OFFICE OF THRIFT SUPERVISION
FINANCIAL STATEMENTS
FOR THE YEARS ENDED
DECEMBER 31, 1991 AND 1990
TOGETHER WITH AUDITOR'S REPORT

1		
f		

### Cox & Associates CPAs, P.C.

Certified Public Accountants and Management Consultants

6525 Belcrest Road, Suite 218 Hyattsville, Md. 20782 (301) 779-8855 (301) 779-9040 FAX

1730 "K" Street N.W. Suite 304 Washington, D.C. 20008 (202) 296-0947

June 26, 1992

The Honorable Timothy Ryan, Director Office of Thrift Supervision 1700 G Street, N.W. Washington, D.C. 20552

Dear Mr. Ryan:

We are pleased to transmit our Audit Report resulting from our contract to examine the financial statements of the Office of Thrift Supervision (OTS) for the years ended December 31, 1991, and 1990. In addition, our audit of the 1991 financial statements was performed in accordance with the Chief Financial Officers Act (CFOs Act) of 1990 and the related Office of Management and Budget Bulletins 91-14 and 91-15. We are particularly pleased to have had this opportunity to support OTS management objectives and assist in meeting the mandate of the CFOs Act.

Accordingly, our Audit Report includes an Auditor's Report on Internal Control and an Auditor's Report on Compliance as required by the CFOs Act. Additionally, we reviewed the financial, organizational, and operational data as contained in the OTS-wide CFOs Act Report.

We would like to thank Mr. James Deemer and his staff for the cooperation they extended to us while continuing to meet the demands of their daily operations. Also, we would like to thank Mrs. Frances Sullivan, and Mr. Columbus Jude, for assistance in coordinating efforts to ensure small business participation in the OTS procurement program.

If after reviewing our report you, or other members of the OTS staff, have any questions, please feel free to let us know so that we can respond promptly.

Sincerely yours,

DeLacy Cox, CPA/MBA President/CEO

cc: James Deemer Frances Sullivan Columbus Jude

# OFFICE OF THRIFT SUPERVISION FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 1991 AND 1990 TOGETHER WITH AUDITOR'S REPORT

#### TABLE OF CONTENTS

	<u>Page</u>
Auditor's Report	1
Financial Statements for the Year Ends Ended December 31, 1991, and 1990	
Statements of Financial Position	3 4
Statements of Cash Flows	
Auditor's Report on Internal Control	15
Auditor's Report on Compliance	17

### Cox & Associates CPAs, P.C.

Certified Public Accountants and Management Consultants

6525 Belcrest Road, Suite 218 Hyattsville, Md. 20782 (301) 779-8855 (301) 779-9040 FAX 1730 "K" Street N.W. Suite 304 Washington, D.C. 20008 (202) 296-0947

TO: The Honorable Timothy Ryan, Director Office of Thrift Supervision

We have audited the accompanying statements of financial position of the Office of Thrift Supervision (OTS) as of December 31, 1991, and 1990, and the related statements of operations and retained earnings, and cash flows for the years then ended. These financial statements are the responsibility of OTS's management. Our responsibility is to express an opinion on these financial statements based upon our audit.

We conducted our audit in accordance with generally accepted auditing standards, <u>Government Auditing Standards</u>, issued by the Comptroller General of the United States, and Office of Management and Budget Bulletin 91-14, "Audit Requirements for Federal Financial Statements." Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements, including the notes to 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, including the notes thereto. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

Accounting principles are currently being studied by the Federal Accounting Standards Advisory Board. Generally accepted accounting principles for Federal entities are to be promulgated by the Comptroller General and the Director of the Office of Management and Budget, based on advice from the Board. In the interim, Federal agencies are to follow the applicable accounting standards contained in agency accounting policy, procedures manuals, and/or related guidance. The summary of significant accounting policies included in the notes to financial statements describes the accounting standards prescribed by OTS and used to prepare the financial statements. There were no material differences between these accounting standards and Title 2 of GAO Policy and Procedures Manual for Guidance of Federal Agencies.

