NASSAU COUNTY OFFICE OF THE COMPTROLLER



COMPTROLLER'S OPINION ON NASSAU COUNTY'S AGREEMENT WITH UNITED WATER FOR OPERATION OF THE COUNTY SEWER SYSTEM

George Maragos Nassau County Comptroller

July 18, 2014

NASSAU COUNTY OFFICE OF THE COMPTROLLER



<u>George Maragos</u> Comptroller

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1. EXECUTIVE SUMMARY

Nassau County ("County") has recently proposed an agreement with United Water ("UW") for the management of the County's Sewer and Storm Water Resource District ("SSWRD").¹ The agreement has a potential duration of 20 years and will start with an initial service fee of \$57.74 million in 2015 (similar to the County's agreement with Veolia to operate the Long Island Bus system, ownership of the assets will remain with Nassau).² UW, a New Jersey based water service company, is a subsidiary of the French-based company Suez Environment.³ In the United States, UW serves approximately 5.3 million people throughout 20 states.⁴ Currently, one of their largest contracts is the wastewater treatment system in Indianapolis, which services approximately 880,000 people.⁵

Under the proposed Agreement, UW would assume responsibility for operation, but not ownership, of the County's sewer assets, which include approximately three main sewer treatment plants (Bay Park, Cedar Creek and Glen Cove), 54 pumping stations and 3,000 miles of pipes (collectively the "Sewer System").⁶ The Stormwater system operation, which employs 20-30 employees, will remain with the County.

Under the contract, the 2014 Sewer District Operating Budget of \$89.2 million (while under County operation, excluding financing costs) is expected to cost approximately \$64.9 million with UW. The approximately \$24.3 million in savings for Nassau is expected to come from reassigned employees and moderization of system operations.

The Comptroller's Office ("Office") reviewed the Net Present Value ("NPV") analyses and included assumptions concerning the Agreement released by both the PFM Group (for the Administration) and the Office of Legislative Budget Review ("OLBR"). Our Office concluded that the County could realize \$240.2 million in potential Net Present Value (NPV) savings over the life of the UW Agreement. However, the County's Multi-Year Plan ("MYP"), under both the current projected budget and under privatized operation with UW, shows a significant deficit in future years and no fund balance. As a result, new funding will be required to maintain solvency.

If the proposed agreement is executed, the contract provides our Office with extensive oversight with compliance, by detailed and in-depth Claims Review and scheduled audits.

¹ Agreement for the Operation and Maintenance of the Nassau County Sewer System by and between United Water Long Island Inc. and The County of Nassau, New York (2014).

 $^{^{2}}$ Id.

³ United Water Committed to Environmental Excellence in Nassau County, United Water Nassau County, http://www.unitedwater.com/uploadedFiles/Localized_Content/UW_Nassau_County/00/Local_Landing_Page_Grap hics/NassauCounty_4pg_EnvironExcellence_web.pdf

 $[\]frac{4}{2}$ Id.

⁵ United Water in Indianapolis Indiana, United Water,

http://www.unitedwater.com/brochures/UW_8.5x11_Project_Flyer_Indianapolis_web.pdf

⁶ Agreement for the Operation and Maintenance of the Nassau County Sewer System by and between United Water Long Island Inc. and The County of Nassau, New York, Exhibit 4: Capital Improvements, Section 4.3.1: Initial Capital Improvements.

Even with the projected savings and heightened oversight, the Agreement still contains some risks. One of the major concerns our Office has is controlling maintenance costs, both on a single-event basis and annual aggregate. These costs are largely untested under the operational system and staffing levels proposed by United Water which may exceed estimated amounts. The \$3 million annual maintenance budget is a "soft" number, which may be adjusted based on the average amount spent, once the contract ages over 5 years. Additionally, several clauses discussing Termination allow for a possibility of UW simply "walking away" if bureaucracy or legislative obstructions hold up necessary capital improvements.

A review of the County's Multi-Year Plan under both the current projected budget and under privatized operation with UW shows a significant deficit.⁷ As a result, new funding will be required.

