delivery of the Certificates. (See "THE BOND INSURANCE POLICY" herein.)



THE STATE'S OBLIGATION TO MAKE LEASE PAYMENTS DOES NOT CONSTITUTE A DEBT OR LIABILITY OF THE STATE WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY LIMITATION AND NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE STATE IS PLEDGED TO MAKE SUCH PAYMENTS. NONE OF THE TRUSTEES HAVE ANY SECURITY INTEREST IN THE RELATED PROJECTS.

The Certificates are offered when, as and if delivered to the Underwriters subject to receipt of the approving legal opinions of Holland & Knight LLP, Providence, Rhode Island, as special counsel. Certain other legal matters will be passed upon for the State by the Attorney General of the State and for the Underwriters by their counsel, Taft & McSally LLP, Cranston, Rhode Island. Certain matters will be passed upon for the State by Partridge Snow & Hahn LLP, Providence, Rhode Island, as disclosure counsel. It is expected that delivery of the Certificates in definitive form will be made in New York, New York on or about June 28, 2005.

UBS Financial Services Inc.

Citigroup

Carolan & Co.

A Division of Oppenheimer & Co. Inc.

June 17, 2005

**Merrill Lynch & Co.
Roosevelt & Cross Inc.**

MATURITY SCHEDULE

Maturities, Amounts and Interest Rates

\$51,985,000 Lease Participation Certificates (Training School Project - 2005 Series A)

Maturity Date (October 1)	Principal Amount	Interest Rate	Price or Yield	CUSIPs†
2006	\$ 1,780,000	3.250%	2.740%	762224CV3
2007	1,835,000	3.000	2.830	762224CW1
2008	350,000	3.000	2.960	762224CX9
2008	1,550,000	4.500	2.960	762224CY7
2009	1,970,000	3.000	3.110	762224CZ4
2010	2,050,000	5.000	3.270	762224DA8
2011	2,160,000	5.000	3.440	762224DB6
2012	2,260,000	4.500	3.580	762224DC4
2013	2,370,000	5.000	3.700	762224DD2
2014	2,495,000	5.000	3.780	762224DE0
2015	2,620,000	5.000	3.860	762224DF7
2016	2,755,000	5.000	108.867*	762224DG5
2017	2,900,000	5.000	108.253*	762224DH3
2018	3,045,000	5.000	107.729*	762224DJ9
2019	3,200,000	5.000	107.295*	762224DK6
2020	3,365,000	5.000	106.863*	762224DL4
2021	3,540,000	5.000	106.519*	762224DM2
2022	3,720,000	5.000	106.262*	762224DN0
2023	3,910,000	5.000	106.006*	762224DP5
2024	4,110,000	5.000	105.750*	762224DQ3

* Priced to the October 1, 2015 optional redemption date at a redemption price of 100%.

\$21,565,000 Lease Participation Certificates (Traffic Tribunal Project - 2005 Series B)

Maturity Date (October 1)	Principal Amount	Interest Rate	Price or Yield	CUSIPs†	Maturity Date (October 1)	Principal Amount	Interest Rate	Price or Yield	CUSIPs†
2006	\$ 800,000	3.000%	2.700%	762224DR1	2018	\$1,235,000	4.000%	4.090%	762224EG4
2007	825,000	3.000	2.830	762224DS9	2019	1,000,000	5.000	107.295*	762224EH2
2008	850,000	3.000	2.960	762224DT7	2019	290,000	4.000	4.180	762224EJ8
2009	875,000	3.000	3.110	762224DU4	2020	355,000	4.125	4.250	762224EK5
2010	905,000	3.125	3.270	762224DV2	2020	1,000,000	5.000	106.863*	762224EL3
2011	930,000	3.375	3.440	762224DW0	2021	1,000,000	5.000	106.519*	762224EM1
2012	965,000	3.500	3.580	762224DX8	2021	420,000	4.125	4.310	762224EN9
2013	1,000,000	3.600	3.700	762224DY6	2022	1,000,000	5.000	106.262*	762224EP4
2014	325,000	4.000	3.780	762224DZ3	2022	490,000	4.200	4.370	762224EQ2
2014	710,000	3.625	3.780	762224EA7	2023	565,000	4.250	4.420	762224ER0
2015	625,000	4.000	3.860	762224EB5	2023	1,000,000	5.000	106.006*	762224ES8
2015	450,000	3.700	3.860	762224EC3	2024	640,000	4.250	4.470	762224ET6
2016	50,000	3.900	3.940	762224ED1	2024	1,000,000	5.000	105.750*	762224EU3
2017	100,000	3.950	4.010	762224EE9					

\$2,160,000 5.00% Term Certificates due October 1, 2017, Price: 108.253* (CUSIP† 762224EF6)

* Priced to the October 1, 2015 optional redemption date at a redemption price of 100%.

†The CUSIP numbers have been assigned by an independent company not affiliated with the State and are included solely for the convenience of the owners of the Certificates. Neither the Underwriters nor the State is responsible for the selection or use of the CUSIP numbers, and no representation is made as to their correctness on the Certificates or as indicated above. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Certificates as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of such maturity or as to the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Certificates.

No dealer, broker, salesperson or other person has been authorized by the State or the Underwriters of the Certificates to give any information or to make any representations other than as contained in this Official Statement, and if given or made, such other information or representations must not be relied upon as having been authorized by either of the foregoing. This Official Statement does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the Certificates offered hereby by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein has been obtained from the State, and other sources that are deemed to be reliable but is not guaranteed as to accuracy or completeness by the Underwriters of the Certificates or, as to information from other sources, the State. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the State since the date hereof. The information in this Official Statement concerning The Depository Trust Company ("DTC") and DTC's book-entry system has been obtained from sources the State believes to be reliable, but the State takes no responsibility for the accuracy thereof.

The Underwriters intend to offer the Certificates to the public initially at the offering prices or yields shown on the inside cover page hereof, which prices or yields may change subsequently without any requirement or prior notice. The Underwriters may offer and sell the Certificates to certain dealers (including dealers depositing such Certificates into investment trusts) at prices lower than the public offering prices shown on the inside cover page hereof.

The Underwriters have provided the following sentences for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their responsibility to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances create any implication that there has been no change in the affairs of the parties referred to above or that the other information or opinions are correct as of any time subsequent to the date hereof.

First Southwest Company, financial advisor to the State (the "Financial Advisor") has provided the following sentence for inclusion in this Official Statement: The Financial Advisor has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to the State and, as applicable, to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Financial Advisor does not guarantee the accuracy or completeness of such information. The inclusion of said sentence does not imply any such guarantee by any other party.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVER ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE CERTIFICATES AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL ON THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

MBIA does not accept any responsibility for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding the Policies and MBIA set forth under "THE BOND INSURANCE POLICIES" and APPENDIX C, "SPECIMEN MUNICIPAL BOND INSURANCE POLICY."

THE STATE HAS NOT MADE ANY INDEPENDENT INVESTIGATION OF MBIA OR THE BOND INSURANCE POLICIES.

This Official Statement contains statements which, to the extent they are not recitations of historical fact, constitute "forward looking statements." In this respect, the words "estimate," "project," "anticipate," "expect," "intend," "believe" and similar expressions are intended to identify forward-looking statements. A number of important factors affecting the State's financial results could cause actual results to differ materially from those stated in the forward-looking statements.

[THIS PAGE INTENTIONALLY LEFT BLANK]

TABLE OF CONTENTS

INTRODUCTION	1
The 2005 Series A Certificates	1
The 2005 Series B Certificates	2
SECURITY FOR THE CERTIFICATES	2
The 2005 Series A Certificates	2
The 2005 Series B Certificates	4
THE PROJECTS	5
The 2005 Series A Project	5
The 2005 Series B Project	6
DESCRIPTION OF THE STATE	7
DESCRIPTION OF THE CERTIFICATES	7
The 2005 Series A Certificates	7
The 2005 Series B Certificates	8
BOOK-ENTRY-ONLY SYSTEM	10
SCHEDULED LEASE PAYMENTS	12
Scheduled 2005 Series A Lease Payments	12
Scheduled 2005 Series B Lease Payments	13
CERTIFICATE OWNERS' RISKS.....	13
General	13
Redemption or Acceleration Prior to Maturity	13
Value of Projects	14
Risk of Non-Renewal of Sublease/Non-Appropriation	14
Certain Matters Relating to Enforceability of the Leases and the Subleases	14
Tax-Exempt Status; Continuing Legal Requirements	14
Tax Law Effects on the Certificates in the Event of Termination of any Sublease	14
Securities Law Effects on the Certificates in the Event of Termination of any Sublease	14
SUMMARY OF CERTAIN PROVISIONS OF THE SUBLEASES	14
Terms and Renewals.....	15
Rent.....	15
Non-appropriation of Funds	16
Title.....	16
Insurance.....	16
Rent Prepayment Option	16
Events of Default.....	17
Remedies	17
The Insurer.....	18
DESCRIPTION OF THE DECLARATIONS OF TRUST	18
General	18
Certificates.....	18
Transfer of Certificates	18
Redemption.....	19
Trust Fund	19
Establishment and Application of Project Account.....	19

Establishment and Application of Lease Payment Account.....	19
Establishment and Application of Rebate Account.....	20
Establishment and Application of Redemption Account.....	20
Deposit and Investment of Moneys in Funds.....	20
Events of Default.....	22
Acceleration.....	22
Remedies.....	23
Rights of Certificate Owners to Direct Proceedings.....	23
Rights of Insurer to Direct Proceedings.....	24
Appointment of Receivers.....	24
Rights and Remedies of Certificate Owners.....	24
Rights of the Insurer.....	24
Waivers of Events of Default.....	24
Amendments and Supplemental Amendments.....	25
Defeasance.....	26
LITIGATION.....	26
LEGAL MATTERS.....	26
TAX STATUS.....	27
Original Issue Discount.....	27
Premium.....	27
UNDERWRITING.....	28
FINANCIAL ADVISOR.....	29
THE BOND INSURANCE POLICIES.....	29
MBIA Insurance Corporation.....	30
Regulation.....	30
Financial Strength Ratings of MBIA.....	30
MBIA Financial Information.....	30
Incorporation of Certain Documents by Reference.....	31
RATINGS.....	31
CONTINUING DISCLOSURE.....	32
MISCELLANEOUS INFORMATION.....	33
APPENDIX A - Information Statement of the State of Rhode Island and Providence Plantations dated June 1, 2005	
EXHIBIT A - Audited Financial Statements of the State for the Fiscal Year Ending June 30, 2003	
EXHIBIT B - State Economic Information	
APPENDIX B - Proposed Forms of Legal Opinion	
APPENDIX C - Specimen Municipal Bond Insurance Policy	

OFFICIAL STATEMENT
of the
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Relating to

\$51,985,000 Lease Participation Certificates
(Training School Project-2005 Series A)

and

\$21,565,000 Lease Participation Certificates
(Traffic Tribunal Project-2005 Series B)

INTRODUCTION

This Official Statement, including the cover page and the appendices hereto (the "Official Statement"), is provided to furnish information with respect to the sale and delivery of \$51,985,000 State of Rhode Island and Providence Plantations Lease Participation Certificates (Training School Project-2005 Series A) (the "2005 Series A Certificates,") and \$21,565,000 State of Rhode Island and Providence Plantations Lease Participation Certificates (Traffic Tribunal Project-2005 Series B) (the "2005 Series B Certificates"). (The 2005 Series A Certificates and the 2005 Series B Certificates are collectively referred to herein as the "Certificates.")

The 2005 Series A Certificates

The 2005 Series A Certificates represent the proportionate interest of the registered owners thereof in lease payments ("Lease Payments") to be made by the State of Rhode Island and Providence Plantations acting by and through its Department of Administration (the "State" or the "Lessee") for the rental of certain real property and buildings, structures and improvements now or hereafter erected or situated on a site located in Cranston, Rhode Island (the "2005 Series A Project"). The 2005 Series A Project will be leased to the State pursuant to a Sublease dated as of June 1, 2005 as the same may be amended from time to time (the "2005 Series A Sublease") by and between the State and J.P. Morgan Trust Company, National Association, in its capacity as Trustee for the benefit of the 2005 Series A Certificate Owners pursuant to the 2005 Series A Declaration of Trust (as herein defined), as lessor (the "Lessor"). Under the 2005 Series A Declaration of Trust dated as of June 1, 2005 as the same may be amended from time to time (the "2005 Series A Declaration of Trust"), all right to the 2005 Series A Lease Payments under the 2005 Series A Sublease is set aside, granted and assigned to a grantor trust (the "2005 Series A Trust"). J.P. Morgan Trust Company, National Association will act as trustee (the "2005 Series A Trustee") under the 2005 Series A Declaration of Trust, Lessor under the 2005 Series A Sublease and lessee under the 2005 Series A Lease (as herein defined).

The 2005 Series A Project is being leased to the Lessor by the State pursuant to a lease (the "2005 Series A Lease") dated as of June 1, 2005. The 2005 Series A Lease expires on June 1, 2015 with the right to renew for an additional period ending on October 2, 2024. Pursuant to the 2005 Series A Lease, such right to renew shall be deemed to have been automatically exercised unless the 2005 Series A Sublease has been defeased. (See "SUMMARY OF CERTAIN PROVISIONS OF THE SUBLEASES -- Rent Prepayment Option" herein.) The 2005 Series A Trustee's leasehold interest under the 2005 Series A Lease is subleased to the State under the 2005 Series A Sublease, and all right to the 2005 Series A Lease Payments under the 2005 Series A Sublease is set aside, granted and assigned to the 2005 Series A Trust.

The 2005 Series A Certificates will be issued pursuant to the 2005 Series A Declaration of Trust. The proceeds of the sale of the 2005 Series A Certificates will be deposited in the 2005 Series A Trust. The proceeds of the 2005 Series A Certificates in the 2005 Series A Trust will be distributed into a Project Account and a 2005 Series A Lease Payment

Account established by the 2005 Series A Declaration of Trust. Amounts held in the 2005 Series A Project Account will be disbursed by the 2005 Series A Trustee to the State from the 2005 Series A Project Account to finance the 2005 Series A Project and to pay related costs of issuance. (See “THE 2005 SERIES A PROJECT” herein.)

The 2005 Series B Certificates

The 2005 Series B Certificates represent the proportionate interest of the registered owners thereof in lease payments (“Lease Payments”) to be made by the State of Rhode Island and Providence Plantations acting by and through its Department of Administration (the “State” or the “Lessee”) for the rental of certain real property and buildings, structures and improvements now or hereafter erected or situated on a site located in Cranston, Rhode Island (the “2005 Series B Project”). The 2005 Series B Project will be leased to the State pursuant to a Sublease dated as of June 1, 2005 as the same may be amended from time to time (the “2005 Series B Sublease”) by and between the State and J.P. Morgan Trust Company, National Association, in its capacity as Trustee for the benefit of the 2005 Series B Certificate Owners pursuant to the Declaration of Trust (as herein defined), as lessor (the “Lessor”). Under the 2005 Series B Declaration of Trust dated as of June 1, 2005 as the same may be amended from time to time (the “2005 Series B Declaration of Trust”), all right to the 2005 Series B Lease Payments under the 2005 Series B Sublease is set aside, granted and assigned to a grantor trust (the “2005 Series B Trust”). J.P. Morgan Trust Company, National Association will act as trustee (the “2005 Series B Trustee”) under the 2005 Series B Declaration of Trust, Lessor under the 2005 Series B Sublease and lessee under the 2005 Series B Lease.

The 2005 Series B Project is being leased to the Lessor by the State pursuant to a lease (the “2005 Series B Lease”) dated as of June 1, 2005. The 2005 Series B Lease expires on June 1, 2015 with the right to renew for an additional period ending on October 2, 2024. Pursuant to the 2005 Series B Lease, such right to renew shall be deemed to have been automatically exercised unless the 2005 Series B Sublease has been defeased. (See “SUMMARY OF CERTAIN PROVISIONS OF THE SUBLEASES -- Rent Prepayment Option” herein.) The 2005 Series B Trustee’s leasehold interest under the 2005 Series B Lease is subleased to the State under the 2005 Series B Sublease, and all right to the 2005 Series B Lease Payments under the 2005 Series B Sublease is set aside, granted and assigned to the 2005 Series B Trust.

The 2005 Series B Certificates will be issued pursuant to the 2005 Series B Declaration of Trust. The proceeds of the sale of the 2005 Series B Certificates will be deposited in the 2005 Series B Trust. The proceeds of the 2005 Series B Certificates in the 2005 Series B Trust will be distributed into a 2005 Series B Project Account and a 2005 Series B Lease Payment Account established by the 2005 Series B Declaration of Trust. Amounts held in the 2005 Series B Project Account will be disbursed by the Trustee to the State from the 2005 Series B Project Account to finance the 2005 Series B Project and to pay related costs of issuance. (See “THE 2005 SERIES B PROJECT” herein.)

SECURITY FOR THE CERTIFICATES

The 2005 Series A Certificates

The 2005 Series A Certificates are payable from (i) 2005 Series A Lease Payments received by the Trustee from the State with respect to the 2005 Series A Certificates; (ii) certain amounts on deposit from time to time in the 2005 Series A Trust established with respect thereto, including any remaining proceeds of the sale of the 2005 Series A Certificates and investment earnings on amounts on deposit in the 2005 Series A Trust; and (iii) proceeds from the disposition of the 2005 Series A Project upon the occurrence of an Event of Default under the 2005 Series A Sublease or upon termination of the 2005 Series A Sublease pursuant to non-appropriation of funds by the State. The 2005 Series A Sublease provides for 2005 Series A Lease Payments payable at times and in amounts equal to the principal of and interest on the 2005 Series A Certificates. The 2005 Series A Lease Payments will be made directly to the 2005 Series A Trustee.

The State covenants in the 2005 Series A Sublease to do all things lawfully within its power to obtain, maintain and properly request and pursue funds from which 2005 Series A Lease Payments may be made, including making provisions for such payments in the budget submitted for the purpose of obtaining such funding, using its bona fide best efforts to have such portion of the budget approved and exhausting all available administrative reviews and appeals, if

any, in the event such portion of the budget is not approved. **HOWEVER, THE STATE IS UNDER NO OBLIGATION TO APPROPRIATE SUCH FUNDS.**

THE STATE'S OBLIGATION TO MAKE 2005 SERIES A LEASE PAYMENTS DOES NOT CONSTITUTE A DEBT OR LIABILITY OF THE STATE WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY LIMITATION AND NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE STATE IS PLEDGED TO MAKE SUCH PAYMENTS. THE TRUSTEE HAS NO SECURITY INTEREST IN THE 2005 SERIES A PROJECT.

The 2005 Series A Sublease provides an initial term commencing June 1, 2005 and terminating June 30, 2006 with annual renewals on July 1 of each year, commencing July 1, 2006, with a final 2005 Series A Sublease term commencing July 1, 2024 and terminating October 2, 2024 (the "Renewal Periods"). The State shall be deemed to have exercised its right of renewal for each succeeding Renewal Period, if at or prior to the expiration of the then current lease term, there are lawfully appropriated by the State sufficient funds enabling the payment of all 2005 Series A Lease Payments due during the next succeeding Renewal Period.

If during the initial 2005 Series A Sublease term or any Sublease term thereafter, there are lawfully appropriated funds enabling payment of all 2005 Series A Lease Payments due within the next six-month period, the 2005 Series A Sublease shall be deemed renewed with respect to the Project for such six-month period and can be successively renewed for six-month periods. The State shall be deemed to have exercised its right to renew for such a six-month period if at or prior to the termination of the then current lease term, there are lawfully appropriated funds enabling the payment of 2005 Series A Lease Payments for such six-month period.

If a 2005 Series A Sublease term terminates without a renewal of the 2005 Series A Sublease for a succeeding 2005 Series A Sublease term and if within sixty days after such date of termination there are lawfully appropriated funds which would have caused the Sublease to be renewed if the appropriation had occurred prior to the termination of the 2005 Series A Sublease then the 2005 Series A Sublease shall be reinstated and deemed renewed as of the day following the date of termination of the preceding lease term. If there is a 2005 Series A Lease Payment Date (April 1 and October 1) between the date of termination and the date of reinstatement of the 2005 Series A Sublease, the 2005 Series A Lease Payment which would have been due on such date if the 2005 Series A Sublease had not been terminated shall become immediately due and payable on the date the 2005 Series A Sublease is reinstated.

In the event the 2005 Series A Sublease is terminated or not renewed due to non-appropriation by the State, the State is under no obligation to make any further payment with respect to the 2005 Series A Project. Under such circumstances, the State shall deliver the 2005 Series A Project to the 2005 Series A Trustee and the 2005 Series A Trustee has the right to lease the Project and apply the net proceeds thereof to payment of the principal and interest portions of the 2005 Series A Certificates. UPON ANY SUCH OTHER SUBLEASE OF THE 2005 SERIES A PROJECT THERE MAY BE INSUFFICIENT MONIES HELD BY THE TRUSTEE UNDER THE 2005 SERIES A DECLARATION OF TRUST TO MAKE PAYMENT IN FULL OF THE PRINCIPAL AND INTEREST PORTIONS OF THE 2005 SERIES A CERTIFICATES. THE 2005 SERIES A PROJECT IS OF LIMITED VALUE FOR USE BY ANYONE OTHER THAN A DEPARTMENT OF STATE GOVERNMENT.

Additional 2005 Series A Certificates

The 2005 Series A Sublease and the 2005 Series A Declaration of Trust provide for the issuance of additional certificates to (i) provide monies needed to construct extensions, improvements or additions on the site of the 2005 Series A Project, and (ii) pay costs of issuance related to such additional certificates. Such additional certificates will be issued on a parity with and will be equally and ratably secured with the Lessee's then outstanding Certificates under the 2005 Series A Declaration of Trust (See "DESCRIPTION OF THE DECLARATIONS OF TRUST - Amendments and Supplemental Amendments" herein). Any additional certificates will be issued pursuant to supplemental amendments to the 2005 Series A Sublease and the 2005 Series A Declaration of Trust, and such amendments shall grant to the Trustee additional 2005 Series A Lease Payments to be made by the 2005 Series A Lessee; provided, however, that no additional certificates may be issued without the consent of the Insurer (as hereinafter defined). Such an amendment to the 2005 Series A Sublease shall provide for additional 2005 Series A Base Rent (as defined in the 2005 Series A Sublease) sufficient to pay the principal and interest portions of such additional certificates.

The 2005 Series B Certificates

The 2005 Series B Certificates are payable from (i) 2005 Series B Lease Payments received by the Trustee from the State with respect to the 2005 Series B Certificates; (ii) certain amounts on deposit from time to time in the 2005 Series B Trust established with respect thereto, including any remaining proceeds of the sale of the 2005 Series B Certificates and investment earnings on amounts on deposit in the 2005 Series B Trust; and (iii) proceeds from the disposition of the 2005 Series B Project upon the occurrence of an Event of Default under the 2005 Series B Sublease or upon termination of the 2005 Series B Sublease pursuant to non-appropriation of funds by the State. The 2005 Series B Sublease provides for 2005 Series B Lease Payments payable at times and in amounts equal to the principal of and interest on the 2005 Series B Certificates. The 2005 Series B Lease Payments will be made directly to the 2005 Series B Trustee.

The State covenants in the 2005 Series B Sublease to do all things lawfully within its power to obtain, maintain and properly request and pursue funds from which 2005 Series B Lease Payments may be made, including making provisions for such payments in the budget submitted for the purpose of obtaining such funding, using its bona fide best efforts to have such portion of the budget approved and exhausting all available administrative reviews and appeals, if any, in the event such portion of the budget is not approved. **HOWEVER, THE STATE IS UNDER NO OBLIGATION TO APPROPRIATE SUCH FUNDS.**

THE STATE'S OBLIGATION TO MAKE 2005 SERIES B LEASE PAYMENTS DOES NOT CONSTITUTE A DEBT OR LIABILITY OF THE STATE WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY LIMITATION AND NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE STATE IS PLEDGED TO MAKE SUCH PAYMENTS. THE TRUSTEE HAS NO SECURITY INTEREST IN THE 2005 SERIES B PROJECT.

The 2005 Series B Sublease provides an initial term commencing June 1, 2005 and terminating June 30, 2006 with annual renewals on July 1 of each year, commencing July 1, 2006, with a final 2005 Series B Sublease term commencing July 1, 2024 and terminating October 2, 2024 (the "Renewal Periods"). The State shall be deemed to have exercised its right of renewal for each succeeding Renewal Period, if at or prior to the expiration of the then current lease term, there are lawfully appropriated by the State sufficient funds enabling the payment of all 2005 Series B Lease Payments due during the next succeeding Renewal Period.

If during the initial 2005 Series B Sublease term or any 2005 Series B Sublease term thereafter, there are lawfully appropriated funds enabling payment of all 2005 Series B Lease Payments due within the next six-month period, the 2005 Series B Sublease shall be deemed renewed with respect to the 2005 Series B Project for such six-month period and can be successively renewed for six-month periods. The State shall be deemed to have exercised its right to renew for such a six-month period if at or prior to the termination of the then current lease term, there are lawfully appropriated funds enabling the payment of 2005 Series B Lease Payments for such six-month period.

If a 2005 Series B Sublease term terminates without a renewal of the 2005 Series B Sublease for a succeeding 2005 Series B Sublease term and if within sixty days after such date of termination there are lawfully appropriated funds which would have caused the Sublease to be renewed if the appropriation had occurred prior to the termination of the 2005 Series B Sublease then the 2005 Series B Sublease shall be reinstated and deemed renewed as of the day following the date of termination of the preceding lease term. If there is a 2005 Series B Lease Payment Date (April 1 and October 1) between the date of termination and the date of reinstatement of the 2005 Series B Sublease, the 2005 Series B Lease Payment which would have been due on such date if the 2005 Series B Sublease had not been terminated shall become immediately due and payable on the date the 2005 Series B Sublease is reinstated.

In the event the 2005 Series B Sublease is terminated or not renewed due to non-appropriation by the State, the State is under no obligation to make any further payment with respect to the 2005 Series B Project. Under such circumstances, the State shall deliver the 2005 Series B Project to the 2005 Series B Trustee and the 2005 Series B Trustee has the right to lease the 2005 Series B Project and apply the net proceeds thereof to payment of the principal and interest portions of the 2005 Series B Certificates. **UPON ANY SUCH OTHER SUBLEASE OF THE 2005 SERIES B PROJECT THERE MAY BE INSUFFICIENT MONIES HELD BY THE TRUSTEE UNDER THE 2005 SERIES B DECLARATION OF TRUST TO MAKE PAYMENT IN FULL OF THE PRINCIPAL AND INTEREST PORTIONS OF THE 2005 SERIES B CERTIFICATES.**

Additional 2005 Series B Certificates

The 2005 Series B Sublease and the 2005 Series B Declaration of Trust provide for the issuance of additional certificates to (i) provide monies needed to construct extensions, improvements or additions on the site of the 2005 Series B Project, and (ii) pay costs of issuance related to such additional certificates. Such additional certificates will be issued on a parity with and will be equally and ratably secured with the Lessee's then outstanding Certificates under the 2005 Series B Declaration of Trust (See "DESCRIPTION OF THE DECLARATIONS OF TRUST - Amendments and Supplemental Amendments" herein). Any additional certificates will be issued pursuant to supplemental amendments to the 2005 Series B Sublease and the 2005 Series B Declaration of Trust, and such amendments shall grant to the Trustee additional 2005 Series B Lease Payments to be made by the 2005 Series B Lessee provided, however, that no additional certificates may be issued without the consent of the Insurer (as hereinafter defined). Such an amendment to the 2005 Series B Sublease shall provide for additional 2005 Series B Base Rent (as defined in the 2005 Series B Sublease) sufficient to pay the principal and interest portions of such additional certificates.

THE PROJECTS

The 2005 Series A Project

The Department of Children, Youth and Families (DCYF) has been under court order to correct deficiencies determined in a lawsuit relating to its administration of juvenile correctional programs for Rhode Island. One of the stipulations of the court order is that DCYF complete construction of a new facility that will comply with accreditation requirements.

DCYF and the Division of Capital Projects of the Department of Administration have developed a plan for two buildings. The Youth Assessment Facility (YAF) will house up to 52 detained young males (who have not completed the court process and are not sentenced). The Youth Development Facility (YDF) will house up to 96 adjudicated young males (sentenced to the Training School). As part of an overall redesign of the service program to these youth, DCYF is also planning the construction of a separate facility for young females, and up to seven community-residence facilities to supervise the reentry of Training School males to their communities of origin, to be funded from sources other than the 2005 Series A Certificates.

The YAF is located on an area known as the John O. Pastore Government Center, located in Cranston, Rhode Island (the "Pastore Center"). The site is currently occupied by parking facilities and two cottages holding state offices which will be relocated as a project cost. The YDF is located on a portion of Plat 14, Parcel 5, currently the site of three buildings occupied by the Training School. One serves as a maintenance and training facility. Its functions and staff will be merged with other state maintenance departments at the Pastore Center prior to demolition. One serves as a residence for young males, and the other as a residence for young females at the Training School. These programs will be accommodated in other facilities operated by the Training School prior to demolition; certain minor renovation costs to accomplish this relocation will be a project cost. Current facilities occupied by the Training School will be vacated once all new facilities, including the community facilities, are occupied. The future use of the current facilities has not been determined.

The project includes furnishing and equipping the new facilities to be fully operational at project completion, including provision of technologies required for the educational, medical and reporting systems utilized by the program.

Design for both buildings is currently underway at the design development level. The State has retained a firm specializing in providing cost estimations in order to assist the State in developing the project in accordance with the construction budget. Substantial completion of the YAF and the YDF is currently expected to occur in December, 2007.

Estimated Sources and Uses of 2005 Series A Proceeds

Sources:

Principal Amount of Certificates	\$51,985,000.00
Original Issue Premium (Net)	<u>3,395,233.65</u>
Total	\$55,380,233.65

Uses:

Project Account Deposit ⁽¹⁾	\$54,840,000.00
Cost of Issuance ⁽²⁾	310,495.85
Underwriters' Discount	<u>229,737.80</u>
Total	\$55,380,233.65

⁽¹⁾ Exclusive of costs of issuance.

⁽²⁾ Includes legal fees, bond insurance premium, printing costs, etc.

The 2005 Series B Project

Rhode Island utilizes a unified court system containing the following six State-funded courts: Supreme; Superior; Family; Workers' Compensation; District; and Traffic Tribunal. The Supreme and Workers' Compensation Courts are located in Providence. The Traffic Tribunal Court is currently located in Providence with two branches operating at the Stedman Government Center in Wakefield and the old registry building in Woonsocket. The Superior, District, and Family Courts operate in the following counties: Providence/Bristol; Kent; Newport; and Washington.

Current Building

The current Rhode Island Traffic Tribunal ("RITT") is located at 345 Harris Avenue in Providence and was created on July 1, 1999 pursuant to G.L. 1956 (1997 Reenactment) § 8-8.2-1, et seq., as the successor to the Administrative Adjudication Court. The courthouse was originally a manufacturing building retrofitted into a courthouse in 1974.

The RITT houses four judges, three magistrates, and a staff of seventy-five. The five RITT courtrooms service approximately 500 to 1,000 people per day. Upon completion of the new RITT described below, the Providence location will be closed, but there are no current plans to close the Stedman or Woonsocket branches. One judge travels on a weekly basis to cover the courtrooms at Stedman and Woonsocket. When the judge is sitting, the courtroom at Stedman services 225 people per day and the courtroom at Woonsocket services 150 people per day. The RITT hears all non-criminal matters regarding traffic violations, reviews all traffic offense decisions of Municipal Courts and appeals from the Division of Motor Vehicles, and is supervised by the Chief Judge of the District Court. In 2004, the total number of cases issued to the RITT was 104,667. The RITT disposed of 109,808 cases in the same year. Construction of a new facility is necessary to maintain the functioning of the RITT. The new RITT will be located at the northwest corner of Howard Avenue and New London Avenue in the John O. Pastore Government Center, Cranston, Rhode Island. The overall building will contain approximately 86,000 square feet of floor space.

The new RITT will house seven courtrooms, administrative court support facilities, and record storage. The RITT will also house support facilities including the Law Library, Sheriff's Division, State Police, Security Officers, Facilities Management, and Central Holding for prisoners. The facility will include parking for 450 parking spaces for judges, staff, and the public and 175 spaces for State employees at the Aimee Forand building.

The new RITT will allow for the physical expansion of the building in 20 years to accommodate the growth of the court. The building will be designed to provide a user-friendly, secure, and technologically advanced courthouse. The RITT will feature functional space and floor areas for the building occupants, attorneys, and the public.

The construction period for the new courthouse is currently expected to be 16 months. Construction bids are scheduled to be opened on June 17, 2005. The State has retained a firm specializing in providing cost estimations in order to assist the State in developing the project in accordance with the construction budget. Substantial completion of the RITT is currently expected to occur in October, 2006.

Estimated Sources and Uses of 2005 Series B Proceeds

Sources:

Principal Amount of Certificates	\$21,565,000.00
Original Issue Premium (Net)	<u>472,914.65</u>
Total	\$22,037,914.65

Uses:

Project Account Deposit ⁽¹⁾	\$21,800,000.00
Cost of Issuance ⁽²⁾	142,923.25
Underwriters' Discount	<u>94,991.40</u>
Total	\$22,037,914.65

⁽¹⁾ Exclusive of costs of issuance.

⁽²⁾ Includes legal fees, bond insurance premium, printing costs, etc.

DESCRIPTION OF THE STATE

See "APPENDIX A -- Information Statement of the State of Rhode Island and Providence Plantations", dated June 1, 2005 for a description of the State, its budgetary process and financial profile.

DESCRIPTION OF THE CERTIFICATES

The 2005 Series A Certificates

The 2005 Series A Certificates represent an undivided interest in the 2005 Series A Lease Payments to be made by the State to the Trustee under the Sublease. The 2005 Series A Certificates will be dated the date of delivery and will be issued in fully registered form without coupons in the denomination of \$5,000 each or any integral multiple thereof. So long as The Depository Trust Company ("DTC"), or its nominee Cede & Co., is the registered owner of the 2005 Series A Certificates, all payments with respect thereto will be made directly to such registered holder. Disbursement of such payments to Beneficial Owners of the 2005 Series A Certificates (as hereinafter defined) will be the responsibility of the DTC Participants and Indirect Participants, as more fully described herein. (See "BOOK-ENTRY-ONLY SYSTEM" herein.)

The principal portions of the 2005 Series A Certificates are payable on October 1 of each year as set forth on the inside cover page hereof. The interest portions of the 2005 Series A Certificates will be payable semi-annually on April 1 and October 1 of each year commencing April 1, 2006 (the "Interest Payment Dates") to and including the date of maturity or redemption of the 2005 Series A Certificates, whichever is earlier.

Record Date

Payment of the interest portion with respect to any 2005 Series A Certificate shall be made on the payment date to the person appearing on the 2005 Series A Certificate register as the Owner thereof as of the close of business on the fifteenth day of the month next preceding such payment date, such interest to be paid by check or draft mailed to such Owner at such Owner's address as it appears on the 2005 Series A Certificate register or at such other address as such Owner may have filed with the Trustee for that purpose; provided, however, that the Trustee may establish a special record date in connection with the payment of interest in default.

Redemption

Optional Redemption. The 2005 Series A Certificates maturing on and before October 1, 2015 are not subject to redemption prior to their stated dates of maturity. The 2005 Series A Certificates maturing on or after October 1, 2015 are subject to optional redemption prior to their stated dates of maturity on and after October 1, 2015, as a whole or in part at any time, and may be redeemed by the exercise of the option to make payment of all or part of the Rent Prepayment Price as provided in the 2005 Series A Sublease in such order of maturity and in such amounts as directed by the Lessee, at a redemption price of 100% of the principal amount of the Certificates to be redeemed, plus accrued interest to the redemption date.

Special Mandatory Redemption. The 2005 Series A Certificates are subject to special mandatory redemption in whole or in part at any time at a redemption price equal to the principal amount of the 2005 Series A Certificates to be redeemed, plus interest accrued thereon to the redemption date, from moneys received or recovered by the Trustee from: (i) the reletting of the Project in connection with the enforcement of the Trustee's rights under the 2005 Series A Sublease; (ii) the proceeds of the hazard insurance payable with respect to the damage, destruction, theft or other loss of the 2005 Series A Project which are not applied to repair, reconstruction, replacement or restoration of the 2005 Series A Project in accordance with the 2005 Series A Sublease; (iii) any awards payable with respect to the condemnation or taking of the whole or any part of the 2005 Series A Project for any public or quasi-public use which are not applied to the repair, reconstruction, replacement or restoration of the 2005 Series A Project; and (iv) any amounts transferred from the 2005 Series A Project Account to the 2005 Series A Redemption Account under the 2005 Series A Declaration of Trust upon completion of the 2005 Series A Project.

Selection for Redemption. If less than all of the outstanding 2005 Series A Certificates of any maturity of the 2005 Series A Certificates shall be called for redemption, and for so long as the book-entry only system remains in effect, the 2005 Series A Certificates (or portions thereof) to be redeemed shall be selected by lot by DTC in accordance with DTC's operational arrangements as in effect from time to time. If the book-entry only system for the 2005 Series A Certificates is no longer in effect, the 2005 Series A Certificates (or portions thereof) to be so redeemed shall be by the Trustee by lot or any customary manner of selection.

Notice of Redemption. When redemption of the 2005 Series A Certificates is required pursuant to the 2005 Series A Declaration of Trust, the Trustee shall give to the registered owners of such Certificates notice of the redemption of the 2005 Series A Certificates. Such notice shall specify: (a) the 2005 Series A Certificates that are to be redeemed; (b) the date for redemption (the "Redemption Date"); and (c) the place or places where the redemption will be made. Such notice shall further state that on the specified Redemption Date there shall become due and payable upon each 2005 Series A Certificate to be redeemed, the principal portion thereof and premium, if any, together with the interest portion accrued to said Redemption Date, and that from and after such Redemption Date, interest thereon shall cease to accrue. Notice shall be given of such redemption not less than thirty (30) days nor more than sixty (60) days prior to the Redemption Date for redemption by mailing first-class, postage prepaid copies thereof to the registered owners of the 2005 Series A Certificates to be redeemed. Failure of any such owner to receive such notice (or any defect therein) shall not affect the validity of such redemption.

The 2005 Series B Certificates

The 2005 Series B Certificates represent an undivided interest in the 2005 Series B Lease Payments to be made by the State to the Trustee under the Sublease. The 2005 Series B Certificates will be dated the date of delivery and will be issued in fully registered form without coupons in the denomination of \$5,000 each or any integral multiple thereof. So

long as The Depository Trust Company (“DTC”), or its nominee Cede & Co., is the registered owner of the 2005 Series B Certificates, all payments with respect thereto will be made directly to such registered holder. Disbursement of such payments to Beneficial Owners of the 2005 Series B Certificates (as hereinafter defined) will be the responsibility of the DTC Participants and Indirect Participants, as more fully described herein. (See “BOOK-ENTRY-ONLY SYSTEM” herein.)

The principal portions of the 2005 Series B Certificates are payable on October 1 of each year as set forth on the inside cover page hereof. The interest portions of the 2005 Series B Certificates will be payable semi-annually on April 1 and October 1 of each year commencing April 1, 2006 (the “Interest Payment Dates”) to and including the date of maturity or redemption of the 2005 Series B Certificates, whichever is earlier.

Record Date

Payment of the interest portion with respect to any 2005 Series B Certificate shall be made on the payment date to the person appearing on the 2005 Series B Certificate register as the Owner thereof as of the close of business on the fifteenth day of the month next preceding such payment date, such interest to be paid by check or draft mailed to such Owner at such Owner’s address as it appears on the 2005 Series B Certificate register or at such other address as such Owner may have filed with the Trustee for that purpose; provided, however, that the Trustee may establish a special record date in connection with the payment of interest in default.

Redemption

Optional Redemption. The 2005 Series B Certificates maturing on and before October 1, 2015 are not subject to redemption prior to their stated dates of maturity. The 2005 Series B Certificates maturing on or after October 1, 2016 are subject to optional redemption prior to their stated dates of maturity on and after October 1, 2015, as a whole or in part at any time, and may be redeemed by the exercise of the option to make payment of all or part of the Rent Prepayment Price as provided in the 2005 Series B Sublease in such order of maturity and in such amounts as directed by the Lessee, at a redemption price of 100% of the principal amount of the Certificates to be redeemed, plus accrued interest to the redemption date.

Mandatory Redemption. The 2005 Series B Certificates maturing October 1, 2017 shall be redeemed prior to maturity from sinking fund installments, at their principal amounts without premium, plus accrued interest to the redemption date, on each October 1 of the years and in the principal amounts set forth below. **Any such redemption remains subject to appropriation by the State.**

<u>Year</u>	<u>Principal Amount</u>
2016	\$1,075,000
2017	1,085,000

Special Mandatory Redemption. The 2005 Series B Certificates are subject to special mandatory redemption in whole or in part at any time at a redemption price equal to the principal amount of the 2005 Series B Certificates to be redeemed, plus interest accrued thereon to the redemption date, from moneys received or recovered by the Trustee from: (i) the reletting of the Project in connection with the enforcement of the Trustee’s rights under the 2005 Series B Sublease; (ii) the proceeds of the hazard insurance payable with respect to the damage, destruction, theft or other loss of the 2005 Series B Project which are not applied to repair, reconstruction, replacement or restoration of the 2005 Series B Project in accordance with the 2005 Series B Sublease; (iii) any awards payable with respect to the condemnation or taking of the whole or any part of the 2005 Series B Project for any public or quasi-public use which are not applied to the repair, reconstruction, replacement or restoration of the 2005 Series B Project; and (iv) any amounts transferred from the 2005 Series B Project Account to the 2005 Series B Redemption Account under the 2005 Series B Declaration of Trust upon completion of the 2005 Series B Project.

Selection for Redemption. If less than all of the outstanding 2005 Series B Certificates of any maturity of the 2005 Series B Certificates shall be called for redemption, and for so long as the book-entry only system remains in effect,

the 2005 Series B Certificates (or portions thereof) to be redeemed shall be selected by lot by DTC in accordance with DTC's operational arrangements as in effect from time to time. If the book-entry only system for the 2005 Series B Certificates is no longer in effect, the 2005 Series B Certificates (or portions thereof) to be so redeemed shall be by the Trustee by lot or any customary manner of selection.

Notice of Redemption. When redemption of the 2005 Series B Certificates is required pursuant to the 2005 Series B Declaration of Trust, the Trustee shall give to the registered owners of such Certificates notice of the redemption of the 2005 Series B Certificates. Such notice shall specify: (a) the 2005 Series B Certificates that are to be redeemed; (b) the date for redemption (the "Redemption Date"); and (c) the place or places where the redemption will be made. Such notice shall further state that on the specified Redemption Date there shall become due and payable upon each 2005 Series B Certificate to be redeemed, the principal portion thereof and premium, if any, together with the interest portion accrued to said Redemption Date, and that from and after such Redemption Date, interest thereon shall cease to accrue. Notice shall be given of such redemption not less than thirty (30) days nor more than sixty (60) days prior to the Redemption Date for redemption by mailing first-class, postage prepaid copies thereof to the registered owners of the 2005 Series B Certificates to be redeemed. Failure of any such owner to receive such notice (or any defect therein) shall not affect the validity of such redemption.

BOOK-ENTRY-ONLY SYSTEM

The information set forth in this section concerning DTC and DTC's book-entry system has been obtained from the office of General Counsel to DTC and has been described by DTC as accurately describing DTC, its methods of effecting book-entry transfers of securities distributed through DTC and certain related matters. No representation is made by any person, including the State, other than DTC as to the completeness or the accuracy of such information or as to the absence or material adverse changes in such information subsequent to the date hereof.

DTC will act as securities depository for the Certificates. The Certificates will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully registered Certificate will be issued for each maturity of each series of the Certificates in the aggregate principal amount of such maturity and will be deposited with DTC.

DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 2 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 85 countries that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Government Securities Clearing Corporation, MBS Clearing Corporation, and Emerging Markets Clearing Corporation, (NSCC, GSCC, MBSCC, and EMCC, also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has Standard & Poor's highest rating: AAA. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Certificates under the DTC system must be made by or through Direct Participants, which will receive a credit for the Certificates on DTC's records. The ownership interest of each actual purchaser of each Certificate (the "Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct

and Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Certificates are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of the Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Certificates, except in the event that use of the book-entry system for the Certificates is discontinued.

To facilitate subsequent transfers, all Certificates deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of Certificates with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Certificates; DTC's records reflect only the identity of the Direct Participants to whose accounts such Certificates are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all of the Certificates issued are being redeemed, DTC's practice is to determine by lot the amount of the interest of each direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Certificates unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Paying Agent as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Certificates are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Certificates will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit the Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Paying Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the State or the Paying Agent, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Paying Agent; disbursement of such payments to Direct Participants shall be the responsibility of DTC; and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Certificates at any time by giving reasonable notice to the State and the Paying Agent. Under such circumstances, in the event that a successor securities depository is not obtained, physical certificates are required to be printed and delivered.

The State may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, physical certificates will be printed and delivered.

THE ABOVE INFORMATION CONCERNING DTC AND DTC'S BOOK-ENTRY SYSTEM HAS BEEN OBTAINED FROM SOURCES THAT THE STATE BELIEVES TO BE RELIABLE, BUT THE STATE TAKES NO RESPONSIBILITY FOR THE ACCURACY THEREOF.

THE STATE, THE PAYING AGENT, THE UNDERWRITERS AND THE TRUSTEE WILL HAVE NO RESPONSIBILITY OR OBLIGATION TO SUCH DTC PARTICIPANTS OR THE PERSONS FOR WHOM THEY ACT AS NOMINEE WITH RESPECT TO THE PAYMENTS TO OR THE PROVIDING OF NOTICE FOR THE DTC PARTICIPANTS, OR THE INDIRECT PARTICIPANTS OR BENEFICIAL OWNERS.

SO LONG AS CEDE & CO. IS THE REGISTERED OWNER OF THE CERTIFICATES, AS NOMINEE OF DTC, REFERENCES HEREIN TO THE CERTIFICATE OWNERS OR REGISTERED OWNERS OF THE CERTIFICATES SHALL MEAN CEDE & CO. AND SHALL NOT MEAN THE BENEFICIAL OWNERS OF THE CERTIFICATES.

Neither the State nor the Paying Agent shall have any responsibility or obligation with respect to: (i) the accuracy of the records of DTC or any Participant with respect to any beneficial ownership interest of the Certificates; (ii) the delivery to any Participant, Beneficial Owner of the Certificates or other person, other than DTC, of any notice with respect to the Certificates; (iii) the payment to any Participant, Beneficial Owner of the Certificates or other person, other than DTC of any amount with respect to the principal of, premium, if any, or interest on, the Certificates; (iv) any consent given by DTC as registered owner; or (v) the selection by DTC or any Participant of any Beneficial Owners to receive payment if the Certificates are redeemed in part.

SCHEDULED LEASE PAYMENTS

Scheduled 2005 Series A Lease Payments

The following is a schedule of 2005 Series A Lease Payments of Base Rent (as hereinafter defined) due under the 2005 Series A Sublease in each fiscal year, and attributed to the 2005 Series A Certificates, assuming that the 2005 Series A Sublease is continually renewed:

<u>Fiscal Year Ending June 30</u>	<u>Principal Portion of Lease Payment</u>	<u>Interest Portion of Lease Payment</u>	<u>Total Base Rent Lease Payment</u>
2006	\$ -	\$ 1,870,012.08	\$ 1,870,012.08
2007	1,780,000	2,437,025.00	4,217,025.00
2008	1,835,000	2,380,575.00	4,215,575.00
2009	1,900,000	2,312,925.00	4,212,925.00
2010	1,970,000	2,243,250.00	4,213,250.00
2011	2,050,000	2,162,450.00	4,212,450.00
2012	2,160,000	2,057,200.00	4,217,200.00
2013	2,260,000	1,952,350.00	4,212,350.00
2014	2,370,000	1,842,250.00	4,212,250.00
2015	2,495,000	1,720,625.00	4,215,625.00
2016	2,620,000	1,592,750.00	4,212,750.00
2017	2,755,000	1,458,375.00	4,213,375.00
2018	2,900,000	1,317,000.00	4,217,000.00
2019	3,045,000	1,168,375.00	4,213,375.00
2020	3,200,000	1,012,250.00	4,212,250.00
2021	3,365,000	848,125.00	4,213,125.00
2022	3,540,000	675,500.00	4,215,500.00
2023	3,720,000	494,000.00	4,214,000.00
2024	3,910,000	303,250.00	4,213,250.00
2025	<u>4,110,000</u>	<u>102,750.00</u>	<u>4,212,750.00</u>
Totals	\$ 51,985,000	\$ 29,951,037.08	\$81,936,037.08

Scheduled 2005 Series B Lease Payments

The following is a schedule of 2005 Series B Lease Payments of Base Rent (as hereinafter defined) due under the 2005 Series B Sublease in each fiscal year, and attributed to the 2005 Series B Certificates, assuming that the Sublease is continually renewed:

<u>Fiscal Year Ending June 30</u>	<u>Principal Portion of Lease Payment</u>	<u>Interest Portion of Lease Payment</u>	<u>Total Base Rent Lease Payment</u>
2006	\$ -	\$ 674,152.65	\$ 674,152.65
2007	800,000	876,992.50	1,676,992.50
2008	825,000	852,617.50	1,677,617.50
2009	850,000	827,492.50	1,677,492.50
2010	875,000	801,617.50	1,676,617.50
2011	905,000	774,351.88	1,679,351.88
2012	930,000	744,517.51	1,674,517.51
2013	965,000	711,936.26	1,676,936.26
2014	1,000,000	677,048.76	1,677,048.76
2015	1,035,000	639,680.01	1,674,680.01
2016	1,075,000	599,486.26	1,674,486.26
2017	1,125,000	550,811.26	1,675,811.26
2018	1,185,000	493,861.26	1,678,861.26
2019	1,235,000	440,061.26	1,675,061.26
2020	1,290,000	384,561.26	1,674,561.26
2021	1,355,000	321,439.38	1,676,439.38
2022	1,420,000	255,455.00	1,675,455.00
2023	1,490,000	186,502.50	1,676,502.50
2024	1,565,000	114,206.25	1,679,206.25
2025	<u>1,640,000</u>	<u>38,600.00</u>	<u>1,678,600.00</u>
Totals	\$ 21,565,000	\$ 10,965,391.50	\$32,530,391.50

CERTIFICATE OWNERS' RISKS

General

The Certificates do not constitute a debt or liability of the State within the meaning of any constitutional or statutory limitation and neither the faith and credit nor the taxing power of the State is pledged to make payments under the applicable Sublease. The State is not required to appropriate funds to make payments required under the applicable Sublease, including without limitation, Base Rent and Additional Rent for any Certificates (as hereinafter defined). If the State fails to appropriate such monies it is unlikely that the Trustee would have sufficient funds, by leasing of the Project or otherwise, to make payment in full of the principal and interest portions of the applicable Certificates.

Each series of Certificates is only payable from amounts to be derived under the terms of the related Sublease, related Lease Payments and amounts on deposit under the related Declaration of Trust. The separate series of Certificates are not cross-collateralized or cross-defaulted in any manner.

Redemption or Acceleration Prior to Maturity

The Certificates are subject to redemption or acceleration prior to maturity. (See "DESCRIPTION OF THE CERTIFICATES - Redemption," above and "DESCRIPTION OF THE DECLARATIONS OF TRUST" herein.) Certificate Owners may not realize their anticipated yield on investment to maturity because the Certificates may be redeemed or accelerated prior to maturity at par or at a premium which results in the realization of less than the anticipated yield to maturity.

Value of Projects

The Trustee's leasehold interests in the related Project are of limited value to anyone other than a state governmental department. The Project is not comprised of a general purpose building generally suitable for industrial or commercial uses.

Risk of Non-Renewal of Sublease/Non-Appropriation

Each of the Subleases is for an initial period ending June 30, 2006, and each such Sublease may be renewed for successive annual periods corresponding to the State's fiscal year (or periods less than such fiscal year). The Lessee shall be deemed to have exercised its right of renewal for each succeeding Renewal Period if at or prior to the expiration of the then current Sublease term, there are lawfully appropriated by the Lessee sufficient funds enabling the payment of all Lease Payments due during the next Fiscal Year. The State is not obligated to renew the applicable Sublease for any Renewal Period unless funds are lawfully appropriated therefor. There can be no assurance that the funds will be lawfully appropriated. (See "SUMMARY OF CERTAIN PROVISIONS OF THE SUBLEASE - Term and Renewals" herein.)

Upon termination of the Sublease, there is no assurance that payments made by the Insurer representing interest on the Certificates will be excludable from gross income for federal or State income tax purposes. (See "TAX STATUS" herein.)

Certain Matters Relating to Enforceability of the Leases and the Subleases

The obligations of the State under the Leases and the Subleases may be limited by bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or other similar laws or by equitable principles affecting the enforcement of creditors' rights generally.

Tax-Exempt Status; Continuing Legal Requirements

As described hereinafter under the caption "TAX STATUS," the failure of the State or the Trustee to comply with certain legal requirements may cause the interest portion of the Certificates to become subject to federal income taxation retroactive to the date of issuance. None of the Declarations of Trust provide for the payment of any additional interest in the event the interest on the related Certificates becomes includable in gross income for federal income tax purposes.

Tax Law Effects on the Certificates in the Event of Termination of any Sublease

Special Counsel will express no opinion as to the effect that termination of any Sublease may have upon the treatment for federal or State income tax purposes of amounts received by Certificate Owners. There is no assurance that any amounts representing interest received by Certificate Owners after termination of any Sublease will be excludable from gross income under federal or State laws. In view of private letter rulings by the United States Department of the Treasury, Certificate Owners should not assume that payments allocable to the interest portion of the Certificates received from the Insurer would be excluded from gross income for federal or State income tax purposes.

Securities Law Effects on the Certificates in the Event of Termination of any Sublease

Special Counsel also expresses no opinion as to the transferability of the Certificates under federal and state securities laws after termination of the related Sublease, and, after such termination, there is no assurance that Certificate Owners would be able to transfer their interests without compliance with federal and state securities laws.

SUMMARY OF CERTAIN PROVISIONS OF THE SUBLEASES

The following is a summary of certain provisions of the Subleases. The 2005 Series A Sublease and the 2005 Series B Sublease are substantially similar (except as otherwise differentiated in this summary). In the summary, the terms "Sublease," "Project," "Declaration of Trust" and "Lease Payments" should be read as referring to the documents relating to the 2005 Series A Certificates or the 2005 Series B Certificates, as applicable. Reference is hereby made to the actual documents for a complete recital of their terms.

Terms and Renewals

The Sublease is effective as of June 1, 2005 and will terminate on June 30, 2006. The Sublease may be renewed, upon the terms and conditions set forth therein, for the Renewal Periods, as described therein. The Sublease may be renewed beyond its termination date for such periods as other amendments to the Sublease may provide.

If any right to renew the Sublease is exercised, the renewed Sublease shall be a new sublease and each such new sublease shall terminate on the termination date of the applicable Renewal Period, unless it terminates at an earlier date, as provided therein.

If during the initial term of the Sublease or any term of the Sublease thereafter, there are lawfully appropriated funds enabling the payment of all Lease Payments due within the next six-month period, the Sublease shall be deemed renewed for such shorter period and can be successively renewed for six-month periods. The State shall be deemed to have exercised its right to renew for such a six-month period if at or prior to the termination of the then current term of the Sublease, there are lawfully appropriated funds enabling the payment of all payments thereunder due within the next such six-month period.

If a term of the Sublease terminates without a renewal for a succeeding Sublease term, and if within sixty (60) days after such date of termination there are lawfully appropriated funds which would have caused the Sublease to be renewed if the appropriation had occurred prior to the termination of the then current term thereof, then, at the option of the Trustee, the Sublease shall be reinstated and deemed renewed as of the day following the date of termination of the preceding term of the Sublease. If there is a Lease Payment date between the date of termination and date of reinstatement of the Sublease, the Lease Payment which would have been due on such date if the Sublease had not been terminated shall become immediately due and payable on the date the Sublease is reinstated. As to a partial appropriation or non-appropriation of funds, see "SECURITY FOR THE CERTIFICATES" and "SUMMARY OF CERTAIN PROVISIONS OF THE SUBLEASES -- Non-appropriation of Funds" herein.

Rent

The State agrees to pay the payments specified in the Sublease equal to the principal and interest portions, and premium, if any, on the Certificates ("Base Rent"). Each payment shall be applied first to payment of the interest portion of the Lease Payment. Interest or income on any moneys in the Base Rent Subaccount of the Lease Payment Account shall be applied as a credit against the balance of the Base Rent. (See "DESCRIPTION OF THE DECLARATIONS OF TRUST -- Establishment and Application of Lease Payment Account", herein.) The State's obligation to pay all or any portion of the Base Rent is subject to the availability of lawful appropriations therefor.

The State agrees to pay the following amounts as additional rent to the Trustee: (i) any and all charges, taxes or payments in lieu thereof (local, state and federal) imposed on the ownership, leasing, rental, sale, purchase, possession or use of the Project, (ii) the Rebate Amount, as defined in the Tax Certificate and (iii) amounts required to pay Project costs in excess of the amount payable from the proceeds of sale of the Certificates (collectively, "Additional Rent").

The State's obligation to pay all or any portion of the Additional Rent is subject to the availability of lawful appropriations therefor. If funds are not available for payment of all or any part of the Additional Rent during the first fiscal year in which such Additional Rent becomes due and payable, the Trustee shall have the right, but shall not be obligated, to pay such Additional Rent. If the Trustee pays any portion of the Additional Rent which the State is responsible or liable for under the Sublease, the State shall, to the extent funds are lawfully appropriated, pay the Trustee on the first Lease Payment Date in the next succeeding fiscal year an amount equal to the sum of the Additional Rent paid and the costs incurred by the Trustee in making such payment. If the Trustee pays such Additional Rent and is reimbursed for such payment as provided for in the Sublease, the Sublease shall not be deemed terminated. For all fiscal years subsequent to that in which it is determined the State is liable for such Additional Rent, the State shall submit a budget for, and will seek appropriation of, funds for payment of the taxes, charges and payments in lieu thereof. The Trustee shall cooperate with and assist the State in preparing such budget.

The State reasonably believes that funds will be available to make all Lease Payments with respect to the Sublease during each term of the Sublease and hereby covenants that it will do all things lawfully within its power to

obtain, maintain and properly request and pursue funds from which the payments under the Sublease may be made including making provisions for such payments in budgets submitted for the purpose of obtaining funding, using its bona fide best efforts to have such portion of the budget approved and exhausting all available administrative reviews and appeals, if any, in the event such portion of the budget is not approved. It is the State's intent to make payments under the Sublease for all terms of the Sublease if funds are legally available therefor and the State represents that the uses of the Project are essential to its proper, efficient and economic operation.

Non-appropriation of Funds

In the event that the Rhode Island General Assembly has adjourned for the year with the expectation that it will not meet again until the following year and no funds or insufficient funds are lawfully appropriated in any fiscal year enabling the payment of all the payments under the Sublease due for the next succeeding Sublease term (an "Event of Non-appropriation") then the State will immediately notify the Trustee of such occurrence. On the July 1 following the last date on which such funds can be lawfully appropriated in such fiscal year, the Sublease shall terminate without penalty or expense to the State of any kind whatsoever, except as to the portions of Lease Payments herein agreed upon for fiscal years in which sufficient funds have been lawfully appropriated. In the event of an Event of Non-appropriation, the State agrees immediately to peaceably surrender possession of the Project to the Trustee on the date of such Event of Non-appropriation.

Upon an Event of Non-appropriation of the Sublease, the Declaration of Trust provides that the Trustee, upon written notification of such non-appropriation from the State with respect to the Sublease, shall within sixty-five (65) days transfer to the Redemption Account (as hereinafter defined) all amounts in the Project Account and the Lease Payment Account (as such accounts are hereinafter defined), unless such Event of Non-appropriation is cured or waived during the first sixty (60) days of the aforesaid sixty-five (65) day period or unless the Insurer otherwise directs.

Title

The State will continue to possess title to the Project. Title to the Project will be freed of such leasehold interests (i) upon the State's exercise of the lease prepayment option with respect to the Project, described under "SUMMARY OF CERTAIN PROVISIONS OF THE SUBLEASES--Rent Prepayment Option" herein, (ii) on defeasance of the Sublease with respect to the Project, or (iii) upon the complete payment and performance by the State of all of its obligations during the initial Sublease term and all applicable Renewal Periods with respect to the Project.

Insurance

The State must maintain or require any subsequent lessee to maintain property insurance and comprehensive general liability coverage for any loss or damage incurred in connection with the Project. During the construction period, the property insurance shall be in an amount not less than 100% of the replacement value of the Project prior to commencement of construction. When the Project reaches substantial completion, the property insurance shall be in an amount not less than 100% of the replacement value of the Project upon completion and in all events not less than the principal amount of the Certificates then outstanding with respect to the Project. During the construction period, the State shall provide or cause to be provided builder's risk insurance in at least the amount of the contract. The proceeds of any insurance recovered on portions of the Project lost, stolen, destroyed, or damaged shall be applied to the repair or replacement of the Project, or to the Prepayment of Rent in the event of the total loss of the Project on the State's election not to repair the Project. All policies evidencing insurance shall be carried in the names of the State and the Trustee as their respective interests may appear and shall contain standard clauses which provide for the net proceeds of insurance resulting from claims per casualty thereunder to be made payable directly to the Trustee to be applied pursuant to the provisions of the Sublease. All policies shall provide for at least 30 days' notice of cancellation to the State and the Trustee. All insurance policies must be provided by a commercial insurer rated A by A.M. Best or in the two highest rating categories by S&P and Moody's.

Rent Prepayment Option

On and after the date identified in the Sublease, upon sixty (60) days prior written notice from the State to the Trustee, and provided that there is not then existing an Event of Default, or a default which with notice or lapse of time, or

both, could become an Event of Default, the State will have the right to prepay payments under the Sublease, in whole or in part at any time by paying to the Trustee, on such date, the payments then due under the Sublease, together with the Rent Prepayment Price being paid on such date along with instructions to the Trustee as to how such Rent Prepayment Price shall be applied by the Trustee in its capacity as Trustee for the Owners of Certificates. Upon satisfaction by the State of payment of the entire Rent Prepayment Price, the Trustee will transfer any and all of its right, title and interest in the site of the Project and the Project, as is, to the State, without warranty, express or implied, except that the Trustee will warrant to the State that the Project is free and clear of any liens created by the Trustee.

Events of Default

The term "Event of Default", as used in the Sublease and herein, means the occurrence of any one or more of the following events:

- (a) The State fails to make any Lease Payment as it becomes due in accordance with the terms of the Sublease; or
- (b) The State fails to perform or observe any other covenant, condition, or agreement to be performed or observed by it under the Sublease and such failure is not cured within thirty (30) days after written notice thereof by the Trustee.

Remedies

Upon the occurrence of an Event of Default under the Sublease, and as long as such Event of Default is continuing, the Trustee may, at its option, having no obligation to do so under the Sublease or the Declaration of Trust, exercise any one or more of the following remedies:

- (a) By written notice to the State, request the State to (and the State agrees that it will), completely relinquish the site of the Project and all buildings, structures and improvements erected or situated thereon whereupon the Trustee will enter the State's premises and take possession of the site of the Project and all buildings, structures and improvements erected or situated thereon for the period remaining under the Lease and any renewal option periods thereunder;
- (b) By written notice to the State, declare an amount equal to all amounts then due under the Sublease and all remaining payments due under the Sublease during the remaining term of the Sublease to be immediately due and payable whereupon the same shall become immediately due and payable;
- (c) Lease the site of the Project and all improvements or additions thereto for the account of the State who shall remain liable for all Lease Payments due during the Sublease term and other payments due to the effective date of such leasing and for the difference between the rental and other amounts paid by the State pursuant to such lease and the amounts payable by the State hereunder; and
- (d) Exercise any other right, remedy or privilege which may be available to it under applicable laws of the State or any other applicable law or proceed by appropriate court action to enforce the terms of the Sublease or to recover damages for the breach of the Sublease or to rescind the Sublease as to the Project.

Before taking any action under the Sublease or under Declaration of Trust which would result in the Trustee taking possession of any portion or all of the Project, the Trustee may require such environmental inspections and tests of the Project and other environmental reviews as the Trustee deems necessary and, if the Trustee determines that the taking of possession of all or any portion of the Project will expose the Trustee to claims or damages resulting from environmental or ecological conditions in any way relating to the Project or any activities at the Project, the Trustee may decline to take possession of the Project.

The Trustee shall be under no obligation to pursue any remedies in the Sublease if in the opinion of the Trustee such action would result in a risk of financial liability for the Trustee and the Trustee has not received indemnity from Certificate Owners that is satisfactory to the Trustee in Trustee's sole judgment.

In addition, the State will remain liable for all covenants and obligations under the Sublease and for all legal fees and other costs and expenses, including court costs, when and if deemed appropriate and awarded by a court of competent jurisdiction, incurred by the Trustee with respect to the enforcement of any of the remedies listed above or any other remedy available to the Trustee under the Sublease, when it is finally adjudicated by a court of competent jurisdiction that the State is in default of the Sublease or any amendment thereto.

Any personal property remaining on the site ten (10) days after relinquishment of the site as provided in (1) above shall be deemed to be abandoned by the State and may be used by the Trustee in whatever manner it deems advisable.

The Insurer

For so long as the Insurer's policy shall be in full force and effect and provided that the Insurer shall not have defaulted on its obligations under such policy, the written consent of the Insurer shall be necessary to exercise or waive any remedies under the Sublease, including acceleration, and the Insurer shall have the right to direct all remedies upon the occurrence of an Event of Default.

DESCRIPTION OF THE DECLARATIONS OF TRUST

The following is a description of certain provisions of the Declarations. The 2005 Series A Declaration of Trust and the 2005 Series B Declaration of Trust are substantially similar. In the summary, the terms "Sublease," "Project," "Declaration of Trust" and "Lease Payments" should be read as referring to the documents relating to the 2005 Series A Certificates or the 2005 Series B Certificates, as applicable. Reference is hereby made to the actual documents for a complete recital of their terms.

General

The Declaration of Trust establishes a Trust for the benefit of the Owners of the Certificates issued thereunder, to secure the payment of the principal portions of and premium, if any, and interest portions on the Certificates issued pursuant thereto and secure the performance and observance of all covenants and conditions under the Declaration of Trust and the Certificates and establishes the terms and conditions subject to which Certificates are to be issued, executed, held, secured and enforced.

The Lessor, concurrently with the execution and delivery of the Declaration of Trust grants and assigns to the Trustee all of the Lessor's right, title and interest in, to and under the Sublease.

Certificates

Simultaneously with the receipt of the Sublease relating to the issuance of the Certificates and the receipt of the proceeds thereof, the Trustee shall execute and deliver the Certificates in the aggregate authorized principal amounts evidencing proportionate interests in the Lease Payments to be paid by the State under the Sublease. The Trustee may, upon written direction from the State, from time to time while the Certificates are outstanding, execute and deliver additional series of Certificates payable from payments under the Sublease. Upon issuance of any additional Certificates, the Trust shall grant a lien or charge upon the payments under the Sublease in pari passu with the lien and charge upon the Lease Payments relating to the outstanding Certificates issued under the Sublease and the Declaration of Trust.

Transfer of Certificates

Each Certificate shall be transferable only upon the Certificate register, which shall be kept for that purpose at the principal office of the Trustee, upon surrender thereof together with a written instrument of transfer satisfactory to the Trustee duly executed by the Owner or his or her duly authorized attorney. Upon registration of the transfer and the surrender of any such Certificate, the Trustee shall provide, in the name of the transferee, a new Certificate or Certificates of the same series and of the same aggregate principal amount as the surrendered Certificates.

The Trustee shall deem and treat the person in whose name any outstanding Certificate shall be registered upon the Certificate register as the absolute owner of such Certificate, whether such Certificate shall be overdue or not, for the

purpose of receiving payments of, or on account of, the payment of the principal portion of, premium, if any, and interest portion with respect to such Certificate and for all other purposes, and all such payments so made to any such owner or upon his or her order shall be valid and effectual to satisfy and discharge the liability upon such Certificate to the extent of the sum or sums so paid, and the Trustee shall not be affected by any notice to the contrary.

Redemption

The Certificates are subject to redemption prior to maturity as a whole or in part in the amounts, on the dates and at the prices as more fully described above under "DESCRIPTION OF THE CERTIFICATES -- Redemption".

Trust Fund

There is established with the Trustee a special trust fund pursuant to the Declaration of Trust (the "Trust Fund"). The Trustee shall keep the Trust Fund separate and apart from all other funds and moneys held by it. Within the Trust Fund, there are or will be established the Project Account, the Lease Payment Account, the Rebate Account, and the Redemption Account.

Establishment and Application of Project Account

Within the Trust Fund, there will be established a special account for the Project, which shall be referred to as the "Project Account".

All disbursements from the Project Account shall be made by the Trustee upon receipt of a written requisition requesting disbursement, and approved by an Authorized Officer of the State.

Any moneys remaining in the Project Account after the completion of the Project shall be transferred at the direction of the State, to the Lease Payment Account or the Redemption Account.

Establishment and Application of Lease Payment Account

Within the Trust Fund, there is established a separate account for the deposit of Lease Payments, which shall be referred to as the "Lease Payment Account". Within the Lease Payment Account there will be established subaccounts designated and referred to as the "Base Rent Subaccount" and the "Additional Rent Subaccount". Such account and subaccounts shall be maintained by the Trustee until the Lease Payments are paid in full pursuant to the terms of the Sublease.

Payments under the Sublease constituting Base Rent, interest or income earned on other accounts are transferred to the Base Rent Subaccount. Proceeds of insurance or condemnation and all other moneys derived from the lease, sublease or other use of the Project and such other amounts as may be paid to the Trustee shall be immediately deposited by the Trustee in the Base Rent Subaccount. Lease Payments constituting Additional Rent shall be immediately deposited by the Trustee in the Additional Rent Subaccount.

The Trustee shall withdraw first from the Base Rent Subaccount and second from the Additional Rent Subaccount, on each Payment Date an amount equal to the amount of any interest or principal portion of the Certificates then due with respect to the Certificates on such interest, sinking fund installment or principal payment date, and shall cause the same to be applied to the payment of the principal and interest portions due with respect to the Certificates.

The Trustee shall withdraw from the Additional Rent Subaccount, as necessary, an amount equal to the amount required to pay when due the charges, taxes, fees, Project costs and other payments for which Additional Rents are paid, or to reimburse the Trustee for the same, as applicable, upon receipt of a written requisition requesting disbursement approved by an authorized officer of the Lessee, including evidence of the incurrence of such charges, taxes, fees and other payments and instructing as to where such amounts shall be sent.

If the principal and interest portions of all of the Certificates issued pursuant to the Declaration of Trust shall have been paid and all expenses of the Trustee have been paid, any balance remaining in the Lease Payment Account shall be paid to the State.

Establishment and Application of Rebate Account

Within the Trust Fund, there will be established a separate account for the payment of rebate to the federal government in connection with the requirements of the Internal Revenue Code of 1986, as amended, which shall be referred to as the "Rebate Account".

There shall be paid into the Rebate Account for the Certificates such amounts at such times as are required to be paid by the State pursuant to a tax certificate executed and delivered by the State in connection with the issuance of the Certificates (the "Tax Certificate") to maintain the exclusion of interest thereon from federal income taxation on gross income. The Trustee shall pay to the United States out of amounts on deposit in the Rebate Account the amounts required to be rebated to the United States in accordance with the Tax Certificate.

Establishment and Application of Redemption Account

Within the Trust Fund, there will be established a separate account for the redemption of the Certificates which shall be referred to as the "Redemption Account".

Moneys shall be deposited in the Redemption Account for the payment of prepaid Lease Payments to be made, as more fully described herein under "SUMMARY OF CERTAIN PROVISIONS OF THE SUBLEASES - Lease Prepayment Option" or on the termination of the Sublease.

Moneys in the Redemption Account shall be used solely to redeem the Certificates or to pay the principal of and premium, if any, and interest portions on the Certificates declared due and payable by the Trustee after an Event of Default under the Declaration of Trust, and any balance remaining in the Redemption Account shall be paid to the State and such Redemption Account shall be closed.

Deposit and Investment of Moneys in Funds

All moneys held by the Trustee in any of the funds or accounts established pursuant to the Declaration of Trust shall be invested in Permitted Investments at the Lessee's direction, having due regard for the protection of the interests of the Owners of the Certificates in such moneys and for the dates upon which such moneys will be required by the Trustee for the uses and purposes specified in the Declaration of the Trust. The term "Permitted Investments" includes the following:

(a) Direct obligations of the United States of America (including obligations issued or held in book-entry form on the books of the Department of the Treasury) or obligations the principal of and interest on which are unconditionally guaranteed by the United States of America.

(b) Bonds, debentures, notes or other evidence of indebtedness issued or guaranteed by any of the following federal agencies and provided such obligations are backed by the full faith and credit of the United States of America (stripped securities are only permitted if they have been stripped by the agency itself).

1. Farmers Home Administration (FmHA)
Certificates of beneficial ownership
2. Federal Housing Administration Debentures (FHA)
3. General Services Administration
Participation certificates

4. Government National Mortgage Association (GNMA or “Ginnie Mae”)
GNMA - guaranteed mortgage-backed bonds
GNMA - guaranteed pass-through obligations (participation certificates)
5. U.S. Maritime Administration
Guaranteed Title XI financing
6. U.S. Department of Housing and Urban Development (HUD)
Project Notes
Local Authority Bonds

(c) Bonds, debentures, notes or other evidence of indebtedness issued or guaranteed by any of the following non-full faith and credit U.S. government agencies (stripped securities are only permitted if they have been stripped by the agency itself).

1. Federal Home Loan Bank System
Senior debt obligations (Consolidated debt obligations)
2. Federal Home Loan Mortgage Corporation (FHLMC or “Freddie Mac”)
Participation Certificates (Mortgage-backed securities)
Senior debt obligations
3. Federal National Mortgage Association (FNMA or “Fannie Mae”)
Mortgage-backed securities and senior debt obligations
4. Student Loan Marketing Association (SLMA or “Sallie Mae”)
Senior debt obligations
5. Resolution Funding Corp. (REFCORP) obligations
6. Farm Credit System
Consolidated systemwide bonds and notes

(d) Money market funds registered under the Federal Investment Company Act of 1940, whose shares are registered under the Federal Securities Act of 1933, and having a rating by S&P of AAAM-G; AAA-m; or AA-m and if rated by Moody’s rated Aaa, Aa1 or Aa2, including, without limitation, the JPMorgan Money Market Mutual Funds or any other mutual fund for which the Trustee or an affiliate of the Trustee serves as investment manager, administrator, shareholder servicing agent, and/or custodian or subcustodian, notwithstanding that (i) the Trustee or an affiliate of the Trustee receives fees from such funds for services rendered, (ii) the Trustee charges and collects fees for services rendered pursuant to this Trust Agreement, which fees are separate from the fees received from such funds, and (iii) services performed for such funds and pursuant to this Indenture may at times duplicate those provided to such funds by the Trustee or its affiliates.

(e) Certificates of deposit secured at all times by collateral described in (a) and/or (b) above. CD's must have a one year or less maturity. Such certificates must be issued by commercial banks, savings and loan associations or mutual savings banks whose short term obligations are rated "A-1+" or better by S&P and "Prime-1" by Moody's. The collateral must be held by a third party and the Certificate Owners must have a perfected first security interest in the collateral.

(f) Certificates of deposit, savings accounts, deposit accounts or money market deposits which are fully insured by FDIC, including the Bank Insurance Fund (BIF) and the Savings Association Insurance Fund (SAIF).

(g) Investment Agreements, including guaranteed investment contracts (GICs), acceptable to the Insurer.

(h) Commercial paper rated "Prime - 1" by Moody's and "A-1+" or better by S&P.

(i) Bonds or notes issued by any state or municipality which are rated by Moody's and S&P in one of the two highest rating categories assigned by such agencies.

(j) Federal funds or bankers acceptances with a maximum term of one year of any bank which has an unsecured, uninsured and unguaranteed obligation rating of "Prime 1" or "A3" or better by Moody's and "A-1+" by S&P.

