### CHICO URBAN AREA JOINT POWERS FINANCING AUTHORITY

(A Component Unit of the City of Chico, California)

Independent Auditors' Report and Financial Statements

June 30, 2019

## CHICO URBAN AREA JOINT POWERS FINANCING AUTHORITY (A Component Unit of the City of Chico, California) June 30, 2019

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### **Independent Auditor's Report**

Board of Directors Chico Urban Area Joint Powers Financing Authority City of Chico, California

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of the governmental activities and the capital projects fund of the Chico Urban Area Joint Powers Financing Authority (Authority), a component unit of the City of Chico, California (City) as of and for the year ended June 30, 2019, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express opinions 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

### **Opinions**

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and the capital projects fund of the Authority, as of June 30, 2019, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

### **Other Matters**

### Required Supplementary Information

ide Sailly LLP

Management has omitted the management's discussion and analysis that the accounting principles generally accepted in the United States of America requires to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by the missing information.

Sacramento, California

November 25, 2019

### CHICO URBAN AREA JOINT POWERS FINANCING AUTHORITY (A Component Unit of the City of Chico, California)

### Statement of Net Position and Governmental Funds Balance Sheet June 30, 2019

	Capital Projects Fund			Adjustments (Note II D)	Statement of Net Position
		1 und		(Note II D)	 1 OSITION
Assets					
Current assets:					
Restricted cash and investments	\$	12,399,820	\$	-	\$ 12,399,820
Interest receivable		160,042			160,042
Total assets	\$	12,559,862	\$	-	 12,559,862
Liabilities					
Noncurrent liabilities:					
Loans payable	\$	_		23,059,478	23,059,478
Total non-current liabilities		-	-	23,059,478	23,059,478
Total liabilities		-		23,059,478	23,059,478
Fund Balance/Net Position					
Fund balances:					
Restricted for sewer projects		12,559,862	-	(12,559,862)	
Total Liabilities and Fund Balance	\$	12,559,862			
Net Position:					
Unrestricted				(10,499,616)	 (10,499,616)
Total net position (deficit)			\$	(10,499,616)	\$ (10,499,616)

### CHICO URBAN AREA JOINT POWERS FINANCING AUTHORITY (A Component Unit of the City of Chico, California)

### Statement of Activities and Governmental Fund Revenues, Expenditures and Changes in Fund Balance For the Year Ended June 30, 2019

	Capital Projects Fund	_	Adjustments (Note II D)	-	Statement of Activities	
Expenditures/Expenses:						
Administrative expenses	\$ 38,246	\$	<u>-</u>	\$	38,246	
Construction expenses	187,718		(187,718)		-	
Conveyance of capital assets		_	187,718	_	187,718	
Total expenditures/expenses	225,964	-		-	225,964	
Program revenues:						
Intergovernmental revenue	1,900,000		(1,900,000)		-	
Capital grants and contributions		_	1,900,000	_	1,900,000	
Total program revenue	1,900,000	-	<u>-</u>	-	1,900,000	
Net program (expense) revenue	1,674,036		-		1,674,036	
General revenues:						
Investment earnings	339,195	_	<u>-</u>	_	339,195	
Total general revenues	339,195	_		_	339,195	
Excess (deficiency) of revenues						
over expenditures	2,013,231		-		2,013,231	
Change in fund balance/net position	2,013,231		-		2,013,231	
Fund balance/net position (deficit):						
Beginning of the year	10,546,631	_	(23,059,478)	-	(12,512,847)	
End of the year	\$ 12,559,862	\$	(23,059,478)	\$	(10,499,616)	

### I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### A. THE FINANCIAL REPORTING ENTITY

In August 2005, the governing boards of the Chico Redevelopment Agency, which due to State Assembly Bill 1X 26 is now known as the City of Chico, Successor Agency to the Chico Redevelopment Agency (Agency) and the County of Butte established a joint powers agency known as the Chico Urban Area Joint Powers Financing Authority (JPFA) to facilitate the financing, construction and installation of sewer facilities and improvements in the greater Chico urban area. The JPFA was formed pursuant to the provisions of the joint powers laws of the State of California, as set forth in Article 1, Chapter 5, Division 7, Title 1 of the California Government Code (commencing with Government Code Section 6500). The JPFA is authorized to obtain state or federal loans for the purpose of financing the construction and installation of sewer facilities and improvements. The activity of the JPFA is included in the City of Chico's financial statements as a discretely presented component unit due to the close relationship and financial integration with the City,

### B. GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

The government-wide financial statements (i.e. the statement of net position and the statement of activities) report information on all of the activities of the JPFA. Governmental activities are normally supported by taxes and intergovernmental revenues.