When analyzing the SSWRD fund balance, as represented in the 2014-2017 MYP, our Office concluded that the fund balance will be depleted as soon as the end of 2014, with resulting deficits projected at \$64.7, \$67.2 and \$64.2 million if no agreement is entered into (Appendix B).⁸ Our Office continues to exclude the \$14.1 million Departmental Revenue credit as these fees are currently in litigation. We also used PFM projections on the expense side to maintain consistency.⁹

By entering into the proposed Agreement with UW, our Office projects that the above deficits will be decreased; however, additional revenue will still be required to offset the negative fund balance. An illustration of fund balance projections under the current and proposed agreement is provided below

<u>Year</u>	<u>Current</u>	<u>UW</u>	Difference under Agreement
2015	(\$64.7M)	(\$67.3M)	(\$2.6M)
2016	(\$67.2M)	(\$51.4M)	\$15.9M
2017	(\$64.2M)	(\$49.8M)	\$14.5M

The Administration will need to find new revenues to fund the SSW operations with or without UW. The projected SSW deficits may place increased pressure on County finances, or increase borrowing or result in higher sewer fees depending on how the Administration decides to address the deficits.

⁷ Nassau County Office of Management and Budget, *Fiscal 2014-2017 Multi-Year Financial*, Appendix F Sewer and Storm Water Resource District Financial Plan.

⁸ Id.

⁹ Id. see also Staff, Nassau County Staring at Possible "Toilet Tax," CBS, October 15, 2010,

http://newyork.cbslocal.com/2010/10/15/nassau-county-staring-at-possible-toilet-tax/ (July, 2014).

2. COMPTROLLER'S OFFICE CALCULATES \$240M IN NPV SAVINGS WITH UW

In reviewing the Net Present Value analyses and included assumptions released by both the PFM Group (for the Administration) and OLBR, our Office concluded that the County could realize \$240.2 million in potential NPV savings over the life of the proposed agreement with UW (Appendix A).¹⁰

The County's SSWRD currently has a 2014 fiscal year headcount of 306 full-time position (of which 289 were filled as of May 31, 2014) with a budget of \$19.9 million in Salaries, Wages, Fees (15% of which is projected as overtime) and \$12.5 million in Fringe Benefit expenses, as adopted.¹¹ This resulting average annual cost per full-time employee is \$105,689.¹² The largest line items in the budget are \$28.5 million in Contractual Services, primarily comprised of a \$10 million sludge disposal contract, and \$27.4 million in Other Expenses.¹³

Our analysis projected out the SSWRD budget, derived from the County's 2014-2017 Adopted MYP, for the life of the proposed contract (2015-2033) using a 5% discount rate for Salaries and Fringe Benefits and a 3% rate for Equipment, General Expenses, Contractual Services and Utility Costs (as used in the PFM analysis).¹⁴ The figures represented in the Adopted MYP illustrated expense projections that were significantly lower in all categories from those used by PFM.¹⁵ This resulted in a total estimated cost of \$2.2 billion over the life of the contract period if no operator was selected, compared to PFM's projected \$2.6 billion over the same period.¹⁶

Using PFM's calculations for projected expenses (removing salary and fringe benefit costs) under the contract, our Office calculated the NPV of savings to the County could be \$240.2 million.¹⁷

OLBR similarly produced their own report released on July 14, 2014, which calculated NPV savings to the County under similar circumstances of \$234.5 million (including synergy savings) as a result of lower- than- expected anticipated savings under the agreement.¹⁸

¹⁰ Public Financial Management, Analysis of Contracted and Synergy Savings for 20-Year O&M Agreement for the Nassau County Sewer System with United Water. (June 27, 2014); Maurice Chalmers, Agreement for the Operation and Maintenance of the Nassau County Sewer System between United Water Long Island Inc. and Nassau County, Nassau County Office of Legislative Budget Review. (July 14, 2014)

¹¹ Timothy Sullivan, *Fiscal 2014 Monthly Financial Report: Period Ending May 31, 2014*, Nassau County Office of Management, Budget & Finance,

http://www.nassaucountyny.gov/agencies/OMB/documents/May2014MonthlyReport.pdf (July 18, 2014), 67. ¹² Id.; see also Nassau County Office of Management and Budget, Fiscal 2014-2017 Multi-Year Financial,

Appendix F Sewer and Storm Water Resource District Financial Plan.

 $^{^{13}}$ *Id*.

¹⁴ Public Financial Management (June 27, 2014)

¹⁵ *Id.*; *see also* Nassau County Office of Management and Budget, *Fiscal 2014-2017 Multi-Year Financial,* Appendix F Sewer and Storm Water Resource District Financial Plan.

 $[\]frac{16}{17}$ *Id*.

 $^{^{17}}$ Id.