(k) Repurchase Agreements ("Repos") that provide for the transfer of securities from a dealer bank or securities firm (seller/borrower) to the Trustee (buyer/lender), and the transfer of cash from the Trustee to the dealer bank or securities firm with an agreement that the dealer bank or securities firm will repay the cash plus a yield to the Trustee in exchange for the securities at a specified date; and

(l) Pre-refunded municipal bonds rated "Aaa" by Moody's and "AAA" by S&P. If, however, the issue is only rated by S&P (i.e., there is no Moody's rating), then the pre-refunded bonds must have been pre-refunded with cash, direct U.S. or U.S. guaranteed obligations, or AAA rated pre-refunded municipals to satisfy this condition.

Events of Default

An Event of Default under the Declaration of Trust or any supplemental amendment is deemed to be the occurrence of any one or more of the following:

(a) The State fails to make the Lease Payment as it becomes due in accordance with the terms of the Sublease and any such failure continues for five (5) days after the due date thereof; or

(b) The State fails to perform or observe any other covenant, condition or agreement to be performed or observed by it under the Sublease and such failure is not cured within thirty (30) days after written notice thereof from the Trustee; or

(c) The Sublease terminates under its terms pursuant to non-appropriation by the State and is not reinstated within sixty (60) days of termination as provided in the Sublease.

In the case of an Event of Default the Trustee shall, within five (5) days after such event or notice, give written notice thereof by first class, postage prepaid mail to the Insurer and the Owners of all Certificates then outstanding at the address shown on the Certificate register maintained by the Trustee.

Acceleration

Upon the occurrence of any Event of Default involving non-appropriation or the State's failure to otherwise make a scheduled payment under the Sublease, the Trustee shall, and upon the occurrence of any Event of Default involving the

State's failure to observe or perform any other covenant, condition or agreement under the Sublease, the Trustee may, and upon the written request of the Owners of not less than a majority in aggregate principal amount of the Certificates then Outstanding shall by notice in writing delivered to the State, declare the principal portions of all Certificates then Outstanding and the accrued interest portions thereof immediately due and payable and such principal and interest portions shall thereupon become and be immediately due and payable and shall declare an amount equal to all amounts then due under such Sublease and all remaining Lease Payments due during the Sublease term to be immediately due and payable. Any acceleration shall require the written consent of the Insurer.

The foregoing paragraph is subject, however, to the condition that if, at any time after the principal portions of, and accrued interest portions of the Certificates shall have been so declared due and payable and before a Project has been subleased, all sums payable in connection therewith, except the principal portions of the Certificates which have not reached their maturity dates, shall have been duly paid and all existing defaults shall have been made good, then and in every such case such payment shall constitute a waiver of such default and its consequences and an automatic rescission and annulment of such declaration but no such waiver shall extend to or affect any subsequent default or impair any right consequent thereon.

Remedies

Upon the occurrence of an Event of Default, the Trustee may exercise, as an alternative or in addition to any other remedy under the Declaration of Trust, any remedy available to the Trustee under the Sublease.

If all or a portion of the Project has been leased or subleased pursuant to the Sublease and if payments with respect to such lease or sublease will be received by the Trustee after the date on which the Certificates are due and payable pursuant to the Declaration of Trust (i) such payments shall be deposited in the Lease Payment Account and (ii) the Owners of a majority of the aggregate principal amount of the Certificates then Outstanding shall determine whether the Trustee's interest in the lease or sublease will be liquidated prior to the date on which the Certificates are due and payable or whether the Trustee shall retain its interest in the lease or sublease and distribute the payments received pursuant thereto on the Payment Dates in the proportion the unamortized principal of each Outstanding Certificate bears to the unamortized principal of all Outstanding Certificates.

If an Event of Default shall have occurred, and if requested so to do by the Owners of a majority of the aggregate principal amount of Certificates then Outstanding by an instrument or instruments in writing and executed and delivered to the Trustee, and indemnified by such Owners to the satisfaction of the Trustee, the Trustee shall be obligated to exercise such one or more of the rights and powers conferred by the Declaration of Trust as the Trustee, being advised by counsel, shall deem most expedient in the interests of the Owners of Certificates.

No remedy conferred on the Trustee is intended to be exclusive of any other remedy but each and every remedy given to the Trustee shall be in addition to any other remedy given to the Trustee.

No delay or omission to exercise any right or power accruing upon any default or Event of Default shall impair any such right or power or shall be construed to be a waiver of any such default or Event of Default or acquiescence therein; and every such right and power may be exercised from time to time and as often as may be deemed expedient.

Rights of Certificate Owners to Direct Proceedings

The Owners of a majority in aggregate principal amount of the Certificates then outstanding under the Declaration of Trust shall have the right, at any time, by an instrument or instruments in writing executed and delivered to the Trustee, to direct the method and place of conducting all proceedings to be taken in connection with the enforcement of the terms and conditions of the Declaration of Trust and any supplemental amendment, or for the appointment of a receiver or any other proceedings hereunder; provided, that such direction shall not be otherwise than in accordance with the provisions of law and of the Declaration of Trust.

Rights of Insurer to Direct Proceedings

Notwithstanding anything in the Declaration of Trust to the contrary, for so long as the Insurer's policy issued in connection with the Certificates issued thereunder shall be in full force and effect and the Insurer shall not have defaulted on its obligations under such policy, the written consent of the Insurer shall be necessary to exercise or waive any remedies thereunder, including acceleration, and the Insurer shall have the right to direct all remedies upon the occurrence of an Event of Default.

Appointment of Receivers

Upon the occurrence of an Event of Default, and upon the filing of a suit or other commencement of judicial proceedings to enforce the rights of the Trustee and of the Owners of Certificates under the Declaration of Trust and any supplemental amendment thereto, the Trustee shall be entitled, as a matter of right, to the appointment of a receiver or receivers of the Project and of the rentals, revenues and other income, charges and moneys therefrom, pending such proceedings, with such power as the court making such appointment shall confer.

Rights and Remedies of Certificate Owners

No Owner of any Certificate shall have any right to institute any suit, action or proceeding for the enforcement of the Declaration of Trust, for the execution of any trust thereof or any other remedy thereunder, unless (i) an Event of Default has occurred; (ii) the Owners of a majority of the aggregate principal amount of the Certificates then Outstanding thereunder shall have made written request to the Trustee and shall have offered the Trustee reasonable opportunity either to proceed to exercise the powers hereinbefore granted or to institute such action, suit or proceeding in its own name; (iii) such Owners have offered the Trustee indemnification in a manner satisfactory to it for any liability and expense it might incur in carrying out the aforementioned request; and (iv) the Trustee shall thereafter fail or refuse to exercise the powers hereinbefore granted, or to institute such action, suit or proceeding in its, his or their own name or names. Such request and offer of indemnity are hereby declared in every case at the option of the Trustee to be conditions precedent to the execution of the powers and trusts of the Declaration of Trust, and to the initiation of any action or cause of action for the enforcement of the Declaration of Trust; provided, that the Trustee may not, as a condition precedent to the execution of the powers and trusts thereunder, request indemnification for liability arising out of the Trustee's grossly negligent action or willful misconduct or negligent failure to act. It being understood and intended that no one or more of the Owners of the Certificates shall have any right in any manner whatsoever to affect, disturb or prejudice the lien of the Declaration of Trust by its, his, her or their action or to enforce any right thereunder except in the manner therein provided and that proceedings shall be instituted, had and maintained in the manner herein provided and for the ratable benefit of the Owners of all Certificates then Outstanding thereunder. Nothing in the Declaration of Trust shall, however, affect or impair the right of any Certificate Owner to enforce the payment of the principal and interest portions of any Certificate at and after the maturity thereof, or the obligation of the Trustee to pay the principal portions of, premium, if any, and interest portions of the Certificates to the respective Owners thereof at the time, place, from the source and in the manner provided in said Certificates.

Rights of the Insurer

For so long as the Insurer's policy shall be in full force and effect and provided that the Insurer shall not have defaulted on its obligations under such policy, the Insurer shall be deemed to be the sole Owner of the Certificates, notwithstanding anything in the Declaration of Trust to the contrary, the written consent of the Insurer shall be necessary to exercise or waive any remedies thereunder, and the Insurer shall have the right to direct all remedies upon the occurrence of an Event of Default. In addition, so long as the Insurer's policy issued in connection with the Certificates shall be in full force and effect and the Insurer shall not have defaulted on its obligations under such policy, the Insurer shall be deemed to be the sole owner of the Certificates for all purposes of amending the Declaration of Trust other than for purposes which require the consent of individual Owners of Certificates affected thereby.

Waivers of Events of Default

The Trustee may in its discretion waive any Event of Default under the Declaration of Trust and its consequences and rescind any declaration of maturity of principal and shall do so upon the written request of the Owners of one-half in

aggregate principal amount of all the Certificates then outstanding thereunder; provided, however, that there shall not be waived (a) any Event of Default in the payment of the principal portions of any outstanding Certificates thereunder at the date of maturity specified therein or (b) any default in the payment when due of the interest portions of any such Certificates unless prior to such waiver or rescission, all arrears of interest portions, or all arrears of payments of principal portions and sinking fund installments when due, as the case may be, and all expenses of the Trustee, in connection with such default, shall have been paid or provided for, and in case of any such waiver or rescission, or in case any proceeding taken by the Trustee on account of any such default shall have been discontinued or abandoned or determined adversely, then and in every such case the State, the Trustee and the Certificate Owners shall be restored to their former positions and rights thereunder and under the Sublease, respectively, but no such waiver or rescission shall extend to any subsequent or other default, or impair any right consequent thereon.

Notwithstanding the foregoing, for so long as the Insurer's policy shall be in full force and effect and provided that the Insurer shall not have defaulted on its obligations under such policy, only the consent of the Insurer shall be required for any such waiver or rescission.

Amendments and Supplemental Amendments

The Trustee may, without the consent of, or notice to, any Certificate Owner, amend the Declaration of Trust or other instruments evidencing the existence of a lien provided such amendment is not inconsistent with the terms and provisions thereof for any one of the following purposes:

- (a) To cure any ambiguity, inconsistency or formal defect or omission in the Declaration of Trust;
- (b) To grant to or confer upon the Trustee for the benefit of the Certificate Owners any additional rights, remedies, powers or authority that may lawfully be granted to or conferred upon the Certificate Owners or the Trustee or either of them;
- (c) To subject to the lien and pledge of the Declaration of Trust, additional revenues;
- (d) To add to the covenants and agreements of the Trustee contained in the Declaration of Trust other covenants and agreements thereafter to be observed for the protection of the Certificate Owners, or to surrender or limit any right, power or authority herein reserved to or conferred upon the Trustee;
- (e) To evidence any succession within the Trustee and the assumption by such successors of the requirements, covenants and agreements of the Trustee and in the Lease, the Sublease and the Certificates issued under the Declaration of Trust;
- (f) To issue additional certificates pursuant to the Declaration of Trust.

Exclusive of the aforementioned types of amendments and subject to the terms and provisions contained in the Declaration of Trust, and not otherwise, the Owners of not less than a majority in aggregate principal amount of the Certificates then Outstanding shall have the right, from time to time, anything contained in the Declaration of Trust to the contrary notwithstanding, to consent to and approve the execution by the Trustee of such other amendments, as shall be deemed necessary and desirable by the Trustee for the purpose of modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or provisions contained in a Declaration of Trust or in any amendment thereto, provided, however, that nothing therein shall permit, or be construed as permitting: (i) an extension of the maturity of the principal or interest portion on any Certificate issued thereunder, or a reduction in the principal amount of any Certificate or the rate of interest or redemption premium thereon, without the consent of each Certificate Owner so affected or (ii) a privilege or priority of any one Certificate over any other Certificate, or a reduction in the aggregate principal amount of the Certificates required for consent to such amendment, without the consent of the Owners of all of the Certificates then Outstanding.

The Trustee without the consent of the Owners of the Certificates may consent to any amendment to the Sublease which in its judgment is not to the prejudice of the Trustee or the Owners of the Certificates. Except as permitted pursuant to the Declaration of Trust in connection with the issuance of additional certificates, the Trustee shall not consent

to any amendment, change or modification of the Sublease which would change the amount of the Lease Payments required to be paid under the Sublease, or the Lease Payment Dates under the Sublease unless the Owners of not less than a majority in aggregate principal amount of the Certificates then outstanding shall approve the Trustee's consent to such amendment; provided, however that no amendment to the Sublease shall be consented to if the amendment would result: (i) in an extension of the maturity of the principal portion of or the interest portion on any Certificate issued in connection therewith, or a reduction in the principal amount of any Certificate or the rate of interest or redemption premium thereon, unless each Certificate Owner so affected consents; or (ii) in a privilege or priority of any Certificate over any other Certificate, or a reduction in the aggregate principal amount of the Certificates required for consent to such amendment, unless the Owners of all of the Certificates then Outstanding under the Declaration of Trust so consent.

If, at any time, the Trustee shall propose an amendment requiring the approval of the Certificate Owners, the Trustee shall, upon being satisfactorily indemnified with respect to expenses, notify the Owners of all Outstanding Certificates of the proposed amendment in the manner provided in the Declaration of Trust. Such notice shall briefly set forth the nature of the proposed amendment and shall state that copies thereof are on file at the Principal Office of the Trustee for inspection by all Certificate Owners. If, within sixty (60) days after mailing of the notice or such longer period not to exceed one hundred twenty (120) days as the Trustee may prescribe, the requisite number of Owners of the Outstanding Certificates at the time notice of such amendment is given, shall have consented to and approved the execution thereof as therein provided, no Owner of any Certificate shall have any right to object to any of the terms and provisions contained therein, or the operation thereof, or in any manner to question the propriety of the execution thereof, or to enjoin or restrain the Trustee from executing the same or from taking any action pursuant to the provisions thereof. Upon the execution of any such amendment, the Declaration of Trust and/or the Sublease, as the case may be, shall be and is deemed to be modified and amended in accordance with such amendment. Any amendment to the Declaration of Trust requiring consent of Certificate Owners may not be made without first obtaining the consent of the Insurer.

Defeasance

If and when any Certificates issued under the Declaration of Trust shall become due and payable in accordance with their terms, and the whole amount of principal portions, premium, if any, and interest portions so due and payable upon all of such Certificates shall be paid, or provision shall have been made for the payment of the same to provide for payment of the principal portions of, premium, if any, and interest portions of, and all administrative and other expenses associated with such Certificates shall have been paid or provided for, then and in that case, the right, title and interest of the Trustee under a Declaration of Trust and the applicable supplemental amendment relating to such Certificates shall thereupon cease, terminate and become void, and the Trustee shall assign and transfer to the State all property (in excess of the amounts required for the foregoing) then held by the Trustee as to such series of Certificates and shall execute such documents as may be reasonably required by the State in this regard.

LITIGATION

In the opinion of the State's Attorney General, there is no litigation pending or, to the knowledge of such officer, threatened, affecting the validity of the Subleases, the Leases, the Declarations of Trust, or the Certificates.

There are pending in courts within the State various suits in which the State is a defendant. In the opinion of State Officials, no litigation is pending or, to their knowledge, threatened which is likely to result, either individually or in the aggregate, in final judgments against the State that would affect materially its financial position.

LEGAL MATTERS

The Attorney General of the State has reviewed and approved all the documentation related to the Subleases and the Leases and will render an opinion to the effect that the State possesses the authority necessary to enter into the Subleases and the Leases and that the Subleases and the Leases constitute legal, valid, binding and enforceable obligations of the State subject to the limitations set forth therein. Certain legal matters will be passed upon for the State by Holland & Knight LLP, Providence, Rhode Island, special counsel to the State, and by Partridge Snow & Hahn LLP, Providence, Rhode Island, disclosure counsel to the State. Certain legal matters will be passed upon for the Underwriters by their counsel, Taft & McSally LLP, Cranston, Rhode Island.

TAX STATUS

Holland & Knight LLP is of the opinion that, under existing law and assuming compliance with certain arbitrage rebate and other tax requirements referred to in this section, the portion of Lease Payments designated as interest and distributable to the Certificate Owners to the extent such payments are appropriated by the State and received by the Certificate Owners (the "Interest") is excludable from gross income of such Owners for federal income tax purposes under Section 103(a) of the Internal Revenue Code of 1986, as amended (the "Code"). Such portion of the Lease Payments distributable as Interest is excludable from State of Rhode Island personal income taxation to the extent such interest is excludable from gross income for federal income tax purposes. (See "APPENDIX B - Proposed Forms of Legal Opinion"). Holland & Knight LLP is also of the opinion that the portion of the Lease Payments designated as Interest on the Certificates will not be treated as an item of tax preference for purposes of computing the federal alternative minimum tax. The portion of the Lease Payments designated as Interest on the Certificates will, however, be taken into account in computing an adjustment made in determining a corporate Certificate Owner's minimum tax based on such Certificate Owner's adjusted current earnings.

The Code establishes certain requirements regarding the use, expenditure and investment of proceeds of the Certificates and the payment of rebates to the United States, which must be continuously satisfied subsequent to the issuance of the Certificates in order for the portion of the Lease Payments designated as Interest on the Certificates to remain excludable from gross income for federal income tax purposes. Failure to comply with these requirements may cause that portion of the Lease Payments designated as Interest on the Certificates to become includable in the gross income of the Owners thereof for federal income tax purposes retroactive to the date of issuance of the Certificates. The State will covenant to take all lawful action necessary under the Code to ensure that the portion of the Lease Payments designated as Interest on the Certificates will remain excludable from gross income for federal income tax purposes and to refrain from taking any action that would cause such portion to become includable in such gross income. The opinion of Holland & Knight LLP is subject to the condition that the State comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Certificates in order that the portion of the Lease Payments designated as Interest on the Certificates be or continue to be excluded from gross income for federal income tax purposes. Holland & Knight LLP expresses no opinion regarding other federal tax consequences arising with respect to the Certificates.

Original Issue Discount

Certain of the Certificates (the "Discount Certificates") may be offered and sold to the public at an original issue discount (the "OID"). The OID is the excess of the stated redemption price at maturity (the face amount) over the "issue price" of such Certificates. The issue price of a Discount Certificate is the initial offering price to the public (other than to bond houses, brokers or similar persons acting in the capacity of underwriters or wholesalers) at which a substantial amount of the Discount Certificates of the same maturity are sold pursuant to that offering. For federal income tax purposes, OID accrues to the Owner of a Discount Certificate over the period to maturity at a constant yield as described in Income Tax Regulation Section 1.1272-1(b). With respect to an initial purchaser of a Discount Certificate at its issue price, the portion of OID that accrues during the period the purchaser owns the Discount Certificate (i) is interest excludable from the purchaser's gross income for federal income tax purposes to the same extent and subject to the same considerations discussed above as other interest on the Certificates and (ii) is added to the purchaser's tax basis for purposes of determining gain or loss on the maturity, redemption, prior sale or other disposition of that Discount Certificate. Owners of Discount Certificates should consult their own tax advisors as to the determination for federal income tax purposes of the amount of OID properly accruable each year with respect to the Discount Certificate and as to other federal tax consequences and any state or local tax aspects of owning Discount Certificates.

Premium

Under the Code, a purchaser (other than a purchaser who holds such Certificate as inventory, stock in trade or for sale to customers in the ordinary course of business), who acquires a Certificate (a "Premium Certificate") for a price in excess of (i) in the case of a Discount Certificate, its initial offering price plus accrued OID to the date of purchase (as described in the preceding paragraph) or (ii) in the case of any other non-callable Certificate, its stated redemption value at maturity, has acquired the Certificate with "bond premium" (as that term is used in the Internal Revenue Code). In the case of Certificates that are callable at the Applicable Call Date (defined below) at a price less than the Owner's acquisition price, the bond premium is the excess of the Owner's acquisition price over the redemption price on the

Applicable Call Date. The Applicable Call Date is the first date on which the Certificate may be redeemed for a redemption price less than the Owner's acquisition price.

Premium is amortized over the remaining term of the Premium Certificate for federal income tax purposes except that, in the case of callable Premium Certificates acquired at a price in excess of par, the bond premium is amortized to the Applicable Call Date. For purposes of calculating amortizable bond premium only, a Certificate not redeemed on the Applicable Call Date shall be treated as if sold and reacquired on such date at the optional redemption price. The purchaser of a Premium Certificate is required to decrease his adjusted basis in the Premium Certificate by the amount of amortizable bond premium attributable to each taxable year during the amortization period. The amount of amortizable bond premium attributable to each taxable year is determined actuarially at a constant interest rate. The amortizable bond premium attributable to a taxable year is not deductible for federal income tax purposes. Purchasers of Premium Certificates should consult their own tax advisors with respect to the precise determination for federal income tax purposes of the treatment of bond premium upon sale, redemption or other disposition of Premium Certificates and with respect to the state and local consequences of owning and disposing of Premium Certificates.

Ownership of tax-exempt obligations may result in collateral federal income tax consequences to certain taxpayers including, without limitation, corporations subject to the foreign branch profits tax, Subchapter S corporations, financial institutions, certain insurance companies, individual recipients of Social Security or railroad retirement benefits, and taxpayers who may be deemed to have incurred (or continued) indebtedness to purchase or carry tax-exempt obligations. In addition, taxpayers disposing of property, the acquisition of which is financed in whole or in part after 1990 with federally-subsidized indebtedness (qualified mortgage bonds or mortgage credit certificates) must take receipts or accruals of interest on the Certificates into account in determining what portion, if any, of the federally-subsidized amount is subject to recapture. Prospective purchasers of the Certificates should consult their tax advisors as to the applicability of any such collateral consequences.

HOLLAND & KNIGHT LLP EXPRESSES NO OPINION AS TO THE EXCLUSION FROM GROSS INCOME FOR FEDERAL INCOME TAX PURPOSES OF THE PORTION OF THE LEASE PAYMENTS DISTRIBUTABLE TO THE CERTIFICATE OWNERS AS INTEREST IN THE EVENT OF NON-APPROPRIATION BY THE STATE OF THE LEASE PAYMENTS.

SPECIAL COUNSEL HAS SPECIFICALLY DISCLAIMED ANY OPINION AS TO THE EFFECT THAT TERMINATION OF THE SUBLEASE MAY HAVE UPON THE TREATMENT FOR FEDERAL OR STATE INCOME TAX PURPOSES OF AMOUNTS RECEIVED BY CERTIFICATE OWNERS. THERE IS NO ASSURANCE THAT ANY AMOUNTS REPRESENTING INTEREST RECEIVED BY CERTIFICATE OWNERS AFTER TERMINATION OF THE SUBLEASE WILL BE EXCLUDABLE FROM GROSS INCOME UNDER FEDERAL OR STATE LAWS.

The foregoing is a general discussion of the anticipated material federal and state income tax consequences relating to the ownership of the Certificates. The discussion does not purport to address all federal and state income tax consequences that may be applicable to particular categories of investors, some of which may be subject to special rules. The authorities on which this discussion is based are subject to change or different interpretation, and any such change or interpretation could apply retroactively. Prospective investors should consult their own tax advisors in determining the federal, state, local and any other tax consequences to them in connection with the purchase, ownership and disposition of Certificates.

UNDERWRITING

The Certificates are being purchased by UBS Financial Services Inc., as representative of the underwriters listed on the cover page hereof (the "Underwriters"). The aggregate offering price of the Series A Certificates to the public is \$55,380,233.65 and the Underwriters have agreed, subject to certain conditions, to purchase the Series A Certificates at a purchase price of \$55,150,495.85 and to reoffer the Series A Certificates at no greater than the initial public offering price or prices set forth on the inside cover page hereof. The aggregate offering price of the Series B Certificates to the public is \$22,037,914.65 and the Underwriters have agreed, subject to certain conditions, to purchase the Series B Certificates at a purchase price of \$21,942,923.25 and to reoffer the Series B Certificates at no greater than the initial public offering price or prices set forth on the inside cover page hereof. The Underwriters may offer and sell the Certificates to certain

dealers (including dealers depositing Certificates into investment trusts and others) at prices lower than the public offering prices stated on the inside cover page hereof. The purchase contract provides that the Underwriters will purchase all the Certificates if any are purchased, the obligation to make such purchase being subject to certain terms and conditions set forth in the purchase contract.

FINANCIAL ADVISOR

The State has retained First Southwest Company (the "Financial Advisor") to serve as its financial advisor in connection with the issuance of the Certificates. The Financial Advisor has not independently verified any of the information contained in this Official Statement and makes no guarantee as to its completeness or accuracy. The Financial Advisor's fee for services rendered with respect to the sale of the Certificates is contingent upon the issuance and delivery of the Certificates, and receipt by the State of payment therefor. The State may engage the Financial Advisor to perform other services, including without limitation, providing certain investment services with regard to the investment of proceeds of the Certificates.

THE BOND INSURANCE POLICIES

The following information has been furnished by MBIA Insurance Corporation ("MBIA") for use in this Official Statement. Reference is made to Appendix C for a specimen of MBIA's policy (the "MBIA Policy").

The MBIA Policy for the Series A Certificates and the MBIA Policy for the Series B Certificates (each referred to herein as an "MBIA Policy") unconditionally and irrevocably guarantees the full and complete payment required to be made by or on behalf of the State to the Trustee or its successor of an amount equal to (i) the principal of (either at the stated maturity or by an advancement of maturity pursuant to a mandatory sinking fund payment) and interest on, the Certificates as such payments shall become due but shall not be so paid (except that in the event of any acceleration of the due date of such principal by reason of mandatory or optional redemption or acceleration resulting from default or otherwise, other than any advancement of maturity pursuant to a mandatory sinking fund payment, the payments guaranteed by the MBIA Policy shall be made in such amounts and at such times as such payments of principal would have been due had there not been any such acceleration, unless MBIA elects in its sole discretion, to pay in whole or in part any principal due by reason of such acceleration); and (ii) the reimbursement of any such payment which is subsequently recovered from any Owner of the Certificates pursuant to a final judgment by a court of competent jurisdiction that such payment constitutes an avoidable preference to such Owner within the meaning of any applicable bankruptcy law (a "Preference").

MBIA's Policy does not insure against loss of any prepayment premium which may at any time be payable with respect to any Certificates. MBIA's Policy does not, under any circumstance, insure against loss relating to: (i) optional or mandatory redemptions (other than mandatory sinking fund redemptions); (ii) any payments to be made on an accelerated basis; (iii) payments of the purchase price of Certificates upon tender by an owner thereof; or (iv) any Preference relating to (i) through (iii) above. MBIA's Policy also does not insure against nonpayment of principal of or interest on the Certificates resulting from the insolvency, negligence or any other act or omission of the Paying Agent or any other paying agent for the Certificates.

Upon receipt of telephonic or telegraphic notice, such notice subsequently confirmed in writing by registered or certified mail, or upon receipt of written notice by registered or certified mail, by MBIA from the Trustee or any owner of a Certificates the payment of an insured amount for which is then due, that such required payment has not been made, MBIA on the due date of such payment or within one business day after receipt of notice of such nonpayment, whichever is later, will make a deposit of funds, in an account with U.S. Bank Trust National Association, in New York, New York, or its successor, sufficient for the payment of any such insured amounts which are then due. Upon presentment and surrender of such Certificates or presentment of such other proof of ownership of the Certificates, together with any appropriate instruments of assignment to evidence the assignment of the insured amounts due on the Certificates as are paid by MBIA, and appropriate instruments to effect the appointment of MBIA as agent for such owners of the Certificates in any legal proceeding related to payment of insured amounts on the Certificates, such instruments being in a form satisfactory to U.S. Bank Trust National Association, U.S. Bank Trust National Association shall disburse to such owners or the Trustee payment of the insured amounts due on such Certificates, less any amount held by the Trustee for the payment of such insured amounts and legally available therefor.

MBIA Insurance Corporation

MBIA Insurance Corporation (“MBIA”) is the principal operating subsidiary of MBIA Inc., a New York Stock Exchange listed company (the “Company”). The Company is not obligated to pay the debts of or claims against MBIA. MBIA is domiciled in the State of New York and licensed to do business in and subject to regulation under the laws of all 50 states, the District of Columbia, the Commonwealth of Puerto Rico, the Commonwealth of the Northern Mariana Islands, the Virgin Islands of the United States and the Territory of Guam. MBIA has three branches, one in the Republic of France, one in the Republic of Singapore and one in the Kingdom of Spain.

The principal executive offices of MBIA are located at 113 King Street, Armonk, New York 10504 and the main telephone number at that address is (914) 273-4545.

Regulation

As a financial guaranty insurance company licensed to do business in the State of New York, MBIA is subject to the New York Insurance Law which, among other things, prescribes minimum capital requirements and contingency reserves against liabilities for MBIA, limits the classes and concentrations of investments that are made by MBIA and requires the approval of policy rates and forms that are employed by MBIA. State law also regulates the amount of both the aggregate and individual risks that may be insured by MBIA, the payment of dividends by MBIA, changes in control with respect to MBIA and transactions among MBIA and its affiliates.

The Policy is not covered by the Property/Casualty Insurance Security Fund specified in Article 76 of the New York Insurance Law.

Financial Strength Ratings of MBIA

Moody’s Investors Service, Inc. rates the financial strength of MBIA “Aaa.”

Standard & Poor’s, a division of The McGraw-Hill Companies, Inc. rates the financial strength of MBIA “AAA.”

Fitch Ratings rates the financial strength of MBIA “AAA.”

Each rating of MBIA should be evaluated independently. The ratings reflect the respective rating agency’s current assessment of the creditworthiness of MBIA and its ability to pay claims on its policies of insurance. Any further explanation as to the significance of the above ratings may be obtained only from the applicable rating agency.

The above ratings are not recommendations to buy, sell or hold the Certificates, and such ratings may be subject to revision or withdrawal at any time by the rating agencies. Any downward revision or withdrawal of any of the above ratings may have an adverse effect on the market price of the Certificates. MBIA does not guaranty the market price of the Certificates nor does it guaranty that the ratings on the Certificates will not be revised or withdrawn.

MBIA Financial Information

As of December 31, 2004, MBIA had admitted assets of \$10.4 billion (unaudited), total liabilities of \$7.0 billion (unaudited), and total capital and surplus of \$3.4 billion (unaudited) determined in accordance with statutory accounting practices prescribed or permitted by insurance regulatory authorities. As of March 31, 2005 MBIA had admitted assets of \$10.6 billion (unaudited), total liabilities of \$7.0 billion (unaudited), and total capital and surplus of \$3.6 billion (unaudited) determined in accordance with statutory accounting practices prescribed or permitted by insurance regulatory authorities.

For further information concerning MBIA, see the consolidated financial statements of MBIA and its subsidiaries as of December 31, 2004 and December 31, 2003 and for each of the three years in the period ended December 31, 2004, prepared in accordance with generally accepted accounting principles, included in the Annual Report on Form 10-K of the Company for the year ended December 31, 2004 and the consolidated financial statements of MBIA and its subsidiaries as of March 31, 2005 and for the three month periods ended March 31, 2005 and March 31, 2004 included in the Quarterly

Report on Form 10-Q of the Company for the period ended March 31, 2005, which are hereby incorporated by reference into this Official Statement and shall be deemed to be a part hereof.

Copies of the statutory financial statements filed by MBIA with the State of New York Insurance Department are available over the Internet at the Company's web site at <http://www.mbia.com> and at no cost, upon request to MBIA at its principal executive offices.

Incorporation of Certain Documents by Reference

The following documents filed by the Company with the Securities and Exchange Commission (the "SEC") are incorporated by reference into this Official Statement:

- (1) The Company's Annual Report on Form 10-K for the year ended December 31, 2004; and
- (2) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005.

Any documents, including any financial statements of MBIA and its subsidiaries that are included therein or attached as exhibits thereto, filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of the Company's most recent Quarterly Report on Form 10-Q or Annual Report on Form 10-K, and prior to the termination of the offering of the Certificates offered hereby shall be deemed to be incorporated by reference in this Official Statement and to be a part hereof from the respective dates of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein, or contained in this Official Statement, shall be deemed to be modified or superseded for purposes of this Official Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Official Statement.

The Company files annual, quarterly and special reports, information statements and other information with the SEC under File No. 1-9583. Copies of the Company's SEC filings (including (1) the Company's Annual Report on Form 10-K for the year ended December 31, 2004, and (2) the Company's Quarterly Reports on Form 10-Q for the quarter ended March 31, 2005) are available (i) over the Internet at the SEC's web site at <http://www.sec.gov>; (ii) at the SEC's public reference room in Washington D.C.; (iii) over the Internet at the Company's web site at <http://www.mbia.com>; and (iv) at no cost, upon request to MBIA at its principal executive offices.

The Company has received certain subpoenas and requests for information from the SEC, the U.S. Attorney's Office and the New York State Attorney General's Office. Further information regarding these matters can be obtained from the Company's SEC filings available at the SEC's website listed above and at the Company's website listed above.

There can be no assurances that payments made by the Insurer representing interest on the Certificates will be excluded from gross income, for federal tax purposes, in the event of non-appropriation by the State.

RATINGS

The Certificates have been assigned ratings by Fitch Ratings ("Fitch"), Moody's Investors Service ("Moody's") and Standard and Poor's Rating Services, a division of the McGraw-Hill Companies, Inc. ("Standard and Poor's") (collectively, the "Rating Agencies"). The ratings assigned by Fitch, Moody's and Standard and Poor's are AAA, Aaa and AAA, respectively, with the understanding that upon delivery of the Certificates, a policy insuring the payment when due of the principal of and the interest on the Certificates will be issued by the Insurer.

Such ratings reflect only the respective views of such organizations, and an explanation of the significance of each such rating may be obtained from the rating agency furnishing the same. There is no assurance that the ratings given the Certificates by the Rating Agencies will be maintained for any given period of time or that they may not be revised downward or withdrawn entirely. Any such downward change in or withdrawal of such ratings may have an adverse effect on the market price of the Certificates.

CONTINUING DISCLOSURE

Rule 15c2-12 under the Securities Exchange Act of 1934, as amended, and officially interpreted from time to time (the "Rule") provides that underwriters may not purchase or sell municipal securities unless the issuer of the municipal securities undertakes to provide continuing disclosure with respect to those securities, subject to certain exemptions. The State will covenant, at the time of the delivery of the Certificates, to provide continuing disclosure consistent with the terms of the Rule, as provided in a Continuing Disclosure Certificate to be dated as of the date of delivery of the Certificates and incorporated by reference therein.

Pursuant to the Continuing Disclosure Certificate, the State will covenant, agree and undertake to provide the following continuing disclosure with respect to the Certificates:

1. The State will provide to each nationally recognized municipal securities information repository ("NRMSIR") and the appropriate state information depository for the State ("SID"), if any: (a) on or before the end of each calendar year, commencing December 31, 2005, financial information and operating data relating to the State for the preceding fiscal year of the type presented in Appendix A of the Official Statement prepared in connection with the Certificates regarding (i) revenues and expenditures relating to operating budgets, (ii) capital expenditures, (iii) fund balances, (iv) tax information, (v) outstanding direct and indirect indebtedness, (vi) pension obligations and (vii) such other financial information and operating data as may be required to comply with the Rule; and (b) promptly upon their public release, the audited financial statements of the State for the most recently ended fiscal year, to the extent such statements have been commissioned, prepared in accordance with generally accepted accounting principles, with certain exceptions permitted by Rhode Island law. The State reserves the right to modify from time to time the specific types of information provided under clause (a) above or the format of the presentation of such information, provided that any such modification will be done in a manner consistent with the Rule.

2. The State will provide in a timely manner to each NRMSIR or the Municipal Securities Rulemaking Board and the SID, if any, notice of the occurrence of any of the following events with respect to the Certificates, if material: (a) principal and interest portion payment delinquencies; (b) nonpayment related defaults; (c) unscheduled draws on debt service reserves reflecting financial difficulties; (d) unscheduled draws on credit enhancements reflecting financial difficulties; (e) substitution of credit or liquidity providers or their failure to perform; (f) adverse tax opinions or events affecting the tax-exempt status of the Certificates; (g) modifications to rights of beneficial owners of the Certificates; (h) Certificate calls; (i) defeasances; (j) release, substitution or sale of property securing repayment of the Certificates; or (k) rating changes to the Certificates by any nationally recognized credit agency which has rated the Certificates at the request of the State. The State from time to time may choose to provide notice of the occurrence of certain other events, in addition to those listed above, if, in the judgment of the State, such other event is material with respect to the Certificates, but the State does not undertake to commit to provide any such notice of the occurrence of any material event except those listed above.

3. The State will provide, in a timely manner, to each NRMSIR or to the Municipal Securities Rulemaking Board and to the SID, if any, notice of a failure to satisfy the requirements of paragraph (1) above.

The provisions of the Continuing Disclosure Certificate may be amended by the State without the consent of, or notice to, any owners of the Certificates, (a) to comply with or conform to the provisions of the Rule or any amendments to the Rule or authoritative interpretations thereto by the Securities and Exchange Commission or its staff (whether required or optional), (b) to add a dissemination agent for the information required to be provided by such undertakings and to make necessary or desirable provisions with respect thereto, (c) to add to the covenants of the State for the benefit of the owners of the Certificates, (d) to modify the contents, presentation and format of the annual financial information from time to time as a result of a change in circumstances that arises from a change in legal requirements, or (e) to otherwise modify the undertakings in a manner consistent with the provisions of state legislation establishing a SID or otherwise responding to the requirements of the Rule concerning continuing disclosure; provided, however, that in the case of any amendment pursuant to clause (d) and (e), (i) the undertaking, as amended, would have complied with the requirements of the Rule at the time of the offering of the Certificates, after taking into account any amendments or authoritative interpretations of the Rule, as well as any changes in circumstances, and (ii) the amendment does not materially impair the interests of the owners of the Certificates, as determined either by a party unaffiliated with the State (such as special counsel), or by a vote or consent of owners of a majority in outstanding principal amount of the

Certificates affected thereby at or prior to the time of such amendment. The Continuing Disclosure Certificate will also state that to the extent the Rule no longer requires issuers such as the State to provide continuing disclosure with respect to securities such as the Certificates, the State's obligation to provide continuing disclosure shall terminate immediately.

The purpose of the State's undertaking is to conform to the requirements of the Rule and, except for creating the right on the part of the Owners of the Certificates from time to time, to specifically enforce the State's obligations hereunder, not to create new contractual or other rights for the original purchasers of the Certificates, any registered owner or beneficial owner of the Certificates, any municipal securities broker or dealer, any potential purchaser of the Certificates, the Securities and Exchange Commission or any other person. The sole remedy in the event of any actual or alleged failure by the State to comply with any covenant of the Continuing Disclosure Certificate shall be an action for the specific performance of the State's obligations thereunder and not for money damages in any amount. Any failure by the State to comply with any provision of such undertaking shall not constitute an Event of Default with respect to the Certificates.

Except as noted in the next sentence, the State has never failed to comply, in all material respects, with any previous undertakings to provide annual reports or notices of material events in accordance with the Rule. In February 2005 the State submitted its annual disclosure related to Motor Fuel Tax Revenue Bonds and GARVEE Bonds approximately seventeen days late. The State has implemented procedures to ensure timely filing in the future.

The State Budget Officer, or such official's designee from time to time, shall be the contact person on behalf of the State from whom the foregoing information, data and notices may be obtained. The name, address and telephone number of the initial contact person is Rosemary Booth Gallogly, State Budget Officer, State Administration Building, One Capitol Hill, Providence, Rhode Island 02903, Telephone (401) 222-6300.

MISCELLANEOUS INFORMATION

The descriptions herein of the Subleases, the Leases, and the Declarations of Trust are qualified in their entirety by reference to such documents, and the descriptions herein of the Certificates are qualified in their entirety by reference to the form thereof and the information with respect thereto included in the Declarations of Trust. The descriptions herein of such documents are outlines only and do not purport to be complete. Copies of such documents may be obtained from the office of the Trustee.

Information with respect to the State and a detailed description of the State's financial condition are set forth in the State's Information Statement dated June 1, 2005 and the General Purpose Financial Statements of the State, as of and for the year ended June 30, 2003. Also included as part of the State's Information Statement is a compilation of certain of the State's leading economic indicators. All of the information contained in the State's Information Statement has been prepared and furnished by the State.

Any statements in this Official Statement involving matters of opinion or estimates, whether or not expressly so stated, are intended as such and not as representations of fact. No representation is made that any such statements will be realized. The information, estimates and assumptions and expressions of opinion in this Official Statement are subject to change without notice. Neither the delivery of this Official Statement nor any sale made pursuant to this Official Statement shall, under any circumstances, create any implication that there has been no change in the affairs of the State or its agencies or authorities since the date of this Official Statement, except as expressly stated. This Official Statement is not to be construed as a contract or agreement between the State and the purchasers of the Certificates.

Any statements in this Official Statement involving matters of opinion or estimates, whether or not expressly so stated, are intended as such and not as representations of fact. No representation is made that any such statements will be realized. This Official Statement is not to be construed as a contract or agreement between the State or the Trustee and the Certificate Owners.

This Official Statement is submitted only in connection with the sale of the Certificates and may not be reproduced or used in whole or in part for any other purpose.

STATE OF RHODE ISLAND AND PROVIDENCE
PLANTATIONS

By /s/ Paul J. Tavares
General Treasurer

By /s/ Beverly E. Najarian
Director of Administration

June 17, 2005

APPENDIX A

Information Statement of the State of Rhode Island and Providence Plantations

Appendix A Table of Contents

	<u>Page</u>
Table of Contents	A-2
State Government Organization and Finances	A-3
General Information	A-3
Municipalities	A-3
Principal Government Services	A-5
State Fund Structure – Accounting Basis	A-8
Budget Procedures	A-9
Financial Controls	A-10
General Fund Revenues and Expenditures	A-11
Major Sources of State Revenue	A-11
Economic Forecast	A-19
Revenue Estimates	A-21
Comparative Statements of Revenues and Expenditures	A-24
Revenue Tables	A-25
Expenditure Tables	A-26
Free Surplus	A-36
Timing of Audited Financial Report	A-39
State Indebtedness	A-39
Authorization and Debt Limits	A-39
Public Finance Management Board	A-39
Sinking Fund Commission	A-39
Tax Anticipation Notes	A-40
Net Tax Supported State Debt	A-40
Net Tax Supported Debt Ratios	A-41
Debt Service Schedule	A-42
Authorized but Unissued Direct Debt	A-43
Authorized but Unissued Guaranteed Debt	A-43
State Agencies and Authorities	A-45
Employee Relations	A-55
State Retirement Systems	A-56
Employees’ Retirement System	A-56
Financial Objectives and Funding Policy	A-56
Progress Toward Realization of Financing Objectives	A-56
GASB 25 and Funding Progress	A-56
Schedules of Funding Progress	A-58
Notes to Required Supplementary Information	A-59
Other Benefits	A-60
Litigation	A-60
Financial Statements	A-60
Basic Financial Statements of the State of Rhode Island and Providence Plantations as of and for the Year Ended June 30, 2003	Exhibit A
Economic Information	Exhibit B

STATE GOVERNMENT ORGANIZATION AND FINANCES

General Information

The State of Rhode Island is governed by its Constitution, the present form of which was adopted by the electorate in 1986 reflecting a comprehensive restatement to replace archaic language and to delete repealed provisions of the 1843 Constitution, as well as various other amendments.

Under the State Constitution, the powers of government are divided into three branches: legislative, executive and judicial. The legislative power of the government is vested in the General Assembly, which consists of a 38 member Senate and a 75 member House of Representatives. They are constituted on the basis of population and the representative districts shall be as nearly equal in population and as compact in territory as possible. All members of the General Assembly are elected biennially from senatorial and representative districts. The General Assembly meets annually beginning on the first Tuesday in January.

The chief executive power of the State is vested in the Governor and, by succession, the Lieutenant Governor. Each is elected for four (4) year terms. The Governor is primarily responsible for the faithful execution of laws enacted by the General Assembly and for the administration of State government through the Executive Department. The State Constitution also provides for the election of three additional general State Officers: the Attorney General, the Secretary of State and the General Treasurer. Under the State Constitution, the Governor is granted the power to veto any act adopted by the General Assembly, provided, however, that any such veto can be overridden by a 3/5 vote of the members present and voting of each of the houses of the General Assembly. The Governor does not have any power of line-item veto.

The judicial power of the State is vested in the Supreme Court and such lower courts as are established by the General Assembly. The Supreme Court, appointed by the Governor and confirmed by the Senate and the House of Representatives, has final revisory and appellate jurisdiction upon all questions of law and equity. The General Assembly has also established a Superior Court, a Family Court, a District Court, a Workers' Compensation Court, a State Traffic Tribunal, and certain municipal courts in various cities and towns in the State.

Municipalities

There are 39 cities and towns in Rhode Island that exercise the functions of local general government. There is no county governmental structure in the State of Rhode Island. Local executive power is generally placed in a mayor, or administrator/manager form of government, and legislative power is vested in either a city or town council. The State Constitution provides municipalities with the right of self-government in all local matters by adopting a "home rule" charter. Every city or town, however, has the power to levy, assess and collect taxes, or borrow money, only as specifically authorized by the General Assembly. Except for matters that are reserved exclusively to the General Assembly, such as taxation and elections, the State Constitution restricts the power of the General Assembly on actions relating to the property, affairs and government of any city or town which has adopted a "home rule" charter, to general laws which apply to all cities and towns, but which shall not affect the form of government of any city or town. The General Assembly has the power to act in relation to a particular home rule charter city or town, provided that such legislative action shall become effective only upon approval of a majority of the voters of the affected city or town. Section 44-35-10 of the General Laws requires every city and town to adopt a balanced budget for each fiscal year. Local governments rely principally upon general real and tangible personal property taxes and automobile excise taxes for provision of revenue.

Since 1985, cities and towns have been prohibited by Section 44-5-2 of the General Laws of the State from imposing a tax levy or tax rate, which increases by more than 5 ½ percent over the previous year's levy or rate. The statute does authorize tax levy or tax rate increases of greater than 5 ½ percent in the event that the amount of debt service required to service present and future general obligation debt of the State increases at a rate greater than 5 ½ percent. The statute also provides for the certification by a State agency of the appropriate property tax base to be used in computations in any year when revaluation of property is being implemented. Provisions of Section 44-5-2 also include authorization to exceed the 5 ½ percent limitation in the event of loss of non-property tax revenue, or when an emergency situation arises and is certified by the State Auditor General. In such an emergency situation, such levy in excess of a 5 ½ percent increase must be approved by a majority of the city or town governing body or electors voting at the financial town meeting. The statute was amended to clarify that nothing in the tax levy cap provisions was intended to constrain the payment of obligations of cities and towns. The power of the cities and towns to pay their general obligations bonds and notes is unlimited and each city or town is required to levy *ad*

valorem taxes upon all the taxable property for the payment of such bonds and notes and the interest thereon, without limitation as to rate or amount.

Local Tax Relief

In 1998, the General Assembly enacted measures designed to phase out, over a number of years, two separate components of the local property tax levy. One is the local levy on inventories. The phase out period will span ten years and will progressively eliminate ten percent of the tax levy each year until it is totally phased-out by fiscal year 2009. Local communities are to be reimbursed for lost revenues from the inventory tax through the State's General Revenue Sharing program, which was scheduled to increase from 1.0 percent of tax revenues in FY 1998 to 4.7 percent in FY 2009. The planned phase-out was delayed by one year as part of the FY 2003 budget, and then again as part of the FY 2005 budget, such that the percentage distribution is now scheduled to be 4.7 percent in FY 2011. The Governor proposed to freeze the percentage reimbursement at 3.0 percent in FY 2006 and thereafter as part of the FY 2006 recommended budget. Despite these delays and proposed freezes, the local reduction in the levy on inventories has continued on the original schedule.

The other local property tax levy to be reduced or eliminated is the local levy on motor vehicles and trailers. This tax may be phased out subject to annual review and appropriation by the General Assembly by providing increasing exemptions against the assessed value of all motor vehicles. Local communities are reimbursed on the value of the exempted amounts and assumed cumulative growth in the tax rate equal to the Consumer Price Index (CPI). Currently, the first \$4,500 in value of a vehicle is exempted from taxation and municipalities are prohibited from applying an excise tax rate higher than the rate applied in 1998. Municipalities are being reimbursed for the lost revenue resulting from the exemption. Beginning in FY 2004, however, there is no longer a CPI adjustment for an assumed growth in municipal tax rates.

State Aid to Local Communities

The largest category of State aid to cities and towns is assistance programs for school operations and school construction. The general school aid program disburses funding to communities on the basis of a number of factors including wealth of the community and the number of children eligible for free or reduced price meals. A number of legislative, executive, or collaborative efforts have been made to refine the commitment and strategy for financing local education into the future. Thus far, there has been no strategy confirmed by a statutory scheme specifying a precise method of determining entitlements in future years.

Over the last several years, however, the State has typically provided a guaranteed increase for all communities and a larger increase for "poorer" communities. The FY 2005 budget was a special challenge and final school aid appropriations provided funding at least equal to the prior year's entitlement after adjustment for enrollment changes and other data.

In addition to reimbursement of school operations costs, State school construction aid is provided at levels ranging from 30 percent to 88 percent of the construction cost of new facilities. The level is based upon the relationship between student enrollment and community wealth, and takes into consideration the relative weight of school debt in the particular city or town to its total debt. Beginning in FY 1997, the definition of reimbursable expenditures was expanded to include capital expenditures made through a capital lease or lease revenue bonds or from a municipality's capital reserve account. In FY 1997, disbursements to local school districts totaled \$18.1 million. The FY 2004 Enacted Budget provides \$40.7 million for this category of aid, an increase of 125 percent since FY 1997. A related program will provide approximately \$2.5 million in FY 2004 to cities and towns to provide aid in the construction of libraries.

Other local aid programs include the general revenue sharing and payment-in-lieu of taxes (PILOT) program. Beginning in 1987 a variety of general state aid programs were consolidated into one general revenue sharing program which incorporated a distribution formula based upon relative population, tax effort and personal income of each city and town. The general revenue sharing program now also incorporates additional funding to compensate municipalities for the phased loss of the inventory tax as described above. The FY 2005 Enacted Budget includes \$52.4 million for this program.

The PILOT program authorizes the General Assembly to appropriate and distribute to communities amounts not to exceed 27 percent of the property taxes that would have been collected on tax exempt properties. Properties

included in this program are non-profit educational institutions, non-profit or state-owned hospitals, veterans' residential facility, and correctional facilities. The FY 2005 Enacted Budget includes \$22.7 million for this program. Also, the State makes payments to communities identified as distressed based upon four different criteria. Appropriations of \$8.5 million were made for FY 2005 to fund entitlements for four communities. Of these four communities, Central Falls was determined to be especially distressed in 1991 and in FY 1993 the state assumed full responsibility for funding education in Central Falls. Finally, Rhode Island distributes the proceeds of a statewide tax imposed on the tangible personal property of telephone, telegraph, cable, express and telecommunications companies. This aid is estimated at \$14.6 million for FY 2005.

Principal Governmental Services

Principal State governmental services are functionally divided into six major areas. They are administered and delivered by thirteen departments, the Board of Regents for Elementary and Secondary Education, the Board of Governors for Higher Education, and a number of commissions and small independent agencies. All expenditures by such State agencies, including those funded by federal and restricted use sources, are budgeted by the Governor and appropriated annually by the General Assembly. The following paragraphs describe the major functions of State government.

General Government

General Government includes those agencies that provide general administrative services to all other State agencies and those that carry out State licensure and regulatory functions. This function includes most elected officials, administrative agencies, including the Department of Administration, the Department of Labor and Training, and the Board of Elections, and regulatory agencies including the Department of Business Regulation and the Public Utilities Commission. The two major departments in the General Government function are the Department of Administration and the Department of Labor and Training.

Department of Administration. The Department of Administration is generally responsible for all central staff and auxiliary services for the State including planning, budgeting, taxation, motor vehicle registration, child support enforcement, personnel management, purchasing, information processing, accounting, auditing, building maintenance, property management, labor relations and public safety. The Department directs the accounting and fiscal control procedures and is responsible for the preparation of the State's annual fiscal plan and capital development program, supervising the assessment and collection of all State taxes and administering the statewide planning program for the comprehensive development of the social, economic and physical resources of the State. The Department also includes the State Bureau of Audits which examines the books of account of all State departments and agencies, required by law to be completed at least once every two years. The Department is also responsible for programs relating to State aid, tax equalization, and planning for municipalities, as well as building code administration.

Department of Labor and Training. The Department of Labor and Training is responsible for administering benefit payment programs, workforce development programs, workforce regulation and safety programs, and the Labor Relations Board. The Department is responsible for administering the Employment Security Act, which provides for the payment of benefits to qualified unemployed workers from taxes collected from Rhode Island employers. The Department also administers the Temporary Disability Insurance Act and the Worker's Compensation Act. The Temporary Disability Insurance Act provides for the payment of benefits to workers who are unemployed due to illness or non-work related injuries from taxes paid by all employees. The Worker's Compensation Act provides for the payment of benefits to workers who are unemployed due to work related injuries from insurance premiums paid by employers. The Department's workforce development programs include Employment Resource Centers located throughout the State, which provide job referral, job placement and counseling; and Job Training Partnership Act employment training and support services for adults and youths.

The workforce regulation and safety programs enforce wage, child labor, parental and family medical leave laws; examines, licenses and registers professions such as electricians, pipefitters, and refrigeration technicians; and inspects all State buildings, public buildings, and city and town educational facilities for compliance with building codes. The Department also has primary responsibility for the collection of data on employment and unemployment in Rhode Island.

Human Services

Human Services includes those agencies that provide services to individuals. Services provided include the nutrition programs of the Department of Elderly Affairs, care of the disabled by the Department of Mental Health, Retardation and Hospitals, child protective and social services provided by the Department of Children, Youth and Families; health programs at the Department of Health and the Department of Human Services, and financial assistance, health care and social services provided by the Department of Human Services.

The three major departments in the Human Services function include the Departments of Human Services, Children, Youth and Families, and Mental Health, Retardation and Hospitals.

Department of Human Services. The Department of Human Services operates as the principal State agency for the administration and coordination of local, State and federal programs for cash and medical assistance and social services. The responsibilities of the Department include supervision of the following programs: Medical Assistant Programs (Medicaid), the State Children's Health Insurance Program (SCHIP), vocational rehabilitation, supplemental security income, general public assistance, food stamps, family independence program, cash assistance, child care and training and social services. The Department also operates the Rhode Island Veterans' Home, the Veterans' cemetery, and administers vocational rehabilitative services and services for the blind and visually impaired.

Department of Children, Youth, and Families. The Department of Children, Youth, and Families is responsible for providing comprehensive, integrated services to children in the State in need of assistance. The Department was created to assure the consolidation of services to children and their families formerly provided by four other departments. The Department is responsible for providing services to children who are without families or whose families need help in meeting the children's basic needs. Major functions of the Department include investigation of child abuse, direct service delivery to children and their families in their own homes or foster homes, development and provision of alternative community-based living situations and the administrative operation of the juvenile corrections facilities and programs.

Department of Mental Health, Retardation and Hospitals. The Department of Mental Health, Retardation, and Hospitals (MHRH) provides services which may include hospitalization, housing, vocational programs, inpatient and outpatient treatment, counseling, rehabilitation, transportation, and hospital level care and treatment. The Department either provides these services directly through the Eleanor Slater Hospital system which operates at two sites, the Cranston Unit and the Zambarano Unit, and the Rhode Island Community Living and Supports System (RICLAS), or provides them through contracts with private, non-profit hospitals, and agencies. The Department organizes, sets standards, monitors and funds programs primarily according to the nature of a client's disability. Mental health services help people who have psychiatric disorders and severe mental illness such as manic depression or schizophrenia. Mental retardation and developmental disabilities services assist individuals whose handicap is often accompanied by disabilities like cerebral palsy, epilepsy, autism, behavioral problems and other physical and mental conditions. MHRH hospitals provide long term care for people who need medical treatment and nursing care for problems associated with chronic illness. The Department also provides substance abuse prevention and treatment services in addition to gambling addiction services.

Education

Education includes Elementary and Secondary Education and Higher Education, as well as arts funding, historic preservation and heritage support, educational television, and atomic energy commission activities.

Board of Regents for Elementary and Secondary Education. The Board of Regents for Elementary and Secondary Education is responsible for the formulation and implementation of statewide goals and objectives for elementary, secondary and special populations education and for the allocation and coordination of various educational functions among the educational agencies of the State and local school districts. The Board also establishes State aid reimbursement payments to local school districts, operates the Rhode Island School for the Deaf, the Metropolitan Career and Technical School and William M. Davies Vocational-Technical School, and supervises the State's area vocational-technical schools. The Department also operates the Central Falls School District. The Board appoints a Commissioner of Elementary and Secondary Education to serve as its chief executive officer and the chief administrative officer of the Department of Elementary and Secondary Education.

Board of Governors for Higher Education. The Board of Governors for Higher Education is responsible for the formulation and implementation of broad goals and objectives for higher education in the State, including a comprehensive capital development program. In addition, the Board holds title to all public higher education institutions of the State, which include the University of Rhode Island, Rhode Island College, and the Community College of Rhode Island. While there is institutional autonomy, the Board is responsible for general supervision of public higher education, including adoption and submittal of the State higher education budget, property acquisition and management and approval of organizational and curriculum structures. The Commissioner of Higher Education is appointed by the Board to serve as chief executive officer of the Board and chief administrative officer of the Office of Higher Education.

Public Safety

Public Safety includes those agencies responsible for the safety and security of the citizens of Rhode Island. The quality of life in Rhode Island is enhanced through the administration of the criminal justice system that provides law enforcement, adjudicates justice, protects life and property, and handles emergencies impacting the State's citizens. Agencies included in this function are the Department of Corrections, the Judicial Department, the State Police and the Attorney General's Office.

Department of Corrections. The Department of Corrections is responsible for the confinement of sentenced and pre-trial adult offenders, the provision of various programs to encourage and assist offenders in modifying their behavior, and the provision of custody and program services for offenders sentenced or otherwise placed in community supervision.

The Department of Corrections is made up of two main programmatic areas, Institutional Corrections and Community Corrections. The Adult Correctional Institutions (ACI) include eight separate facilities and associated support services. Within Community Corrections are Probation and Parole, the Home Confinement Unit, a Risk Assessment Unit and the Furlough Program. Also included in the Department of Corrections budget, but with independent decision-making authority, is the State Parole Board.

The Department also operates the Central Distribution Center which purchases and warehouses food and other supplies for redistribution to state agencies, and operates the Correctional Industries program which employs inmates to manufacture various products or provide services to state and local agencies and non-profit organizations.

Natural Resources

Natural Resources includes those agencies responsible for protecting the natural and physical resources of the State and regulating the use of those resources. Agencies included in this function are the Department of Environmental Management, the Coastal Resources Management Council, and the Water Resources Board.

Department of Environmental Management. The Department of Environmental Management has primary responsibility for environmental programs and bureaus of the State. The Department is charged with the preservation and management of the State's forests, parks, beaches, farms, fisheries and wildlife and with monitoring, controlling and abating air, land and water pollution. In addition, the Department plans, licenses and enforces laws regulating refuse and hazardous waste disposal, pesticides, individual sewage disposal systems, and non-coastal freshwater wetlands. The Department also works with the Coastal Resources Management Council to protect the State's coastline and with the Water Resources Board and Department of Health to protect watersheds and ensure sufficient drinking water supplies. The Department is responsible for operating all State parks, beaches, and recreation facilities including bathing areas, public campsites, historical sites and more than 40,000 acres of public land. The Department also operates commercial fishing ports in Galilee and Newport that house the majority of the State's commercial fishing fleet. The Department administers grant and loan programs for municipal and non-profit organizations, anti-pollution, open space, and recreational development and farmland acquisition programs.

Transportation

Transportation is comprised of the road construction, road maintenance, mass transit, and planning activities of the Department of Transportation. Beginning in FY 1994, the State established the Intermodal Surface Transportation Fund, in partial fulfillment of a plan to join the remaining states in funding transportation expenditures from dedicated user-related revenue sources. This highway fund concept has the advantage of relating the funding of transportation projects to those who utilize the services provided by those projects, by means of financing mechanisms paid directly by those end-users. The concept is also intended to provide a fairly stable revenue stream to enable transportation projects to be eventually financed on a pay-as-you-go basis.

The Intermodal Surface Transportation Fund is supported by the State's 30 cents per gallon motor fuel tax. These receipts fund operating and debt service expenditures of the Department of Transportation, as well as specific portions of transportation-related expenditures of the Rhode Island Public Transit Authority (RIPTA) and the Department of Elderly Affairs. The 30 cents per gallon motor fuel tax is allocated as follows: 18.75 cents to the Department of Transportation; 2.0 cents to an indenture trustee to support debt service on motor fuel tax bonds; 6.85 cents to RIPTA; 1.0 cent to the Department of Elderly Affairs; and 1.4 cents to the General Fund.

Department of Transportation. The Department of Transportation is responsible for the integration of all modes of transportation into a single transportation system. The Department is organized to carry out its responsibilities for the construction and maintenance of all State roads, bridges, transportation facilities (other than those operated and maintained by the Rhode Island Turnpike and Bridge Authority), and the administration of State and Federal highway construction assistance programs. The Department's activities have substantially increased primarily due to the continued road funding resulting from passage of the 1998 Transportation Equity Act for the 21st Century (TEA-21). Major ongoing construction and rehabilitation projects include the Route 195 Relocation, reconstruction of the Washington Bridge, replacement of the Sakonnet River Bridge, the extension of Route 403 and the Freight Rail Improvement program. During the 2003 session of the General Assembly, the Rhode Island Department of Economic Development at the request of the Governor and Department of Transportation, received authority to issue bonds secured by future distributions of Federal Highway Trust funds and a dedicated portion of motor fuel tax revenues to speed completion of these projects. It is the State's expectation that such "GARVEE" financing will be completed in three series over a period of six years. The first series, in the amount of \$216,805,000, was issued on November 25, 2003.

State Fund Structure – Accounting Basis

The accounting system of the State, and that of most of the public authorities and corporations described herein, is organized and operated on a fund basis. Financial operations are recorded on a fiscal year basis (commencing July 1 and ending June 30). Individual funds have been established as separate fiscal and accounting entities to account for financial resources and related liabilities and equities. Financial statements of the State for each fiscal year are prepared in accordance with generally accepted accounting principles as prescribed by the Governmental Accounting Standards Board (GASB).

The State's financial statements were prepared, for the first time for the fiscal year ending June 30, 2002, in compliance with Governmental Accounting Standards Board (GASB) Statement 34, *Basic Financial States – and Management's Discussion and Analysis – for State and Local Governments*. The basic financial statements consist of the government-wide financial statements and the fund financial statements. The government-wide financial statements provide a broad view of the State's finances. The statements provide both short-term and long-term information about the State's financial position for governmental type activities, proprietary type activities and discretely presented component units, which assists in assessing the State's financial condition at the end of the year. They are prepared using the accrual basis of accounting, which recognizes all revenues and grants when earned and expenses at the time the related liabilities are incurred. The fund financial statements focus on the State's major governmental and enterprise funds, including its blended component units, is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The State uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The fund financial statements focus on the individual parts of the State government, and report the State's operations in more detail than the government-wide financial statements. The State's funds are divided into three categories: governmental, proprietary and fiduciary.

In anticipation of the implementation of GASB Statement 43, *“Other Post Employment Benefits,”* the State has obtained an actuarial estimate of the unfunded liability relating to retiree medical benefits. The unfunded liability is estimated to be approximately \$600 million for State employees and \$29 million for the State’s share for teachers. The actuarially based funding of this liability is reflected in the State’s five-year forecast and would require an estimate rate of contribution of 8.57% of payroll.

Budget Procedures

The State budget of revenues and appropriations is adopted annually by the General Assembly and is prepared for submission to the General Assembly, under the supervision of the Governor, by the State Budget Officer within the Department of Administration. Preparation and submission of the budget is governed by both the State Constitution and the general laws of the State, which provide various limitations on the powers of the General Assembly and certain guidelines designed to maintain fiscal responsibility.

According to Article IX Section 16 of the Rhode Island Constitution and Rhode Island General Laws section 35-3-7, the Governor must present spending recommendations to the Legislature on or before the third Wednesday in February, unless extended by statute. The budget contains a complete plan of estimated revenues and proposed expenditures with a personnel supplement detailing number and titles of positions of each agency and estimates of personnel costs for the next fiscal year.

The budget as proposed by the Governor is considered by the General Assembly. Under State law, the General Assembly may increase, decrease, alter or strike out any items in the budget, provided that such action may not cause an excess of appropriations for revenue expenditures over expected revenue receipts. No appropriation in excess of budget recommendations may be made by the General Assembly unless it shall provide the necessary additional revenue to cover such appropriations. The Governor may veto legislative appropriations bills. However, the Governor does not have line-item veto authority. The Legislature may override any veto by a 3/5 vote of the members present and voting of each of the houses of the General Assembly. Supplemental appropriation measures shall be submitted by the Governor to the General Assembly on or before the second Tuesday in January. Supplemental appropriations by the General Assembly must be supported by additional revenues and are subject to the Constitutional limitation on State expenditures discussed below.

The General Laws of the State provide that, if the General Assembly fails to pass the annual appropriation bill, the same amounts as were appropriated in the prior fiscal year shall be automatically available for expenditure, subject to monthly or quarterly allotments as determined by the State Budget Officer. Expenditures for general obligation bond indebtedness of the State shall be made as required regardless of the passage of the annual budget or the amount provided for in the prior fiscal year.

The budget as submitted by the Governor is required to contain a statement of receipts and expenditures for the current fiscal year, the budget year (next fiscal year), and two prior fiscal years. Receipt estimates for the current year and budget year are those adopted by the State Consensus Revenue Estimating Conference, as adjusted by any change to rates recommended by the Governor.

The Consensus Revenue Estimating Conference was created in 1990 to provide the Governor and the Assembly with estimates of general revenues. The principals of the Revenue Estimating Conference are the State Budget Officer, the House Fiscal Advisor, and the Senate Fiscal Advisor, with the chair rotating among the three. It must meet at least twice a year (specifically November and May) but can be called at any other time by any member. The principals must reach consensus on revenues. In 1991 the Medical Assistance and Public Assistance Caseload Estimating Conference, similar to the Revenue Estimating Conference, was established to adopt welfare and medical assistance caseload estimates.

In addition to the preparation of the annual budget, the State Budget Officer is also authorized and directed by the general laws: (a) to exercise budgetary control over all State departments; (b) to operate an appropriation allotment system; (c) to develop long-term activity and financial programs, particularly capital improvement programs; (d) to approve or disapprove all requests for new personnel; and (e) to prepare annually a five-year financial projection of anticipated general revenue receipts and expenditures, including detail of principal revenue sources and expenditures by major program areas which shall be included in the budget submitted to the General Assembly.

A budget reserve and cash stabilization account was created by statute in 1990. In 1992, the Rhode Island Constitution was amended specifying that the reserves created could only be called upon in an emergency involving the health, safety, or welfare of the State or in the event of an unanticipated deficit caused by a shortfall in general revenue receipts. Such reserve account is capped at 3 percent of general fund revenues. The reserve account is funded by limiting annual appropriations to 98 percent of estimated revenues. The FY 2004 budget reserve account balance was \$83.7 million.

Financial Controls

Internal financial controls utilized by the State consist principally of statutory restrictions on the expenditure of funds in excess of appropriations, the supervisory powers and functions exercised by the Department of Administration and the accounting and audit controls maintained by the State Controller and the Bureau of Audits. Statutory restrictions include the requirement that all bills or resolutions introduced in the General Assembly which, if passed, would have an effect on State or local revenues or expenditures (unless the bill includes the appropriation of a specific dollar amount) must be accompanied by a "fiscal note", which sets forth such effect. Bills impacting upon State finances are forwarded to the State Budget Officer who determines the agency, or agencies, affected by the bill and is responsible, in cooperation with such agencies, for the preparation of the fiscal note. The Department of Administration's Office of Municipal Affairs is responsible for the preparation of fiscal notes for bills affecting cities and towns.

The Department of Administration is required by law to produce a quarterly report to be made public that incorporates actual expenditures, encumbrances, and revenues with the projected revenues and appropriations. The report also contains a projection of a year-end balance.

The State Controller is required by general law to administer a comprehensive accounting system which will classify the transactions of State departments in accordance with the budget plan, to prescribe a uniform financial, accounting and cost accounting system for State departments and to approve all orders for disbursement of funds from the State treasury. In addition to his or her other duties, the Controller is required to prepare monthly statements of receipts and disbursements in comparison with estimates of revenue and allotments of appropriations.

The General Treasurer is responsible for the deposit of cash receipts, the payment of sums, as may be required from time to time and upon due authorization from the State Controller, and as Chair of the State Investment Commission, the investment of all monies in the State fund structure, as directed by the State Investment Commission. Major emphasis is placed by the General Treasurer on cash management in order to insure that there is adequate cash on hand to meet the obligations of the State as they arise.

The General Treasurer is responsible for the investment of certain funds and accounts of the State on a day-to-day basis. The State treasury balance is determined daily. In addition, the General Treasurer is the custodian of certain other funds and accounts and, in conjunction with the State Investment Commission, invests the amounts on deposit in such funds and accounts, including but not limited to the State Employees' and Teachers' Retirement Trust Fund and the Municipal Employees' Retirement Trust Fund. The General Treasurer submits a report to the General Assembly at the close of each fiscal year on the performance of the State's investments.

The Finance Committee of the House of Representatives is required by law to provide for a complete post-audit of the financial transactions and accounts of the State on an annual basis, which must be performed by the Auditor General, who is appointed by the Joint Committee on Legislative Affairs of the General Assembly. This post-audit is performed traditionally on the basis of financial statements prepared by the State Controller in accordance with the requirements of the Governmental Accounting Standards Board with specific attention to the violation of laws within the scope of the audit, illegal or improper expenditures or accounting procedures and recommendations for accounting and fiscal controls. The Auditor General is additionally directed to review annually all capital development programs of the State to determine: (a) the status of such programs; (b) whether funds are being properly expended; (c) completion dates; and, (d) expended and unexpended fund balances. The Auditor General also has the power, when directed by the Joint Committee, to make post-audits and performance audits of all State and local public bodies or any private entity receiving State funds.

GENERAL FUND REVENUES AND EXPENDITURES

The State draws nearly all of its revenue from a series of non-property related taxes and excises, principally the personal income tax and the sales and use tax, from federal assistance payments and grants-in aid, and from earnings and receipts from certain State-operated programs and facilities. The State additionally derives revenue from a variety of special purpose fees and charges that must be used for specific purposes as required by State law. The amounts discussed as revenues for FY 2004 reflect the State Controller's preliminary actual revenues.

Major Sources of State Revenue

Tax Revenues: Approximately 69.4 percent of all taxes and departmental receipts in FY 2004 were derived from the Rhode Island personal income tax and the sales and use tax. They constituted 61.3 percent of all general revenues.

Personal Income Tax. Until July 1, 2001, State law provided for a personal income tax on residents and non-residents (including estates and trusts) equal to the percentage of the federal income tax liability attributable to the taxpayer's Rhode Island income ("piggyback tax"). In FY 2002, the tax structure was changed to offset the tax rate and bracket changes passed by the federal government in the Economic Growth and Tax Relief Reconciliation Act of 2001 ("EGTRRA"). Rhode Island's personal income tax system now applies to Rhode Island taxable income in such a manner so as to compute the tax that would otherwise have been due under the "piggyback tax" pre-EGTRRA. A resident's Rhode Island taxable income is the same as his or her federal taxable income, subject to specified modifications. The most significant modification provides for eliminating capital gains taxes on assets held more than five years. This modification takes effect on January 1, 2007. Current law allows the Tax Administrator to modify income tax rates as necessary when the General Assembly is not in session to adjust for federal tax law changes to ensure maintenance of the revenue base upon which appropriations are made.

A nonresident's Rhode Island taxable income is equal to the nonresident's Rhode Island income less deductions (including such taxpayer's share of the income and deductions of any partnership, trust, estate, electing small business corporations, or domestic international sales corporation). In addition, a non-resident's Rhode Island income is subject to specified modifications that are included in computing his or her federal adjusted gross income. Other modifications are derived from or connected with any property located or deemed to be located in the State and any income producing activity or occupation carried on in the State.

In the 1997 Session, the General Assembly adopted then Governor Almond's proposal to lower Rhode Island personal income tax rates over a five-year period beginning with the 1998 tax year. Thus, on January 1, 1998, the personal income tax rate was reduced from 27.5 percent of federal tax liability to 27.0 percent of the same. Effective January 1, 1999 the personal income tax rate was lowered to 26.5 percent of federal tax liability. On January 1, 2000, it was lowered to 26.0 percent of federal tax liability and effective January 1, 2001 the personal income tax rate was reduced to 25.5 percent of the same. In tax year 2002, Rhode Island's personal income tax rate was lowered to 25.0 percent and applied to Rhode Island taxable income rather than federal tax liability. Under the new tax structure, Rhode Island income tax rates range from 3.75 percent to 9.9 percent depending on income bracket.

In addition to the changes in Rhode Island personal income tax rates, the 1997 General Assembly passed legislation that increased the Investment Tax Credit from 4.0 percent to 10.0 percent effective January 1, 1998. It also increased the Research and Development Tax Credit from 5.0 percent to 22.5 percent beginning in tax year 1998.

In the 2001 Session, the General Assembly passed the enabling legislation for the State's Historic Structures Tax Credit. This tax credit allows a taxpayer to receive a tax credit equal to 30.0 percent of the qualified rehabilitation expenditures made in the substantial "rehabilitation of a certified historic structure." To qualify such expenditures must be made on structures that are "either: (i) depreciable under the Internal Revenue Code, or (ii) made with respect to property (other than the principal residence of the owner) held for sale by the owner." The legislation was made effective for January 1, 2002 with retroactivity back to January 1, 2000. These credits are transferable and can be carried forward for ten years. These tax credits can be used to offset the personal income tax liability of a taxpayer.

For the tax year beginning January 1, 2003, several changes to the State's personal income tax were enacted in order to hold the State harmless relative to the passage at the federal level of the Job Creation and Worker Assistance Act of 2002 (JCWAA). In particular, a provision was enacted that "provides that the five (5) year carry back provision of a net operating loss provided by" the JCWAA for federal tax purposes shall not be allowed for

Rhode Island tax purposes. In addition, state legislative action eliminated the current two year carry back provision for net operating losses and allowed the use of net operating losses only “on a carry forward basis for the number of succeeding taxable years allowed under section 172 of Internal Revenue Code [26 U.S.C.]”. These changes to the State’s tax code primarily impact subchapter S Corporation filers.

In the 2003 Session, the General Assembly enacted legislation to hold the State’s personal income tax harmless with respect to the provisions of the Federal Jobs and Growth Tax Relief Reconciliation Act of 2003 (JGTRRA). Under the legislation, Rhode Island’s State tax code with respect to personal income does not allow for the Federal elimination of the marriage penalty, the increase in exemptions for the alternative minimum tax, or the change in depreciation of assets under section 179 of the Internal Revenue Code or otherwise.

In the 2004 Session, the General Assembly approved several of the Governor’s initiatives with regard to the collection of taxes already owed to the State. In particular, the General Assembly passed legislation that requires a letter of good standing from the Division of Taxation prior to the issuance or renewal of a professional license or a motor vehicle operator’s license or registration. In addition, the Governor proposed, and the General Assembly concurred, to repeal several tax credits that were not cost effective. The tax credits repealed included ones for the costs incurred to receive certification from the International Standards Organization, for the loan guaranty fees charged by the Small Business Administration, and for donations to public projects and interest income earned on loans to businesses located in state designated enterprise zones. The 2004 General Assembly also reduced the tax credit earned for wages paid to new hires by businesses in a state designated enterprise zone that meet specified job growth criteria. Further, the General Assembly agreed with the Governor’s recommendation to require the withholding of income tax against all distributions to nonresident shareholders in Rhode Island subchapter S corporations and limited liability companies. Finally, in order to meet the demands associated with these collection initiatives, the Governor proposed and the General Assembly concurred to the hiring of six additional field auditors in the Division of Taxation.

The Rhode Island personal income tax accounted for approximately \$890.9 million, or 31.9 percent, of the State’s FY 2004 preliminary general revenues. FY 2004 preliminary income tax collections rose not only in dollar amount but also in share of total general revenues from FY 2003.

Sales and Use Tax. The State assesses a tax on all retail sales, subject to certain exemptions, on hotel and other public accommodation rentals, and on the storage, use or other consumption of tangible personal property in the State. Major exemptions from the sales and use tax include: (a) food (excluding food sold by restaurants, drive-ins or other eating places) for human consumption off the premises of the retailer; (b) clothing; (c) prescription and patent medicines; (d) fuel used in the heating of homes and residential premises; (e) domestic water usage; (f) gasoline and other motor fuels otherwise specifically taxed; (g) sales of tangible property and public utility services when the property or service becomes a component part of a manufactured product for resale, or when the property or service is consumed directly in the process of manufacturing or processing products for resale and such consumption occurs within one year from the date such property is first used in such production; (h) tools, dies and molds and machinery and equipment (including replacement parts thereof) used directly and exclusively in an industrial plant in the actual manufacture, conversion or processing of tangible personal property to be sold; (i) sales of air and water pollution control equipment for installation pursuant to an order by the state Director of Environmental Management; and (j) sales of boats or vessels.