The statement of activities demonstrates the degree to which the direct expenses are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include: (1) charges to customers who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment and (2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Investment earnings and other items which are excluded from program revenues are reported instead as general revenues.

Separate financial statements are provided for the JPFA's major governmental fund and are reported as a separate column in the fund financial statements.

### C. BASIS OF PRESENTATION, BASIS OF ACCOUNTING, AND MEASUREMENT FOCUS

The government-wide 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 the related cash flows.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the JPFA considers revenues to be available if they are collected within 60 days of the end of the current fiscal period.

Expenditures generally are recorded when a liability is incurred, as under accrual accounting.

### CHICO URBAN AREA JOINT POWERS FINANCING AUTHORITY

(A Component Unit of the City of Chico, California) NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2019

### I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment earnings are considered to be susceptible to accrual and have been recognized as revenue of the current period. Other revenues are considered to be measurable and available only when cash is received by the JPFA.

The activities of the JPFA are accounted for in a capital projects fund.

When both restricted and unrestricted resources are available for use, it is the JPFA's policy to use restricted resources first, then unrestricted resources as they are needed.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

### D. ASSETS, LIABILITIES, AND NET POSITION OR EQUITY

### Capital Assets/Construction Expenses

Although the JPFA's sole purpose is to construct infrastructure to facilitate the installation of sewer connections for residents located in the benefited area, the infrastructure is ultimately conveyed to the City of Chico, and as a result, the construction costs of the sewer infrastructure are shown as construction expenses (not capital assets) in these financial statements. As the construction occurs, the infrastructure is conveyed to the City of Chico's Sewer Enterprise Fund as capital assets.

### **Long-Term Liabilities**

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities and, in the fund financial statements; the face amount of debt issued is reported as other financing sources.

### Fund Equity

Restricted fund balances include amounts that can be spent only for the specific purposes stipulated by constitution or external resource providers.

### **Net Position**

Net position is classified as unrestricted net position which is not restricted for any project or any other purpose. Negative net position occurs when liabilities of the JPFA exceed the assets. In the case of the JPFA, it is assuming the debt of the project, but does not own the assets which can create a negative net position.

### E. IMPLEMENTATION OF NEW GOVERNMENTAL ACCOUNTING STANDARDS

The Governmental Accounting Standards Board (GASB) releases new accounting and financial reporting standards which may have a significant impact on the City's financial reporting process. New standards applicable to the year endingJune 30, 2019 are as follows:

FOR THE YEAR ENDED JUNE 30, 2019

### I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

GASB Statement No. 83 – Certain Asset Retirement Obligations. This statement addresses accounting and financial reporting for certain asset retirement obligations (AROs). An ARO is a legally enforceable liability associated with the retirement of a tangible capital asset. A government that has legal obligations to perform future asset retirement activities related to its tangible capital asset should recognize a liability based on the guidance in this Statement. The requirements of this Statement are effective for reporting periods beginning after June 15, 2018. The Authority has determined there is no effect on the financial statements.

GASB Statement No. 88 – Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements. The primary objective of this Statement is to improve the information that is disclosed in notes to government financial statements related to debt, including direct borrowings and direct placements. It also clarifies which liabilities governments should include when disclosing information related to debt. The requirements of this Statement are effective for reporting periods beginning after June 15, 2018. The Authority implemented this on July 1, 2018 adding essential information to the debt disclosures.