The Honorable Timothy Ryan June 26, 1992 page 2,

In our opinion, the financial statements referred to above, present fairly, in all material respects, the financial position of OTS as of December 31, 1991, and 1990, the results of its operations, and cash flows for the years then ended, in conformity with generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the financial statements described above. We have reviewed the financial information presented in Section I of OTS's Chief Financial Officers Act Report. The information presented in this section is for the purposes of additional analysis. Such information has not been audited by us and, accordingly, we do not express our opinion on this information. This information is addressed, however, in our auditor's report on compliance in accordance with Section 6.a.(3), (4) and (5) of OMB Bulletin No. 91-14.

Hyattsville, Maryland June 26, 1992

# OFFICE OF THRIFT SUPERVISION STATEMENTS OF FINANCIAL POSITION DECEMBER 31 (in thousands)

ASSETS Cash and Cash Equivalents (Note 3) Accounts Receivable (Note 2) Land, Building, & Equipment (Note 4) Other Assets Total Assets	1991 \$106,834 1,962 51,199 5 \$160,000	1990 \$118,587 3,882 53,134 10 \$175,613
LIABILITIES		
Accounts Payable and Accrued Liabilities Employees' Accrued Annual Leave Due to Federal Housing Finance Board (Note Deferred Rent Credit (Note 9) Total Liabilities	11,948 8,684 5) 2,076 22,708	18,989 7,651 8,920 1,068 36,628
COMMITMENTS AND CONTINGENCIES (Note 2)		
CAPITAL		
Assumed Capital (Note 1) Retained Earnings	41,037 96,255	41,037 97,948
Total Capital	137,292	138,985
Total Liabilities and Capital	\$160,000	\$175,613

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

## OFFICE OF THRIFT SUPERVISION STATEMENTS OF OPERATIONS AND RETAINED EARNINGS FOR THE YEARS ENDED DECEMBER 31 (in thousands)

INCOME Assessments:	1991	1990
Industry Federal Home Loan Banks	\$207,181	\$262,566 3,216
Federal Home Loan Banks' In-Kind Service		
(Note 6) Application Fees	9,454	54,470 2,229
Interest	7,497	6,360
Other	4,274	2,944
Total Income	\$228,406	\$331,785
EXPENSES		
Personnel Compensation	\$131,575	\$114,993
Personnel Benefits (Note 8)	40,908	36,624
Travel and Transportation	18,108	16,247
Rent, Communication, and Utilities (Note 9)	15,260	9,368
Printing and Reproduction	846	1,164
Data Processing	5,892	5,864
Training	1,240	1,000
Professional Services	3,477	8,485
Building Expenditures	5,121	6,897
Non-Capitalized Expenditures Federal Home Loan Banks' In-Kind Service	1,774	1,526
(Note 6)		54,470
Depreciation (Note 2)	2,727	2,759
Supplies and Materials	2,012	2,264
Other Services	1,159	5,390
Total Expenses	230,099	267,051
NET INCOME (LOSS)	( 1,693)	64,734
Retained Earnings At Beginning of Year	97,948	34,183
Prior Period Adjustments (Note 10)		(969)
Retained Earnings At Beginning of Year, as Restated	97,948	33,214
Retained earnings At End of Year		
Recarned earnings at the or rear	\$ 96,255	\$ 97,948

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

### OFFICE OF THRIFT SUPERVISION STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31 (in thousands)

OPERATING ACTIVITIES	1991	1990
Net Income (Loss) Adjustments to Reconcile Net Income to Net Cash Provided By Operating Activities:	(\$ 1,693)	\$ 64,734
Depreciation Changes In Operating Assets and Liabilities: (Increase) Decrease In Accounts	2,727	2,759
Receivable	1,920	( 1,032)
(Increase) Decrease In Other Assets	5	( 10)
Increase In Accrued Annual Leave Increase (Decrease) In Accounts Payable	1,033	5,615
and Accrued Liabilities Increase In Deferred Rent Decrease In Due To FHFB	( 7,041) 1,008 ( 8,920)	14,412 1,664
Net Cash Provided By Operating Activities	( 10,961)	88,142
INVESTING ACTIVITIES		
Acquisition of Capital Assets	(792)	(9,740)
Net Increase (Decrease) In Cash and Cash Equivalents	( 11,753)	78,402
Cash and Cash Equivalents, At Beginning Of Year	118,587	40,185
Cash and Cash Equivalents, At End Of Year	\$106,834	\$118,587