The State sales and use tax rate is 7.0 percent and is imposed upon retailers’ gross receipts from taxable sales. From the beginning of FY 1992 until August 2000, the State had dedicated six tenths of one cent of the sales tax to pay the debt service on the bonds issued by the Rhode Island Depositors Economic Protection Corporation (DEPCO). The bond proceeds were used to pay off uninsured depositors of the State’s failed credit unions. Effective August 1, 2000, DEPCO defeased its outstanding debt. As a result, since August 1, 2000, the State’s General Fund has received all of the State sales and use tax revenues collected from the imposition of the 7.0 percent sales and use tax.

In May 2000 the Rhode Island Economic Development Corporation issued revenue note obligations in the amount of \$40,820,000 to finance a portion of the costs of the Providence Place Mall. The debt service costs of this financing is supported by two-thirds of the sales tax revenues generated at the Mall, subject to a cap. In years 1–5 of the Mall’s operation the cap is \$3.68 million while in years 6–20 of the Mall’s operation it is \$3.56 million. These provisions are delineated in the Mall Act (R.I.G.L. § 42-63.5-1 et. seq.) enacted by the 1996 General Assembly and Public Investment and HOV Agreement. It is expected that the sales tax revenues generated at the Mall will be sufficient to fully support the revenue note obligations. Sales tax revenues generated at the Mall are recorded as

general revenues. The State is not obligated to fund the note payments if the sales tax revenues generated at the Mall are not sufficient. To date, the sales tax revenue generated by the Providence Place Mall has been more than sufficient to meet these obligations.

In the 2003 Session, the General Assembly passed a one percent local meals and beverage sales tax. Similarly, in the 2004 Session, the General Assembly passed a one percent local hotel and other public accommodation rentals sales tax. The revenues from both of these local taxes accrue to the local governments in which the meals and beverage sale or the accommodation rental took place and are not part of the sales and use tax revenues reported herein. Also in the 2004 Session, the General Assembly exempted, with the acquiescence of the Governor, the sale of aircraft or aircraft parts from the sales and use tax effective January 1, 2005.

The sales and use tax accounted for approximately \$823.1 million, or 29.4 percent, of the State's FY 2004 preliminary general revenues. FY 2004 preliminary sales and use tax collections rose in dollar terms and also in share of total general revenues from FY 2003.

Business Corporation Tax. The business corporation tax is imposed on corporations deriving income from sources within the State or engaging in activities for the purpose of profit or gain. The tax has been set at a rate of 9.0 percent since July of 1989. The tax was modified in 1997 by providing for enhanced credits. Specifically, the Investment Tax Credit was increased from 4.0 percent to 10.0 percent for machinery and equipment expenditures and the Research and Development Tax Credit for qualified research expenses was increased from 5.0 percent to 22.5 percent, both effective January 1, 1998.

In the 2001 Session, the General Assembly passed the enabling legislation for the State's Historic Structures Tax Credit. This tax credit allows a taxpayer to receive a tax credit equal to 30.0 percent of the qualified rehabilitation expenditures made in the substantial "rehabilitation of a certified historic structure." To qualify such expenditures must be made on structures that are "either: (i) depreciable under the Internal Revenue Code, or (ii) made with respect to property (other than the principal residence of the owner) held for sale by the owner." The legislation was made effective for January 1, 2002 with retroactivity back to January 1, 2000. These credits are transferable and can be carried forward for ten years. These tax credits can be used to offset the business corporations tax liability of a taxpayer.

In 2002, legislation was enacted disallowing for Rhode Island tax purposes the bonus depreciation provided by (JCWAA). In essence, the General Assembly de-coupled Rhode Island's asset depreciation schedule as provided for in Chapters 11, 13 and 30 of Title 44 from the federal asset depreciation schedule for purposes of applying the bonus depreciation mentioned above. The impact of this change primarily affects C Corporation and subchapter S Corporation tax filers. In 2003, legislation was again enacted as part of the annual appropriations act to disallow for Rhode Island tax purposes the change in the depreciation of assets provided by JGTRRA.

Corporations dealing in securities on their own behalf, whose gross receipts from such activities amount to at least 90.0 percent of their total gross receipts, have been exempt from the net worth computation but are required to pay the 9.0 percent income tax. Regulated investment companies and real estate investment trusts and personal holding companies pay a tax at the rate of 10 cents per \$100 of gross income or \$100, whichever is greater. Such corporate security dealers, investment companies, investment trusts and personal holding companies are allowed to deduct from net income 50.0 percent of the excess of capital gains over capital losses realized during the taxable year when computing the tax.

In the 2003 Session, the General Assembly amended the multi-state apportionment formula for manufacturers to allow them to elect to use a double weighted sales factor apportionment if doing so would provide a favorable treatment of net income for tax purposes. This amendment was phased in over a two-year period becoming fully effective on January 1, 2004.

In the 2004 Session, the General Assembly, with partial agreement from the Governor, increased the corporate minimum and franchise taxes from \$250 to \$500 effective January 1, 2004. In addition, the General Assembly applied the repeal and reduction of the tax credits discussed in *Personal Income Tax* to the business corporations tax also effective January 1, 2004.

The business corporation tax accounted for approximately \$76.0 million, or 2.7 percent, of the State's FY 2004 preliminary general revenues. FY 2004 preliminary business corporations tax collections rose both in dollar terms and in the share of total general revenues from FY 2003.

Health Care Provider Assessment. The State levies a health care provider assessment on residential facilities for the mentally retarded. The levy has been set at 6.0 percent of gross revenues since 1994. In 2003, the General Assembly expanded the base of providers covered by the tax to include facilities with three or fewer residents.

The State also levies tax on the gross revenues of nursing homes. In 2003, the gross revenue tax on nursing homes was increased from 4.75 percent to 6.0 percent. In addition, a 1.50 percent tax on gross revenues from freestanding Medicaid facilities not associated with hospitals is levied.

The health care provider assessment accounted for approximately \$40.3 million, or 1.4 percent, of the State's FY 2004 preliminary general revenues. Both the dollar amount and the share of total general revenues increased for the health care provider assessment between preliminary FY 2004 and FY 2003.

Taxes on Public Service Corporations. A tax ranging from 1.25 percent to 8.0 percent of gross earnings is assessed annually against any corporation enumerated in Title 44, Chapter 13 of the General Laws, incorporated under the laws of the State or doing business in Rhode Island and meeting the Public Service Corporations test. In the case of corporations whose principal business is manufacturing, selling or distributing currents of electricity, the rate of tax imposed is 4.0 percent. For those corporations manufacturing, selling or distributing illuminating or heating gas, the rate of tax imposed is 3.0 percent of gross earnings. Corporations providing telecommunications services are assessed at a rate of 5.0 percent. However, 100.0 percent of the amounts paid by a corporation to another corporation for connecting fees, switching charges and carrier access charges are excluded from the gross earnings of the paying company. The tangible personal property within the State of telegraph, cable, and telephone corporations used exclusively for the corporate business, is exempt from taxation, subject to certain exceptions.

As noted above in Personal Income Tax and Business Corporation Tax, in the 2001 Session, the General Assembly passed the enabling legislation for the State's Historic Structures Tax Credit. This tax credit allows a taxpayer to receive a tax credit equal to 30.0 percent of the qualified rehabilitation expenditures made in the substantial "rehabilitation of a certified historic structure." To qualify such expenditures must be made on structures that are "either: (i) depreciable under the Internal Revenue Code, or (ii) made with respect to property (other than the principal residence of the owner) held for sale by the owner." The legislation was made effective for January 1, 2002 with retroactivity back to January 1, 2000. These credits are transferable and can be carried forward for ten years. These tax credits can be used to offset the tax liability of public service corporations.

In addition to the Historic Structures Tax Credit, the 2001 General Assembly enacted a job development tax credit of 0.01 percent for every 50 new jobs created for three years past the elected base year that meet the current criteria for the credit. The current criteria require that the eligible jobs provide 30 hours or more of employment on average per week and pay at least 150 percent of the hourly minimum wage prescribed by state law. After three years, the rate reduction is set at that of the third year for as long as the third year employment level is maintained. The job development tax credit is available only to telecommunications companies.

In 2002 legislation was passed that provides for the apportionment of gross earnings from mobile telecommunication services to the State where the customer's primary place of use occurs, as determined in accordance with the federal Mobile Telecommunications Sourcing Act.

The public service corporation tax accounted for approximately \$92.2 million, or 3.3 percent, of the State's FY 2004 preliminary general revenues. Both the dollar amount and the share of total general revenues increased for the public utilities gross earnings tax between preliminary FY 2004 and FY 2003.

Tax on Insurance Companies. Each insurance company transacting business in Rhode Island must file a final return each year on or before March 1 and pay a tax of 2.0 percent of its gross premiums. These are premiums on insurance contracts written during the preceding calendar year on Rhode Island businesses. The same tax applies to an out-of-state insurance company, but the tax cannot be less than that which would be levied by the State or foreign country on a similar Rhode Island insurance company or its agent doing business to the same extent in such jurisdictions.

Premiums from marine insurance issued in Rhode Island are exempt from the tax on gross premiums as are the premiums paid to the insurer that maintains the State's workers compensation insurance fund. Nonprofit hospital service corporations are specifically excluded from the insurance companies' tax. Insurance and surety companies are exempt from the business corporations tax and annual franchise tax, but they are subject to provisions concerning any estimated taxes that may be due.

In 1997, the General Assembly increased the investment tax credit for insurance companies from two to four percent of buildings and structural components purchased in Rhode Island and 10.0 percent on buildings and equipment purchased or leased for firms that meet certain median wage or training performance criteria. The median wage criteria is pay to qualified full-time equivalent employees above the median wage to all Rhode Island businesses in the same two digit North American Industrial Classification code.

In 1999, the General Assembly amended the investment tax credit provisions to extend the 10.0 percent credit to property located in Rhode Island no matter how the property was acquired by property and casualty insurance companies. This made the credit applicable to equipment transferred into the State by companies from other states.

As noted above, in the 2001 Session, the General Assembly passed the enabling legislation for the State's Historic Structures Tax Credit. This tax credit allows a taxpayer to receive a tax credit equal to 30.0 percent of the qualified rehabilitation expenditures made in the substantial "rehabilitation of a certified historic structure." To qualify such expenditures must be made on structures that are "either: (i) depreciable under the Internal Revenue Code, or (ii) made with respect to property (other than the principal residence of the owner) held for sale by the owner." The legislation was made effective for January 1, 2002 with retroactivity back to January 1, 2000. These credits are transferable and can be carried forward for ten years. These tax credits can be used to offset the gross premiums tax of insurance companies.

In 2002 legislation was passed making the insured liable for the 3.0 percent gross premiums tax on surplus lines of insurance if the insured purchases or renews surplus lines insurance coverage with an insurer not licensed in the State.

The insurance companies' tax accounted for approximately \$43.4 million, or 1.6 percent, of the State's FY 2004 preliminary general revenues. Both the dollar amount and the share of total general revenues decreased for the tax on insurance companies between preliminary FY 2004 and FY 2003.

Financial Institutions Excise Tax. For the privilege of existing as a banking institution during any part of the year, each State bank, trust company, or loan and investment company in the State must annually pay an excise tax. This excise tax is measured as the higher of either: (1) 9.0 percent of its net income of the preceding year, or (2) \$2.50 per \$10,000 or a fraction thereof of its authorized capital stock as of the last day of the preceding calendar year. A national bank within the State must only pay the excise tax measured by option (1) above. The minimum tax payable is \$100. Mutual savings banks and building and loan associations are subject to the tax, effective January 1, 1998.

The 1994 General Assembly passed legislation creating passive investment companies and exempting said companies from the financial institutions excise tax. A passive investment company is one with five or more full-time equivalent employees that maintain offices in Rhode Island and whose activities are limited to the maintenance and management of intangible investments such as securities, accounts receivable, patents, trademarks and similar intellectual properties

In 1996, the General Assembly enacted the Jobs Development Act. As subsequently amended, it currently provides for rate reductions of one-quarter of one percent for each 50 new jobs created by eligible firms for three years past the elected base year. A qualifying job must be a 30-hour per week, on average, position that pays at least 150 percent of the prevailing hourly minimum wage as determined by state law. After three years, the rate reduction is set at that of the third year for as long as the third year employment level is maintained.

In 1997, the General Assembly increased the investment tax credit for financial institutions from two to four percent of purchased buildings and structural components and 10.0 percent on buildings and equipment purchased or leased for firms that meet certain median wage or training performance criteria. The median wage criteria is pay to qualified full-time equivalent employees above the median wage to all Rhode Island businesses in the same two digit North American Industrial Classification code.

As noted above, in the 2001 Session, the General Assembly passed the enabling legislation for the State's Historic Structures Tax Credit. This tax credit allows a taxpayer to receive a tax credit equal to 30.0 percent of the qualified rehabilitation expenditures made in the substantial "rehabilitation of a certified historic structure." To qualify such expenditures must be made on structures that are "either: (i) depreciable under the Internal Revenue Code, or (ii) made with respect to property (other than the principal residence of the owner) held for sale by the owner." The legislation was made effective for January 1, 2002 with retroactivity back to January 1, 2000. These credits are transferable and can be carried forward for ten years. These tax credits can be used to offset the excise tax owed by financial institutions.

The financial institutions tax accounted for approximately \$(7.3 million), or -0.3 percent, of the State's FY 2004 preliminary general revenues. Both the dollar amount and the share of total general revenues decreased for the financial institutions excise tax between preliminary FY 2004 and FY 2003.

Banking Institutions Interest Bearing Deposits Tax. The bank interest bearing deposits tax was eliminated for state and national banks beginning January 1, 1998 and thereafter. A tax rate on deposits held by credit unions continues to apply with a rate of .0348 cents for each \$100 for institutions with over \$150 million in deposits and a rate of .0313 cents for each \$100 applying to credit unions with less than \$150 million in deposits.

The bank deposits tax accounted for approximately \$1.6 million, or 0.1 percent, of the State's FY 2004 preliminary general revenues. The dollar amount of bank deposits taxes was less in preliminary FY 2004 vs. FY 2003 while its share of total general revenues remained stable.

Estate Tax. For decedents whose deaths occurred before January 1, 2002, the estate tax will equal the applicable credit allowable under federal estate tax law. For decedents whose deaths occur on or after January 1, 2002, the estate tax will equal the maximum credit allowed under federal estate tax law as it was in effect as of January 1, 2002. Also, the State acted to ensure that any increase in the unified credit provided by 26 U.S.C., subsection 2010 in effect on or after January 1, 2002 shall not apply for Rhode Island estate tax purposes. The time period for filing a return is nine months from date of death.

The estate tax accounted for approximately \$23.9 million, or 0.9 percent, of the State's FY 2004 preliminary general revenues. The dollar amount of estate taxes was less in preliminary FY 2004 vs. FY 2003 while its share of total general revenues remained stable.

Cigarette Tax. The State's cigarette tax is comprised of a cigarette stamp tax, a cigarette floor stock tax, and a tax on the wholesale price of cigars, pipe tobacco, etc. The cigarette stamp tax generates well over 98 percent of the total cigarette taxes collected by the state.

The cigarette stamp tax has increased consistently over the last several years. In FY 1998 the cigarette excise tax was raised to 71 cents per pack of 20 cigarettes from 61 cents per pack. The cigarette excise tax rate was increased to \$1.00 per pack on July 1, 2001 and then to a \$1.32 a pack effective May 1, 2002. On July 1, 2003, the cigarette excise tax rate was increased to \$1.71 a pack. Finally, on July 1, 2004, it was increased by 75 cents to \$2.46 per pack of 20 cigarettes.

The cigarette tax accounted for approximately \$117.4 million, or 4.2 percent, of the State's FY 2004 preliminary general revenues. Both the dollar amount and the share of total general revenues increased for the cigarette tax between preliminary FY 2004 and FY 2003.

Motor Fuel Tax. The tax is due and is not refundable on the sale of all fuels used or suitable for operating internal combustion engines other than fuel used: (a) for commercial fishing and other marine purposes other than operating pleasure craft; (b) in engines, tractors, or motor vehicles not registered for use or used on public highways by lumbermen, water well drillers and farmers; (c) for the operation of airplanes; (d) by manufacturers who use diesel engine fuel for the manufacture of power and who use fuels other than gasoline and diesel engine fuel as industrial raw material; and (e) for municipalities and sewer commissions using fuel in the operation of vehicles not registered for use on public highways.

The State has pursued a long-term plan to dedicate all of the motor fuel tax receipts to transportation-related projects and operations. Prior to the convening of the 2002 General Assembly, all motor fuel tax proceeds were to be allocated for transportation purposes in FY 2003. The 2002 General Assembly, in Article 29 of the FY 2003

Appropriations Act, however, delayed the transfer of the final 0.25 cents from the General Fund to the Department of Transportation until FY 2004. In addition, the General Assembly increased the State's motor fuel tax from \$0.28 a gallon to \$0.30 a gallon effective July 1, 2002. This 2.0 cents a gallon increase in the gas tax was to remain with the General Fund for all future tax years. The allocation of motor fuel revenues was changed again by action of the 2003 General Assembly (see Transportation) such that for FY 2004 1.4 cents of motor fuel revenues will be available for the General Fund. Finally, in 2004, at the request of the Governor and with the concurrence of the General Assembly, the 2.0 cents of the per gallon motor fuel tax was again dedicated to the General Fund effective March 1, 2004.

The transfer of the motor fuel tax to the General Fund accounted for approximately \$8.4 million, or 0.3 percent, of the State's FY 2004 preliminary general revenues. Both the dollar amount of the motor fuel tax transfer and its share of total general revenues decreased between preliminary FY 2004 and FY 2003. It should be noted that \$14.3 million of FY 2003 motor fuel taxes collected represented the Department of Transportation's repayment of the debt service savings it reaped from the defeasance of some of its outstanding debt via the securitization of the State's future tobacco Master Settlement Agreement payments.

Other Taxes. In addition to the above described taxes, the State imposes various fees, taxes and excises for the sale of liquor and other alcoholic beverages, the registration of motor vehicles, the operation of pari-mutuel betting, and the conveyance of real estate.

In the 2002 Session, the General Assembly increased the State's real estate conveyance tax from \$1.40 per \$500 of valuation to \$2.00 per \$500 of valuation. Of this total assessment, the local municipality in which the sale of real estate took place retains \$1.10. The remaining \$0.90 is remitted to the state.

In the 2004 Session, the General Assembly repealed the State's prohibition on Sunday alcohol sales. This change allows package stores to sell beer, wine, and spirits between the hours of 12:00 p.m. and 6:00 p.m. on Sundays. It is important to note that State sales and use tax is applied to the final sale price of all beer, wine, and spirits sales in the State.

Other taxes accounted for approximately \$76.6 million, or 2.7 percent, of the State's FY 2004 preliminary general revenues. Both the dollar amount of other taxes and their share of total general revenues increased between preliminary FY 2004 and FY 2003.

Departmental Receipts. The largest category of departmental receipts is the group defined as licenses and fees. This category's prominence in departmental receipts is due largely to the assessment of the hospital licensing fee beginning in FY 1995.

The hospital licensing fee was first enacted in 1994 and yielded \$77.3 million in FY 1995. The FY 1998, FY 1999, and FY 2000 Appropriations Acts each extended the fee for one year and changed the base year upon which the fee would be applied. In each fiscal year, the hospital licensing fee was assessed at the rate of 2.0 percent of gross patient service receipts in the hospitals' 1995 base year. These changes yielded revenues of \$37.4 million annually for FY 1998, FY 1999 and FY 2000. The FY 2001 Appropriations Act extended the fee for FY 2001 at the rate of 4.0 percent of net patient service receipts in the hospital's 1999 base year and retroactively increased the fee to 2.65 percent for FY 2000. The retroactive increase for FY 2000 was assessed as a one-time 0.65 percent surcharge on gross patient service receipts in the hospital's 1995 base year. The total impact of these changes was a revenue yield of \$65.7 million in FY 2001. The FY 2002 Appropriations Act extended the fee for FY 2002 at the rate of 4.25 percent of net patient service revenues in the hospital's 1999 base year, yielding \$56.2 million. The FY 2003 Appropriations Act extended the fee for FY 2003 at the rate of 4.35 percent of net patient service receipts in the hospital's 2000 base year. Finally, for FY 2004 the rate was set at 4.0 percent of net patient service revenues applicable to the 2001 base year. Other significant license and fees revenues are derived from the registration of securities, motor vehicle title fees and various professional licenses.

In the 2004 Session, the Governor proposed and the General Assembly agreed to increase a wide variety of fees as part of the Governor's Fiscal Fitness initiative. Fee increases were passed for the Department of Administration, Department of Business Regulation, the Department of Children, Youth, and Families, the Department of Education, the Department of Environmental Management, the Department of Labor and Training, and the Department of Transportation. In addition, the hospital licensing fee was renewed for another year at a rate of 3.14 percent of 2003 net patient service revenues.

The second largest category of departmental receipts is sales and services, which includes disproportionate share revenues collected on behalf of the State hospitals as well as revenues derived from the sale of vanity license plates. A third category of departmental receipts is fines and penalties such as interest and penalties on overdue taxes. Lastly, the miscellaneous departmental revenues category includes revenues from investment earnings on General Fund balances as well as Child Support payments.

Departmental Receipts were approximately \$290.8 million, or 10.4 percent, of the State's preliminary general revenue in FY 2004. Preliminary FY 2004 departmental receipts were slightly higher on a nominal basis than in FY 2003, however, as a share of total general revenues they declined slightly.

Other Sources. The largest component of Other Sources is the transfer from the Rhode Island Lottery Commission. The State Lottery Fund was created in 1974 for the receipt and disbursement of revenues of the State Lottery Commission from sales of lottery tickets and license fees. The monies in the fund are allotted for: (1) establishing a prize fund from which payments of the prize are disbursed to holders of winning lottery tickets, the total of which prize payments equals, as nearly as is practicable, 45 percent of the total revenue accruing from the sale of lottery tickets; (2) payment of expenses incurred by the Commission in the operation of the State lotteries; and (3) payment to the State's General Fund of all revenues remaining in the State Lottery fund, provided that the amount to be transferred into the General Fund must equal not less than 30 percent of the total revenue received and accrued from the sale of lottery tickets plus any other income earned from the lottery.

The FY 2001 Appropriations Act increased the allowable payout percentages for certain lottery and keno games, and also redistributed net terminal income (NTI) from video lottery games, resulting in a greater portion of net terminal income being retained by the State. The FY 2003 Appropriations Act further redistributed NTI from video lottery games.

During the 2003 session, the General Assembly enacted legislation that increased the State's share of video lottery NTI. This was done by reducing the share of NTI paid to the pari-mutuel facilities that house the video lottery terminals (VLTs), lowering the allocation of NTI to the dog kennel owners at Lincoln Park, and cutting the payments to the providers of the video lottery games.

In the 2004 Session, the General Assembly again enacted legislation that increased the State's share of VLT NTI. In this case, the percentage of Lincoln Park net terminal income that was allocated to the dog kennel owners was eliminated and split between the State General Fund, Lincoln Park, and the Town of Lincoln.

Lottery transfers to the General Fund totaled \$281.1 million, which accounted for 10.1 percent of the State's preliminary general revenues in FY 2004. Both the dollar amount of the lottery transfer and its share of total general revenues increased between preliminary FY 2004 and FY 2003.

The next largest component of Other Sources is the Other Miscellaneous category. This category includes the State's Tobacco Master Settlement Agreement (MSA) payments as well as operating transfers to the General Fund from the proceeds of the State's securitization of its future tobacco MSA payments. The former totaled \$52.7 million and the later \$113.5 million for a total of \$166.2 million in tobacco settlement monies utilized in FY 2003. In FY 2004, tobacco Master Settlement Agreement payments totaled \$453,661 while tobacco securitization proceeds were \$1.45 million, or a total of \$1.9 million in tobacco settlement monies.

The total amount of Other Miscellaneous monies received was approximately \$19.7 million, which accounted for 0.7 percent of the State's preliminary FY 2004 total general revenues. For FY 2003, these amounts were \$184.1 million and 6.7 percent respectively.

Also included in the Other Sources category is the motor fuel tax transfer from the Intermodal Surface Transportation Fund. Gasoline tax receipts not dedicated for use by transportation agencies become available to the general fund. As noted above this amount was \$8.4 million in FY 2004 preliminary revenues.

The Unclaimed Property Transfer reflects funds that have escheated to the State. They include unclaimed items such as bank deposits, funds held by life insurance companies, deposits and refunds held by utilities, dividends, and property held by courts and public agencies. The General Treasurer deposits escheated funds into the general fund, with deductions made for administrative costs.

In the 2003 Session, the General Assembly passed legislation allowing the Office of the General Treasurer to decrease the holding period for proceeds received from the demutualization of insurance companies. In the 2004 Session, the General Assembly passed legislation reducing the holding period for escheated stock certificates to one year.

Unclaimed property transfers totaled \$17.0 million in FY 2004 and accounted for 0.6 percent of the State's preliminary general revenues for FY 2004. Both the dollar amount of the unclaimed property transfer and its share of total general revenues increased between preliminary FY 2004 and FY 2003.

Restricted Receipts. In FY 2003, the State expended \$136.6 million that was received in restricted receipts, excluding transfers into the General Fund. These reflect various specialized fees and charges, interest on certain funds and accounts maintained by the State and private contributions and grants to certain State programs. Such receipts are restricted under law to offset State expenditures for the program under which such receipts are derived.

Federal Receipts: In FY 2003, the State expended \$1.851 billion of revenues from the federal government, representing grants-in-aid and reimbursements to the State for expenditures for various health, welfare and educational programs and distribution of various restricted or categorical grants-in-aid.

Federal grants-in-aid reimbursements are normally conditioned to some degree, depending on the particular program being funded, on matching resources by the State ranging from a 50 percent matching expenditure to in-kind contributions. The largest categories of federal grants and reimbursements are made for medical assistance payments for the indigent (Title XIX), Temporary Assistance to Needy Families (TANF), and State Children's Health Insurance Programs – SCHIP (Title XXI). The federal participatory rates for Titles XIX and XXI are recalculated annually, and the major determinant in the rate calculation is the relative wealth of the State. The federal match rate was 55.4 percent effective October 1, 2002 and was increased to 58.35 percent in April 2003 due to the passage of the Jobs and Growth Tax Relief Program. Effective October 1, 2003 to June 30, 2003, the rate is 58.98 percent.

ECONOMIC FORECAST

This section describes the economic forecast used as input for the Revenue Estimating Conference's consensus revenue estimates. For historical information, please refer to Exhibit B.

The statutes governing the Revenue Estimating Conference were amended during the 1997 and 1998 legislative sessions. Beginning in Fiscal Year 1999, the statute requires that the principal members (the Budget Officer, the House Fiscal Advisor, and the Senate Fiscal Advisor) "shall adopt a consensus forecast upon which to base revenue estimates" (R.I.G.L. § 35-16-5 (e)).

The Revenue Estimating Conference incorporates a range of economic forecasts and economic information in making revenue estimates. During its May 2005 meeting, forecasts were presented by *Economy.com* and *Global Insight*. The Rhode Island Department of Labor and Training (DLT) also presented current employment and labor force trends.

Due to the Rhode Island Division of Taxation's procurement of an updated personal income tax simulation model in 2001, additional economic variables needed to be forecast at the November 2001 Conference and all Revenue Estimating Conferences thereafter. Thus, at the May 2005 Revenue Estimating Conference, fiscal year forecasts for the following economic variables were agreed upon (all measures are for Rhode Island unless otherwise noted): total employment, total personal income, wage and salary income, farm income, non-farm business income, dividends, interest and rent, total transfer payments, the unemployment rate, the U.S. consumer price index, the interest rate for ten year U.S. Treasury notes, and the interest rate for three month U.S. Treasury bills. Furthermore, the forecast of these economic variables was expanded to include the relevant calendar years and extended to cover the period from 2001 through 2013.

During the May 2005 Conference, as compared to the consensus economic forecast adopted at the November 2004 Revenue Estimating Conference, *Economy.com* shifted out its forecast for Rhode Island non-farm employment growth from FY 2005 to FY 2006. That is, *Economy.com* reduced its forecast for RI non-farm employment growth by 34 basis points in FY 2005, from 1.42 percent to 1.08 percent. In FY 2006, *Economy.com* increased its forecast of non-farm employment by 9 basis points from 1.75 percent to 1.84 percent. *Global Insight* also revised its FY 2005 estimate for RI non-farm employment growth down by 0.34 percent from 1.30 percent to 0.96 percent. In FY 2006, *Global Insight* increased its forecast of non-farm employment of 0.22 percent. In addition, *Economy.com* increased its

estimate for RI non-farm employment growth in the FY 2007 – FY 2009 by between 13 and 26 basis points but decreased it every year for the FY 2010–FY 2013 period by 5 to 10 basis points. *Global Insight's* forecast was similar in its adjustments; despite increasing RI non-farm employment growth from FY 2007 – FY 2009 by 13 to 30 basis points, a reduction was made in the FY 2010 – FY 2013 period of between 2 and 19 basis points each year. In May 2005, *Economy.com* has forecasted RI non-farm employment growth at an average of 42 basis points higher than *Global Insight* for the period FY 2005 – FY 2013. The stark differences in the growth levels remained from the November 2004 Conference, at which time each forecaster thought differently about the effects of Massachusetts economy's performance and the interaction between it and the Rhode Island economy. Faced with such divergent views on growth levels and similar views on current adjustments, the conferees adopted a growth forecast for RI non-farm employment that was a 41 and 5 basis point reduction from the November 2004 Consensus Economic Forecast for FY 2005 and FY 2006 respectively. In addition, a 5 basis point increase for FY 2007, a 5 basis point decrease for FY 2008, and the preservation of the November 2004 adopted forecast for the FY 2009–FY 2013 period were agreed upon.

As determined by the May 2005 Revenue Estimating Conference, Rhode Island's labor market has been strong, with total non-farm employment growing from 477.9 thousand jobs in FY 2002 to 486.5 thousand jobs in FY 2004. This gain of approximately 8,600 jobs is 200 more than forecasted in November 2004. In addition, the May 2005 REC forecasted job growth in FY 2005 of approximately 5,300 jobs, or 1.1 percent, and forecasted job growth of 7,300 jobs, or 1.5 percent, in non-farm employment in FY 2006. These adopted growth rates represent a revision downward from the November 2004 Conference estimates of 7,300 jobs, or 1.5 percent growth, in FY 2005 and 7,600 jobs, or 1.5 percent growth, in FY 2006. Rhode Island's long-run steady state non-farm employment growth rate is estimated at 0.8 percent, however, the principals of the May 2005 REC forecast that the State will be able to exceed that level in FY 2007 by 0.4 percentage points. This employment refers to the number of Rhode Island residents working, as opposed to the number of jobs in Rhode Island establishments.

The May 2005 Conference forecasted that personal income will grow steadily over the FY 2005–FY 2013 period, with average growth of approximately 4.4 percent over these fiscal years. The May 2005 Conference forecasts consumer price inflation to remain at or below 2.5 percent for the FY 2005–FY 2013 period, an average of 0.3 percent higher annually than forecasted in November 2004. In addition, Rhode Island's unemployment rate is forecasted to drop to 4.8 percent in FY 2005 from 5.4 percent in FY 2004 and then remain stable at 4.4 percent for the period FY 2006 – FY 2008. The unemployment rate is then expected to fall to 4.3 percent in FY 2009 and to attain its steady state equilibrium of 4.2 from FY 2010 through FY 2013.

The consensus economic forecast for the fiscal years 2003 to 2006 agreed upon by the conferees at the May 2005 Revenue Estimating Conference is shown in the following table. This consensus economic forecast reflects the belief that the economic recovery in Rhode Island will be strong but with slightly less robust growth in employment and stronger growth in personal income in the short term than was predicted at the November 2004 Revenue Estimating Conference.

The May 2005 Consensus Economic Forecast				
Rates of Growth	FY 2003	FY 2004	FY 2005	FY 2006
Total Employment	0.7%	1.1%	1.1%	1.5%
Personal Income	2.9%	4.8%	5.1%	4.7%
Wage and Salary Income	4.5%	5.0%	4.9%	5.1%
Farm Income	0.0%	0.0%	0.0%	0.0%
Non-Farm Business Income	2.7%	9.5%	7.2%	6.2%
Dividends, Interest and Rent	-4.7%	0.8%	4.6%	4.0%
Total Transfer Payments	3.6%	4.3%	4.8%	4.4%
Nominal Levels				
U.S. CPI-U	2.2%	2.2%	2.7%	2.5%
Unemployment Rate	5.3%	5.4%	4.8%	4.4%
Ten Year Treasury Notes	4.0%	4.3%	4.5%	5.3%
Three Month Treasury Bills	1.3%	1.0%	2.3%	3.9%

REVENUE ESTIMATES

Revenue estimates are predicated upon the consensus arrived at the May 2005 Revenue Estimating Conference. The Revenue Estimating Conference is required by law to convene at least twice annually to adopt a consensus forecast of general revenues for the current year and the budget year, based upon current law, collection trends, and the Consensus Economic Forecast.

FY 2005 Revised Revenue Estimate

The May 2005 Revenue Estimating Conference estimated general revenues of \$3.033 billion in FY 2005. This final FY 2005 estimate is an increase of \$78.8 million, or 2.7 percent, from the General Assembly's estimated general revenues of \$2.954 billion that were included in the FY 2005 Enacted Budget. The annual estimated revenue growth for FY 2005 is 9.6 percent more than the revised preliminary determination of the general revenues collected in FY 2004. The governor's revised budget for FY 2005 includes \$116,222 of revenue enhancements. The increase in FY 2005 general revenues is comprised of a large increase in personal income tax collections, business corporations tax collections, insurance companies taxes, inheritance and gift taxes, and the unclaimed property transfer to the General Fund. These revenue increases were offset in part by downward revisions in the lottery transfer to the General Fund, sales and use tax collections, departmental receipts, and cigarette tax collections.

The revised FY 2005 revenue estimate is a 2.7 percent increase from the enacted estimate passed by the General Assembly in July 2004. Revised revenues for FY 2005 are predicated upon a \$219.9 million increase in tax collections over revised preliminary FY 2004, or growth of 10.2 percent. The increase in Departmental Receipts is estimated to be on the order of \$9.3 million over revised preliminary FY 2004 collections, an increase of 3.3 percent. Other Sources are estimated to improve in FY 2005 by \$36.7 million, or 11.3 percent, from revised preliminary FY 2004 collections. Much of the increase in revised FY 2005 Other Sources is due to the increase in the State Lottery Fund's transfer to the General Fund of \$28.9 million, or 10.3 percent. The increase in the lottery transfer is due in part to the General Assembly's enactment of a change in the video lottery revenue sharing formula that is more favorable to the State. In addition, one-time settlement payments to Rhode Island Depositors Economic Protection Corporation (DEPCO) totaling over \$12.3 million occurred in FY 2005. These settlements are categorized as Other Miscellaneous general revenues. The General Fund is scheduled to receive \$9.4 million in gas tax revenues, an increase of 21.1 percent from revised preliminary FY 2004 collections. This growth is a result of the increase in the General Fund's share of the motor fuel tax from 1.4 cents per gallon of motor fuel sold to 2.0 cents in March 2004.

The largest source of FY 2005 revised general revenues is personal income tax payments, which are estimated to increase to \$980.6 million, or 12.7 percent over revised preliminary FY 2004 collections. Rhode Island's personal income tax rate remains unchanged from FY 2004 at 25.0 percent of Rhode Island taxable income. The increased Investment Tax Credit and Research and Development Tax Credits also continue to impact tax collections in FY 2005, as individuals and businesses continue to reap the benefits of an improved tax structure in Rhode Island. The Historic Preservation Tax Credits were estimated to decrease personal income tax collections in FY 2005. In revised preliminary FY 2004 collections, these credits decreased personal income tax revenues by \$8.4 million. The degree to which Historic Preservation Tax Credits will affect FY 2005 personal income taxes was not agreed upon at the May 2005 Conference. Personal income taxes are expected to comprise 32.3 percent of final general revenues collected in FY 2005.

The Sales Tax is expected to show gains in revised FY 2005 collections of \$26.2 million over revised preliminary FY 2004 collections. Sales taxes represent 28.0 percent of revised general revenues in FY 2005. Rhode Island sales tax collections are expected to increase in FY 2005 due primarily to the strength of the Rhode Island housing market and continued improvement in the State's economy. Rising fuel costs and upward interest rate adjustments, however, are expected to detract from sales tax collections in FY 2005 through FY 2006. Revised collections for FY 2005 are \$849.1 million, reflecting a growth rate of 3.2 percent over revised preliminary FY 2004 collections and a decrease of \$9.5 million from the enacted FY 2005 estimate passed by the General Assembly in July 2004.

Within the excise tax category, motor vehicle tax collections are revised to \$46.5 million in FY 2005, a decrease of 1.8 percent over revised preliminary FY 2004 collections. The motor fuel tax estimate was revised down \$92,000 from the \$1.1 million enacted estimate. This revised value is higher than revised preliminary FY 2004 receipts by \$140,498. The revised FY 2005 cigarette tax estimate of \$136.7 million is a decrease of \$7.1 million from the enacted FY 2005 estimate but a sharp upward increase of \$19.4 million from revised preliminary FY 2004

collections. Both of these figures reflect the 2004 General Assembly's enactment of an increase in the cigarette tax from \$1.71 per pack to \$2.46 per pack effective July 1, 2004. The final FY 2005 cigarette tax estimate is a decrease of 4.9 percent from the enacted FY 2005 estimate and 16.6 percent greater than revised preliminary FY 2004 collections.

The final FY 2005 estimate of general business taxes projects positive growth over revised preliminary FY 2004 collections in nearly all categories, the exception being the public utilities gross earnings taxes which is projected to decline by \$3.2 million. The May 2005 adopted estimate for the public utilities gross earnings tax of \$89.0 million reflects an increase of \$2.5 million from the enacted FY 2005 estimate. The revised FY 2005 estimate reflects growth of -3.5 percent from revised preliminary FY 2004 collections. The May Conference estimate for FY 2005 insurance companies taxes includes an unspecified decrease in collections due to the Historic Preservation Tax Credits. In revised preliminary FY 2004, Historic Preservation Tax Credit totals for insurance companies taxes were \$3.1 million. The FY 2005 final estimate for business corporations taxes is \$36.0 million, or 47.4 percent above revised preliminary FY 2004 collections. This revised estimate includes an undetermined amount of Historic Preservation Tax Credits taken in FY 2005. In revised preliminary FY 2004, Historic Preservation Tax Credits taken by business corporations tax filers totaled \$25,000.

The Financial Institutions taxes estimate has been revised upward to -\$1.1 million in FY 2005, \$1.9 million above the enacted FY 2005 estimate of -\$3.0 million. The primary reason for the upward revision in the Financial Institutions tax was the fact that a large financial institution in the State took a tax year 2002 refund of \$10.8 million in November 2003. At this time, although an additional \$10.7 million of tax year 2003 refundable tax payments are still owed this financial institution, it has been intimated that this institution will not request a payment of this refund in the near future. The health care provider tax was revised to yield \$48.0 million in FY 2005, an increase of \$7.7 million, or 19.1 percent, from the \$40.3 million of revised preliminary FY 2004 collections.

Inheritance and gift taxes were revised upward in FY 2005 to \$31.7 million, \$6.7 million, or 26.8 percent, more than the enacted FY 2005 estimate and \$7.8 million, or 32.6 percent, greater than revised preliminary FY 2004 collections. Racing and athletics taxes were revised downward for FY 2005 by \$410,000 from the enacted FY 2005 estimate. Realty Transfer Taxes were revised up by \$3.5 million in FY 2005 to \$14.5 million from an enacted FY 2005 estimate of \$11.0 million. This upward revision is attributable to the robust Rhode Island housing market, which was one of the strongest markets in the country during 2004 and has remained so in 2005. The revised FY 2005 estimate is 11.2 percent greater than revised preliminary FY 2004 collections.

The final FY 2005 estimate for Departmental Receipts is \$294.7 million, an increase of \$9.3 million, or 3.3 percent, from revised preliminary FY 2004 collections. The revised FY 2005 Departmental Receipts estimate is \$9.2 million less than the enacted FY 2005 estimate. The governor's revised budget includes an increase of \$386,272 due to a proposed indirect cost recovery rate change from 7.0 to 10.0 percent.

Other Sources receipts were revised to \$362.1 million in FY 2005 from an enacted estimate of \$362.3 million. The major components in this category include other miscellaneous revenues, as well as transfers from the State Lottery Fund, unclaimed property and gas tax transfers from the Intermodal Surface Transportation Fund (ISTF). The unclaimed property estimate is reduced by \$270,050 in the Governor's revised FY 2005 budget as a result of reduced transfer caused by the proposed higher indirect cost recovery rate. Other Sources were increased by \$69,633 from the FY 2005 Enacted Budget. Other Sources are expected to increase by \$36.7 million from revised preliminary FY 2004 collections. The remaining components of Other Sources are expected to increase in FY 2005 relative to revised preliminary FY 2004 collections with the exception of the unclaimed property transfer.

Transfers from the State Lottery Fund have been revised to increase by \$28.9 million in FY 2005 over revised preliminary FY 2004 transfers. The increase in State Lottery Fund transfers relative to revised preliminary FY 2004 collections is attributable to growth in video lottery terminal revenues and a favorable change in the allocation of net terminal income to the State passed by the General Assembly in July 2004. With respect to the FY 2005 enacted lottery transfer estimate, the revised FY 2005 lottery transfer estimate is \$12.4 million less than in the FY 2005 enacted budget. The downward revision in the lottery transfer in FY 2005 from the enacted FY 2005 estimate is a result of several issues. Current fiscal year collections from instant ticket and on-line games have been growing at rates well below those anticipated in July 2004. The State's indoor smoking ban, effective March 1, 2005, negatively impacted monitor game (i.e., Keno) sales. The high costs of gasoline and home heating shrunk discretionary income. The increase in the State's cigarette tax has decreased cigarette sales at retail outlets and a concurrent drop in instant ticket sales has resulted. Additionally, the time between Powerball jackpots of greater than \$200.0 million has been

longer than usual and there had been no jackpots greater than \$100.0 million during this interim period. This has resulted in a decrease in Powerball ticket sales from December 2004 through April 2005.

Transfers from the ISTF are expected to be \$9.4 million in FY 2005. This total is \$1.6 million more than in 2004 due to the shift of \$0.006 of the \$0.30 per gallon motor fuel tax to the general fund from the Rhode Island Public Transit Authority effective March 1, 2004.

Transfers from the Unclaimed Property fund were revised downward in FY 2005 to fall \$1.0 million below revised preliminary FY 2004 collections. The expected fall in the unclaimed property transfer is due to the year to date levels of claims paid that the State's unclaimed property program has incurred through April 2005.

In the revised FY 2005 budget, the Governor proposes a net change to the adopted revenue estimates of \$116,222. In total, the Governor's revised FY 2005 budget estimates revenue of \$3.033 billion. This includes an increase of \$386,272 from increasing the rate for indirect cost recoveries from 7.0 to 10.0 percent and \$270,050 in reduced unclaimed property transfer from the increase in the indirect cost recovery rate. This is an increase of \$265.9 million, or 9.6 percent, over revised preliminary FY 2004 revenue collections and an increase of \$78.8 million, or 2.7 percent, from the enacted FY 2005 budget passed by the General Assembly in July 2004.

FY 2006 Revenue Estimate

The May 2005 Revenue Estimating Conference estimated general revenues of \$3.077 billion for FY 2006. This FY 2006 estimate is an increase of \$44.3 million, or 1.5 percent, from the FY 2005 final revenue estimate of \$3.033 billion. This increase does not include the renewal of the Hospital Licensing Fee. In FY 2005, this fee generated \$58.6 million. The Governor's proposed FY 2006 budget contains revenue enhancements of \$87.8 million, including \$64.4 million for the Hospital Licensing Fee and \$7.7 million for projected enhanced Judiciary collections, for total recommended revenues of \$3.165 billion. The Governor's recommended FY 2006 revenues represent growth of 4.4 percent over the revised FY 2005 budget.

The estimate for personal income taxes adopted at the May 2005 Revenue Estimating Conference was \$1.035 billion for FY 2006. The Governor's recommended FY 2006 budget estimates the personal income tax to be \$1.035 billion, a 5.5 percent increase over the estimate in the Governor's revised FY 2005 budget. The Governor's FY 2006 personal income tax estimate includes an unspecified decrease in collections due to the Historic Preservation Tax Credits as well as other foregone revenue due to the Investment Tax Credit and the Research and Development Tax Credit as of the May 2005 Conference.

The estimate for sales and use taxes adopted at the May 2005 Revenue Estimating Conference was \$886.0 million. The Governor's recommended FY 2006 budget estimates the sales and use tax to be \$887.9 million, an increase of \$38.8 million, or 4.6 percent, over the estimate in the revised FY 2005 budget. The Governor's recommended FY 2006 sales and use tax estimate includes \$1.9 million in revenue enhancements. Additional sales tax revenues are estimated from the Governor's proposal to require that cigarette wholesalers pay the state sales tax on cigarettes at the time that cigarette excise tax stamps are purchased. The FY 2006 growth rate estimated for sales and use taxes at the May 2005 Conference is 4.3 percent, or \$36.9 million over the FY 2005 sales and use tax collections estimated at the same conference.

The estimate for taxes on insurance companies adopted at the May 2005 Revenue Estimating Conference was \$52.4 million. The Governor's recommended FY 2006 budget is an 8.7 percent increase over the revised May 2005 recommended FY 2005 taxes on insurance companies, a \$4.5 million increase. The Governor's recommended FY 2006 budget estimates the insurance companies tax to be \$56.2 million. The recommended FY 2006 insurance companies tax estimate contains \$3.8 million in revenue enhancements associated with the proposed repeal of the tax exemption for Beacon Mutual Insurance Company, the State's workers compensation insurer of last resort. It should be noted that the Governor's recommended estimate for insurance company tax revenues includes an undetermined decrease in collections due to Historic Preservation Tax Credits as of the May 2005 Conference.

The estimate for FY 2006 cigarette tax collections adopted at the May 2005 Revenue Estimating Conference was \$125.6 million, a decrease of \$11.1 million, or -8.1 percent, from the revised FY 2005 estimate. The sharp decrease in projected cigarette tax collections continues to reflect the increasing elasticity of demand for cigarettes subject to the State's cigarette stamp excise tax as the price of cigarettes has risen sharply over that past five years. The Governor's recommended FY 2006 budget does not propose any change to the State's cigarette tax.

The estimate for other miscellaneous revenues adopted at the May 2005 Revenue Estimating Conference was \$12.5 million. The Governor's recommended FY 2006 budget estimates other miscellaneous revenues to be \$19.0 million, a decrease of \$8.0 million, or 29.7 percent, from the FY 2005 estimate adopted at the May 2005 Revenue Estimating Conference. The drop from FY 2005 is mainly due to the improved FY 2005 estimates that resulted from the DEPCO settlements that are not expected to recur in FY 2006. The Governor recommends an increase of \$6.5 million to the FY 2006 revenue estimate via his proposal to transfer surplus retained earnings from the Rhode Island Resource Recovery Corporation and the Underground Storage Tank Review Board of \$4.0 million and \$2.5 million respectively.

The FY 2006 estimate for the lottery transfer to the General Fund adopted at the May 2005 Revenue Estimating Conference was \$350.5 million. The Governor's recommended FY 2006 budget adopts this estimated level of the lottery transfer. The May Conference's estimate represents an increase of \$40.5 million, or 13.1 percent, over the revised FY 2005 estimate for the lottery transfer to the General Fund. The recommended FY 2006 lottery transfer estimate contains no revenue enhancements from altering the revenue distribution formula but does rely on the installation of 459 new video lottery terminals at Lincoln Park and 50 new video lottery terminals at Newport Grand the State's two authorized video lottery retailers.

The FY 2006 estimate for the unclaimed property transfer to the General Fund adopted at the May 2005 Revenue Estimating Conference was \$10.7 million, a decrease of \$5.3 million from the revised FY 2005 estimate. This decrease is attributable to the purchase of Fleet Boston Financial by Bank of America and the resultant change in ownership. Bank of America is a North Carolina chartered bank holding company and therefore North Carolina will receive all escheated unclaimed property from all states in which Bank of America does business. Fleet Boston Financial was a Rhode Island chartered bank holding company and the State received escheated Fleet Boston Financial monies in the past. The Governor's recommended FY 2006 budget accounts for the impact of the increase in the indirect cost recovery rate that is applied to the unclaimed property revenue source. This yields an additional net decrease in the unclaimed property transfer of \$230,950 between the FY 2005 revised and the FY 2006 recommended budgets.

COMPARATIVE STATEMENTS OF REVENUES AND EXPENDITURES

The following tables set forth comparative summaries for all State General Revenues for fiscal years 2003 through 2006 and expenditures for the fiscal years 2003 through 2006. General Fund data for FY 2003 is derived from the State's Comprehensive Annual Financial Report prepared by the State Controller, and post audited by the Auditor General. Expenditure data for fiscal year 2004 reflects preliminary estimates of actual expenditures derived the preliminary closing report of the State Controller, and modified by certain potential adjustments by the State Controller and Auditor General. Expenditures for fiscal year 2005 reflect enacted appropriations adjusted for the changes to expenditures proposed by the Governor in January 2005, with amendments. Expenditures for FY 2006 reflect those in the Appropriation Act proposed to the General Assembly by the Governor in January 2005, with amendments. In addition, expenditures include other sources of funds outside the General Fund that are appropriated for budgetary purposes. These include all expenditures shown from other fund sources, as well as certain expenditures from Federal and Restricted Sources. The expenditure tables restate amounts classified by the Controller as "operating transfers," or amounts received by or transferred to other funds, as expenditures.

General Fund revenues for FY 2003 reflect the audited actual revenues as reported by the State Controller. General Fund revenues for FY 2004 reflect preliminary estimates of actual revenues derived from preliminary closing statements of the State Controller, modified by certain potential adjustments by the State Controller and Auditor General. FY 2005 and FY 2006 revenues are predicated upon consensus estimates of the Revenue Estimating Conferences in May 2005, as adjusted by the statutory changes to revenues adopted by the Revenue Estimating Conference which were proposed by the Governor, with amendments. These estimates are explained under the section above entitled *Revenue Estimates* and the subheading below entitled *Free Surplus*.

General Revenues as Recommended

	FY 2003	FY 2004 Adjusted Preliminary	FY 2005 Revised	FY 2006 Recommended
Personal Income Tax	\$813,341,218	\$870,203,448	\$980,600,000	\$1,034,661,645
General Business Taxes				
Business Corporations*	62,818,292	75,996,096	112,000,000	109,524,714
Public Utilities Gross Earnings	76,134,288	92,209,614	89,000,000	90,000,000
Financial Institutions	9,804,211	(7,296,194)	(1,100,000)	100,000
Insurance Companies	51,287,425	43,418,735	51,700,000	56,185,345
Bank Deposits	1,697,630	1,579,935	1,600,000	1,640,000
Health Care Provider Assessment	28,140,784	40,317,507	48,000,000	49,300,000
Sales and Use Taxes				
Sales and Use	777,364,781	822,855,222	849,100,000	887,888,065
Motor Vehicle	47,250,900	47,355,716	46,500,000	49,210,699
Motor Fuel	1,022,168	859,502	1,000,000	1,000,000
Cigarettes	94,379,289	117,263,392	136,700,000	125,600,000
Alcohol	10,059,399	10,342,162	11,000,000	11,400,000
Controlled Substances	-	-	-	-
Other Taxes				
Inheritance and Gift	24,351,448	23,904,508	31,700,000	31,700,000
Racing and Athletics	4,939,017	4,587,070	4,200,000	4,020,000
Realty Transfer	9,781,150	13,036,709	14,500,000	14,900,000
Total Taxes	2,012,372,000	2,156,633,422	2,376,500,000	2,467,130,468
Departmental Receipts	290,254,791	285,004,989	294,686,272	308,928,512
Taxes and Departmentals	2,302,626,791	2,441,638,411	2,671,186,272	2,776,058,980
Other Sources				
Gas Tax Transfer	25,506,330	7,760,433	9,400,000	9,520,000
Other Miscellaneous	184,086,402	19,705,661	26,950,000	18,950,000
Lottery	236,540,055	281,141,647	310,000,000	350,500,000
Unclaimed Property	8,458,048	17,042,121	15,729,950	10,199,000
Other Sources	454,590,835	325,649,862	362,079,950	389,169,000
Total General Revenues	\$2,757,217,626	\$2,767,288,273	\$3,033,266,222	\$3,165,227,980

Expenditures from General Revenues

	FY2003 Audited	FY 2004 Unaudited Revised	FY2005 Rev Recommended	FY2006 Recommended
General Government				
Administration	\$ 367,405,218	\$ 336,916,344	\$ 418,375,046	\$ 414,768,413
Business Regulation	9,185,949	9,330,043	9,522,036	10,535,244
Labor and Training	6,842,571	7,534,669	7,049,593	6,768,870
Legislature	27,421,875	24,362,256	29,130,423	27,951,951
Lieutenant Governor	795,014	841,746	869,076	917,362
Secretary of State	5,974,313	4,554,708	5,132,164	4,799,470
General Treasurer	3,497,996	2,731,693	3,605,979	2,898,672
Boards for Design Professionals	439,718	418,901	419,493	359,516
Board of Elections	3,118,288	1,315,570	1,555,970	1,421,683
Rhode Island Ethics Commission	880,894	850,786	1,129,593	1,207,394
Governor's Office	6,206,325	4,380,811	4,397,125	4,530,495
Public Utilities Commission	658,167	639,946	678,534	710,111
Rhode Island Commission on Women	128,402	65,185	83,876	86,557
Subtotal - General Government	\$ 432,554,730	\$ 393,942,657	\$ 481,948,908	\$ 476,955,738
Human Services				
Children, Youth, and Families	142,506,880	141,197,300	155,192,648	164,304,353
Elderly Affairs	27,333,971	29,279,214	26,497,219	28,697,126
Health	34,814,798	33,719,333	30,205,086	28,225,681
Human Services	603,149,660	633,285,805	716,865,310	762,945,054
Mental Health, Retardation, & Hospitals	220,817,604	214,539,342	232,133,981	238,267,015
Office of the Child Advocate	534,804	497,068	394,960	498,621
Commission on Deaf & Hard of Hearing	216,486	236,615	299,540	307,606
RI Developmental Disabilities Council	-	-	-	-
Governor's Commission on Disabilities	518,275	538,148	508,483	531,409
Commission for Human Rights	814,166	1,038,517	989,299	979,397
Office of the Mental Health Advocate	309,546	322,571	335,157	351,329
Subtotal - Human Services	\$ 1,031,016,190	\$ 1,054,653,911	\$ 1,163,421,683	\$ 1,225,107,591
Education				
Elementary and Secondary	742,734,656	776,026,645	794,285,041	835,532,932
Higher Education - Board of Governors	169,453,714	171,028,237	173,200,070	181,512,437
RI Council on the Arts	1,682,788	1,605,871	2,443,965	2,341,921
RI Atomic Energy Commission	668,866	695,635	719,144	765,890
Higher Education Assistance Authority	6,017,049	11,051,447	9,957,984	9,900,422
Historical Preservation and Heritage Commission	1,023,624	1,022,293	1,218,829	1,266,602
Public Telecommunications Authority	1,121,228	1,217,692	1,143,252	1,285,906
Subtotal - Education	\$ 922,701,925	\$ 962,647,819	\$ 982,968,285	\$ 1,032,606,110

Expenditures from General Revenues

	FY2003 Audited	FY 2004 Unaudited Revised	FY2005 Rev Recommended	FY2006 Recommended
Public Safety				
Attorney General	15,598,431	16,077,703	17,283,697	17,808,654
Corrections	137,096,214	144,082,968	147,322,766	146,802,300
Judicial	63,839,003	67,428,309	72,189,646	72,661,023
Military Staff	2,203,488	2,019,613	2,311,762	2,331,813
E-911 Emergency Telephone System	3,965,519	4,037,237	3,841,168	3,968,299
Fire Safety Code Board of Appeal & Review	241,753	211,693	243,629	266,894
State Fire Marshal	1,352,605	1,514,606	2,043,765	2,368,505
Commission on Judicial Tenure and Discipline	111,692	95,720	125,254	106,650
Rhode Island Justice Commission	166,450	161,663	253,962	253,085
Municipal Police Training Academy	344,422	343,298	361,375	373,710
State Police	38,382,940	39,147,188	42,477,586	44,785,482
Office Of Public Defender	5,935,302	6,291,199	6,915,154	7,677,125
Subtotal - Public Safety	\$ 269,237,819	\$ 281,411,197	\$ 295,369,764	\$ 299,403,540
Natural Resources				
Environmental Management	32,311,629	31,448,346	32,933,072	36,531,685
Coastal Resources Management Council	1,464,113	1,457,694	1,467,463	1,524,855
Water Resources Board	1,037,286	911,497	1,160,683	1,295,239
Subtotal - Natural Resources	\$ 34,813,028	\$ 33,817,537	\$ 35,561,218	\$ 39,351,779
Transportation				
Transportation	-	-	-	-
Subtotal - Transportation	\$ -	\$ -	\$ -	\$ -
Total	\$ 2,690,323,692	\$ 2,726,473,121	\$ 2,959,269,858	\$ 3,073,424,758

Expenditures from Federal Funds

	FY2003 Audited	FY 2004 Unaudited Revised	FY2005 Rev Recommended	FY2006 Recommended
General Government				
Administration	\$ 32,502,341	\$ 82,181,651	\$ 37,673,521	\$ 25,627,540
Business Regulation	-	-	-	-
Labor and Training	34,400,596	31,357,468	32,169,765	28,569,144
Legislature	-	-	-	-
Lieutenant Governor	-	-	-	-
Secretary of State	28,638	1,502,841	2,573,724	981,955
General Treasurer	329,090	2,372,572	2,188,724	1,499,239
Boards for Design Professionals	-	-	-	-
Board of Elections	-	953,091	1,342,576	1,086,873
Rhode Island Ethics Commission	-	-	-	-
Governor's Office	-	-	-	-
Public Utilities Commission	64,117	60,539	72,490	75,437
Rhode Island Commission on Women	-	-	-	-
Subtotal - General Government	\$ 67,324,782	\$ 118,428,161	\$ 76,020,800	\$ 57,840,188
Human Services				
Children, Youth, and Families	92,044,324	109,087,004	108,996,277	109,499,738
Elderly Affairs	10,325,114	11,776,519	13,284,640	12,846,033
Health	58,733,812	67,324,256	68,708,429	66,802,877
Human Services	811,725,133	913,170,345	943,736,840	997,673,037
Mental Health, Retardation, & Hospitals	217,167,224	241,479,073	232,726,518	240,595,171
Office of the Child Advocate	371,516	84,478	34,172	48,060
Commission on Deaf & Hard of Hearing	-	-	-	45,336
RI Developmental Disabilities Council	499,370	481,413	510,313	511,924
Governor's Commission on Disabilities	1,408	17,568	153,349	116,928
Commission for Human Rights	347,282	62,689	213,808	269,705
Office of the Mental Health Advocate	-	-	-	-
Subtotal - Human Services	\$ 1,191,215,183	\$ 1,343,483,345	\$ 1,368,364,346	\$ 1,428,408,809
Education				
Elementary and Secondary	128,195,727	147,742,910	169,112,172	178,766,858
Higher Education - Board of Governors	2,829,217	1,882,161	3,351,931	3,085,532
RI Council on the Arts	575,627	568,614	676,661	758,437
RI Atomic Energy Commission	(2,558)	123,663	325,000	325,000
Higher Education Assistance Authority	5,007,519	7,481,023	10,406,758	12,390,339
Historical Preservation and Heritage Commission	545,283	511,398	603,760	583,881
Public Telecommunications Authority	-	194,865	360,736	-
Subtotal - Education	\$ 137,150,815	\$ 158,504,635	\$ 184,837,018	\$ 195,910,047

Expenditures from Federal Funds

	FY2003 Audited	FY 2004 Unaudited Revised	FY2005 Rev Recommended	FY2006 Recommended
Public Safety				
Attorney General	1,648,743	1,477,922	1,697,376	1,158,544
Corrections	3,127,232	1,800,395	10,844,316	9,473,800
Judicial	3,267,741	2,763,387	5,170,158	3,129,095
Military Staff	10,857,391	22,404,349	43,504,475	26,480,631
E-911 Emergency Telephone System	-	-	136,000	219,000
Fire Safety Code Board of Appeal & Review	-	-	-	-
State Fire Marshal	151,515	100,454	340,379	341,635
Commission on Judicial Tenure & Discipline	-	-	-	-
Rhode Island Justice Commission	4,798,274	4,748,950	5,785,219	5,451,607
Municipal Police Training Academy	18,535	21,819	129,351	30,000
State Police	1,768,728	1,323,303	1,972,611	1,979,224
Office Of Public Defender	376,402	384,243	451,359	237,847
Subtotal - Public Safety	\$ 26,014,561	\$ 35,024,822	\$ 70,031,244	\$ 48,501,383
Natural Resources				
Environmental Management	14,887,796	14,636,019	28,357,942	30,190,338
Coastal Resources Management Council	1,653,805	1,541,458	2,832,511	1,753,000
Water Resources Board	172,500	553,805	500,000	500,000
Subtotal - Natural Resources	\$ 16,714,101	\$ 16,731,282	\$ 31,690,453	\$ 32,443,338
Transportation				
Transportation	163,081,687	179,496,694	207,381,293	207,852,520
Subtotal - Transportation	\$ 163,081,687	\$ 179,496,694	\$ 207,381,293	\$ 207,852,520
Total	\$ 1,601,501,129	\$ 1,851,668,938	\$ 1,938,325,154	\$ 1,970,956,285

Expenditures From Restricted Receipts

	FY2003 Audited	FY 2004 Unaudited Revised	FY2005 Rev Recommended	FY2006 Recommended
General Government				
Administration	\$ 9,675,537	\$ 10,244,668	\$ 9,618,697	\$ 10,103,962
Business Regulation	403,145	555,047	783,192	808,362
Labor and Training	20,390,413	22,053,116	24,850,138	20,684,521
Legislature	1,256,539	1,488,885	1,101,145	1,272,479
Lieutenant Governor	-	-	-	-
Secretary of State	415,326	475,516	481,587	485,628
General Treasurer	16,478,403	27,669,550	25,439,784	18,575,386
Boards for Design Professionals	-	-	-	-
Board of Elections	-	-	-	-
Rhode Island Ethics Commission	-	-	-	-
Governor's Office	-	-	-	-
Public Utilities Commission	3,827,731	3,909,396	5,369,768	5,634,792
Rhode Island Commission on Women	-	-	-	-
Subtotal - General Government	\$ 52,447,094	\$ 66,396,177	\$ 67,644,311	\$ 57,565,130
Human Services				
Children, Youth, and Families	2,494,922	1,976,012	2,219,959	1,628,401
Elderly Affairs	-	-	-	-
Health	8,627,102	9,729,391	12,687,734	11,580,072
Human Services	3,474,543	3,625,799	4,438,871	5,612,622
Mental Health, Retardation, & Hospitals	43,760	45,970	100,000	100,000
Office of the Child Advocate	-	16,682	1,318	-
Commission on Deaf & Hard of Hearing	-	-	-	-
RI Developmental Disabilities Council	-	-	-	-
Governor's Commission on Disabilities	9,252	12,489	61,635	63,605
Commission for Human Rights	-	-	-	-
Office of the Mental Health Advocate	-	-	-	-
Subtotal - Human Services	\$ 14,649,579	\$ 15,406,343	\$ 19,509,517	\$ 18,984,700
Education				
Elementary and Secondary	1,220,713	1,900,632	3,285,700	4,859,230
Higher Education - Board of Governors	-	-	583,355	607,689
RI Council on the Arts	(42,573)	12,132	200,000	600,000
RI Atomic Energy Commission	-	-	-	-
Higher Education Assistance Authority	-	-	-	-
Historical Preservation and Heritage Commission	50,757	77,853	218,900	236,662
Public Telecommunications Authority	-	-	-	-
Subtotal - Education	\$ 1,228,897	\$ 1,990,618	\$ 4,287,955	\$ 6,303,581

Expenditures From Restricted Receipts

	FY2003 Audited	FY 2004 Unaudited Revised	FY2005 Rev Recommended	FY2006 Recommended
Public Safety				
Attorney General	582,076	667,937	841,962	861,932
Corrections	2,456,374	1,811,063	220,349	136,875
Judicial	6,559,800	7,139,711	7,284,388	7,390,042
Military Staff	114,415	80,254	418,704	421,429
E-911 Emergency Telephone System	-	-	1,534,189	1,656,924
Fire Safety Code Board of Appeal & Review	-	-	-	-
State Fire Marshal	-	-	-	-
Commission on Judicial Tenure & Discipline	-	-	-	-
Rhode Island Justice Commission	11,596	20,421	30,000	30,000
Municipal Police Training Academy	-	-	-	-
State Police	193,184	379,015	445,268	301,100
Office Of Public Defender	-	-	-	-
Sheriffs of Several Counties	-	-	-	-
Subtotal - Public Safety	\$ 9,917,445	\$ 10,098,402	\$ 10,774,860	\$ 10,798,302
Natural Resources				
Environmental Management	9,210,337	9,856,218	11,320,123	10,394,288
Coastal Resources Management Council	3,352,963	5,210,304	250,000	805,733
Water Resources Board	596,555	537,975	939,134	338,899
Subtotal - Natural Resources	13,159,855	15,604,498	12,509,257	11,538,920
Transportation				
Transportation	25,860,444	29,525,852	6,379,851	6,000
Subtotal - Transportation	\$ 25,860,444	\$ 29,525,852	\$ 6,379,851	\$ 6,000
Total	\$ 117,263,314	\$ 139,021,889	\$ 121,105,751	\$ 105,196,633

Expenditures From Other Funds

	FY2003 Audited	FY 2004 Unaudited Revised	FY2005 Rev Recommended	FY2006 Recommended
General Government				
Administration	\$ 65,301,395	\$ 74,678,353	\$ 65,410,422	\$ 81,841,109
Business Regulation	-	-	-	-
Labor and Training	425,441,233	407,472,563	379,983,149	389,254,534
Legislature	-	-	-	-
Lieutenant Governor	-	-	-	-
Secretary of State	-	-	-	-
General Treasurer	7,647,972	4,592,435	7,746,237	5,499,474
Boards for Design Professionals	-	-	-	-
Board of Elections	-	-	-	-
Rhode Island Ethics Commission	-	-	-	-
Governor's Office	-	-	-	-
Public Utilities Commission	-	-	-	-
Rhode Island Commission on Women	-	-	-	-
Subtotal - General Government	\$ 498,390,600	\$ 486,743,351	\$ 453,139,808	\$ 476,595,117
Human Services				
Children, Youth, and Families	133,637	20,757	965,281	2,629,660
Elderly Affairs	4,955,717	4,726,979	4,700,000	4,760,000
Health	83,519	79,292	112,463	115,076
Human Services	140,000	-	-	385,000
Mental Health, Retardation, & Hospitals	1,250,716	677,591	4,848,366	8,411,261
Office of the Child Advocate	-	-	-	-
Commission on Deaf & Hard of Hearing	-	-	-	-
RI Developmental Disabilities Council	-	-	-	-
Governor's Commission on Disabilities	-	17,000	217,000	300,000
Commission for Human Rights	-	-	-	-
Office of the Mental Health Advocate	-	-	-	-
Subtotal - Human Services	\$ 6,563,589	\$ 5,521,620	\$ 10,843,110	\$ 16,600,997
Education				
Elementary and Secondary	72,088	198,023	1,279,162	277,280
Higher Education - Board of Governors	404,769,856	440,299,936	471,875,962	493,814,437
RI Council on the Arts	-	-	-	-
RI Atomic Energy Commission	144,657	148,512	202,195	157,049
Higher Education Assistance Authority	3,381,948	3,967,934	6,364,746	6,398,486
Historical Preservation and Heritage Commissic	-	-	-	-
Public Telecommunications Authority	523,200	935,942	3,565,051	756,911
Subtotal - Education	\$ 408,891,749	\$ 445,550,347	\$ 483,287,116	\$ 501,404,163

Expenditures From Other Funds

	FY2003 Audited	FY 2004 Unaudited Revised	FY2005 Rev Recommended	FY2006 Recommended
Public Safety				
Attorney General	-	-	397,500	271,000
Corrections	1,135,960	768,628	3,333,975	6,180,648
Judicial	74,215	245,356	852,654	1,250,000
Military Staff	57,260	233,333	699,472	918,825
E-911 Emergency Telephone System	-	-	-	-
Fire Safety Code Board of Appeal & Review	-	-	-	-
State Fire Marshal	-	-	12,599	12,599
Commission on Judicial Tenure & Discipline	-	-	-	-
Rhode Island Justice Commission	-	-	-	-
Municipal Police Training Academy	-	-	-	-
State Police	2,026,060	2,446,386	2,759,587	2,695,511
Office Of Public Defender	-	-	-	-
Subtotal - Public Safety	\$ 3,293,495	\$ 3,693,703	\$ 8,055,787	\$ 11,328,583
Natural Resources				
Environmental Management	1,445,326	1,149,269	6,199,516	5,270,041
Coastal Resources Management Council	145,000	172,000	-	-
Water Resources Board	146,613	201,545	504,390	719,312
Subtotal - Natural Resources	\$ 1,736,939	\$ 1,522,813	\$ 6,703,906	\$ 5,989,353
Transportation				
Transportation	105,152,879	134,053,365	99,327,368	98,640,774
Subtotal - Transportation	\$ 105,152,879	\$ 134,053,365	\$ 99,327,368	\$ 98,640,774
Total	\$ 1,024,029,251	\$ 1,077,085,199	\$ 1,061,357,095	\$ 1,110,558,987

Expenditures from All Funds

	FY2003 Audited	FY 2004 Unaudited Revised	FY2005 Rev Recommended	FY2006 Recommended
General Government				
Administration	\$ 474,884,491	\$ 504,021,016	\$ 531,077,686	\$ 532,341,024
Business Regulation	9,589,094	9,885,090	10,305,228	11,343,606
Labor and Training	487,074,813	468,417,816	444,052,645	445,277,069
Legislature	28,678,414	25,851,141	30,231,568	29,224,430
Lieutenant Governor	795,014	841,746	869,076	917,362
Secretary of State	6,418,277	6,533,065	8,187,475	6,267,053
General Treasurer	27,953,461	37,366,250	38,980,724	28,472,771
Boards for Design Professionals	439,718	418,901	419,493	359,516
Board of Elections	3,118,288	2,268,661	2,898,546	2,508,556
Rhode Island Ethics Commission	880,894	850,786	1,129,593	1,207,394
Governor's Office	6,206,325	4,380,811	4,397,125	4,530,495
Public Utilities Commission	4,550,015	4,609,881	6,120,792	6,420,340
Rhode Island Commission on Women	128,402	65,185	83,876	86,557
Subtotal - General Government	\$ 1,050,717,206	\$ 1,065,510,347	\$ 1,078,753,827	\$ 1,068,956,173
Human Services				
Children, Youth, and Families	237,179,763	252,281,073	267,374,165	278,062,152
Elderly Affairs	42,614,802	45,782,712	44,481,859	46,303,159
Health	102,259,231	110,852,272	111,713,712	106,723,706
Human Services	1,418,489,336	1,550,081,949	1,665,041,021	1,766,615,713
Mental Health, Retardation, & Hospitals	439,279,304	456,741,976	469,808,865	487,373,447
Office of the Child Advocate	906,320	598,227	430,450	546,681
Commission on Deaf & Hard of Hearing	216,486	236,615	299,540	352,942
RI Developmental Disabilities Council	499,370	481,413	510,313	511,924
Governor's Commission on Disabilities	528,935	585,204	940,467	1,011,942
Commission for Human Rights	1,161,448	1,101,206	1,203,107	1,249,102
Office of the Mental Health Advocate	309,546	322,571	335,157	351,329
Subtotal - Human Services	\$ 2,243,444,541	\$ 2,419,065,218	\$ 2,562,138,656	\$ 2,689,102,097
Education				
Elementary and Secondary	872,223,184	925,868,211	967,962,075	1,019,436,300
Higher Education - Board of Governors	577,052,787	613,210,333	649,011,318	679,020,095
RI Council on the Arts	2,215,842	2,186,617	3,320,626	3,700,358
RI Atomic Energy Commission	810,965	967,811	1,246,339	1,247,939
Higher Education Assistance Authority	14,406,516	22,500,404	26,729,488	28,689,247
Historical Preservation and Heritage Commission	1,619,664	1,611,544	2,041,489	2,087,145
Public Telecommunications Authority	1,644,428	2,348,499	5,069,039	2,042,817
Subtotal - Education	\$ 1,469,973,386	\$ 1,568,693,419	\$ 1,655,380,374	\$ 1,736,223,901

Expenditures from All Funds

	FY2003 Audited	FY 2004 Unaudited Revised	FY2005 Rev Recommended	FY2006 Recommended
Public Safety				
Attorney General	17,829,250	18,223,562	20,220,535	20,100,130
Corrections	143,815,780	148,463,054	161,721,406	162,593,623
Judicial	73,740,759	77,576,764	85,496,846	84,430,160
Military Staff	13,232,554	24,737,549	46,934,413	30,152,698
E-911 Emergency Telephone System	3,965,519	4,037,237	5,511,357	5,844,223
Fire Safety Code Board of Appeal & Review	241,753	211,693	243,629	266,894
State Fire Marshal	1,504,120	1,615,060	2,396,743	2,722,739
Commission on Judicial Tenure & Discipline	111,692	95,720	125,254	106,650
Rhode Island Justice Commission	4,976,320	4,931,034	6,069,181	5,734,692
Municipal Police Training Academy	362,957	365,117	490,726	403,710
State Police	42,370,912	43,295,892	47,655,052	49,761,317
Office Of Public Defender	6,311,704	6,675,442	7,366,513	7,914,972
Subtotal - Public Safety	\$ 308,463,320	\$ 330,228,124	\$ 384,231,655	\$ 370,031,808
Natural Resources				
Environmental Management	57,855,088	57,089,852	78,810,653	82,386,352
Coastal Resources Management Council	6,615,881	8,381,456	4,549,974	4,083,588
Water Resources Board	1,952,954	2,204,822	3,104,207	2,853,450
Subtotal - Natural Resources	\$ 66,423,923	\$ 67,676,129	\$ 86,464,834	\$ 89,323,390
Transportation				
Transportation	294,095,010	343,075,911	313,088,512	306,499,294
Subtotal - Transportation	\$ 294,095,010	\$ 343,075,911	\$ 313,088,512	\$ 306,499,294
Total	\$ 5,433,117,386	\$ 5,794,249,148	\$ 6,080,057,858	\$ 6,260,136,663

Free Surplus

State law provides that all unexpended or unencumbered balances of general revenue appropriations, whether regular or special, shall lapse to General Fund surplus at the end of each fiscal year, provided, however, that such balances may be reappropriated by the Governor in the ensuing fiscal year for the same purpose for which the monies were originally appropriated by the General Assembly. Free surplus is the amount available at the end of any fiscal year for future appropriation by the General Assembly.

As shown in the free surplus table, the preliminary opening surplus for FY 2005 is \$24.5 million, with \$10.1 million of general revenues reappropriated to FY 2005. Based upon the Governor's FY 2005 recommended budget, as amended, the State Budget Office projects a surplus of \$47.4 million, based upon an upward revision in resources of \$68.4 million and projected departmental spending which is forecasted to \$21.5 million more than enacted, including the expenditure of \$10.1 million of reappropriations. The FY 2005 and FY 2006 budgets recommended by the Governor contain proposed statutory changes which would impact required levels of expenditures. While a \$75.0 surplus is reflected on the table below for the close of FY 2006, it is expected that the Governor and General Assembly will propose uses for the funds, either in the form of tax relief or changes in program expenditures.