¹⁸ Maurice Chalmers (July 14, 2014)

Figure 2: Comparitive Results

<u>Analysis</u>	20 Yr. NPV Savings
PFM Group/Administration	\$378.9 M
Comptroller's Office	\$240.2 M
Office of Leg. Budget Review	\$234.5 M

Our Office concludes that based on assumptions made by both the Administration and OLBR, the proposed agreement could yield savings of approximately \$11 million annually in the early years.¹⁹

3. SEWER & STORM WATER DISTRICT MULTI-YEAR BUGETARY IMPACT

A review of the County's Multi-Year Plan under both the current projected budget and under privatized operation with UW shows a significant deficit.²⁰ As a result, new funding will be required.

When analyzing the SSWRD fund balance, as represented in the 2014-2017 MYP, our Office concluded that the fund balance will be depleted as soon as the end of 2014, with resulting deficits projected at \$64.7, \$67.2 and \$64.2 million if no agreement is entered into (Appendix B).²¹ Our Office continues to exclude the \$14.1 million Departmental Revenue credit as these fees are currently in litigation. We also used PFM projections on the expense side to maintain consistency.²²

By entering into the proposed Agreement with UW, our Office projects that the above deficits will be decreased; however, additional revenue will still be required to offset the negative fund balance. An illustration of fund balance projections under the current and proposed agreement is provided below in Figure 2:

Figure 3: Fund Balance Projection Comparison (2014-2017 Adopted MYP)

<u>Year</u>	<u>Current</u>	<u>UW</u>	<u>Difference under Agreement</u>
2015	(\$64.7M)	(\$67.3M)	(\$2.6M)
2016	(\$67.2M)	(\$51.4M)	\$15.9M
2017	(\$64.2M)	(\$49.8M)	\$14.5M

²⁰ Nassau County Office of Management and Budget, *Fiscal 2014-2017 Multi-Year Financial*, Appendix F Sewer and Storm Water Resource District Financial Plan.

²¹ Id.

²² Id. see also Staff, Nassau County Staring at Possible "Toilet Tax," CBS, October 15, 2010,

http://newyork.cbslocal.com/2010/10/15/nassau-county-staring-at-possible-toilet-tax/ (July, 2014).

4. OVERSIGHT PLANS OF UW OPERATION

If the proposed agreement is executed, our Office will provide extensive oversight of contract compliance, accomplished with in-depth Claims Review, scheduled audits and FEMA spending oversight of UW operations within the first year.²³

CLAIMS REVIEW: Under the proposed agreement, a claim for payment made by UW to the County must be satisfied within 30 days of receipt. If the claim is not paid within this time frame, the contract allows UW to charge interest on the unpaid balance. Since the clock starts when the department receives the paperwork from UW, our Office finds that this tight deadline generates significant risk which may have negative financial implications for the County. In working with the Administration, an amendment was accepted to extend this time period to 45 days. Although this change adds a needed buffer from when the contract is received by the Department and when it is received by the Comptroller's Office, there is still a risk that claims will be submitted late or incomplete. Every day lost as a result of the contract being delayed will add pressure on our Claims Department to conduct expeditious reviews. Furthermore, the cost compilation formula for UW's variable payment is complex, requiring an extensive review of the metric used. In identifying this area of concern, our Claims Department is currently implementing an action plan to process these payments in the most efficient manner possible.²⁴

AUDIT: Using Audit authority granted to the Comptroller's Office under the Nassau County Charter, we feel that a review of UW's operations as early as the end of the first year of operation is warranted. This will allow our Office to gather crucial data and insight into the practical execution of the agreement and better identify potential risks or benefits to the County in anticipation of the 5 year adjustment period (discussed in subsequent section).

²³ Agreement for the Operation and Maintenance of the Nassau County Sewer System by and between United Water Long Island Inc. and The County of Nassau, New York, (2014).

²⁴ *Id.* at Section 7.3.

5. RISKS

MAINTENANCE: Section 7.3 of the Agreement (Maintenance of Managed Assets) stipulates that the cost of all Maintenance Events shall be borne by UW up to \$50,000, after which the County will assume responsibility. Furthermore, the total annual budgeted amount for routine maintenance for the first five years is set at \$3 million. The Administration has made representations which were confirmed by our Office that current maintenance costs total approximately \$1.7 million to \$2 million per year and that over 95% of Maintenance Events cost less than \$50,000.²⁵ This is deemed minor.

TERMINATION: A failure to perform by UW may have unintended consequences in poor service and system maintenance. The default penalties are considered adequate to prevent such occurrence.