The Authority is currently analyzing its accounting and financial reporting practices to determine the potential impact on the financial statements of the following GASB statements:

GASB Statement No. 84 – Fiduciary Activities. This Statement establishes criteria for identifying fiduciary activities of all state and local governments. The focus of the criteria generally is on (1) whether a government is controlling the assets of the fiduciary activity and (2) the beneficiaries with whom a fiduciary relationship exists. Separate criteria are included to identify fiduciary component units and postemployment benefit arrangements that are fiduciary activities. The requirements of this Statement are effective for reporting periods beginning after December 15, 2018. The Authority has not determined its effect on the financial statements.

GASB Statement No. 87 – Leases. The objective of this Statement is to better meet the information needs of financial statement users by improving accounting and financial reporting for leases by governments. This Statement increases the usefulness of governments' financial statements by requiring recognition of certain lease assets and liabilities for leases that previously were classified as operating leases and recognized as inflows of resources or outflows of resources based on the payment provisions of the contract. It establishes a single model for lease accounting based on the foundational principle that leases are financings of the right to use an underlying asset. Under this Statement, a lessee is required to recognize a lease liability and an intangible right-to-use lease asset, and a lessor is required to recognize a lease receivable and a deferred inflow of resources, thereby enhancing the relevance and consistency of information about governments' leasing activities. The requirements of this Statement are effective for reporting periods beginning after December 15, 2019. The Authority has not determined its effect on the financial statements.

GASB Statement No. 89 – Accounting for Interest Cost Incurred before the End of a Construction Period. This statement establishes accounting requirements for interest cost incurred before the end of a construction period. This Statement requires that interest cost incurred before the end of a construction period be recognized as an expense in the period in which the cost is incurred for financial statement prepared using the economic resources measurement focus. The requirements of this Statement are effective for reporting periods beginning after December 15, 2019. The Authority has not determined its effect on the financial statements.

FOR THE YEAR ENDED JUNE 30, 2019

### I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

GASB Statement No. 90 – Majority Equity Interests-an amendment of GASB Statements No. 14 and 61. The primary objectives of this Statement are to improve the consistency and comparability of reporting a government's majority equity interest in a legally separate organization and to improve the relevance of financial statement information for certain component units. The City had not determined its effect on the financial statements. The requirements of this Statement are effective for reporting periods beginning after December 15, 2018. The Authority has not determined its effect on the financial statements.

GASB Statement No. 91 – Majority Equity Interests - an amendment of GASB Statements No. 14 and 61. The primary objectives of this Statement are to provide a single method of reporting conduit debt obligations by issuers and eliminate diversity in practice associated with (1) commitments extended by issuers, (2) arrangements associated with conduit debt obligations, and (3) related note disclosures. This Statement achieves those objectives by clarifying the existing definition of a conduit debt obligation; establishing that a conduit debt obligation is not a liability of the issuer; establishing standards for accounting and financial reporting of additional commitments and voluntary commitments extended by issuers and arrangements associated with conduit debt obligations; and improving required note disclosures. The Authority has not determined its effect on the financial statements.

### II. DETAILED NOTES

### A. CASH AND INVESTMENTS

### I. Authorized Investments

The JPFA follows the City's investment policy with respect to the management of cash and investments. The table below identifies the investment types that are authorized by California Government Code Section 53601. The investment policy limits the amount of funds invested in instruments with maturities over one year to 15%, unless adequate liquidity is available, yield appears favorable and the Executive Director approves the investment in advance.

Authorized Investment Type	Maximum Maturity	Maximum Percentage of Portfolio	Maximum Investment in One Issuer	Minimum Rating
U.S. Treasury Securities	5 years	None	None	None
U.S. Agency Securities	5 years	None	None	None
Money Market Mutual Funds	5 years	20%	10%	AAA
Collateralized Bank Deposits	5 years	None	None	None
State of California and California				
Local Agency Bonds	5 years	15%	5%	None
Repurchase Agreements	5 years	None	5%	None
Local Agency Investment Fund (LAIF)	N/A	None	None	None

### **II. DETAILED NOTES (Continued)**

### II. Custodial Credit Risk

The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, a government will not be able to recover the value of its investment or collateral securities that are in the possession of another party. The custodian of the investments is not the counterparty for the investments held for the JPFA and hence these investments are not exposed to custodial credit risk.