	FY 2003 <u>Audited</u> (In Millions)	FY 2004 <u>Unaudited⁽¹⁾</u> (In Millions)	FY 2005 <u>Enacted⁽²⁾</u> (In Millions)	FY 2005 <u>Revised⁽³⁾</u> (In Millions)	FY 2006 <u>Recommended⁽⁴⁾</u> (In Millions)
Opening Surplus					
Free Surplus	\$31.0	\$42.6	\$43.9	\$24.5	\$47.4
Reappropriated Surplus	<u>7.8</u>	<u>7.3</u>	<u>0.0</u>	<u>10.1</u>	<u>0.0</u>
Subtotal	\$38.9	\$50.0	\$43.9	\$34.6	\$47.4
Revenues and Transfers					
Revenues	2,306.6	2,441.6	2,592.1	2,670.8	2,694.3
Revenue Enhancements	0.0	0.0	0.0	.1	87.8
Other Sources	<u>454.6</u>	<u>325.6</u>	<u>362.3</u>	<u>362.4</u>	<u>383.2</u>
Subtotal	2,757.2	2,767.3	2,954.4	3,033.3	3,165.2
Cash Stabilization Fund	(55.6)	(56.2)	(60.0)	(61.1)	(64.3)
Total Available	\$2,740.3	\$2,761.1	\$2,938.3	\$3,006.7	\$3,148.4
Projected Expenditures	\$2,690.3	\$2,726.5	\$2,937.8	\$2,959.3	\$3,073.4
Free Surplus	\$42.6	\$24.5	\$0.5	\$47.4	\$75.0
Reappropriations	7.3	10.1	0.0	0.0	0.0
Total Ending Balances	\$50.0	\$34.6	\$0.5	\$47.4	\$75.0

*May not add due to rounding.

⁽¹⁾Reflects preliminary actual results for FY 2004 derived from the State Controller, with certain potential adjustments by the State Controller and Auditor General.

⁽²⁾Reflects the FY 2005 budget adopted by the General Assembly.

⁽³⁾Reflects the FY 2005 budget including revenues adopted by the Revenue Estimating Conference in May 2005 and proposed changes to those adopted revenue estimates and changes in appropriations recommended in the Governor's Supplemental Appropriation Act, as amended.

⁽⁴⁾Reflects the Governor's FY 2006 budget including revenues adopted by the Revenue Estimating Conference in May 2005 and the Governor's proposed changes to those adopted revenue estimates.

Due to the past fiscal challenges facing the State, the budget has incorporated certain significant one-time resources. The enacted FY2002 and FY2003 budgets incorporated the use of the proceeds from the securitization of the tobacco settlement payments due the State under the Master Settlement Agreement (MSA) entered into by the

Attorney General in November 1998. The tobacco securitization proceeds included in the budget as enacted are based on the actual sale of the State's right to receive *all* of its tobacco settlement payments for the 2004–2043 period. The bonds were sold by the Tobacco Settlement Financing Corporation on June 27, 2002 in the amount of \$685.4 million. The net proceeds of the sale, after funding the costs of issuance, capitalized interest, and the debt service reserve account, totaled \$544.2 million.

The budget uses the net tobacco bond proceeds as follows: \$295.3 million was used in June 2002 to defease \$247.6 million of outstanding general obligation and certificate of participation debt (or \$295.5 million reflecting accreted value of capital appreciation bonds), and the remaining \$248.9 million was made available for operating budget expenditures in FY 2002–FY 2004. The debt defeasance resulted in debt service savings of \$51.6 million in FY 2003 and total debt service savings through FY 2012 of \$343.5 million. The legislatively enacted budgets used \$135.0 million of the net proceeds to finance operating expenditures in FY 2002, allocated \$113.5 million of resources to finance FY 2003 budgeted expenditures, and allocated the remaining \$1.7 million in FY 2004.

On May 28, 2003, President Bush signed into law the Jobs and Growth Tax Relief Reconciliation Act of 2003, which provides additional federal appropriation support of \$20 billion to the States. The aid is divided equally between a flexible grant and an enhancement to the federal medical assistance percentage (FMAP) for Medicaid for five calendar quarters. There will be approximately \$101.7 million provided to the State of Rhode Island over the span of the 2003 and 2004 fiscal years. It is estimated that \$51 million will come in the form of increased Medicaid funds and \$50 million in flexible funds. There is an estimated loss of approximately \$9.5 million in state tax revenues due to provisions of the federal tax act which will flow through to Rhode Island taxes if current law remains unchanged.

The following table sets forth a comparative statement of General Fund free surplus for fiscal years 2003 through 2006. FY 2003 data is derived from the State's Comprehensive Annual Financial Report prepared by the Office of the State Controller and post audited by the Auditor General. The unaudited free surplus for FY 2004 is \$24.5 million, and there are \$10.1 million of reappropriations carried forward. The budget enacted by the General Assembly in July 2004 for FY 2005 was predicated upon available resources of \$2,938.2 million net of reserve fund contributions, and expenditures of \$2,937.8 million resulting in an estimated closing surplus of \$0.5 million. The current projections reflect an estimated surplus of \$47.4 million. These projections are based upon the preliminary closing FY 2004 surplus and revenues estimated by the May 2005 Revenue Estimating Conference, and \$.1 million of net changes to adopted estimates resulting from statutory changes proposed by the Governor. Expenditures for FY 2005 reflect the enacted FY 2005 appropriations, and recommended supplemental appropriations of \$21.5 million, as amended. Included within the revenue and expenditure change are \$10.1 million of reappropriations from FY 2004.

Revenues for FY 2006 reflect the adopted May 2005 Revenue Estimates as amended by \$87.8 million of changes to adopted estimates recommended by the Governor. Expenditures for FY 2006 reflect the May 2005 Caseload Estimating Conference results, and other amendments recommended by the Governor.

The State is required by the State Constitution to maintain a balanced budget and will take such action as necessary to do so. In the event of a budgetary imbalance, the available free surplus will be reduced and/or additional resources (i.e. taxes, fines, fees, licenses, etc.) will be required and/or certain of the expenditure controls discussed under "State Government Organization and Finances – Budget Procedures" will be put into effect. A combination of these measures will be utilized by the State in order to maintain a balanced budget.

General Revenue Budget Surplus Statement

	FY2003	FY2004	FY 2005		FY2006
	Audited	Unaudited	Enacted	Revised	Recommended
Surplus					
Opening Surplus	\$ 31,080,906	\$ 42,633,628	\$ 43,884,617	\$ 24,450,967	\$ 47,438,875
Reappropriated Surplus	7,770,430	7,346,513		10,145,888	
Subtotal	38,851,336	49,980,141	43,884,617	34,596,855	47,438,875
General Taxes	2,012,372,000	2,156,633,422	2,288,617,960	2,288,617,960	2,408,545,000
Revenue estimators' revision	-	-	-	87,882,040	50,815,000
Changes to adopted revenue estimates					7,770,468
Subtotal	2,012,372,000	2,156,633,422	2,288,617,960	2,376,500,000	2,467,130,468
Departmental Revenues	290,254,791	285,004,989	303,475,075	303,475,075	238,000,000
Revenue estimators' revision	-	-	-	(9,175,075)	(3,100,000)
Changes to adopted revenue estimates				386,272	74,028,512
Subtotal	290,254,791	285,004,989	303,475,075	294,686,272	308,928,512
Other Sources					
Gas Tax Transfers	25,506,330	7,760,433	9,560,000	9,560,000	9,600,000
Revenue estimators' revision-Gas Tax				(160,000)	(80,000)
Other Miscellaneous	184,086,402	19,705,661	19,173,000	19,173,000	8,466,000
Rev Estimators' revision-Miscellaneous	-	-	-	7,777,000	3,984,000
Changes to adopted revenue estimates					6,500,000
Lottery	236,540,055	281,141,647	322,397,366	322,397,366	356,700,000
Revenue Estimators' revision-Lottery	-	-	-	(12,397,366)	(6,200,000)
Unclaimed Property	8,458,048	17,042,121	11,150,000	11,150,000	11,800,000
Revenue Estimators' revision-Unclaimed	-	-	-	4,850,000	(1,100,000)
Changes to adopted revenue estimates				(270,050)	(501,000)
Subtotal	454,590,835	325,649,862	362,280,366	362,079,950	389,169,000
Total Revenues	\$ 2,757,217,626	\$ 2,767,288,273	\$ 2,954,373,401	\$ 3,033,266,222	\$ 3,165,227,980
Budget Stabilization	(55,765,129)	(56,198,438)	(59,965,161)	(61,154,344)	(64,253,336)
Total Available	\$ 2,740,303,833	\$ 2,761,069,976	\$ 2,938,292,858	\$ 3,006,708,733	\$ 3,148,413,519
Actual/Enacted Expenditures	\$ 2,690,323,692	\$ 2,726,473,121	\$ 2,937,776,732	\$ 2,937,776,732	\$ 3,073,424,758
Reappropriations	-	-	-	10,145,888	-
Recommended changes to appropriations	-	-	-	11,347,238	-
Total Expenditures	\$ 2,690,323,692	\$ 2,726,473,121	\$ 2,937,776,732	\$ 2,959,269,858	\$ 3,073,424,758
Free Surplus	\$ 42,633,628	\$ 24,450,967	\$ 516,126	\$ 47,438,875	\$ 74,988,761
Reappropriations	7,346,513	10,145,888	-	-	-
Total Ending Balances	\$ 49,980,141	\$ 34,596,855	\$ 516,126	\$ 47,438,875	\$ 74,988,761
Budget Reserve and Cash					
Stabilization Account	\$ 83,647,695	\$ 84,297,657	\$ 89,947,741	\$ 91,731,515	\$ 96,380,006

TIMING OF AUDITED FINANCIAL REPORTS

Prior to Fiscal Year 2002, the State's audited annual financial report had typically been completed approximately six to nine months after the close of a fiscal year. The report for the year ending June 30, 2002 was completed sixteen months after the close of that year. There were two primary reasons for this delay. First, the 2002 report was the first report required to comply with GASB Statement 34. Completing the inventory of fixed assets which was required in order to provide a complete report of the State entity in accordance with GASB 34 took longer than anticipated. Second, at the beginning of the year ending June 30, 2002, the State introduced a new accounting system. There had been a number of training and system problems with the new software package which have required adjustments to correct initial recording of expenditures or interfund transfers. The 2003 report was completed sixteen months after the close of the fiscal year due to the late start on the FY 2003 audit and some continuing issues with the reconciliation and fixed assets reporting. The report for the fiscal year ending June 30, 2004 is expected in June 2005, and the administration has made it a priority to deliver more timely financial reports.

STATE INDEBTEDNESS

Authorization and Debt Limits

Under the State Constitution, the General Assembly has no power to incur State debts in excess of \$50,000 without the consent of the people, except in the case of war, insurrection or invasion, or to pledge the faith of the State to the payment of obligations of others without such consent. By judicial interpretation, the limitation stated above has been judged to include all debts of the State for which its full faith and credit are pledged, including general obligation bonds and notes, bonds and notes guaranteed by the State, and debts or loans insured by agencies of the State, such as the Industrial-Recreational Building Authority. However, non-binding agreements of the State to appropriate monies in aid of obligations of a State agency, such as the provisions of law governing the capital reserve funds of the Port Authority and Economic Development Corporation, now known as the Rhode Island Economic Development Corporation, the Housing and Mortgage Finance Corporation, or to appropriate monies to pay rental obligations under State long-term leases, such as the State's lease agreements with the Convention Center Authority, are not subject to this limitation.

Public Finance Management Board

The nine-member Public Finance Management Board was created during the 1986 Session of the General Assembly for the purpose of providing advice and assistance, upon request, to issuers of tax-exempt debt in the State. The Board is charged with the responsibility of collecting, maintaining and providing information on State, municipal, and public or quasi-public corporation debt sold and outstanding, and serves as a statistical center for all State and municipal debt issues. The Chair of the Public Finance Management Board is the General Treasurer of the State, and personnel within the Treasurer's Office provide staffing.

The Board is also authorized to allocate the tax-exempt bond issuance capacity among all issuers in the State of Rhode Island, pursuant to Section 146 of the Internal Revenue Code of 1986. While all issuers of tax-exempt debt are required to give written notice to the Board of a proposed debt issuance, failure to do so does not affect the validity of the issuance of any bond or note. The lead underwriter or purchaser of any debt issue of the State, its departments, authorities, agencies, boards and commissions is required by the Rules and Regulations of the Board to pay an amount equal to one-fortieth of one percent of the principal amount of a new money issue as a fee.

Sinking Fund Commission

During the 1998 session of the General Assembly, legislation was enacted that reconstituted the Sinking Fund Commission, which shall have control and management of all sinking funds established for the redemption of any bonds or certificates of indebtedness issued by the State. To address the State's relatively high debt levels, the General Assembly appropriated general revenues of \$4.0 million in FY 1999, and \$865,245 in FY 2000 to be utilized by the Commission to defease or refund State debt. The Sinking Fund will also receive funds in an amount equal to the annual interest earnings on bond funds. During FY 2000, the Sinking Fund allocated a net \$5.5 million to defease debt associated with the Alpha Beta Corporation project financed by the Rhode Island Economic Development Corporation. The Commission executed a defeasance transaction on June 15, 2000 which reduced the State's general obligation debt by an estimated \$4.415 million.

Tax Anticipation Notes

Notwithstanding the limitations upon borrowing indicated above, the State Constitution permits the General Assembly to provide for certain short-term borrowings without the consent of the people. Thus, the State is authorized to borrow in any fiscal year without consent of the people an amount in anticipation of State tax receipts not in excess of 20.0 percent of the tax receipts for the prior fiscal year, and may borrow an additional amount in anticipation of all other non-tax receipts not in excess of 10.0 percent of such receipts in the prior fiscal year, provided the aggregate of all such borrowings must not exceed 30.0 percent of the actual tax receipts during the prior fiscal year. Any such borrowing must be repaid during the fiscal year in which such borrowing took place. No money shall be borrowed in anticipation of such receipts in any fiscal year until all money so borrowed in all previous fiscal years shall have been repaid. The maximum amount of borrowing is further constrained by statute such that the aggregate borrowing shall not be in excess of the amount stipulated by the General Assembly by general law. During the 1997 Session, the General Assembly authorized the use of commercial paper as a means of short-term borrowing under these constitutional and statutory provisions.

The State has undertaken a series of measures to improve the timing of receipts and disbursements and to reduce the level of short-term borrowing. These measures include accelerating the collection of certain taxes, the partial restructuring of the State's disbursement pattern, and moving certain special revenue funds into the General Fund as accounts within the General Fund.

Since FY 1990, the State has utilized the powers described above in the following manner:

<u>Fiscal Year</u>	<u>Maximum Principal Amount Outstanding</u>	<u>Percent of Prior Year's Tax Receipts</u>
1990	\$ 70,000,000	6.0%
1991	200,000,000	17.0
1992	240,000,000	20.0
1993	225,000,000	18.0
1994	150,000,000	11.0
1995	125,000,000	9.0
1996	100,000,000	8.0
1997	108,000,000	8.0
1998	0	0.0
1999	0	0.0
2000	0	0.0
2001	0	0.0
2002	90,000,000	4.4
2003	150,000,000	7.9
2004	200,000,000	7.4
2005	0	0.0

Net Tax Supported State Debt

The State has multiple categories of State debt, direct debt, guaranteed debt, and other obligations subject to annual appropriation. The following table shows these obligations.

The gross debt totals are adjusted for those obligations covered by revenue streams of the quasi-independent agencies. The intent of this presentation is to be consistent with rating agencies' practices.

As of June 1, 2005, authorized but unissued direct and guaranteed debt totaled \$398,148,891.

**Net Tax Supported Debt Ratios
(in thousands)**

	Debt Outstanding June 30, 2000	Debt Outstanding June 30, 2001	Debt Outstanding June 30, 2002⁽¹⁾	Debt Outstanding June 30, 2003⁽¹⁾	Debt Outstanding June 30, 2004⁽¹⁾
Direct Debt:					
Various Purpose Bonds Outstanding	\$816,268	\$822,485	\$654,879	\$ 694,933	\$ 737,772
Variable Rate General Obligations	<u>64,790</u>	<u>31,365</u>	<u>28,165</u>	<u>27,965</u>	<u>24,865</u>
Subtotal	\$881,058	\$853,850	\$683,044	\$722,898	\$762,637
Guaranteed Debt:					
Narragansett Bay District Commission Bonds	<u>19,869</u>	<u>18,459</u>	<u>15,019</u>	<u>13,119</u>	<u>11,266</u>
Subtotal	19,869	18,459	15,019	13,119	11,266
Other Debt Subject to Annual Appropriation:					
RI Depositors Economic Protection Corp.	41,725	-	-	-	-
RI Refunding Bond Authority Lease Rental Bonds	159,210	146,055	132,440	100,705	84,730
RI Refunding Bond Authority – Direct	1,955	1,300	650	-	-
RI Refunding Bond Auth. – Gurmted Narr. Bay	45	30	15	-	-
Convention Center Authority Outstanding	322,930	315,805	319,435	310,005	302,320
Economic Development Corporation – Transportation	-	-	-	-	47,395
Certificates of Participation – Master Equipment Lease ⁽²⁾	9,843	11,015	7,995	8,865	5,180
Certificates of Participation – Intake Center	23,355	21,470	19,500	17,440	15,245
Certificates of Participation – Attorney General	3,905	3,740	2,795	2,795	2,795
Certificates of Participation – DLT Howard Complex	23,150	22,265	21,335	20,365	19,345
Certificates of Participation – Pastore Steam Plant	-	28,180	23,440	23,440	23,440
Certificates of Participation – Shepards Building	31,400	30,215	28,820	27,655	26,410
Rhode Island Housing/Traveler’s Aid/NOP Program	-	-	12,550	12,550	12,550
Economic Development – Dow Chemical Corporation	25,000	25,000	25,000	25,000	25,000
Economic Development – URI Power Plant	16,395	15,859	15,304	14,729	14,134
Economic Development – McCoy Stadium	<u>10,360</u>	<u>9,585</u>	<u>8,780</u>	<u>7,945</u>	<u>7,080</u>
Subtotal	669,273	630,519	618,059	574,849	585,664
Performance Based Agreements ⁽³⁾					
Economic Development – Fidelity Building I	24,579	24,116	23,615	23,071	22,487
Economic Development – Fidelity Building II	-	-	10,000	10,000	10,000
Economic Development – Fleet Bank Lease	<u>10,770</u>	<u>10,640</u>	<u>10,500</u>	<u>10,350</u>	<u>10,180</u>
Subtotal	35,349	34,756	44,115	43,421	42,677
Gross Debt	1,605,549	1,537,584	1,360,237	1,354,288	1,402,243
Less: Adjustments for Agency Payments:	(68,751)	(66,700)	(72,593)	(70,000)	(67,441)
Net Tax Supported Debt	\$1,536,798	\$1,470,884	\$1,287,643	\$1,280,933	\$1,334,802
Debt Ratios					
Personal Income	\$29,714,750	\$31,527,250	\$32,767,677	\$33,747,431	\$35,181,697
Debt as a Percent of Personal Income	5.17%	4.67%	3.93%	3.80%	3.79%

(1) Reflects defeasance with tobacco securitization proceeds of \$242,978,728 of general obligation bonds and \$4,650,000 of certificates of participation in June 2002.

(2) Includes non-certificated lease obligations in the master equipment lease category in the amount of \$318,000 as of June 30, 2000.

(3) Excludes contract for Providence Place Mall described under “State Revenues – Sales Tax”.

Direct debt is authorized by the voters as general obligation bonds and notes. Current interest bonds require the State to make annual payments of principal and semi-annual payments of interest on bonds outstanding, and the capital appreciation bonds of the State require the payment of principal and interest at maturity. As of June 30, 2005, the State expects to have approximately \$800.9 million of general obligation tax supported bonds outstanding. Authorized but unissued direct debt totaled \$398.1 million as of June 1, 2005.

The following table sets forth the debt service requirements on outstanding general obligation bonds of the State as of June 30, 2005 (excluding June 2005 payments) which are supported by State revenues for FY 2006 through FY 2024.

**Debt Service Schedule for General Obligation
Debt Issued as of June 30, 2005 for FY 2006-2024**

<u>Fiscal Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total Debt Service</u>
2006	\$48,754,243	\$40,502,546	\$89,256,789
2007	43,517,653	39,534,947	83,052,600
2008	38,300,786	36,418,200	74,718,986
2009	43,988,740	31,518,543	75,507,283
2010	48,064,000	29,038,943	77,102,943
2011	46,750,000	26,810,747	73,560,747
2012	58,515,000	24,357,063	82,872,063
2013	65,790,000	21,059,412	86,849,412
2014	58,495,000	18,008,619	76,503,619
2015	53,910,000	15,084,153	68,994,153
2016	48,900,000	12,517,486	61,417,486
2017	47,650,000	10,074,343	57,724,343
2018	39,115,000	7,890,413	47,005,413
2019	37,340,000	6,003,283	43,343,283
2020	30,385,000	4,346,106	34,731,106
2021	27,135,000	2,944,481	30,079,481
2022	17,000,000	1,884,794	18,884,794
2023	17,780,000	1,060,894	18,840,894
2024	6,860,000	343,000	7,203,000
Subtotal-Fixed Rate Debt	<u>\$778,250,422</u>	<u>\$329,397,973</u>	<u>\$1,107,648,395</u>
Subtotal-Variable Rate Debt**	22,665,000		
Total*	\$800,915,422		

* Reflects full fiscal year general obligation tax supported debt service for bonds issued as of June 1, 2005 (excluding June 2005 payments). Excludes guaranteed and contingent debt. Debt outstanding as of June 30, 2005 is expected to be approximately \$800.9 million.

** Reflects multi-modal general obligation bonds which bear interest at variable rates. Reflects total principal outstanding as of June 30, 2005 in the amount of \$22,665,000.

In addition, the following table sets forth the amounts, purposes and statutory authorizations of authorized but unissued general obligation direct debt of the State as of June 1, 2005 which has been approved by referenda of the electors.

<u>Purpose</u>	<u>Statutory Authorization</u>	<u>Balance of Authority as of June 1, 2005</u>
Direct Debt:		
Clean Water Act Environmental Trust Fund	Ch. 289-P.L. of 1986	2,644,627
Open Space	Ch. 425-P.L. of 1987	168,254
Environmental Management	Ch. 552-P.L. of 1989	1,010
Mental Health, Retardation and Hospitals	Ch. 552-P.L. of 1989	0
Mental Health, Retardation and Hospitals	Ch. 434-P.L. of 1990	2,845,000
RI Water Pollution Revolving Loan Fund	Ch. 434-P.L. of 1990	9,000,000
Pawtuxet River District Commission	Ch. 434-P.L. of 1990	995,000
Elementary & Secondary Education	Ch. 70-P.L. of 1994	815,000
Quonset Point/Davisville	Ch. 100-P.L. of 1996	0
Transportation	Ch. 31-P.L. of 1998	0
Environmental Management	Ch. 31-P.L. of 1998	0
Higher Education Facilities	Ch. 31-P.L. of 1998	4,435,000
Higher Education	Ch. 55-P.L. of 2000	0
Environmental Management	Ch. 55-P.L. of 2000	13,930,000
State Police Headquarters Facility and State Municipal Fire Academy	Ch. 65-P.L. of 2002	46,470,000
Preservation, Recreation & Heritage	Ch. 65-P.L. of 2002	6,800,000
Transportation	Ch. 65-P.L. of 2002	600,000
Transportation	Ch. 595-P.L. of 2004	66,520,000
Regional Career and Technical Schools	Ch. 595-P.L. of 2004	12,500,000
Higher Education Residence Halls	Ch. 595-P.L. of 2004	49,200,000
Emergency Water Interconnect	Ch. 595-P.L. of 2004	9,000,000
Open Space Recreation, Bay & Watershed Protection	Ch. 595-P.L. of 2004	69,225,000
Pell Library – Undersea Exploration Center	Ch. 595-P.L. of 2004	13,000,000
Historic Preservation	Ch. 595-P.L. of 2004	3,000,000
URI Biotechnology & Life Sciences Center	Ch. 595-P.L. of 2004	45,000,000
Quonset Point/Davisville	Ch. 595-P.L. of 2004	<u>42,000,000</u>
Total Direct and Guaranteed Debt		\$398,148,891

Source: State Budget Office

Guaranteed debt of the State includes bonds and notes issued by, or on behalf of, certain agencies, commissions and authorities created by the General Assembly and charged with enterprise undertakings, for the payment of which debt the full faith and credit of the State are pledged in the event that the revenues of such entities may at any time be insufficient. These include the Blackstone Valley District Commission, and the Narragansett Bay Commission. As of June 30, 2004, these entities had bonds constituting guaranteed debt outstanding of \$11,265,823 and no authorized but unissued debt. The amount of bonds outstanding as of June 30, 2005 would be \$9,267,000, if no early repayment is provided.

Extinguishments of Debt Authorization

Chapter 438 of the Public Laws of 1988, which took effect on December 31, 1991, provides that any special act of the State which authorizes the issuance of general obligation bonds or notes of the State, which has a balance that remains unissued, and is seven (7) years old or older is invalid as to that portion which remains unissued. Notwithstanding, the General Assembly may, by special act, extend any authorization for a period of one (1) to five (5) years upon a petition of the Department of Administration. Such extension may be granted more than one (1) time. Upon a certification of the General

Treasurer to the Governor as to debt authorizations described above the authorization shall not be deemed or counted toward the authorized but unissued debt of the State. Since then, the State has extinguished a total of \$21,095,874.99, which was previously reflected in the above table.

Obligations Carrying Moral Obligation of State. Certain agencies of the State have the ability to issue bonds which are also secured by a capital reserve fund. If at any time the capital reserve fund falls below its funding requirement, the agency is authorized to request the General Assembly to appropriate the amount of the deficiency. The General Assembly may, but is not obligated to, appropriate the amount of the deficiency. See “Rhode Island Economic Development Corporation” and “Rhode Island Housing and Mortgage Finance Corporation” below.

Other Obligations Subject to Annual Appropriation. The State has entered into certain contractual agreements which, although of a long-term nature, are subject to annual appropriation by the General Assembly. Certain of these obligations are contractual agreements with State Agencies or Authorities (See “State Agencies and Authorities”). A brief description of the most significant of other such commitments for which the State has or may appropriate funds is provided below.

In December 1995, the State entered into a lease agreement with a financial institution which issued \$4,500,000 in certificates of participation to finance acquisition and renovation of an office building to house the Office of the Attorney General. As of June 30, 2004, \$2,795,000 of these certificates were outstanding. This reflects the defeasance of \$775,000 of certificates of participation in June 2002 from the proceeds of the securitization of revenues from the State’s tobacco master settlement.

The State has also entered into a lease agreement with a financial institution that issued \$33,000,000 in certificates of participation to finance construction of an Intake Center for the Department of Corrections. These certificates were refunded in January 1997. As of June 30, 2004, \$15,285,000 was outstanding.

The State has also entered into a lease agreement with a financial institution which issued \$24.0 million in the certificates of participation in January 1997 to finance the renovation of a group of buildings at the State-owned John O. Pastore Center, formerly known as Howard Center in Cranston, Rhode Island for use as an office facility for the Department of Labor and Training. As of June 30, 2004, \$19,345,000 of such certificates were outstanding.

In November 1994 the State entered into a lease agreement with the Economic Development Corporation which issued \$34.07 million in long-term bonds for the renovation of the Shepard Building. During August 1997, the State of Rhode Island issued \$34,805,000 Certificates of Participation that were used to defease the Economic Development Corporation bonds. As of June 30, 2004, \$26,410,000 in Certificates of Participation were outstanding.

In January 1998, the Economic Development Corporation issued revenue bonds in the amount of \$11,825,000 to finance improvements to McCoy Stadium in Pawtucket. These bonds are supported by State lease payments subject to annual appropriations. As of June 30, 2004, \$7,080,000 was outstanding.

On June 29, 2000, the State entered into a lease agreement with a financial institution, which issued \$9,525,000 of certificates of participation for the purchase and installation of telecommunications equipment, furnishings and vehicles and rolling stock. The State also privately placed \$318,000 of taxable certificates at that time. In June 2001, the State financed an additional \$3,150,000 of vehicles and rolling stock in this manner. In December 2002, the State financed an additional \$3,890,000 of vehicles and rolling stock. As of June 30, 2004, \$3,895,000 of certificates were outstanding.

In December 2000, Rhode Island entered into a lease agreement with a financial institution that issued \$28.18 million in certificates of participation to rehabilitate and upgrade the Central Power Plant at the Pastore Center Complex. As of June 30, 2004, there was \$23,440,000 of certificates outstanding. This reflects defeasance of \$3,875,000 in June 2002 from the proceeds of the securitization of revenues from the State’s tobacco master settlement.

In April 2002, the State entered into a loan agreement with the Rhode Island Housing and Mortgage Finance Corporation relating to the issuance of \$12,550,000 of debt to provide funds for the relocation of the Traveler’s Aid facility and for the Neighborhood Opportunities Program which provides affordable housing. As of June 30, 2004, there was \$12,550,000 outstanding.

In November 2003, the State entered into a payment agreement with the Rhode Island Economic Development Corporation relating to the issuance of \$53,030,000 of Motor Fuel Tax Revenue Bonds to provide funds for the State match for certain major Transportation projects funded by GARVEE bonds also issued by the Corporation. The Motor Fuel Tax Revenue Bonds are secured by two cents of the motor fuel tax dedicated to the Department of Transportation, subject to annual appropriation. As of June 30, 2004, \$47,395,000 was outstanding.

Performance-based obligations of the Rhode Island Economic Development Corporation. In May 1996 the Economic Development Corporation issued \$25,000,000 of bonds to finance infrastructure for Fidelity Investments. These bonds carry a moral obligation of the State. If at any time, the amount in the capital reserve fund pledged for this bond issue falls below the capital reserve fund requirement as defined in the documents executed in connection with the transaction, a request will be made to the General Assembly to appropriate the amount of the deficiency. In addition, pursuant to the lease agreement the Economic Development Corporation and FMR Rhode Island, Inc. to secure the bonds, job rent credits are provided for lease payments if certain targeted new job goals are met for the financed project. Currently, it is projected that these job goals will be met. If the job goals are met, the Economic Development Corporation will credit FMR Rhode Island, Inc.'s lease payments and make annual requests to the General Assembly for appropriation which will be used to pay the debt service on this bond issue. In May 2002, an additional \$10 million of bonds with similar provisions were issued. As of June 30, 2004, \$32.487 million of Fidelity bonds were outstanding. Job rent credits are expected to result in a State obligation of \$1.6 million in 2005, and \$2.5 million annually when maximized.

In November 1997, the Economic Development Corporation entered into a similar agreement with Fleet Bank; bonds issued for that transaction totaled \$11.0 million. As of June 30, 2004, \$10.19 million of Fleet bonds were outstanding. Under the lease agreement with Fleet, debt service on only \$3.4 million of the total debt would be reimbursed through the applications of job rent credits. Job rent credits, if earned, are estimated to result in a State obligation of approximately \$.3 million per year.

State Agencies and Authorities

The General Assembly from time to time has authorized the creation of certain specialized independent authorities, districts and corporations to carry out specific governmental functions. In certain cases, bonds and other obligations issued by these entities have been guaranteed by the full faith and credit of the State; additionally, the State may provide significant financial assistance for their operations. In other cases, such entities, although empowered to issue bonds, may not pledge the full faith and credit of the State and, therefore, these bonds are not guaranteed by the State.

Rhode Island Turnpike and Bridge Authority. Originally created by an act of the General Assembly, Chapter 12, title 24, in 1954, the Rhode Island Turnpike and Bridge Authority has rights and obligations under agreements which secure its outstanding bonds. On August 21, 1997 the Authority issued \$42,985,000 Refunding Revenue Bonds Series 1997 providing escrowed funds to defease bond issues outstanding totaling \$41,355,000, (the original issues in 1965 and 1967 totaled \$61,000,000). On July 31, 2003 the Authority issued \$35,765,000 Taxable Refunding Bonds and together with other funds paid the outstanding balance Series 1997 of Revenue Refunding Bonds. Accordingly, as of June 30, 2004 the Authority had no obligations related to the defeased Series 1997 bonds. The Authority voted to remove the tolls from the Mt. Hope Bridge on May 1, 1998. The Mt. Hope Bridge will continue to be maintained by the Authority. Tolls on the Claiborne Pell Bridge are the primary source of revenues and together with interest earned on investments are anticipated to be adequate to service debt and maintain the Authority's facilities. The outstanding balance of the 2003A issue of taxable refunding bonds is \$33,620,000 at June 30, 2004.

Effective October 1, 1999, token purchases for \$10 (11 tokens) and \$50 (60 tokens) were authorized to provide savings to commuters as compared to the \$1.00 per axle cash fare.

Narragansett Bay Commission. The Commission is a public corporation of the State of Rhode Island, having a legal existence distinct from the State, and not constituting a part of State government, created in 1980 pursuant to Chapter 25 of title 46 of the General Laws of Rhode Island. The Act authorized the Commission to acquire, operate and upgrade the metropolitan Providence wastewater collection and treatment facilities. Full responsibility for the metropolitan Providence system was assumed on May 2, 1982.

In addition, certain general obligation bonds of the State were issued on behalf of the Commission, with certain user fees and charges dedicated to support debt service. Operating and maintenance expenses of the Commission also are funded

with user charges. As of June 30, 2004, the State had issued \$92,425,000 of outstanding general obligation bonds on behalf of the Commission. Of this amount, the Commission was responsible for paying debt service on \$13,485,000 from its user fee revenues. The total outstanding payable from user fees is \$3,628,344 as reflected in the financial statements as of June 30, 2004.

The State also has issued \$42,585,000 general obligation bonds on behalf of the Blackstone Valley District Commission. Bonds issued on behalf of the Blackstone Valley District Commission are supported by the rates and charges levied by the Commission for services provided to municipalities and other users of its facilities. On January 1, 1992, the Blackstone Valley District Commission was merged into the Commission. Outstanding bonds attributable to the Blackstone Valley District Commission as of June 30, 2004, totaled \$7,579,557 including the issuance of capital appreciation bonds in 1993.

The Commission has borrowed monies from the Rhode Island Clean Water Finance Agency's revolving loan fund described below. In addition, the Commission has outstanding \$70,000,000 in variable rate Wastewater System Revenue Bonds payable for user fees.

Pursuant to the Narragansett Bay Commission Act, the Commission is authorized to accept advances or loans of funds of up to \$3.0 million from the General Fund of the State (a) in anticipation of the receipt of federal funds and (b) for the purpose of meeting debt service liabilities and providing for the construction, maintenance and operation for the project during such periods of time as the Narragansett Bay Commission Fund may be insufficient for any such purposes. The Commission currently has no outstanding advances from the State.

Rhode Island Industrial-Recreational Building Authority. The Rhode Island Industrial-Recreational Building Authority was created in 1987, pursuant to legislation under Chapter 34, title 42 of the General Laws of Rhode Island and subsequent voter referendum to merge the Recreational Building Authority and the Industrial Building Authority. The Industrial-Recreational Building Authority is a body corporate and politic and a public instrumentality of the State, consisting of five members appointed by the Governor. Voter approval enabled the Authority to pledge the State's full faith and credit up to \$80,000,000 for the following purposes: to insure eligible mortgages for new construction, acquisition, and rehabilitation or expansion of facilities used for manufacturing, processing, recreation, research, warehousing, retail, and wholesale or office operations. New or used machinery, equipment, furniture, fixtures or pollution control equipment required in these facilities is also authorized for mortgage insurance. Mortgages insured by the Authority are limited to certain specified percentages of total project cost. The Authority is authorized to collect premiums for its insurance and to exercise rights of foreclosure and sale as to any project in default.

As of June 30, 2004, the Authority had outstanding mortgage agreements and other commitments for \$27,078,472 mainly in connection with revenue bonds issued by the Rhode Island Industrial Facilities Corporation. In accordance with State law, all premiums received by the Authority and all amounts realized upon foreclosure or other proceeds of defaulted mortgages are payable into the Industrial Recreational Building Mortgage Insurance Fund. All expenses of the Authority and all losses on insured mortgages are chargeable to this Fund. As of June 30, 2004, the Fund had a balance of \$3,721,188. The State has agreed to appropriate or borrow and pay to the Authority any amounts required to service insured loans that are in default should the Fund be insufficient. The State has never been called upon to replenish the Industrial-Recreational Building Mortgage Insurance Fund.

Rhode Island Refunding Bond Authority. The Authority was created in 1987 under Chapter 8.1, title 35 of the General Laws of Rhode Island, as a public corporation, having a distinct legal existence from the State and not constituting a department of State government. The Authority was created for the purpose of providing a legal means to advance refund two series of general obligation bonds of the State of Rhode Island. The Authority is authorized to issue bonds and notes, secured solely by its revenues, derived from payments pursuant to a loan and trust agreement with the State of Rhode Island, subject to annual appropriation. The payment of such loans by the State is subject to and dependent upon annual appropriations being made by the General Assembly.

Article 2 of the Fiscal Year 1998 Appropriations Act, effective July 1, 1997, transferred the functions, powers, rights, duties and liabilities of the Rhode Island Public Buildings Authority to the Rhode Island Refunding Bond Authority. Until this consolidation, the Rhode Island Public Buildings Authority, created by Chapter 14 of title 37 of the General Laws of Rhode Island, was a body corporate and politic which was generally authorized to acquire, construct, improve, equip, furnish, install, maintain and operate public facilities and public equipment through the use of public financing, for lease to federal, State, regional and municipal government branches, departments and agencies, in order to provide for the conduct of the executive,

legislative and judicial functions of government. The various types of projects financed by the Public Buildings Authority included judicial, administrative, educational, residential, rehabilitative, medical, correctional, recreational, transportation, sanitation, public water supply system and other projects.

The Public Buildings Authority had six series of bonds outstanding as of June 30, 1997, in the amount of \$202,750,000, which are payable solely from revenues derived from lease rentals pursuant to lease agreements between the Authority and the State. The State's payment of such lease rentals is subject to and dependent upon annual appropriations being made by the General Assembly. In June 1998, the Refunding Bond Authority refunded portions of four of these series of bonds with the issuance of the 1998 Series A Bond in the amount of \$39,875,000. The 1988 Series A Revenue Bonds were redeemed during the fiscal year ended June 30, 2003. In May 2003 the Authority issued \$67,625,000 State Public Projects Revenue Bonds, Series 2003 A dated April 1, 2003 to refund the outstanding principal of State Public Projects Revenue Bonds, 1993 Series A originally issued by the Rhode Island Public Buildings Authority. Total net debt outstanding on the 1998 and 2003 issues as of June 30, 2004 totals \$84,730,000.

Rhode Island Depositors Economic Protection Corporation. The Rhode Island Depositors Economic Protection Corporation (DEPCO) was created in 1991 under Chapter 116, title 42, as a public corporation, having a distinct legal existence from the State and not constituting a department of State government. DEPCO was created for the purpose of protecting depositors of certain credit unions and other financial institutions ("Eligible Institutions") in the State whose deposits were previously insured by the Rhode Island Share and Deposit Indemnity Corporation ("RISDIC"), a private deposit insurance fund which ceased operations and entered conservatorship on December 31, 1990. DEPCO is authorized to purchase assets and to assume liabilities including depositor liabilities of Eligible Institutions. DEPCO is also authorized to assist any Eligible Institutions in the acquisition of federal deposit insurance. The Corporation is carrying out a plan which included successfully paying substantially all depositors one hundred percent (100%) of their original deposit claims prior to October 31, 1993 through a combination of Corporation supported acquisitions and direct payments to depositors. The Corporation is authorized to issue general and/or special obligation bonds. Special obligation bonds are secured solely by a portion of the State sales and use tax receipts, subject to annual appropriation by the General Assembly or from other funds appropriated by the General Assembly for such purposes.

The Corporation issued special obligation bonds in the amount of \$149,996,923.60 in 1991. The Corporation also issued parity special obligation bonds in the principal amount of \$306,470,000 in 1992. In March 1993, DEPCO issued Special Obligation Refunding Bonds in the principal amount of \$138,835,000 to provide for the advance refunding of \$119,465,000 principal amount of the 1991 Special Obligation Bonds. In July 1993, the Corporation issued Special Obligation Refunding Bonds in the principal amount of \$206,635,000 to refund \$187,990,000 of the 1992 Special Obligation Bonds. As of August 3, 2000 all of the Special Obligation Bonds had been paid, cancelled, refunded or defeased. All other bonded debt of DEPCO was repaid on July 3, 1995.

Rhode Island Convention Center Authority. The Authority was created in 1987, under Chapter 99, title 42 of the General Laws of Rhode Island as a public corporation having a distinct legal existence from the State and not constituting a department of State government. The Authority was created for the purpose of acquiring, constructing, managing and operating a convention center and related facilities, including a hotel. Obligations issued by the Authority do not constitute a debt or liability or obligation of the State, but are secured solely from the pledged revenues or assets of the Authority. The Authority has issued \$182,395,000 of 1993 Series B Refunding Revenue Bonds, \$56,755,000 of 1993 Series C Refunding Revenue Bonds, \$101,315,000 of 2001 Series A Refunding Revenue Bonds and \$58,285,000 of 2003 Series A Refunding Revenue Bonds. As of June 30, 2004, \$302,320,000 remains outstanding. After adjusting for unamortized bond premium, bond discount, and deferred loss on advanced refunding which is attributable to the issuance of refunding bonds, the outstanding total bonds payable as of June 30, 2004 was \$284,553,876.

On April 27, 2005, the Authority sold the hotel to a third party. On May 13 and 16, 2005, the Authority in substance defeased \$90,085,000 in principal amount of its outstanding bonds from the proceeds of the sale of the hotel.

Pursuant to a Lease and Agreement dated as of November 1, 1991, between the Authority, as lessor, and the State, as lessee, the Authority leased the Convention Center facilities to the State. The State is obligated to make lease payments in an amount sufficient to pay the operating expenses of the Authority and the debt service on its obligations including, but not limited to, the bonds. The lease payments are subject to annual appropriation by the General Assembly.

Rhode Island Resource Recovery Corporation. The Rhode Island Resource Recovery Corporation (the Corporation), a quasi-public corporation and instrumentality of the State, was established in 1974 under Chapter 19, title 23 of the General Laws of Rhode Island, for the purpose of assisting municipalities in solving their waste disposal problems and for developing a more suitable alternative approach to the overall solid waste disposal problem through implementation of a resource recovery program. To accomplish its purposes, the Corporation has the power to issue negotiable notes and bonds subject to the provisions of Rhode Island General Law 35-18 and 23-19.

During January 2002, the Corporation issued Resource Recovery System Revenue Bonds, 2002 Series A (the Bonds), in the aggregate principal amount of \$19,945,000. The Bond proceeds were used to finance the construction and equipping of a tipping facility to receive and handle commercial and municipal solid waste delivered to the facility. These bonds bear interest at rates that range from 3.5% to 5% and mature in varying installments beginning March 1, 2003 through March 1, 2022. The outstanding indebtedness is subject to optional and mandatory redemption provisions. Mandatory redemption is required on bonds over various years beginning in 2018 through 2022 at the principal amount of the bonds. The outstanding balance at June 30, 2004 totals \$18,301,085.

The outstanding indebtedness is collateralized by all revenues of the Corporation, certain restricted funds created pursuant to the Bonds issuance, and any revenues and property specifically conveyed, pledged, assigned or transferred by the Corporation as additional security for the Bonds.

The General Assembly approved legislation establishing a mechanism for a State subsidy in implementing a comprehensive waste disposal program during its 1986 session. The General Law defines the State's financial participation as a subsidy to the local "tipping fee" paid by municipalities, and establishes a formula for calculating the subsidy. The State provided the Corporation with a \$6,000,000 subsidy in FY 1994. Due to the improved financial condition of the Corporation, the General Assembly has required the Corporation to transfer the following annual amounts to the State's General Fund:

Fiscal Year	Amount
1995	\$ 6,000,000
1996	15,000,000
1997	0
1998	2,000,000
1999	4,000,000
2000	0
2001	3,115,000
2002	3,000,000
2003	6,000,000
2004	0
2005	<u>4,300,000</u>
	\$43,415,000

In FY 1994, the General Assembly approved a municipal tip fee of \$32.00 per ton. Annually, the legislature has maintained the municipal tip fee at the FY 1994 level by reauthorizing the Corporation to charge \$32.00 per ton for municipal solid waste. A portion of the Corporation's landfill is a designated Superfund site. During 1996, the Corporation entered into a Consent Decree with the United States Environmental Protection Agency (EPA) concerning remedial actions taken by the Corporation for groundwater contamination. The Consent Decree requires the establishment of a trust in the amount of \$27,000,000 for remedial purposes. The Central Landfill Remediation Trust Fund Agreement was approved August 22, 1996 by the EPA. In accordance with the terms of the agreement, the Corporation has deposited approximately \$31,500,000 into the trust fund and has disbursed approximately \$5,150,000 for remediation expenses through June 30, 2004. Additionally, trust fund earnings, net of changes in market value have totaled approximately \$6,400,000.

The cost of future remedial actions may exceed the amount of funds reserved. However, the Corporation projects that the amount reserved plus cash flow over the next five years will be adequate to fund the Superfund remedy. The Corporation would seek appropriations from the General Assembly to fund any shortfall. The State, virtually every municipality in the State, and numerous businesses within and without the State are all potentially responsible parties ("PRPs") for the costs of remedial actions at the Corporation's Superfund site. Under federal law, PRPs are jointly and severally liable for all costs of remediation. EPA has agreed not to seek contributions from any other PRP as long as the Corporation is performing the remedy.

The Corporation has also established trust funds, in accordance with EPA requirements for a municipal solid waste landfill, for the closure and postclosure care costs related to Phases II, III and IV. At June 30, 2004, the Corporation had transferred approximately \$20,400,000 into the trust funds to meet the financial requirements of closure and postclosure care costs related to Phases II & III and Phase IV. Future trust fund contributions will be made each year to enable the Corporation to satisfy these closure and postclosure care cost. On September 30, 2004, the Corporation transferred an additional \$3,288,000 into the Phase IV trust fund.

Rhode Island Clean Water Finance Agency. Pursuant to Chapter 12.2 of title 46 of the Rhode Island General Laws, the Rhode Island Clean Water Finance Agency (the Agency) is a body politic and corporate and a public instrumentality of the State, having distinct legal existence from the State and not constituting a department of the State government. The purpose of the Agency is to operate revolving loan funds capitalized by federal grants, proceeds of the 1986 and 1990 general obligation bond referenda, and other revenues and borrowing as authorized. Eligible applicants to the revolving loan fund include local government units for water pollution control facility capital improvements and drinking water capital improvements. Project selection will be determined according to federal EPA criteria, DEM and DOH prioritization, and Agency criteria as to security and fiscal soundness.

The Agency is empowered to issue revenue bonds and notes, which are not guaranteed by the State. As of June 30, 2004, the Agency has issued bonds in the aggregate amount of \$472,430,000 to fund \$510,001,555 in low-interest loans for various local wastewater pollution abatement projects, safe drinking water projects and the Cranston Privatization Issue. The outstanding bonded indebtedness of the Agency, as of June 30, 2004 is \$307,760,000 in the clean water state revolving fund (CWSRF wastewater projects), \$63,795,000 for three conduit financing and one note for \$7,719,000 and \$40,170,000 in the drinking water state revolving fund. Also, in years 1997 through 2004, the Agency made a total of \$36,830,000 in direct loans (loans issued without bond financing) out of the CWSRF, a total of \$25,375,250 in Direct Loans out of the drinking water State revolving fund and \$58,095,000 out of the Rhode Island Water Pollution Control Revolving Fund.

Rhode Island Public Transit Authority. The Public Transit Authority was created under Chapter 18, title 39 of the General Laws of Rhode Island, by the General Assembly in 1964 as a body politic and corporate in response to the continuing financial difficulties being experienced by private bus transportation companies in the State resulting in the disruption of service. The Authority, with assistance from the State and with the proceeds of a federal loan, acquired the assets of the former United Transit Company and is authorized to acquire any other bus passenger systems or routes in the State which have filed with the Chairman of the State Public Utilities Commission a petition to discontinue service, and which the Authority deems necessary in the public interest. The Authority has expanded its operations statewide and operates a fleet of approximately 238 buses and 115 vans carrying approximately 20.2 million passengers annually.

The Authority is authorized to issue bonds and notes secured solely by its revenues. The Authority has no bonds or notes outstanding. Also, in order to increase the financial stability of the Authority, (1) the General Assembly authorized dedication of a portion of the State's gasoline tax receipts in support of appropriations to the Authority, and (2) the Authority increased its base fare from 70¢ to 75¢ to 85¢ to \$1.00 and then to \$1.25 in October 1998. The Authority, in an effort to build ridership, has maintained rates at a level that has necessitated State appropriations assistance to support its operations. In the fiscal year ended June 30, 2004, audited results of operations reveal that State-operating assistance to the Authority totaled \$30,686,644, operating revenues totaled \$21,951,763, and other revenues totaled \$17,259,916.

Rhode Island Economic Development Corporation. The Rhode Island Economic Development Corporation is a public corporation of the State for the purpose of stimulating the economic and industrial development of the State through assistance in financing of port, industrial, pollution control, recreational, solid waste and water supply facilities, and through the management of surplus properties acquired by the State from the federal government. The Corporation is generally authorized to acquire; contract and assist in the financing of its projects through the issuance of industrial development revenue bonds which do not constitute a debt or liability of the State.

The Corporation, which changed its name in 1995, was previously known as the Rhode Island Port Authority and Economic Development Corporation, created in 1974 under Chapter 64, title 42 of the General Laws of Rhode Island. The Economic Development Corporation continues the function of the Port Authority, but also incorporates other activities performed by the State Department of Economic Development and provides assistance to economic related agencies including the Rhode Island Airport Corporation and the Rhode Island Industrial Facilities Corporation. The new corporation provides a Single State agency to deal with economic development for the State.

The Quonset Development Corporation was created in 2004 by Title 42, Chapter 64.9 of the Rhode Island General Laws, as a subsidiary of the Rhode Island Economic Development Corporation. Effective January 1, 2005, the Economic Development Corporation transferred oversight of the Quonset Point/Davisville Industrial Park in North Kingstown to the newly created Quonset Development Corporation.

As of June 30, 2004, the Corporation had revenue bonds outstanding of \$637,974,403 including conduit debt of \$55,372,767 for the former Rhode Island Port Authority and Economic Development Corporation. Certain of the bonds of the Corporation can be secured, in addition to a pledge of revenues, by a capital reserve fund established by the Corporation for the applicable bond issue. In accordance with its enabling legislation, if at any time the balance in such capital reserve fund falls below its requirement, the Corporation is authorized to request the General Assembly to appropriate the amount of the deficiency. The General Assembly may, but is not obligated to, appropriate such amounts.

In February 1993, the Corporation issued \$30,000,000 in taxable revenue bonds on behalf of Alpha Beta Technology, Inc. for acquisition, construction and equipping of a new plant facility for the clinical and commercial manufacture of biopharmaceutical products. In January 1999, this issue was placed in default. These bonds were secured by a letter of credit that was secured in part by the Corporation's capital reserve fund. The bondholders were paid in full from a draw on the letter of credit. The Economic Development Corporation repaid the debt to the letter of credit bank and receivership costs by utilizing funds on hand in FY 2000, the proceeds from the sale of the facility, and state appropriations authorized during the 1999 General Assembly. The state appropriations, disbursed in the amount of \$5.8 million, were partially reimbursed as a result of additional receivership proceedings, resulting in net state support of \$5.4 million. As of June 30, 1999, the balance outstanding was \$28,675,000. As of January 1, 2000, there were no bonds outstanding for the original Alpha Beta debt. A new series of bonds in the amount of \$25.0 million were issued to finance the purchase of the building for Collaborative Smithfield Corporation. These bonds are also secured by the Corporation's capital reserve fund. On November 17, 2000, Dow Chemical Corp. assumed the bonds from Collaborative Smithfield Corp.

In May 1996, Rhode Island Economic Development Corporation issued \$25,000,000 in revenue bonds on behalf of Fidelity Management Resources for development of infrastructure improvements at a site in Smithfield, Rhode Island to be utilized for Fidelity of Rhode Island, Inc. These bonds are also secured, in part, by the Corporation's capital reserve fund. In addition, pursuant to the lease, the Economic Development Corporation entered into an agreement with FMR Rhode Island, Inc., for the Fidelity Management Resources project described above. To secure those bonds, credits are provided for lease payments if certain targeted new job goals are met for the financed project. If the job goals are met, the Economic Development Corporation will credit FMR Rhode Island, Inc.'s lease payments and make annual requests to the General Assembly for appropriations which will be used to pay the debt service on this issue. In FY 2000, the State's expenditure for this purpose was \$222,176, reflecting approximately 9% of the total debt service. It is expected that within two years the full credits will be achieved. At June 30, 2004, the outstanding balance was \$22,486,636.

In May 2002, the Rhode Island Economic Development Corporation and Fidelity Management Resources entered into a Second Amendment to Ground Lease, to expand the premises to include additional lots at Fidelity Management Resources site in Smithfield, Rhode Island. In connection therewith, the Rhode Island Economic Development Corporation issued \$10,000,000 in revenue bonds on behalf of Fidelity Management Resources. These bonds are secured, in part by the Corporation's capital reserve fund. At June 30, 2004, the outstanding balance was \$10,000,000.

In November 1997, the Rhode Island Economic Development Corporation issued \$11,000,000 in revenue bonds on behalf of Fleet National Bank for development of infrastructure improvements at a site in Lincoln, Rhode Island to be utilized for Fleet National Bank. These bonds are also secured, in part, by the Corporation's capital reserve fund. In addition, the State has provided for credits if certain targeted new job goals are met. No expenditures have been made to date. At June 30, 2004, the outstanding balance was \$10,000,000.

Bonds secured by the Corporation's capital reserve fund (including bonds for the Dow Chemical Corporation, Fidelity Management Resources and Fleet National Bank described above) carry a moral obligation of the State. If at any time, certain reserve funds of the Economic Development Corporation pledged fall below their funding requirements, a request will be made to the General Assembly to appropriate the amount of the deficiency. The General Assembly may (but it is not obligated to) appropriate the amount of the deficiency.

In January 1998, the Economic Development Corporation issued revenue bonds in the amount of \$11,825,000 to finance improvements to McCoy Stadium in Pawtucket. These bonds are supported by State lease payments subject to annual appropriations.

In May 2000 the Rhode Island Economic Development Corporation issued revenue note obligations in the amount of \$40,820,000 to finance a portion of the costs of the Providence Place Mall. Such financing will be supported by two-thirds of the sales taxes generated at the mall (up to a cap of \$3.68 million in years 1-5, and \$3.56 million in years 6-20) as provided in the Mall Act (R.I.G.L. § 42-63.5-1 et. seq.) enacted by the General Assembly in 1996 and by Public Investment and HOV Agreement. It is expected that sales tax revenues generated at the Mall will be sufficient to fully support the revenue note obligations. Sales tax generated at the Mall are recorded as general revenues. The State is not obligated to fund the note payments if the sales tax generated is not sufficient.

In November 2003, the Rhode Island Economic Development Corporation issued \$53.03 million of motor fuel tax revenue bonds, secured by a payment agreement with the State pledging two cents of the gasoline tax, subject to annual appropriation. The Corporation also issued \$216.805 million of grant anticipation notes (GARVEE's) secured by future federal revenues.

Rhode Island Airport Corporation. RIAC was created by the Rhode Island Port Authority and Economic Development Corporation, now the Rhode Island Economic Development Corporation (EDC), on December 9, 1992, as a subsidiary public corporation, governmental agency and public instrumentality, having a distinct legal existence from the State, and the EDC, and having many of the same powers and purposes of EDC. Pursuant to its Articles of Incorporation, RIAC is empowered to undertake the planning, development, management, acquisition, ownership, operations, repair, construction, reconstruction, rehabilitation, renovation, improvement, maintenance, development, sale, lease, or other disposition of any "airport facility" as defined in Rhode Island General Law. The Airport Corporation's financial position and results of operations are presented in the financial statements of the EDC by discrete presentation. This presentation involves reporting the Airport Corporation's financial position and results of operations in one column separate from the financial position of the Economic Development Corporation and its results of operations.

Pursuant to the Lease and Operating Agreement (Lease Agreement) by and between the State, the Rhode Island Department of Transportation and RIAC dated as of June 25, 1993, RIAC leased, initially for a period of thirty years, all of the airports which previously had been under the jurisdiction of the Department of Transportation of the State of Rhode Island. A second amendment to the Lease Agreement, effective as of June 2, 1998, amended the "Demised Term," extending the lease term to June 30, 2028. The rental rate per the lease is \$1 per year. Pursuant to the Lease Agreement, effective July 1, 1993, the State transferred to RIAC all of the personal property and other assets of the State located at or relating to the six airports.

RIAC operates on a fiscal year basis of July 1 through June 30. RIAC was created to operate as a self-sustaining entity and receives no funds from the State's General Purpose Fund for the operation and maintenance of any of the six airports under its jurisdiction. RIAC has utilized State General Obligation (G.O.) Bonds issued on behalf of RIAC for the intended use at the airports. Per the Lease Agreement, RIAC is obligated to repay to the State the principal and interest on any G.O. Bonds issued for airport purposes. RIAC does not have the power to issue bonds or notes, or to borrow money without the approval of EDC, nor does it have the power of eminent domain with respect to real property.

RIAC operates T.F. Green Airport (Airport), which is Rhode Island's only certified Part 139 commercial carrier. There are five outlying airports operated by RIAC, each of which is managed pursuant to a Management Contract originally dated as of May 7, 1996 by and between RIAC and Hawthorne Aviation, Inc. RIAC's agreement with Hawthorne Aviation, Inc. has been extended and is scheduled to expire on June 30, 2006. Each of these airports is briefly described below:

- North Central Airport – located in Lincoln, R.I., approximately fifteen miles from T.F. Green Airport. North Central Airport is classified as a reliever airport to T.F. Green by the Federal Aviation Administration (FAA).
- Quonset Airport – located in North Kingstown, R.I., approximately ten miles south of T.F. Green Airport. The Rhode Island Air National Guard moved its operations from T.F. Green Airport to Quonset Airport in 1986. Quonset also has additional industrial facilities which are leased to various tenants. Quonset Airport is classified as a reliever airport.
- Westerly Airport – located in Westerly, R.I., approximately thirty-five miles from T.F. Green Airport. Westerly Airport is classified as a commercial service airport and enplanes approximately 10,000 commuter passengers annually.

- Newport Airport – located in Middletown, R.I., approximately seventeen miles from T.F. Green Airport. Newport Airport is classified as a general aviation airport.
- Block Island Airport – located in Block Island, just off the southern coast of Rhode Island, approximately twenty-five miles from T.F. Green Airport. Block Island Airport is also classified as a commercial service airport and enplanes approximately 10,000 commuter passengers annually.

As of June 30, 2004, seven United States major, national passenger airlines operating jet aircraft with at least sixty seats provided scheduled passenger service at the airport to domestic destinations. Fourteen regional and commuter airlines also provided passenger service to domestic and international destinations. Three carriers provided all cargo service.

RIAC has entered into Airport Use & Lease Agreements (Airline Agreements) with the following signatory airlines:

- American Airlines
- Continental Airlines
- Delta Airlines
- Northwest Airlines
- Southwest Airlines
- United Airlines
- US Airways

The term of the Airline agreements extends through June 30, 2010, and establishes procedures for the annual adjustment of signatory airline terminal rates and aircraft landing fees collected for the use and occupancy of terminal and airfield facilities.

T.F. Green Airport ranked as the 56th busiest in the country for the federal fiscal year 2002 according to the latest published data in the “Terminal Area Forecast Summary” produced by the U.S. Department of Transportation, Federal Aviation Administration. This compares with rankings of 57th in federal fiscal year 2001, 58th in federal fiscal years 2000 and 1999, 60th in federal fiscal year 1998, and 63rd in federal fiscal year 1997.

Moreover, the Airport has experienced a smaller reduction in passengers after the terrorist attacks of September 11, 2001, than the national average of all commercial airports. Actual enplaned passengers for fiscal year 2004 was approximately 21,600 below 2003 resulting in a decline of .89 percent. While passenger traffic at T.F. Green continues to lag behind fiscal years 2002 and 2003, the decline for 2004 is less than the reported nationwide average of 7-9 percent.

In July 1993, the date RIAC took financial responsibility of the Airport from the State, RIAC agreed under the Lease Agreement to reimburse the State for the principal and interest payments due on G.O. bonds issued by the State for airport purposes. These bonds mature annually from 1993 through 2020. The balance outstanding at June 30, 2004 and 2003 was \$18,856,688 and \$20,971,408, respectively.

In 1993, RIAC issued \$78,100,000 of General Airport Revenue Bonds dated October 20, 1993, maturing annually from 1998 through 2004 with interest coupons ranging from 4.2 percent to 5.25 percent. The balance outstanding at June 30, 2004 and 2003 was \$2,400,000 and \$68,010,000, respectively.

In May 1994, RIAC issued \$30,000,000 General Airport Revenue Bonds dated May 19, 1994, maturing annually from 1998 through 2014 with interest coupons ranging from 5.25 percent to 7 percent. The balance outstanding at June 30, 2004 and 2003 was \$6,700,000 and \$27,480,000, respectively.

In December 1998, RIAC issued \$8,035,000 Series A and \$53,140,000 Series B General Airport Revenue Bonds dated June 11, 1998, maturing annually from 2001 through 2028 with interest coupons ranging from 4.2 percent to 5.25 percent. The balance outstanding as of June 30, 2004 and 2003 was \$58,050,000 and \$59,135,000, respectively.

In May 2000, RIAC issued \$8,380,000 Series A and \$42,165,000 Series B Airport Revenue Bonds dated May 11, 2000, maturing annually from 2005 through 2028 with interest coupons ranging from 5.51 percent to 6.5 percent. The balance outstanding as of June 30, 2004 and 2003 was \$50,545,000 for each year.

On October 2, 2003, RIAC issued \$31,725,000 Series A Airport Revenue Refunding Bonds to enable the defeasance of \$31,395,000 of 1993 Series A General Airport Revenue Bonds. The refund issue matures annually from 2005 through 2015 with interest coupons ranging from 3.5 percent to 5 percent. The balance outstanding as of June 30, 2004 was \$31,725,000.

On March 12, 2004, RIAC issued \$52,665,000 Series A Airport Revenue Refunding Bonds to enable the defeasance of \$31,915,000 and \$20,190,000 in 1993 Series A General Airport Revenue Bonds (GARB) and 1994 Series A GARB(s), respectively. The refund issue matures annually from 2005 through 2024 with interest coupons from 2 percent to 5 percent. The balance outstanding as of June 30, 2004 was \$52,665,000.

Since the inception of RIAC in 1992, there have been four General Airport Revenue Bonds (GARBs) issued by the Rhode Island Economic Development Corporation (EDC), the parent of RIAC, to finance construction and other related costs for certain capital improvements at T.F. Green Airport and two Airport Revenue Refunding Bonds (ARRBs) to defease substantially all of the 1993 and a portion of the 1994 GARB debt. The GARBs include the 1993 Series A Bonds (\$78,100,000), 1994 Series A Revenue Bonds (\$30,000,000), 1998 Series A&B Revenue Bonds (\$61,175,000), and the 2000 Series A&B Revenue Bonds (\$50,545,000). The ARRBs include the 2003 Series A Bonds (\$31,725,000) and the 2004 Series A Bonds (\$52,665,000).

Rhode Island Industrial Facilities Corporation. The Rhode Island Industrial Facilities Corporation is a public body corporate and agency of the State established under Chapter 37.1, title 45 of the General Laws of Rhode Island. The Corporation is authorized to acquire, construct, finance and lease the following projects: (a) any land, building or other improvement, and all real and personal properties, including, but not limited to, machinery and equipment or any interest therein, whether or not in existence or under construction, which shall be suitable for manufacturing, warehousing, or other industrial or commercial purposes or suitable for pollution abatement or control, for the reconstruction, modernization or modification of existing industrial plants for the abatement or control of industrial pollution or suitable for solid waste disposal, or for any combination of such purposes including working capital, but shall not include raw materials, work in process or stock in trade; (b) any railroad rolling stock and vehicles for the transportation of freight; (c) the construction and/or acquisition costs of marine craft and necessary machinery, equipment and gear to be used primarily and continuously in the fishing industry; (d) the construction and/or acquisition costs and necessary machinery and equipment of any marine craft for research or other uses considered to be an integral part of any land-based industrial concern which would qualify for a loan guarantee through the Rhode Island Industrial-Recreational Building Authority; (e) acquisition costs of any existing building, machinery and equipment for any project which would otherwise qualify for a loan guarantee through the Rhode Island Industrial-Recreational Building Authority; and (f) any "recreational project" as described in Chapter 34 of title 42, relating to the loan guarantee program of the Rhode Island Industrial-Recreational Building Authority.

The Corporation is authorized to issue its revenue bonds and notes from time to time for any of its corporate purposes. All bonds and notes issued by the Corporation shall be payable solely out of the revenues and receipts derived from the leasing or sale by the Corporation of its projects, or from any other financing arrangement which may be designated in the proceedings of the Corporation under which the bonds or notes shall be authorized to be issued. As of June 30, 2004, the Corporation had an outstanding principal balance of conduit debt of \$113,077,339. Except for any obligations secured by mortgages which are insured by the Rhode Island Industrial-Recreational Building Authority, the State shall not be liable for the payment of the principal of or interest on any bonds or notes of the Corporation, or for the performance of any pledge, mortgage obligation or agreement of any kind whatsoever which may be undertaken by the Corporation nor shall such bonds and notes be construed to constitute an indebtedness of the State. Outstanding mortgage obligations of the Corporation which are insured by the Rhode Island Industrial-Recreational Building Authority totaled \$27,078,472 as of June 30, 2004.

Rhode Island Housing and Mortgage Finance Corporation. The Rhode Island Housing and Mortgage Finance Corporation is a public corporation and instrumentality of the State created in 1973 to assist in the construction and financing of low and moderate income housing and health care facilities in the State. In addition to its general powers, the Corporation is authorized to issue revenue bonds and to originate and make mortgage loans to low and moderate income persons and families, to purchase mortgage loans from and to make loans to private mortgage lenders in the State in order to increase the amount of mortgage money generally available, and to make mortgage loans to contractors and developers of low and moderate single-family and multi-family housing developments and to acquire and operate, both solely and in conjunction with others, housing projects. The total outstanding indebtedness, including unamortized bond premium/discount, of the Corporation at June 30, 2004 was \$1,381,033,532 consisting of \$1,063,173,532 of long-term bonds and \$317,860,000 of short-term or convertible-option bonds. Included in the \$1,063,173,532 is \$260,466,777 in bonds, which are secured in part by capital reserve funds, which have aggregated to \$38,791,306 on June 30, 2004. Under provisions similar to those governing the Rhode Island

Economic Development Corporation, the General Assembly may, but is not obligated to, provide appropriations for any deficiency in such reserve funds. The Corporation has never been required to request any such appropriations. Such reserve funds relate solely to multi-family issues of the Corporation. As of June 30, 2004, the Corporation had combined total fund equity of approximately \$253,298,707.

Rhode Island Student Loan Authority. The Authority was created in 1981 under Chapter 62, title 16 of the General Laws, for the purpose of increasing the supply of loans made to students and their families to finance the cost of obtaining a post-secondary education. To achieve this purpose, one of the powers of the Authority is the ability to issue bonds and notes. Obligations of the Authority shall not constitute a debt, liability or obligation of the State or any political subdivision thereof, and shall be payable solely from the revenues or assets of the Authority. As of September 30, 2004, the Authority held \$609,351,888 Federal Family Education Loans that were insured by the Rhode Island Higher Education Assistance Authority and other Guarantors. The Authority also held on September 30, 2004, \$17,075,441 in Rhode Island Family Education Loans and \$142,155,899 in College Bound Loans. As of September 30, 2004, the Authority had \$806,225,000 of tax-exempt and taxable bonds outstanding.

Rhode Island Higher Education Assistance Authority. The Authority was created in 1977 under Chapter 57, title 16 of the General Laws as a public corporation of the State having a distinct legal existence from the State and not constituting a department of State government. It was created for the purpose of guaranteeing eligible loans to students and parents of students attending eligible institutions and of administering other programs of post-secondary student financial assistance assigned by law to the Authority (e.g. Rhode Island State Scholarship/Grant Program and College Bound Fund, Rhode Island's IRS Section 529 college savings program). Guarantees made by the Authority shall not constitute a pledge of the faith and credit of the State, but shall be payable solely from the revenues and assets of the Authority.

Rhode Island Water Resources Board Corporate. Pursuant to Chapter 15.1 of title 46 of the Rhode Island General Laws, the Water Resources Board Corporate is a body politic and corporate and a public instrumentality of the State having a distinct legal existence from the State. The purpose of the Board is to foster and guide the development of water resources including the establishment of water supply facilities and lease the same to cities, towns, districts and other municipal, quasi-municipal or private corporations or companies engaged in the water supply business in Rhode Island, contract for the use of the same by such parties, or sell to such parties the water derived from, carried by or processed in such facilities. The Board is authorized to issue revenue bonds which are payable solely from revenues generated by the lease of its facilities or the sale of water and the water surcharge (.01054). On July 13, 1989, the Board issued bonds for the benefit of the Providence Water Supply Board. On August 7, 1997 the Board issued refunding bonds in the amount of \$9,930,000 to advance refund the Providence Project Bonds which were redeemed on September 15, 1999. The amount of the Refunding Bonds outstanding as of June 30, 2004 was \$5,550,000.

On March 1, 1994, the Board issued revenue bonds for public drinking water protection in the amount of \$11,835,000. On November 15, 2002, the Board issued \$11,385,000 of revenue bonds. A portion of the proceeds refunded the 1994 series on March 1, 2004 in the amount of \$7,847,700. The excess proceeds will be used to fund Phase III of public drinking water protection. The amount of the series 2002 refunding bonds outstanding as of June 30, 2004 was \$10,515,000.

Rhode Island Health and Educational Building Corporation. The Corporation was organized in 1966 as a Rhode Island non-business corporation with the name of Rhode Island Educational Building Corporation. In 1967, the Corporation was constituted as a public body corporate and an agency of the State by the Rhode Island General Assembly under Chapter 38.1, title 45 of the General Laws. The Corporation has broad powers to assist in providing educational facilities for colleges and universities operating in the State, to assist hospitals in the State in the financing of health care facilities, to assist students and families of students attending institutions for higher education in the State to finance the cost or a portion of the cost of higher education, to assist in financing a broad range of non-profit health care providers, and to assist in financing non-profit secondary schools; child day care centers; adult day care centers; and free standing assisted living facilities; and to assist it in carrying out its powers, the Corporation may issue bonds and notes which are special obligations of the Corporation payable from revenues derived from the project financed or other monies of the participating educational institution or health care institution available for such purpose. The State is not liable for the payment of the principal, premium, if any, or interest on any bonds or notes of the Corporation, or for the performance of any pledge, mortgage, obligation or agreement of any kind whatsoever which may be undertaken by the Corporation, and none of the bonds or notes of the Corporation nor any of its agreements or obligations shall be construed to constitute an indebtedness of the State. As of June 30, 2004, the Corporation had \$1,606,092,010 of bonds and notes outstanding (excluding series secured by trust funds for future redemption).

Tobacco Settlement Financing Corporation. The Tobacco Settlement Financing Corporation (TSFC) was created in 2002 as a public corporation, having a distinct legal existence from the State and not constituting a department of state government. The TSFC was created to finance the acquisition from the State of the State's right, title and interest in the State's rights to receive the moneys due under and pursuant to (i) the Master Settlement Agreement, dated November 23, 1998, among the attorneys general of 46 states, the District of Columbia, the Commonwealth of Puerto Rico, Guam, the U.S. Virgin Islands, American Samoa and the Territory of the Northern Marianas and Philip Morris Incorporated, R.J. Reynolds Tobacco Company, Brown & Williamson Tobacco Corporation and Lorillard Tobacco Company and (ii) the Consent Decree and Final Judgment of the Rhode Island Superior Court for Providence County dated December 17, 1998, as the same has been and may be corrected, amended or modified, in the class action styled *State of Rhode Island v. American Tobacco, Inc., et al.* (Docket No. 97-3058), including without limitation, the rights of the State to receive the moneys due to it thereunder.

The Corporation issued \$685,390,000 of its Tobacco Settlement Asset-Backed Bonds, Series 2002A ("TSAC Bonds") in June 2002 to finance the costs of acquisition of the right, title and interest to one-hundred percent (100%) of the "state's tobacco receipts", as defined in the Act, after December 2003. As of June 30, 2004, \$681,680,000 of bonds were outstanding.

In accordance with the Act, the TASC bonds are payable both as to principal and interest solely out of the assets of the Corporation pledged for such purpose; and neither the faith and credit nor the taxing power of the State or any political subdivision thereof is pledged to the payment of the principal of or the interest on the TASC bonds. The TASC bonds do not constitute an indebtedness of or a general, legal or "moral" obligation the State or any political subdivision of the State. In accordance with Generally Accepted Accounting Practices, the financial statements of the TSFC do not assign a value to the future revenues from the Master Settlement Agreement.

EMPLOYEE RELATIONS

Under State law, all State employees, with certain exceptions, have the right to organize, to designate representatives for the purpose of collective bargaining and to negotiate with the Governor or his designee on matters pertaining to wages, hours and other conditions of employment, except the State employees' retirement system. State employees have all rights given to private employees under the State Labor Relations Act other than the right to strike. If the representatives of employee organizations and the State representatives are unable to reach agreement in collective bargaining negotiations, State law provides for the submission of unresolved issues to arbitration. The decision of the arbitrators is binding on the parties with respect to all issues and matters other than issues which involve wages for all bargaining units other than the State Police. With respect to the State Police, E-911 Emergency Telephone, and employees of the Rhode Island Brotherhood of Correctional Officers, an arbitrator's decision involving wages is binding. For all other bargaining units, the arbitrators' decision on issues involving wages is advisory only, and subject to subsequent mutual agreement of the parties.

Below the level of State government, municipal employees, including uniformed and non-uniformed employees and teachers have rights similar to State employees to organize, engage in collective bargaining and submit unresolved issues to arbitration. State law or judicial interpretation forbids all such employees to engage in any work stoppage, slowdown or strike. Police and Firefighters have binding arbitration on all matters including wages. The decision of the arbitrators on contract term disputes is binding on the parties with respect to all matters, including those involving the expenditure of money. With respect to teachers and non-uniformed employees, the arbitrators' decision is binding on all unresolved issues other than those involving the expenditure of money, which matters remain subject to the subsequent mutual agreement of the parties.

As of March 2, 2005 the State had 14,966 full-time equivalent positions. Of this amount, 12,451 employees organized in numerous unions represented by various collective bargaining units, the largest of which is the American Federation of State, County and Municipal Employees, Council 94. This union represents approximately 4,660 employees, or 38.0 percent of total organized State employees. Several other major bargaining groups are represented by the Rhode Island Alliance of Social Service Employees, Local 580 (1,011 employees); the Rhode Island Brotherhood of Correctional Officers (1,197 employees); the American Association of University Professors (696 employees) to name a few. In addition, there are 3,375 non-union employees. Contracts with six of the collective bargaining units had previously expired and nine others expired on June 30, 2004. The contracts provide that the terms of the previous contract prevail until a new contract is negotiated.

STATE RETIREMENT SYSTEMS

Employees' Retirement System

The State of Rhode Island Employees' Retirement System (ERSRI) is a multiple employer, cost-sharing, public employee retirement system that acts as a common investment and administrative agent for pension benefits to be provided to State employees who meet eligibility requirements as well as teachers and certain other employees employed by local school districts in Rhode Island. A separate retirement program is maintained for members of the faculty of the State University and colleges and certain administrative employees in education and higher education. This program is provided through Teachers' Insurance and Annuity Association Plan (TIAA).

The System provides retirement, disability and death benefit coverage, as well as health insurance benefits for members retiring on or after July 1, 1989. Pension, disability and death benefits are funded (a) for State employees by contributions from the State and the employees and (b) for public school teachers by contributions from the teachers with employer contributions shared by the local education agencies (LEAs) and the State, except that, benefits under the Teachers' Survivors' Plan are financed by the LEAs and the teachers. The System's Actuary is currently Gabriel, Roeder, Smith & Company.

Financial Objectives and Funding Policy

The actuarial cost method and the amortization periods are set by statute. As of the June 30, 1999 valuation, Rhode Island General Laws 36-10-2 and 36-10-2.1 provide for a funding method of Entry Age Normal (EAN) and amortization of the Unfunded Actuarial Accrued Liability (UAAL) over a period not to exceed thirty (30) years as of June 30, 1999. Under this method, the actuarial gains (losses) are reflected as they occur in a decrease (increase) in the UAAL. The contribution rates are intended to be sufficient to pay normal cost and to amortize UAAL in level payments over a fixed period of 27 years (30 years from June 30, 1999). The actuary considers the funding period reasonable.