FEMA: There should be no impact on the anticipated receipt of federal funding designated for current facilities if policies are adequately followed. The \$830 million in funding granted by FEMA for Bay Park will still be received and used towards improvements, modifications and any necessary upgrades.²⁶ The County will retain the procurement and Legislative oversight of expenditures related to improvements or repair of capital items as a result of the storm, which has been verified as per language in the Agreement. The contract is otherwise silent with respect to specifics of these expenditures; however, Exhibit 12 ("Superstorm Sand Defects") states that they will "be determined following one year due diligence period." Language inserted into the agreement protects the County from liability with UW for these improvements if all or a portion of the approximately \$800 million is not received.²⁷

²⁵ *Id.* at Section 7.3.

²⁶ Id.

²⁷ *Id.* at Exhibit 12.

2023 22,560,502 19,097,020 430,880 16,087,026 32,926,111 13,766,033	104,867,572	- - - 524,519 9,888,721 1,914,500	<i>87,177,358</i> (<i>17,69</i> 0,214) (13,558,076)	2063 36, 748, 681 31, 107, 032 579, 066 21, 619, 618 44, 249, 941 18, 500, 397	152,804,735	- - - 704,909 100,591,628 13,289,614 1,915,500	116,501,651 (36,303,084) (20,703,142)
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2018 17,676,744 14,963,015 371,681 371,681 13,876,810 28,402,353 \$ 11,874,701 \$	87,165,303 \$	- 5 - 5 - 5 - 5 - 5 - 5 - 5 - 5 - 5 - 5	75,459,740 \$ (11,705,563) \$ (10,400,241) \$	2028 28,793,553 24,373,174 499,508 18,649,272 38,170,387 5 15,958,605 5	126,444,499 \$	- 5 - 5 - 5 - 5 608,061 5 86,771,222 5 111,463,738 5 119,4000 5 1,914,000 5	100,757,020 \$ (25,687,479) \$ (16,982,450) \$
2017 \$ 16,834,994 \$ 14,250,490 \$ 360,855 \$ 13,472,631 \$ 27,575,100 \$ 11,528,836 \$ 11,528,836 \$ 11,528,836 \$ 21,575,100 \$ 5	\$ 84,022,906 \$	\$ \$ 5 5 5 5 5 62,685,377 5 62,685,377 5 8,281,648 5 5 1,915,750 5 5 1,915,750 5 5 5 1,915,750 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5	\$ 73,322,051 \$ \$ (10,700,855) \$ \$ (9,792,798) \$	2027 \$ 27,422,431 \$ \$ 23,212,547 \$ \$ 484,959 \$ \$ 18,106,089 \$ \$ 37,058,829 \$ \$ 17,493,792 \$	\$121,778,446 \$	 5 5<	\$ 97,877,848 \$ \$ (23,900,599) \$ \$ (16,275,145) \$
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2014 Budget \$ 19,874,761 \$ 12,465,958 \$ 12,465,958 \$ 12,465,935 \$ 16,983,507 \$ 28,539,600 \$ 11,000,000		\$ 10,748,117 \$ (1,038,855) \$ 5,536,710 \$ 2,514,224 \$ 2,514,224 6 7,738881 \$ 7,578,881 \$ 7,578,881	\$ 83,207,077 <mark>\$ (240,205,796)</mark>	2024 \$ 23,688,527 \$ 20,051,871 \$ 20,051,871 \$ 14,3,805 \$ 33,913,895 \$ 14,179,014	\$ 108,846,749	\$ \$ - \$ 5 - \$ 540,254 \$ 77,095,107 \$ 10,185,382 \$ 1,911,750	\$ 89,732,493 \$ (19,114,256) \$ (14,222,802)
CATEGORY Salaries, Wages & Fees Fringe Benefits Equipment General Expenses Contractual Services Utility Costs	EXP Total	Salaries, Wages & Fees Savings Health Non-Health Equipment General Expenses Contractual Services Utility Costs Debt Service	EXP Total Gross (Savings)/Loss NPV	Salaries, Wages & Fees Fringe Benefits Equipment General Expenses Contractual Services Utility Costs	EXP Total	Salaries, Wages & Fees Savings Health Non-Health Equipment General Expenses Contractual Services Utility Costs Debt Service	EXP Total Gross (Savings)/Loss NPV
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APPENDIX A: NPV Analysis

CATEGORY 2014-2017 Adopted MYP Under UW Operation
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APPENDIX B: Fund Balance & Pro Forma Analysis