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 its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, a government will not be able to recover the value of its investment or collateral securities that are in the possession of another party. The California Government Code and the investment policy do not contain legal or policy requirements that would limit the exposure to custodial credit risk for deposits or investments, other than the following. provision for deposits and securities lending transactions: The California Government Code requires that a financial institution secure deposits made by state or local governmental units by pledging securities in an undivided collateral pool held by depository regulated under stated law. The market value of the pledged securities in the collateral pool must equal at least 110% of the total amount deposited by the public agencies.

The JPFA has an equity position in the City of Chico's investment pool of \$745,275 at June 30, 2019. As of June 30, 2019, the JPFA had \$11,615,545 in LAIF.

### III. Concentration of Credit Risk

The investment policy of the JPFA authorized by debt agreements contains no limitations on the amount that can be invested in any one issuer beyond that stated above.

### IV. Interest Rate and Credit Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity its fair value is to changes in market interest rates. As a means of limiting its exposure to fair value losses arising from rising interest rates, the JPFA manages its exposure to interest rate risk by investing in the Local Agency Investment Fund (LAIF), which provides the necessary cash flow and liquidity needed for operations, as well as purchasing a combination of shorter term and longer term investments so that a portion of the portfolio is maturing or coming close to maturing evenly over time. The segmented time distribution method is used for reporting interest rate risk.

Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. It is the City's policy to purchase investments with the minimum ratings required by the California Government Code.

FOR THE YEAR ENDED JUNE 30, 2019

### **II. DETAILED NOTES (Continued)**

As of June 30, 2019, the JPFA's investments and credit ratings are as follows:

	_	<u>Maturity</u>					
		Under 30 Days		31-365 Days		1-5 Years	Fair Value
Investments held in City treasury:	_	Dujo		Duyo		Tours	value
Local Agency Investment Fund	\$	11,673,774	\$	_	\$	-	\$ 11,673,774
Federal Agency Securities		-		-		25,492	25,492
Money Market Mutual Funds		56,691		-		-	56,691
Certificates of Deposit				198,006	_	445,857	 643,863
Total investments held in City treasury							 12,399,820
Total cash and investments by maturity	\$	11,730,465	\$	198,006	\$	471,349	\$ 12,399,820

The JPFA is a voluntary participant in LAIF that is regulated by California Government Code Section 16429 under the oversight of the State of California Treasurer. The fair value of the investments in this pool is reported in the accompanying financial statements at amounts based upon the pro-rata share of the fair value provided by LAIF for the entire LAIF portfolio (in relation to the amortized cost of that portfolio, as calculated monthly). The balance available for withdrawal is based on the accounting records maintained by LAIF, which are recorded on an amortized cost basis.

#### V. Fair Value Measurements

Generally accepted accounting principles set forth the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes investment valuation techniques used to measure fair value. The three levels of the fair value hierarchy under GASB 72 are described as follows:

<u>Level 1</u> – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Authority has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- Ouoted prices for similar assets or liabilities in active markets:
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

<u>Level 3</u> – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

FOR THE YEAR ENDED JUNE 30, 2019

### **II. DETAILED NOTES (Continued)**

Investments in the City of Chico Investment Pool, Certificates of Deposit and LAIF are uncategorized as deposits and withdrawals are made on a basis of \$1 and not fair value. Accordingly, under the hierarchy, these investments are uncategorized.

	Observable Inputs	
Investment by fair value level:	 (Level 2)	Total
Certificates of Deposit	643,863	643,863
Federal Securities	 25,492	 25,492
Total investments measured		
at fair value	\$ 669,355	\$ 669,355
Investments measured at amortized costs or not subject to fair value heirarchy:		
Local Agency Investment Fund		11,673,774
Money Market		 56,691
Total investments measured at fair value		\$ 12,399,820

### B. CONSTRUCTION EXPENDITURES

During the current period, the JPFA constructed sewer related infrastructure totaling \$187,718. The infrastructure is annually conveyed to the City of Chico's Sewer Enterprise Fund.

