



Riverside Public Financing Authority

Independent Auditor's Reports and Financial Statements
For the year ended June 30, 2014

Prepared by the Finance Department
Brent A. Mason, Finance Director/Treasurer

3900 Main Street, Riverside, California 92522 (951)826-5660

Riverside Public Financing Authority
Independent Auditor's Reports and Financial Statements
Year Ended June 30, 2014

Contents

Independent Auditor's Report	1
<hr/>	
Financial Statements	
Statement of net position	3
Statement of revenues, expenses and changes in net position	4
Statement of cash flows	5
Notes to basic financial statements	6-11
<hr/>	
Independent Auditor's Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i>	12-13

Independent Auditor's Report

Honorable Mayor and Members of the City Council
Riverside Public Financing Authority
City of Riverside, California

We have audited the accompanying financial statements of the Riverside Public Financing Authority (the Authority) of the City of Riverside, California (the City), a component unit of the City, as of and for the year ended June 30, 2014, 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 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 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 opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Authority, as of June 30, 2014, and the changes in its financial position, and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Management has omitted management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a required part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of the 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 this missing information.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated December 8, 2014, 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 internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control over financial reporting and compliance.

Macias Gini & O'Connell LLP

Newport Beach, California
December 8, 2014

Riverside Public Financing Authority

Statement of Net Position
Year Ended June 30, 2014

Assets

Current Assets	
Current portion of loans receivable (Note 2)	\$ 11,850,000
Interest receivable	6,195,825
Total current assets	<u>18,045,825</u>
Loans Receivable, net of current portion (Note 2)	421,985,000
Total assets	<u>\$ 440,030,825</u>

Liabilities and Net Position

Current Liabilities	
Accrued interest payable	\$ 6,195,825
Current portion of long-term obligations (Note 3)	11,850,000
Total current liabilities	<u>18,045,825</u>
Long-term Obligations, net of current portion (Note 3)	421,985,000
Total liabilities	<u>\$ 440,030,825</u>
Net Position	<u><u>-</u></u>

See Notes to Financial Statements.

Riverside Public Financing Authority

Statement of Revenues, Expenses and Changes in Net Position
Year Ended June 30, 2014

Interest revenue	\$ 20,145,475
Long-term obligations interest expense	<u>(20,145,475)</u>
Changes in net position	-
Net assets at beginning of year	<u>-</u>
Net assets at end of year	<u><u>\$ -</u></u>

See Notes to Financial Statements.

Riverside Public Financing Authority

Statement of Cash Flows
Year Ended June 30, 2014

Cash Flows from Capital and Related Financing Activities	
Principal reduction on long-term obligations	\$ (11,010,000)
Interest paid on long-term obligations	(19,710,972)
Net cash used in capital and related financing activities	<u>(30,720,972)</u>
Cash Flows from Investing Activities	
Principal received on loans receivable	11,010,000
Interest received on loans receivable	19,710,972
Net cash provided by investing activities	<u>30,720,972</u>
Net increase in cash and cash equivalents	-
Cash and Cash Equivalents	
Beginning	-
Ending	<u>\$ -</u>

See Notes to Financial Statements.

Riverside Public Financing Authority
Notes to Basic Financial Statements
For the Year Ended June 30, 2014

Note 1. Nature of Operations, Description of Reporting Entity and Summary of Significant Accounting Policies

Nature of operations: The Riverside Public Financing Authority (Authority), a non-profit corporation, serves as a conduit for the issuance of debt which provides financing for public capital improvements to the City of Riverside, California, (the City), the Successor Agency to the Redevelopment Agency of the City of Riverside (Agency), and the Parking Authority of the City of Riverside (Parking Authority). The Authority has issued tax allocation bonds, lease revenue bonds, and Certificates of Participation secured by loan agreements between the Agency, the City and the Authority. These loan agreements are secured by a first pledge of and lien on a portion of property tax revenues within the respective project areas.

