

**Government of the District of Columbia
Office of the Chief Financial Officer**



Natwar M. Gandhi
Chief Financial Officer

March 6, 2006

The Honorable Linda W. Cropp
Chairman
Council of the District of Columbia
Wilson Building, Suite 504
1350 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

Dear Chairman Cropp:

Concurrently with the delivery of this certification, the Mayor and D.C. Sports and Entertainment Commission ("Commission") are submitting to you a transmittal letter dated March 6, 2006, transmitting a letter from the Commission to Baseball Expos, L.P. (the "Team") dated March 6, 2006, and a letter dated March 5, 2006 from the Team to the Commission, in each case pursuant to Section 3(b)(1) of the Ballpark Hard and Soft Costs Cap and Ballpark Lease Conditional Approval Emergency Act of 2006 ("Act"), adopted by the Council of the District of Columbia on February 8, 2006. Pursuant to the Act, I am to certify to the Council that the Commission and the Team "have agreed that any amount of the hard costs for the Ballpark in excess of \$300 million and the soft costs in excess of \$175,184,218" (collectively, "Cost Overruns") shall be paid by sources identified in section 3(b)(1) of the Act.

The Team and the Commission have agreed that the Act has imposed a cap on the amount of District funds that may be used to pay for the hard and soft costs of the Ballpark. The Attorney General of the District of Columbia (the "Attorney General"), in interpreting the Act, has concluded that this acknowledgement of this spending cap by both the Team and the Commission is a threshold requirement for my certification pursuant to the Act.

I report to the Council that all of the authorized sources identified in section 3(b)(1) of the Act may not be actually available to pay Cost Overruns, if any. For example, there is nothing in the current package that obligates the Team to cover Cost Overruns in excess of the amounts previously obligated pursuant to the Stadium Lease and CAA as defined in the Act. I am advised, and do hereby make it known to you, that the Attorney General has provided legal advice that the Act provides that the Team is neither required to be the only source of revenue available to pay Cost Overruns nor is obligated to pay Cost Overruns in excess of the amounts previously obligated pursuant to the Stadium Lease and CAA as defined in the Act, if no other funds are available.

Furthermore, the Attorney General has opined that excess revenue in the Ballpark Revenue Fund during the construction period is one of the available sources, subject to Council approval through the appropriations process, to cover Cost Overruns if required by the bond indenture for the financing of the Ballpark pursuant to section 3(b)(1) of the Act.

Therefore, I certify that the documentation submitted by the Mayor and the Commission evidence that the Team and the Commission have agreed that the Cost Overruns, if any, shall be paid solely and only by sources identified in the Act.

Based on the Lease approved by the Council (as executed by the Team and placed in escrow) and the financial limitations approved by the Council and accepted by the Team and the Commission, I am prepared to move forward with the financing.

Sincerely,

A handwritten signature in black ink, appearing to read 'Natwar M. Gandhi', with a large, stylized initial 'N' and a long horizontal stroke extending to the right.

Natwar M. Gandhi