(A Component Unit of the Atlanta Development Authority)

Basic Financial Statements

June 30, 2008

(With Independent Auditor's Report Thereon)

THE DOWNTOWN DEVELOPMENT AUTHORITY (A Component Unit of the Atlanta Development Authority)

June 30, 2008

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INDEPENDENT AUDITOR'S REPORT

The Board of Directors

Downtown Development Authority

Atlanta, Georgia

We have audited the accompanying basic financial statements of the **Downtown Development Authority** (the "Authority"), a component unit of the Atlanta Development Authority, as of and for the year ended June 30, 2008. These financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America 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 the significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion the financial statements referred to above present fairly, in all material respects, the financial position of the Downtown Development Authority as of June 30, 2008, and the changes in its financial position and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated January 15, 2009 on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

The management's discussion and analysis (on pages 3 through 6) is not a required part of the basic financial statements but is 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.

Mauldin & Jerkins, LLC

Atlanta, Georgia January 15, 2009

(A Component Unit of the Atlanta Development Authority)
Management's Discussion and Analysis (Unaudited)
June 30, 2008

As management of the Downtown Development Authority (the "Authority"), we offer the readers of the Authority's financial statements this narrative overview and analysis of the financial activities of the Authority for the year ended June 30, 2008. The Authority is a component unit of the Atlanta Development Authority which promotes the revitalization and redevelopment of the City of Atlanta central business district by financing projects. The financial analysis represented in management's discussion and analysis represents the fiscal year June 30, 2008 as compared to fiscal year June 30, 2007 and should be read in conjunction with the Authority's financial statements.

Financial Highlights

- The assets of the Authority exceeded its liabilities at the close of the fiscal year ending June 30, 2008 by \$3,323,629 (net assets). Of this amount, \$2,469,977(unrestricted net assets) may be used to meet the Authority's ongoing obligations to citizens and creditors.
- The Authority's total net assets increased by \$584 during the fiscal year ended June 30, 2008. Each year, the Atlanta Development Authority transfers funds to the Downtown Development Authority to meet its operating expenses.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the Authority's basic financial statements. The Authority's basic financial statements comprise two components: 1) financial statements, and 2) notes to the financial statements.

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

The statement of revenues, expenses, and changes in fund net assets presents information showing how the Authority's net assets changed during the most recent 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. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods.

The basic financial statements can be found on pages 7-9 of this report.

Notes to the financial statements. The notes provide additional information that is essential to a full understanding of the data provided in the financial statements. The notes to the financial statements can be found on pages 10-15 of this report.

(A Component Unit of the Atlanta Development Authority)
Management's Discussion and Analysis (Unaudited)
June 30, 2008

Financial Analysis

As noted earlier, net assets may serve over time as a useful indicator of an entity's financial position. In the case of the Authority, assets exceeded liabilities by \$3,323,629 at the close of the fiscal year ended June 30, 2008. A summary of the net assets is presented below.

Summary of the Downtown Development Authority's Net Assets June 30, 2008 and June 30, 2007

	2008			2007			
Assets: Current assets Capital assets Other non-current assets	\$	843,945 2,832,015 25,079,622	\$	8,369,777 19,331,077 3,328,490			
Total assets		28,755,582		31,029,344			
Liabilities: Long-term liabilities Other liabilities		23,652,317 1,779,636		24,393,965 3,312,334			
Total liabilities		25,431,953		27,706,299			
Net assets: Invested in capital assets, net of related debt Unrestricted		853,652 2,469,977		1,743,248 1,579,797			
Total net assets	\$	3,323,629	\$	3,323,045			

The Authority's total assets equal \$28,755,582. The assets primarily consist of the investment in a direct financing lease of the Government Center Parking Deck (\$22,423,326 or 78%) to the City of Atlanta, restricted cash relating to the Parking Deck Project (\$176,033 or .6%), the Block Building Leasehold Improvements (\$2,639,760 or 9.2%), and DDA Prepaid rent (\$2,429,556 or 8.5%). The decrease in liabilities is mainly the result of debt service payment on the revenue bonds. The Government Center Parking Deck was placed into operations in January 2008 and the land and related construction in progress was leased to the City of Atlanta.

