

DAD SPV CO., LTD.

No. 231/2023
24 November 2023

STRUCTURED FINANCE/CMBS Monitor Report

Issue Ratings:
Structured finance AAA(sf)

Last Review Date: 22/11/22

Issue Rating History:

Date	Rating
23/11/11	AAA(sf)
22/11/05	AAA

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RATIONALE

TRIS Rating affirms the “AAA(sf)” rating on the existing THB16.5 billion debentures of DAD SPV Co., Ltd. (DAD SPV or Issuer). The rating reflects the creditworthiness of the Treasury Department (TD or Tenant) of the Ministry of Finance (MOF) as the sole tenant of the Bangkok Metropolitan Government Office Center (Government Office Center). The rating also reflects the certainty of the cash flow streams from the lease and service payments made by TD and the low refinancing risk of the debentures.

KEY RATING CONSIDERATIONS

Strong credit quality of sole tenant

The issue rating reflects the credit profile of TD, the sole tenant of the Government Office Center. TD is a department of the Thai government. Thus, the credit profile of TD reflects the credit strength of the Thai government.

A Cabinet resolution on 25 May 2004 allowed TD, on behalf of other government-related entities, to set up a budget and lease the Government Office Center from Dhanarak Asset Development Co., Ltd. (DAD) for 30 years, starting from 2008.

Certainty of cash flow streams from lease and service payments

Under the lease agreements, TD is not allowed to terminate the lease as long as the debentures issued under this securitization program, or any new debentures issued to replace the existing debentures, are not completely redeemed. During the lease term, even if DAD fails to maintain the buildings in usable condition, TD is still obliged to make lease and service payments in a full and timely manner.

The total THB82.1 billion budget for the entire 30-year lease period was approved by the Cabinet on 9 May 2006 and is allocated to TD on an annual basis, without further approval needed from the Cabinet. However, the budget amount must be approved by Parliament every year. Generally, the budget appropriation process is completed within September of each year. However, if the budget appropriation process cannot be finalized within the specified date, TD can still disburse the funds to pay the lease and service payments using the budget received in the previous year as a reference.

For this year, despite the 2024 government budget having not been finalized, the Cabinet granted approval for TD to allocate the full budget amount of THB2.76 billion, which covered the 10% increase in lease and service payments. The disbursement was made to DAD SPV on 30 October 2023.

Low refinancing risk

In 2025, around THB10.7 billion of DAD SPV’s outstanding debentures is expected to be refinanced. Cash inflows from the lease and service payments during 2025-2037 (net of value added tax or VAT) will total around THB36 billion. These cash inflows are sufficient to cover the debt service payments of THB10.7 billion for the amortized debentures, at a refinancing rate as high as around 23%, assuming DAD SPV has to maintain cash in a general reserve account and maintain a liquidity reserve account as before. Thus, DAD SPV should have no problem refinancing its bonds in 2025.

RATING OUTLOOK

In this transaction, the issue rating reflects the creditworthiness of TD, which is the sole tenant of the Government Office Center. Under the terms of the transaction, TD is obliged to make the specified annual lease and service payments to DAD SPV for 30 years, regardless of the condition of the buildings. As a result, the rating will be revised downward only if TD breaches the underlying agreements that it has contracted with DAD. However, a breach of the agreements is unlikely for this transaction.

TRANSACTION OVERVIEW

A Cabinet resolution on 25 May 2004 approved the financing of the construction of the Government Office Center on Chaeng Wattana Road through the issuance of securitized debentures. DAD was responsible for the construction and rental of the buildings to TD. The Cabinet resolution allowed TD, on behalf of other government-related entities, to set up a budget and lease the Government Office Center from DAD for the whole 30-year period.

The Originator:

DAD is a government wholly-owned state enterprise. Established in 2004 by the MOF, DAD builds and operates the Government Office Center and other government real estate projects. Under the terms of this transaction, DAD entered into two land lease agreements with the MOF for a total of 33 years. The first agreement is a three-year land lease for building construction. The second agreement covers building administration spanning the next 30 years. DAD is also responsible for property management after construction is complete. In 2022 and the first nine months of 2023, DAD reported unconsolidated net profit of THB364.70 million and THB362.21 million, respectively. At the end of September 2023, its unconsolidated shareholders' equity was THB1.40 billion.