Reporting entity: The Riverside Public Financing Authority was organized under and pursuant to a Joint Exercise of Powers Agreement dated December 15, 1987 by and between the Redevelopment Agency of the City of Riverside, the City, and under the Government Code of the State of California, for the primary purpose of making loans to the Agency or the City to provide financing for public capital improvements. The Parking Authority was added as an additional member of the Authority on August 14, 2012. All trustee fees and other administrative expenses are paid by the City, the Agency, or the Parking Authority, as applicable.

On December 29, 2011, the California Supreme Court upheld Assembly Bill 1X 26 that provided for the dissolution of all redevelopment agencies in the State of California. The bill provided that upon dissolution of the Redevelopment Agency, either the city or another unit of local government will agree to serve as the "successor agency" to hold the assets until they are distributed to other units of state and local government. On March 15, 2011, the City Council elected to become the Successor Agency for the former Redevelopment Agency in accordance with the bill as part of City resolution number 22184. Successor agencies will be allocated revenue in the amount that is necessary to pay the estimated annual installment payments on enforceable obligations of the former redevelopment agency until all enforceable obligations of the prior redevelopment agency have been paid in full and all assets have been liquidated.

The Authority is reported as a blended component unit of the Agency and the City, and the financial transactions of the Authority are included with government activities in the government-wide financial statements of the City and the Agency. Separate financial statements may be obtained from the City's Finance Department, 3900 Main Street, Riverside, California 92522.

Basis of accounting: The activities of the Authority are accounted for as an enterprise fund using the economic resources measurement focus and the accrual basis of accounting. Under this method, interest revenues are recorded when earned and interest expenses are recorded at the time liabilities are incurred, regardless of when the related cash flow occurs.

Reserve funds: Restricted cash in the amount of \$15,928,179 as of June 30, 2014 is available in the reserve funds of the various debt issuances. These reserves are not recorded in the financial statements of the Authority but are maintained in the Agency's and the City's financial statements. In the event that loan receivable payments are not received from the Agency and the City to pay debt service, these reserve funds would be available and used. These reserve funds are maintained by fiscal agents and are considered restricted by and are pledged by the Agency and the City as collateral for payment of principal and interest on bonds.

Statement of cash flows: For the purpose of cash flows, and since there is usually no cash or cash equivalents on hand, the Authority considers all cash received and paid out to be highly liquid (maturities of three months or less for cash equivalents).

Loans and interest receivable: Activities between the Authority, the Agency and City that are representative of lending/borrowing arrangements outstanding at the end of the fiscal year that are expected to be paid back in future

Riverside Public Financing Authority
Notes to Basic Financial Statements
For the Year Ended June 30, 2014

years are referred to as Loans and Interest Receivable. There is no allowance for loan losses, as the Authority expects full repayment based on historic experience.

Long-term obligations: Long-term obligations are reported as liabilities in the financial statements of the Authority. Long-term obligations used to finance the Authority's lending activities and payable from interest revenues generated by the Agency and the City are recorded in the Authority's financial statements as interest revenue. The debt issued on behalf of the former Redevelopment Agency is secured by pledged tax increment revenues of the Agency. The debt issued on behalf of the City is secured by a lease agreement between the City and the Authority.

Net position: Net position represents the difference between assets and liabilities. Net position is not reported by the Authority, since by its very nature, the Authority acts as a conduit entity.

Estimated amounts reported in the financial statements: 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 the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates.