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

#### NOTE (1) HISTORY AND ORGANIZATION

The Office of Thrift Supervision (OTS) was created when the Financial Institutions Reform, Recovery, and Enforcement Act of 1989 (FIRREA) abolished the Federal Home Loan Bank Board and transferred all examination and supervisory activities to OTS under the Department of Treasury. OTS's primary functions are to: (1) charter federal savings and loan associations; (2) adopt regulations governing the operation of the thrift industry; (3) conduct examinations of federal and state chartered savings institutions and their holding companies; and (4) supervise compliance with federal laws and regulations and OTS directives (i.e., take measures as needed to enforce such compliance and rehabilitate troubled institutions).

FIRREA provided that OTS make assessments to recapture its operating costs. Assessments are based on OTS's budget and are collected from two sources: Federal Home Loan Banks (FHLBanks) and savings and loans. FHLBanks were assessed for OTS's operating expenses only for the period October 8, 1989, through March 31, 1990; thereafter, assessments will be collected solely from savings and loans.

Also, assumed capital in the financial statements is the net assets assumed from the Federal Home Loan Bank Board by OTS at inception, October 8, 1989, in accordance with FIRREA.

#### NOTE (2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General -- OTS is operated substantially as a commercial enterprise and records its calendar year transactions on an accrual basis in accordance with Generally Accepted Accounting Principles (GAAP). It receives no appropriated monies from the federal government. Its financial activities are recorded on an agency-wide basis versus on a program or fund basis. Thus, certain accounting standards outlined in Title 2 of the General Accounting Office's (GAO) Policy and Procedures Manual for Guidance for Federal Agencies relating to appropriations, entitlements, fund accounting, fund control, grants and cooperative agreements, and rate regulated accounting are not applicable to OTS.

#### NOTE (2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Depreciation and Amortization -- Fixed assets in excess of \$5,000 are capitalized. Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Building 50 years Furniture, fixtures, and equipment 5 years

Leasehold improvements are amortized on a straight-line basis over the life of the related leases.

Allowance for Loss on Receivables -- Since substantially all accounts receivable that were recorded at December 31, 1991, and 1990 were subsequently collected, management feels that no allowance for loss on receivables is necessary.

Contingencies -- There are numerous legal actions pending in the U.S. Claims Court where the claims are based on actions taken by OTS but the United States is named as the only defendant. The Department of Justice will defend these cases, and in the event that a judgment is issued against the United States, payment will be made by the U.S. Government, and not by OTS, once the judgment is final and payment is certified for disbursement by the U.S. General Accounting Office (GAO).

There are other cases in which OTS is a named defendant; however, by statute, OTS generally may not be sued for money damages. In all cases pending, OTS has substantial defenses, and in the view of management, it is more likely than not that OTS will prevail. Therefore, no loss accrual has been made for these cases. If needed, accrual and payment would occur once the judgment is final.

Bonus -- Employees are eligible for performance bonuses based on their annual performance in the preceding year. These bonuses are subject to the approval of the Director of OTS which normally occurs within the first quarter of the following year. Therefore, it is the policy of OTS not to record a liability for these amounts until such approval is granted. No bonus was recorded in 1990 and \$2,186,779 was recorded in 1991.

#### NOTE (2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Income Taxes -- As an agency of the Department of Treasury of
the United States Government, OTS is exempt from all federal
and state taxes based on income.