The Issuer:

DAD SPV is a limited liability company established under the laws of Thailand on 31 March 2005 and granted special purpose vehicle status by the Securities and Exchange Commission (SEC) on 18 November 2005. Its major shareholders are DAD (49%), Asset Backed Holdings Co., Ltd. (48%), and individuals (3%). DAD SPV has already paid DAD for the rights to receive the 30-year lease payments from TD using proceeds from the bonds and the issuance of sub promissory notes (P/Ns). DAD SPV's excess future cash flow will be used to redeem the sub P/Ns owed to DAD. In this transaction, SPV is only responsible for paying VAT under the terms of the underlying agreements. The current VAT rate is 7% of revenue. DAD is responsible for paying the withholding tax on lease and service payments received from TD. DAD must also pay the property taxes. Under the terms of the underlying agreements, any future increases in taxes, fees, and other expenses will be absorbed by TD.

The Assets:

The assets comprise the rights to receive lease and service payments from TD under the following agreements: (1) the 30-year Building Space Lease Agreement (2008-2038); (2) the 30-year Service Agreement (2008-2038); and (3) the five-year Furniture Procurement Agreement (2008-2013).

The Property:

The Government Office Center, located on Chaeng Wattana Road, comprises three main buildings: the Administrative Court, Building A, and Building B. The office rental space totals 484,000 square meters (sq.m.). Construction was completed by the end of 2010, behind the scheduled completion date of June 2008. Currently, 47 government office units have moved in, occupying 100% of the office rental space.