Progress Toward Realization of Financing Objectives

The funded ratio (the ratio of the actuarial value of assets to the unfunded actuarial accrued liability) is a standard measure of a plan's funded status. In the absence of benefit improvements, it should increase over time, until it reaches 100 percent. For the State employees, the funded ratio decreased from 71.7 percent to 65.5 percent during the period July 1, 2002 to June 30, 2003, while for teachers the ratio decreased from 73.2 percent to 64.9 percent over the same period. These are based on the Entry Age Normal funding method effective June 30, 1999.

The fiscal year 2006 employer contribution rate will increase for state employees from 11.51 percent to 16.96 percent and for teachers, from 14.84 percent to 20.01 percent. The State contribution for teachers will be 8.17 percent with an additional 11.84 percent paid by LEAs. The fiscal year 2005 state contributions for teachers is 6.12 percent with an additional 8.72 percent paid by LEAs. Pursuant to Rhode Island General Laws, State employees contribute 8.75 percent and teachers contribute 9.50 percent.

GASB 25 and Funding Progress

Accounting requirements for ERSRI are set by Governmental Accounting Standards Board Statement No. 25 (GASB 25). The Schedule of Funding Progress shows a historical summary of the funded ratios and other information for ERSRI. The notes to required supplementary information shows other information needed in connection with disclosure under GASB 25.

GASB 25 requires that plans calculate an Annual Required Contribution (ARC), and, if actual contributions received are less than the ARC, this must be disclosed. The ARC must be calculated in accordance with certain parameters. In particular, it must include a payment to amortize the UAAL. This amortization payment eventually will have to be computed using a funding period no greater than 30 years, but a 40-year maximum amortization period may be used during a ten-year transition period. Further, the amortization payment included in the ARC may be computed as a level amount, or it may be computed as an amount that increases with payroll. However, if payments are computed on a level-percent of payroll approach, the payroll growth assumption may not anticipate future membership growth.

The table below shows the calculated contribution rates. This is the ARC for State Employees and Teachers, respectively. The payroll growth rate used in the amortization calculations is set equal to the assumed inflation rate, and does not include any allowance for membership growth.

Development of Contribution Rates
June 30, 2003

	State Employees	Teachers
1. Compensation		
(a) Supplied by ERSRI	\$ 575,919,807	\$ 781,718,751
(b) Adjusted for one-year's pay increase	606,102,182	834,642,391
2. Actuarial accrued liability	3,461,708,161	5,284,933,149
3. Actuarial value of assets	2,267,673,016	3,427,685,554
4. Unamortized accrued actuarial liability (UAAL) (2 - 3)	1,194,035,145	1,857,247,595
5. Remaining amortization period at valuation date	26	26
6. Contribution effective for fiscal year ending:	June 30, 2006	June 30, 2006
7. Payroll projected for two-year delay	652,412,176	898,414,286
8. Amortization of UAAL	85,666,560	134,020,108
9. Normal cost		
(a) Total normal cost rate	12.58%	14.59%
(b) Employee contribution rate	8.75%	9.50%
(c) Employer normal cost rate (a - b)	3.83%	5.09%
10. Employer contribution rate as percent of payroll		
(a) Employer normal cost rate	3.83%	5.09%
(b) Amortization payments (8 / 7)	13.13%	14.92%
(c) Total (a + b)	16.96%	20.01%
11. Estimated employer contribution amount (7 x 10(c))	\$ 110,649,105	\$ 179,772,699

Schedule of Funding Progress
(As required by GASB #25)

Valuation Date	Actuarial Value of Assets (AVA)	Actuarial Accrued Liability ²	Unfunded Actuarial Accrued Liability ³ (UAAL)	Funded Ratio	Annual Covered Payroll	UAAL as % of Payroll (4)/(6)
(1)	(2)	(3)	(3)-(2) (4)	(2)/(3) (5)	(6)	(7)
State Employees						
June 30, 1997	\$1,810,447,649	\$2,312,563,765	\$502,116,116	78.3%	\$443,709,290	113.2%
June 30, 1998	2,075,619,320	2,576,282,134	500,662,814	80.6%	477,319,627	104.9%
June 30, 1999 ¹	2,201,890,748	2,607,397,329	405,506,581	84.4%	494,815,513	82.0%
June 30, 2000	2,345,319,663	2,874,905,547	529,585,884	81.6%	517,632,152	102.3%
June 30, 2001	2,406,278,029	3,089,247,738	682,969,709	77.9%	539,015,218	126.7%
June 30, 2002	2,353,855,871	3,284,126,961	930,271,090	71.7%	586,888,745	158.5%
June 30, 2003	2,267,673,016	3,461,708,161	1,194,035,145	65.5%	606,102,182	197.0%
Teachers						
June 30, 1997	2,626,621,502	3,579,652,537	953,031,035	73.4%	604,076,573	157.8%
June 30, 1998	3,045,858,851	3,999,722,806	953,863,955	76.2%	636,246,593	149.9%
June 30, 1999 ¹	3,259,015,814	3,967,529,172	708,513,358	82.1%	673,484,467	105.2%
June 30, 2000	3,514,399,312	4,359,881,262	845,481,950	80.6%	703,201,056	105.2%
June 30, 2001	3,619,863,426	4,679,288,010	1,059,424,584	77.4%	748,460,527	120.2%
June 30, 2002	3,553,823,995	4,857,003,061	1,303,179,066	73.2%	792,015,577	164.5%
June 30, 2003	3,427,685,554	5,284,933,149	1,857,247,595	64.9%	834,642,391	222.5%

¹Restated numbers based on Entry Age Normal funding method

²Frozen Actuarial Liability for plan years 1998 and prior

³Unfunded Frozen Actuarial Liability for plan years 1998 and prior

**Schedules Of Contributions From The Employers
And Other Contributing Entity**

ERS Fiscal Year Ended June 30	<u>State Employees</u>		<u>Teachers (State)</u>		<u>Teachers (Local)</u>	
	Annual Required Contribution	Percentage Contributed	Annual Required Contribution	Percentage Contributed	Annual Required Contribution	Percentage Contributed
2003	\$45,323,258	100%	\$38,242,690	100%	\$56,888,431	100%
2002	31,801,645	100%	30,763,337	100%	44,391,050	100%
2001	44,540,998	100%	35,365,234	100%	48,153,386	100%
2000	44,353,675	100%	40,719,407	100%	57,667,528	100%
1999	48,526,064	100%	30,202,943	100%	42,373,952	100%
1998	51,310,092	100%	35,005,382	100%	52,040,574	100%
1997	45,403,827	100%	34,871,679	100%	48,945,845	100%

**Notes to Required Supplementary Information
(as required by GASB #25)**

Item (1)	State Employees (2)	Teachers (3)
Valuation date	June 30, 2003	June 30, 2003
Actuarial cost method	Entry Age Normal	Entry Age Normal
Amortization method	Level percentage, closed	Level percentage, closed
Remaining amortization period	26 years	26 years
Asset valuation method	5-Yr Smoothed Market	5-Yr Smoothed Market
Actuarial assumptions:		
Investment rate of return *	8.25%	8.25%
Projected salary increase *	4.50% to 8.25%	4.50% to 17.00%
* Includes inflation at:	3.00%	3.00%
Cost of living adjustment	3.00%	3.00%

OTHER BENEFITS

In addition to benefits provided to State employees by the State Retirement System described above, State employees since 1956 have also been covered under the provisions of the Federal Old-Age and Survivor's Insurance Program (Title II of the Federal Social Security Act). Benefit rates, State, and member contributions are governed by federal law. The State is also subject to the unemployment compensation provisions of the federal employment security law. Contributions under this program by the State are made by annual appropriation of actual benefit costs incurred rather than a percentage of payroll.

In anticipation of the implementation of GASB Statement 43, "Other Post Employment Benefits," the State has obtained an actuarial estimate of the unfunded liability relating to retiree medical benefits. The unfunded liability is estimated to be approximately \$600 million for State employees and \$29 million for the State's share for teachers. The actuarially based funding of this liability is reflected in the State's five-year forecast and would require an estimate rate of contribution of 8.57% of payroll.

LITIGATION

No litigation is pending or, to the knowledge of the Attorney General, threatened against or affecting the State seeking to restrain or enjoin the issuance, sale or delivery of the Certificates or in any way contesting or affecting the validity of the Certificates.

The State, its officers and employees are defendants in numerous lawsuits. With respect to any such litigation, State officials are of the opinion that the lawsuits are not likely to result either individually or in the aggregate in final judgments against the State that would materially affect its financial position. It should be noted, however, that litigation has been initiated against the State and the State's Fire Marshal arising out of a tragic fire at a nightclub in West Warwick, Rhode Island. The fire resulted in 100 deaths and injuries to approximately 200 people. Numerous suits have been served upon the State and its Fire Marshal. There is no way to estimate the potential claims against the State and/or its employees. The State intends to contest any liability on its part or that of its employees. In any event, the Attorney General believes the State and its employees have immunity from suit based upon R.I. Gen. Laws § 23-28.2-17 of the State Fire Code. In addition, the Attorney General is of the view the State and its employees have immunity under the Public Duty Doctrine. Moreover, should total immunity not be available (which is denied), damages in any tort action against the State ought to be subject to the \$100,000 limitation contained in the State's Tort Claims Act.

FINANCIAL STATEMENTS

Attached are the combined financial statements and notes of the State for fiscal year ended June 30, 2003, and the report thereon by the Auditor General, a certified public account appointed by the Joint Committee on Legislative Services.

EXHIBIT A

Audited Financial Statements of the State

[THIS PAGE INTENTIONALLY LEFT BLANK]



ERNEST A. ALMONTE, CPA, CFE
AUDITOR GENERAL
ernest.almonte@oag.ri.gov

STATE OF RHODE ISLAND and PROVIDENCE PLANTATIONS

GENERAL ASSEMBLY

OFFICE of the AUDITOR GENERAL

- ◆ INTEGRITY
- ◆ RELIABILITY
- ◆ INDEPENDENCE
- ◆ ACCOUNTABILITY

INDEPENDENT AUDITOR'S REPORT

Finance Committee of the House of Representatives and
Joint Committee on Legislative Services, General Assembly,
State of Rhode Island and Providence Plantations:

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the State of Rhode Island and Providence Plantations (the State) as of and for the year ended June 30, 2003 which collectively comprise the State's basic financial statements as listed in the Table of Contents. These financial statements are the responsibility of the State's management. Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the financial statements of:

- certain component units which represent 4% of the assets and 1% of the revenues of the governmental activities and 1% of the assets and 9% of the revenues of the aggregate remaining fund information;
- the Convention Center Authority, a major fund, which represents 47% of the assets and 4% of the revenues of the business-type activities; and
- certain component units which represent 100% of the assets and 99% of the revenues of the aggregate discretely presented component units.

Those financial statements were audited by other auditors whose reports thereon have been furnished to us, and our opinion, insofar as it relates to the amounts included for the governmental activities, the business-type activities, the aggregate discretely presented component units, the Convention Center Authority major fund, and the aggregate remaining fund information, is based solely on the reports of the other auditors.

Except as discussed in the following paragraph, we conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free 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 and the reports of other auditors provide a reasonable basis for our opinions.

Exhibit A-1

We were unable to obtain sufficient evidence regarding the completeness of the furniture and equipment, and building improvement categories of capital assets included in governmental activities at June 30, 2003. Due to insufficient physical inventories of capital assets and weaknesses in accounting controls over the accumulation of capital asset acquisitions and disposals, we were unable to satisfy ourselves as to the carrying value of these categories of capital assets and the related depreciation expense by other auditing procedures. The furniture and equipment, and building improvement capital asset categories represent \$139 million or 13% of total recorded governmental activities capital assets of \$1,086 million at June 30, 2003.

Management has not presented encumbrances outstanding at June 30, 2003 as a reserved component of fund balance within the State's major governmental funds and other governmental funds or disclosed such amounts in the notes to the basic financial statements as required by generally accepted accounting principles. The amount by which this departure would affect the reserved and unreserved components of fund balance of the governmental funds is not reasonably determinable.

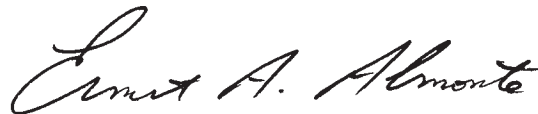
In our opinion, except for the effect of such adjustments, if any, on the governmental activities included in the government-wide statement of net assets and the related statement of activities as might have been determined to be necessary had we been provided sufficient evidence regarding the carrying value of the furniture and equipment, and building improvement components of capital assets, and except for the omission of encumbrances outstanding at June 30, 2003 as a component of reserved fund balance of the governmental funds, based on our audit and the reports of other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund and the aggregate remaining fund information of the State as of June 30, 2003, and the respective changes in financial position and cash flows, where applicable, thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in notes 1(R) and 17 to the basic financial statements, the Tobacco Settlement Financing Corporation, a blended component unit, early implemented guidance provided in GASB Technical Bulletin *Tobacco Settlement Recognition and Financial Reporting Entity Issues*. As a result, the Tobacco Settlement Financing Corporation changed its method of accounting for its purchased interest in future tobacco settlement revenues and the State changed its presentation of the Corporation from a discretely presented component unit to a blended component unit.

As provided by GASB Statement No. 34, *Basic Financial Statements – and Management's Discussion and Analysis—for State and Local Governments*, the State has included only capital outlays for infrastructure since July 1, 2001 as capital assets within governmental activities on the government-wide statement of net assets. Infrastructure outlays from prior years will be included in future financial statements.

In accordance with *Government Auditing Standards*, we will issue our report on our consideration of the State's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, and grants. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be read in conjunction with this report in considering the results of our audit. The report on internal control and compliance will be included in the State's *Single Audit Report*.

The management's discussion and analysis and required supplementary information, listed in the accompanying table of contents, are not a required part of the basic financial statements but are supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.



Ernest A. Almonte, CPA, CFE
Auditor General

October 13, 2004

Management's Discussion and Analysis

The following is a discussion and analysis of the financial activities of the State of Rhode Island and Providence Plantations (the State) for the fiscal year ended June 30, 2003. Readers are encouraged to consider the information presented here in conjunction with the letter of transmittal, which can be found at the front of this report, and with the State's financial statements, which follow this section.

Financial Highlights – Primary Government

Government-wide Financial Statements

- **Net Assets** The total assets of the State exceeded total liabilities at fiscal year ended June 30, 2003 by \$82.3 million. This amount is presented as "net assets" on the Statement of Net Assets for the Total Primary Government. Of this amount, (\$872.8) million was reported as unrestricted net assets, \$557.5 million was restricted net assets, and \$397.6 million was invested in capital assets net of related debt. Net assets of the governmental activities decreased by \$549.4 million for the fiscal year ended June 30, 2003. The primary reason for the decrease is the additional \$651 million of debt reported in governmental activities due to the changes in presentation as listed below. This decrease is reflected in the Changes in Net Assets in the line "Net assets-beginning, as restated." The restatement is further detailed in Note 17.
- **Changes in Net Assets** In the Statement of Activities the State's total net assets changed by (\$64.5) million in fiscal year 2003. Net assets of governmental activities changed by \$5.1 million, while net assets of the business-type activities changed by (\$69.6) million. The primary reason for the difference in the change in governmental activities was the one-time influx of \$544.2 million, during fiscal year 2002, from the Tobacco Settlement Finance Corporation that was reported as a special item. The primary reason for the difference in the business-type activities was the increase in operating transfers out.

Fund Financial Statements

- State's governmental funds reported a combined ending fund balance of \$458.1 million, a decrease of \$55.9 million in comparison with the previous fiscal year.
- The General Fund ended the current fiscal year with an unreserved, undesignated balance of \$42.6 million, an increase of \$11.6 million in comparison with the previous fiscal year.
- The Budget Reserve Account ended the fiscal year with a balance of \$83.6 million, an increase of \$1.6 million in comparison with the previous fiscal year.
- The Intermodal Surface Transportation Fund ended the fiscal year with an unreserved fund balance of \$24.1 million, which was a decrease of \$7.9 million from the previous year.
- The R.I. Temporary Disability Insurance Fund ended the current fiscal year with a 21.4% increase of \$20.1 million over last year. The fund balance at year end was \$114.1 million.
- The Rhode Island State Lottery transferred \$249.1 million to the General Fund during the fiscal year, an increase of \$34.9 million in comparison with the previous fiscal year.

Management's Discussion and Analysis

Overview of the Financial Statements

This discussion and analysis are intended to serve as an introduction to the State's basic financial statements. The State's basic financial statements include three components:

1. Government-wide financial statements,
2. Fund financial statements, and
3. Notes to the financial statements

This report also contains other supplementary information in addition to the basic financial statements.

Changes in Presentation

The R.I. General Laws were amended giving the R.I. Underground Storage Tank Financial Responsibility Fund separate legal status; therefore, the fund was reclassified from a special revenue fund to a discretely presented component unit.

The Tobacco Settlement Financing Corporation early implemented the GASB Technical Bulletin, *Tobacco Settlement Recognition and Financial Reporting Entity Issues*. This bulletin made it clear that the corporation should be a blended component unit; therefore the corporation was reclassified from a discretely presented component unit to a special revenue fund.

Government-wide Financial Statements

The government-wide financial statements provide a broad view of the State's finances. The statements provide both short-term and long-term information about the State's financial position, which assists in assessing the State's financial condition at the end of the year. These financial statements are prepared using the accrual basis of accounting, which recognizes all revenues and grants when earned and expenses at the time the related liabilities are incurred.

- The **Statement of Net Assets** presents all of the government's assets and liabilities, with the difference between the two reported as "net assets". Over time, increases and decreases in the government's net assets may serve as a useful indicator of whether the financial position of the State is improving or deteriorating.
- The **Statement of Activities** presents information showing how the government's net assets changed during the fiscal year. 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. Therefore, revenues and expenses are reported in this statement for some items that will not result in cash flows until future fiscal periods; for example, uncollected taxes and earned but unused vacation leave. This statement also presents a comparison between direct expenses and program revenues for each function of the government.

Management's Discussion and Analysis

Both of the government-wide financial statements have separate sections for three different types of government activities:

- **Governmental Activities:** The activities in this section represent most of the State's basic services and are generally supported by taxes, grants and intergovernmental revenues. The governmental activities of the State include general government, human services, education, public safety, natural resources, and transportation. The net assets and change in net assets of the internal service funds are also included in this column.
- **Business-type Activities:** These activities are normally intended to recover all or a significant portion of their costs through user fees and charges to external users of goods and services. These business-type activities of the State include the operations of the Lottery Commission, R.I. Convention Center Authority and the Employment Security Trust Fund.
- **Discretely Presented Component Units:** Component units are entities that are legally separate from the State, but for which the State is financially accountable. The State has 21 discretely presented component units. Financial information for these entities is presented separately from the financial information presented for the primary government.

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 State uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The fund financial statements focus on the individual parts of the State government, and report the State's operations in more detail than the government-wide financial statements. The State's funds are divided into three categories: governmental, proprietary and fiduciary.

- **Governmental funds:** Most of the State's basic services are financed through governmental funds. Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, the governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as on spendable resources available at the end of the fiscal year. Such information helps determine whether there are more or fewer financial resources that can be spent in the near future to finance the State's programs.

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 State's near-term financial 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 the governmental activities.

Management's Discussion and Analysis

Governmental funds include the general fund and special revenue, capital projects, debt service and permanent funds. The State has several governmental funds, of which GASB Statement No. 34, *Basic Financial Statements – and Management's discussion and Analysis – for State and Local Governments* defines the general fund as a major fund and management defines the Intermodal Surface Transportation Fund as a major fund. The R.I. Temporary Disability Insurance Fund and the Bond Capital Fund are also major funds. Each of the major funds is presented in a separate column in the governmental funds balance sheet and statement of revenues, expenditures and changes in fund balances. The remaining governmental funds are combined in a single aggregated column on these financial statements. Individual fund data for each of these nonmajor governmental funds can be found in the supplementary information section of this report.

- **Proprietary funds:** Services for which the State charges customers a fee are generally reported in proprietary funds. The State maintains two different types of proprietary funds, enterprise funds and internal service funds. Enterprise funds report activities that provide supplies and services to the general public. Internal service funds report activities that provide supplies and services for the State's other programs and activities. Like the government-wide statements, proprietary funds use the accrual basis of accounting. The State has three enterprise funds, the Lottery Fund, Convention Center Authority Fund and the Employment Security Trust Fund. These funds are each presented in separate columns on the basic proprietary fund financial statements. The State's internal service funds are reported as governmental activities on the government-wide statements, because the services they provide predominantly benefit governmental activities. The State's 14 internal service funds are reported on the basic proprietary fund financial statements in a single combined column. Individual fund data for these funds is provided in the form of combining statements and can be found in the supplementary information section of this report.
- **Fiduciary funds:** These funds are used to account resources held for the benefit of parties outside the State government. Fiduciary funds are not included in the government-wide financial statements because the resources of these funds are not available to support the State's programs. These funds, which include the pension trust, private-purpose trust and agency funds, are reported using accrual accounting. Individual fund data for fiduciary funds can be found in the supplementary information section of this report.

Management's Discussion and Analysis

Major Features of the Basic Financial Statements				
	Government-wide	Fund Financial Statements		
	Financial Statements	Governmental Funds	Proprietary Funds	Fiduciary Funds
Scope	Entire State government (except fiduciary funds) and the State's component units	Activities of the State that are not proprietary or fiduciary	Activities of the State that are operated similar to private businesses	Instances in which the State is the trustee or agent for someone else's resources
Required financial statements	Statement of net assets Statement of activities	Balance sheet Statement of revenues, expenditures, and changes in fund balances	Statement of net assets Statement of revenues, expenses and changes in net assets Statement of cash flows	Statement of net assets Statement of changes in fund net assets
Accounting basis and measurement focus	Accrual accounting and economic resources focus	Modified accrual accounting and current financial resources focus	Accrual accounting and economic resources focus	Accrual accounting and economic resources focus
Type of asset/liability information	All assets and liabilities, both financial and capital, and short-term and long-term	Only assets expected to be used up and liabilities that come due during the year or soon thereafter; no capital assets included	All assets and liabilities, both financial and capital, and short-term and long-term	All assets and liabilities, both short-term and long-term
Type of inflow/outflow information	All revenues and expenses during the year, regardless of when cash is received or paid	Revenues for which cash is received during or soon after the end of the year end Expenditures when goods or services have been received and payment is due during the year or soon thereafter	All revenues and expenses during the year, regardless of when cash is received or paid	All revenues and expenses during the year, regardless of when cash is received or paid

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 immediately following the component units' financial statements.

Required Supplementary Information

The basic financial statements and accompanying notes are followed by a section of required supplementary information, including information concerning the State's progress in funding its obligation to provide pension benefits to its employees. This section also includes a budgetary comparison schedule for each of the State's major governmental funds that have a legally-mandated budget.

Other Supplementary Information

Other supplementary information includes combining financial statements for nonmajor governmental, internal service and fiduciary funds. These funds are added together, by fund type, and presented in single columns in the basic financial statements.

Government-Wide Financial Analysis

Net Assets

As noted earlier, net assets may serve over time as a useful indicator of a government's financial position. The State's combined net assets (governmental and business-type activities) totaled \$82.3 million at the end of fiscal year 2003, compared to \$701.3 million (before restatement) at the end of the prior fiscal year. The primary reason for the change is the additional \$651 million of debt reported in governmental activities due to the changes in presentation as listed above.

Management's Discussion and Analysis

This change is reflected in the Changes in Net Assets in the line "Net assets-beginning, as restated." The restatement is further detailed in Note 17.

A portion of the State's net assets reflects its investment in capital assets such as land, buildings, equipment and infrastructure (roads, bridges, and other immovable assets) less any related debt outstanding that was needed to acquire or construct the assets. The State uses these capital assets to provide services to its citizens; consequently, these assets are not available for future spending. Although the State's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources.

State of Rhode Island's Net Assets as of June 30, 2003 (Expressed in Thousands)						
	Governmental Activities		Business-Type Activities		Total Primary Government	
	2003	2002	2003	2002	2003	2002
Current and other assets	\$ 967,379	\$ 1,082,235	\$ 312,155	\$ 365,997	\$ 1,279,534	\$ 1,448,232
Capital assets	1,086,556	936,397	208,273	209,022	1,294,829	1,145,419
Total assets	2,053,935	2,018,632	520,428	575,019	2,574,363	2,593,651
Long-term liabilities outstanding	1,599,965	1,589,439	294,364	286,930	1,894,329	1,876,369
Other liabilities	559,261	539,639	38,471	30,836	597,732	570,475
Total liabilities	2,159,226	2,129,078	332,835	317,766	2,492,061	2,446,844
Net assets:						
Invested in capital assets, net of related debt	481,460	371,614	(83,896)	(84,909)	397,564	286,705
Restricted	273,559	196,913	283,944	340,512	557,503	537,425
Unrestricted	(860,310)	(678,973)	(12,455)	1,650	(872,765)	(677,323)
Total net assets	\$ (105,291)	\$ (110,446)	\$ 187,593	\$ 257,253	\$ 82,302	\$ 146,807

An additional portion of the State's net assets represents resources that are subject to external restrictions on how they may be used.

Changes in Net Assets

The State's net assets decreased by (\$64.5) million during the current fiscal year. Total revenues of \$6.0 billion (including special items) were less than expenses of \$6.1 billion. Approximately 38.9% of the State's total revenue came from taxes, while 28.1% resulted from grants and contributions (including federal aid). Charges for various goods and services provided 29.8% of the total revenues. The State's expenses covered a range of services. The largest expenses were for human services (37.0%) and intergovernmental (15.6%). In fiscal year 2003, governmental activity expenses exceeded program revenues, which resulted in the use of \$2.73 billion in general revenues (mostly taxes). On the other hand, net program revenues from business-type activities in 2003 exceeded expenses by \$142.7 million.

Management's Discussion and Analysis

State of Rhode Island's Changes in Net Assets						
For the Fiscal Year Ended June 30, 2003						
(Expressed in Thousands)						
	Governmental Activities		Business-Type Activities		Total Primary Government	
	2003	2002	2003	2002	2003	2002
Revenues:						
Program revenues:						
Charges for services	\$ 313,733	\$ 306,007	\$ 1,473,723	\$ 1,345,922	\$ 1,787,456	\$ 1,651,929
Operating grants and contributions	1,452,834	1,315,974	45,712	50,656	1,498,546	1,366,630
Capital grants and contributions	191,993	176,071			191,993	176,071
General revenues:						
Taxes	2,335,329	2,187,342			2,335,329	2,187,342
Interest	7,668	10,005	17,336	21,134	25,004	31,139
Other	160,547	153,947	5,354	7,615	165,901	161,562
Total revenues	4,462,104	4,149,346	1,542,125	1,425,327	6,004,229	5,574,673
Program expenses:						
General government	459,989	455,489			459,989	455,489
Human services	2,244,980	2,115,220			2,244,980	2,115,220
Education	103,476	339,455			103,476	339,455
Public safety	309,569	288,291			309,569	288,291
Natural resources	67,597	138,287			67,597	138,287
Transportation	170,082	192,824			170,082	192,824
Intergovernmental	947,792	896,512			947,792	896,512
Grants	291,208	287			291,208	287
Interest	98,831	79,381			98,831	79,381
Lottery			1,054,764	958,626	1,054,764	958,626
Convention Center			59,372	57,900	59,372	57,900
Employment insurance			262,585	231,665	262,585	231,665
	4,693,524	4,505,746	1,376,721	1,248,191	6,070,245	5,753,937
Increase in net assets before transfers and special items						
	(231,420)	(356,400)	165,404	177,136	(66,016)	(179,264)
Transfers	235,064	198,969	(235,064)	(198,969)		
Special items	1,511	525,276			1,511	525,276
Change in net assets	5,155	367,845	(69,660)	(21,833)	(64,505)	346,012
Net assets - Beginning	(110,446)	76,251	257,253	279,086	146,807	355,337
Cumulative effect of prior period adjustments		(554,542)				(554,542)
Net assets - Beginning, as restated	(110,446)	(478,291)	257,253	279,086	146,807	(199,205)
Net assets - Ending	\$ (105,291)	\$ (110,446)	\$ 187,593	\$ 257,253	\$ 82,302	\$ 146,807

Financial Analysis of the State's Funds

As noted earlier, the State uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental Funds

The focus of the State's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the State's financing requirements. In particular, unreserved fund balance may serve as a useful measure of the State's net resources available for spending at the end of the fiscal year. At the end of the current fiscal year, the State's governmental funds reported a combined ending fund balance of \$458.1 million, a decrease of \$55.9 million. Reserved fund balances are not available for new spending because they have already been committed as follows: (1) \$83.6 million for a "rainy day" account, (2) \$45.5 million for continuing appropriations, (3) \$74.4 million principally for liquidating debt, (4) \$114.0 million for employment insurance programs and (5)

Management's Discussion and Analysis

\$1.4 million for other restricted purposes. Approximately 30.3% (\$139.0 million) of the ending fund balance is designated by the State's management consistent with the limitations of each fund.

The major governmental funds of the primary government are:

General Fund. The General Fund is the chief operating fund of the State. At the end of the current fiscal year, the unreserved fund balance of the General Fund was \$42.6 million, while total fund balance was \$171.8 million. As a measurement of the General Fund's liquidity, it may be useful to compare both unreserved fund balance and total fund balance to total fund expenditures. Unreserved fund balance represent 1.0% of total General Fund expenditures, while total fund balance represent 3.9% of the same amount.

The General Fund's unreserved fund balance increased from \$31.0 million to \$42.6 million, an increase of \$11.6 million during the current fiscal year. This is primarily attributed to the revenue increases for taxes, licenses, fines and services.

Intermodal Surface Transportation Fund. The Intermodal Surface Transportation Fund (ISTEA) accounts for the collection of gasoline tax, federal grants, and bond proceeds that are used in maintenance, upgrading, and construction of the State's highway system. At the end of the current fiscal year, unreserved fund balance of the ISTEA fund was \$24.1 million, while the total fund balance was \$25.5 million. Total fund balance of the ISTEA fund decreased by \$7.9 million during the current fiscal year.

R.I. Temporary Disability Insurance Fund. This fund is responsible to account for the employee tax on wages which are levied to pay benefits to covered workers who are absent due to non job-related illnesses. The ending fund balance for the current fiscal year was \$114.1 million. It represents an increase of \$20.1 million or 21.4% over last year. This was mainly attributed to the increase in the wage limit used for the employee contribution.

Bond Capital Fund. The Bond Capital Fund tracks the proceeds from the bonds issued and the related capital expenditures not required to be disclosed in another capital projects fund. At fiscal year end, the balance at June 30, 2003 was \$57.6 million for a decrease of \$.8 million.

General Fund Budgetary Highlights

According to the State's Constitution, general revenue appropriations in the general fund cannot exceed 98% of available general revenue sources, which consist of the current fiscal year's budgeted general revenue plus the general fund undesignated fund balance from the prior fiscal year. The budgets for the components of the current fiscal year's general revenue estimates are established by the State's revenue estimating conference. If actual general revenue is less than the projection, appropriations have to be reduced or additional revenues must be imposed. Certain agencies have federal programs that are entitlements which must continue to receive the federal funds. Agencies may get additional appropriations providing a need is established. Adjustments to general revenue receipt estimates resulted in an increase of \$42.7 million (1.58%) between the original budget and the final budget. In addition, general revenue appropriations increased from the original budget by \$26.6 million (1.00%). Some significant

Management's Discussion and Analysis

changes between the estimated general revenue receipts and general revenue appropriations are listed below.

- Personal income tax decreased by \$ 17.5 million (2%)
- Business corporation tax increased by \$17.9 million (39%)
- Public gross earnings tax decreased by \$20.8 million (22%)
- Insurance companies tax increased by \$14.0 million (39%)
- Inheritance and gift tax increased by \$8.0 million (36%)
- Departmental general revenue increased by \$17.7 million (7%)
- Gas tax transfer increased by \$14.2 million (134%)
- General revenue appropriations increased in the Departments of Administration, Corrections and Elementary and Secondary Education increased by \$13.2 million, \$6.9 million and \$4.1 million, respectively

Capital Assets and Debt Administration

Capital Assets

The State's investment in capital assets for its governmental and business-type activities as of June 30, 2003, amounts to \$1,295 million, net of accumulated depreciation of \$432 million. This investment in capital assets includes land, buildings, improvements, equipment, infrastructure, and construction in progress. The total increase in the State's investment in capital assets for the current fiscal year was about 14.0% in terms of net book value.

Actual expenditures to purchase or construct capital assets were \$198.8 million for the year. Of this amount, \$106.2 million was used to construct or reconstruct roads. Depreciation charges for the year totaled \$47.4 million.

	Governmental Activities		Business-Type Activities		Total Primary Government	
	2003	2002	2003	2002	2003	2002
	\$	\$	\$	\$	\$	\$
Capital assets not being depreciated						
Land	382,579	373,186	38,032	38,032	420,611	411,218
Construction in progress	102,881	52,193		1,336	102,881	53,529
Total capital assets not being depreciated	485,460	425,379	38,032	39,368	523,492	464,747
Capital assets being depreciated						
Land improvements	3,601	3,209			3,601	3,209
Buildings	374,127	369,453	229,748	227,336	603,875	596,789
Buildings improvements	198,449	195,860			198,449	195,860
Equipment	148,924	137,163	23,571	18,466	172,495	155,629
Infrastructure	224,490	118,311			224,490	118,311
	949,591	823,996	253,319	245,802	1,202,910	1,069,798
Less: Accumulated depreciation	(348,495)	(312,978)	(83,078)	(76,148)	(431,573)	(389,126)
Total capital assets being depreciated	601,096	511,018	170,241	169,654	771,337	680,672
Total capital assets (net)	\$ 1,086,556	\$ 936,397	\$ 208,273	\$ 209,022	\$ 1,294,829	\$ 1,145,419

Management's Discussion and Analysis

Additional information on the State's capital assets can be found in the notes to the financial statements of this report.

Debt Administration

Under the State's Constitution, the General Assembly has no power to incur State debts in excess of \$50,000 without the consent of the people (voters), except in the case of war, insurrection or invasion, or to pledge the faith of the State to the payment of obligations of others without such consent. At the end of the current fiscal year, the State's governmental activities had total bonded debt outstanding of \$1,498 million of which \$739 million is general obligation debt and \$759 million is debt of the blended component units. The State's total bonded debt increased by \$23.7 million during the current fiscal year. This increase is the net of a \$48.5 million increase in general obligation debt and a decrease of \$24.8 million in the blended component units. Additionally, the State has extended its credit through contractual agreements of a long-term nature, which are subject to annual appropriations.

During the current fiscal year, the State issued \$77.1 million of general obligation bonds and \$62.7 of general obligation refunding bonds. These bonds have been assigned ratings by Fitch, Inc. (Fitch), Moody's Investors Service (Moody's) and Standard and Poor's Rating Services (Standard and Poor's).

The State does not have any debt limitation. Bonds authorized by the voters, that remain unissued as of the end of the current fiscal year, amounted to \$238.5 million. Additional information on the State's long-term debt can be found in the notes to the financial statements of this report.

Economic Factors

The State's economy weathered the national recession of 2001 better than it did the recession of the early 1990s. According to the U.S. Bureau of Labor Statistics, Rhode Island experienced a decline in non-farm employment of 17,300 jobs in FY 1992 vs. a decline in non-farm employment of 1,300 jobs in FY 2002. On a calendar year basis, Rhode Island did even better experiencing an increase in employment of 1,700 jobs in CY 2001 vs. a loss of 29,700 jobs in CY 1991. In FY 2003, Rhode Island added 3,100 total jobs. On a calendar year basis, the State increased its non-farm employment by 4,200 in 2003.

According to Economy.com's August 2004 *Forecast Report: U.S., New England, and Rhode Island*, Rhode Island's recent job gains have begun to decelerate causing the State to fall "behind the nation in terms of year-over-year job growth in the last couple of months for the first time in three years." The slowdown in Rhode Island's employment growth can be attributed to a decrease in employment in the construction industry. Again according to Economy.com (8/2004), "From July 2002 to February 2004, the Rhode Island construction industry added 3,600 jobs, an increase of nearly 19%." The State's strong housing market and an increase in government spending on several large public works and road improvement projects fueled this hiring. Since February, construction employment has fallen.

Rhode Island personal income growth has performed similarly to Rhode Island employment growth in the current recession. In CY 1992, Rhode Island personal income growth was more

Management's Discussion and Analysis

than two percentage points less than that of the U.S. (4.3% vs. 6.6% respectively) reflecting the deeper decline in Rhode Island's economy vis-à-vis the U.S. economy during this period. In CY 2002, however, Rhode Island personal income growth was more than a full percentage point better than that of the U.S. as a whole (3.4% vs. 2.3% respectively) reflecting the reversal in the State's fortunes during the 2001 national recession.

Interestingly, Rhode Island has been able to maintain the positive differential between its personal income growth rate and the U.S. personal income growth rate in spite of the fact that Rhode Island's employment growth performance has begun to lag that of the nation as a whole. In FY 2003, Rhode Island personal income growth was 3.7% vs. 2.6% for the U.S. On a calendar year basis, Rhode Island personal income growth was 4.4% in 2003 vs. 2003 personal income growth of 3.4% for the United States.

According to Economy.com (8/2004), the near term outlook for Rhode Island's economy is "generally favorable" with payroll growth expected "to strengthen in the second half of 2004 and employment to rise a solid 1.9% in 2005." One of the catalysts for this growth is rising national defense spending. Economy.com (8/2004) notes that "Electric Boat continues to win federal contracts to retrofit submarines for use in special operations and surveillance." In addition, "Raytheon is also enjoying more business from a larger defense budget given its emphasis on surveillance and control systems." Finally, the national defense build-up is moving the State's manufacturing sector into a much better position to support growth in the Rhode Island economy. With the assistance of the Rhode Island Manufacturing Extension Services, "area businesses with little history of defense work" anticipate capturing a significant part of the U.S. Department of Defense's increased spending.

The biotechnology industry cluster that has begun to emerge in Rhode Island should positively impact the State's long term economic performance. In 2002, the Brown University Medical School won \$90 million in research grants from the National Institutes of Health. A referendum is being put before the voters in November 2004 seeking approval of \$50 million in general obligation bonds for the construction of a Center for Biotechnology and Life Sciences at the University of Rhode Island. Finally, Amgen has invested \$1.5 billion in the State since 2001 building the largest biopharmaceutical manufacturing facility in the U.S. for the production of its blockbuster rheumatoid arthritis drug Enbrel®. The final phase of the plant is expected to open in 2005 adding anywhere from 300 to 500 jobs.

Requests for Information

This financial report is designed to provide a general overview of Rhode Island's finances for all those with an interest in the State's finances. Questions concerning any of the information provided in this report or requests for additional information should be sent to finreport@mail.state.ri.us. As of fiscal year 1999, the State's Comprehensive Annual Financial Report may be found on the State Controller's home page, <http://controller.doa.state.ri.us>. Requests for additional information related to component units should be addressed as listed in Note 1 of the financial statements.

State of Rhode Island and Providence Plantations
Statement of Net Assets
June 30, 2003
(Expressed in Thousands)

	Primary Government			Component Units
	Governmental activities	Business - Type Activities	Totals	
Assets				
Current assets:				
Cash and cash equivalents	\$ 350,738	\$ 23,179	\$ 373,917	\$ 751,479
Funds on deposit with fiscal agent	11,529	222,960	234,489	
Investments	101,020	294	101,314	886,257
Receivables (net)	281,817	44,890	326,707	1,135,626
Due from primary government				4,240
Due from component units	17,498		17,498	
Internal balances	4,885	(4,885)		
Due from other governments and agencies	144,615	1,338	145,953	7,870
Inventories	2,058	1,155	3,213	7,512
Other assets	18,416	1,204	19,620	17,625
Total current assets	<u>932,576</u>	<u>290,135</u>	<u>1,222,711</u>	<u>2,810,609</u>
Noncurrent assets:				
Investments		17,219	17,219	88,487
Receivables (net)	668		668	1,107,524
Due from component units	25,753		25,753	
Capital assets - nondepreciable	485,460	38,032	523,492	275,217
Capital assets - depreciable (net)	601,096	170,241	771,337	966,648
Lease receivable				5,555
Other assets	8,382	4,801	13,183	141,517
Total noncurrent assets	<u>1,121,359</u>	<u>230,293</u>	<u>1,351,652</u>	<u>2,584,948</u>
Total assets	<u>2,053,935</u>	<u>520,428</u>	<u>2,574,363</u>	<u>5,395,557</u>
Liabilities				
Current Liabilities:				
Cash overdraft	26,634		26,634	215
Accounts payable	317,764	16,440	334,204	76,972
Due to primary government				5,035
Due to component units	8,536		8,536	
Due to other governments and agencies		1,671	1,671	659
Accrued expenses	58,911	4,413	63,324	63,746
Deferred revenue		1,769	1,769	16,889
Other current liabilities	34,312	334	34,646	8,694
Current portion of long-term debt	113,104	7,838	120,942	302,906
Obligation for unpaid prize awards		6,006	6,006	
Total current liabilities	<u>559,261</u>	<u>38,471</u>	<u>597,732</u>	<u>475,116</u>
Noncurrent Liabilities:				
Due to other governments and agencies	5,442		5,442	4,217
Accrued liabilities				33,516
Deferred revenue		11,875	11,875	3,960
Notes payable				4,151
Loans payable				131,007
Obligations under capital lease	102,885		102,885	43,747
Compensated absences	15,604		15,604	23,901
Bonds payable	1,445,547	282,444	1,727,991	2,905,829
Other liabilities	30,487	45	30,532	290,489
Total noncurrent liabilities	<u>1,599,965</u>	<u>294,364</u>	<u>1,894,329</u>	<u>3,440,817</u>
Total liabilities	<u>2,159,226</u>	<u>332,835</u>	<u>2,492,061</u>	<u>3,915,933</u>
Net Assets				
Invested in capital assets, net of related debt	481,460	(83,896)	397,564	718,560
Restricted for:				
Budget Reserve	83,648		83,648	
State infrastructure bank	1,354		1,354	
Debt	74,363	24,522	98,885	573,571
Self-insurance	100		100	
Employment Insurance Programs	114,094	259,422	373,516	
Unrestricted	(860,310)	(12,455)	(872,765)	187,493
Total net assets	<u>\$ (105,291)</u>	<u>\$ 187,593</u>	<u>\$ 82,302</u>	<u>\$ 1,479,624</u>

State of Rhode Island and Providence Plantations
Statement of Activities
For the Year Ended June 30, 2003
(Expressed in Thousands)

Functions/Programs	Expenses	Program Revenues			Net (Expense) Revenue and Changes in Net Assets			Component Units
		Charges for Services	Operating grants and contributions	Capital grants and contributions	Governmental Activities	Business-type activities	Totals	
Primary government:								
Governmental activities:								
General government	\$ 459,989	\$ 108,369	\$ 68,994	\$ 164	\$ (282,462)	\$	\$ (282,462)	\$
Human services	2,244,980	113,247	1,203,908	100	(927,725)		(927,725)	
Education	103,476	2,877	132,003		31,404		31,404	
Public safety	309,569	60,341	24,516	945	(223,767)		(223,767)	
Natural resources	67,597	25,807	14,680	20,175	(6,935)		(6,935)	
Transportation	170,082	3,092	8,733	170,609	12,352		12,352	
Intergovernmental	947,792				(947,792)		(947,792)	
Grants	291,208				(291,208)		(291,208)	
Interest and other charges	98,831				(98,831)		(98,831)	
Capital outlays								
Total governmental activities	<u>4,693,524</u>	<u>313,733</u>	<u>1,452,834</u>	<u>191,993</u>	<u>(2,734,964)</u>		<u>(2,734,964)</u>	
Business-type activities:								
State lottery	1,054,764	1,290,406				235,642	235,642	
Convention Center	59,372	39,610				(19,762)	(19,762)	
Employment security	262,585	143,707	45,712			(73,166)	(73,166)	
Total business-type activities	<u>1,376,721</u>	<u>1,473,723</u>	<u>45,712</u>			<u>142,714</u>	<u>142,714</u>	
Total primary government	<u>\$ 6,070,245</u>	<u>\$ 1,787,456</u>	<u>\$ 1,498,546</u>	<u>\$ 191,993</u>	<u>(2,734,964)</u>	<u>142,714</u>	<u>(2,592,250)</u>	
Component units	<u>\$ 991,267</u>	<u>\$ 931,981</u>	<u>\$ 37,929</u>	<u>\$ 53,731</u>				<u>32,374</u>
General Revenues:								
Taxes					2,335,329		2,335,329	
Interest and investment earnings					7,668	17,336	25,004	49,119
Miscellaneous					160,547	5,354	165,901	(815)
Special items					1,511		1,511	
Transfers					235,064	(235,064)		
Total general revenues, special items, and transfers					<u>2,740,119</u>	<u>(212,374)</u>	<u>2,527,745</u>	<u>48,304</u>
Change in net assets					5,155	(69,660)	(64,505)	80,678
Net assets - beginning, as restated					(110,446)	257,253	146,807	1,398,946
Net assets - ending					<u>\$ (105,291)</u>	<u>\$ 187,593</u>	<u>\$ 82,302</u>	<u>\$ 1,479,624</u>

Exhibit A-16

State of Rhode Island and Providence Plantations
Balance Sheet
Governmental Funds
June 30, 2003
(Expressed in Thousands)

	General	Intermodal Surface Transportation	R.I. Temporary Disability	Bond Capital	Other Governmental Funds	Total Governmental Funds
Assets						
Cash and cash equivalents	\$ 164,446	\$ 9,951	\$ 66,402	\$ 90,214	\$ 14,175	\$ 345,188
Funds on deposit with fiscal agent					11,529	11,529
Investments					101,020	101,020
Receivables (net)	213,185	12,372	49,086		9	274,652
Due from other funds	65,000	10,586	2	7,955	3	83,546
Due from component units	14,517	647				15,164
Due from other governments and agencies	104,360	37,959		2,299		144,618
Loans to other funds	120					120
Other assets	16,240				1,485	17,725
Total assets	577,868	71,515	115,490	100,468	128,221	993,562
Liabilities and Fund Balances						
Liabilities						
Cash overdraft				21,011	4,337	25,348
Accounts payable	277,598	20,896	76	1,351	947	300,868
Due to other funds	20,519	7,146	1,320	20,437	30,815	80,237
Due to component units	6,146	2,389				8,535
Loans from other funds					20	20
Accrued expenses	44,473					44,473
Deferred revenue	27,188	15,140		66		42,394
Other liabilities	30,105	490		57	2,892	33,544
Total liabilities	406,029	46,061	1,396	42,922	39,011	535,419
Fund Balances						
Reserved for:						
Budget reserve	83,648					83,648
Appropriations carried forward	45,557					45,557
Debt					74,363	74,363
Self-insurance					100	100
State infrastructure bank		1,354				1,354
Employment Insurance Programs			114,094			114,094
Unreserved, reported in:						
General fund	42,634					42,634
Special revenue funds		24,100			1,303	25,403
Capital projects funds				57,546	12,607	70,153
Permanent fund					837	837
Total fund balances	171,839	25,454	114,094	57,546	89,210	458,143
Total liabilities and fund balances	\$ 577,868	\$ 71,515	\$ 115,490	\$ 100,468	\$ 128,221	\$ 993,562

State of Rhode Island and Providence Plantations
 Reconciliation of the Balance Sheet of the Governmental Funds
 to Statement of Net Assets for Governmental Activities
 June 30, 2003
 (Expressed in Thousands)

Fund Balance of Governmental Funds	\$	458,143
Amounts reported for governmental activities in the Statement of Net Assets are different because:		
Capital Assets used in the governmental activities are not financial resources and therefore are not reported in the funds.		1,082,623
Bond, notes, certificates of participation accrued interest and other liabilities are not due and payable in the current period and therefore are not recorded in the governmental funds.		(1,706,890)
Long-term receivables from component units are not available to pay for current-period expenditures and therefore are not recorded in the fund financial statements.		28,594
Revenues (expenses) in the Statement of Activities that do not provide (use) current financial resources are not reported as revenues (expenditures) in the governmental funds.		20,577
Internal service funds are used by management to charge the costs of certain activities to individual funds. The net assets of the internal service funds is reported with governmental activities.		11,662
Net Assets - Governmental Activities	\$	<u><u>(105,291)</u></u>

State of Rhode Island and Providence Plantations
Statement of Revenues, Expenditures, and Changes in Fund Balances
Governmental Funds
For the Year Ended June 30, 2003
(Expressed in Thousands)

	General	Intermodal Surface Transportation	R.I. Temporary Disability	Bond Capital	Other Governmental Funds	Total Governmental Funds
Revenues:						
Taxes	\$ 2,012,372	\$ 139,458	\$ 178,246	\$	\$	\$ 2,330,076
Licenses, fines, sales, and services	223,894	692			6,331	230,917
Departmental restricted revenue	75,726	2,400				78,126
Federal grants	1,433,410	153,197		10,938		1,597,545
Income from investments		201	936	1,452	5,219	7,808
Other revenues	66,336	4,306	47		52,948	123,637
Total operating revenues	3,811,738	300,254	179,229	12,390	64,498	4,368,109
Expenditures:						
Current:						
General government	283,618		157,749	655	3,475	445,497
Human services	2,232,252					2,232,252
Education	101,270					101,270
Public safety	297,070					297,070
Natural resources	53,170			37		53,207
Transportation		143,635				143,635
Capital outlays	42,999	114,062	164	19,999	18,387	195,611
Intergovernmental	937,237	1,549		8,881	124	947,791
Debt service:						
Principal	58,161					58,161
Interest and other charges	52,998				47,630	100,628
Total operating expenditures	4,058,775	259,246	157,913	29,572	69,616	4,575,122
Excess (deficiency) of revenues over (under) expenditures	(247,037)	41,008	21,316	(17,182)	(5,118)	(207,013)
Nonoperating revenues (expenditures)						
Bonds and notes issued				138,685	1,220	139,905
Proceeds from the sale of Certificates of Participation					3,890	3,890
Premium and accrued interest				10,810	71	10,881
Operating transfers in	524,139	44,130		54,141	2,675	625,085
Operating transfers in from component units	18,578				192	18,770
Other	9,461				(471)	8,990
Payment to refunded bonds escrow agent				(68,657)	(16,701)	(85,358)
Operating transfers out	(77,386)	(58,308)	(1,225)	(84,649)	(166,783)	(388,351)
Operating transfers out to component units	(219,716)	(34,741)		(33,958)	(2,793)	(291,208)
Total nonoperating revenues (expenditures) and other financing (uses)	255,076	(48,919)	(1,225)	16,372	(178,700)	42,604
Special item					1,510	1,510
Change in fund balances	8,039	(7,911)	20,091	(810)	(182,308)	(162,899)
Fund balances - beginning, as restated	163,800	33,365	94,003	58,356	271,518	621,042
Fund balances - ending	\$ 171,839	\$ 25,454	\$ 114,094	\$ 57,546	\$ 89,210	\$ 458,143

State of Rhode Island and Providence Plantations
 Reconciliation of the Statement of Revenues, Expenditures, and
 Changes in Fund Balances of Governmental Funds to the Statement of Activities
 For the Year Ended June 30, 2003
 (Expressed in Thousands)

Change in Fund Balance - Governmental Funds	\$ (162,899)
Amounts reported for governmental activities in the Statement of Activities are different because:	
Governmental funds report capital outlays as expenditures. However, in the Statement of Activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. Current year acquisitions are therefore deducted from expenses on the Statement of Activities, less current year depreciation expense and revenue resulting from current year disposals.	
	150,157
Bond, notes, and certificates of participation proceeds provide current financial resources to governmental funds by issuing debt which increases long-term debt in the Statement of Net Assets. Repayments of bond principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the Statement of Net Assets.	
	(31,246)
Revenues (expenses) in the Statement of Activities that do not provide (use) current financial resources are not reported as revenues (expenditures) in the governmental funds.	
	48,150
Internal service funds are used by management to charge the costs of certain activities to individual funds. The change in net assets of the internal service funds is reported with governmental activities.	
	993
Change in Net Assets - Governmental Activities	\$ 5,155

State of Rhode Island and Providence Plantations
Statement of Net Assets
Proprietary Funds
June 30, 2003
(Expressed in Thousands)

	Business-type Activities-- Enterprise Funds			Governmental Activities	
	R.I. State Lottery	R.I. Convention Center	Employment Security	Totals	Internal Service Funds
Assets					
Current assets:					
Cash and cash equivalents	\$ 10,417	\$ 11,239	\$ 1,523	\$ 23,179	\$ 5,549
Funds on deposit with fiscal agent			222,960	222,960	
Investments	294			294	
Receivables (net)	6,268	2,333	36,289	44,890	7,165
Due from other funds			19	19	3,242
Due from other governments and agencies			1,338	1,338	
Inventories	1,155			1,155	2,058
Other assets	327	877		1,204	849
Total current assets	<u>18,461</u>	<u>14,449</u>	<u>262,129</u>	<u>295,039</u>	<u>18,863</u>
Noncurrent assets:					
Investments	45	17,174		17,219	
Capital assets - nondepreciable		38,032		38,032	
Capital assets - depreciable (net)	1,838	168,403		170,241	3,764
Other assets		4,801		4,801	668
Total noncurrent assets	<u>1,883</u>	<u>228,410</u>		<u>230,293</u>	<u>4,432</u>
Total assets	<u>20,344</u>	<u>242,859</u>	<u>262,129</u>	<u>525,332</u>	<u>23,295</u>
Liabilities					
Current Liabilities					
Cash overdraft					1,285
Accounts payable	12,643	3,797		16,440	5,474
Due to other funds	940	2,928	1,036	4,904	1,666
Due to other governments and agencies			1,671	1,671	
Loans from other funds					100
Accrued expenses		4,413		4,413	
Deferred revenue	1,001	768		1,769	
Other current liabilities	334			334	1,940
Notes payable		153		153	
Bonds payable		7,685		7,685	
Obligations under capital lease					400
Obligation for unpaid prize awards	6,006			6,006	
Total current liabilities	<u>20,924</u>	<u>19,744</u>	<u>2,707</u>	<u>43,375</u>	<u>10,865</u>
Noncurrent Liabilities					
Deferred contract revenue	11,875			11,875	
Obligations under capital lease					767
Bonds payable		282,444		282,444	
Obligation for unpaid prize awards	45			45	
Total noncurrent liabilities	<u>11,920</u>	<u>282,444</u>		<u>294,364</u>	<u>767</u>
Total liabilities	<u>32,844</u>	<u>302,188</u>	<u>2,707</u>	<u>337,739</u>	<u>11,632</u>
Net Assets					
Invested in capital assets, net of related debt		(83,896)		(83,896)	2,597
Restricted for:					
Capital Projects					
Debt		24,522		24,522	
Employment Insurance Programs			259,422	259,422	
Unrestricted	(12,500)	45		(12,455)	9,066
Total net assets	<u>\$ (12,500)</u>	<u>\$ (59,329)</u>	<u>\$ 259,422</u>	<u>\$ 187,593</u>	<u>\$ 11,663</u>

State of Rhode Island and Providence Plantations
Statement of Revenues, Expenses and Changes in Fund Net Assets
Proprietary Funds
For the Year Ended June 30, 2003
(Expressed in Thousands)

	Business-type Activities-- Enterprise Funds			Governmental Activities	
	R.I. State Lottery	R.I. Convention Center	Employment Security	Totals	Internal Service Funds
Operating revenues:					
Charges for services	\$ 1,290,406	\$ 39,000	\$ 142,439	\$ 1,471,845	\$ 98,279
Grants			45,712	45,712	
Miscellaneous		610	1,268	1,878	
Total operating revenues	1,290,406	39,610	189,419	1,519,435	98,279
Operating expenses:					
Personal services	3,476	15,150		18,626	13,945
Supplies, materials, and services	174,535	16,021		190,556	80,839
Prize awards	876,438			876,438	
Depreciation	315	10,618		10,933	799
Benefits Paid			255,672	255,672	
Total operating expenses	1,054,764	41,789	255,672	1,352,225	95,583
Operating income (loss)	235,642	(2,179)	(66,253)	167,210	2,696
Nonoperating revenues (expenses):					
Interest revenue	947	1,110	15,279	17,336	25
Other nonoperating revenue			5,354	5,354	
Interest expense		(17,583)		(17,583)	(61)
Other nonoperating expenses			(6,913)	(6,913)	
Total nonoperating revenue (expenses)	947	(16,473)	13,720	(1,806)	(36)
Net income (loss) before transfers	236,589	(18,652)	(52,533)	165,404	2,660
Transfers in		17,351	1,622	18,973	
Transfers out	(249,124)	(2,928)	(1,985)	(254,037)	(1,668)
Change in net assets	(12,535)	(4,229)	(52,896)	(69,660)	992
Total net assets - beginning	35	(55,100)	312,318	257,253	10,671
Total net assets - ending	\$ (12,500)	\$ (59,329)	\$ 259,422	\$ 187,593	\$ 11,663

State of Rhode Island and Providence Plantations
Statement of Cash Flows
Proprietary Funds
For the Year Ended June 30, 2003
(Expressed in Thousands)

	Business-type Activities-- Enterprise Funds			Governmental Activities	
	R.I. State Lottery	R.I. Convention Center	Employment Security	Totals	Internal Service Funds
Cash flows from operating activities:					
Cash received from customers	\$ 1,297,212	\$ 39,529	\$ 140,973	\$ 1,477,714	\$ 100,110
Cash received from grants			45,712	45,712	
Cash payments to suppliers for goods and services	(3,977)	(14,017)		(17,994)	(81,446)
Cash payments to employees for services	(3,444)	(14,758)		(18,202)	(14,050)
Cash payments to prize winners	(880,724)			(880,724)	
Cash payments for commissions	(167,312)			(167,312)	
Cash payments for benefits			(255,279)	(255,279)	
Other operating revenue (expense)			1,268	1,268	
Net cash provided by (used for) operating activities	241,755	10,754	(67,326)	185,183	4,614
Cash flows from noncapital financing activities:					
Loans from other funds					2,050
Loans to other funds					(714)
Repayment of loans to other funds					(3,738)
Operating transfers in		18,619	1,686	20,305	
Operating transfers out	(250,326)	(2,928)	(917)	(254,171)	
Net transfers from (to) fiscal agent			66,664	66,664	
Negative cash balance implicitly financed	(212)			(212)	(337)
Other	12,500			12,500	
Net cash provided by (used for) noncapital financing activities	(238,038)	15,691	67,433	(154,914)	(2,739)
Cash flows from capital and related financing activities:					
Principal paid on capital obligations		(7,621)		(7,621)	(416)
Interest paid on capital obligations		(15,165)		(15,165)	(61)
Acquisition of capital assets	(877)	(8,923)		(9,800)	(326)
Proceeds from bonds		1,134		1,134	
Net cash provided by (used for) capital and related financing activities	(877)	(30,575)		(31,452)	(803)
Cash flows from investing activities:					
Proceeds from sale and maturity of investments	691			691	
Interest on investments	286	1,123		1,409	25
Net cash provided by (used for) investing activities	977	1,123		2,100	25
Net increase (decrease) in cash and cash equivalents	3,817	(3,007)	107	917	1,097
Cash and cash equivalents, July 1	6,600	14,246	1,416	22,262	4,452
Cash and cash equivalents, June 30	\$ 10,417	\$ 11,239	\$ 1,523	\$ 23,179	\$ 5,549
Reconciliation of operating income (loss) to net cash provided by (used for) operating activities:					
Operating income (loss)	235,642	(2,179)	(66,253)	167,210	2,695
Adjustments to reconcile operating income (loss) to net cash provided by (used for) operating activities:					
Depreciation	315	10,618		10,933	799
Other revenue (expense) and operating transfer in (out)			1,246	1,246	
Net changes in assets and liabilities:					
Receivables, net	1,326	(123)	(2,766)	(1,563)	(19,808)
Inventory	(269)			(269)	245
Prepaid items	(10)			(10)	(373)
Other assets	117			117	
Due to / due from transactions			447	447	
Accounts and other payables	3,766	1,506		5,272	21,160
Accrued expenses	(91)	861		770	(105)
Deferred revenue	219	71		290	
Prize awards payable	740			740	
Total adjustments	6,113	12,933	(1,073)	17,973	1,918
Net cash provided by (used for) operating activities	\$ 241,755	\$ 10,754	\$ (67,326)	\$ 185,183	\$ 4,613

State of Rhode Island and Providence Plantations
Statement of Net Assets
Fiduciary Funds
June 30, 2003
(Expressed in Thousands)

	Pension Trust	Private Purpose	
		Touro Jewish Synagogue	Agency
Assets			
Cash and cash equivalents	\$ 3,427	\$ 154	\$ 18,541
Receivables			
Contributions	21,224		
Due from state for teachers	14,873		
Miscellaneous	3,185		
Total receivables	39,282		
Investments, at fair value			
Equity in Short-Term Investment Fund	2,091		
Equity in Pooled Trust	5,361,720		
Plan specific investments	22,850		
Other investments		1,734	65,500
Total investments before lending activities	5,386,661	1,734	65,500
Invested securities lending collateral	582,424		
Property and equipment, at cost, net of accumulated depreciation			
Line of Business System in Development	15,115		
Computer Equipment	302		
Total Property and Equipment	15,417		
Total assets	6,027,211	1,888	84,041
Liabilities			
Securities lending liability	582,424		
Accounts payable	4,511		
Deposits held for others			84,041
Total liabilities	586,935		84,041
Net assets held in trust for pension and other benefits	\$ 5,440,276	\$ 1,888	\$

State of Rhode Island and Providence Plantations
Statement of Changes in Fund Net Assets
Fiduciary Funds
For the Year Ended June 30, 2003
(Expressed in Thousands)

	<u>Pension Trust</u>	<u>Private Purpose Touro Jewish Synagogue</u>
Additions		
Contributions		
Member contributions	\$ 148,198	\$
Employer contributions	112,683	
State contributions for teachers	38,243	
Interest on service credits purchased	1,389	
Total contributions	<u>300,513</u>	
Investment income		
Net appreciation (depreciation) in fair value of investments	15,599	36
Interest	91,858	56
Dividends	44,783	
Other investment income	16,653	
	<u>168,893</u>	<u>92</u>
Less investment expense	23,458	
Net income from investing activities	<u>145,435</u>	<u>92</u>
Securities Lending		
Securities lending income	7,495	
Less securities lending expense	5,713	
Net securities lending income	<u>1,782</u>	
Total net investment income	<u>147,217</u>	<u>92</u>
Total additions	<u>447,730</u>	<u>92</u>
Deductions		
Benefits		
Retirement benefits	358,447	
Cost of living adjustment	83,698	
SRA Plus (option)	24,241	
Supplemental benefits	1,007	
Death benefits	2,743	
Total benefits	<u>470,136</u>	
Refund of contributions	6,570	
Administrative expense	5,006	
Distribution		166
Total deductions	<u>481,712</u>	<u>166</u>
Net increase (decrease)	(33,982)	(74)
Net assets held in trust for pension benefits		
Net assets - beginning	5,474,258	1,962
Net assets - ending	<u>\$ 5,440,276</u>	<u>\$ 1,888</u>

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Note 1. Summary of Significant Accounting Policies

A. Basis of Presentation

The accompanying basic financial statements of the State of Rhode Island and Providence Plantations (the State) and its component units have been prepared in conformance with generally accepted accounting principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB). GASB is the accepted standard setting body for establishing governmental accounting and financial reporting principles.

B. Reporting Entity

The accompanying financial statements include all funds of the State and its component units. GASB Statement No. 14, *The Financial Reporting Entity* defines component units as legally separate entities for which a primary government (the State) is financially accountable or, if not financially accountable, their exclusion would cause the State's financial statements to be misleading. GASB has set forth criteria to be considered in determining financial accountability. These criteria include appointing a voting majority of an entity's governing body and (1) the ability of the State to impose its will on that entity or (2) the potential for the entity to provide specific financial benefits to, or impose specific financial burdens on the State. The State has considered all agencies, boards, commissions, public benefit authorities and corporations, the State university and colleges and the Central Falls School District as potential component units. Audited financial statements of the individual component units can be obtained from their respective administrative offices.

Blended Component Units

These component units are entities, which are legally separate from the State, but are so intertwined with the State that they are in substance, the same as the State. They are reported as part of the State and blended into the appropriate funds.

State Lottery Fund (Lottery) - This fund is used to account for the revenues generated by the State Lottery Commission in conducting various lottery games. According to statute, earnings after allocation for prize awards and payment of expenses shall be transferred to the State's general fund. For more detailed information, a copy of the financial statements can be obtained by writing to the Office of The Financial Administrator, State Lottery Commission, 1425 Pontiac Avenue, Cranston, RI 02920.

Rhode Island Convention Center Authority (RICCA) - This Authority was created in 1987 to facilitate the construction and development of a convention center, parking garages and related facilities within the City of Providence. For more detailed information, a copy of the financial statements can be obtained by writing to the R.I. Convention Center Authority, One West Exchange Street, Providence, RI 02903.

Rhode Island Refunding Bond Authority (RIRBA) - This authority was created by law for the purpose of loaning money to the State to provide funds to pay, redeem, or retire certain

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

general obligation bonds. In fiscal 1998, the State abolished the R.I. Public Buildings Authority (RIPBA) and assigned the responsibility for managing RIPBA's outstanding debt to the RIRBA. RIPBA was previously reported as a blended component unit. The RIRBA is authorized to issue bonds. Even though it is legally separate, the RIRBA is reported as if it were part of the primary government because it provides services entirely to the primary government. For more detailed information, a copy of the financial statements can be obtained by writing to the Deputy General Treasurer, Office of General Treasurer, 40 Fountain Street, Providence, RI 02903.

Rhode Island Economic Policy Council (RIEPC) - This council is a non-profit organization created by executive order in March 1995 and incorporated in January 1996. The purpose of the council is to work closely with State officials to identify issues facing the State's economy, to develop and recommend creative strategies and policies to address them, to advise the State legislature in policy matters relating to economic development, and to administer a program designed to foster private technology commercialization and plant and process modernization through research centers, higher education partnerships and cluster collaboratives. For more detailed information, a copy of the financial statements can be obtained by writing to the Executive Director, R.I. Economic Policy Council, 3 Davol Square, Box 185, Providence, RI 02903.

Tobacco Settlement Financing Corporation (TSFC) - This corporation was organized in June 2002 as a public corporation by the State. TSFC is legally separate but provides services exclusively to the State and therefore is reported as part of the primary government as a blended component unit. The purpose of the corporation is to purchase tobacco settlement revenues from the State. TSFC is authorized to issue bonds necessary to provide sufficient funds for carrying out its purpose. For more detailed information, a copy of the financial statements can be obtained by writing to the Tobacco Settlement Financing Corporation, One Capitol Hill, Providence, RI 02908.

Discretely Presented Component Units

Discretely presented component units are reported in a separate column in the basic financial statements to emphasize that they are legally separate from the primary government. They are financially accountable to the primary government, or have relationships with the primary government such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete. These discretely presented component units serve or benefit those outside of the primary government. Discretely presented component units are:

University and Colleges - The Board of Governors for Higher Education has oversight responsibility for the University of Rhode Island, Rhode Island College and Community College of Rhode Island. The Board is appointed by the Governor with approval of the Senate. The university and colleges are funded through State appropriations, tuition, federal grants, private donations and grants. For more detailed information, a copy of the financial statements can be obtained by writing to Mr. Robert Weygand, Vice President For Administration, University of Rhode Island, 75 Lower College Road, Kingston, RI 02881; Office of The Controller, Rhode Island College, 600 Mount Pleasant Avenue, Providence, RI

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

02908; and Office of The Controller, Community College of Rhode Island, 400 East Avenue, Warwick, RI 02886-1805.

Central Falls School District - The Rhode Island General Assembly passed an act which provided for the State to assume an administrative takeover of the Central Falls School District. The Governor appointed a special State administrator who replaced the school committee. The State administrator reports to the Commissioner of Elementary and Secondary Education. The District's purpose is to provide elementary and secondary education to residents of the City of Central Falls. For more detailed information, a copy of the financial statements can be obtained by writing to the Central Falls School District, 21 Hadley Avenue, Central Falls, RI 02863.

Rhode Island Housing and Mortgage Finance Corporation (RIHMFC) - This Corporation, established in 1973, was created in order to expand the supply of housing available to persons of low and moderate income and to stimulate the construction and rehabilitation of housing and health care facilities in the State. It has the power to issue notes and bonds to achieve its corporate purpose. For more detailed information, a copy of the financial statements can be obtained by writing to the Chief Financial Officer, R.I. Housing and Mortgage Finance Corporation, 44 Washington Street, Providence, RI 02903-1721.

Rhode Island Student Loan Authority (RISLA) - This Authority, established in 1981, was created in order to provide a statewide student loan program through the acquisition of student loans. It has the power to issue bonds and notes, payable solely from its revenues. For more detailed information, a copy of the financial statements can be obtained by writing to the R.I. Student Loan Authority, 560 Jefferson Boulevard, Warwick, RI 02886.

Rhode Island Turnpike and Bridge Authority (RITBA) - This Authority was created by the General Assembly as a body corporate and politic, with powers to construct, acquire, maintain and operate bridge projects as defined by law. For more detailed information, a copy of the financial statements can be obtained by writing to the Executive Director, R.I. Turnpike and Bridge Authority, P.O. Box 437, Jamestown, RI 02835-0437.

Rhode Island Economic Development Corporation (RIEDC) - This Corporation was created in 1995 and its purpose is to promote and encourage the preservation, expansion, and sound development of new and existing industry, business, commerce, agriculture, tourism, and recreational facilities in the State, which will promote economic development. It has the power to issue tax-exempt industrial development bonds to accomplish its corporate purpose. The RIEDC has a subsidiary corporation, the R. I. Airport Corporation, that manages the State's six airports. For more detailed information, a copy of the financial statements can be obtained by writing to the Director of Finance and Administration, R.I. Economic Development Corporation, One West Exchange Street, Providence, RI 02903.

Narragansett Bay Commission (NBC) - This Commission was created for the purposes of acquiring, planning, constructing, extending, improving, operating and maintaining publicly owned wastewater treatment facilities. NBC receives contributed capital from the State to upgrade its facilities. For more detailed information, a copy of the financial statements can

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

be obtained by writing to the Narragansett Bay Commission, One Service Road, Providence, RI 02905.

Rhode Island Health and Educational Building Corporation (RIHEBC) - This Corporation has the following purposes: (1) to assist in providing financing for education facilities for colleges and universities operating in the State; (2) to assist hospitals in the State in the financing of health care facilities; (3) to assist stand-alone, non-profit assisted-living and adult daycare facilities; (4) to assist in financing a broad range of non-profit health care providers; and (5) to assist in financing non-profit secondary schools and child care centers. RIHEBC issues bonds, notes and leases which are special obligations of RIHEBC payable from revenues derived from the projects financed or other moneys of the participating education institution or health care institution. The bonds, notes and leases do not constitute a debt or pledge of the faith and credit of RIHEBC or the State and accordingly have not been reported in the accompanying financial statements. For more detailed information, a copy of the financial statements can be obtained by writing to the R.I. Health and Educational Building Corporation, 170 Westminster Street, Suite 1200, Providence, RI 02903.

Rhode Island Resource Recovery Corporation (RIRRC) - This Corporation was established in 1974 in order to provide and/or coordinate solid waste management services to municipalities and persons within the State. RIRRC has the power to issue negotiable bonds and notes to achieve its corporate purpose. For more detailed information, a copy of the financial statements can be obtained by writing to the R.I. Resource Recovery Corporation, 65 Shun Pike, Johnston, RI 02919.

Rhode Island Depositors Economic Protection Corporation (DEPCO) - This Corporation was created in 1991 to assist in protecting the interests of depositors of certain financial institutions in the State which had been closed when their private deposit insurer failed, thereby leaving those institutions without deposit insurance as required by statute. DEPCO is empowered to acquire all or a portion of the assets of the closed institutions thereby aiding the prompt repayment of the deposit liabilities of the closed institutions. DEPCO has the power to issue negotiable bonds and notes to achieve its corporate purpose. DEPCO ceased operations in January 2003. For more detailed information, a copy of the financial statements can be obtained by writing to the State of Rhode Island, Department of Administration, DEPCO, One Capitol Hill, Providence, R.I. 02903.

Rhode Island Higher Education Assistance Authority (RIHEAA) - This Authority was created by law in 1977 for the dual purpose of guaranteeing loans to students in eligible institutions and administering other programs of post secondary student assistance. For more detailed information, a copy of the financial statements can be obtained by writing to the Chief Financial Officer, R.I. Higher Education Assistance Authority, 560 Jefferson Boulevard, Warwick, RI 02886.

Rhode Island Public Transit Authority (RIPTA) - This Authority was established in 1964 to acquire any mass motor bus transportation system if that system has previously filed a petition to discontinue its service and further, if RIPTA determines it is in the public interest to continue such service. Revenues of RIPTA include operating assistance grants from the

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

federal and State governments. For more detailed information, a copy of their financial statements can be obtained by writing to the Finance Department, R.I. Public Transit Authority, 265 Melrose Street, Providence, RI 02907.

Rhode Island Industrial Facilities Corporation (RIIFC) - The purpose of this corporation is to issue revenue bonds, construction loan notes and equipment acquisition notes for the financing of projects which further industrial development in the State. All bonds and notes issued by RIIFC are payable solely from the revenues derived from leasing or sale by RIIFC of its projects. The bonds and notes do not constitute a debt or pledge of the faith and credit of RIIFC or the State and accordingly have not been reported in the accompanying financial statements. For more detailed information, a copy of the financial statements can be obtained by writing to the Director of Finance and Administration, R.I. Industrial Facilities Corporation, One West Exchange Street, Providence, RI 02903.

Rhode Island Clean Water Finance Agency (RICWFA) - This Agency was established in 1991 for the purpose of providing financial assistance in the form of loans to municipalities, sewer commissions and waste water management districts in the State for the construction or upgrading of water pollution abatement projects. RICWFA receives capital grants from the State and federal governments and is authorized to issue revenue bonds and notes. For more detailed information, a copy of the financial statements can be obtained by writing to the R.I. Clean Water Finance Agency, 235 Promenade Street, Suite 119, Providence, RI 02908.

Rhode Island Industrial-Recreational Building Authority (RIIRBA) - This Authority is authorized to insure first mortgages and first security agreements granted by financial institutions and the Rhode Island Industrial Facilities Corporation for companies conducting business in the State. Any losses realized in excess of the fund balance would be funded by the State. For more detailed information, a copy of the financial statements can be obtained by writing to the Director of Finance and Administration, R.I. Industrial-Recreational Building Authority, One West Exchange Street, Providence, RI 02903.

Rhode Island Water Resources Board Corporate (RIWRBC) - This Board was created by law to foster and guide the development of water resources including the establishment of water supply facilities and lease these facilities to cities, towns, districts, and other municipal, quasi-municipal or private corporations engaged in the water supply business in the State. RIWRBC is authorized to issue revenue bonds which are payable solely from revenues generated by the lease of its facilities or the sale of water. For more detailed information, a copy of the financial statements can be obtained by writing to the R.I. Water Resources Board Corporate, 100 North Main Street, Providence, RI 02903.

Rhode Island Public Telecommunications Authority (RIPTCA) - This Authority owns and operates a non-commercial educational television station in the State. For more detailed information, a copy of the financial statements can be obtained by writing to the R.I. Public Telecommunications Authority, 50 Park Lane, Providence, RI 02907-3124.

Rhode Island Children's Crusade for Higher Education (RICCHE) - This is a Rhode Island nonprofit corporation formed for the purpose of fostering the education of

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

economically disadvantaged youth through scholarship awards, summer jobs programs, and mentoring programs for parents and students. For more detailed information, a copy of the financial statements can be obtained by writing to the R.I. Children's Crusade for Higher Education, The 134 Center, Suite 111, 134 Thurbers Avenue, Providence, RI 02905.

Rhode Island Underground Storage Tank Review Board (RIUSTRB) - The Board provides a mechanism for Rhode Island underground storage tank owners, including city, town and State facilities, to comply with the financial responsibility requirements established by the US Environmental Protection Agency. For more detailed information, a copy of the financial statements can be obtained by writing to the Rhode Island Underground Storage Tank Review Board, 235 Promenade Street, Suite 455, Providence, RI 02908.

