

Department of Water Resources Electric Power Fund Financial Statements

March 31, 2017



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Department of Water Resources Electric Power Fund Management's Discussion and Analysis March 31, 2017

USING THIS REPORT

This discussion and analysis is designed to assist the reader in focusing on significant financial issues and activities and to identify any significant changes in financial position of the Department of Water Resources Electric Power Fund (the Fund), which is administered by the California Department of Water Resources (DWR). Readers are encouraged to consider the information presented in the *Management's Discussion and Analysis* in conjunction with the financial statements that follow. This discussion and analysis and the financial statements do not relate to DWR's other governmental and proprietary funds.

The financial statements include three required statements, which provide different views of the Fund. The three required statements are:

- The Statements of Net Position: include all assets, liabilities and deferred outflows and inflows of resources as of the period ending date.
- The Statements of Revenues, Expenses and Changes in Net Position: present all of the current year's revenues, expenses, and changes in net position.
- The Statements of Cash Flows: report cash receipts, disbursements and the net change in cash resulting from four principal types of activities: operating, capital financing, non-capital financing and investing.

These statements provide current and long-term information about the Fund and its activities. These financial statements report information using accounting methods similar (although not identical) to those used by private sector companies. In order for the financial statements to be complete, they must be accompanied by a complete set of notes. The notes to financial statements provide disclosures which are required to conform to generally accepted accounting principles. The Fund is required to follow accounting standards promulgated by the Governmental Accounting Standards Board.

PURPOSE OF FUND

The Fund was established in January 2001 through legislation to assist in mitigation of the effects of a statewide energy supply emergency.

The Fund has the authority to secure and retain title to power for resale to end use customers of the State's investor owned utilities (IOUs) under power supply contracts entered into prior to January 1, 2003. The scheduling, dispatch, and certain other administrative functions for the long-term contracts were performed by the IOUs as agents for the Fund. However, the Fund retained the legal and financial responsibility for each contract for the life of the contract or until such time as there was a complete assignment of the contract to an IOU and release of the Fund. The last remaining contract terminated during 2015 fiscal year, releasing the Fund from substantially all future obligations. The Fund does not have any significant legal or financial responsibility for any power supply contracts entered into pursuant to the legislation establishing its authority.

The Fund is entitled to recover revenue requirements for authorized activities, including but not limited to debt service, the costs of power purchases, administrative expenses and reserves. Revenue requirements are determined at least annually and transmitted to the California Public Utilities Commission (CPUC) for implementation. Under the terms of the rate agreement between the CPUC and the Fund, the CPUC is required to set rates for customers of the IOUs and "direct access" Electric Service Providers (ESPs) such that the Fund will always have monies to meet its revenue requirements.

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CONDENSED STATEMENTS OF NET POSITION

The Fund's assets, liabilities and net position as of March 31 are summarized as follows (in millions):

	March 31, 2017	June 30, 2016
Long-term restricted cash, equivalents and investments	\$ 884	\$ 911
Recoverable costs	2,658	3,245
Restricted cash and equivalents:		
Operating account	36	46
Bond charge collection and bond charge payment accounts	1,133	535
Recoverable costs receivable	87	72
Interest receivable	9	4
Total assets	<u>4,807</u>	<u>4,813</u>
Deferral outflows of resources related to pensions	2	2
Deferral of loss on defeasance	125	116
Total deferred outflows of resources	<u>127</u>	<u>118</u>
Total assets and deferred outflows of resources	<u>\$ 4,934</u>	<u>\$ 4,931</u>
Long-term debt, including current portion	\$ 4,834	\$ 4,880
Net pension liability	5	5
Other postemployment benefits and accrued vacation	7	7
Other current liabilities	88	39
Total liabilities	<u>4,934</u>	<u>4,931</u>

Long-Term Restricted Cash, Equivalents and Investments

The Debt Service Reserve Account decreased \$27 million during the nine month period ended March 31, 2017 from June 30, 2016. The decrease in the Debt Service Reserve Account resulted from the release of funds to the escrow account related to Series P refunding on September 28, 2017 which decreased future annual debt service amount to \$884 million. The amount was determined in accordance with the Trust Indenture among the State of California, Department of Water Resources, Treasurer of the State of California, as Trustee and U.S. Bank, N.A, as Co-Trustee (Trust Indenture) and is based on the Maximum Annual Debt Service.

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Recoverable Costs

Recoverable costs consist of costs that are recoverable through future billings. The \$587 million decrease during the nine month period ended March 31, 2017 is due to recovery of operating costs of \$24 million and bond charges plus interest income exceeding interest and investment expense by \$611 million. The surplus of Bond Charge Collections over interest costs is primarily a result of the Fund's rate design which includes funding for annual debt service, including principal payments.

Restricted Cash and Equivalents

The Operating Account decreased by \$10 million during the nine month period ended March 31, 2017 as no material power charge revenues were received during this period.