#### NOTE (3) CASH AND CASH EQUIVALENTS

OTS invests its cash in overnight Treasury Securities. They are stated at cost (in thousands):

	<u>1991</u>	1990
Cash Cash Equivalents	\$ 2,034 104,800	\$ 1,587 117,000
Total Cash and Cash Equivalents	\$106,834	\$118,587

#### NOTE (4) LAND, BUILDING, AND EQUIPMENT

The land and building owned by the Federal Home Loan Bank Board was distributed to OTS. OTS also assumed all furniture, fixtures, and equipment associated with personnel transferred to OTS. These assets were carried over at their existing value as recorded in the Federal Home Loan Bank Board's accounting records.

Other fixed assets acquired subsequent to that date are recorded at cost when acquired.

OTS's land, building, and equipment consist of the following at December 31 (in thousands):

	1991	1990
Land	\$ 7,101	\$ 7,101
Office Building	49,596	49,456
Furniture, Fixtures, and Equipment	19,819	19,167
Accumulated Depreciation:		
Office Building	(12,863)	(11,726)
Furniture, Fixtures,		
and Equipment	(12,454)	(10,864)
Property, Buildings,		
and Equipment, net	\$51,199	\$53,134

#### NOTE (5) DUE TO FEDERAL HOME LOAN BANK BOARD

In dissolving the Federal Home Loan Bank Board (FHLBB) affairs, Sections 401 and 725 of FIRREA identified how the funds and other property of the FHLBB were to be used and distributed. As a result of these provisions, OTS and Federal Housing Finance Board (FHFB) officials agreed that OTS owed an additional \$8,920,000 to the FHFB. This amount was recorded as a liability in 1989 and paid in 1991.

#### NOTE (6) FEDERAL HOME LOAN BANKS' IN-KIND SERVICES

The Federal Home Loan Banks (FHLBanks) were responsible for absorbing certain costs, principally compensation, relating to supervision activities occurring at the FHLBanks through March 31, 1990. These costs are included in OTS's financial statements as an "in-kind service." Thus, they are reflected in the Statement of Operations as income and expenses. The effect from these transactions on net income is zero.

The expenses related to the in-kind services at December 31, 1990, consist of (in thousands):

Salaries and Employee Benefits	\$ 33,953
Rent	3,634
Administrative Operating Expenses	16,883
	\$ 54,470

#### NOTE (7) RENTAL INCOME

OTS leases a portion of its building space to retailers under noncancellable operating leases expiring at various dates through 2009. The leases provide for annual base rent, some of which are subject to annual increases based upon changes in the Consumer Price Index and/or a percentage of sales in excess of a specified amount.

#### NOTE (7) RENTAL INCOME (cont'd)

The future minimum rentals to be received under noncancellable operating leases are as follows (in thousands):

Year	ending December	31:		
	1992		\$	456
	1993			427
	1994			361
	1995			291
	1996			239
	Thereafter		_2,	471
			\$4,	245

#### NOTE (8) RETIREMENT PLAN

OTS has three retirement systems. Two are administered by the federal government's Office of Personnel Management, and one is a private plan administered by the Financial Institutions Retirement Fund (FIRF).

The Civil Service Retirement System (CSRS) is currently twotiered. For employees hired prior to January 1, 1984, OTS withholds approximately 7 percent of their gross earnings. This contribution is then matched by OTS and the sum is transferred to the Civil Service Retirement Fund, from which this employee group will receive retirement benefits.

For employees hired on or after January 1, 1984, with more than five years of service (not necessarily continuous), OTS withholds, in addition to Social Security withholdings, .80 percent of their gross earnings, but matches such withholdings with a 7 percent contribution. At the point such earnings exceed the FICA maximum wages of \$53,400 for 1991, employees covered under this tier of CSRS are required to have 7 percent of their earnings withheld while the agency expense remains a 7 percent contribution. This second employee group will receive retirement benefits from the CSRS along with the Social Security System, to which they concurrently contribute.