C. Government-wide and Fund Financial Statements

The government-wide financial statements (i.e., the Statement of Net Assets and the Statement of Activities) report information on all nonfiduciary activities of the primary government and its component units. For the most part, the effect of interfund activity has been removed from these statements. Governmental activities, which normally are supported by taxes and intergovernmental revenues, are reported separately from business-type activities, which rely to a significant extent on fees and charges for support. Likewise, the primary government is reported separately from certain legally separate component units for which the primary government is financially accountable.

The Statement of Net Assets presents the reporting entity's nonfiduciary assets and liabilities, with the difference reported as net assets. Net assets are reported in three categories:

Invested in capital assets, net of related debt. This category reflects the portion of net assets associated with capital assets, net of accumulated depreciation and reduced by outstanding bonds and other debt that are attributable to the acquisition, construction or improvement of those assets.

Restricted net assets. This category results when constraints are externally imposed on net assets use by creditors, grantors or contributors, or imposed by law through constitutional provisions or enabling legislation.

Unrestricted net assets. This category represents net assets that do not meet the definition of the two preceding categories. Unrestricted net assets often have constraints on resources that are imposed by management, but those constraints can be removed or modified.

The Statement of Activities demonstrates the degree to which the direct expenses of a given function are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function. 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 and 2) grants and contributions that are restricted to meeting the

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

operational or capital requirements of a particular function. Taxes and other items not properly included among program revenues are reported instead as general revenues.

Separate financial statements are provided for governmental funds, proprietary funds, and fiduciary funds, even though the latter are excluded from the government-wide financial statements. Major individual governmental funds and all enterprise funds are reported as separate columns in the fund financial statements, with nonmajor funds being combined into a single column.

D. Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting, as are the proprietary fund and fiduciary fund financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues and related receivables are recognized as soon as they are both measurable and available, i.e., earned and collected within the next 12 months. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to compensated absences, and claims and judgments, are recorded only when payment is due.

In accordance with GASB Statement No. 34, *Basic Financial Statements - and Management's Discussion and Analysis for State and Local Governments*, the focus in the fund financial statements is on major and nonmajor funds rather than on fund type. Statement No. 34 defines the general fund as a major fund and management determined that the intermodal surface transportation fund should be reported as a major fund. Other governmental funds and enterprise funds are evaluated on these criteria:

- Total assets, liabilities, revenues, **or** expenditures/expenses of that fund are at least 10% of the respective total for all funds of that type, **and**
- Total assets, liabilities, revenues, **or** expenditures/expenses of that fund are at least 5% of the **same** respective total for all funds being evaluated.

The State reports the following major funds:

General Fund. This is the State's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund.

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Intermodal Surface Transportation Fund. This fund accounts for the collection of the gasoline tax, federal grants, and bond proceeds that are used in maintenance, upgrading, and construction of the State's highway system.

R.I. Temporary Disability Insurance Fund. This fund accounts for the employee tax on wages that are levied to pay benefits to covered employees who are out of work for an extended period of time due to a non-job-related illness.

Bond Capital. This fund accounts for the proceeds of the bonds issued and the related capital expenditures not required to be accounted for in another capital projects fund.

The State reports the following major proprietary funds:

State Lottery Fund. The State Lottery Fund operates games of chance for the purpose of generating resources for the State's General Fund.

Rhode Island Convention Center Authority (RICCA) - This Authority was created in 1987 to facilitate the construction and development of a convention center, parking garages and related facilities within the City of Providence on behalf of the State.

Employment Security Fund. This fund accounts for the State's unemployment compensation benefits. Revenues consist of taxes assessed on employers to pay benefits to qualified unemployed persons. Funds are also provided by the federal government and interest income.

Additionally, the State reports the following fund types:

Governmental Fund Types:

Special Revenue Funds. These funds account for the proceeds of specific revenue sources that are legally restricted to expenditures for specified purposes and where a separate fund is legally mandated.

Capital Projects Funds. These funds reflect transactions related to resources received and used for the acquisition, construction, or improvement of capital facilities of the State and its component units.

Debt Service Fund. This fund accounts for resources obtained and used for the payment of interest and principal on bonds that are funded primarily through taxes.

Permanent Fund. The Permanent School Fund accounts for certain appropriations and the earnings thereon, which are used for the promotion and support of public education.

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Proprietary Fund Types:

Internal Service Funds. These funds account for fleet management, workers' compensation, unemployment compensation, industrial prison operations, computer and related data processing services, surplus property, telecommunications and other utilities, purchasing, and records maintenance.

Fiduciary Fund Types:

Pension Trust Funds. These funds account for the activities of the Employees' Retirement System, Municipal Employees' Retirement System, State Police Retirement Benefit Trust, and Judicial Retirement Benefit Trust, which accumulate resources for pension benefit payments to qualified employees.

Private Purpose Trust Fund. The Touro Jewish Synagogue Fund accounts for the earnings on monies bequeathed to the State for the purpose of maintaining the Touro Jewish Synagogue.

Agency Funds. These funds account for assets held by the State pending distribution to others or pledged to the State as required by statute.

In accordance with GASB Statement No. 20, *Accounting and Financial Reporting for Proprietary Fund Accounting*, in the absence of specific guidance from GASB pronouncements, pronouncements of the Financial Accounting Standards Board issued on or before November 30, 1989 have been followed.

Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the enterprise and internal service funds are charges to customers for sales and services. Operating expenses for enterprise and internal service funds include the cost of sales and services, administrative expenses and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

E. Cash and Cash Equivalents

Cash represents amounts in demand deposit accounts with financial institutions. Cash equivalents are highly liquid investments with maturity of three months or less at the time of purchase.

Except for certain internal service funds, the State does not pool its cash deposits. For those internal service funds that pool cash, each fund reports its share of the cash on the Statement of Net Assets. Cash overdrafts, if any, are reported as to due to other funds along with the applicable due from other funds.

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

F. Funds on Deposit with Fiscal Agent

Funds on deposit with fiscal agent in the capital projects funds and enterprise fund are the unexpended portion of certificates of participation and funds held by the United States Treasury Department for the payment of unemployment benefits, respectively.

G. Investments

Investments are generally stated at fair value. Fair value is the amount at which a financial instrument could be exchanged in a current transaction between willing parties, other than a forced or liquidation sale. Short-term investments are stated at amortized cost, which approximates fair value.

The pension trust funds may enter into foreign currency exchange contracts to minimize the short-term impact of foreign currency fluctuations on the asset and liability positions of foreign investments. The gains or losses on these contracts are included in income in the period in which the exchange rates change. Gains and losses on contracts which hedge specific foreign currency denominated commitments are deferred and recognized in the period in which the transaction is completed. By policy, no more than 50% of actively managed foreign equity securities (at fair value) may be hedged into the base currency (U.S. dollars).

H. Receivables

Receivables are stated net of estimated allowances for uncollectible amounts, which are determined, based upon past collection experience.

I. Due From Other Governments and Agencies

Due from other governments and agencies is primarily comprised of amounts due from the federal government for reimbursement-type grant programs.

J. Interfund Activity

In general, eliminations have been made to minimize the double counting of internal activity, including internal service fund type activity on the government-wide financial statements. However, interfund services, provided and used between different functional categories, have not been eliminated in order to avoid distorting the direct costs and program revenues of the applicable functions. Transfers between governmental and business-type activities are reported at the net amount on the government-wide financial statements.

In the fund financial statements, transactions for services rendered by one fund to another are treated as revenues of the recipient fund and expenditures/expenses of the disbursing fund. Reimbursements of expenditures/expenses made by one fund for another are recorded as expenditures/expenses in the reimbursing fund and as a reduction of expenditures/expenses in the reimbursed fund. Transfers represent flows of assets between funds of the primary

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

government without equivalent flows of assets in return and without a requirement for payment.

K. Inventories

Inventory type items acquired by governmental funds are accounted for as expenditures at the time of purchase. Inventories of the proprietary funds are stated at cost. Inventories of university and colleges are stated at the lower of cost (first-in, first-out and retail inventory method) or market, and consist primarily of bookstore and dining, health and residential life services items. Inventories of all other component units are stated at cost.

L. Capital Assets

Capital assets, which include all land, buildings (over \$100,000), equipment and infrastructure assets (e.g., roads, bridges, and similar assets) are reported in the applicable governmental or business-type activities columns in the government-wide financial statements. The State defines equipment acquisitions as capital assets when the initial, individual cost (value, if donated, forfeited or seized) is more than \$5,000 (amount not rounded) and the estimated useful life is more than one year. Such assets are recorded at historical cost or estimated historical cost. Donated capital assets are recorded at estimated fair market value at the date of donation.

The estimates of historical costs of land, buildings, and improvements were derived by factoring price levels from the current period to the time of acquisition. In cases where the acquisition date was not determinable, the date of acquisition was estimated. Infrastructure constructed prior to July 1, 2001 has not been reported. This information will be included in future reports. The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend assets lives are not capitalized. Interest incurred during the construction of capital facilities is not capitalized.

Capital assets utilized in the governmental funds are recorded as capital outlay expenditures in the governmental fund financial statements. Depreciation is recorded in the government-wide financial statements, as well as the proprietary funds and component units financial statements. Capital assets of the primary government and its component units are depreciated using the straight-line method over the assets' estimated useful life.

Capital assets of the primary government are depreciated over the following estimated useful lives:

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Assets	Years
Buildings	20-50
Land improvements	20
Infrastructure	30
Leasehold improvements	Term of Lease
Leasehold land improvements	Term of Lease
Building renovations	10-20
Trailers	10
Furniture and equipment	3-10
Computer systems	5
Motor vehicles	3-10

M. Bonds Payable

In governmental fund types, bond discounts/premiums and issuance costs are recognized in the current period; bond proceeds are recorded net of these amounts. Bond discounts, premiums and issuance costs in the governmental activities are deferred and amortized over the term of the bonds using the straight-line method. For proprietary fund types and component units bond discounts, premiums and issuance costs are generally deferred and amortized over the term of the bonds using the straight-line method for issuance costs and the interest method for discounts and premiums. Bond discounts and premiums are presented as an adjustment to the face amount of bonds payable.

The R.I. Convention Center Authority has entered into interest rate swap agreements to modify interest rates on outstanding debt. Other than the net interest expenditures resulting from these agreements, no amounts are recorded in the financial statements.

N. Obligations under Capital Leases

The construction and acquisition of certain State office buildings, campus facilities and other public facilities, as well as certain equipment acquisitions, have been financed through bonds and notes issued by the R.I. Refunding Bond Authority, the R.I. Economic Development Corporation, or by a trustee pursuant to a lease/purchase agreement with the State (See Note 7(D)).

O. Accrued Liabilities

Accrued liabilities generally represent accrued salary and fringe benefits in the governmental fund types and accrued interest payable, accrued salaries and accrued vacation and sick leave in the proprietary fund types.

P. Compensated Absences

Vacation pay may be discharged, subject to limitations as to carry-over from year to year, by future paid leave or by cash payment upon termination of service. Sick pay may be discharged by payment for an employee's future absence caused by illness or, to the extent of vested rights, by cash payment upon death or retirement. For governmental fund types, such

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

obligations are recognized when paid and for proprietary fund types, they are recorded as fund liabilities.

Q. Fund Balances

Reserved fund balances represent amounts which are (1) not appropriable for expenditure or (2) legally segregated for a specific future use.

Designated fund balances represent amounts segregated to indicate management's tentative plans or intent for future use of financial resources.

R. Changes in Presentation

The R.I. General Laws were amended giving the R.I. Underground Storage Tank Financial Responsibility Fund separate legal status; therefore, the fund was reclassified from a special revenue fund to a discretely presented component unit.

The Tobacco Settlement Financing Corporation early implemented the GASB Technical Bulletin, *Tobacco Settlement Recognition and Financial Reporting Entity Issues*. This bulletin made it clear that the corporation should be a blended component unit; therefore the corporation was reclassified from a discretely presented component unit to a special revenue fund.

Note 2. Budgeting and Budgetary Control

An annual budget is adopted on a basis consistent with generally accepted accounting principles for the general fund and certain special revenue funds. Preparation and submission of the budget is governed by both the State Constitution and the Rhode Island General Laws. The budget, as enacted by the General Assembly and signed by the Governor, contains a complete plan of estimated revenues (general, federal and restricted), transfers in (general and restricted) and proposed expenditures.

The legal level of budgetary control, i.e. the lowest level at which management (executive branch) may not reassign resources without special approval (legislative branch) is the line item within the appropriation act. Management cannot reallocate any appropriations without special approval from the legislative branch. Federal grant appropriations may also be limited by the availability of matching funds and may also require special approval from a federal agency before reallocating resources among programs.

Internal administrative and accounting budgetary controls utilized by the State consist principally of statutory restrictions on the expenditure of funds in excess of appropriations and the supervisory powers and functions exercised by management. Management cannot reduce the budget without special approval.

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Unexpended general revenue appropriations lapse at the end of the fiscal year, unless the department/agency directors identify unspent appropriations related to specific projects/purchases and request a reappropriation. If the requests are approved by the Governor, such amounts are reappropriated for the ensuing fiscal year and made immediately available for the same purposes as the former appropriations. Unexpended appropriations of the General Assembly and its legislative commissions and agencies may be reappropriated by the Joint Committee on Legislative Services. If the sum total of all departments and agencies general revenue expenditures exceeds the total general revenue appropriations, it is the policy of management to lapse all unexpended appropriations, except those of the legislative branch and the Justice Link program.

Note 3. Cash, Cash Equivalents and Investments

Cash

Primary Government

At June 30, 2003, the carrying amount of the State's cash deposits was \$50,222,000 and the bank balance was \$36,926,000. Of the bank balance, \$437,500 was covered by federal depository insurance. The remaining amount, \$36,488,500 was uninsured and uncollateralized. The carrying amount and bank balance include \$8,184,000 of certificates of deposit.

Fiduciary Trust Funds

At June 30, 2003, the carrying amount of the fiduciary trust funds' cash deposits was \$2,518,000 and the bank balance was \$2,278,000. The bank balance was covered by federal depository insurance. The carrying amount and the bank balance include \$1,500,000 of certificates of deposit.

Component Units

At June 30, 2003, the carrying amount of the component units' cash deposits was \$383,533,000 and the bank balance was \$387,302,000. Of the bank balance, \$14,956,000 was covered by federal depository insurance and \$70,850,000 was collateralized with investments held by a bank in a component unit's name. The remaining amount, \$301,496,000 was uninsured and uncollateralized.

In accordance with Chapter 35-10.1 of the General Laws, depository institutions holding deposits of the State, its agencies or governmental subdivisions of the State, shall at a minimum, insure or pledge eligible collateral equal to one hundred percent of time deposits with maturities greater than 60 days. Any of these institutions which do not meet minimum capital standards prescribed by federal regulators shall insure or pledge eligible collateral equal to one hundred percent of deposits, regardless of maturity. None of the cash deposits of the primary government was required to be collateralized at June 30, 2003.

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Investments

The State Investment Commission (Commission) is responsible for the investment of all State funds. Pursuant to Chapter 35-10 of the General Laws, the Commission may, in general, "invest in securities as would be acquired by prudent persons of discretion and intelligence in these matters who are seeking a reasonable income and the preservation of their capital."

Short-term cash equivalent type investments are made by the General Treasurer in accordance with guidelines established by the Commission. Investments of the pension trust funds are made by investment managers in accordance with the Commission's stated investment objectives and policies.

Investments of certain component units are not made at the direction of the Commission, but are governed by specific statutes or policies established by their governing body.

The State's investments (expressed in thousands) are categorized in the following table to give an indication of the level of risk assumed by the entity at June 30, 2003.

Category 1: Insured or registered, or securities held by the State or its agent in the State's name.

Category 2: Uninsured and unregistered, with securities held by the counterparty's trust department or agent in the State's name.

Category 3: Uninsured and unregistered, with securities held by the counterparty, or by its trust department or agent but not in the State's name.

Primary Government	Category			Fair Value
	1	2	3	
U.S. Government and and U.S. government agency securities	\$ 53,753	\$ 0	\$ 0	\$ 53,753
Money Market	0	0	0	0
Commercial Paper	81,501	0	0	81,501
Repurchase Agreements	76,228	0	1,716	77,944
Corporate Notes	602	0	0	602
Municipal Bonds	0	0	17,174	17,174
	<u>\$ 212,084</u>	<u>\$ 0</u>	<u>\$ 18,890</u>	<u>230,974</u>
Money Market Mutual Funds				203,071
Investment Agreements				0
Other				8,184
				<u>442,229</u>
Less amounts classified as cash equivalents				323,695
Investments				<u>\$ 118,534</u>

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Fiduciary Funds	Category			Fair Value
	1	2	3	
U.S. Government and agency securities				
Not on security loan	\$ 318,535			\$ 318,535
On loan for securities collateral	2,433			2,433
Repurchase Agreements	938			938
Corporate Bonds	715,529	106		715,635
Equity Securities		1,252		1,252
Not on security loan	958,187			958,187
On loan for securities collateral	35			35
Foreign Securities				
Not on security loan	875,889			875,889
On loan for securities collateral	1,007			1,007
	<u>\$ 2,872,553</u>	<u>\$ 1,358</u>	<u>\$</u>	<u>2,873,911</u>
Money Market Mutual Funds				172,474
Real Estate and Venture Capital Limited Partnerships				310,924
Investments held by broker-dealers under securities loans with cash collateral				562,091
Securities lending short-term collateral investment pool				582,424
Investments of Statutory Deposits Held in Trust				84,041
Other				1,470,059
				<u>6,055,924</u>
Less amounts classified as cash equivalents				19,605
Investments				<u>\$ 6,036,319</u>

Component Units	Category			Fair Value
	1	2	3	
U.S. Government and agency securities	\$ 229,590	\$ 170,600	\$ 71,881	\$ 472,071
Money Market	11,159	0	52,404	63,563
Commercial Paper	0	0	0	0
Repurchase Agreements	40,064	3,041	20,178	63,283
Corporate Bonds	1,663	0	2,602	4,265
Corporate Notes	0	0	0	0
Equity Securities	0	1,405	6,255	7,660
Investment Agreements	5,220	0	0	5,220
Other	200	0	0	200
	<u>\$ 287,896</u>	<u>\$ 175,046</u>	<u>\$ 153,320</u>	<u>616,262</u>
Money Market Mutual Funds				32,907
Investment Agreements				688,862
Other				4,659
				<u>1,342,690</u>
Less amounts classified as cash equivalents				367,946
Investments				<u>\$ 974,744</u>

Derivatives and Other Similar Investments

Primary Government

Some of the State of Rhode Island Employees' Retirement System's (System) investment managers are allowed to invest in certain derivative type transactions, including forward foreign currency transactions, futures contracts and mortgage-backed securities. Through the commingled funds, the System also indirectly holds derivative type instruments. Information

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

on the extent of the use, and holdings of derivative securities by the commingled funds is not readily available.

Forward Foreign Currency Contracts – The System may enter into foreign currency exchange contracts to minimize the short-term impact of foreign currency fluctuations on foreign investments. These contracts involve risk in excess of the amount reflected in the System's Statements of Plan Net Assets. The face or contract amount in U.S. dollars reflects the total exposure the System has in that particular currency contract. By policy, no more than 50% of actively managed Foreign Equity securities (at fair value) may be hedged into the base currency (US Dollars). The U.S. dollar value of forward foreign currency contracts is determined using forward currency exchange rates supplied by a quotation service. Losses may arise due to changes in the value of the foreign currency or if the counterparty does not perform under the contract.

Futures contracts – The System may use futures to manage its exposure to the stock, money market, and bond markets and the fluctuations in interest rates and currency values. Buying futures tends to increase the System's exposure to the underlying instrument. Selling futures tends to decrease the System's exposure to the underlying instrument, or hedge other System investments. Losses may arise from changes in the value of the underlying instruments, if there is an illiquid secondary market for the contracts, or if the counterparties do not perform under the contract terms.

Mortgage-Backed Securities – The System invests in various mortgage-backed securities, such as collateralized mortgage obligations (CMO), interest-only and principal-only (PO) strips. They are reported in aggregate as U.S. Government and Agency Securities in the disclosure of custodial credit risk. CMO's are bonds that are collateralized by whole loan mortgages, mortgage pass-through securities or stripped mortgage-backed securities. Income is derived from payments and prepayments of principal and interest generated from collateral mortgages. Cash flows are distributed to different investment classes or tranches in accordance with the CMO's established payment order. Some CMO tranches have more stable cash flows relative to changes in interest rates while others are significantly sensitive to interest rate fluctuations. The System may invest in interest-only (IO) and principal-only strips (PO) in part to hedge against a rise in interest rates. Interest-only strips are based on cash flows from interest payments on underlying mortgages. Therefore, they are sensitive to pre-payments by mortgagees, which may result from a decline in interest rates. Principal-only strips receive principal cash flows from the underlying mortgages. In periods of rising interest rates, homeowners tend to make fewer mortgage prepayments.

Short Sales – The commingled funds may sell a security they do not own in anticipation of a decline in the fair value of that security. Short sales may increase the risk of loss to the commingled funds when the price of a security underlying the short sale increases and the commingled funds is subject to a higher cost to purchase the security in order to cover the position.

Securities Lending

Policies of the State Investment Commission permit use of investments to enter into securities lending transactions. The System has contracted with State Street Bank & Trust Company (SSB) as third party securities lending agent to lend the System's debt and equity securities for cash, securities and sovereign debt of foreign countries as collateral at 102% of the market value of the domestic securities on loan and 105% of the market value of the international securities on loan. There are no restrictions on the amount of loans that can be made. Securities on loan at year-end for cash collateral are presented as not categorized in the preceding table. Securities on loan for noncash collateral are classified according to the category for the collateral. The contract with the lending agent requires them to indemnify the System if the borrowers fail to return the securities. Either the System or the borrower can terminate all securities loans on demand. The cash collateral received on security loans was invested in the lending agent's short-term investment pool for an average duration of 64 days and a weighted average maturity of 252 days. Because the loans were terminable at will, their duration did not generally match the duration of the investments made with cash collateral. The System is not permitted to pledge or sell collateral securities received unless the borrower defaults. There were no losses during the fiscal year resulting from default of the borrower or lending agent.

At June 30, 2003, System's management believes the System has no credit risk exposure to borrowers because the amounts the System owes the borrowers do not exceed the amounts the borrowers owe the System. The securities on loan at year-end were \$565,565,715 (fair value), and the collateral received for those securities on loan was \$586,117,017 (fair value).

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Note 4. Receivables

Receivables at June 30, 2003 (expressed in thousands) consist of the following:

	Taxes	Accounts	Accrued Interest	Notes and Loans	Allowance for Uncollectibles	Total Receivables
Governmental Activities:						
General	\$ 228,255	\$ 86,604	\$	\$ 2,700	\$ (104,374)	\$ 213,185
Intermodal Surface Transportation	12,695				(323)	12,372
R.I. Temporary Disability	50,465	904			(2,283)	49,086
Other Governmental		9				9
Internal Service		7,165		668		7,833
Total - governmental activities	\$ 291,415	\$ 94,682	\$	\$ 3,368	\$ (106,980)	\$ 282,485
Amounts not expected to be collected in the subsequent year and recorded as deferred revenue						
General	\$ 5,250	\$ 8,327				
Intermodal Surface Transportation		15,140				
Business-type activities:						
State Lottery	\$	\$ 6,601	\$	\$	\$ (333)	\$ 6,268
Convention Center		2,337	130		(134)	2,333
Employment Security	33,757	12,390			(9,858)	36,289
Total - business-type activities	\$ 33,757	\$ 21,328	\$ 130	\$	\$ (10,325)	\$ 44,890
Component Units						
	\$	\$ 126,895	\$ 29,695	\$ 2,136,037	\$ (49,477)	\$ 2,243,150

Component Units

Loans receivable of the R.I. Housing and Mortgage Finance Corporation are secured by a first lien on real and personal property and, in some instances, are federally insured. Loans receivable of the R.I. Student Loan Authority are insured by the R.I. Higher Education Assistance Authority, which in turn has a reinsurance agreement with the federal government. The R.I. Clean Water Finance Agency provides loans to municipalities, sewer commissions, or wastewater management districts in the State for constructing or upgrading water pollution abatement projects.

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Note 5. Intra-Entity Receivables and Payables

Intra-entity receivables and payables, as of June 30, 2003, are the result of operations and expected to be reimbursed within the fiscal year. They are summarized below (expressed in thousands):

	Interfund Receivable	Interfund Payable
Governmental Funds		
Major Funds		
General Fund	\$ 65,000	\$ 20,519
Intermodal Surface Transportation Fund	10,586	7,146
RI Temporary Disability Insurance	2	1,320
Bond Capital	7,955	20,437
Other		
Tobacco Settlement Finance Corporation		601
Tobacco Settle Trust Fund		28,500
Debt Service Fund		282
Cops	3	1,432
Total Governmental	<u>83,546</u>	<u>80,237</u>
Proprietary Funds		
Enterprise		
RI Lottery		940
RI Convention Center Authority		2,928
Employment Security Trust Fund	19	1,036
Total Enterprise	<u>19</u>	<u>4,904</u>
Internal Service		
Assessed Fringe Benefits		519
Central Utilities	295	37
Energy Revolving	158	189
Information Processing	769	652
Central Mail	2	7
Centrex	4	9
Howard Communications		2
Central Pharmacy	766	19
Central Laundry	81	29
Automotive Maintenance		96
Central Distribution Center	385	33
Correctional Industries	782	57
Records Center		17
Total Internal Service	<u>3,242</u>	<u>1,666</u>
Totals	<u>\$ 86,807</u>	<u>\$ 86,807</u>

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Note 6. Capital Assets

The capital asset activity of the reporting entity consists of the following (expressed in thousands):

Primary Government

Governmental Activities

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets not being depreciated:				
Land	\$ 373,186	\$ 11,343	\$ (1,950)	\$ 382,579
Construction in progress	52,193	57,345	(6,657)	102,881
Total capital assets not being depreciated	<u>425,379</u>	<u>68,688</u>	<u>(8,607)</u>	<u>485,460</u>
Capital assets being depreciated:				
Land improvements	3,209	392		3,601
Buildings	369,453	4,674		374,127
Building Improvements	195,860	2,589		198,449
Furniture and equipment	137,163	13,089	(1,328)	148,924
Infrastructure	118,311	106,179		224,490
Total capital assets being depreciated	<u>823,996</u>	<u>126,923</u>	<u>(1,328)</u>	<u>949,591</u>
Less accumulated depreciation for:				
Land improvements	1,808	170		1,978
Buildings	123,085	7,177		130,262
Building Improvements	89,803	9,846		99,649
Furniture and equipment	96,310	13,875	(1,264)	108,921
Infrastructure	1,972	5,713		7,685
Total accumulated depreciation	<u>312,978</u>	<u>36,781</u>	<u>(1,264)</u>	<u>348,495</u>
Total capital assets being depreciated, net	<u>511,018</u>	<u>90,142</u>	<u>(64)</u>	<u>601,096</u>
Governmental activities capital assets, net	<u>\$ 936,397</u>	<u>\$ 158,830</u>	<u>\$ (8,671)</u>	<u>\$ 1,086,556</u>

Certain beginning balances were restated due to errors and/or omissions. The amounts reported above for infrastructure are only the additions for the fiscal year ended June 30, 2002 and subsequent fiscal years. As provided for in GASB Statement No. 34, the State opted to take advantage of the transition period and retroactively report its major general infrastructure assets in the fiscal year ended June 30, 2006.

The current period depreciation was charged to the governmental functions on the Statement of Activities as follows:

General government	\$ 4,943
Human services	11,328
Education	2,325
Public safety	8,692
Natural resources	1,795
Transportation	7,700
Total depreciation expense - governmental activities	<u>\$ 36,783</u>

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Business-Type Activities

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets not being depreciated:				
Land	\$ 38,032	\$	\$ (1,336)	\$ 38,032
Construction in progress	1,336			
Total capital assets not being depreciated	<u>39,368</u>		<u>(1,336)</u>	<u>38,032</u>
Capital assets being depreciated:				
Buildings	227,336	2,412		229,748
Machinery and equipment	18,466	8,774	(3,669)	23,571
Total capital assets being depreciated	<u>245,802</u>	<u>11,186</u>	<u>(3,669)</u>	<u>253,319</u>
Less accumulated depreciation	76,148	10,594	(3,664)	83,078
Total capital assets being depreciated, net	<u>169,654</u>	<u>592</u>	<u>(5)</u>	<u>170,241</u>
Business-type activities capital assets, net	<u>\$ 209,022</u>	<u>\$ 592</u>	<u>\$ (1,341)</u>	<u>\$ 208,273</u>

Discretely Presented Component Units

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets not being depreciated:				
Land	\$ 74,024	\$ 21,517	\$ (10,576)	\$ 84,965
Construction in progress	208,373	91,795	(109,916)	190,252
Total capital assets not being depreciated	<u>282,397</u>	<u>113,312</u>	<u>(120,492)</u>	<u>275,217</u>
Capital assets being depreciated:				
Land improvements	828,581	112,527	(1,435)	939,673
Buildings	75,653	25,674	(1,554)	99,773
Machinery and equipment	211,477	16,969	(9,780)	218,666
Infrastructure	255,966	22,728		278,694
Total capital assets being depreciated	<u>1,371,677</u>	<u>177,898</u>	<u>(12,769)</u>	<u>1,536,806</u>
Less accumulated depreciation for:				
Buildings	281,143	29,399	(53)	310,489
Land improvements	42,150	10,987		53,137
Machinery and equipment	112,340	21,005	(9,415)	123,930
Infrastructure	77,202	5,400		82,602
Total accumulated depreciation	<u>512,835</u>	<u>66,791</u>	<u>(9,468)</u>	<u>570,158</u>
Total capital assets being depreciated, net	<u>858,842</u>	<u>111,107</u>	<u>(3,301)</u>	<u>966,648</u>
Total capital assets, net	<u>\$ 1,141,239</u>	<u>\$ 224,419</u>	<u>\$ (123,793)</u>	<u>\$ 1,241,865</u>

Note 7. Long-Term Obligations

Long-term obligations include bonds, notes and loans payable, obligations under capital leases, compensated absences, and other long-term liabilities.

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

A. Bonds Payable

At June 30, 2003, future debt service requirements were as follows (expressed in thousands):

Fiscal Year Ending June 30	Primary Government				Component Units	
	Governmental Activities		Proprietary Type		Principal	Interest
	Principal	Interest	Principal	Interest		
2004	\$ 52,822	\$ 82,070	\$ 7,685	\$ 14,393	\$ 210,466	\$ 118,583
2005	55,221	79,503	9,380	14,159	151,568	109,399
2006	54,848	76,649	9,825	13,719	240,799	102,020
2007	54,532	73,924	10,290	13,259	77,965	95,603
2008	50,102	71,122	10,775	12,776	77,815	90,848
2009-2013	286,928	315,959	62,175	55,716	366,209	404,292
2014-2018	203,535	244,657	77,080	39,216	424,205	312,707
2019-2023	182,470	207,111	98,255	19,259	406,696	214,471
2024-2028		167,686	24,540	2,456	334,844	119,354
2029-2033	168,260	157,380			396,165	49,387
2034-2038		116,156			427,700	15,531
2039-2043	371,700	92,925				
	<u>\$ 1,480,418</u>	<u>\$ 1,685,142</u>	<u>\$ 310,005</u>	<u>\$ 184,953</u>	<u>\$ 3,114,432</u>	<u>\$ 1,632,195</u>

Primary Government

Current interest bonds of the State are serial bonds with interest payable semi-annually and multi-modal variable rate demand bonds. Capital appreciation bonds are designated as College and University Savings Bonds. The accreted interest is recognized as a current year expense in the governmental activities on the statement of activities. These bonds mature from 2006 to 2009 with all interest payable at maturity.

Included in the current interest bonds is \$27,965,000 of general obligation multi-modal variable rate demand bonds maturing in fiscal year 2020. These bonds were initially issued in the weekly rate mode but can be changed by the issuer (the State) to a daily, commercial paper or term rate mode. The interest rate is determined either weekly or daily based on the mode; interest is paid monthly. The owners of the bonds in a weekly mode can require the State (acting through its remarketing and tender agents) to repurchase the bonds. The remarketing agent is authorized to use its best efforts to resell any purchased bonds by adjusting the interest rate offered. The State has entered into a standby bond purchase agreement (liquidity facility) with the tender agent and a commercial bank (the bank). The remarketing agent is required to offer for sale all bonds properly tendered for purchase. In the event the remarketing agent is unable to remarket tendered bonds, the standby bond purchase agreement provides that the bank agrees to purchase any bonds from time to time in an amount not to exceed the principal amount plus accrued interest up to 37 days at an interest rate not to exceed 12% per annum, subject to the terms and provisions of the liquidity facility.

This agreement has been extended through July 2004. The State is required to pay the bank at an interest rate based on its prime lending rate or the federal funds rate plus 1/2 of 1 percent, whichever is higher. The standby bond purchase agreement remains in effect until the payment in full of the principal and interest on all bonds purchased by the bank.

Revenue bonds of the R.I. Refunding Bond Authority (RIRBA) are secured by lease rentals payable by the State pursuant to lease agreements relating to projects financed by the

authority and leased to the State. Proceeds from the RIRBA bonds have been used (1) to loan funds to the State to effect the advance refunding of general obligation bonds issued by the State in 1984; (2) to finance construction and renovation of certain buildings, and (3) to finance acquisition of equipment used by various State agencies.

In June 2002, the Tobacco Settlement Financing Corporation (TSFC), a blended component unit, issued \$685,390,000 of Tobacco Asset-Backed Bonds (Bonds) that were used to purchase the State's future rights in the Tobacco Settlement Revenues under the Master Settlement Agreement and the Consent Decree and Final Judgment. As stated in the bond indenture, the Bonds are payable as to principal and interest solely out of the assets of the TSFC pledged for such purpose; neither the faith and credit nor the taxing power of the State or any political subdivision thereof is pledged to the payment of the principal or of the interest on the Bonds; the Bonds do not constitute an indebtedness of the State or any political subdivision of the State; the Bonds are secured solely by and are payable solely from the tobacco receipts sold to the TSFC and other monies of the TSFC; the Bonds do not constitute a general, legal, or moral obligation of the State or any political subdivision thereof and the State has no obligation or intention to satisfy any deficiency or default of any payment of the Bonds. The TSFC has no taxing power.

In fiscal year 2002, several governmental entities had created component units similar to the TSFC. These entities were not consistent as to the inclusion of the component unit in their Comprehensive Annual Reports (CAFRs) with GASB Statement No. 14, *The Financial Reporting Entity* as the only guidance to a rather unique situation. Therefore, there was a lack of comparability amongst the CAFRs. GASB issued Technical Bulletin, *Tobacco Settlement Recognition and Financial Reporting Entity Issues*, which, amongst other things, made it clear that the TSFC should be blended rather than discretely presented.

Revenue bonds of the R.I. Convention Center Authority (RICCA) were issued to (a) refund bonds and notes, (b) pay construction costs, (c) pay operating expenses, (d) pay interest on revenue bonds prior to completion of construction, (e) fund a debt service reserve and (f) pay costs of issuance. The revenue bonds are secured by all rents receivable, if any, under a lease and agreement between the RICCA and the State covering all property purchased by the RICCA. It also covers a mortgage on facilities and land financed by the proceeds of the revenue bonds and amounts held in various accounts into which bond proceeds were deposited. Minimum annual lease payments by the State are equal to the gross debt service of RICCA. In the event of an operating deficit (excluding depreciation), annual lease payments may be increased by the amount of the deficit. The obligation of the State to pay such rentals is subject to and dependent upon annual appropriations of such payments being made by the Rhode Island General Assembly for such purpose. Those appropriations are made in connection with the State's annual budgetary process and are therefore dependent upon the State's general financial resources and factors affecting such resources.

A summary of general obligation bonds authorized by the voters and unissued (expressed in thousands) at June 30, 2003 is shown below.

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

	Authorized and Unissued July 1	Authorized	Issued	Extinguished	Authorized and Unissued June 30
General Obligation Bonds Supported by Taxes:					
Capital Development Plan - 1986	\$ 5	\$	\$	\$ 5	\$
Capital Development Plan - 1988	465		465		
Capital Development Plan - 1989	3,506		570		2,936
Capital Development Plan - 1990	13,320		4,820		8,500
Capital Development Plan - 1994	8,115		6,765		1,350
Capital Development Plan - 1996	24,063		6,565		17,498
Capital Development Plan - 1998	18,475		3,500		14,975
Capital Development Plan - 2000	92,985		52,235		40,750
Capital Development Plan - 2002		132,500			132,500
R.I. Economic Development Fund	5			5	
Narragansett Bay Water Quality Management					
District Commission Fund	790				790
Clean Water Act Environmental Trust Fund	3,840		465		3,375
Open Space and Recreational Area Fund	203				203
Drinking Water Protection Fund	3,415				3,415
Clean Water Finance Agency -					
Water Pollution Revolving Loan Fund	13,960		1,755		12,205
General Obligation Bonds Supported by Taxes	183,147	132,500	77,140	10	238,497
R. I. Industrial-Recreational Building Authority	80,000				80,000
Total	<u>\$ 263,147</u>	<u>\$ 132,500</u>	<u>\$ 77,140</u>	<u>\$ 10</u>	<u>\$ 318,497</u>

In accordance with the General Laws, unissued bonds are subject to extinguishment seven years after the debt authorization was approved unless extended by the General Assembly.

The amount of authorized bonds that may be issued by the R.I. Industrial-Recreational Building Authority is limited by mortgage balances that it has insured, \$17,233,551 at June 30, 2003 (See Note 21). The insured mortgages are guaranteed by the State.

See Note 13 for information concerning contingent liabilities relating to "Moral Obligation" bonds.

Component Units

Revenue bonds of the University of Rhode Island (URI), Rhode Island College (RIC), and Community College of Rhode Island (CCRI) were issued under trust indentures and are collateralized by a pledge of revenues from the facilities financed. The facilities include housing, student union (including bookstores) and dining operations. Under terms of the trust indentures, certain net revenues from these operations must be transferred to the trustees for payment of interest, retirement of bonds, and maintenance of facilities. The bonds are payable in annual or semi-annual installments to various maturity dates. Revenue bonds also include amounts borrowed under a loan and trust agreement between the R.I. Health and Educational Building Corporation (RIHEBC) (a proprietary component unit) and the Board of Governors for Higher Education acting for URI, RIC, and CCRI. The agreement provides for RIHEBC's issuance of the bonds with a loan of the proceeds to the university and colleges and the payment by the university and colleges to RIHEBC of loan payments that are at least equal to debt service on the bonds. The bonds are secured by a pledge of revenues of the respective institutions.

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Bonds of the R.I. Housing and Mortgage Finance Corporation (RIHMFC) are special obligations of RIHMFC, payable from the revenue, prepayments and all the funds and accounts pledged under the various bond resolutions to the holders of the bonds. The proceeds of the bonds were generally used to acquire mortgage loans which are secured principally by a first lien upon real property and improvements.

The R.I. Student Loan Authority issued tax exempt Student Loan Revenue Bonds that are secured by eligible student loans, the monies in restricted funds established by the trust indenture and all related income. The proceeds of the issuance and operating cash were used to refund bonds and to originate and purchase eligible student loans.

The R.I. Economic Development Corporation (RIEDC) has bonds outstanding referred to as Airport Revenue Bonds. They were issued to finance the construction and related costs of certain capital improvements at T.F. Green State Airport. The proceeds of the bonds were loaned to the R.I. Airport Corporation, a subsidiary and component unit of RIEDC. The remainder of bonds outstanding comprise the financing to purchase land and make land improvements at Island Woods Industrial Park in Smithfield, R.I. and to acquire land, make improvements and renovations of a building and parking lot (The Fleet National Bank Project).

The proceeds of the revenue bonds of the R.I. Clean Water Finance Agency provide funds to make low interest loans to municipalities in the State and quasi-state agencies to finance or refinance the costs of construction or rehabilitation of water pollution abatement projects.

Bonds of the Narragansett Bay Commission (NBC) represent the NBC's portion of the State's general obligation bonds. Debt service on NBC's portion is recovered through charges levied for services provided to users of its facilities. These bonds are guaranteed by the State.

Bonds of the R.I. Water Resources Board Corporate were issued to provide financing to various cities, towns, private corporations and companies engaged in the sale of potable water and the water supply business.

B. Notes Payable

Notes payable (expressed in thousands) at June 30, 2003 are as follows:

**State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003**

Component Units

Rhode Island College note payable to the federal government with interest at 5.5% payable in semi-annual installments of principal and interest through 2024.	\$ 2,167
R.I. Housing and Mortgage Finance Corporation bank notes, 1.39% to 5.46% interest, payable through 2006.	74,000
R.I. Economic Development Corporation (R.I. Airport Corporation) note payable at 6.75% interest, payable through 2005	171
R.I. Resource Recovery Corporation notes payable through 2004 with interest at 4.5%	1,865
	<u>78,203</u>
	<u>(74,052)</u>
Less: current payable	<u>\$ 4,151</u>

C. Loans Payable

Component Units

Loans payable represent liabilities of the Narragansett Bay Commission (NBC) to the R.I. Clean Water Finance Agency (RICWFA) (\$137,313,922). The loans payable to the RICWFA are for projects financed by that agency. The University of Rhode Island (URI) has an outstanding loan from the Rhode Island State Energy Office for \$251,341 to finance the installation of energy conservation measurers in various buildings. It also includes Community College of Rhode Island's (CCRI) loan in the amount of \$237,054 from the Energy Revolving Loan Fund (an internal service fund). In addition, CCRI entered into an agreement with the Quonset Point Facility and is liable for a loan in the amount of \$306,543 to pay for leasehold improvements.

D. Obligations Under Capital Leases

Primary Government

The State has entered into capital lease agreements with financial institutions. These financing arrangements have been used by the State to acquire, construct or renovate facilities and acquire other capital assets.

The State's obligation under capital leases at June 30, 2003 consists of the present value of future minimum lease payments less any funds available in debt service reserve funds.

Obligation of the State to make payments under lease agreements is subject to and dependent upon annual appropriations being made by the General Assembly.

The following is a summary of material future minimum lease payments (expressed in thousands) required under capital leases that have initial or remaining noncancelable lease terms in excess of one year as of June 30, 2003.

**State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003**

Fiscal Year Ending June 30	COPS	Other	Total
2004	\$ 14,027	\$ 1,922	\$ 15,949
2005	12,874	1,922	14,796
2006	10,858	1,922	12,780
2007	11,772		11,772
2008	11,820		11,820
2009 - 2013	48,400		48,400
2014 - 2018	32,499		32,499
2019 - 2023	6,766		6,766
2024 - 2028			0
Total future minimum lease payments	<u>149,016</u>	<u>5,766</u>	<u>154,782</u>
Amount representing interest	<u>(40,511)</u>	<u>(825)</u>	<u>(41,336)</u>
Present value of future minimum lease payments	<u>\$ 108,505</u>	<u>\$ 4,941</u>	<u>\$ 113,446</u>

Component Units

The University of Rhode Island (URI), Rhode Island College (RIC), Community College of Rhode Island (CCRI), and R.I. Public Telecommunications Authority (RIPTCA) obligations under capital leases consist, primarily, of construction of facilities and equipment acquisitions financed by the R.I. Refunding Bond Authority, a blended component unit.

Capital lease obligations of the R.I. Airport Corporation (RIAC), a subsidiary and component unit of the R.I. Economic Development Corporation (RIEDC), are for annual payments to the State equal to the principal and interest for airport related general obligation bonds issued by the State.

The following is a summary of the material future minimum lease payments (expressed in thousands) required under capital leases that have initial or remaining noncancelable lease terms in excess of one year as of June 30, 2003.

Fiscal Year Ending June 30	URI	RIC	CCRI	RIEDC	RIPTCA	NBC
2004	\$ 1,827	\$ 64	\$ 156	\$ 4,592	\$ 998	\$ 178
2005	1,737	64	156	4,170	683	148
2006	1,569	64	156	3,848	505	78
2007	1,457	64	156	3,635	863	52
2008	1,446	63	156	2,633	976	35
2009 - 2013	6,356	42	782	11,624	756	
2014 - 2018	6,319		782	3,552		
2019 - 2023	2,517		782	78		
2024 - 2028			156			
Total future minimum lease payments	<u>23,228</u>	<u>361</u>	<u>3,282</u>	<u>34,132</u>	<u>4,781</u>	<u>491</u>
Amount representing interest	<u>(6,981)</u>	<u>(86)</u>	<u>(1,419)</u>	<u>(8,036)</u>	<u>(615)</u>	<u>(56)</u>
Present value of future minimum lease payments	<u>\$ 16,247</u>	<u>\$ 275</u>	<u>\$ 1,863</u>	<u>\$ 26,096</u>	<u>\$ 4,166</u>	<u>\$ 435</u>

E. Compensated Absences

State employees are granted vacation and sick leave in varying amounts based upon years of service. At the termination of service, the employee is paid for accumulated unused vacation leave. Also, the employee is entitled to payment of a percentage of accumulated sick leave at

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

retirement. The State calculates the liability for accrued sick leave for only those employees that are eligible for retirement. Payment is calculated at their then-current rate of pay.

F. Other Long-Term Liabilities

Income on invested general obligation bond proceeds, determined to be arbitrage earnings in accordance with federal regulations, has been included in long-term debt. These amounts are generally payable to the federal government five years after the bond issuance date.

The long-term debt portion of violent crimes' claims is included in long-term debt. Also included is an advance from the Federal Highway Authority Right of Way Revolving Fund that will be used to acquire land and rights-of-way for the Quonset access road project. The amount included for negotiated settlements represents the amount due to correctional officers and is payable over three years. Retainage payable is also included in other long-term debt since the related construction projects are not expected to be completed in the subsequent fiscal period. Finally, an amount due to the federal government is being reported as long-term debt because the payment schedule coincides with the repayment of a long-term loan issued to a private employer.

G. Changes in Long-Term Debt

During the fiscal year ended June 30, 2003, the following changes (expressed in thousands) occurred in long-term debt:

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Primary Government

	Balance July 1	Additions	Reductions	Balance June 30	Amounts Due Within One Year	Amounts Due Thereafter
Governmental activities						
General obligation bonds payable:						
Current interest bonds	\$ 682,434	\$ 139,905	\$ (100,050)	\$ 722,289	\$ 36,847	\$ 685,442
Capital appreciation bonds	610			610		610
Accreted interest on capital appreciation bonds	4,411	1,334		5,745		5,745
Deferred costs	3,121	7,502	(167)	10,456		10,456
	<u>690,576</u>	<u>148,741</u>	<u>(100,217)</u>	<u>739,100</u>	<u>36,847</u>	<u>702,253</u>
Revenue bonds - RIRBA	133,105	67,625	(100,025)	100,705	15,975	84,730
Deferred costs		7,346	(343)	7,003		7,003
Tobacco Settlement Asset-Backed Bonds	685,390			685,390		685,390
Deferred costs	(34,393)	(275)	839	(33,829)		(33,829)
Bonds payable	<u>1,474,678</u>	<u>223,437</u>	<u>(199,746)</u>	<u>1,498,369</u>	<u>52,822</u>	<u>1,445,547</u>
Certificates of Participation (COP)	112,665	3,890	(8,050)	108,505	8,970	99,535
Other capital leases	6,480		(1,539)	4,941	1,591	3,350
Obligations under capital leases	119,145	3,890	(9,589)	113,446	10,581	102,885
Compensated absences	54,647	48,952	(45,097)	58,502	42,898	15,604
Other long-term liabilities	40,008	5,966	(9,064)	36,910	6,423	30,487
	<u>\$ 1,688,478</u>	<u>\$ 282,245</u>	<u>\$ (263,496)</u>	<u>\$ 1,707,227</u>	<u>\$ 112,704</u>	<u>\$ 1,594,523</u>
Business type activities						
Revenue bonds	\$ 319,435	\$ 58,285	\$ (67,715)	\$ 310,005	\$ 7,685	\$ 302,320
Add: bond premium		4,566		4,566		4,566
Less: deferred amounts						
Issuance discounts	6,191		(509)	5,682		5,682
On refunding	20,559	280	(2,079)	18,760		18,760
Bonds payable	<u>292,685</u>	<u>62,571</u>	<u>(65,127)</u>	<u>290,129</u>	<u>7,685</u>	<u>282,444</u>
Other long-term liabilities	1,153		(1,000)	153	153	
	<u>\$ 293,838</u>	<u>\$ 62,571</u>	<u>\$ (66,127)</u>	<u>\$ 290,282</u>	<u>\$ 7,838</u>	<u>\$ 282,444</u>

Certain beginning balances were restated because of errors, omissions and/or changes in the presentation of the basic financial statements.

H. Defeased Debt

In prior years, the State and its component units defeased certain general obligation bonds, revenue bonds and certificates of participation (COP) by placing the proceeds of the new bonds or COP, or other sources, in irrevocable trusts to provide for all future debt service payments on the old bonds or COP. Accordingly, the trust account assets and the liabilities for the defeased bonds or COP are not included in the basic financial statements. On June 30, 2003, the following bonds outstanding (expressed in thousands) are considered defeased:

	Amount
Primary government:	
General Obligation Bonds (includes \$155,000 of NBC)	\$ 327,879
Certificates of Participation	3,565
Component Units:	
R.I. Clean Water Finance Agency	5,725
R.I. Depositors Economic Protection Corporation	350,435
R.I. Economic Development Corporation	28,820
R.I. Turnpike And Bridge Authority	37,550

**State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003**

In December 2002, the state issued \$62,765,000 Consolidated Capital Development Loan of 2002, Refunding Series C, with interest rates ranging from 1.60% to 3.92%, maturing from 2003 through 2014. The proceeds were used to advance refund \$66,370,000 of 1993 and 1994 Series A Bonds. The net proceeds from the sale of the refunding bonds were used to purchase U.S. Government securities which were deposited in an irrevocable trust with an escrow agent to provide for all future debt service of the refunded bonds. The advance refunding met the requirements of an in-substance debt defeasance and the refunded bonds were removed from the Statement of Net Assets. The refunding decreased total debt service payments over the next 11 years by \$4,200,300 and resulted in an economic gain (difference between the present values of the debt service payments on the old and new debt) of \$4,107,978.

On May 1, 2003, Rhode Island Refunding Bond Authority (RIRBA), a blended component unit, issued \$67,625,000 in revenue bonds dated April 1, 2003 with the interest rates ranging from 3.0% to 5.0% as part of the advance refunding of \$84,910,000 of outstanding 1993 Series A bonds with interest rates ranging from 5.0% to 5.25%. The net proceeds of \$71.7 million (including issuance premiums and after payment of \$700 thousand for underwriting fees, insurance and other costs of issuance) plus an additional \$16.4 million available from the Debt Service Reserve Fund established for the 1993 Series A bonds were used to purchase U.S. Government Securities. These securities were placed in an irrevocable trust with an escrow agent to provide for all future debt service on the 1993 Series A bonds including a call premium of 102%. As a result, the Series A bonds are considered to be defeased and the liability for those bonds has been removed from the financial statements.

The advance refunding resulted in a difference between the reacquisition price and the net carrying amount of the old debt of \$4,610,613. RIRBA completed the advance refunding to reduce its total debt service payments by \$2,811,239 and to obtain an economic gain (difference between the present value of the old and new debt service payments) of \$2,862,523.

On June 5, 2003 the 1993 Series A bonds were called and redeemed with the proceeds of the securities placed in the irrevocable trust.

I. Conduit Debt

The R.I. Industrial Facilities Corporation, the R.I. Health and Educational Building Corporation and the R.I. Economic Development Corporation issue revenue bonds, equipment acquisition notes, and construction loan notes to finance various capital expenditures for Rhode Island business entities. The bonds and notes issued by the corporations are not general obligations of the corporations and are payable solely from the revenues derived from the related projects. They neither constitute nor give rise to a pecuniary liability for the corporations nor do they represent a charge against their general credit. Under the terms of the various indentures and related loan and lease agreements, the business entities make loan and lease payments directly to the trustees of the related bond and note issues in amounts equal to interest and principal payments due on the respective issues. The payments are not shown as receipts and disbursements of the corporations, nor are the

**State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003**

related assets and obligations included in the financial statements. The amount of conduit debt outstanding on June 30, 2003 was \$85,000,000, \$1,304,676,331 and \$352,605,000 respectively. Certain issues of conduit debt are moral obligations of the State and the cumulative amounts outstanding are disclosed in Note 13.

Note 8. Net Assets

Government-Wide Unrestricted Net Assets

	Governmental Funds	
Deficit	\$ (1,053,961)	
General Revenue	42,634	Unrestricted balance
Appropriations carried forward:		
General Revenues	7,347	General revenues carried forward for original purpose
Restricted Revenues	27,727	Restricted revenues carried forward for original purpose
Other	10,484	Principally capital accounts carried forward for original purpose
Special Revenue	25,403	ISTEA, Tobacco Settlement Trust, R.I. DTI Fund RI Economic Policy Council
Capital Projects Fund	70,153	Committed for capital projects
Permanent Fund	837	Permanent School
Internal Service Funds	9,066	Unrestricted balance of all Internal Service Funds
Unrestricted Net Assets	<u>\$ (860,310)</u>	

Changes in General Fund Reserved Fund Balances

The State maintains certain reserves within the General Fund in accordance with the General Laws. These reserves accumulate in the General Fund until withdrawn by statute or used for the intended purposes pursuant to the enabling legislation.

	Reserved Fund Balance July 1,	Additions	Reductions	Reserved Fund Balance June 30
State Budget Reserve Account	\$ 82,024	\$ 55,905	\$ (54,281)	\$ 83,648
Appropriations carried forward				
General revenue	7,812	7,347	(7,812)	7,347
Departmental restricted revenue	36,280	27,727	(36,186)	27,821
Operating transfers in	6,645	10,484	(6,411)	10,718
Total	<u>\$ 132,761</u>	<u>\$ 101,463</u>	<u>\$ (104,690)</u>	<u>\$ 129,534</u>

The State maintains a budget reserve in the general fund. Annually, 2% of general revenues and opening surplus are set aside in this reserve account. Amounts in excess of 3% of the total general revenues and opening surplus are transferred to the bond capital fund to be used for capital projects, debt reduction or debt service. The reserve account, or any portion thereof, may be appropriated in the event of an emergency involving the health, safety or welfare of the citizens of the State or in the event of an unanticipated deficit in any given fiscal year. Such appropriations must be approved by a majority of each chamber of the General Assembly.

Appropriations carried forward can only be used for the same purpose as intended in the original budget as enacted by the General Assembly.

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Note 9. Taxes

Tax revenue reported on the Statement of Activities is reported net of the allowance for uncollectible amounts. Tax revenue on the Statement of Revenues, Expenditures and Fund Balances – Governmental Funds is reported net of the uncollectible amount and the amount that will not be collected within one year (unavailable). The unavailable amount is reported as deferred revenue. The detail of the general revenue taxes as stated on the Statement of Activities is presented below (expressed in thousands):

	<u>Taxes</u>
General Fund	
Personal Income Tax	\$ 816,175
General Business Taxes:	
Business Corporation Tax	56,506
Non-resident Contractor Tax	81
Franchise Tax	6,402
Gross Earnings Tax-Public Utilities	76,178
Income Tax-Financial Institutions	9,804
Tax on Insurance Companies	51,358
Tax on Deposits-Banking Institutions	1,698
Health Care Provider Assessment	8,462
Nursing Facilities Provider Assessments	20,014
Sub-total - General Business Taxes	<u>230,503</u>
Sales and Use Taxes:	
Sales and Use Tax	767,663
Providence Place Sales Tax	11,391
Motor Vehicle Tax	44,563
Rental Vehicle Surcharge	2,696
Fuel Use Tax on Motor Carriers	1,042
Cigarette Tax	92,635
Smokeless Tobacco Tax	1,775
Alcoholic Beverage Import Fees	10,030
Tax on Mfg. of Beers, Liquors, etc.	29
Sub-total - Sales and Use Taxes	<u>931,824</u>
Other Taxes:	
Inheritance Tax	24,401
Simulcast Wagering	3,086
Jai Alai - Pari-mutuel Betting	38
Jai Alai - Tax on Breakage	2
Dog Racing - Pari-mutuel Betting	1,786
Dog Racing - Tax on Breakage	27
Realty Transfer Tax	9,770
Mobile Home Conveyance Tax	12
Sub-total - Other Taxes	<u>39,122</u>
Total - General Fund	<u>2,017,624</u>
R.I. Temporary Disability Fund	178,247
Intermodal Surface Transportation Fund	
Gasoline	139,458
Total Taxes	<u>\$ 2,335,329</u>

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Note 10. Operating Transfers

Operating transfers for the fiscal year ended June 30, 2003 are presented below (expressed in thousands):

Fund Financial Statements

	<u>Transfers</u>	<u>Description</u>
Governmental activities		
Major Funds		
General Fund		
Major Funds		
Intermodal Surface Transportation	\$ 58,308	Debt service
Bond Capital	44,079	Debt service
Temporary Disability	1,225	Operating assistance
Nonmajor Funds		
Tobacco Settlement Financing Corp	52,749	Operating assistance
Tobacco Settlement Trust Fund	113,500	Operating assistance
Debt Service	241	Debt service
Business-Type Activities		
Lottery	249,124	Net income
Convention Center	2,928	Excess debt service
Employment Security	1,985	Net income
ISTEA Fund		
Bond Capital	44,130	Infrastructure
Bond Capital		
General Fund	54,141	Debt service or capital projects
Nonmajor Fund		
Economic Policy Council		
General Fund	<u>2,675</u>	Operating assistance
Total Governmental Activities	625,085	
Business-Type Activities		
Employment Security		
Assessed Fringe Benefits	1,622	Operating assistance
Convention Center		
General Fund	<u>17,351</u>	Debt service
Total operating transfers	<u>\$ 644,058</u>	

Note 11. Operating Lease Commitments

The primary government is committed under numerous operating leases covering real property. Operating lease expenditures totaled approximately \$13,660,000 for the fiscal year ended June 30, 2003

Most of the operating leases contain an option allowing the State, at the end of the initial lease term, to renew its lease at the then fair rental value. In most cases, it is expected that these leases will be renewed or replaced by other leases.

**State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003**

The following is a summary of material future minimum rental payments (expressed in thousands) required under operating leases that have initial or remaining lease terms in excess of one year as of June 30, 2003:

Fiscal Year Ending June 30		
2004	\$	13,770
2005		12,827
2006		9,868
2007		6,327
2008		4,780
2009 - 2013		15,913
2014 - 2018		9,038
2019 - 2023		2,006
Total	\$	<u>74,529</u>

The minimum payments shown above have not been reduced by any sublease receipts.

Note 12. Commitments

Encumbrances outstanding for the governmental funds were not available at fiscal year end.

The R.I. Economic Development Corporation (RIEDC) entered into several agreements with Providence Place Group Limited Partnership (PPG). The agreements state the terms by which the State shall perform with regard to a shopping mall, parking garage and related offsite improvements developed by PPG. The authority to enter into these agreements was provided in legislation passed by the General Assembly and signed by the Governor. This legislation further provided for payments to the developer, during the first 20 years only, of an amount equal to the lesser of (a) two-thirds of the amount of sales tax generated from retail transactions occurring at or within the mall or (b) \$3,680,000 in the first five years and \$3,560,000 in years 6 through 20.

The Employees' Retirement System of Rhode Island has contracted with a systems integration firm to design and build a new pension administration system. The total cost to the System is estimated at \$17.8 million, of which \$17.2 million has been recorded in Property and Equipment. The remaining cost is estimated at \$.6 million. Full implementation is expected by the fourth quarter of fiscal 2004. This will be financed in the same manner as other administrative expenses of the System.

The R.I. Convention Center Authority (RICCA) has entered into management contracts with vendors under which these vendors will provide various services relating to the operation of the convention center, parking garages, and hotel. In addition, RICCA has entered into a licensing agreement with a major hotel chain that permits the hotel to use its name, trademark, reservation system and other services.

During May 2003, the Lottery entered into a 20-year master contract with its gaming systems provider granting them the right to be the exclusive provider of information technology

**State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003**

hardware, software, and related services for all lottery games. This contract is effective from July 1, 2003 through June 30, 2023, and amends all previous agreements between the parties.

Component Units

The R.I. Airport Corporation (RIAC), a subsidiary and component unit of RIEDC, was obligated for completion of certain airport improvements under commitments of approximately \$5,138,000 which is expected to be funded from current available resources and future operations.

The Narragansett Bay Commission has entered into various engineering and construction contracts for the design and improvement of its facilities as part of a capital improvement program. Commitments under these contracts aggregated approximately \$200,775,000 at June 30, 2003.

The R.I. Resource Recovery Corporation's (RIRRC) currently licensed landfill consists of areas known as Phases I, II, III, and IV. The capacity of Phase I was reached in May 1993. The capacity of Phases II and III was reached in December 2002.

Phase IV consists of four eleven-acre cells of which two cells began accepting refuse in September 2000. To date, \$30,933,781 has been expended on permitting and engineering costs related to Phase IV, and other costs associated with readying the area for use, including relocation of a brook. Costs incurred in connection with the acquisition and development of Phase V total \$1,401,589 at June 30, 2003.

The Environmental Protection Agency (EPA) established closure and postclosure care requirements for municipal solid waste landfills as a condition for the right to operate a landfill in the current period. Based on RIRRC's engineers and independent engineering studies, it is estimated that these costs of closure and postclosure activities for Phase I, II, III and IV will be approximately \$43,035,000. The liability at June 30, 2003 is approximately \$38,270,000, with \$4,765,000 remaining to be recognized. RIRRC recognizes an expense and a liability for these costs based on landfill capacity used to date. Based on the estimates of RIRRC's engineers, approximately 66% of capacity of Phase IV has been used to date, and it is expected that full capacity will be reached in September 2004. Amounts provided for closure and postclosure are based on current costs. These costs may be adjusted each year due to changes in the closure and postclosure care plan, inflation or deflation, technology, or applicable laws and regulations. RIRRC has designated investments in the amount of \$16,822,257 to meet the financial requirements of closure and postclosure costs, and plans to increase these designated investments each year to enable it to pay the costs as they are incurred.

In prior years, the EPA issued administrative orders requiring the RIRRC to conduct environmental studies of the landfill and undertake various plans of action. Additionally, in 1986, the landfill was named to the EPA's Superfund National Priorities List. The majority of the studies were completed and were submitted to the EPA for review. During 1996, the RIRRC entered into a consent decree with the EPA concerning remedial actions taken by the

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

RIRRC for groundwater contamination. The consent decree, which was approved by the U.S. District Court on October 2, 1996, requires the establishment of a trust fund in the amount of \$27,000,000 for remedial purposes. The trust is included in restricted assets held in trust on RIRRC's balance sheet. As of June 30, 2003, the market value of the trust was \$26,969,876. The present value of the estimated remaining total expenditures relating to groundwater contamination that will be required as a result of the consent decree is estimated to be approximately \$21,866,000 and is recorded in the financial statements, net of the amount included in the trust fund.

RIRRC is required by the R.I. Department of Environmental Management to restore certain wetlands which are located at the Central Landfill. Total costs incurred for this project are approximately \$6,200,000. As of June 30, 2003, the project was substantially complete and awaiting DEM approval.

RIRRC is committed, under various contracts and agreements, for a materials recovery facility and a methane gas collection-flare system.

In addition, RIRRC is required to grant funds to municipalities to assist them in organizing source separation and recycling programs in their communities.

RIRRC has entered into an agreement with the City of Cranston to furnish sewer and water services to RIRRC's Johnston facilities in exchange for payments by RIRRC.

The R.I. Housing and Mortgage Finance Corporation had loan commitments of \$46,446,000 under various loan programs at June 30, 2003.

The R.I. Turnpike and Bridge Authority has entered into various contracts for maintenance of its bridges. At June 30, 2003 remaining commitments on these contracts approximated \$1,100,000.

The R.I. Public Transit Authority is committed under construction contracts in the amount of \$7,012,877 at June 30, 2003.

The R.I. Higher Education Assistance Authority is required to return to the federal government \$1,116,117 as its share of Reserve Funds pursuant to the 1998 reauthorization of the Higher Education Act recall from guaranty agencies. The Authority's share is payable in three installments due on September 1, 2002, 2006 and 2007, respectively. The first installment was paid on August 30, 2002. As of June 30, 2003, the amount outstanding is \$736,637 and recorded in the Federal Fund.

The University of Rhode Island, Rhode Island College and Community College of Rhode Island have begun a technology modernization of core administration systems. This is being accomplished system wide through the Office of Higher Education and will be financed over a seven-year period beginning in fiscal year 2000 at a cost of \$3,700,000, \$2,200,000, and \$2,500,000, respectively.

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

The R.I. Children's Crusade has estimated its cost of scholarships for currently enrolled students to be \$25,600,000 of which \$13,200,000 will be funded by investments and \$12,400,000 to be funded by pledged scholarships.

Note 13. Contingencies

Primary Government

The State is involved in various civil lawsuits which could result in monetary loss to the State. The lawsuits are in various developmental stages, some to the point that a favorable decision, with no or minimal loss is anticipated, others, where the outcome and amount of loss, if any, cannot be determined and others which are still in the discovery stage.

In June 2002, the Tobacco Settlement Financing Corporation (Corporation), a blended component unit, issued revenue bonds that are the sole obligation of the Corporation. The bonds are asset-backed instruments that are secured solely by the Tobacco Settlement Revenues (TSR's) receivable by the Corporation. The State sold to the Corporation its future rights in the (TSR's) under the Master Settlement Agreement and the Consent Decree and Final Judgement (the MSA). When the Corporation's obligations with the bonds have been fulfilled, the TSR's will revert back to the State.

The Corporation's rights to receive TSR's are expected to produce funding for its obligations. The TSR payments are dependent on a variety of factors, which include:

- the financial capability of the participating cigarette manufacturers to pay TSR's;
- future cigarette consumption which impacts the TSR payment; and
- future legal and legislative challenges against the tobacco manufacturers and the master settlement agreement that provides for the TSR payments.

Litigation has been filed against tobacco manufacturers as well as certain states and public entities. The lawsuits allege, among other claims, that the Master Settlement Agreement (MSA) violates provisions of the U.S. Constitution, state constitutions, federal antitrust and civil rights laws, state consumer protection laws; these actions, if ultimately successful, could result in a determination that the MSA is void or unenforceable. The lawsuits seek to prevent the states from collecting any monies under the MSA, and/or a determination that prevents the tobacco manufacturers from collecting MSA payments through price increases to cigarette consumers. In addition, class action lawsuits have been filed in jurisdictions alleging violations of state Medicaid agreements. To date, no such lawsuits have been successful. The enforcement of the terms of the MSA may continue to be challenged in the future. In the event of an adverse court ruling, the corporation may not have adequate financial resources to service its debt obligations.

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Federal Grants

The State receives significant amounts of federal financial assistance under grant agreements which specify the purpose of the grant and conditions under which the funds may be used. Generally, these grants are subject to audit. Any disallowances as a result of these audits become a liability of the State. Although such audits could generate expenditure disallowances under terms of the grants, it is believed that any required reimbursements will not be material.

Moral Obligation Bonds

Some component units issue bonds with bond indentures requiring capital reserve funds. Moneys in the capital reserve fund are to be utilized by the trustee in the event scheduled payments of principal and interest by the component unit are insufficient to pay the bond holder(s). These bonds are considered "moral obligations" of the State when the General Laws require the executive director to submit to the Governor the amount needed to restore each capital reserve fund to its minimum funding requirement and the Governor is required to include the amount in the annual budget. At June 30, 2003 the R.I. Housing and Mortgage Finance Corporation and the R.I. Economic Development Corporation (RIEDC) had \$209,862,722 and \$68,421,242 respectively, in "moral obligation" bonds outstanding. Certain of the RIEDC bonds are economic development revenue bonds whereby the State will assume the debt if the employer reaches and maintains a specified level of full-time equivalent employees. The participating employers have certified that the employment level has been exceeded, thereby triggering credits toward the debt. As a result, the State anticipates paying approximately \$1,000,000 of the debt on the related economic development revenue bonds in fiscal year 2004.

Component Units

R.I. Student Loan Authority

The R.I. Student Loan Authority (RISLA) maintains letters of credit in the original stated amount of \$31,940,000 on its January 1995 weekly adjustable interest rate bonds and the originally stated amount of \$69,203,000 on its April 1996 Series I, II and III variable rate bonds. The letters of credit obligate the letter of credit provider to pay to the trustee an amount equal to principal and interest on the bonds when the same becomes due and payable (whether by reason of redemption, acceleration, maturity or otherwise) and to pay the purchase price of the bonds tendered or deemed tendered for purchase but not remarketed. The RISLA also maintained a standby letter of credit in the original stated amount of \$30,000,000 on its March 2000 issue. The 2000 series bonds were refunded in 2003. The letters of credit will expire on the earliest to occur: a) July 28, 2004, for the January 1995 and April 1996 issue, and March 15, 2003 for the March 2000 issue; b) the date the letter of credit is surrendered to the letter of credit provider; c) when an alternative facility is substituted for the letter of credit; d) when the bonds commence bearing interest at a fixed rate; e) when an event of default has occurred or f) when no amount becomes available to the trustee under the letter of credit.

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

R.I. Public Transit Authority

The R.I. Public Transit Authority has a \$2,000,000 line of credit with a financial institution. The line of credit is due on demand with interest payable at a floating rate at the financial institution's base rate or fixed rate options at the financial institution's cost of funds plus 2.00%. No amount was due under this line of credit at June 30, 2003

R.I. Children's Crusade for Higher Education

The R.I. Children's Crusade for Higher Education has a \$500,000 line of credit agreement that expires on December 31, 2003. Interest is payable monthly at the prime rate. The outstanding balance as of June 30, 2003 was \$400,000. Subsequent to June 30, 2003, the line of credit agreement was modified to increase the credit available to \$850,000.

Note 14. Employer Pension Plans

Plan Descriptions

The State, through the Employees' Retirement System (System), administers four defined benefit pension plans. Three of these plans; the Employees' Retirement System (ERS), a cost-sharing multiple-employer defined benefit pension plan and the Judicial Retirement Benefits Trust (JRBT) and the State Police Retirement Benefits Trust (SPRBT), single-employer defined benefit pension plans; cover most State employees. The State does not contribute to the Municipal Employees' Retirement System, an agent multiple-employer defined benefit pension plan. The System provides retirement and disability benefits, annual cost-of-living adjustments, and death benefits to plan members and beneficiaries. The level of benefits provided to State employees, which is subject to amendment by the general assembly, is established by the General Laws as listed below. In addition to the State, there are 40 local public school entities that are members of the ERS. The System issues a publicly available financial report that includes financial statements and required supplementary information for the plans. The report may be obtained by writing to the Employees' Retirement System, 40 Fountain Street, Providence, RI 02903.

Summary of Significant Accounting Policies

Basics of Accounting

The financial statements of the System are prepared on the accrual basis of accounting. Under this method, revenues are recorded when earned and expenses are recorded when incurred. Plan member contributions are recognized in the period in which the contributions are due. Employer contributions to each plan are recognized when due and the employer has made a formal commitment to provide the contributions. Benefits and refunds are recognized when due and payable in accordance with the terms of each plan. Dividend income is recorded on the ex-dividend date. The gains or losses on foreign

**State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003**

currency exchange contracts are included in income in the period in which the exchange rates change. Gains and losses on contracts which hedge specific foreign currency denominated commitments are deferred and recognized in the period in which the transaction is completed. Investment transactions are recorded on a trade date basis.

Method Used to Value Investments

Investments are recorded in the financial statements at fair value. Fair value is the amount that a plan can reasonably expect to receive for an investment in a current sale between a willing buyer and a willing seller - that is, other than a forced liquidation sale. The fair value of fixed income and domestic and international stocks are generally based on published market prices and quotations from national security exchanges and securities pricing services. Real estate is primarily valued on appraisals by independent appraisers or as adjusted by the general partner. Other securities and investments, which are not traded on a national security exchange, are valued by the respective fund manager. Commingled funds consist primarily of institutional equity index funds. The fair value of the commingled funds is based on the reported share value of the respective fund. Futures contracts are valued at the settlement price established each day by the board of trade or exchange on which they are traded.

Funding Policy and Annual Pension Cost

The State's annual pension cost (expressed in thousands) for the current year and related information for each plan is listed below. The most recent actuarial information may be found in the separately issued audit report referred to above.

	Employees' Retirement System	State Police Retirement Benefits Trust	Judicial Retirement Benefits Trust
Contribution rates:			
State	7.68%	27.48%	33.42%
Plan members - state employees	8.75%	8.75%	8.75%
State contribution for teachers	4.63% and 5.04%		
Annual pension cost	\$93,566	\$2,257	\$1,657
Contributions made - state employees	\$45,323	\$2,257	\$1,657
Contributions made - teachers	\$38,243		
Actuarial valuation date	June 30, 2000	June 30, 2000	June 30, 2000
Actuarial cost method	Entry Age Normal	Entry Age Normal	Entry Age Normal
Amortization method	Level Percent of Payroll - Closed	Level Percent of Payroll - Closed	Level Percent of Payroll - Closed
Equivalent Single Remaining Amortization Period	29 years	29 years	29 years
Asset valuation method	5 Year Smoothed Market	5Year Smoothed Market	5Year Smoothed Market
Actuarial Assumptions:			
Investment rate of return	8.25%	8.25%	8.25%
Projected salary increases	4.25% to 14.25%	5% to 15.00%	5.50%
Inflation	3.00%	3.00%	3.00%
Cost-of-living adjustments	3% compounded annually	\$1,500 per annum	3% of original retirement, compounding varies
Level of benefits established by:			
General Law(s)	36-8 to 10	42-28-22.1	8-3-16, 8-8-10-1, 8-8-2-7 and 28-30-18.1

**State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003**

Three-Year Trend Information

	Year Ending	Annual Pension Cost (APC) (In Thousands)	Percentage of APC Contributed	Net Pension Obligation
Employees' Retirement System	6/30/01	\$ 79,906	100%	\$ 0
	6/30/02	62,565	100%	0
	6/30/03	83,566	100%	0
State Police Retirement Benefits Trust	6/30/01	1,820	100%	0
	6/30/02	2,465	100%	0
	6/30/03	2,257	100%	0
Judicial Retirement Benefits Trust	6/30/01	1,164	100%	0
	6/30/02	1,458	100%	0
	6/30/03	1,657	100%	0

Other

Certain employees of the University of Rhode Island, Rhode Island College, and the Community College of Rhode Island (principally faculty and administrative personnel) are covered by individual annuity contracts with the Teachers' Insurance and Annuity Association. Total expenditures by the institutions for such annuity contracts amounted to \$11,987,537 during the year ended June 30, 2003.

The R.I. Public Transit Authority has two pension plans that cover employees meeting certain eligibility requirements. Employer contribution paid in fiscal year 2003 was \$3,966,633. At January 1, 2003, the most recent valuation date, the total pension benefit obligation was \$42,044,519 and net assets available for benefits were \$20,179,970.

Certain other component units have defined contribution pension and savings plans. For information regarding these pension and savings plans, please refer to the component units' separately issued financial reports.

Note 15. Postemployment Benefits

In accordance with the General Laws, postretirement health care benefits are provided to State employees who retire on or after July 1, 1989. The benefits in general cover medical and hospitalization costs for pre-Medicare retirees and a Medicare supplement for Medicare-eligible retirees. The State provides a subsidy for all recipients equal to the difference between the retiree premium and the active premium. This subsidy cost approximately \$4.3 million in FY 2003. Additionally the State provides an additional benefit based upon years of service. The State's share varies with years of service and ranges from 50% for retirees with 10-15 years of service to 100% for retirees with 35 years of service. During fiscal year 2003, the State contributed 1.07% of covered payroll for postretirement healthcare benefits. The contribution rates are not actuarially determined. Postretirement health care expenses for the fiscal year ended June 30, 2003 were \$6,003,011 net of retirees' contributions for the 4,031 retirees receiving benefits.

In addition to the pension benefits described above, expenditures of \$957,504 were recognized for postretirement benefits provided under early retirement incentive programs (an average of \$1,046 for each of the 915 retirees covered by the plans).

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

The above plans are financed on a pay-as-you-go basis.

Note 16. Deferred Compensation

The State offers its employees a deferred compensation plan created in accordance with Internal Revenue Code (IRC) Section 457. The Department of Administration pursuant to Chapter 36-13 of the General Laws administers the plan. The Department of Administration contracts with private corporations to provide investment products related to the management of the deferred compensation plan. Benefit payments are not available to employees earlier than the calendar year in which the participant attains age 70½, termination, retirement, death or “unforeseeable emergency”.