Note 2. Loans Receivable

Loans receivable at June 30, 2014 are as follows:

Various loans to the former Redevelopment Agency, receivable in annual installments from The Successor Agency from \$10,000 to \$8,790,000 through Aug. 2037; interest 2.0% to 8.0%.	\$ 221,895,000
\$128,300,000 loan to the City for capital improvements, receivable in annual installments from \$2,900,000 to \$7,200,000 through Mar. 1, 2037; interest at 3.36%	116,100,000
\$20,660,000 loan to the City for capital improvements, receivable in annual installments from \$415,000 to \$1,410,000 through Mar. 1, 2040; interest 4.00% to 5.50%.	20,660,000
\$41,240,000 loan to the City for capital improvements, receivable in annual installments from \$1,295,000 to \$2,840,000 through Nov. 1, 2033; interest 2.00% to 5.00%.	39,945,000
\$35,235,000 loan to the City for capital improvements, receivable in annual installments from \$1,285,000 to \$2,855,000 through Jun. 1, 2034; interest 4.00% to 5.25%.	35,235,000
	433,835,000
Less current portion	(11,850,000)
	\$ 421,985,000

The payments to be received from the Agency and the City in future years are equal to the future annual requirements to amortize the related debt (see Note 3).

Riverside Public Financing Authority
Notes to Basic Financial Statements
For the Year Ended June 30, 2014

Note 3. Long-Term Obligations

Changes in Long-Term Obligations: Below is a summary of changes in long-term obligations during the fiscal year:

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
1991 Series A Mult-Project Area	\$ 100,000	\$ -	\$ 15,000	\$ 85,000	\$ 20,000
1999 University Corridor Series A	11,935,000	-	545,000	11,390,000	570,000
1999 University Corridor Series B	4,345,000	-	190,000	4,155,000	205,000
1999 Casa Blanca Series B	12,995,000	-	745,000	12,250,000	780,000
2003 Downtown/Airport Series Bonds	28,330,000	-	1,550,000	26,780,000	1,615,000
2004 Arlington Redevelopment Series A	4,225,000	-	50,000	4,175,000	45,000
2004 Arlington Redevelopment Series B	2,140,000	-	130,000	2,010,000	140,000
2005 Housing Set-Aside	19,155,000	-	740,000	18,415,000	770,000
2007 RPFA Series A	8,240,000	-	20,000	8,220,000	25,000
2007 RPFA Series B	12,960,000	-	440,000	12,520,000	440,000
2007 RPFA Series C	87,650,000	-	540,000	87,110,000	560,000
2007 RPFA Series D	36,335,000	-	1,550,000	34,785,000	1,635,000
2010 RPFA COP	119,300,000	-	3,200,000	116,100,000	3,300,000
2012A RPFA Refunding	20,660,000	-	-	20,660,000	415,000
2012A RPFA Lease Revenue Refunding	41,240,000	-	1,295,000	39,945,000	1,330,000
2013 RPFA COP	-	35,235,000	-	35,235,000	-
	<u>\$ 409,610,000</u>	<u>\$ 35,235,000</u>	<u>\$ 11,010,000</u>	<u>\$ 433,835,000</u>	<u>\$ 11,850,000</u>

To fund the loans receivable described in Note 2 above, the Authority issued, or facilitated the issuance of, the following debt, which are limited obligations of the Authority.

	Outstanding Principal at June 30, 2014
\$13,285,000 1991 Riverside Public Financing Authority Revenue Bonds, Series A, Multi-Project Areas outstanding term bonds due in annual installments ranging from \$10,000 to \$25,000 through Feb. 1, 2018, bearing interest at 8%.	\$ 85,000
\$17,025,000 1999 University Corridor/Sycamore Canyon Merged Project Area, Redevelopment Agency Tax Allocation Bonds, Series A; \$6,205,000 serial bonds, 3.4% to 4.7% due in annual installments from \$40,000 to \$570,000 through Aug. 1, 2014; \$4,810,000 term bonds at 4.75% due Aug. 1, 2021; and \$6,010,000 term bonds at 5.0% due Aug. 1, 2027.	11,390,000
\$6,055,000 1999 University Corridor/Sycamore Canyon Merged Project Area, Redevelopment Agency Tax Allocation Bonds, Series B; \$1,900,000 serial bonds, 4.5% to 5.5% due in annual installments from \$35,000 to \$190,000 through Sep. 1, 2013; \$1,135,000 term bonds at 5.5% due Sep. 1, 2018; and \$3,020,000 term bonds at 5.625% due Sep. 1, 2027.	4,155,000