The Authority's net assets increased by \$584 during the fiscal year ended June 30, 2008. A summary of that change is presented as follows:

(A Component Unit of the Atlanta Development Authority)
Management's Discussion and Analysis (Unaudited)
June 30, 2008

Summary of Changes in the Downtown Development Authority's Net Assets Fiscal years ended June 30, 2008 and June 30, 2007

	2008			2007		
Revenues:						
Bond administrative fees	\$	684,520	\$	469,600		
Rental income		1,182		-		
Interest income		2,327,686	,686_			
Total revenues		3,013,388	8 472			
Expenses:						
Interest		2,884,956		62,619		
Depreciation and amortization		206,531		168,686		
General and administrative		143,616		124,147		
Total expenses		3,235,103		355,452		
Payments from Atlanta Development Authority		222,299		222,299		
Increase (decrease) in net assets		584		339,233		
Net assets, beginning of year		3,323,045		2,983,812		
Net assets, end of year	\$	3,323,629	\$	3,323,045		

The Authority's revenues primarily consist of interest income (\$2,327,686 or 77%) and bond administrative fees (\$684,520 or 23%). The Authority's expenses primarily consist of the following items: depreciation and amortization related to the leasehold improvements and deferred issuance costs (\$206,531 or 6.4%), general expenses, which includes the annual rent expense (\$143,616 or 4%), and interest expense on the bonds issued to finance the leasehold improvements and parking deck (\$2,884,956 or 89%). These expenses are primarily financed with payments from the Atlanta Development Authority. The annual rent increase is due to the leasing of the 2nd floor or approximately 33% additional space.

Capital Asset and Debt Administration

Capital assets. The Authority's investment in capital assets as of June 30, 2008, amounts to \$2,832,015 (net of accumulated depreciation). The investment in capital assets includes leasehold improvements (including the leasing and improvements on additional floor leased), furniture, and equipment. See Note 4 to the financial statements for more information on capital assets.

(A Component Unit of the Atlanta Development Authority)
Management's Discussion and Analysis (Unaudited)
June 30, 2008

Downtown Development Authority's Capital Assets

Capital asset balances of the Authority at June 30, 2008 are as follows:

Leasehold improvements	\$ 3,491,247
Furniture and equipment	760,050
Total capital assets being depreciated	4,251,297
Less: accumulated depreciation	(1,419,282)
Net capital assets	\$ 2,832,015

Long-term debt. At the end of the fiscal year, the Authority had total bonded debt outstanding of \$24,401,689. The Authority's debt decreased by \$159,458 during the current fiscal year primarily as a result of debt service payments on the revenue bonds. See Note 5 to the financial statements for more information.

The Authority issues a significant amount of conduit debt which is not included in the Authority's Statement of Net Assets but is disclosed in Note 5 to the financial statements. These liabilities are not included in the financial statements as they are limited obligations of the Authority issued on behalf of a third party who is primarily responsible for their repayment.

Activity for long term obligations of the Authority for the year ended June 30, 2008, which are reported in the Statement of Net Assets, is summarized as follows:

Downtown Development Authority's Outstanding Debt

	June, 30 2007	June, 30 2008		
Primary government: Bonds payable, DDA	\$ 24,561,147	\$ -	\$ (159,458)	\$ 24,401,689
Total primary government	\$ 24,561,147	\$ -	\$ (159,458)	\$ 24,401,689

Requests for Information

This financial report is designed to provide a general overview of the Authority's finances for all those with an interest in them. Questions concerning any of the information provided in this report or requests for additional information should be addressed to the Chief Financial Officer, 86 Pryor Street, SW, Suite 300, Atlanta, GA 30303.

(A Component Unit of the Atlanta Development Authority) Statement of Net Assets June 30, 2008

Assets		
Current assets: Cash and cash equivalents	\$	10,108
Restricted cash and cash equivalents	Ψ	176,033
Investment in direct financing lease with the		170,000
City of Atlanta, current portion		549,123
Prepaid rent, current portion		108,681
Total current assets		843,945
Noncurrent assets:		
Capital assets:		
Depreciable, net of accumulated depreciation		2,832,015
Investment in direct financing lease with the		
City of Atlanta		21,874,203
Prepaid rent		2,320,875
Bond issuance costs, net of amortization		884,544
Total noncurrent assets		27,911,637
Total assets		28,755,582
Liabilities		
Current liabilities:		
Accounts payable		15,218
Due to the Atlanta Development Authority		927,018
Accrued interest payable		88,028
Bonds payable, current portion		749,372
Total current liabilities		1,779,636
Noncurrent liabilities:		
Bonds payable		23,652,317
Total noncurrent liabilities		23,652,317
Total liabilities		25,431,953
Net Assets		
Invested in capital assets, net of related debt		853,652
Unrestricted		2,469,977
Total net assets	\$	3,323,629

See accompanying notes to financial statements.