### C. PROGRAM REVENUES/ANNUAL CONTRIBUTION

After formation of the JPFA in August 2007, it obtained a loan (the Loan) from the California State Water Resources Control Board (SWRCB) to finance the construction and installation of sewer facilities and improvements in the Greater Chico Urban Area Redevelopment Project Area. The Agreement with the State obligated the Chico Redevelopment Agency to repay the loan, in the amount of \$1,900,000 per year for each year commencing with the effective date of the Agreement and ending with the fiscal year in which the last payment is due on the Loan. Neither the City nor the County have any obligation to make the loan payments under the Loan Agreement. The Loan Agreement provides that the sole source of contributions to the JPFA is the pledge by the Redevelopment Agency which, post-dissolution is the obligation of the Successor Agency. On December 17, 2013, the State Department of Finance confirmed that the annual \$1,900,000 payments were considered an enforceable obligation. As of June 30, 2019, \$20,900,000 has been received by the JPFA from the Redevelopment Agency and Successor Agency to the Redevelopment Agency.

FOR THE YEAR ENDED JUNE 30, 2019

D.	RECONCILIATION OF THE GOVERNMENTAL FUND BALANCE SHEET TO T	HE
	STATEMENT OF NET POSITION	

Total governmental fund balance	\$12,559,862
Amounts reported for governmental activities in the statement of net position different because:	n are
Loans payable are not due and payable in the current period and, therefore	
are not reported in the funds.	(23,059,478)
Net position of governmental activities	\$(10,499,616)
E. RECONCILIATION OF THE GOVERNMENTAL FUND EXPENDITURES, AND CHANGES IN FUND BALANCE STATEMENT OF ACTIVITIES	
Net change in fund balances - total governmental fund	\$2,013,231
Change in net position of governmental activities	\$2,013,231

### **II. DETAILED NOTES (Continued)**

#### F. LONG-TERM DEBT

### Loans Payable

A loan in the amount of \$38,000,000, has been approved by the SWRCB for the JPFA's Nitrate Compliance Program. During the life of the project, the Loan Program allows the JPFA to make loan draws at 83.33% of the project cost, while requiring the JPFA to recognize 16.67% as a local match to be included as an additional loan amount payable to the State. The JPFA records the additional loan amount as accreted interest in the Statement of Activities due to the cost of obtaining the 0% loan from the SWRCB. As of June 30, 2019, construction draws on the loan were \$23,059,478, while the local match totals \$3,843,323. No payments are due on the loan until project completion, currently estimated in fiscal year 2019-20. The JPFA will use the \$1,900,000 received annually from the Agency to pay the debt when it becomes due.

Changes to the JPFA's long-term debt for the year ended June 30, 2019 were as follows:

	July 1, 2018	June 30, 2019
Loans Payable:		
State Revolving Fund Loan	\$23,059,478	\$23,059,478

Total accumulated accreted interest as of June 30, 2019 was \$3,843,323.

### CHICO URBAN AREA JOINT POWERS FINANCING AUTHORITY (A Component Unit of the City of Chico, California)

### Schedule of Revenues, Expenditures and Changes in Fund Balance - Budget and Actual Capital Projects Fund For the Year Ended June 30, 2019

	Budgeted Amounts							
	Original		Final		Actual Amounts		Variance Final Budget	
Expenditures/Expenses:								
Administrative expenses	\$	38,246	\$	38,246	\$	38,246	\$	-
Construction expenses		11,831,859		13,137,997		187,718		12,950,279
Total expenditures/expenses		11,870,105	_	13,176,243		225,964		12,950,279
•	-							
Program revenues:								
Intergovernmental revenue		11,082,953		12,804,538		1,900,000		10,904,538
Net program (expense) revenue		(787,152)		(371,705)		1,674,036		2,045,741
General revenues:								
Investment earnings		70,000		140,000		339,195		199,195
Excess (deficiency) of revenues over expenditures		(717,152)		(231,705)		2,013,231		2,244,936
Fund balance/net position:								
Beginning of the year		12,436,623		12,436,623		10,546,631		
End of the year	\$	11,719,471	\$	12,204,918	\$	12,559,862	\$	