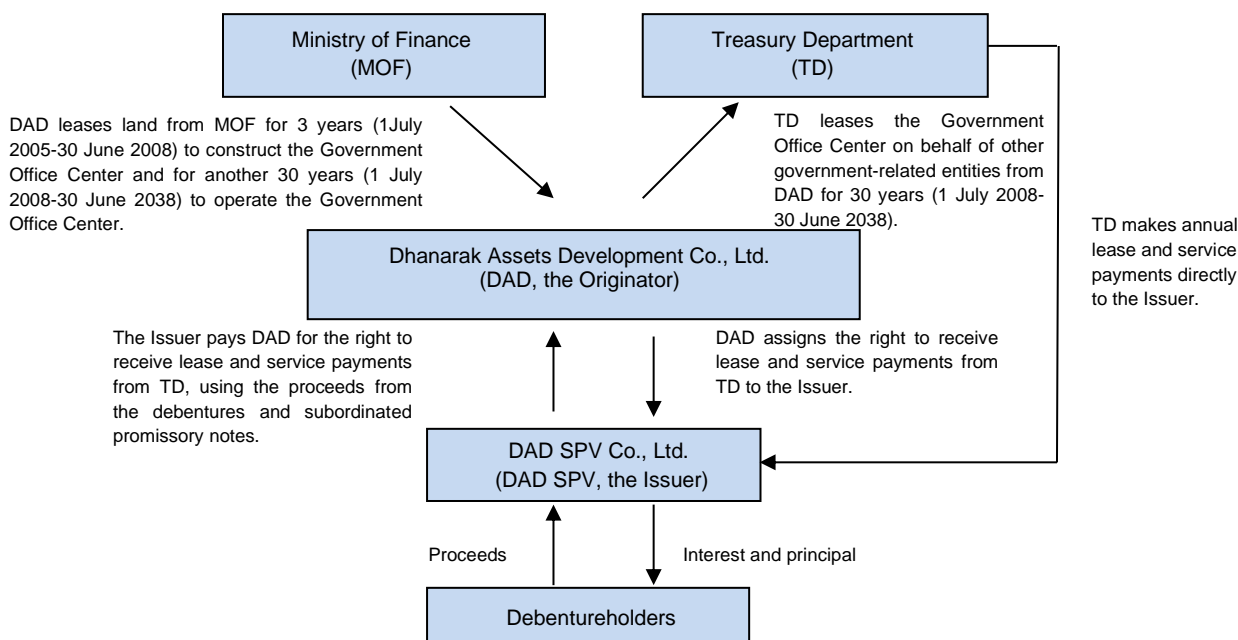
Table 1: Structure Summary

MAJOR PARTICIPANTS	
Issuer	DAD SPV Co., Ltd. (DAD SPV)
Seller/originator	Dhanarak Asset Development Co., Ltd. (DAD)
Transaction administrator	Conduit Management Services Co., Ltd.
Debentureholders' representative	Bangkok Bank PLC (BBL)
Registrar and paying agent	TMB Thanachart Bank PLC (TTB)*
Financial advisors and underwriters	BBL, The Hongkong and Shanghai Banking Corporation Ltd. (HSBC), and TTB*
Swap counterparty	HSBC
COLLATERAL DETAILS	
Assets	The rights to receive lease and service payments from TD under the following agreements to the Issuer: <ul style="list-style-type: none"> 1. the 30-year Building Space Lease Agreement (2008-2038); 2. the 30-year Service Agreement (2008-2038); and 3. the 5-year Furniture Procurement Agreement (2008-2013).
PROPERTY - THE GOVERNMENT OFFICE CENTER	
Project development budget	THB21.18 billion (increasing from THB19.02 billion)
Construction commencement date	September 2004
Completion date	At the end of 2010 (extended from June 2008)
Project developer and property manager	DAD
Total usable area	Office rental space: 484,000 sq.m. Commercial area: 27,500 sq.m. Common area: 49,000 sq.m.
Rental rate (inclusive of services)	THB360 per sq.m. for the first five years, increasing 10% every five years, plus THB50 per sq.m. (for the first five years only) for the furniture procurement service payments.

Source: DAD

* TMB Thanachart Bank PLC (TTB), formerly Thai Military Bank PLC (TMB)

Chart 1: Transaction Diagram



Source: TRIS Rating

PERFORMANCE ANALYSIS

The rating approach taken by TRIS Rating is to assess whether the cash flows from the lease and service payments made by TD to DAD SPV are sufficient to enable DAD SPV to make timely interest payments and repay the principal by the final legal maturity date. Since DAD SPV has to refinance a portion of the debentures in 2025, the analysis also focuses on the possibility of refinancing the debentures due in 2025.

Debt Service Coverage Ratio (DSCR):

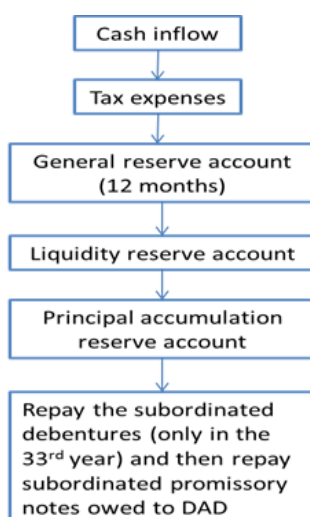
In this transaction, the cash inflows from TD are specified in the underlying agreements. All expenses to third parties, taxes, and fees are already fixed. The interest income on cash in the reserve accounts is set at 1%. Based on the annual lease payments from TD, DAD SPV should be able to keep the DSCR during 2007-2025 (except for the refinancing date in 2025) at a minimum of 1 time. At the end of October 2023, the lease and service payments from TD covered DAD SPV's obligations for the next 12 months.

However, DAD SPV has to refinance around THB10.7 billion in debentures in 2025. Cash inflows from the lease payments during 2025-2037 will total around THB36 billion (net of VAT). DAD SPV should be able to cover the debt service payments of THB10.7 billion for the amortized debentures at a refinancing rate as high as around 23%. This relatively high refinancing rate is adequate for an "AAA" rated transaction.