#### NOTE (8) RETIREMENT PLAN (cont'd)

Beginning in January 1987, all employees hired since January 1, 1984, either as new employees or as having less then 5 years of accumulated service (with a break in service over one year) are included in the new Federal Employee Retirement System (FERS). For such employees, OTS withholds .80 percent of their gross earnings and matches those withholdings with a 12.9 percent contribution. This group of employees will receive benefits from the FERS as well as the Social Security System to which they concurrently contribute.

Pursuant to FIRREA, the Office of Regulatory Activities and the 12 examination districts became part of OTS and OTS assumed the costs of their retirement system, which is part of the Financial Institutions Retirement Fund (FIRF). Under this private retirement system, OTS contributes a percentage of total FIRF salary. This percentage varies from year to year and was approximately 10 percent during 1991. Employees do not contribute to FIRF but do contribute to Social Security. The percentage changes based on the number of active FIRF OTS employees, the number of people that have retired, and the benefits paid out.

The retirement expenses incurred for all plans during 1991 and 1990 was \$12,396,445 and \$10,356,208, respectively, which are included in personnel benefits on the accompanying Statement of Operations and Retained Earnings.

Although OTS funds either all (FIRF) or a portion (CSRS and FERS) of pension benefits under the above retirement systems relating to its employees and makes the necessary payroll withholdings from them, OTS does not account for the assets of either retirement plan nor does it have actuarial data with respect to accumulated plan benefits or the unfunded pension liability relative to its employees. These amounts are reported by the Office of Personnel Management for both government retirement systems and are not allocated to the individual employers. Except for 38 retired employees who had health insurance through OTS's own health plan, the

#### NOTE (8) RETIREMENT PLAN (cont'd)

Office of Personnel Management accounts for all health and life insurance programs for retired federal employees.

#### NOTE (9) LEASE COMMITMENTS

OTS conducts a majority of its regional operations in leased facilities under noncancellable operating leases expiring at various dates through 2005. Many of the leases contain a provision to renew at the end of the initial term for an additional one to ten years. The rental payments are based on a minimum rental plus a proportional share of building operating expenses and taxes.

A portion of one of the leased spaces was sublet under a noncancellable operating lease expiring in 1996. In 1990, in consideration for a \$1,100,000 lump sum payment, the original lease was assigned back to the original lessor and the sublease agreements were assumed by the original lessor.

Some of the operating leases provide for rental escalations and/or stated annual rental increases in the amount of base rent over the lives of the leases. The accompanying statement of operations reflects rent expense on a straightline basis over the lives of the leases. pursuant to one of the lease agreements, the lessor agreed to provide an allowance to OTS for a portion of the build-out costs up to \$1,904,850. Of this amount, \$658,000 was not used and the cash was received by OTS in 1990. This amount is being amortized on a straight-line basis over the life of the related lease. Deferred credits of \$658,000 and \$588,544 which are included in the statements of financial position the years ended December 31, 1990, and 1991, respectively, represent amounts to be amortized in the future.

#### NOTE (9) LEASE COMMITMENTS (cont'd)

The minimum rental commitments, excluding sublease income, under noncancellable operating leases are as follows (in thousands):

Year	ending	December	31:
	-	000	

1992	\$ 8,800
1993	8,498
1994	7,425
1995	6,812
1996	2,817
Thereafter	18,492
	\$52,844

#### NOTE (10) PRIOR PERIOD ADJUSTMENT

Beginning retained earnings for 1990 have been restated to reflect the correction of an overstatement of the 1989 FHLB assessment receivable of \$1,564,000, and to record the net effect of deferred rental income and expense in the amount of \$595,000 as a result of rent abatements. The effect of the restatement was to decrease beginning retained earnings for 1990 by \$969,000.

#### NOTE (11) RECONCILIATION TO BUDGET REPORT

The Statement of Reconciliation to Budget Report described in Office of Management and Budget (OMB) Bulletin 91-15 is designed to reconcile accrual based net results to cash outlays reported to the U.S. Treasury and the Office of Management and Budget for fiscal years ending September 30.