Riverside Public Financing Authority
Notes to Basic Financial Statements
For the Year Ended June 30, 2014

<p>20,395,000 1999 Casa Blanca Project Area, Redevelopment Agency Tax Allocation Bonds, Series A; \$8,925,000 serial bonds, 3.4% to 4.7% due in annual installments from \$455,000 to \$780,000 through Aug. 1, 2014; \$2,565,000 term bonds at 4.75% due Aug. 1, 2017; \$4,035,000 term bonds at 4.75% due Aug. 1, 2021; and \$4,870,000 term bonds at 5% due Aug. 1, 2025.</p>	12,250,000
<p>\$40,435,000 Downtown/Airport Merged Project Area, 2003 Redevelopment Agency Tax Allocation and Refunding Bonds; \$32,720,000 serial bonds 2.0% to 5.25% due in annual installments from \$1,220,000 to \$1,955,000 through Aug. 1, 2023; and \$7,715,000 term bonds at 5.0% due in annual installments from \$195,000 to \$2,060,000 through Aug. 2034.</p>	26,780,000
<p>\$4,550,000 Arlington Redevelopment Project, 2004 Redevelopment Agency Tax Allocation Bonds, Series A; \$420,000 term bonds at 3.8% due Aug. 1, 2014; \$615,000 term bonds at 4.6% due Aug. 1, 2024; \$3,515,000 term bonds at 4.7% due Aug. 1, 2034.</p>	4,175,000
<p>\$2,975,000 Arlington Redevelopment Project Area, 2004 Tax Allocation Bonds; Series B: 5.5% due in annual installments from \$85,000 to \$235,000 through Aug. 1, 2024.</p>	2,010,000
<p>\$24,115,000 2005 Housing Set-Aside Tax Allocation Bonds; \$17,025,000 serial bonds 3.0% to 4.625% due in annual installments from \$505,000 to \$1,165,000 through Aug. 1, 2025; \$2,425,000 term bonds at 5.0% due Aug. 1, 2028; and \$4,665,000 term bonds at 4.85% due Aug. 1, 2034.</p>	18,415,000
<p>\$8,340,000 2007 Riverside Public Financing Authority Redevelopment Agency Tax Allocation Bonds, Tax Exempt, Series A, serial bonds 4.0% to 4.25% due in annual installments from \$20,000 to \$590,000 through Aug. 1, 2025; \$4,980,000 term bonds at 4.5% due Aug. 1, 2029; \$410,000 term bonds at 4.375% due Aug. 1, 2037.</p>	8,220,000
<p>\$14,850,000 2007 Riverside Public Financing Authority Redevelopment Agency Tax Allocation Bonds, Taxable, Series B, \$4,050,000 term bonds at 5.2% due Aug. 1, 2017; \$10,800,000 term bonds at 5.8% due Aug. 1, 2028.</p>	12,520,000
<p>\$89,205,000 2007 Riverside Public Financing Authority Redevelopment Agency Tax Allocation Bonds, Tax Exempt, Series C, serial bonds 4.0% to 5.0% due in annual installments from \$50,000 to \$3,210,000 through Aug. 1, 2025; \$17,955,000 term bonds at 4.5% due Aug. 1, 2030; \$47,755,000 term bonds at 5.0% due Aug. 1, 2037.</p>	87,110,000
<p>\$43,875,000 2007 Riverside Public Financing Authority Redevelopment Agency Tax Allocation Bonds, Taxable, Series D, \$15,740,000 term bonds at 5.4% due Aug. 1, 2017; \$28,135,000 term bonds at 5.89% due Aug. 1, 2032</p>	34,785,000