(A Component Unit of the Atlanta Development Authority) Statement of Revenues, Expenses, and Changes in Fund Net Assets Year Ended June 30, 2008

Operating revenues:	
Bond administrative fees	\$ 684,520
Rental income	1,182
Interest income	2,327,686
Total operating revenues	 3,013,388
Operating expenses:	
Interest on bonds	2,884,956
Depreciation and amortization	206,531
General and administrative	 143,616
Total operating expenses	 3,235,103
Operating loss	(221,715)
Payment from the Atlanta Development Authority	222,299
Change in net assets	584
Net assets at beginning of year	3,323,045
Net assets at end of year	\$ 3,323,629

See accompanying notes to financial statements.

(A Component Unit of the Atlanta Development Authority) Statement of Cash Flows Year Ended June 30, 2008

Cook Same from an autimities		
Cash flows from operating activities: Payments to suppliers	\$	(148,397)
Reciepts from third parties (bond administrative fees)	Ψ	684,520
Other		1,182
Net cash provided by		
operating activities		537,305
Cash flows from noncapital financing activities:		
Payment from the Atlanta Development Authority		222,299
Net cash provided by		
noncapital financing activities		222,299
Cash flows from capital and related financing activities:		
Acquisition and construction of capital assets		(8,011,657)
Payments for interest (including interest capitalized during construction)		(3,073,871)
Repayment of bond principal		(167,181)
Net cash used by		
capital financing activities		(11,252,709)
Cash flows from investing activities:		
Interest income		2,327,686
Interest earned on bond proceeds and netted against capitalized interest		94,808
Net cash provided by		2 122 121
investing activities		2,422,494
Net decrease in cash		
and cash equivalents		(8,070,611)
Cash and cash equivalents at beginning of year		8,256,752
Cash and cash equivalents at end of year	\$	186,141
Reconciliation to Statement of Net Assets:		
Unrestricted	\$	10,108
Restricted		176,033
	\$	186,141
Reconciliation of operating loss to net cash		
provided by operating activities:		
Operating loss	\$	(221,715)
Adjustment to reconcile operating loss to net cash provided by operating activities:		
Depreciation and amortization		206,531
Interest payments reported in operating expenses		2,884,956
Change in assets and liabilities:		
(Increase) decrease in:		24 295
Prepaid rent Other receivable		24,285 3,848
Increase (decrease) in:		3,040
Accounts payable		(1,687,472)
Retainage payable		(749,128)
Due to the Atlanta Development Authority Net cash provided by		76,000
operating activities	\$	537,305
operating activities	4	337,303

See accompanying notes to financial statements.

(A Component Unit of the Atlanta Development Authority)
Notes to Financial Statements
June 30, 2008

(1) Summary of Significant Accounting Policies

(a) The Financial Reporting Entity

The Downtown Development Authority (the "DDA") was organized pursuant to Georgia's Downtown Development Authorities Act. The DDA is considered to be a governmental not-for-profit organization. The DDA was created to promote the revitalization and redevelopment of the City of Atlanta central business district by financing projects that will develop and promote for the public good and general welfare trade, commerce, industry, and employment opportunities and will promote the general welfare of the City of Atlanta, Georgia (the City).

In 1997, the City created a new umbrella economic development agency, the Atlanta Development Authority (the "ADA"), which combined several existing economic development entities, including the DDA. The DDA is considered to be a blended component unit of the ADA, and its financial statements are included in the ADA financial statements.

(b) Measurement Focus, Basis of Accounting, and Financial Statement Presentation

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

Private-sector standards of accounting and financial reporting issued prior to November 30, 1989, generally are followed in the financial statements to the extent that those standards do not conflict with or contradict guidance of the Governmental Accounting Standards Board (GASB). Governments also have the option of following subsequent private-sector guidance subject to this same limitation. The DDA has elected not to follow subsequent private-sector guidance.

Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services in connection with the proprietary fund's principal ongoing operations. The principal operating revenue of the DDA is interest income and other miscellaneous activity. Operating expenses for the enterprise fund include direct general and administrative expenses of the DDA. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses. When both restricted and unrestricted resources are available for use, it is the DDA's policy to use restricted resources first, then unrestricted resources as they are needed.

(c) Cash and Cash Equivalents

For the purposes of the statement of cash flows, the DDA considers all short-term investment securities with original maturities of three months or less, local government investment pools, repurchase agreements, money market accounts, and investment agreements under which funds can be withdrawn at any time without penalty to be cash equivalents. Certain proceeds of revenue bonds, as well as certain resources set aside for their repayment, are classified as restricted assets on the balance sheet because their use is limited by applicable bond covenants.

(A Component Unit of the Atlanta Development Authority) Notes to Financial Statements June 30, 2008

(1) Summary of Significant Accounting Policies (Continued)

(d) Capital Assets

Capital assets are stated at cost. Depreciation on capital assets is calculated on the straight-line method over the estimated useful lives as follows:

Buildings	26 years
Leasehold improvements	29 years
Furniture and equipment	3-5 years

Interest is capitalized during the construction period on proprietary fund assets financed with bonded debt. The amount of interest to be capitalized for debt with tax-exempt interest is calculated by offsetting interest expense incurred from the date of the borrowing until completion of the project with interest earned on invested proceeds over the same period. The amount of interest to be capitalized for debt with taxable interest is calculated at the average borrowing rate applied to costs incurred during the construction period.

(e) Use of Estimates

Management of the DDA has made a number of estimates and assumptions relating to the reporting of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses to prepare the financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from these estimates.

(2) Deposits and Investments

- (a) Credit Risk. The DDA is authorized to invest in obligations or investments as determined by the DDA, subject to any agreement with bondholders and with applicable law. As of June 30, 2008, the DDA did not have any investments other than deposits with financial institutions.
- (b) Custodial Credit Risk-Deposits. Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. State statutes require all deposits and investments (other than federal or state government instruments) to be collateralized by depository insurance, obligations of the U.S. government, or bonds of public authorities, counties, or municipalities. As of June 30, 2008, DDA had no bank balances that were exposed to custodial credit risk.

(A Component Unit of the Atlanta Development Authority)
Notes to Financial Statements
June 30, 2008

(3) Investment in Direct Financing Lease with the City of Atlanta

The Government Center Parking Deck was placed into operations in January 2008 and the land and related construction in progress was leased to the City of Atlanta in a lease that qualifies as a capital lease. The lease payments from the City of Atlanta equal the debt service payments on the Series 2006 Revenue Bonds (see Note 5 for revenue bonds payable disclosure). As of June 30, 2008, the investment in direct financing lease is \$22,423,326.

(4) Capital Assets

Capital assets activity for the year ended June 30, 2008 consists of the following:

	June 30, 2007	Additions	Deletions	June 30, 2008		
Capital assets, not being depreciated:						
Land	\$ 7,087,780	\$ -	\$ (7,087,780)	\$ -		
Construction in progress	9,251,149	6,077,377	(15,328,526)	-		
Total capital assets, not						
being depreciated	16,338,929	6,077,377	(22,416,306)			
Capital assets being depreciated:						
Furniture and equipment	760,050	-	-	760,050		
Leasehold improvements	3,491,247			3,491,247		
Total capital assets being depreciated	4,251,297	_	_	4,251,297		
Less accumulated depreciation						
Furniture and equipment	(528,050)	(39,745)	-	(567,795)		
Leasehold improvements	(731,099)	(120,388)		(851,487)		
Total accumulated depreciation	(1,259,149)	(160,133)		(1,419,282)		
Total capital assets being						
depreciated, net	2,992,148	(160,133)	-	2,832,015		
Net capital assets	\$ 19,331,077	\$ 5,917,244	\$ (22,416,306)	\$ 2,832,015		

(5) Revenue Bonds Payable

On February 11, 1999, the DDA issued \$2,400,000 of revenue bonds for renovations and leasehold improvements of the office space located in the Block building. Principal and interest payments totaling \$18,525 are payable monthly and the bonds mature in 2014 with an interest rate of 4.6%. The balance due on these bonds at June 30, 2008 is \$1,107,051. Bond issuance costs of \$35,500 are amortized using the straight line method, which is not materially different from using the effective interest method.