This statement is not applicable to the Office of Thrift Supervision for two reasons. First, the annual statements are prepared on a calendar year basis; whereas, outlays are reported on a fiscal year basis ending September 30. Second, OTS does not report on Budget Execution.

#### NOTE (12) COMBINING STATEMENTS

The Combining Statement described in OMB Bulletin 91-15 is designed to present the information found in the financial statements by major program activities or funds. A combining statement is not applicable and is not presented because the financial activities of OTS are not allocated by programs or funds but rather on an agency-wide basis.

#### NOTE (13) POSTRETIREMENT BENEFITS

The Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 106 "Employers' Accounting for Postretirement Benefits Other Than Pensions" in December 1990. This Statement will significantly change the Organization's practice of accounting for non-pension postretirement benefits from a pay-as-you-go (cash) basis to an accrual basis. OTS does not intend to adopt this Statement until the required implementation date of 1993. Management has not yet quantified the effect of implementing this statement.

ĺ						
1						
ſ						
1						
1						
I						
L						
1						
ł						
1						
1						

The Honorable Timothy Ryan June 26, 1992 page 2,

For the purpose of this report, we have classified the significant internal control structure policies and procedures in the following categories:

- Assessments
- Treasury (Cash Management)
- Expenses
  - Payroll and Benefits
  - Travel
  - Procurement
- Financial Reporting

Our consideration of the internal control structure would not necessarily disclose all matters in the internal control structure that might be material weaknesses under standards established by the American Institute of Certified Public Accountants and OMB Bulletin 91-14. A material weakness is a reportable condition in which the design or operation of one or more of the specific internal control structure elements does not reduce to a relatively low level the risk that errors or irregularities in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. We noted no matters involving the internal control structure and its operation that we consider to be material weaknesses as defined above. Therefore, we believe there is reasonable assurance that the internal control objectives were achieved.

However, we noted certain matters involving the internal control structure and its operation that we have reported to the management of OTS in a separate letter dated June 26, 1992.

Cop & Associates CPAs, P.C.

Hyattsville, Maryland June 26, 1992

6					
)					
1					
{					
res.					
}					

### Cox & Associates CPAs, P.C.

Certified Public Accountants and Management Consultants

6525 Belcrest Road, Suite 218 Hyattsville, Md. 20782 (301) 779-8855 (301) 779-9040 FAX 1730 "K" Street N.W. Suite 304 Washington, D.C. 20008 (202) 296-0947

TO: The Honorable Timothy Ryan, Director Office of Thrift Supervision

We have audited the financial statements of the Office of Thrift Supervision (OTS) for the year ended December 31, 1991, and have issued our report thereon dated June 26, 1992.

We conducted our audit in accordance with generally accepted auditing standards, <u>Government Auditing Standards</u>, issued by the Comptroller General of the United States, and the Office of Management and Budget (OMB) Bulletin 91-14, "Audit Requirements for Federal Financial Statements." Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements.

Compliance with laws and regulations applicable to OTS is the responsibility of OTS's management. As part of obtaining reasonable assurance about whether the financial statements are free of material misstatement, we tested compliance with selected portions of laws and regulations that may directly affect the financial statements and certain other laws and regulations designated by OMB and OTS. The laws and regulations subject to testing were as follows:

- Chief Financial Officers Act of 1990,
- Home Owners Loan Act,
- Financial Institutions Reform and Recovery Enforcement Act of 1989,
- Budget and Accounting Procedures Act of 1950,
- Antideficiency Act,
- Federal Managers' Financial Integrity Act of 1982,
- Single Audit Act of 1984,
- Fair Labor Standards Act of 1938,
- Civil Service Retirement Act of 1930,

COX & ASSOCIATES, P.C.

Presidential Building 6525 Belcrest Road Hyattsville, Md. 20782 (301) 779-8855

1730 "K" Street N.W. Suite 304 Washington, D.C. 20006 (202) 296-0947