Current Internal Revenue Service regulations require that amounts deferred under a Section 457 plan be held in trust for the exclusive benefit of participating employees and not be accessible by the government or its creditors. The plan assets also may be held in annuity contracts or custodial accounts, which are treated as trusts.

The State does not serve in a trustee capacity. Accordingly, the plan assets are not included in the financial statements.

Note 17. Restatement of Net Assets and Fund Balance

Certain beginning balances were restated as listed below (expressed in thousands).

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

	Beginning Net Assets	Changes	Beginning Net Assets as Restated
Entity-wide			
Governmental Activities			
RIUSTFR	\$ 1,096	\$ (1,096)	\$
TSFC		108,074	108,074
Restated debt		(663,547)	(663,547)
Errors and omissions		2,027	2,027
Other	443,000		443,000
	<u>\$ 444,096</u>	<u>\$ (554,542)</u>	<u>\$ (110,446)</u>
Component Units			
RIEDC	\$ 228,054	\$ 2,556	\$ 230,610
RIUSTFR		846	846
RIWRBC	(1,526)	356	(1,170)
TSFC	1,312	(1,312)	
Other	1,168,660		1,168,660
	<u>\$ 1,396,500</u>	<u>\$ 2,446</u>	<u>\$ 1,398,946</u>
	Beginning Fund Balance	Changes	Beginning Fund Balance as Restated
Governmental Funds			
RIUSTFR	\$ 1,096	\$ (1,096)	\$
TSFC		108,074	108,074
Other	512,968		512,968
	<u>\$ 514,064</u>	<u>\$ 106,978</u>	<u>\$ 621,042</u>

The R.I. General Laws were amended giving the RI Underground Storage Tank Financial Responsibility Fund (RIUSTFR) separate legal status; therefore, the fund was reclassified from a special revenue fund to a discretely presented component unit.

The Tobacco Settlement Financing Cooperation (TSFC) early implemented the GASB Technical Bulletin, *Tobacco Settlement Recognition and Financial Entity Issues*. This bulletin made it clear that the corporation should be a blended component unit; therefore the corporation was reclassified from a discretely presented component unit to a special revenue fund. The difference in net assets and fund balance for the TSFC occurs because the component unit financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. The governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting.

The RIEDC and RIWRBC corrected prior year transactions.

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

Note 18. Condensed Financial Statement Information

The condensed financial statement information for the discretely presented component units is presented (expressed in thousands) in the following schedules:

	RHMFC	RISLA	RITBA	RIEDC	RIUSTFR	NBC
Other assets	\$ 2,049,891	\$ 966,819	\$ 38,221	\$ 191,619	\$ 1,301	\$ 46,676
Capital assets - nondepreciable			5,391	76,908		138,399
Capital assets - depreciable (net)		490	56,024	259,858	66	191,196
Due from primary government				678	48	217
Long term debt	1,563,634	883,563	37,314	272,740		150,830
Other liabilities	236,697	24,070	3,202	20,475	483	18,883
Due to primary government				24		
Net assets:						
Invested in capital assets, net of related debt	17,850	490	24,101	142,492	66	178,411
Restricted	166,732	56,791	5,653	74,039	835	71
Unrestricted	64,978	2,395	29,366	19,293	31	28,293
Operating expenses	97,588	32,465	4,186	43,455	4,458	24,122
Depreciation, depletion, and amortization	5,584	913	979	15,196	3	5,981
Program revenue	82,749	36,460	11,800	58,730	4,527	44,952
Net program (expense) revenue	(20,423)	3,082	6,635	79	66	14,849
Interest revenue	29,326	1,937	2,374	5,708	15	260
Gain (loss) on sale of assets			42	(493)	4	
Net increase in fair value of investments		(4)				
Miscellaneous			(1,856)	(14,506)		(4,296)
Capital contributions				4,756		1,665
Transfers from primary government				11,563		
Transfers (to) primary government				(1,893)		
Change in net assets	8,903	5,015	7,195	5,214	85	12,478
Beginning net assets	240,657	54,961	51,925	230,610	847	194,297
Ending net assets	249,560	59,676	59,120	235,824	932	206,775

	RIHEBC	RIRRC	DEPCO	RIHEAA	RIPTA	RIFC
Other assets	\$ 10,830	\$ 92,410	\$ 19,250	\$ 10,434	\$ 1,273	
Capital assets - nondepreciable		15,026		194	12,840	
Capital assets - depreciable (net)	123	53,673		1,436	80,570	
Due from primary government					2,389	
Long term debt		20,835				
Other liabilities	102	67,785		1,508	15,856	676
Due to primary government		3,000			647	
Net assets:						
Invested in capital assets, net of related debt	123	50,329		1,630	93,411	
Restricted		(14,667)		14,808		
Unrestricted	10,728	34,427		2,934	(3,681)	597
Operating expenses	1,011	44,458	249	13,046	67,285	27
Depreciation, depletion, and amortization	15	16,361		212	7,677	
Program revenue	1,369	54,603	914	11,657	37,254	
Net program (expense) revenue	343	(6,216)	665	(1,601)	(37,708)	(27)
Interest revenue	125	2,854	14	485	68	7
Gain (loss) on sale of assets		(316)			(10)	
Net increase in fair value of investments					(12)	
Miscellaneous		(965)			6,013	
Capital contributions					29,055	
Transfers from primary government				6,018	(409)	
Transfers (to) primary government		(6,000)	(9,319)		(3,003)	(20)
Change in net assets	468	(10,643)	(8,640)	4,902	(3,003)	617
Beginning net assets	10,383	80,732	8,640	14,470	92,733	617
Ending net assets	10,851	70,089		19,372	89,730	597

	RICWFA	RIIRBA	RIWRBC	RIPTCA	RICCHE
Other assets	\$ 543,785	\$ 4,672	\$ 25,704	\$ 2,094	\$ 24,366
Capital assets - nondepreciable		181		821	
Capital assets - depreciable (net)	53	425		3,492	66
Due from primary government			8		
Long term debt	289,665		24,831	4,386	
Other liabilities	7,319	2,858	1,425	1,295	27,669
Due to primary government				295	
Net assets:					
Invested in capital assets, net of related debt	53	606		(941)	66
Restricted	240,609		(1,062)		
Unrestricted	6,192	1,814	518	1,372	(3,303)
Operating expenses	14,445	85	53	3,304	7,489
Depreciation, depletion, and amortization	145	14	125	650	46
Program revenue	43,716	207	1,562	2,271	9,297
Net program (expense) revenue	29,126	108	1,384	(1,683)	1,762
Interest revenue		46	289	7	307
Gain (loss) on sale of assets				(6)	
Net increase in fair value of investments				(1,041)	(239)
Miscellaneous					
Capital contributions					
Transfers from primary government	2,675				1,939
Transfers (to) primary government					
Change in net assets	31,801	154	626	24	2,069
Beginning net assets	215,053	2,266	(1,170)	407	(5,306)
Ending net assets	246,854	2,420	(544)	431	(3,237)

	URI	RIC	CCRI	CFSO	Totals
Other assets	\$ 81,284	\$ 24,547	\$ 9,136	\$ 5,142	\$ 4,149,454
Capital assets - nondepreciable	12,381	6,947	5,479	50	275,217
Capital assets - depreciable (net)	237,776	46,369	32,415	2,616	966,648
Due from primary government				900	4,240
Long term debt	129,484	20,768	11,605	1,886	3,411,541
Other liabilities	45,296	16,000	4,778	2,980	499,357
Due to primary government			1,069		5,035
Net assets:					
Invested in capital assets, net of related debt	137,310	38,059	31,839	2,665	718,560
Restricted	18,326	7,723	3,220	493	573,571
Unrestricted	1,023	(4,687)	(5,481)	684	187,493
Operating expenses	298,432	92,950	77,929	43,025	870,062
Depreciation, depletion, and amortization	12,123	5,255	2,458	104	73,841
Program revenue	224,787	49,879	37,921	8,216	722,871
Net program (expense) revenue	(85,768)	(48,326)	(42,466)	(34,913)	(221,032)
Interest revenue				73	43,895
Gain (loss) on sale of assets					(815)
Net increase in fair value of investments	797	548	128		1,505
Miscellaneous	(5,703)	(827)	(298)		(29,743)
Capital contributions	29,834	7,355	4,108		53,731
Transfers from primary government	81,990	43,469	39,601	34,448	250,758
Transfers (to) primary government					(17,621)
Change in net assets	21,150	2,219	1,073	(392)	80,678
Beginning net assets	135,509	38,876	28,505	4,234	1,398,946
Ending net assets	156,659	41,095	29,578	3,842	1,479,624

**State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003**

Significant transactions between primary government and component units

	Revenue (Expenses)	Description
Governmental activities		
General Fund		
R.I. Higher Education Assistance Authority	\$ (6,017)	Operating assistance
R.I. Economic Development Corporation	(11,564)	Operating assistance
University of Rhode Island	(82,916)	Educational assistance
Rhode Island College	(42,362)	Educational assistance
Community College of Rhode Island	(39,601)	Educational assistance
Central Falls School District	(34,430)	Educational assistance
ISTEA Fund		
R.I. Public Transit Corporation	(34,107)	Operating assistance
Capital Projects		
University of Rhode Island	(21,391)	Construction, improvement or purchase of assets
Rhode Island College	(6,850)	Construction, improvement or purchase of assets
Total Governmental Activities	\$ (279,238)	

Note 19. Risk Management

The State is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions; employee injury; and natural disasters.

The State has entered into agreements with commercial insurance companies for comprehensive insurance coverage on State property to protect the State against loss from fire and other risks. Furthermore, the State is required by the General Laws to provide insurance coverage on all motor vehicles owned by the State and operated by State employees in the sum of \$100,000 per person and \$300,000 per accident for personal injury and \$20,000 for property damage. The State also contracts with various insurance carriers and health maintenance organizations to provide health care benefits to employees.

The State is self-insured for risks of loss related to torts. Tort claims are defended by the State's Attorney General and, when necessary, appropriations are provided to pay claims.

The State is self-insured for various risks of loss related to work related injuries of State employees. The State maintains the Assessed Fringe Benefits Fund, an internal service fund that services, among other things, workers' compensation claims. Funding is provided through a fringe benefit rate applied to State payrolls on a pay-as-you-go basis.

There are no funds reserved for pending claims or incurred but not reported liabilities.

Note 20. Special Item

Funds available in the Rhode Island Refunding Bond Authority's (RIRBA), a blended component unit, Debt Service Reserve Fund were used to defease RIRBA 1993 Series A Bonds. RIRBA had previously entered into an agreement with the financial institution to restructure its Debt Service Fund assets. The agreement provided for (1) an "upfront" payment to the RIRBA, (2) a liquidity facility, and (3) the purchase of specific investments at the maturity of original Debt Service Reserve Fund investments. This agreement was

**State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003**

terminated by mutual consent in connection with the refunding transaction. As a result of the early termination of the agreement, RIRBA received \$1,250,497 in satisfaction and release of the agreement. RIRBA, also recognized investment income of \$259,009 which represents the balance of the "upfront" payment which had been previously deferred. Early termination of the investment agreement also created an arbitrage rebate liability on the 1993 Series A Bonds in the amount of \$1,199,404.

Note 21. Related Party Transactions

Funds held by the University of Rhode Island Foundation for the future use of the university and its faculty and students are not reflected in the accompanying financial statements. Funds held at June 30, 2003 amounted to \$71,075,898. Distributions of \$10,837,820 during the fiscal year ended June 30, 2003 are included in private and capital gift revenue of the university.

Funds held by the Rhode Island College Foundation for the future use of the college and its faculty and students are not reflected in the accompanying financial statements. Funds held at June 30, 2003 amounted to approximately \$8,400,000. Distributions of \$428,000 during the fiscal year ended June 30, 2003 are included in private and capital gift revenue of the university.

The R.I. Industrial-Recreational Building Authority is authorized to insure mortgages and first security agreements for companies conducting business in the State, granted by financial institutions and the R.I. Industrial Facilities Corporation.

The State entered into a lease and operating agreement (the agreement) with the R.I. Airport Corporation (RIAC) a subsidiary of the R.I. Economic Development Corporation providing for the lease and/or transfer from the State to the RIAC all real, personal, and tangible property; intangible property, including accounts receivable, contract rights, choices in action, licenses, permits, grants, and entitlements; and all other assets of the State used or used primarily in connection with the administration, maintenance, management, regulation, operation, improvement, development or use of the State's six airports and other air facilities. RIAC agrees to reimburse the State for principal and interest payments for certain airport related General Obligation Bonds. The term of the agreement is 35 years beginning July 1, 1993, with annual rent of \$1.00.

Note 22. Subsequent Events

Primary Government – Governmental Activities

In April 2004, Moody's downgraded the ratings assigned to the debt obligations of the Tobacco Settlement Financing Corporation, a blended component unit, along with all other tobacco securitization debts of other jurisdictions. This action by the Moody's reflects the potential result of heightened litigation risks facing cigarette manufacturers, increasing

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

competition from discounted brands, and the expectation of continuing declines in domestic cigarette consumption, as well as other factors.

In December 2003, the State issued \$200,000,000 of tax anticipation notes. The interest rates ranging from 1.75% to 2.00% with maturity in June 2004. Repayment was made in June 2004.

In February 2004, the State issued \$65,830,000 of refunding bonds with interest rates ranging from 1.50% to 5.00%. Maturity dates are from August 2004 to August 2015. The proceeds of the refunding bonds were used to advance refund \$65,935,000 of the State's general obligation bonds.

In February 2004, the State issued \$79,770,000 of general obligation bonds with interest rates ranging from 2.00% to 5.00% with maturity dates of February 2005 through February 2023.

In August 2004, the State issued \$58,910,000 of lease participation certificates with interest rates ranging from 2.00% to 5.00%. Maturity dates are from October 2005 to October 2023.

Primary Government - Business-Type Activities

Component Units

In July 2003, the R.I. Turnpike and Bridge Authority issued taxable refunding revenue bonds in the amount of \$35,765,000 to refund Series 1997 revenue bonds.

In July 2003, the R.I. Health and Education Building Corporation issued \$33,950,000 in Higher Education Revenue Refunding Bonds on behalf the Board of Governors for Higher Education.

In August 2003, the R.I. Housing and Mortgage Finance Corporation issued \$33,460,000 in Housing Bonds.

In September 2003, the R.I. Housing and Mortgage Finance Corporation issued \$53,890,000 in Housing Bonds.

In October 2003, Narragansett Bay Commission issued \$40,000,000 in Revenue Bond Anticipation Notes which were repaid in May 2004.

In November 2003, the R.I. Housing and Mortgage Finance Corporation issued \$75,000,000 in Housing Bonds.

In November 2003, the R.I. Economic Development Corporation issued \$216,805,000 in Grant Anticipation Bonds and \$53,030,000 in Motor Fuel Revenue Bonds.

State of Rhode Island and Providence Plantations
Notes to the Basic Financial Statements
June 30, 2003

In November 2003, the R.I. Clean Water Finance Agency issued \$67,965,000 in Revenue Bonds.

In December 2003, the R.I. Clean Water Finance Agency issued \$26,995,000 in Revenue Bonds.

In December 2003, the R.I. Economic Development Corporation issued \$3,400,000 in Revenue Bonds.

In December 2003, the R.I. Housing and Mortgage Finance Corporation issued \$20,970,000 in Housing Bonds.

In January 2004, the R.I. Student Loan Authority issued \$100,000,000 in Revenue Bonds.

In March 2004, the R.I. Housing and Mortgage Finance Corporation issued \$78,145,000 in Housing Bonds.

In March 2004, the R.I. Clean Water Finance Agency issued \$40,170,000 in Revenue Bonds.

In March 2004, the R.I. Water Resource Board Corporation refunded \$7,847,700 in Revenue Bonds.

In March 2004, the R.I. Clean Water Finance Agency issued bond anticipation notes on behalf of a local community for \$7,719,000.

In April 2004, the Narragansett Bay Commission issued \$70,000,000 in multi-modal Revenue Bonds.

In June 2004, the R.I. Housing Mortgage Finance Corporation issued \$25,460,000 in housing bonds.

In August 2004, the R.I. Housing Mortgage Finance Corporation issued \$66,130,000 in housing bonds.

In March 2004, the R.I. Student Loan Authority sold approximately \$175,000,000 of federal student loans, all rights associated with the Authority's student loan originator business, and the Authority's fixed assets along with the assumption of certain operating liabilities. The proceeds of the sale were used to pay off \$175,000,000 in bond indebtedness.

Since June 30, 2003, the R.I. Health and Educational Building Corporation, The R.I. Economic Development Corporation and the R.I. Industrial Facilities Corporation have issued various conduit debt obligations, which are not obligations of the respective corporations or the State.

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual
 General Fund
 For the Fiscal Year Ended June 30, 2003
 (Expressed in Thousands)

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual
 General Fund
 For the Fiscal Year Ended June 30, 2003
 (Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Expenditures:				
Department of Administration				
Central Management				
General Revenue Total	\$ 1,827	\$ 2,074	\$ 2,081	\$ (7)
Federal Funds Total	222	284	84	200
Total - Central Management	2,048	2,358	2,165	193
Accounts & Control				
General Revenue	8,607	8,420	8,294	126
RI e-Government Fund-RI-SAIL	556	566	518	48
Total-Accounts & Control	9,163	8,986	8,812	174
Budgeting				
General Revenue Total	2,128	2,128	2,052	76
Total-Budgeting	2,128	2,128	2,052	76
Municipal Affairs				
General Revenue Total	1,197	1,237	1,229	8
Federal Funds Total	4,788	6,748	6,628	120
Total-Municipal Affairs	5,985	7,984	7,857	127
Purchasing				
General Revenue Total	1,964	1,964	1,907	57
Total-Purchasing	1,964	1,964	1,907	57
Auditing				
General Revenue Total	1,586	1,656	1,649	7
Total-Auditing	1,586	1,656	1,649	7
Human Resources				
Bridge Project-State Share			1	(1)
General Revenue Total	6,862	7,177	7,054	123
Federal Funds Total		62	9	53
Total-Human Resources	6,862	7,239	7,063	176
Personnel Appeal Board				
General Revenue Total	116	116	100	16
Total-Personnel Appeal Board	116	116	100	16
Taxation				
Motor Fuel Tax Evasion Program	9	56	14	42
Temporary Disability Insurance	613	532	681	(149)
General Revenue Total	16,250	17,074	16,643	431
Federal Funds Total	1,249	740	1,017	(277)
Restricted Receipts Total	509	1,294	1,228	66
Total-Taxation	18,630	19,696	19,583	113

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Registry of Motor Vehicles				
Auto Emission CMAQ	1	55	45	10
General Revenue Total	13,830	14,454	14,207	247
RI e-Government Fund-OLIS Support-RMV System	195	195	195	
RI e-Government Fund-Digital License System	592	592	467	125
Federal Funds Total		908	278	630
Restricted Receipts Total	15	15	14	1
Total-Registry of Motor Vehicles	14,633	16,220	15,206	1,014
Child Support				
General Revenue Total	3,341	3,405	3,408	(3)
Federal Funds Total	7,281	6,937	6,646	291
Total-Child Support	10,622	10,343	10,055	288
Central Services				
Lighting Conservation	661	661	46	615
General Revenue Totals	11,570	11,534	12,024	(490)
Energy Office Grants	890	933	1,270	(337)
Renewable Energy Grant		2,500	606	1,894
Federal Funds Totals	19,729	19,762	15,692	4,070
Restricted Receipts Total	1,132	1,088	562	526
Total-Central Services	33,982	36,479	30,199	6,280
Office of Library & Information Service				
Federal Highway-PL Systems Planning	1,061	1,022	1,161	(139)
Federal Highway-T2 Systems Planning	128	128	147	(19)
Air Quality Modeling	20	20	19	1
General Revenue Total	2,387	2,586	2,547	39
Federal Funds Total	1,300	1,276	907	369
Restricted Receipts Total	5	5	3	2
Total-Office of Library & Information Service	4,900	5,037	4,785	252

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual

General Fund

For the Fiscal Year Ended June 30, 2003

(Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
General				
RICAP-State House Renovations (Phase I)	155	41	41	
RICAP-State House Skylights and Roof Repairs	584	347	273	74
RICAP-State House Terrace/South Stairs	1,019	1,019	624	395
RICAP-Chapin Health Laboratory	144	144		144
RICAP-Cranston Street Armory	103	103	63	40
RICAP-Cannon Building	149	54		54
RICAP-Second State House Elevator	12	12	7	5
RICAP - Ladd Center-Infrastructure	874		36	(36)
RICAP-Old State House	100	100		100
RICAP-State Office Building	247	247	15	232
RICAP-Veterans Office Building	250	250	14	236
RICAP-Old Colony House	215	215	67	148
RICAP-Court Building-HVAC	250			
RICAP-Asset Inventor	167	167	136	31
RICAP-Washington County Government Center	124	124	42	82
RICAP-State House Security		541	471	70
RICAP-State House Renovations - Phase II	171	9	6	3
RICAP-Board of Elections Building	48	48		48
RICAP-Environmental Compliance	1,185	1,185	233	952
RICAP-Fox Point Hurricane Barrier	50	50	50	
RICAP - Facility Renovation ADA	250			
General Revenue Total	9,546	11,270	10,805	465
Contingency Fund	2,922	1,312	793	519
Economic Development	6,477	6,477	6,463	14
Centers of Excellence	2,500	2,500	2,500	
Housing Resources Commission	3,605	3,605	3,607	(2)
Race and Police Community Relations Commission	276	277	215	62
Motor Vehicle Excise Tax Payment	101,248	100,207	101,269	(1,062)
Property Valuation	1,223	1,754	1,322	432
General Revenue Sharing Program	48,288	48,288	48,288	
Payment in Lieu of Tax Exempt Properties	18,152	18,152	18,152	
Distressed Communities Relief Program	7,600	7,467	8,142	(675)
Resource Sharing and State Library Aid	6,633	6,633	6,608	25
Library Construction Aid	2,333	2,162	2,163	(1)
Restricted Receipts Total	1,266	1,215	387	828
Total-General	218,163	215,970	212,793	3,177

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual

General Fund

For the Fiscal Year Ended June 30, 2003

(Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Debt Service Payments				
DEM - Narragansett Bay Commission	5,067	3,236	3,236	
DEM - Wastewater Treatment	4,369	4,394	4,394	
DEM -Hazardous Waste		1,961	1,961	
DEM - Debt Service Economic Development		1,277	1,277	
DEM - Debt Service-Recreation	4,500	7,426	7,426	
RIPTA Debt Service	921	409	409	
MHRH Com Services	6,466	4,759	4,759	
MHRH Comm. Mental Health	2,769	1,351	1,351	
Transportation Debt Service	41,266	26,959	26,805	154
RIRBA-Third Rail Project - Quonset Point	764	455	455	
RIRBA - DLT Temporary Disability Insurance	60	46	46	
COPS - DLT Building - Other	383	421	437	(16)
COPS - Center General - Furniture - TDI	2	75	35	40
COPS - Pastore Center Telecomm - TDI	19	22	23	(1)
Debt - URI Education and General	963	1,089	1,116	(27)
Debt - URI housing Loan Funds	1,846	1,752	1,881	(129)
Debt - URI Dining Services	265	267	266	1
Debt - URI Health Services	125	126	126	
Debt - W. Alton Jones Service	111	113	112	1
Debt - URI Memorial Union	98	98	98	
Debt - URI Sponsored Research (Indirect Cost)	101	101	100	1
Debt - RIC Education and General	297	297	470	(173)
Debt - RIC Housing	568	568	563	5
Debt - RIC Student Center and Dining	178	178	178	
Debt - RIC Student Union	255	217	221	(4)
Debt - CCRI Bookstore	177	177		177
RICAP-DEM Debt Service CWFA	4,364	2,240	2,240	
Debt Service Payments	60,322	68,666	67,606	1,060
Federal Funds	1,545	1,259	1,241	18
Restricted Receipts Total	5,661	6,470	7,481	(1,011)
Debt Service Special Account			1,123	(1,123)
Total - Debt Service Payments	143,464	136,411	137,437	(1,026)
Sheriffs				
General Revenue Total	13,038	13,659	13,222	437
Total Sheriffs	13,038	13,659	13,222	437
Total-Department of Administration	487,285	486,246	474,884	11,362

State of Rhode Island and Providence Plantations
Schedule of Expenditures and Other Financing Uses
Budget and Actual
General Fund
For the Fiscal Year Ended June 30, 2003
(Expressed in Thousands)

State of Rhode Island and Providence Plantations
Schedule of Expenditures and Other Financing Uses
Budget and Actual
General Fund
For the Fiscal Year Ended June 30, 2003
(Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Department of Business Regulation				
Central Management				
General Revenue Total	1,490	1,555	1,556	(1)
Total-Central Management	1,490	1,555	1,556	(1)
Banking Regulation				
General Revenue Total	1,481	1,569	1,583	(14)
Total-Banking Regulation	1,481	1,569	1,583	(14)
Security Regulation				
General Revenue Total	648	741	730	11
Total-Securities Regulation	648	741	730	11
Commercial Licensing and Regulation				
General Revenue Total	943	1,081	1,075	6
Restricted Revenue Total	100	100	11	89
Total-Commercial Licensing and Regulation	1,043	1,181	1,087	94
Racing and Athletics				
General Revenue Total	593	645	631	14
Total-Racing and Athletics	593	645	631	14
Insurance Regulation				
General Revenue Total	3,753	3,771	3,485	286
Restricted Receipts Total	492	492	392	100
Total-Insurance Regulation	4,245	4,262	3,877	385
Board of Accountancy				
General Revenue Total	121	136	124	12
Total-Board of Accountancy	121	136	124	12
Total-Department of Business Regulation	9,622	10,089	9,589	500
Department of Labor and Training				
Central Management				
General Revenue Total	404	343	345	(2)
Director of Workers' Compensation	822	793	645	148
Total-Central Management	1,225	1,136	990	146
Workforce Development Services				
Reed Act-Rapid Job Development	1,700	1,702	1,589	113
Reed Act - Workforce Development		901	409	492
Federal Funds Total	19,961	22,188	18,348	3,840
ES-Reemployment Program	1,041	465	953	(488)
Human Resource Investment Council	12,307	9,069	7,859	1,210
Job Development Fund DET Admin.	40	63	73	(10)
HRIC-Support Work/Rapid Job Entry		355		355
Total-Workforce Development Services	35,049	34,742	29,231	5,511
Workforce Regulation and Safety				
General Revenue Total	3,243	3,236	3,273	(37)
Total-Workforce Regulation and Safety	3,243	3,236	3,273	(37)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Income Support				
General Revenue Total	2,765	2,848	2,849	(1)
Federal Funds Total	18,087	18,265	16,052	2,213
Restricted Receipt Total	1,091	1,560	1,466	94
Total-Income Support	21,943	22,674	20,367	2,307
Injured Workers Services				
Restricted Receipts Total	9,291	9,995	9,394	601
Total-Injured Workers Services	9,291	9,995	9,394	601
Labor Relations Board				
General Revenue Total	374	374	376	(2)
Total-Labor Relations Board	374	374	376	(2)
Total-Department of Labor and Training	71,125	72,157	63,631	8,526
General Assembly				
General Assembly				
General Revenue Fund Total	28,407	28,407	27,422	985
Restricted Receipts Fund Total	810	810	1,257	(447)
Total-General Assembly	29,216	29,217	28,678	539
Office of the Lieutenant Governor				
General Revenue Total	806	806	795	11
Total-Office of the Lieutenant Governor	806	806	795	11
Department of State				
Administration				
General Revenue Total	1,162	1,175	1,253	(78)
Total-Administration	1,162	1,175	1,253	(78)
Corporations				
General Revenue Total	1,536	1,627	1,598	29
RI e-Gov Fund-UCC Automated System	154	158	153	5
Total-Corporations	1,690	1,785	1,751	34
State Archives				
General Revenue Total	285	295	299	(4)
Federal Funds Total			(2)	2
Restricted Receipts total	198	233	415	(182)
Total-State Archives	483	528	713	(185)
Elections				
General Revenue Total	1,567	1,522	1,508	14
Federal Funds Total		75	30	45
Total-Elections	1,567	1,597	1,538	59
State Library				
General Revenue Total	712	711	717	(6)
Total-State Library	712	711	717	(6)

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual

General Fund

For the Fiscal Year Ended June 30, 2003

(Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Office of Public Information				
General Revenue Total	498	489	447	42
Total-Office of Public Information	498	489	447	42
Total-Department of State	6,113	6,285	6,418	(133)
Treasury Department				
Treasury				
General Revenue Total	2,720	2,759	2,761	(2)
Federal Funds Total	231	236	241	(5)
Restricted Receipts Total	13	8	8	8
Total-Treasury	2,964	3,003	3,003	
State Retirement System				
Administrative Expenses-State Retirement System	9,260	8,664	6,955	1,709
Retirement-Treasury Investment Operations	576	589	534	55
Total-State Retirement System	9,836	9,253	7,489	1,764
Unclaimed Property				
Restricted Receipts Total	9,039	14,174	14,775	(601)
Total-Unclaimed Property	9,039	14,174	14,775	(601)
RI Refunding Bond Authority				
General Revenue Total	86	86	54	32
Total-RI Refunding Bond Authority	86	86	54	32
Crime Victim Compensation Program				
General Revenue Total	712	673	683	(10)
Federal Funds Total	1,337	1,947	88	1,859
Restricted Receipts Total	1,757	1,600	1,703	(103)
Total-Crime Victim Compensation Program	3,805	4,219	2,474	1,745
Total-Treasury Department	25,730	30,736	27,795	2,941
Boards for Design Professionals-PL				
Boards For Professional Design				
General Revenue Total	379	424	440	(16)
Total-Boards for Design Professionals-PL	379	424	440	(16)
Board of Elections				
General Revenue Total	2,149	2,246	2,247	(1)
RI e-Government Fund-Electronic Campaign Finance	3,260	858	871	(13)
Total-Board Of Elections	5,409	3,104	3,118	(14)
Rhode Island Ethics Commission				
General Revenue Total	926	902	881	21
Total-Rhode Island Ethics Commission	926	902	881	21

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual

General Fund

For the Fiscal Year Ended June 30, 2003

(Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Office of the Governor				
General Revenue Total	6,163	6,363	6,206	157
Total-Office Of Governor	6,163	6,363	6,206	157
Public Utilities Commission				
General Revenue Total	706	693	658	35
Federal Funds Total	67	67	64	3
Restricted Receipts Total	4,874	4,874	3,828	1,046
Total-Public Utilities Commission	5,646	5,633	4,550	1,083
Rhode Island Commission on Women				
General Revenue Total	143	143	128	15
Total-Rhode Island Commission on Women	143	143	128	15
Department of Children, Youth, and Families				
Central Management				
General Revenue Total	7,586	7,876	8,213	(337)
Federal Funds Total	4,849	4,780	4,675	105
Total-Central Management	12,435	12,656	12,887	(231)
Children's Behavioral Health Services				
RICAP-Spurwink/RI	114	114	81	33
General Revenue Total	23,294	22,357	23,204	(847)
Federal Funds Total	23,984	25,870	22,092	3,778
Total-Children's Behavioral Health Services	47,392	48,341	45,377	2,964
Juvenile Correctional Services				
RICAP-RI Training School Bathroom Renovation	99	99	52	47
General Revenue Total	25,381	25,828	26,104	(276)
Federal Funds Total	3,342	3,130	3,095	35
Restricted Receipts Total	780	1,208	999	209
Total-Juvenile Correctional Services	29,602	30,264	30,250	14
Child Welfare				
Children's Trust Fund	56	56	55	1
Harmony Hill				
General Revenues	83,009	84,074	84,723	(649)
Federal Funds Total	60,198	61,686	62,182	(496)
Restricted Receipts Total	680	1,237	1,496	(259)
Total-Child Welfare	143,943	147,053	148,456	(1,403)
Higher Education Incentive Grant				
General Revenue Total	206	208	208	
Total-Higher Education Incentive Grants	206	208	208	
Total-Department of Children, Youth and Families	233,578	238,522	237,180	1,342

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual

General Fund
 For the Fiscal Year Ended June 30, 2003
 (Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Department of Elderly Affairs				
Intermodel Surface Transportation Fund	4,700	4,670	4,956	(286)
General Revenues Total	13,489	13,727	13,856	(129)
Safety and Care of the Elderly	1	1		1
RIPAE	13,343	13,107	13,478	(371)
Federal Funds Total	9,179	11,370	10,325	1,045
Total-Department of Elderly Affairs	40,712	42,875	42,615	260
Department of Health				
Central Management				
Trauma Registry	112	22	27	(5)
General Revenues Total	2,616	2,616	2,771	(155)
Federal Funds Total	2,297	5,331	4,233	1,098
Restricted Receipts Total	1,923	2,384	2,632	(248)
Total-Central Management	6,947	10,353	9,663	690
State Medical Examiner				
General Revenue Total	1,747	1,788	1,705	83
Total-State Medical Examiners	1,747	1,788	1,705	83
Family Health				
General Revenues Total	8,248	9,099	9,244	(145)
Poison Control Center	250	248	259	(11)
Federal Funds Total	29,901	35,608	33,700	1,908
Restricted Receipts Total	3,632	5,707	3,761	1,946
Total-Family Health	42,031	50,662	46,964	3,698
Health Services Regulation				
General Revenues Total	4,466	4,466	4,582	(116)
Hospital Care Consultant Report	1			
Federal Funds Total	2,250	2,861	2,811	50
Restricted Receipts Total	541	423	385	38
Total-Health Services Regulation	7,257	7,750	7,778	(28)
Environmental Health				
General Revenue Total	4,168	4,164	4,170	(6)
Federal Funds Total	8,079	3,564	2,869	695
Restricted Receipts Total	1,195	1,570	1,153	417
Total-Environmental Health	13,442	9,298	8,191	1,107
Health Laboratories				
General Revenue Total	6,183	6,217	6,086	131
Federal Funds Total	947	1,843	1,461	382
Total-Health Laboratories	7,130	8,060	7,547	513

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual

General Fund
 For the Fiscal Year Ended June 30, 2003
 (Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Disease Prevention and Control				
General Revenue Total	4,833	5,008	5,282	(274)
Smoking Cessation	950	835	716	119
Federal Funds Total	12,442	14,315	13,660	655
Restricted Receipts Total	876	884	697	187
Child Safety Program	20	72	57	15
Walkable Communities Initiative	80	80		80
Total-Disease Prevention and Control	19,201	21,195	20,411	784
Total-Department of Health	97,756	109,107	102,259	6,848
Department of Human Services				
Central Management				
General Revenue Total	6,639	6,494	5,989	505
Federal Funds Total	3,890	4,221	3,811	410
Restricted Receipts Total	2,107	2,204	2,368	(164)
Total-Central Management	12,635	12,919	12,168	751
Individual and Family Support				
RICAP Forand Building Exterior Window Panels	154			
RICAP-Veterans Home Roof	140	140	140	
General Revenue Total	20,219	19,860	20,212	(352)
Federal Funds Total	52,601	52,157	48,157	4,000
Restricted Receipts Total	68	68	44	24
Total-Individual and Family Support	73,182	72,226	68,553	3,673
Veterans' Affairs				
General Revenue Total	15,286	15,401	15,536	(135)
Federal Funds Total	5,142	7,144	5,302	1,842
Restricted Receipts Total	1,378	2,652	845	1,807
Total-Veterans' Affairs	21,806	25,197	21,683	3,514
Health Care Quality, Financing and Purchases				
General Revenue Total	23,227	23,100	23,147	(47)
Federal Funds Total	33,034	38,840	36,604	2,236
Restricted Receipts Total	478	893	213	680
Total-Health Care Quality, Financing & Purchase	56,739	62,833	59,965	2,868
Medical Benefits				
General Revenue				
Managed Care	146,720	122,340	123,203	(863)
Hospital	90,179	97,241	90,568	6,673
Other	70,809	94,982	97,281	(2,299)
Special Education	14,372	16,415	15,434	981
Nursing Facilities	119,756	117,461	114,835	2,626
General Revenue Total	441,837	448,439	441,322	7,117

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual

General Fund

For the Fiscal Year Ended June 30, 2003

(Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Federal Funds				
Managed Care	180,381	156,682	159,418	(2,736)
Hospitals	109,436	115,759	111,603	4,156
Nursing Facilities	144,044	145,918	145,965	(47)
Other	85,038	118,717	122,778	(4,061)
Special Education	17,328	20,585	19,708	877
Federal Funds Total	536,227	557,661	559,471	(1,810)
Restricted Receipts Total	15	15	4	11
Total-Medical Benefits	978,079	1,006,115	1,000,797	5,318
Supplemental Security Income Program				
General Revenue Total	28,296	26,954	27,157	(203)
Total-Supplemental Security Income Program	28,296	26,954	27,157	(203)
Family Independence Program				
TANF/Families Independence Program	13,340	14,044	14,043	1
Child Care	56,176	51,516	51,516	
Federal Funds Total	83,976	91,837	91,342	495
Total-Family Independence Program	153,491	157,397	156,901	496
State Funded Programs				
General Public Assistance	2,309	2,805	2,845	(40)
Food Stamp Replacement for Legal Immigrants	1,346	1,341	1,340	1
Weatherization One-Time Payment			(7)	7
Citizen Participation Program	50	50	50	
Federal Funds Total	66,888	65,864	67,038	(1,174)
Total-State Funded Programs	70,593	70,060	71,266	(1,206)
Total-Department of Human Services	1,394,821	1,433,699	1,418,490	15,209
Department of Mental Health, Retardation and Hospitals				
Central Management				
General Revenue Total	2,073	2,125	2,074	51
Total-Central Management	2,073	2,125	2,074	51
Hospital & Community System Support				
RICAP-Utilities Upgrade	270	270	270	
RICAP-Medical Center Rehabilitation	491	699	699	
RICAP-Utilities Systems Water Tanks and Pipes		145	145	
RICAP-Central Power Plant Rehabilitation	459			
General Revenue Total	19,334	20,033	21,615	(1,582)
Total-Hospital & Community System Support	20,553	21,147	22,729	(1,582)
Service for the Developmentally Disabled				
General Revenue Total	99,005	97,521	96,001	1,520
Pirovano Trust	148	148	96	52
Federal Funds Total	118,662	119,213	117,568	1,645
Total-Service for the Developmentally Disabled	217,815	216,882	213,664	3,218

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual

General Fund

For the Fiscal Year Ended June 30, 2003

(Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Integrated Mental Health Services				
General Revenue Total	31,626	33,272	34,586	(1,314)
Federal Funds Total	30,520	32,128	32,933	(805)
Total-Integrated Mental Health Services	62,146	65,400	67,519	(2,119)
Hospital & Community Rehabilitation Svcs				
RICAP-Zambarano Buildings and Utilities	97	97	58	39
General Revenue Total	51,569	50,136	52,053	(1,917)
Federal Funds Total	57,862	57,269	55,493	1,776
Total-Hospital & Community Rehabilitation Svcs	109,529	107,502	107,604	(102)
Substance Abuse				
RICAP-Asset Protection	100	100	78	22
General Revenues Total	15,226	15,254	14,393	861
Federal Funds Total	13,396	13,582	11,173	2,409
Restricted Receipts Total	65	75	44	31
Total-Substance Abuse	28,787	29,012	25,688	3,324
Total-Department of Mental Health, Retardation and Hospitals	440,903	442,067	439,279	2,788
Office of the Child Advocate				
General Revenue Total	495	493	535	(42)
Federal Funds Total	359	361	372	(11)
Restricted Receipts Total		18	18	
Total-Office of the Child Advocate	854	872	906	(34)
Rhode Island Commission on Deaf and Hard of Hearing				
Commission On Deaf and Hard Of Hearing				
General Revenue Total	261	261	216	45
Total-Rhode Island Commission on Deaf and Hard of Hearing	261	261	216	45
State Council on Developmental Disabilities				
Federal Funds Total	421	546	499	47
Total-State Council on Developmental Disabilities	421	546	499	47
Governor's Commission on Disabilities				
General Revenue Total	321	482	518	(36)
Federal Funds Total	32	36	1	35
Restricted Receipts Total	71	57	9	48
Total-Governor's Commission on Disabilities	423	575	529	46
Rhode Island Commission For Human Rights				
General Revenue Total	770	805	814	(9)
Federal Funds Total	409	388	347	41
Total-Rhode Island Commission For Human Rights	1,178	1,192	1,161	31

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual

General Fund

For the Fiscal Year Ended June 30, 2003

(Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Office of Mental Health Advocate				
Office of Mental Health Advocate				
General Revenue Total	297	297	310	(13)
Total-Office of Mental Health Advocate	297	297	310	(13)
Department of Elementary and Secondary Education				
State Aid				
State Support Local School Operations	636,713	636,474	636,445	29
Federal Funds Total	2,013	3,299	2,757	542
Total-State Aid	638,726	639,772	639,202	570
School Housing Aid				
General Revenue Total	33,422	38,232	38,232	
Total-School Housing Aid	33,422	38,232	38,232	
Teachers' Retirement				
General Revenue Total	38,439	38,072	38,243	(171)
Total-Teachers' Retirement	38,439	38,072	38,243	(171)
RI School for the Deaf				
RICAP-School for the Deaf-Physical Education Fac	284	284		284
General Revenue Total	5,550	5,533	5,234	299
Federal Funds Total	1,221	1,300	936	364
Restricted Receipts Total		1	1	
Total-RI School for the Deaf	7,054	7,119	6,170	949
Davies Career and Technical School				
RICAP - Davies Roof Repair	225	225	8	217
General Revenue Total	10,714	10,714	10,343	371
Federal Funds Total	813	1,114	864	250
Restricted Receipts Total	165	174	104	70
Total-Davies Career and Technical School	11,918	12,227	11,319	908
Program Operations				
RICAP-Woonsocket Vocational HVAC	7			
RICAP-East Providence Vocational HVAC	55	55	1	54
RICAP-Hanley-HVAC	64	64	63	1
RICAP-State Owned Schools-Fire Alarm Systems	93			
RICAP-Hazardous Materials Storage/Dust				
General Revenue Total	14,573	14,498	14,238	260
Federal Funds Total	129,973	161,564	123,638	37,926
Restricted Receipts Total	1,089	1,153	1,116	37
Total-Program Operations	145,856	177,334	139,056	38,278
Total-Department of Elementary and Secondary Education	875,415	912,758	872,223	40,535
Board Of Governors for Higher Education				
General Revenue Fund Total	169,438	169,616	169,454	162
Federal Fund Total	2,362	3,349	2,829	520

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual

General Fund

For the Fiscal Year Ended June 30, 2003

(Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Total-Board Of Governors for Higher Education	171,800	172,965	172,283	682
Rhode Island State Council On The Arts				
Operating Support	363	363	371	(8)
Grants	1,937	1,937	1,312	625
Federal Funds Total	616	609	576	33
Restricted Receipts Total	200	255	(43)	298
Total-Rhode Island State Council On The Arts	3,116	3,165	2,216	949
Rhode Island Atomic Energy Commission				
URI Sponsored Research	145	144	145	(1)
RICAP-Roof Replacement-North Bunker	3			
General Revenue Total	640	672	669	3
Federal Funds Total	826	295	(3)	298
Total-Rhode Island Atomic Energy Commission	1,613	1,111	811	300
Rhode Island Higher Education Assistance Authority				
Needs Based Grant and Work Opportunities	4,933	4,933	4,920	13
Authority Operations and Other Grants	1,084	1,084	1,097	(13)
Total-Rhode Island Higher Education Assistance Authority	6,017	6,017	6,017	
Historical Preservation and Heritage Commission				
General Revenue Total	879	1,041	1,024	17
Federal Funds Total	535	535	545	(10)
Restricted Receipts Total	336	207	51	156
Total-Historical Preservation and Heritage Commission	1,750	1,782	1,620	162
Rhode Island Public Telecommunications Authority				
General Revenue Total	1,292	1,292	1,121	171
Total-Rhode Island Public Telecommunications Authority	1,292	1,292	1,121	171
Department of Attorney General				
Criminal				
General Revenue Total	10,058	10,059	9,881	178
Federal Funds Total	1,557	1,610	1,469	141
Restricted Receipts Total	179	190	164	26
Total-Criminal	11,795	11,859	11,513	346
Civil				
General Revenue Total	3,526	3,595	3,365	230
Federal Funds Total	76	61	61	
Restricted Receipts Total	452	449	418	31
Total-Civil	4,054	4,105	3,844	261

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual

General Fund

For the Fiscal Year Ended June 30, 2003

(Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Bureau of Criminal Identification				
General Revenue Total	655	773	718	55
Federal Funds Total	15	515	119	396
Total-Bureau of Criminal Identification	670	1,288	836	452
General				
General Revenue Total	1,586	1,635	1,636	(1)
Total-General	1,586	1,635	1,636	(1)
Total-Department of Attorney General	18,104	18,887	17,829	1,058
Department of Corrections				
Central Management				
General Revenue Total	9,054	9,081	8,770	311
Federal Funds Total	324	324	28	296
Total-Central Management	9,378	9,405	8,799	606
Parole Board				
General Revenue Total	892	920	925	(5)
Total-Parole Board	892	920	925	(5)
Institutional Corrections				
RICAP-Fire Code Safety Improvements	649	649	443	206
RICAP-Security Camera Installation	113	113	61	52
RICAP-HVAC Renovations-Maximum	19	20	20	
RICAP-Window Replacement-Women's	473	473	410	63
RICAP-Dix Expansion-Phase II	19		1	(1)
RICAP-Reintegration Center State Match	507	153	153	
RICAP-Dix Expansion-State Match	42		22	(22)
RICAP-General Renovations-Maximum	626	626	6	620
RICAP-Roof/Masonry Renovations-Women's	328	328		328
RICAP-High Security Fire Alarm HVAC	31	31		31
RICAP-Aquidneck & Prudence Cellblock Roofs	61			
RICAP-Perimeter/Security Upgrades	132	132	18	114
RICAP - Women's Bath Renovation	160	195		195
RICAP - Dix Expansion Consolidation		61		61
General Revenue Total	108,452	115,068	116,330	(1,262)
Federal Funds Total	10,079	7,521	2,944	4,577
Restricted Receipts Total	5,454	2,607	2,456	151
Total-Institutional Corrections	127,144	127,976	122,865	5,111
Community Corrections				
General Revenue Total	10,909	11,131	11,072	59
Federal Funds Total	190	736	155	581
Total-Community Corrections	11,099	11,867	11,227	640
Total-Department of Corrections	148,512	150,168	143,816	6,352

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual

General Fund

For the Fiscal Year Ended June 30, 2003

(Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Judicial Department				
Supreme Court				
RICAP-Garrahy Judicial Complex Renovation	4	4		4
RICAP-Garrahy Complex Roof Repair	1			
RICAP-Licht Exterior/Interior Refurbishment				
RICAP - Murray Judicial Complex - Interior Refurbishm	165	165	3	162
RICAP-Fogarty Judicial Annex	60	60	71	(11)
General Revenue Total	19,587	19,989	19,577	412
Defense of Indigents	1,550	1,650	2,041	(391)
Federal Funds Total	137	172	58	114
Restricted Receipts Total	840	832	772	60
Total-Supreme Court	22,345	22,872	22,522	350
Superior Court				
Federal Funds Total	164	164	9	155
General Revenue Total	15,922	16,115	16,235	(120)
Total-Superior Court	16,087	16,279	16,243	36
Family Court				
General Revenue Total	11,934	11,956	11,514	442
Federal Funds Total	2,019	2,789	2,957	(168)
Restricted Receipts Total	258	148	132	16
Total-Family Court	14,211	14,893	14,602	291
District Court				
General Revenue Total	7,490	7,716	7,737	(21)
Federal Funds Total		49	48	1
Restricted Receipts Total		64	64	
Total-District Court	7,490	7,830	7,849	(19)
Traffic Tribunal				
General Revenue Total	5,885	5,959	5,923	36
Total-Traffic Tribunal	5,885	5,959	5,923	36
Worker's Compensation Court				
Restricted Receipts Total	5,646	5,638	5,592	46
Total-Worker's Compensation Court	5,646	5,638	5,592	46
Justice Link				
General Revenue Total	1,475	417	812	(395)
Federal Funds	500	914	197	717
Total-Justice Link	1,975	1,332	1,009	323
Total-Judicial Department	73,639	74,804	73,741	1,063

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual

General Fund

For the Fiscal Year Ended June 30, 2003

(Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Militia of the State				
National Guard				
RICAP-Bristol Armory Rehabilitation	200	200	10	190
RICAP-Benefit St. Arsenal Rehabilitation	193	63	1	62
RICAP-Schofield Armory Rehabilitation	168	100		100
RICAP-US Property and Finance Office-HVAC			3	(3)
RICAP-Warren Armory	170	170	43	127
RICAP - Warwick Armory Boiler		25		25
RICAP-Vehicle Exhaust Vent System	1	1		1
RICAP - North Smithfield Armory	5	5		5
General Revenue Total	1,736	1,749	1,646	103
RI e-Government Fnd-Distributed Tech Training	18	18	17	1
Federal Funds Total	7,714	7,895	6,085	1,810
Total-National Guard	10,204	10,226	7,805	2,421
Emergency Management				
General Revenue Total	455	607	541	66
Federal Funds Total	6,294	6,726	4,772	1,954
Restricted Receipts Total	123	183	114	69
Total-Emergency Management	6,872	7,515	5,428	2,087
Total-Militia of the State	17,076	17,741	13,233	4,508
E-911 Uniform Emergency Telephone System				
General Revenue Total	3,513	3,639	3,592	47
RI e-Government Fund-GIS Database Development	500	385	374	11
Total-E-911 Uniform Emergency Telephone System	4,013	4,024	3,966	58
Fire Safety Code Board of Appeal & Review				
Fire Code Commission				
General Revenue Total	225	234	242	(8)
Total-Fire Safety Code Board of Appeal & Review	225	234	242	(8)
Division of Fire Safety				
Fire Safety & Training Academy				
General Revenue Total	1,465	1,415	1,353	62
Federal Funds Total	101	354	152	202
Total-Division of Fire Safety	1,566	1,769	1,504	265
Commission on Judicial Tenure & Discipline				
General Revenue Total	109	144	112	32
Total-Commission on Judicial Tenure & Discipline	109	144	112	32

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual

General Fund

For the Fiscal Year Ended June 30, 2003

(Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Rhode Island Governor's Justice Commission				
General Revenue Total	172	172	166	6
Federal Funds Total	5,037	5,579	4,798	781
Restricted Receipts Total	90	90	12	78
Total-Rhode Island Governor's Justice Commission	5,299	5,841	4,976	865
Municipal Police Training School				
General Revenue Total	351	351	344	7
Federal Funds Total		65	19	46
Total-Municipal Police Training Academy	351	416	363	53
Rhode Island State Police				
RICAP - Barracks & Training Headquarters'	100	100		100
RICAP-Headquarters Repair/Renovation	126	19	19	
Traffic Enforcement-Municipal Training	217	217	159	58
Lottery Commission Assistance	112	121	110	11
Road Construction Reimbursement	2,175	1,830	1,739	91
General Revenue Total	37,835	38,588	38,383	205
Federal Funds Total	2,780	2,219	1,769	450
Restricted Receipts Total	147	335	193	142
Total-Rhode Island State Police	43,492	43,428	42,371	1,057
Office of Public Defenders				
General Revenue Total	5,845	6,013	5,935	78
Federal Funds Total	356	483	376	107
Total-Office of Public Defenders	6,202	6,496	6,312	184
Department of Environmental Management				
Policy and Administration				
DOT Recreational Projects	26	26	92	(66)
Blackstone Bikepath Design	1,303	1,303	498	805
RICAP-Dam Repair	335	335	87	248
General Revenue Total	8,044	8,138	8,221	(83)
Permanent Streamlining				
Federal Funds Total	2,932	2,432	230	2,202
Restricted Receipts Total	8,215	3,038	3,275	(237)
Total-Policy and Administration	20,856	15,273	12,403	2,870

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual

General Fund

For the Fiscal Year Ended June 30, 2003

(Expressed in Thousands)

State of Rhode Island and Providence Plantations
 Schedule of Expenditures and Other Financing Uses
 Budget and Actual

General Fund

For the Fiscal Year Ended June 30, 2003

(Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Natural Resources				
RICAP-Westerly Boat Ramp	1	1		1
RICAP-Fort Adams Rehabilitation	250	250	250	
RICAP-Recreational Facilities Improvement	63	63	26	37
RICAP-Galilee Piers	352	352		352
RICAP-Newport Piers	493	493	492	1
RICAP-Boyd's Marsh Habitat Restoration	70	70		70
General Revenue Total	14,926	15,016	15,080	(64)
Federal Funds Total	12,872	11,488	8,055	3,433
Restricted Receipts Total	3,122	3,189	2,671	518
Total-Natural Resources	32,150	30,923	26,575	4,348
Environmental Protection				
Aquafund				
General Revenue Total	8,573	8,722	8,808	(86)
Rose Hill	1,020	500	202	298
Federal Funds Total	8,388	9,195	6,601	2,594
Restricted Receipts Total	2,963	3,313	3,264	49
Total-Environmental Protection	20,944	21,730	18,875	2,855
Total-Department of Environmental Management	73,950	67,926	57,853	10,073
Coastal Resources Management Council				
RICAP - South Coast Restoration Project	145	145	145	
RICAP -Allens Cove	172	172		172
General Revenue Total	1,695	1,580	1,464	116
Federal Funds Total	1,191	2,402	1,654	748
Restricted Total	250	4,750	3,353	1,397
Total-Coastal Resources Management Council	3,453	9,049	6,616	2,433
Water Resources Board				
RICAP-Big River Management Area	74	74	49	25
RICAP-Water Allocation Plan	167	167	97	70
RICAP-Supplemental Water Supplies Development	39	39		39
General Revenue Total	991	1,057	1,037	20
Federal Total	500	500	173	327
Restricted Receipts Total	754	754	597	157
Total-Water Resources Board	2,525	2,592	1,953	639
Total expenditures	4,319,286	4,424,727	4,301,736	122,991

Other financing uses:

Transfers to other funds

Total expenditures and other
financing uses

General revenue funds total

Federal grants funds total

Restricted funds total

Other funds total

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Transfers to other funds		54,697	54,141	556
Total expenditures and other financing uses	\$ 4,319,286	\$ 4,479,424	\$ 4,355,877	\$ 123,547
General revenue funds total	\$ 2,672,345	\$ 2,699,033	\$ 2,690,324	\$ 8,709
Federal grants funds total	1,438,271	1,528,619	1,433,410	95,209
Restricted funds total	94,555	101,441	91,403	10,038
Other funds total	114,117	95,633	86,599	9,034
	\$ 4,319,288	\$ 4,424,726	\$ 4,301,736	\$ 122,990

State of Rhode Island and Providence Plantations

Schedule of General Revenue
Budget and Actual

General Fund

For the Fiscal Year Ended June 30, 2003

(Expressed in Thousand)

	Original Budget	Final Budget	Actual	Variance	Percent Variance
PERSONAL INCOME TAX	\$ 826,419	\$ 808,900	\$ 813,341	\$ 4,441	0.55%
GENERAL BUSINESS TAXES:					
Business Corporations	46,100	64,000	56,416	(7,584)	-11.85%
Franchise	8,700	0	6,402	6,402	
Public Utilities Gross Earnings	94,800	74,000	76,134	2,134	2.88%
Financial Institutions	8,700	1,400	9,804	8,404	600.29%
Insurance Companies	35,500	49,500	51,288	1,788	3.61%
Bank Deposits	1,200	1,400	1,698	298	21.29%
Health Care Provider Assessment	29,000	28,919	28,141	(778)	-2.69%
SALES AND USE TAXES:					
Sales and Use	778,210	778,200	777,365	(835)	-0.11%
Motor Vehicle	45,810	46,800	47,251	451	0.96%
Motor Fuel	1,150	600	1,022	422	70.33%
Cigarettes	98,900	96,500	94,379	(2,121)	-2.20%
Alcohol	10,000	10,000	10,059	59	0.59%
Controlled Substances			0	0	
OTHER TAXES:					
Inheritance and Gift	22,000	30,000	24,352	(5,648)	-18.83%
Racing and Athletics	5,450	5,000	4,939	(61)	-1.22%
Realty Transfer Tax	8,100	8,800	9,781	981	11.15%
Total Taxes	2,020,039	2,004,019	2,012,372	8,353	0.42%
DEPARTMENTAL RECEIPTS					
Licenses and Fees	155,235	0	159,140		
Fines and Penalties	30,500	0	33,629		
Sales and Services	26,700	0	31,408		
Miscellaneous	58,551	0	66,078		
Total Departmental Receipts	270,986	288,693	290,255	1,562	0.54%
Total Taxes and Departmentals	2,291,025	2,292,712	2,302,627	9,915	0.43%
OTHER SOURCES					
Gas Tax Transfer	10,575	24,814	25,506	692	2.79%
Other Miscellaneous	159,773	184,839	184,087	(752)	-0.41%
Lottery	237,700	238,500	236,540	(1,960)	-0.82%
Unclaimed Property	7,900	8,800	8,458	(342)	-3.89%
Total Other Sources	415,948	456,953	454,591	(2,362)	-0.52%
Total General Revenues	\$ 2,706,973	\$ 2,749,665	\$ 2,757,218	\$ 7,553	0.27%

State of Rhode Island and Providence Plantations
Schedule of Revenues, Other Financing Sources, Expenditures, and Other Financing Uses
Budget and Actual

Intermodal Surface Transportation Fund

For the Year Ended June 30, 2003

(Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Revenues:				
Taxes	\$ 141,000	\$ 141,000	\$ 139,458	\$ (1,542)
Departmental restricted revenue	43,506	18,935	2,400	(16,535)
Federal grants	192,779	192,806	153,197	(39,609)
Other revenues	8,003	5,000	5,199	199
Total revenues	385,288	357,741	300,254	(57,487)
Other financing sources:				
Operating transfers in	0	0	44,130	44,130
Total revenues and other financing sources	385,288	357,741	344,384	(13,357)
Expenditures:				
Central Management				
Gasoline Tax	3,150	3,097	3,251	(154)
Federal Funds	4,326	4,353	4,328	25
Total - Central Management	7,476	7,450	7,579	(129)
Management and Budget				
Gasoline Tax	1,957	1,965	1,129	836
Total - Management and Budget	1,957	1,965	1,129	836
Infrastructure - Engineering				
Gasoline Tax	39,316	40,330	37,519	2,811
RICAP - RIPTA Land and Buildings	1,715	2,075	0	2,075
State Infrastructure Bank	1,000	1,000	0	1,000
State Match - Bond Funds	0	0	17,221	(17,221)
Land Sale Revenue	8,003	5,000	1,037	3,963
Federal Funds	188,453	188,453	159,793	28,660
Restricted Receipts	42,506	17,935	25,859	(7,924)
Total - Infrastructure - Engineering	280,993	254,793	241,429	13,364
Infrastructure - Maintenance				
Gasoline Tax	39,615	40,780	44,742	(3,962)
Total - Infrastructure - Maintenance	39,615	40,780	44,742	(3,962)
Total Expenditures	330,041	304,988	294,879	10,109
Other financing uses:				
Transfers to other funds	0	0	57,416	(57,416)
Total expenditures and other financing uses	\$ 330,041	\$ 304,988	\$ 352,295	\$ (47,307)

State of Rhode Island and Providence Plantations
Schedule of Revenues and Expenditures
Budget and Actual
Rhode Island Temporary Disability Insurance Fund
For the Year Ended June 30, 2003
(Expressed in Thousands)

	Original Budget	Final Budget	Actual Amounts	Variance With Final Budget
Revenues:				
Taxes	\$ 162,666	\$ 162,595	\$ 178,247	\$ 15,652
Other revenues			983	983
Total revenues	162,666	162,595	179,230	16,635
Expenditures:				
Department of Labor and Training				
Income Support				
Temporary Disability Insurance Fund	162,415	162,351	158,980	3,371
Total - Income Support	162,415	162,351	158,980	3,371
Total - Department of Labor and Training	162,415	162,351	158,980	3,371
Treasury Department				
Temporary Disability Insurance Fund	251	244	158	86
Total - Treasury Department	251	244	158	86
Total Expenditures	<u>\$ 162,666</u>	<u>\$ 162,595</u>	<u>\$ 159,138</u>	<u>\$ 3,457</u>

State of Rhode Island and Providence Plantations
Required Supplementary Information
Schedules of Funding Progress
June 30, 2003
(Expressed in thousands)

Employees' Retirement System

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) - Entry Age - (b)	Unfunded AAL (UAAL) (b - a)	Funded Ratio (a / b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b - a) / c)
6/30/02	5,907,680	8,141,130	2,233,450	72.6%	1,378,905	162.0%
6/30/01	6,026,141	7,768,536	1,742,395	77.6%	1,287,476	135.3%
6/30/00	5,859,719	7,234,787	1,375,068	81.0%	1,220,833	112.6%

State Police Retirement Benefits Trust

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) - Entry Age - (b)	Unfunded AAL (UAAL) (b - a)	Funded Ratio (a / b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b - a) / c)
6/30/02	17,770	23,527	5,757	75.5%	10,933	52.7%
6/30/01	14,386	16,650	2,264	86.4%	9,139	24.8%
6/30/00	11,336	13,917	2,581	81.5%	8,917	28.9%

Judicial Retirement Benefits Trust

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) - Entry Age - (b)	Unfunded AAL (UAAL) (b - a)	Funded Ratio (a / b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b - a) / c)
6/30/02	11,129	16,243	5,114	68.5%	4,738	107.9%
6/30/01	9,190	12,026	2,836	76.4%	4,092	69.3%
6/30/00	7,375	9,720	2,345	75.9%	3,533	66.4%

State of Rhode Island and Providence Plantations
Notes to Required Supplementary Information
June 30, 2003

An annual budget is adopted on a basis consistent with generally accepted accounting principles for the general fund and certain special revenue funds. Preparation and submission of the budget is governed by both the State Constitution and the Rhode Island General Laws. The budget, as enacted by the General Assembly and signed by the Governor, contains a complete plan of estimated revenues (general, federal and restricted), transfers in (general and restricted) and proposed expenditures.

The legal level of budgetary control, i.e. the lowest level at which management (executive branch) may not reassign resources without special approval (legislative branch) is the line item within the appropriation act. Management cannot reallocate any appropriations without special approval from the legislative branch. Federal grant appropriations may also be limited by the availability of matching funds and may also require special approval from a federal agency before reallocating resources among programs.

Internal administrative and accounting budgetary controls utilized by the State consist principally of statutory restrictions on the expenditure of funds in excess of appropriations and the supervisory powers and functions exercised by management. Management cannot reduce the budget without special approval.

Unexpended general revenue appropriations lapse at the end of the fiscal year, unless the department/agency directors identify unspent appropriations related to specific projects/purchases and request a reappropriation. If the requests are approved by the Governor, such amounts are reappropriated for the ensuing fiscal year and made immediately available for the same purposes as the former appropriations. Unexpended appropriations of the General Assembly and its legislative commissions and agencies may be reappropriated by the Joint Committee on Legislative Services. If the sum total of all departments and agencies general revenue expenditures exceeds the total general revenue appropriations, it is the policy of management to lapse all unexpended appropriations, except those of the legislative branch and the Justice Link program.

The original budget includes the amounts in the applicable appropriation act, general revenue appropriations carried forward by the Governor, the unexpended balances in the R.I Capital Fund projects and any unexpended balances designated by the General Assembly.

[THIS PAGE INTENTIONALLY LEFT BLANK]

[THIS PAGE INTENTIONALLY LEFT BLANK]

EXHIBIT B

State Economic Information

[THIS PAGE INTENTIONALLY LEFT BLANK]

Economic Information

The information contained herein was developed from reports provided by Federal and State agencies, which is believed to be reliable and may be relevant in evaluating the economic and financial condition and prospects of the State of Rhode Island. The demographic information and statistical data, which have been obtained from the sources indicated, do not necessarily present all factors that may have a bearing on the State's fiscal and economic affairs. All information is presented on a calendar-year basis unless otherwise indicated. Sources of information are indicated in the text or immediately following the charts and tables. Although the State considers the sources to be reliable, the State has made no independent verification of the information presented herein and does not warrant its accuracy.

Overview

Population Characteristics. Rhode Island experienced modest population increases between 1988 and 2003. The 2000 United States census count for Rhode Island was 1,050,664 or 4.4 percent more than the 1,005,995 counted in 1990. In contrast, the total United States population increased by 13.0 percent between 1990 and 2000. The U.S. Census Bureau estimates that Rhode Island's population has grown to 1,076,164 as of July 1, 2003.

Personal Income and Poverty. Per capita personal income levels in Rhode Island have been consistent with those in the United States since 1988. In 2003, Rhode Island per capita income was \$31,937 vs. U.S. per capita income of \$31,459. In addition, Rhode Island has maintained a poverty rate below the national average. Over the 2001 – 2003 period, Rhode Island's average poverty rate was 10.7 percent vs. a U.S. average poverty rate of 12.1 percent.

Employment. According to the U.S. Bureau of Labor Statistics, total Rhode Island non-farm employment grew at a rate of 0.2 percent in 2002, 1.0 percent in 2003 and 0.8 percent in 2004.

Economic Base and Performance. Rhode Island has a diversified economic base that includes traditional manufacturing, high technology, and service industries. A substantial portion of products produced by these and other sectors is exported. Like most other historically industrial states, Rhode Island has seen a shift in employment from labor-intensive manufacturing industries to technology and service-based industries, particularly Education and Health Services.

Human Resources. Skilled human capital is the foundation of economic strength in Rhode Island. It provides the basis for a technologically dynamic and industrially diverse regional economy. The Rhode Island population is well educated with 21.3 percent of its residents over the age of 25 having received a Bachelor's degree or a Graduate or Professional degree according to the Current Population Report of May 2003 from the Bureau of the Census. In addition, per pupil spending on public elementary and secondary education in Rhode Island has been significantly higher than the national average since the 1989-90 academic year. For 2001-02 Rhode Island spent 27.7 percent more per pupil than the national average.

Population Characteristics

Rhode Island is the second most densely populated state in the country, exceeded only by New Jersey. The population density of Rhode Island increased from 960.3 persons per square mile in 1990 to 1,003.2 persons in 2000. The density factor for the United States also increased during the last decade, from 70.3 persons per square mile in 1990 to 79.6 persons in 2000. Rhode Island's major metropolitan communities are located within Providence County. Recording an increase in population over the past ten years, residents of Providence County also represent a larger percentage of the state's total population, from 58.0 percent in 1990 to 59.3 percent in 2000. The Capital City of Providence experienced an 8.0 percent increase in population over the last decade of the twentieth century, significantly higher than the 4.5 percent increase recorded statewide.

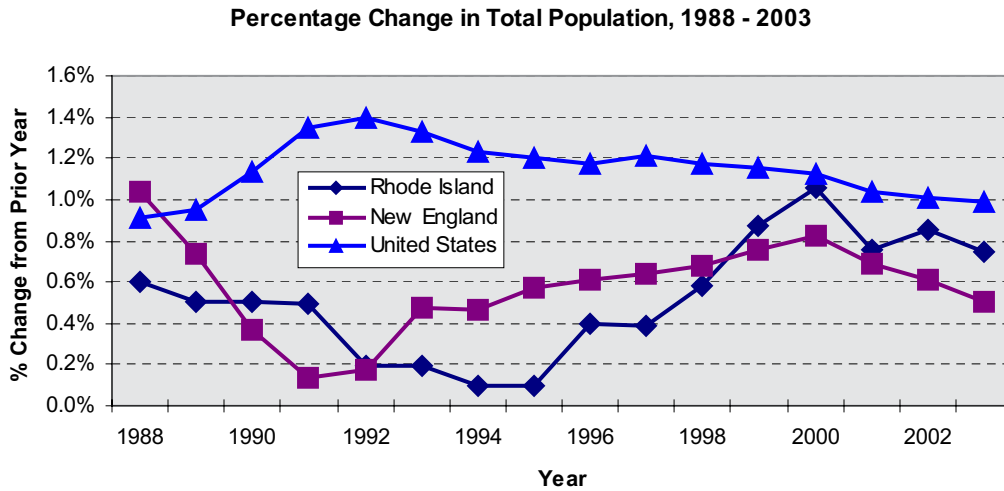
Between 1993 and 2003 Rhode Island's population increased by 6.0 percent, compared to a 6.5 percent increase for the New England region, and a 11.9 percent increase for the United States. As the following chart indicates, the percentage change in Rhode Island's population from 1993 to 1998 has lagged that of the New England region. The growth rate of Rhode Island's population was 1.6 percent for that period compared to New England's growth rate of 3.0 percent. From 1999 through 2003, however, Rhode Island's population growth rate was higher than that of the New England region, at 3.5 percent compared to 2.7 percent for New England as a whole. With respect to the United States, Rhode Island's population growth has been both lower and more erratic. Over the 1993 to 2003 period, the United States' average annual population growth rate was 1.1 percent, nearly twice that of Rhode Island.

Population, 1988 - 2003
(in thousands)

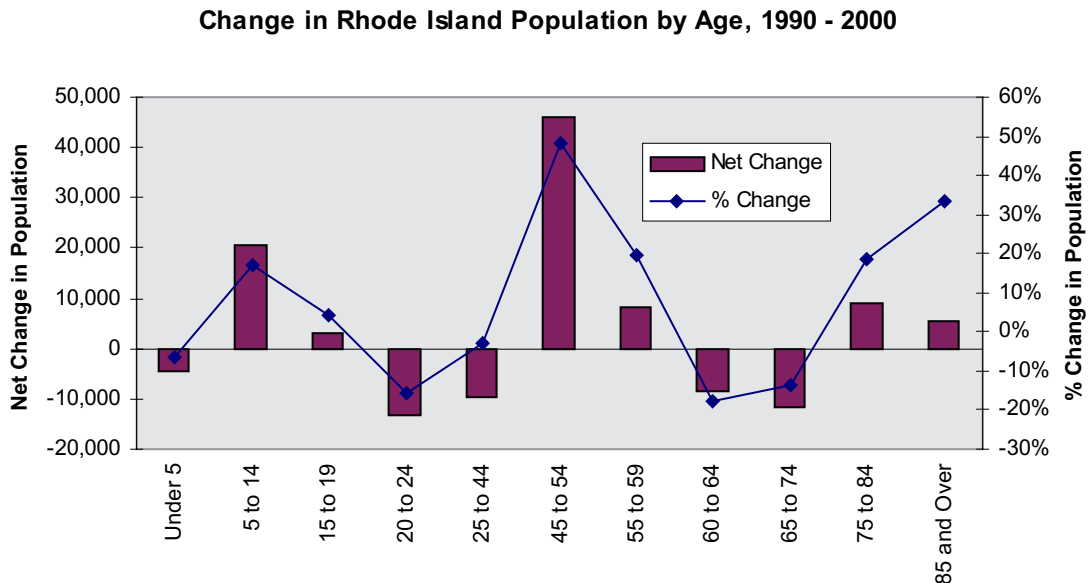
Year	Rhode Island		New England		United States	
	Total	% Change	Total	% Change	Total	% Change
1988	996	0.6%	13,085	1.0%	244,499	0.9%
1989	1,001	0.5%	13,182	0.7%	246,819	0.9%
1990	1,006	0.5%	13,230	0.4%	249,623	1.1%
1991	1,011	0.5%	13,248	0.1%	252,981	1.3%
1992	1,013	0.2%	13,271	0.2%	256,514	1.4%
1993	1,015	0.2%	13,334	0.5%	259,919	1.3%
1994	1,016	0.1%	13,396	0.5%	263,126	1.2%
1995	1,017	0.1%	13,473	0.6%	266,278	1.2%
1996	1,021	0.4%	13,555	0.6%	269,394	1.2%
1997	1,025	0.4%	13,642	0.6%	272,647	1.2%
1998	1,031	0.6%	13,734	0.7%	275,854	1.2%
1999	1,040	0.9%	13,838	0.8%	279,040	1.2%
2000	1,051	1.1%	13,952	0.8%	282,178	1.1%
2001	1,059	0.8%	14,048	0.7%	285,094	1.0%
2002	1,068	0.8%	14,134	0.6%	287,974	1.0%
2003	1,076	0.7%	14,205	0.5%	290,810	1.0%

U.S. Department of Commerce. Bureau of Economic Analysis

The chart below displays the growth rate changes shown in the table above. Note the volatility in the population growth rate for Rhode Island as compared to the New England region and the United States.



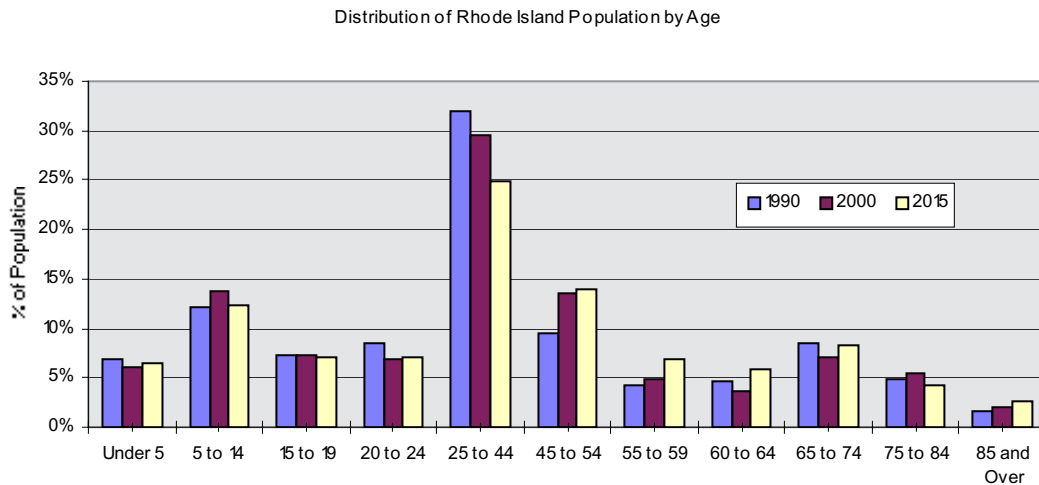
The following chart shows the net change in Rhode Island’s population between 1990 and 2000 by age group. Note that, like the rest of the country, Rhode Island has seen a sharp change in the age distribution of its population in accordance with the chronological advancement of the “baby boom” generation. The upswing in Rhode Islanders in the “5 to 14” age group is a reflection of the “baby boom echo” generation.



Rhode Island Economic Development Corporation. Research Division.

The U.S. Census Bureau projects that the next fifteen years will bring about a considerable change in the age distribution of the Rhode Island population. As the “baby boom” generation continues to age, the state should see a sizeable increase in its middle aged to older population (i.e., 45 to 64). In addition, the state should experience a decline in its young adult population (i.e., 20 to 44) and stability in its youth population (i.e., under 5 to 19).

The chart below shows the projected graying of the Rhode Island population in 2015. In 2015, Rhode Island's population is projected to be distributed more heavily in the "45 – 54" age group. At the same time, the percentage of people in the "15 – 44" age group declines. In addition, the percentage of the population 85 and over is expected to rise. The median age for Rhode Islanders in 1990 was 33.8 years and rose to 36.7 years in 2000. By 2015, the median age for Rhode Islanders should rise further.



U.S. Census Bureau

Personal Income, Consumer Prices, and Poverty

Personal Income. The table below shows nominal and real per capita personal income for Rhode Island, New England, and the United States. Rhode Island's per capita personal income has tracked that of the United States throughout the 1988 – 2003 period. In general, Rhode Island's per capita nominal personal income exceeded that of the United States from 1988 to 1997, with the exception of 1994 and 1996. Over this period, Rhode Island per capita nominal personal income averaged \$269 more than United States per capita nominal personal income. From 1998 to 2001 this relationship was reversed with United States per capita nominal personal income exceeding that of Rhode Island by an average of \$367. In 2002 and 2003, Rhode Island per capita nominal personal income again exceeded that of the U.S. as a whole by an average of \$207. Note that Rhode Island per capita nominal personal income has trailed that of the New England region throughout the entire period 1988 – 2003 by an average \$4,373. In fact, the gap between Rhode Island per capita nominal personal income and New England per capita nominal personal income has grown sharply over this time period peaking at \$6,905 in 2000. In 2003, the gap had fallen 11.9 percent to \$6,081.

From 1988 to 1989, per capita real income levels in Rhode Island grew at an annual rate higher than that for the United States. This trend was reversed in 1990 – 1992 as Rhode Island slipped into a recession that was compounded by the banking crisis of 1990. From 1993 to 1998, the relationship between per capita real income growth in Rhode Island alternately exceeded and trailed that of the United States. In 1998 – 2000, Rhode Island per capita real income growth once again trailed that of the United States. In 2001 - 2003, this pattern again reversed itself as the national economy slid into recession. With respect to New England, Rhode Island per capita real income growth has generally lagged that of the region. In fact, over the fifteen-year period from 1988 to 2003, Rhode Island per capita real income growth has exceeded that of New England as a whole on seven occasions, 1988 – 1989, 1993, 1995, and, most recently, 2001 – 2003.