(A Component Unit of the Atlanta Development Authority)
Notes to Financial Statements
June 30, 2008

(5) Revenue Bonds Payable (Continued)

On July 12, 2006, the DDA issued \$23,480,000 of revenue bonds for the purpose of financing the acquisition, construction, equipping and installation of a five-story parking facility consisting of approximately 836 parking spaces and the cost of acquiring the land on which the facility will be located. Interest is due semiannually on June 1, and December 1 of each year with varying interest rates ranging from 4% to 5%. The bonds (\$17,990,000 Series 2006A and \$5,490,000 Series 2006B) mature in 2032. The balance due on these bonds at June 30, 2008 is \$23,480,000. This facility is being leased to the City of Atlanta with the lease payments equal to the debt service payments on these bonds. Bonds issuance costs of \$943,921 are amortized using the straight line method, which is not materially different from using the effective interest method.

Activity for the bonds payable for the year ended June 30, 2008 consists of the following:

	 June 30, 2007	June 30, Additions Reductions 2008			Additions Reductions		Du	Amount le Within lne Year	
Primary government:									
Bonds payable, 1999 Downtown									
Development Authority Revenue									
Bonds	\$ 1,274,232	\$		-	\$	167,181	\$ 1,107,051	\$	174,372
Bonds payable, 2006 Downtown									
Development Authority Revenue									
Bonds	23,480,000			-		-	23,480,000		575,000
Discount on 2006 Revenue Bonds	 (193,085)	_		<u>-</u>		7,723	 (185,362)		-
Total primary government	\$ 24,561,147	\$		_	\$	174,904	\$ 24,401,689	\$	749,372

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Notes to Financial Statements
June 30, 2008

(5) Revenue Bonds Payable (Continued)

Debt Service Requirements

Annual principal and interest requirements for the bonds payable are set forth below (dollar amounts in thousands):

	Principal		Interest		,	Total
Year ending June 30:						
2009	\$	749	\$	1,093	\$	1,842
2010		782		1,061		1,843
2011		811		1,028		1,839
2012		845		993		1,838
2013		884		958		1,842
2014 - 2018		3,976		4,284		8,260
2019 - 2023		4,725		3,362		8,087
2024 - 2028		5,930		2,167		8,097
2029 - 2032		5,885		598		6,483
Totals	2	4,587	\$	15,544	\$	40,131
Less discount on 2006						
Downtown Development						
Authority Revenue Bonds		(185)				
Total outstanding debt	\$ 2	4,402				

(6) Conduit Debt

The DDA issues private activity tax exempt and taxable revenue bonds to private sector entities for projects located within the city limits of Atlanta. The bonds are secured by the property financed and are payable solely from payments received on the underlying promissory notes. Upon repayment of the bonds, ownership of the acquired facilities transfers to the private-sector entity served by the bond issuance. The DDA is not obligated in any manner for repayment of the bonds and does not report these as liabilities in the accompanying financial statements.

The aggregate principal amount outstanding for issuances prior to 1995 with the exception of the Atlanta Federal Center could not be determined; however, the original issuance amounts for projects financed by the DDA are as follows:

THE DOWNTOWN DEVELOPMENT AUTHORITY (A Component Unit of the Atlanta Development Authority) Notes to Financial Statements June 30, 2008

(6) Conduit Debt (Continued)

81 Walton Street Project	\$	1,500,000
H.J. Russell & Co.		850,000
132-136 Mitchell Street		1,350,000
Atlanta North Georgia Conf. of the AME Church		2,500,000
Fairlie 70 Investors		5,500,000
Chamber of Commerce		3,500,000
Peachtree-Broad Building		3,200,000
Glentown Investment Partners		4,038,400
Walton Place Partners		7,240,000
CARE Project		5,000,000
Atlanta Federal Center (principal balance outstanding at 6/30/2006)	2	03,200,000
GSU School of Music Project		4,725,000
Central Atlanta Hospitality Childcare, Inc.		5,115,000
Total	\$ 2	47,718,400

The aggregate principal amount outstanding for issuances after 1995 are as follows:

Underground Atlanta Refunding Series 2002 \$ 56,610,000