Riverside Public Financing Authority
Notes to Basic Financial Statements
For the Year Ended June 30, 2014

\$128,300,000 2008 Riverside Public Financing Authority Certificates of Participation due in annual installments from \$2,900,000 to \$7,200,000 through Mar. 1, 2037; issued at a variable rate; however, the PFA entered into an agreement to convert to a fixed rate of 3.4%.	116,100,000
\$20,660,000 2010 Riverside Public Financing Authority Certificates of Participation due in annual installments from \$415,000 to \$1,410,000 through Mar. 1, 2040; interest from 4.0% to 5.5%.	20,660,000
\$41,240,000 2012A Riverside Public Financing Authority Lease Revenue Refunding bonds due in annual installments from \$1,295,000 to \$2,840,000 through Nov. 1, 2033; interest from 2.00% to 5.00%.	39,945,000
\$35,235,000 2013 Riverside Public Financing Authority Certificates of Participation due in annual installments from \$1,285,000 to \$2,855,000 through Jun. 1, 2034; interest from 4.0% to 5.0%.	<u>35,235,000</u>
	433,835,000
Less current portion	<u>(11,850,000)</u>
	<u><u>\$421,985,000</u></u>

Annual debt service requirements to maturity are as follows:

Years Ending June 30,	Principal	Interest	Total
2015	\$ 11,850,000	\$ 19,458,170	\$ 31,308,170
2016	13,695,000	18,970,701	32,665,701
2017	14,210,000	18,387,024	32,597,024
2018	15,095,000	17,743,263	32,838,263
2019	15,695,000	17,051,525	32,746,525
2020-2024	92,170,000	73,113,411	165,283,411
2025-2029	105,845,000	49,883,222	155,728,222
2030-2034	104,010,000	25,787,841	129,797,841
2035-2039	59,855,000	5,774,680	65,629,680
2040-2044	1,410,000	77,550	1,487,550
	<u>\$ 433,835,000</u>	<u>\$ 246,247,387</u>	<u>\$ 680,082,387</u>

Note 4. No Commitment Debt

The following bonds are secured by valid assessment liens upon properties within assessment district 86-1 and are not direct liabilities of the Authority. Accordingly, the following bonds have not been recorded in these financial statements. Reserves have been established from the bond proceeds to meet delinquencies should they occur. If delinquencies occur beyond the amounts held in those reserves, the Authority has no duty to pay those delinquencies out of any other available funds. The Authority acts solely as an agent for those paying assessments and the bondholders.

Riverside Public Financing Authority
Notes to Basic Financial Statements
For the Year Ended June 30, 2014

Note 4

\$16,730,000 2001 Riverside Public Financing Authority Refunding Bonds, Series A, (Orangecrest and Mission Grove), due in annual installments from \$800,000 to \$1,425,000 through Sep. 2, 2016, interest from 4.6% to 4.75%.	\$ 2,970,000
\$1,620,000 2001 Riverside Public Financing Authority Refunding Bonds, Series B, (Orangecrest and Mission Grove), due in annual installments from \$90,000 to \$145,000 through Sep. 2, 2016, interest from 5.5% to 5.75%.	<u>415,000</u>
	<u>\$ 3,385,000</u>

**Independent Auditor's Report on Internal Control Over Financial Reporting and on
Compliance and Other Matters Based on an Audit of Financial Statements
Performed in Accordance with *Government Auditing Standards***

Honorable Mayor and Members of the City Council
Riverside Public Financing Authority
City of Riverside, California

We have audited, in accordance with the 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, the financial statements of the Riverside Public Financing Authority (the Authority) of the City of Riverside, California (the City), a component unit of the City, as of and for the year ended June 30, 2014, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements and have issued our report thereon dated December 8, 2014.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Authority's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Authority's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Macias Gini É O'Connell LEP

Newport Beach, California
December 8, 2014