Reserve Accounts:

At the end of October 2023, TD made a 12-month lease payment to DAD SPV as planned. After receiving the lease and service payments, the transaction administrator put the money in three reserve accounts, as shown in Chart 2. DAD SPV then had enough cash to fulfill its obligations until the end of September 2024. The unused cash in the reserve accounts is invested in eligible investments. At the end of October 2023, DAD SPV's unused cash was deposited with two state-owned banks, Government Housing Bank (rated "AAA/stable") and Small and Medium Enterprise Development Bank (rated "AAA(thai)/stable" by Fitch Ratings (Thailand) Limited). Both banks have ratings higher than "AA-" for short-term investments (<365 days). The terms of DAD SPV's investments range between from 1 - 12 months.

Chart 2: Cash Flow Waterfall (From 1 Jul 2008)



Source: Dhanarak Assets Development Co., Ltd. (DAD)

General Reserve Account:

The cash reserve in this account is used to pay taxes, fees, third-party expenses, and interest payments on the senior and subordinated debentures. At the end of October 2023, the cash balance in this account was THB1.16 billion, sufficient to cover the estimated expenses during November 2023-September 2024.

Liquidity Reserve Account:

Starting from July 2008, DAD SPV must maintain a cash reserve in the liquidity reserve account equal to the taxes, fees, third-party expenses, and interest payments due in the next three months. At the end of October 2023, the cash in this account totaled THB284.95 million, sufficient to cover all of DAD SPV's expenses in the next three months.

Principal Accumulation Reserve Account:

Any cash remaining after satisfying the general reserve and the liquidity reserve accounts will be deposited into the principal accumulation reserve account every year, in an amount determined by the transaction administrator. To mitigate the negative carry risk of the cash in this account, the Issuer has entered into a swap agreement with the

Hongkong and Shanghai Banking Corporation Ltd. (HSBC). At the end of October 2023, HSBC was rated “AA-” by S&P Global Ratings and “Aa3” by Moody’s Investors Service (Moody’s).

Table 2: Swap and Bond Payment Schedules

Unit: Mil. THB

Period	Required Principal Reserve Amount	Amount Delivered to HSBC*	Amount Received from HSBC	Bond Repayment Schedule
2008	960	960	-	-
2009	497	497	-	-
2010	497	497	-	-
2011	497	497	-	-
2012	572	572	1,500	1,500
2013	526	526	-	-
2014	526	526	-	-
2015	635	354	2,000	2,000
2016	671	952	-	-
2017	670	670	-	-
2018	892	892	-	-
2019	892	892	-	-
2020	1,085	1,085	4,000	4,000
2021	1,000	1,000	-	-
2022	377	377	-	-
2023	-	-	-	-
2024	-	-	-	-
2025	-	-	5,800	16,500
Total	10,297	10,297	13,300	24,000

* Each year, DAD SPV pays HSBC in November and in March of the following year.
Sources: Transaction agreements

Under the terms of the swap agreement, the Issuer must make the payments periodically to receive the specified return on the specified date. The last payment to HSBC was completed in 2022, totaling THB10.3 billion baht in transfers from 2008 to 2022. In return, HSBC is committed to paying DAD SPV a total of THB13.3 billion, distributed over four installments. The final payment of THB5.8 billion from HSBC to DAD SPV is scheduled for 2025.

MONITORING PROCESS

TRIS Rating monitors the assigned ratings on DAD SPV’s debentures regularly, through information from the following reports:

- Property management report (if any),
- Transaction administrator’s report, and
- Auditor’s report

Surveillance will be maintained on this transaction until the debentures mature or are otherwise retired, to ensure that the ratings on the debentures reflect current risks.

RELATED CRITERIA

- Structured Finance Debt Rating Criteria, 10 November 2021

NOTE

The Issuer has not informed TRIS Rating whether the Issuer is publicly disclosing all relevant information about the structured finance instruments that are subject to this rating report or whether relevant information remains non-public.

DAD SPV Co., Ltd. (DAD SPV)

Issue Ratings:

DAD25NA: THB5,000 million structured finance securities due 2025	AAA(sf)
DAD25NB: THB6,000 million structured finance securities due 2025	AAA(sf)
DAD25NC: THB5,499.90 million structured finance securities due 2025	AAA(sf)

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