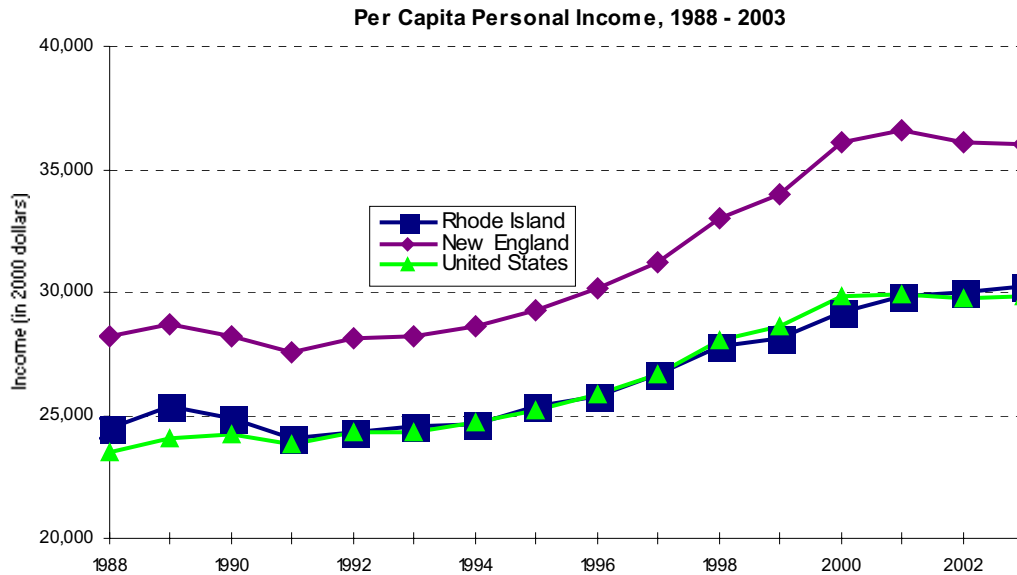
The chart below the table shows real per capita personal income in Rhode Island, New England and the United States since 1988. As is clear from the graph, Rhode Island real per capita personal income tracks closely with that of the United States but consistently lags that of the New England region.

Per Capita Personal Income, 1988 – 2003

Year	Nominal Income (in current dollars)			2000 Deflator	Real Income (in 2000 dollars)			Percentage Change in Real Income		
	R.I.	N.E.	U.S.		R.I.	N.E.	U.S.	R.I.	N.E.	U.S.
1988	18,045	20,811	17,331	73.76%	24,466	28,216	23,498	5.3%	4.7%	2.7%
1989	19,546	22,083	18,520	76.97%	25,393	28,689	24,060	3.8%	1.7%	2.4%
1990	20,006	22,712	19,477	80.50%	24,853	28,215	24,196	-2.1%	-1.7%	0.6%
1991	20,049	22,969	19,892	83.42%	24,034	27,535	23,846	-3.3%	-2.4%	-1.4%
1992	20,867	24,172	20,854	85.82%	24,314	28,165	24,299	1.2%	2.3%	1.9%
1993	21,586	24,752	21,346	87.81%	24,584	28,190	24,311	1.1%	0.1%	0.0%
1994	22,097	25,687	22,172	89.65%	24,647	28,651	24,731	0.3%	1.6%	1.7%
1995	23,225	26,832	23,076	91.58%	25,361	29,300	25,199	2.9%	2.3%	1.9%
1996	24,106	28,194	24,175	93.55%	25,769	30,139	25,843	1.6%	2.9%	2.6%
1997	25,341	29,687	25,334	95.12%	26,640	31,209	26,633	3.4%	3.5%	3.1%
1998	26,670	31,677	26,883	95.98%	27,787	33,004	28,009	4.3%	5.8%	5.2%
1999	27,459	33,126	27,939	97.58%	28,141	33,949	28,633	1.3%	2.9%	2.2%
2000	29,216	36,121	29,847	100.00%	29,216	36,121	29,847	3.8%	6.4%	4.2%
2001	30,434	37,328	30,580	102.09%	29,810	36,562	29,953	2.0%	1.2%	0.4%
2002	31,035	37,420	30,795	103.55%	29,972	36,138	29,740	0.5%	-1.2%	-0.7%
2003	31,937	38,018	31,459	105.51%	30,269	36,033	29,816	1.0%	-0.3%	0.3%

U.S. Department of Commerce. Bureau of Economic Analysis

Note: The 2000 "Real Income" figures are based on national implicit price deflators for personal consumption expenditures.



U.S. Department of Commerce, Bureau of Economic Analysis

Average Annual Pay. Although the growth in Rhode Island per capita personal income has fluctuated, annual pay has grown steadily in Rhode Island over the past fourteen years. Average annual pay is computed by dividing total annual payrolls of employees covered by unemployment insurance programs by the average monthly number of these employees. Although average annual pay has increased consistently for the last fourteen years, the ratio of pay levels in Rhode Island to the United States has been on a downward trend until recently. In 1990, average annual pay in Rhode Island was 94.9 percent of the national average. By 2001, the ratio had fallen to 92.8 percent. For 2002, average annual pay in Rhode Island rebounded to 94.7 percent of U.S. average annual pay. This was followed by a further increase to 96.4 percent in 2003, \$36,415 for Rhode Island versus \$37,765 for the United States as a whole. The relationship between Rhode Island and U.S. average annual pay is shown in the table below.

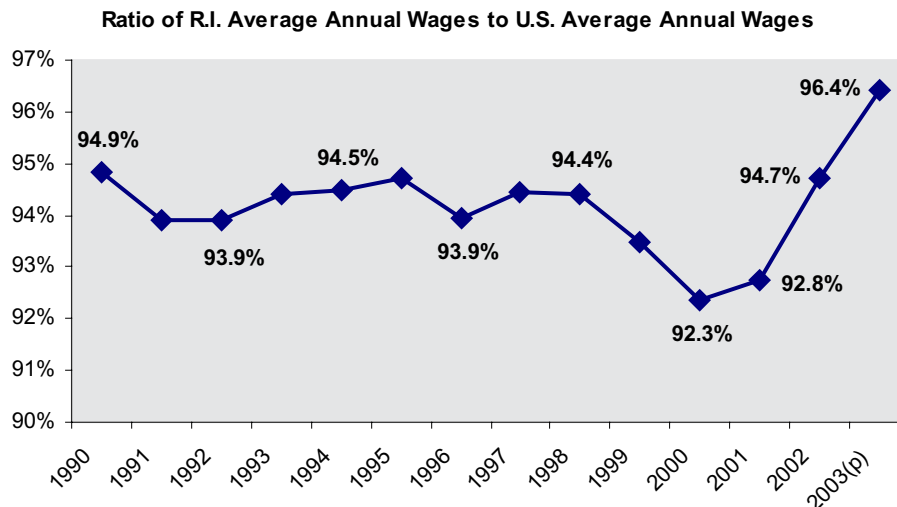
Average Annual Pay, 1990 – 2003
(in current dollars)

Year	Annual Pay		Ratio R.I./U.S.	Percentage Change	
	R.I.	U.S.		R.I.	U.S.
1990	22,387	23,602	94.9%	-	-
1991	23,082	24,578	93.9%	3.1%	4.1%
1992	24,315	25,897	93.9%	5.3%	5.4%
1993	24,889	26,361	94.4%	2.4%	1.8%
1994	25,454	26,939	94.5%	2.3%	2.2%
1995	26,375	27,846	94.7%	3.6%	3.4%
1996	27,194	28,946	93.9%	3.1%	4.0%
1997	28,662	30,353	94.4%	5.4%	4.9%
1998	30,156	31,945	94.4%	5.2%	5.2%
1999	31,169	33,340	93.5%	3.4%	4.4%
2000	32,615	35,320	92.3%	4.6%	5.9%
2001	33,603	36,219	92.8%	3.0%	2.5%
2002	34,810	36,764	94.7%	3.6%	1.5%
2003(p)	36,415	37,765	96.4%	4.6%	2.7%

U.S. Department of Labor. Bureau of Labor Statistics

(p) = preliminary

The chart below plots the ratio of Rhode Island average annual wages to U.S. average annual wages over the 1990 – 2003 period.



Consumer Prices. The following table presents consumer price index trends for the Northeast region and the United States for the period between 1988 and 2004. The data for each year is the Consumer Price Index for all urban consumers (CPI-U) within the designated area and the percentage change in the CPI-U from the previous year. From 1988 to 1992, the consumer price inflation in the Northeast consistently exceeded that for the United States by at least 0.3 percent. From 1993 to 2001, consumer price inflation rate in the Northeast has been, on average, slightly below that of the United States. During this period, consumer price inflation in the Northeast region has been less than for the United States in each of the following years 1993 – 1996, 1998 – 1999, and 2001. In 2000, consumer price inflation in the Northeast region was equal to that of the United States. In 2002, 2003, and 2004, the consumer price inflation rate in the Northeast region has exceeded that of the United States by 0.5 percent, 0.5 percent, and 0.8 percent respectively.

**Consumer Price Index for All Urban Consumers (CPI-U), 1988 – 2004
(1982 – 1984 = 100)**

Year	CPI-U		Ratio Northeast/U.S.	Pct. Change	
	Northeast	U.S.		Northeast	U.S.
1988	121.8	118.3	103.0%	5.0%	4.1%
1989	128.6	124.0	103.7%	5.6%	4.8%
1990	136.3	130.7	104.3%	6.0%	5.4%
1991	142.5	136.2	104.6%	4.5%	4.2%
1992	147.3	140.3	105.0%	3.4%	3.0%
1993	151.4	144.5	104.8%	2.8%	3.0%
1994	155.1	148.2	104.7%	2.4%	2.6%
1995	159.1	152.4	104.4%	2.6%	2.8%
1996	163.6	156.9	104.3%	2.8%	3.0%
1997	167.6	160.5	104.4%	2.4%	2.3%
1998	170.0	163.0	104.3%	1.4%	1.6%
1999	173.5	166.6	104.1%	2.1%	2.2%
2000	179.4	172.2	104.2%	3.4%	3.4%
2001	184.4	177.1	104.1%	2.8%	2.8%
2002	188.2	179.9	104.6%	2.1%	1.6%
2003	193.5	184.0	105.2%	2.8%	2.3%
2004	200.2	188.9	106.0%	3.5%	2.7%

U.S. Department of Labor. Bureau of Labor Statistics

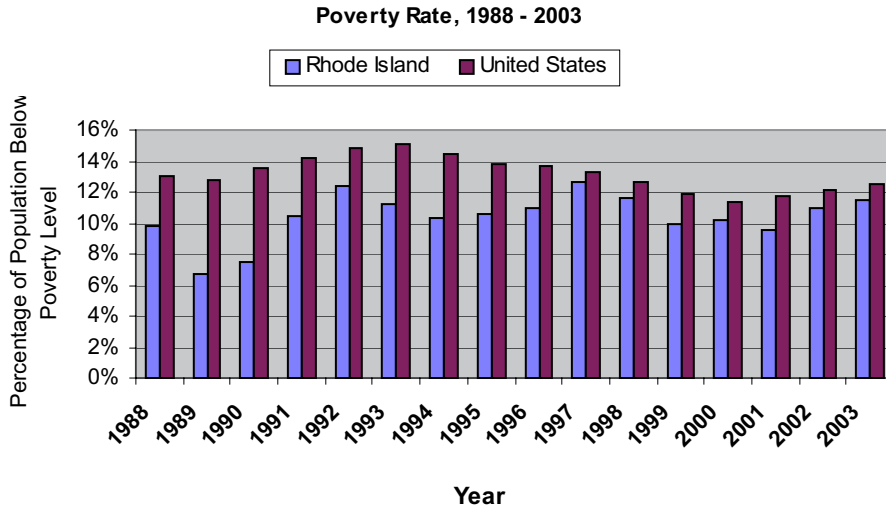
Poverty. In 2003, The Rhode Island poverty rate was once again below the poverty rate for the United States as a whole. Between 1988 and 2003, the percentage of the Rhode Island population below the federal poverty line has varied from a low of 6.7 percent in 1989 to a high of 12.7 percent in 1997. During the same time, the national poverty rate varied from a low of 11.3 percent in 2000 to a high of 15.1 percent in 1993. Interestingly, in the 2002-2003 period, although Rhode Island's poverty rate has remained below that of the United States, the percentage change in Rhode Island's poverty rate has exceeded the percentage change in that of the U.S. These official poverty statistics are not adjusted for regional differences in the cost of living. The table below portrays the lower poverty rates in Rhode Island compared with the national average from 1988 through 2003.

Poverty Rate, 1988 – 2003

Year	Ratio		Percentage Change		
	R.I.	U.S.	R.I./U.S.	R.I.	U.S.
1988	9.8	13.0	75.4%	21.0%	-3.0%
1989	6.7	12.8	52.3%	-31.6%	-1.5%
1990	7.5	13.5	55.6%	11.9%	5.5%
1991	10.4	14.2	73.2%	38.7%	5.2%
1992	12.4	14.8	83.8%	19.2%	4.2%
1993	11.2	15.1	74.2%	-9.7%	2.0%
1994	10.3	14.5	71.0%	-8.0%	-4.0%
1995	10.6	13.8	76.8%	2.9%	-4.8%
1996	11.0	13.7	80.3%	3.8%	-0.7%
1997	12.7	13.3	95.5%	15.5%	-2.9%
1998	11.6	12.7	91.3%	-8.7%	-4.5%
1999	10.0	11.9	84.0%	-13.8%	-6.3%
2000	10.2	11.3	90.3%	2.0%	-5.0%
2001	9.6	11.7	82.1%	-5.9%	3.5%
2002	11.0	12.1	90.9%	14.6%	3.4%
2003	11.5	12.5	92.0%	4.5%	3.3%

U.S. Census Bureau

The bar chart below plots the data from the above table and demonstrates the jump in the base level of the poverty rate in Rhode Island between the 1980s and the 1990s. It also illustrates the downward trend in the United States poverty rate over the course of the 1990s.



Employment

The table below shows Rhode Island Nonfarm Employment for the 1990 to 2004 period. The table reflects the new North American Industrial Classification System (NAICS) composition of employment.

Rhode Island Non-farm Employment by Industry, 1990 – 2004

Year	Construction, Natural Resources & Mining		Manufacturing		Trade, Transportation & Utilities		Information, Financial Activities, & Business Services		Educational & Health Services		Leisure, Hospitality & Other Services		Government		Total Nonfarm Employment	
	Number Employed	Percent Change	Number Employed	Percent Change	Number Employed	Percent Change	Number Employed	Percent Change	Number Employed	Percent Change	Number Employed	Percent Change	Number Employed	Percent Change	Number Employed	Percent Change
1990	18,700	-	95,100	-	77,500	-	79,500	-	66,200	-	51,900	-	62,500	-	451,200	-
1991	13,700	-26.7%	87,500	-8.0%	71,000	-8.4%	73,100	-8.1%	66,800	0.9%	48,600	-6.4%	60,900	-2.6%	421,500	-6.6%
1992	12,500	-8.8%	84,800	-3.1%	71,100	0.1%	72,300	-1.1%	72,100	7.9%	50,900	4.7%	61,200	0.5%	424,800	0.8%
1993	12,800	2.4%	83,600	-1.4%	71,200	0.1%	74,700	3.3%	74,200	2.9%	52,100	2.4%	61,400	0.3%	430,000	1.2%
1994	13,300	3.9%	82,600	-1.2%	72,400	1.7%	76,200	2.0%	75,000	1.1%	53,100	1.9%	61,700	0.5%	434,200	1.0%
1995	13,600	2.3%	80,300	-2.8%	75,600	4.4%	77,600	1.8%	77,200	2.9%	54,600	2.8%	61,300	-0.6%	440,100	1.4%
1996	14,200	4.4%	77,400	-3.6%	73,600	-2.6%	78,300	0.9%	79,200	2.6%	57,700	5.7%	61,300	0.0%	441,600	0.3%
1997	14,800	4.2%	76,200	-1.6%	72,900	-1.0%	82,500	5.4%	80,700	1.9%	59,600	3.3%	63,200	3.1%	450,000	1.9%
1998	16,200	9.5%	74,900	-1.7%	74,700	2.5%	86,800	5.2%	81,600	1.1%	61,000	2.3%	62,900	-0.5%	458,000	1.8%
1999	18,000	11.1%	72,200	-3.6%	75,700	1.3%	90,000	3.7%	82,300	0.9%	64,000	4.9%	63,400	0.8%	465,500	1.6%
2000	18,400	2.2%	71,200	-1.4%	79,600	5.2%	92,900	3.2%	83,200	1.1%	67,100	4.8%	64,400	1.6%	476,700	2.4%
2001	19,200	4.3%	67,800	-4.8%	79,300	-0.4%	94,000	1.2%	84,900	2.0%	68,000	1.3%	65,200	1.2%	478,400	0.4%
2002	19,600	2.1%	62,300	-8.1%	80,500	1.5%	93,000	-1.1%	88,000	3.7%	70,000	2.9%	66,100	1.4%	479,400	0.2%
2003	21,000	7.1%	58,700	-5.8%	80,800	0.4%	94,700	1.8%	91,000	3.4%	72,000	2.9%	66,200	0.2%	484,300	1.0%
2004	21,000	0.0%	56,900	-3.1%	80,000	-1.0%	98,700	4.2%	92,900	2.1%	73,100	1.5%	65,800	-0.6%	488,400	0.8%

R.I. Department of Labor and Training. Labor Market Information

As is evident from the table, between 1990 and 1991, total nonfarm employment in Rhode Island declined 6.6 percent. During this time all sectors experienced declines, with the exception of Educational and Health Services, which increased by 0.9 percent. These decreases in employment were the result of the recession that gripped the State and the nation during this time. The economic recovery took hold in Rhode Island in 1992 with nonfarm employment growing by 0.8 percent. This growth in total employment was followed by strong gains in 1993, 1994 and 1995 of 1.2 percent, 1.0 percent and 1.4 percent respectively. Employment growth slowed again in 1996 to a 0.3 percent rate and then rebounded sharply over the 1997 to 2000 period during which time Rhode Island total nonfarm employment growth averaged 1.9 percent. In 2001, Rhode Island employment growth moderated to a rate of 0.4 percent with the onset of a national recession in March 2001. In 2002, it weakened further to a rate of 0.2 percent as the “jobless” recovery commenced in early 2002. In 2003 and 2004 Rhode Island employment growth moved sharply upward to a rate of 1.0 percent and 0.8 percent respectively reflecting the strengthening national economy.

Non-farm Employment by Industry. The table below summarizes the changes in Rhode Island employment by sector from 1994 to 2004. Total nonfarm employment increased by 12.5 percent during this period, but the composition of this total employment changed markedly. As is evident from the table, manufacturing employment decreased by 31.1 percent during this time period while average employment growth for all other sectors excluding government was 21.4 percent. The biggest gaining sector during this period was Construction, Natural Resources and Mining, which grew by 57.9 percent. Clearly, the Rhode Island economy underwent a significant restructuring during the 1994 to 2004 period, transforming from a manufacturing based economy to service based economy.

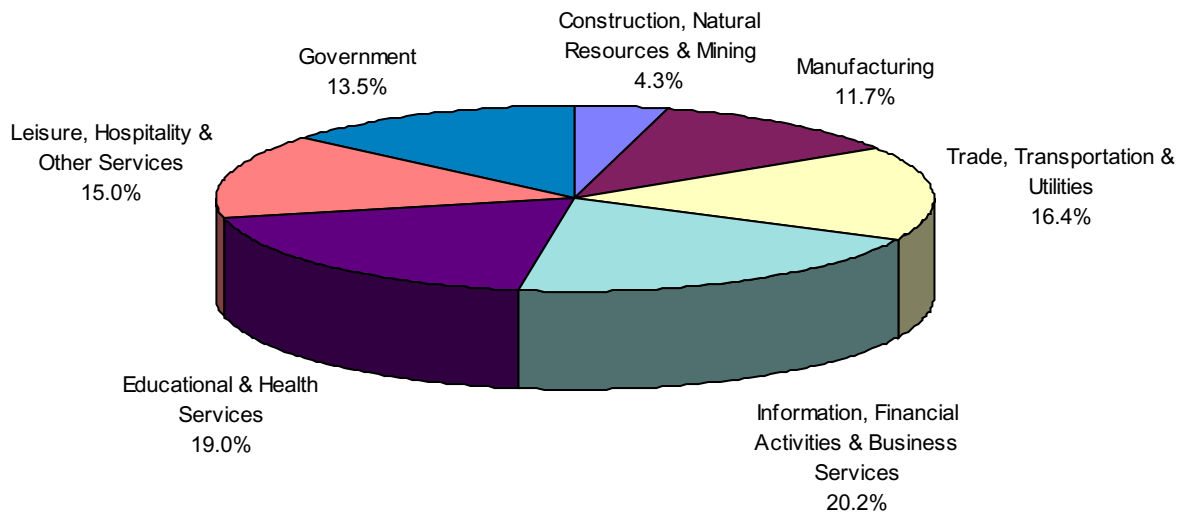
Rhode Island Non-Farm Employment by Industry, 1994 & 2004

Employment Sector	1994	% of Total	2004	% of Total	% Change 1994-2004
Construction, Natural Resources & Mining	13,300	3.1%	21,000	4.3%	57.9%
Manufacturing	82,600	19.0%	56,900	11.7%	-31.1%
Trade, Transportation & Utilities	72,400	16.7%	80,000	16.4%	10.5%
Information, Financial Activities & Business Services	76,200	17.5%	98,700	20.2%	29.5%
Educational & Health Services	75,000	17.3%	92,900	19.0%	23.9%
Leisure, Hospitality & Other Services	53,100	12.2%	73,100	15.0%	37.7%
Government	61,700	14.2%	65,800	13.5%	6.6%
Total Employment	434,200	100.0%	488,400	100.0%	12.5%

R.I. Department of Labor and Training. Labor Market Information

The pie chart illustrates the composition of Rhode Island employment after the restructuring of the State's economy during the 1990s. The Information, Financial Activities and Business Services sector, with 20.2 percent of the nonfarm work force in 2004, is the largest employment sector in the Rhode Island economy, followed by Educational and Health Services (19.0 percent), Trade, Transportation and Utilities (16.4 percent), and Leisure, Hospitality and Other Services employment (15.0 percent).

Rhode Island Nonfarm Employment by Industry, 2004



Manufacturing Employment. Like many industrial states, Rhode Island has seen a steady diminution of its manufacturing jobs base over the last decade. Total employment in the manufacturing sector declined in every year between 1990 and 2004, falling by 40.2 percent over this period. The rate of decline in manufacturing employment began to slow with the end of the recession and the beginning of recovery in 1992. For example, in 1991 manufacturing employment fell 8.0 percent and another 3.1 percent in 1992. By 2000, this rate of decline had slowed to 1.4 percent before ticking back up to 4.8 percent in 2001. The rate of decline accelerated further in 2002 to 8.1 percent. Since that time, the rate of decline has again decelerated to 5.8 percent in 2003 and 3.1 percent in 2004.

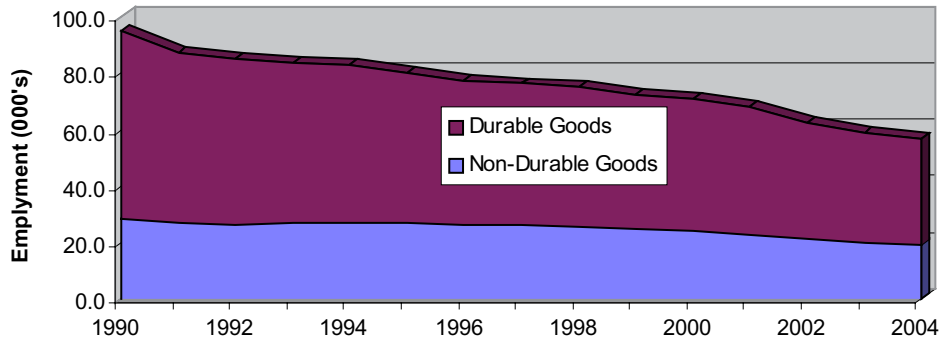
Manufacturing Establishment Employment in Rhode Island, 1990 - 2004
(In Thousands)

	1990	1991	1992	1993	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004
Non-Durable Goods	28.6	27.1	26.6	26.9	26.9	26.7	26.3	26.4	25.9	24.8	24.1	22.6	21.3	20.2	19.5
Percentage Change	-	-5.2%	-1.8%	1.1%	0.0%	-0.7%	-1.5%	0.4%	-1.9%	-4.2%	-2.8%	-6.2%	-5.8%	-5.2%	-3.5%
Durable Goods	66.6	60.4	58.2	56.7	55.7	53.7	51.1	49.8	49.0	47.3	47.1	45.2	41.0	38.5	37.4
Percentage Change	-	-9.3%	-3.6%	-2.6%	-1.8%	-3.6%	-4.8%	-2.5%	-1.6%	-3.5%	-0.4%	-4.0%	-9.3%	-6.1%	-2.9%
Total Manufacturing Employment	95.1	87.5	84.8	83.6	82.6	80.3	77.4	76.2	74.9	72.2	71.2	67.8	62.3	58.7	56.9
Percentage Change	-	-8.0%	-3.1%	-1.4%	-1.2%	-2.8%	-3.6%	-1.6%	-1.7%	-3.6%	-1.4%	-4.8%	-8.1%	-5.8%	-3.1%

R.I. Department of Labor and Training. Labor Market Information

Employment in the manufacture of non-durable goods, which had declined or remained even in every year since 1990, grew in 1993 and 1997 (at rates of 1.1 percent and 0.4 percent, respectively). Despite a decline in employment, the manufacturing sector continues to be a significant component in Gross State Product, as evidenced by its production in terms of dollars. (See “Economic Base and Performance” below.)

Manufacturing Establishment Employment in Rhode Island, 1990 - 2004



Largest Employers in Rhode Island. The following table lists, in descending order by employment, the largest employers in Rhode Island for 2004. Together, the top 100 employers employ 145,297 or over 29 percent of the total nonfarm wage and salary employment in Rhode Island.

Rhode Island's Largest Employers		
Employed	Employer	Primary Business Activity
15,259	State of Rhode Island	Government
11,110	Lifespan	Hospital
10,400	U.S. Government (excluding military)	Government
5,858	Care New England	Hospital
5,630	Diocese of Providence	Catholic Church
5,183	CVS Corporation	Pharmacies
4,984	Royal Bank of Scotland	Bank
4,555	Stop & Shop Supermarket Co. (Royal Ahold)	Grocery Stores
4,450	Brown University	University
3,636	Bank of America/Fleet	Bank
2,383	RIARC	Association for Retarded Citizens
2,260	Shaw's Super Market (J. Sainsbury plc)	Grocery Stores
2,150	Metropolitan Life Insurance Co.	Insurance
2,075	General Dynamics Corp.	Ship & Boat Building Mfg.
1,926	St. Joseph Health Services of Rhode Island	Hospital
1,875	WAL-Mart	Retail
1,840	The Jan Companies	Eating Places
1,749	Raytheon Company	Nautical Systems & Equipment Mfg.
1,685	McDonald's	Eating Places
1,653	Memorial Hospital of Rhode Island	Hospital
1,600	Fidelity Investments	Investment Services
1,581	Amica Mutual Insurance Co.	Insurance
1,435	Verizon	Communications
1,340	Roger Williams Medical Center	Hospital
1,300	American Power Conversion	Uninterruptible Power Supplies & Access.
1,300	Amgen	Biotechnology
1,270	Johnson & Wales University	University
1,250	Sovereign BankCorp	Bank
1,250	The Home Depot	Building Supplies
1,250	Brooks Pharmacy	Pharmacies
1,235	Cox Communications	Communications
1,198	Blue Cross & Blue Shield	Medical Insurance
1,180	Leviton Manufacturing Co., Inc.	Household Wiring Devices & Switches
1,175	Landmark Health System	Hospital
1,125	A.H. Belo Company	Publishing
1,120	GTECH Corporation	Lottery Systems
1,050	South County Hospital	Hospital
1,050	Securitas, AB	Security Services
1,025	Hasbro, Inc.	Toy Manufacturing
1,000	United Parcel Service	Package Delivery
946	Veterans' Administration Medical Center	Hospital
910	Chelo's	Eating Places
900	Rhode Island School of Design	College
873	RI Public Transit Authority	Public Transport Authority
865	Stanley Bostitch	Building Products
856	Gilbane Building Company	Construction
840	Homefront Health Care	Health Care
810	The May Department Stores	Department Stores
800	US Security Associates, Inc.	Security Services
797	Laidlaw Transit, Inc.	Transportation

R.I. Economic Development Corporation, Research Division.

Note: As of 2004, the Largest Employers list no longer includes Municipal Employment.

Unemployment. From 1988 to 1989, the Rhode Island unemployment rate was lower than the national unemployment rate. With the onset of recession in 1990, this pattern was reversed and remained that way until 1996 when once again the unemployment rate in Rhode Island was less than that for the United States. From 1996 to 2001, Rhode Island's unemployment rate tracked closely with that of the United States. In 2002, the United States unemployment rate again rose above Rhode Island's where it remained for 2003 and 2004. The following table compares the annual civilian labor force, the number unemployed, and the unemployment rate averages of Rhode Island, New England, and the United States between 1988 and 2004.

Annual Average Civilian Labor Force and Unemployment, 1988 – 2004
(In Thousands)

Year	Civilian Labor Force			Unemployed			Unemployment Rate			R.I. Rate as a % of U.S.
	R.I.	N.E.	U.S.	R.I.	N.E.	U.S.	R.I.	N.E.	U.S.	
1988	525	6,914	121,669	16	216	6,701	3.1%	3.1%	5.5%	56.4%
1989	525	6,998	123,869	21	269	6,528	4.1%	3.8%	5.3%	77.4%
1990(c)	520	7,153	125,840	35	409	7,047	6.8%	5.7%	5.6%	121.4%
1991(c)	518	7,104	126,346	45	570	8,628	8.6%	8.0%	6.8%	126.5%
1992(c)	531	7,091	128,105	48	571	9,613	9.0%	8.1%	7.5%	120.0%
1993(c)	525	7,074	129,200	41	482	8,940	7.8%	6.8%	6.9%	113.0%
1994(c)	515	7,020	131,056	36	415	7,996	7.1%	5.9%	6.1%	116.4%
1995(c)	506	7,040	132,304	35	378	7,404	7.0%	5.4%	5.6%	125.0%
1996(c)	518	7,108	133,943	27	341	7,236	5.1%	4.8%	5.4%	94.4%
1997(c)	532	7,248	136,297	28	320	6,739	5.3%	4.4%	4.9%	108.2%
1998(c)	531	7,256	137,673	26	255	6,210	4.9%	3.5%	4.5%	108.9%
1999(c)	542	7,329	139,368	22	241	5,880	4.1%	3.3%	4.2%	97.6%
2000(b)	543	7,355	142,583	22	203	5,692	4.1%	2.8%	4.0%	102.5%
2001(b)	546	7,420	143,734	26	272	6,801	4.7%	3.7%	4.7%	100.0%
2002(b)	553	7,548	144,863	28	366	8,378	5.1%	4.8%	5.8%	87.9%
2003(b)	573	7,554	146,510	30	409	8,774	5.3%	5.4%	6.0%	88.3%
2004(p)	567	7,543	147,401	30	356	8,149	5.2%	4.7%	5.5%	94.5%

U.S. Department of Labor. Bureau of Labor Statistics

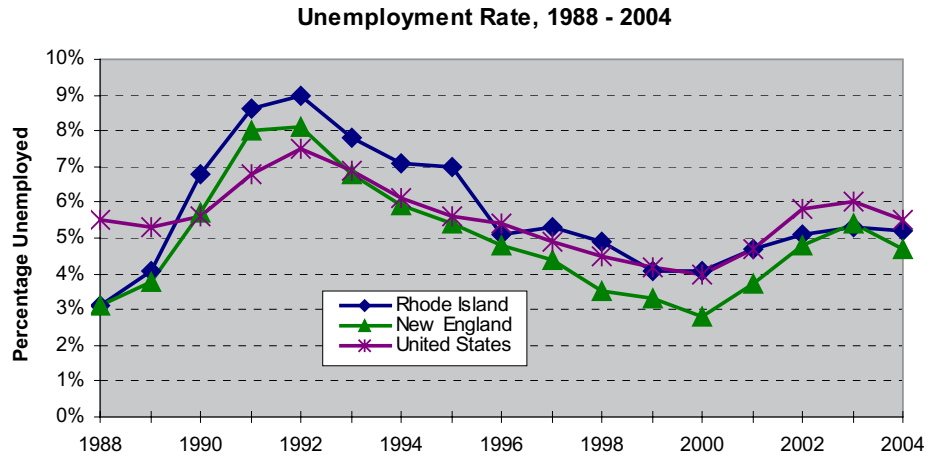
(b) Benchmarked (R.I. & N.E. only)

(c) Adjusted to incorporate revised intercensal population controls for the 1990s (R.I. & N.E. only)

(p) preliminary

Note: The U.S. figures are provisional from 2000 to 2004 due to changes in population controls.

The chart below graphs the unemployment rates for Rhode Island, New England, and the United States over the 1988-2004 period. This graph portrays Rhode Island's laggard status with respect to New England as a whole. This relationship between the Rhode Island unemployment rate and that for the New England region has been consistent over an extended period of time.



Unemployment Compensation Trust Fund. The unemployment insurance system is a federal-state cooperative program established by the Social Security Act and the Federal Unemployment Tax Act to provide benefits for eligible individuals when they are unemployed through no fault of their own. Benefits are paid from the Rhode Island Unemployment Compensation Trust Fund and financed through employer contributions.

Economic Base and Performance

In 1998 and 1999, growth in United States Gross State Product (GSP) was greater than GSP growth in Rhode Island and New England. For 2000 – 2003, Rhode Island GSP growth exceeded that of the United States. During the 2001 – 2003 period, Rhode Island GSP growth exceeded that of New England as well. The table below gives the Gross State Product and the annual growth rates for Rhode Island, New England, and the United States over the 1998 – 2003 period.

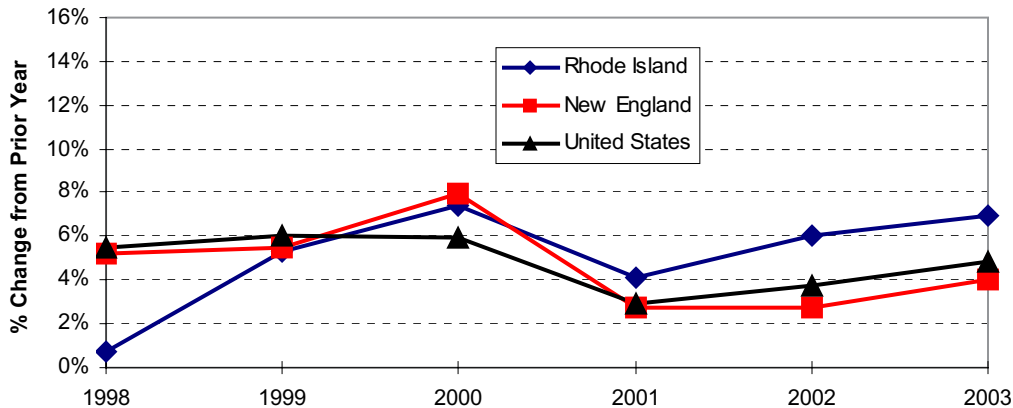
Gross State Product, 1998 – 2003
(Millions of Current Dollars)

Year	Rhode Island		New England		United States	
	GSP	Change	GSP	Change	GSP	Change
1998	29,620	2.3%	495,753	5.0%	8,679,658	6.2%
1999	31,203	5.3%	523,099	5.5%	9,201,138	6.0%
2000	33,504	7.4%	564,534	7.9%	9,749,105	6.0%
2001	34,888	4.1%	579,858	2.7%	10,031,393	2.9%
2002	36,988	6.0%	595,910	2.8%	10,407,141	3.7%
2003	39,569	7.0%	619,967	4.0%	10,911,103	4.8%

U.S. Department of Commerce. Bureau of Economic Analysis

The graph below plots the percentage change in GSP for Rhode Island, New England, and the United States over the 1998-2003 period. Rhode Island Gross State Product surpassed that of the United States in 2000 and New England in 2001. In 2002 and 2003, Rhode Island's GSP continued to rise at a faster pace than the nation and the region. The upswing in the growth of Rhode Island's GSP has been attributed in part to large gains in productivity of the state's labor force. Some of this productivity gain has been the result of the restructuring of the state's economy away from low value-added manufacturing to higher value-added services, such as those associated with the Finance, Insurance and Real Estate sector.

Percentage Change in Gross State Product 1998 - 2003



Economic Base and Performance -- Sector Detail. The economy of Rhode Island is well diversified. The table below shows the contribution to the Rhode Island real Gross State Product (GSP) of several industrial and non-industrial sectors.

Gross State Product by Industry in Rhode Island, 1998 – 2002
(Millions of Dollars)

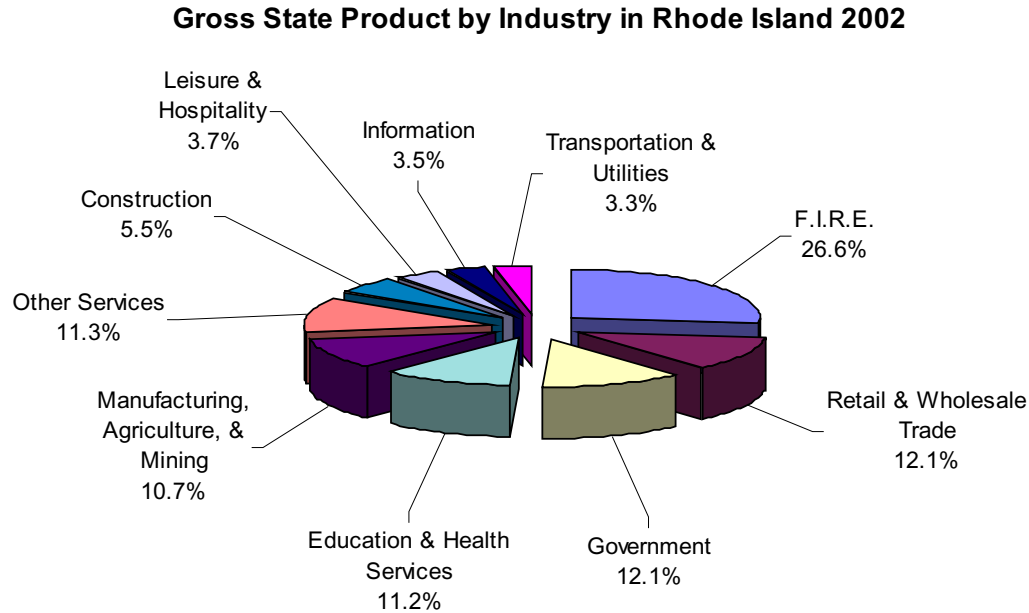
Industrial Sector	1998	1999	2000	2001	2002	Growth
Finance, Insurance, and Real Estate	7,187	7,677	8,591	9,180	9,828	36.75%
Retail and Wholesale Trade	3,352	3,605	3,865	3,967	4,484	33.77%
Government	3,644	3,823	4,143	4,280	4,470	22.67%
Education and Health Services	3,353	3,449	3,548	3,768	4,150	23.77%
Manufacturing, Agriculture, and Mining	3,982	3,899	4,093	4,023	3,956	-0.65%
Other Services	3,430	3,615	3,800	4,003	4,187	22.07%
Construction	1,503	1,761	1,808	1,935	2,047	36.19%
Leisure and Hospitality	990	1,105	1,220	1,287	1,356	36.97%
Information	1,036	1,069	1,098	1,242	1,301	25.58%
Transportation and Utilities	1,142	1,198	1,340	1,202	1,208	5.78%
Total GSP	29,619	31,201	33,506	34,887	36,987	24.88%

Bureau of Economic Analysis, U.S. Department of Commerce

As is apparent from the table, Rhode Island has experienced strong growth in all sectors except Manufacturing, Agriculture, and Mining and Transportation and Utilities. All but these two exceptions grew by over 20.0 percent from 1998 to 2002. The Finance, Insurance and Real Estate (FIRE) sector, Construction, and Leisure and Hospitality sectors grew the most markedly, all at over 36.0 percent during the 1998 – 2003 period. During this same period, the Manufacturing, Agriculture, and Mining sector has stagnated and Transportation and Utilities reached only 5.8% growth.

Gross State Product by Industry in Rhode Island

The pie chart below shows the share of total Gross State Product in 2002 attributable to each of the industry sectors noted above.



Finance, Insurance and Real Estate. This is the largest sector in the economy of Rhode Island in terms of number of dollars. FIRE's contribution to total GSP has grown from 24.3 percent of GSP in 1998 to 26.6 percent of GSP in 2002. In 2002, F.I.R.E. accounted for \$9.8 billion of total gross state product of \$37.0 billion. For the period 1998 – 2002 this sector expanded by a respectable 36.8 percent.

Retail and Wholesale Trade. Wholesale and retail trade, in 2002, was the second largest sector in Rhode Island at \$4.5 billion, or 12.1 percent of the total Gross State Product. This sector increased by 33.8 percent from the 1998 level as well as increasing in percent contribution to GSP. In 1998, Retail and Wholesale Trade comprised a slightly smaller piece of GSP at 11.3 percent of total.

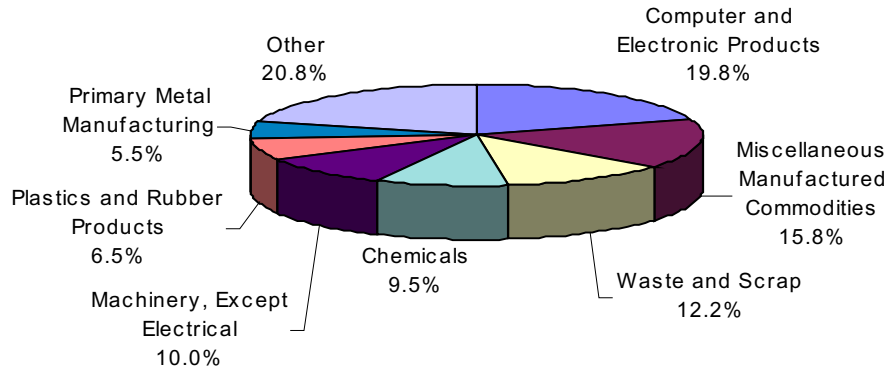
Government. At 12.1 percent of GSP in 2002, the Government sector has grown slowly and steadily since 1998. Yet, due to the gains in other sectors, particularly F.I.R.E., Government contributes less as a percentage of GSP in 2002 than it did in 1998. In 1998, the Government sector accounted for 12.3 percent of GSP. The growth rate in 1999 was 4.9 percent, in 2000 it was 8.4 percent, in 2001 it was 3.3 percent, and in 2002 it was 4.4 percent. In 2002 Government sector contributed \$4.5 billion to total gross state product.

Other Services. Other Services consists of professional and technical services, management services, administrative and waste services, as well as other non-government services. Since 1998, Other Services have remained an integral sector accounting for 11.3 percent of Rhode Island's GSP in 2002. From 1998 to 2002, Other Services have grown by 22.1 percent, indicating the continuing shift from Rhode Island's traditional role as a manufacturing based economy to that of a service based economy.

International Trade and the Rhode Island Economy

Rhode Island products are exported throughout the United States and the world. The total value of all international shipments from Rhode Island in 2002 was \$1.1 billion. This represented 3.0 percent of Rhode Island Gross State Product of \$37.0 billion. In 2004, Rhode Island's exports increased to \$1.3 billion.

Composition of Rhode Island Exports by Industry Group 2004



The most important exports, as shown in the pie chart above, were computer and electronic products (19.8 percent), miscellaneous manufactured commodities (15.8 percent), waste and scrap (12.2 percent), machinery, except electrical (10.0 percent) and chemicals (9.5 percent).

The table below provides greater detail of Rhode Island exports by industry for the 2001-2004 period.

Rhode Island Exports by Industry, 2001 – 2004
(in thousands)

	2001	2002	2003	2004
Total All Industries	\$ 1,268,612	\$ 1,121,005	\$ 1,177,475	\$1,286,324
Computer and Electronic Products	264,960	205,962	258,505	254,324
Miscellaneous Manufactured Commodities	163,733	141,823	153,774	203,171
Waste and Scrap	141,148	144,788	127,122	157,435
Chemicals	88,708	126,029	123,247	122,716
Machinery, Except Electrical	236,207	107,672	122,495	128,390
Plastics and Rubber Products	61,175	75,055	90,561	83,045
Primary Metal Manufacturing	82,420	89,841	61,791	70,252
Electrical Equipment, Appliances and Component	38,075	40,686	56,904	51,387
Fabricated Metal Products, NESOI	34,050	34,200	40,391	52,316
Textiles and Fabrics	27,495	31,929	32,108	31,162
Paper	24,950	23,090	20,130	17,243
Fish - Fresh, Chilled or Frozen & Other Marine Products	13,236	16,772	18,349	17,653
Transportation Equipment	25,791	20,624	18,073	30,687
Nonmetallic Mineral Products	21,334	13,997	11,102	10,567
Textile Mill Products	8,405	7,451	10,151	9,019
Special Classification Provisions, NESOI	9,738	9,129	6,938	7,619
Printing, Publishing and Similar Products	5,661	6,965	5,073	8,159
Food and Kindred Products	4,285	8,831	4,892	11,096
Furniture and Fixtures	3,124	3,217	4,368	7,254
Apparel and Accessories	3,062	2,819	2,214	3,005
Leather and Allied Products	2,368	2,624	2,115	2,060
Goods Returned to Canada (Exports Only); U.S. Goods	3,732	2,397	2,017	1,416
Petroleum and Coal Products	228	466	1,180	1,264
Wood Products	1,171	716	1,108	863
Minerals and Ores	271	356	1,024	1,235
Forestry Products, NESOI	607	973	670	1,035
Used or Second-Hand Merchandise	1,270	1,706	631	1,312
Agricultural Products	558	805	406	304
Livestock and Livestock Products	552	82	94	170
Prepackaged Software	0	0	36	165
Beverages and Tobacco Products	298	0	6	-

(WISER) - World Institute for Strategic Economic Research
U.S. Census Bureau, Foreign Trade Division

Retail Sales

According to the Economy.com, nominal retail sales for Rhode Island, New England, and the United States have increased each year. The table below shows the annual retail sales activity from 1985 – 2004. Note that Rhode Island's retail sales were stronger than those of New England and the United States in 2002 and 2003 although preliminary numbers reflect lower growth in 2004.

Retail Sales, 1984 – 2004 (Millions of Current Dollars, SAAR)

Year	Rhode Island		New England		United States	
	Sales	% Change	Sales	% Change	Sales	% Change
1990	6,224	6.4%	107,391	1.4%	1,947,515	5.2%
1991	6,279	0.9%	108,970	1.5%	1,978,481	1.6%
1992	6,502	3.6%	111,407	2.2%	2,047,868	3.5%
1993	6,933	6.6%	113,723	2.1%	2,192,068	7.0%
1994	7,651	10.4%	128,722	13.2%	2,380,000	8.6%
1995	7,911	3.4%	135,229	5.1%	2,504,900	5.2%
1996	8,122	2.7%	144,281	6.7%	2,648,700	5.7%
1997	8,660	6.6%	151,670	5.1%	2,781,000	5.0%
1998	9,066	4.7%	159,756	5.3%	2,917,900	4.9%
1999	9,943	9.7%	173,524	8.6%	3,162,400	8.4%
2000	11,245	13.1%	190,661	9.9%	3,372,400	6.6%
2001	10,802	-3.9%	188,613	-1.1%	3,475,900	3.1%
2002	11,548	6.9%	194,381	3.1%	3,564,400	2.5%
2003	13,391	16.0%	212,861	9.5%	3,754,800	5.3%
2004(p)	14,302	6.8%	229,174	7.7%	4,029,500	7.3%

Economy.com estimates including Food Services. Estimates based on U.S. Census Bureau Data.

(p)=preliminary

Housing

The following table shows the number of housing permits authorized on an annual basis in Rhode Island, New England, and the United States. From 1988 to 1991 the number of housing permits authorized in Rhode Island declined by 55.3 percent. In 2004, the number of housing permits authorized increased by 3.8 percent in Rhode Island, compared to an increase of 16.7 percent for New England and an increase of 5.6 percent for the United States.

Housing Permits Authorized, 1988 - 2004 (Seasonally Adjusted)

Year	Rhode Island		New England		United States	
	Total Permits	Percent Change	Total Permits	Percent Change	Total Permits	Percent Change
1988	5,717	-13.5%	82,768	-18.5%	1,453,000	-5.7%
1989	4,205	-26.4%	54,129	-34.6%	1,351,000	-7.0%
1990	3,177	-24.4%	38,148	-29.5%	1,124,000	-16.8%
1991	2,557	-19.5%	30,396	-20.3%	946,000	-15.8%
1992	2,644	3.4%	37,000	21.7%	1,099,000	16.2%
1993	2,618	-1.0%	39,765	7.5%	1,208,000	9.9%
1994	2,516	-3.9%	39,976	0.5%	1,367,000	13.2%
1995	2,287	-9.1%	37,356	-6.6%	1,337,000	-2.2%
1996	2,363	3.3%	39,984	7.0%	1,420,000	6.2%
1997	2,725	15.3%	42,308	5.8%	1,442,000	1.5%
1998	2,657	-2.5%	47,847	13.1%	1,619,000	12.3%
1999	3,237	21.8%	47,346	-1.0%	1,662,000	2.7%
2000	2,663	-17.7%	43,730	-7.6%	1,600,000	-3.7%
2001	2,412	-9.4%	42,875	-2.0%	1,639,000	2.4%
2002	2,579	6.9%	47,307	10.3%	1,750,000	6.8%
2003	2,456	-4.8%	48,503	2.5%	1,890,000	8.0%
2004	2,549	3.8%	56,583	16.7%	1,996,000	5.6%

U.S. Department of Commerce. Construction Statistics Division
Federal Reserve Bank of Boston

Perhaps the strongest sector of the state's economy has been housing. Significant declines in existing home sales in Rhode Island in 1990 and 1991 (of -13.4 percent and -5.2 percent, respectively) were followed by rapid sales growth for 1992 and 1993, when existing home sales in Rhode Island increased at yearly rates higher than the national average. The current boom in housing in Rhode Island commenced in 1996 and was sustained up to 2000. Over this period, existing home sales in Rhode Island grew at a minimum annual rate of 8.2 percent. In 1998 alone, they shot up 19.5 percent. Following this period of rapid growth, existing home sales moderated decreasing by 5.8 percent in 2000, increasing 2.6 percent in 2001 before recording another decrease of 1.5 percent in 2002. In 2002, existing home sales again resumed their upward trend growing by 2.5 percent in 2003 and 8.4 percent in 2004.

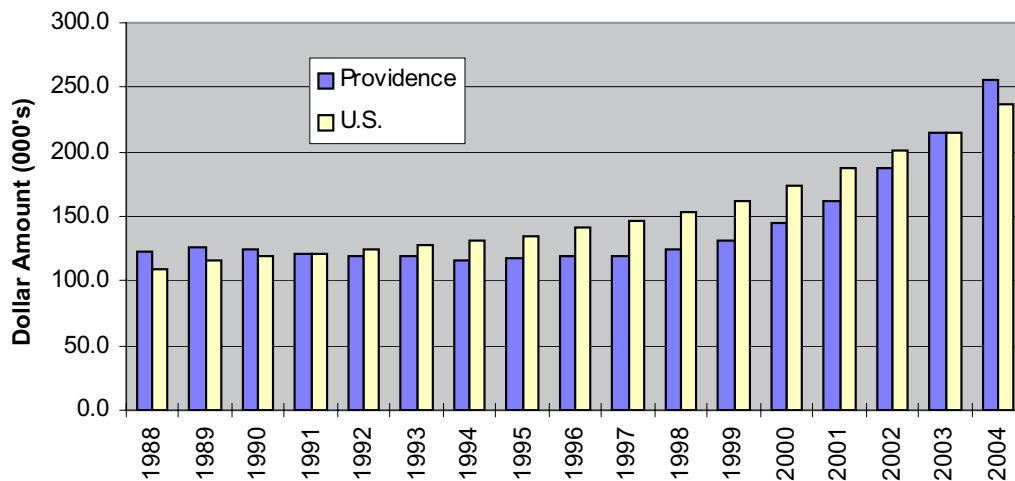
Existing Home Sales, 1988 - 2004
(In Thousands, SAAR)

Year	Rhode Island		New England		United States	
	Sales	Percent Change	Sales	Percent Change	Sales	Percent Change
1988	11.0	4.8%	178.5	2.3%	3,882.5	3.1%
1989	11.2	1.8%	163.0	-8.7%	3,672.0	-5.4%
1990	9.7	-13.4%	134.0	-17.8%	3,603.5	-1.9%
1991	9.2	-5.2%	140.5	4.9%	3,533.3	-1.9%
1992	11.9	29.3%	170.6	21.4%	3,889.5	10.1%
1993	13.0	9.2%	193.8	13.6%	4,220.3	8.5%
1994	13.1	0.8%	200.3	3.4%	4,409.8	4.5%
1995	13.5	3.1%	185.7	-7.3%	4,342.3	-1.5%
1996	14.7	8.9%	200.7	8.1%	4,705.3	8.4%
1997	15.9	8.2%	219.4	9.3%	4,908.8	4.3%
1998	19.0	19.5%	248.3	13.2%	5,585.3	13.8%
1999	20.7	8.9%	253.3	2.0%	5,922.8	6.0%
2000	19.5	-5.8%	242.0	-4.5%	5,831.8	-1.5%
2001	20.0	2.6%	239.6	-1.0%	6,026.3	3.3%
2002	19.7	-1.5%	244.5	2.0%	6,421.3	6.6%
2003	20.2	2.5%	275.6	12.7%	6,994.8	8.9%
2004	21.9	8.4%	269.9	-2.1%	7,593.8	8.6%

National Association of Realtors
Federal Reserve Bank of Boston

On a seasonally adjusted annual rate basis, existing home sales for Rhode Island, New England, and the United States appear in the table above. Note that Rhode Island's housing market has tended to move in-step with the New England housing market, at least until recently. In 2001 and 2002, Rhode Island's housing market moved inversely with that of New England. In 2003, it fell in line once more with the New England housing market but at a less robust level, inverting again in 2004.

Average Annual Home Prices, 1988 - 2004



Fannie Mae and Freddie Mac; Federal Reserve Bank of Boston

Single-family home prices for the Providence Metropolitan area (not seasonally adjusted) appear in the above chart. While Providence housing prices were 112.1 percent of the US average in 1988, by 1999 they had fallen to 80.7 percent of the U.S. average. Since 1999, the Providence Metropolitan area home prices

have climbed relative to the U.S. average, attaining parity in 2003 and rising to 107.9 percent of the U.S. average in 2004.

Military Contracts

Following a peak in the value of Department of Defense contracts awarded to Rhode Island firms in 1990 of \$554 million, defense related contracts declined 29.6 percent by 1993 to \$390 million. By 1994, the value of defense related contracts had rebounded to \$422 million, up 8.2 percent from 1993. From 1995 to 1998, contracts again declined as the country cashed in the “peace dividend” from the end of the Cold War. In 2003 contracts had risen again to \$489 million, up 34.0 percent from the previous year. The relationship of the defense industry to the Rhode Island economy is reflected in the following table, which shows the value of Department of Defense contract awards between 1990 and 2004. Since 1990, Rhode Island’s share of New England contract awards has decreased from 3.9 percent to 2.8 percent of such awards in 2003.

Department of Defense Contract Awards, 1990 – 2003
(In Millions)

Fiscal Year	R.I.	N.E.	U.S.	R.I. Percentage of New England	R.I. Percentage of U.S.
1990	554	14,271	121,254	3.9%	0.5%
1991	413	13,889	124,119	3.0%	0.3%
1992	455	11,033	112,285	4.1%	0.4%
1993	390	10,789	114,145	3.6%	0.3%
1994	422	9,329	110,316	4.5%	0.4%
1995	388	9,374	109,004	4.1%	0.4%
1996	334	9,237	109,408	3.6%	0.3%
1997	275	9,152	106,561	3.0%	0.3%
1998	217	9,284	109,386	2.3%	0.2%
1999	312	9,456	114,875	3.3%	0.3%
2000	418	8,745	123,295	4.8%	0.3%
2001	283	11,094	135,225	2.6%	0.2%
2002	365	13,029	158,737	2.8%	0.2%
2003	489	17,544	191,222	2.8%	0.3%

Department of Defense

Travel and Tourism

According to the May 2004 Rhode Island Travel and Tourism Research Report from the University of Rhode Island and the Rhode Island Economic Development Corporation, travel and tourism revenue broke the four billion-dollar mark, at \$4.6 billion in 2003. This generated 57,800 jobs (9.8 percent of the State total) and \$1.1 billion in employee compensation (4.7 percent of the State total).

In 2003 an estimated 16 million travelers visited Rhode Island for business, conventions or leisure. Of these, 10.6 million spent the day in the State. Of these 10.6 million visitors, 5.4 million stayed overnight. An additional 23 million travelers “passed through” the state en route to other destinations.

The highest daily expenditures in 2003 were by overnight convention visitors (\$226.61 per day), overnight business visitors (\$224.55 per day), and leisure visitors who stayed in hotels and motels (\$153.52).

Visitor indicators for 2003 were down, with one exception. The Newport Bridge Traffic was up 1.8 percent. Lodgings Tax revenues decreased by 2.8 percent. Visits to the Preservation Society of Newport County were down 8.5 percent, commercial air passengers arriving and departing through T.F. Green Airport were down 4.0 percent and the I-95 Welcome Center Visitors declined by 8.5 percent.

Sales revenues in the travel and tourism industry increased by 2.0 percent in 2003. The transportation sector had the largest percentage increase in 2003 with a 3.6 percent increase in sales revenues. The retail trade sector receipts increased by 1.9 percent and the services sector receipts increased by 1.0 percent. The equivalent number of firms in the tourism industry grew by 0.6 percent in 2003, while wages increased by 1.7 percent and the number of employees increased by 0.2 percent.

Human Resources

The availability of a skilled and well-educated population is an important resource for Rhode Island. The level of education reached by the population of Rhode Island compares favorably with the United States as a whole, as the following chart demonstrates. Although spending on education is not necessarily an indication of results, it is important to note that Rhode Island spends more per pupil than the national average on primary and secondary education. In fact, per pupil spending in Rhode Island has been significantly higher than the national average since 1989. The ratio of Rhode Island spending to the national average has varied from 120.6 percent in 1990–1991 to a high of 130.5 percent in 1999–2000. For the 2001–2002 academic year Rhode Island spent 27.7 percent more on public elementary and secondary education than the United States average: \$10,552 per student compared to a national average of \$8,261 per student. The following table shows expenditures per pupil for Rhode Island and the United States since the 1989-90 academic year.

Per Pupil Expenditure in Public Elementary and Secondary Schools
Academic Years 1989-90 – 2001-02
 (Based on Average Daily Attendance)

Academic Year	Rhode Island	United States	Ratio (RI./U.S.)
1989-90	\$6,368	\$4,980	127.9%
1990-91	6,343	5,258	120.6%
1991-92	6,546	5,421	120.8%
1992-93	6,938	5,584	124.2%
1993-94	7,333	5,767	127.2%
1994-95	7,715	5,989	128.8%
1995-96	7,936	6,147	129.1%
1996-97	8,307	6,393	129.9%
1997-98	8,627	6,676	129.2%
1998-99	9,049	7,013	129.0%
1999-00	9,646	7,394	130.5%
2000-01	10,116	7,904	128.0%
2001-02	10,552	8,261	127.7%

U.S. Department of Education, National Center for Education Statistics

For the 2001-02 academic year, Rhode Island per pupil expenditures was the sixth highest in the nation. The following table shows each of the fifty states and the District of Columbia ranked in terms of average expenditure per pupil.

National Ranking of Expenditure Per Pupil in Public Elementary and Secondary Schools
Academic Year 2001-02
 (Based on Average Daily Attendance)

Ranking	State	Expenditure	Ranking	State	Expenditure
1	District of Columbia	14,557	26	Hawaii	7,919
2	New York	12,343	27	Georgia	7,870
3	New Jersey	12,197	28	Montana	7,861
4	Connecticut	11,022	29	Iowa	7,714
5	Massachusetts	10,808	30	Missouri	7,699
6	Rhode Island	10,552	31	Washington	7,626
7	Alaska	10,419	32	South Carolina	7,549
8	Vermont	10,229	33	Kentucky	7,536
9	Delaware	9,959	34	California	7,439
10	Maine	9,517	35	Texas	7,302
11	Michigan	9,428	36	Colorado	7,284
12	Wyoming	9,321	37	North Dakota	7,112
13	Maryland	9,266	38	Louisiana	7,061
14	Wisconsin	9,237	39	North Carolina	6,976
15	Pennsylvania	9,196	40	South Dakota	6,890
16	Illinois	8,967	41	New Mexico	6,886
17	Ohio	8,928	42	Florida	6,679
18	Oregon	8,725	43	Arkansas	6,676
19	West Virginia	8,451	44	Oklahoma	6,672
20	Kansas	8,342	45	Arizona	6,594
21	Indiana	8,268	46	Tennessee	6,489
22	Nebraska	8,238	47	Nevada	6,477
23	New Hampshire	8,230	48	Idaho	6,391
24	Minnesota	8,050	49	Alabama	6,327
25	Virginia	7,928	50	Mississippi	5,719
			51	Utah	5,294

U.S. Department of Education, National Center for Education Statistics

According to the June 2003 report by the Rhode Island Office of Higher Education, in fall 2002, the total enrollment in Rhode Island institutions of higher education was 77,417 students, up from the 77,008 students reported in fall 2001. Enrollment decreased 0.7 percent in the public sector (-282 students) and increased in the independent sector (+691 students).

From July 1, 2003 to June 30, 2004, Rhode Island institutions of higher education conferred 16,778 degrees and certificates, an increase of 5.3 percent over the 15,937 awards of the previous year. In 2003-2004 public institutions of higher education conferred 5,567 or 33.2 percent of all awards, while independent institutions awarded 11,211 or 66.8 percent.

APPENDIX B

Proposed Forms of Legal Opinion

[THIS PAGE INTENTIONALLY LEFT BLANK]

Date of Delivery

UBS Financial Services Inc., as
Representative of the Underwriters
1285 Avenue of the Americas
New York, New York 10019

J.P. Morgan Trust Company, National Association
as Trustee
South Main Street, 8th Floor
Providence, Rhode Island 02903

Re: \$51,985,000 State of Rhode Island and Providence Plantations Lease
Participation Certificates (Training School Project - 2005 Series A)

Ladies and Gentlemen:

You have requested our opinion as to certain matters in connection with the execution of a Sublease Agreement dated as of June 1, 2005 (the "Sublease") by and between J.P. Morgan Trust Company, National Association, in its capacity as Trustee (hereinafter defined), as lessor (the "Lessor") and the State of Rhode Island and Providence Plantations, as lessee (the "Lessee"), and a Lease Agreement dated as of June 1, 2005 by and between the State of Rhode Island and Providence Plantations, as lessor, and J.P. Morgan Trust Company, National Association, in its capacity as Trustee (hereinafter defined) as lessee (the "Lease"). The Lessor has established a grantor trust (the "Trust") pursuant to a Declaration of Trust dated as of June 1, 2005 (the "Declaration of Trust") wherein the J.P. Morgan Trust Company, National Association shall act as trustee (the "Trustee") and pursuant to which the Lessor's interest in and to the Lease Payments (defined in the Sublease) and other amounts received pursuant to the Sublease has been granted to the Trust for the benefit of the owners (the "Owners") of the \$51,985,000 Lease Participation Certificates (Training School Project - 2005 Series A) (the "Certificates") issued pursuant to the Declaration of Trust.

Based on our review of the Declaration of Trust, the Sublease, the Lease, the Official Statement dated June 17, 2005, relating to the sale of the Certificates (the "Official Statement"), and certain other documents and certifications delivered in connection with the foregoing and such other matters as we have deemed relevant, we are of the opinion that, under the law in effect on the date hereof:

1. The Sublease and the Lease have each been duly authorized, executed and delivered by the Lessee and are legal, valid, binding obligations of the Lessee, enforceable in accordance with their terms.
2. The Declaration of Trust has been duly authorized, executed and delivered by the Lessor and the obligations of the Trustee thereunder have been accepted by the Trustee and constitute, legal, valid, binding and enforceable obligations of the Trustee in accordance with the terms of the Declaration of Trust.

3. The Certificates have been duly authorized, executed, issued and delivered by the Trustee pursuant to the Declaration of Trust and are legal, valid, binding and enforceable in accordance with their terms.

4. The portion of payments made by the Lessee under the Sublease (the "Lease Payments") designated as interest and distributable to the Certificate Owners to the extent such payments are appropriated by the State and received by the Certificate Owners (the "Interest") is excludable from gross income of such Owners for federal income tax purposes under Section 103(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and such portion of the Lease Payments designated as Interest on the Certificates will not be treated as an item of tax preference for purposes of computing the federal alternative minimum tax. The portion of the Lease Payments designated as Interest on the Certificates will, however, be taken into account in computing an adjustment made in determining a corporate Certificate Owner's minimum tax based on such Certificate Owner's adjusted current earnings. We are also of the opinion that the portion of Lease Payments distributable as Interest on the Certificates is excludable from State of Rhode Island personal income taxation to the extent such interest is excludable from gross income for federal income tax purposes.

We call to your attention certain requirements of the Code regarding the use, expenditure and investment of proceeds of the Certificates and the payment of rebates to the United States, which must be continuously satisfied subsequent to the issuance of the Certificates in order for the portion of the Lease Payments designated as Interest on the Certificates to remain excludable from gross income for federal income tax purposes. Failure to comply with these requirements may cause that portion of the Lease Payments designated as Interest on the Certificates to become includable in the gross income of the Owners thereof for federal income tax purposes retroactive to the date of issuance of the Certificates. Our opinion is subject to the condition that the State comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Certificates in order that the portion of the Lease Payments designated as Interest on the Certificates be or continue to be excluded from gross income for federal income tax purposes. We express no opinion regarding other federal tax consequences arising with respect to the Certificates.

We express no opinion as to the exclusion from gross income for federal income tax purposes of the portion of the Lease Payments distributable to the Certificate Owners as Interest on the Certificates in the event of non-appropriation by the State of the Lease Payments. In addition, we express no opinion as to the effect that termination of the Sublease may have upon the treatment for federal or state income tax purposes of amounts received by Certificate Owners.

The opinions as to enforceability of the Sublease, the Lease, the Declaration of Trust and the Certificates contained in paragraphs one, two and three above are qualified in that the enforceability thereof is subject to applicable bankruptcy, insolvency, reorganization, moratorium and other similar laws in effect from time to time which affect the rights of creditors and further in that the enforceability thereof may be limited by the application of general principles of equity.

With respect to the due authorization, execution and delivery by, and enforceability against the Lessor and the Trustee of the Lease and the Declaration of Trust, we have relied on the opinion of even date of counsel to the Lessor and the Trustee. With respect to the due authorization, execution and delivery by, and enforceability against, the Lessee of the Sublease and the Lease, we have relied on the opinion of even date herewith of the Attorney General of the State of Rhode Island.

Very truly yours,

Holland & Knight LLP

Date of Delivery

UBS Financial Services Inc., as
Representative of the Underwriters
1285 Avenue of the Americas
New York, New York 10019

J.P. Morgan Trust Company, National Association
as Trustee
South Main Street, 8th Floor
Providence, Rhode Island 02903

Re: \$21,565,000 State of Rhode Island and Providence Plantations Lease
 Participation Certificates (Traffic Tribunal Project - 2005 Series B)

Ladies and Gentlemen:

You have requested our opinion as to certain matters in connection with the execution of a Sublease Agreement dated as of June 1, 2005 (the "Sublease") by and between J.P. Morgan Trust Company, National Association, in its capacity as Trustee (hereinafter defined), as lessor (the "Lessor") and the State of Rhode Island and Providence Plantations, as lessee (the "Lessee"), and a Lease Agreement dated as of June 1, 2005 by and between the State of Rhode Island and Providence Plantations, as lessor, and J.P. Morgan Trust Company, National Association, in its capacity as Trustee (hereinafter defined) as lessee (the "Lease"). The Lessor has established a grantor trust (the "Trust") pursuant to a Declaration of Trust dated as of June 1, 2005 (the "Declaration of Trust") wherein the J.P. Morgan Trust Company, National Association shall act as trustee (the "Trustee") and pursuant to which the Lessor's interest in and to the Lease Payments (defined in the Sublease) and other amounts received pursuant to the Sublease has been granted to the Trust for the benefit of the owners (the "Owners") of the \$21,565,000 Lease Participation Certificates (Traffic Tribunal Project - 2005 Series B) (the "Certificates") issued pursuant to the Declaration of Trust.

Based on our review of the Declaration of Trust, the Sublease, the Lease, the Official Statement dated June 17, 2005, relating to the sale of the Certificates (the "Official Statement"), and certain other documents and certifications delivered in connection with the foregoing and such other matters as we have deemed relevant, we are of the opinion that, under the law in effect on the date hereof:

1. The Sublease and the Lease have each been duly authorized, executed and delivered by the Lessee and are legal, valid, binding obligations of the Lessee, enforceable in accordance with their terms.
2. The Declaration of Trust has been duly authorized, executed and delivered by the Lessor and the obligations of the Trustee thereunder have been accepted by the Trustee and constitute, legal, valid, binding and enforceable obligations of the Trustee in accordance with the terms of the Declaration of Trust.

3. The Certificates have been duly authorized, executed, issued and delivered by the Trustee pursuant to the Declaration of Trust and are legal, valid, binding and enforceable in accordance with their terms.

4. The portion of payments made by the Lessee under the Sublease (the "Lease Payments") designated as interest and distributable to the Certificate Owners to the extent such payments are appropriated by the State and received by the Certificate Owners (the "Interest") is excludable from gross income of such Owners for federal income tax purposes under Section 103(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and such portion of the Lease Payments designated as Interest on the Certificates will not be treated as an item of tax preference for purposes of computing the federal alternative minimum tax. The portion of the Lease Payments designated as Interest on the Certificates will, however, be taken into account in computing an adjustment made in determining a corporate Certificate Owner's minimum tax based on such Certificate Owner's adjusted current earnings. We are also of the opinion that the portion of Lease Payments distributable as Interest on the Certificates is excludable from State of Rhode Island personal income taxation to the extent such interest is excludable from gross income for federal income tax purposes.

We call to your attention certain requirements of the Code regarding the use, expenditure and investment of proceeds of the Certificates and the payment of rebates to the United States, which must be continuously satisfied subsequent to the issuance of the Certificates in order for the portion of the Lease Payments designated as Interest on the Certificates to remain excludable from gross income for federal income tax purposes. Failure to comply with these requirements may cause that portion of the Lease Payments designated as Interest on the Certificates to become includable in the gross income of the Owners thereof for federal income tax purposes retroactive to the date of issuance of the Certificates. Our opinion is subject to the condition that the State comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Certificates in order that the portion of the Lease Payments designated as Interest on the Certificates be or continue to be excluded from gross income for federal income tax purposes. We express no opinion regarding other federal tax consequences arising with respect to the Certificates.

We express no opinion as to the exclusion from gross income for federal income tax purposes of the portion of the Lease Payments distributable to the Certificate Owners as Interest on the Certificates in the event of non-appropriation by the State of the Lease Payments. In addition, we express no opinion as to the effect that termination of the Sublease may have upon the treatment for federal or state income tax purposes of amounts received by Certificate Owners.

The opinions as to enforceability of the Sublease, the Lease, the Declaration of Trust and the Certificates contained in paragraphs one, two and three above are qualified in that the enforceability thereof is subject to applicable bankruptcy, insolvency, reorganization, moratorium and other similar laws in effect from time to time which affect the rights of creditors and further in that the enforceability thereof may be limited by the application of general principles of equity.

With respect to the due authorization, execution and delivery by, and enforceability against the Lessor and the Trustee of the Lease and the Declaration of Trust, we have relied on the opinion of even date of counsel to the Lessor and the Trustee. With respect to the due authorization, execution and delivery by, and enforceability against, the Lessee of the Sublease and the Lease, we have relied on the opinion of even date herewith of the Attorney General of the State of Rhode Island.

Very truly yours,

Holland & Knight LLP

APPENDIX C

Specimen Municipal Bond Insurance Policy

[THIS PAGE INTENTIONALLY LEFT BLANK]

FINANCIAL GUARANTY INSURANCE POLICY

MBIA Insurance Corporation Armonk, New York 10504

Policy No. [NUMBER]

MBIA Insurance Corporation (the "Insurer"), in consideration of the payment of the premium and subject to the terms of this policy, hereby unconditionally and irrevocably guarantees to any owner, as hereinafter defined, of the following described obligations, the full and complete payment required to be made by or on behalf of the Issuer to [PAYING AGENT/TRUSTEE] or its successor (the "Paying Agent") of an amount equal to (i) the principal of (either at the stated maturity or by any advancement of maturity pursuant to a mandatory sinking fund payment) and interest on, the Obligations (as that term is defined below) as such payments shall become due but shall not be so paid (except that in the event of any acceleration of the due date of such principal by reason of mandatory or optional redemption or acceleration resulting from default or otherwise, other than any advancement of maturity pursuant to a mandatory sinking fund payment, the payments guaranteed hereby shall be made in such amounts and at such times as such payments of principal would have been due had there not been any such acceleration, unless the Insurer elects in its sole discretion, to pay in whole or in part any principal due by reason of such acceleration); and (ii) the reimbursement of any such payment which is subsequently recovered from any owner pursuant to a final judgment by a court of competent jurisdiction that such payment constitutes an avoidable preference to such owner within the meaning of any applicable bankruptcy law. The amounts referred to in clauses (i) and (ii) of the preceding sentence shall be referred to herein collectively as the "Insured Amounts." "Obligations" shall mean:

[PAR]
[LEGAL NAME OF ISSUE]

Upon receipt of telephonic or telegraphic notice, such notice subsequently confirmed in writing by registered or certified mail, or upon receipt of written notice by registered or certified mail, by the Insurer from the Paying Agent or any owner of an Obligation the payment of an Insured Amount for which is then due, that such required payment has not been made, the Insurer on the due date of such payment or within one business day after receipt of notice of such nonpayment, whichever is later, will make a deposit of funds, in an account with U.S. Bank Trust National Association, in New York, New York, or its successor, sufficient for the payment of any such Insured Amounts which are then due. Upon presentment and surrender of such Obligations or presentment of such other proof of ownership of the Obligations, together with any appropriate instruments of assignment to evidence the assignment of the Insured Amounts due on the Obligations as are paid by the Insurer, and appropriate instruments to effect the appointment of the Insurer as agent for such owners of the Obligations in any legal proceeding related to payment of Insured Amounts on the Obligations, such instruments being in a form satisfactory to U.S. Bank Trust National Association, U.S. Bank Trust National Association shall disburse to such owners, or the Paying Agent payment of the Insured Amounts due on such Obligations, less any amount held by the Paying Agent for the payment of such Insured Amounts and legally available therefor. This policy does not insure against loss of any prepayment premium which may at any time be payable with respect to any Obligation.

As used herein, the term "owner" shall mean the registered owner of any Obligation as indicated in the books maintained by the Paying Agent, the Issuer, or any designee of the Issuer for such purpose. The term owner shall not include the Issuer or any party whose agreement with the Issuer constitutes the underlying security for the Obligations.

Any service of process on the Insurer may be made to the Insurer at its offices located at 113 King Street, Armonk, New York 10504 and such service of process shall be valid and binding.

This policy is non-cancellable for any reason. The premium on this policy is not refundable for any reason including the payment prior to maturity of the Obligations.

IN WITNESS WHEREOF, the Insurer has caused this policy to be executed in facsimile on its behalf by its duly authorized officers, this [DAY] day of [MONTH, YEAR].

MBIA Insurance Corporation

President

Attest:

Assistant Secretary

SPECIMEN

[THIS PAGE INTENTIONALLY LEFT BLANK]

[THIS PAGE INTENTIONALLY LEFT BLANK]

[THIS PAGE INTENTIONALLY LEFT BLANK]