Energy settlements received in 2017 were \$16 million. The Fund received \$3.5 million from Allegheny Energy Supply Company, \$3.6 million from Commerce Energy Inc and \$9 million from Merrill Lynch Capital Services Inc.

The Bond Charge Collection and Bond Charge Payment Accounts increased by \$598 million in the period ended March 31, 2017 in anticipation of the annual principal and semi-annual interest payment due on May 1, 2017.

Recoverable Costs Receivable

Recoverable costs receivable reflects power and bond charges to customer in the IOU service areas that have not yet been collected and amounts receivable. The \$87 million of recoverable costs receivable at March 31, 2017 is \$15 million higher than at June 30, 2016.

Deferral of Loss on Defeasance

Deferral of loss on defeasance increased by \$9 million during the nine month period, ended March 31, 2017 due to the amortization of loss on defeasance during the fiscal year.

Long-Term Debt

Long-term debt decreased to \$4,834 million as of March 31, 2017 from \$4,880 million as of June 30, 2016. On September 28, 2016, the Fund issued \$567 million of Series P refunding revenue bonds. Proceeds of \$566 million from the refunding bonds, minus \$2 million for issuance expenses, along with \$38 million released from the Debt Service Reserve and Bond Charge Payment accounts totaling \$603 million were used to purchase securities that were deposited in an irrevocable trust with an escrow agent that will provide amounts sufficient to pay the future debt service on the advance refunded \$555 million of outstanding Series F and Series H revenue bonds. As a result, the refunded bonds were considered defeased and have been removed from this Statement of Net Position.

The refunding resulted in a loss on defeasance of \$32 million, which has been deferred over the life of the refunding bonds.

Net Pension Liability

The net pension liability as of March 31, 2017 remained unchanged at \$5 million from June 30, 2016.

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Other Postemployment Benefits and Accrued Vacation

In addition to pension benefits, the State of California provides postemployment health care benefits to all employees who retire on or after attaining certain age and length of service requirements. The State of California is funding postemployment benefits on a pay-as-you-go basis. The Fund's other postemployment benefits (OPEB) and accrued vacation time liability is unchanged for period ending March 31, 2017.

Other Current Liabilities

Other current liabilities consist of accounts payable and accrued interest payable. Accounts payable reflect one month's accrual for employee and consultants.

Accounts payable remains unchanged at \$2 million at the nine month period ending March 31, 2017 from June 30, 2016.

Accrued interest payable increased to \$86 million at March 31, 2017 from \$37 million at June 30, 2016 due to the maturity of \$694 million in bonds in fiscal year 2017 and lower total debt outstanding after Series P refunding.

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CONDENSED STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION

The Fund's activities for the three and nine month periods ended March 31, 2017 and 2016 are summarized as follows (in millions):

	Three months ended March 31		Nine months ended March 31	
	2017	2016	2017	2016
Revenues:				
Power charges, net of refunds	\$ -	\$ (14)	\$ (29)	\$ (168)
Bond charges	209	205	723	687
Interest income	7	6	19	16
Total revenues	<u>216</u>	<u>197</u>	<u>713</u>	<u>535</u>
Expenses:				
Energy settlements	(9)	-	(16)	-
Interest expense	43	50	131	146
Administrative expenses	3	3	11	8
Recovery of recoverable costs	179	144	587	381
Total expenses	<u>216</u>	<u>197</u>	<u>713</u>	<u>535</u>
Net increase in net position	-	-	-	-
Net position, beginning of year	-	-	-	-
Net position, end of year	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

Power Charges

The cost of providing energy was recoverable primarily through Power Charges to IOU customers and certain customers of ESPs. Charges were determined by applying a CPUC adopted rate for each IOU service area to the megawatt hours of power delivered by the Fund to customers in each IOU service area.

Power Charges increased by \$139 million for the nine months period ended March 31, 2017 compared to the same period in 2016. The increase reflects a combination of a smaller return of excess amounts and previously received remittances to ratepayers. The return of excess amounts and previously received remittances is an allocation of excess reserves, litigation settlements and prior year over-collection from ratepayers. The return is implemented through separate monthly payments to the ratepayers through the IOUs.

The amounts the Fund returns are in excess of Trust Indenture required levels, as determined by the annual Revenue Requirement. The allocation of excess amounts and reserves was authorized by the CPUC in Decision 14-12-002 for calendar year 2015 and in Decision 15-12-003 for calendar year 2016.

During the nine months ended March 31, 2017, the Fund returned \$29 million to ratepayers in monthly payments and \$164 million during 2016. No returns have been authorized for calendar year 2017.

Bond Charges

Bond Charges provide revenue for the payment of debt service on the revenue bonds and are determined by applying a CPUC adopted rate to the total non-exempted loads of customers and certain ESP customers in the IOU service areas. Bond Charges for the nine months ended March 31, 2017 were \$36 million higher than the same period in 2016 and were adequate to meet all debt service requirements and

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maintain Trust Indenture required account balances in the Bond Charge Collection, Bond Charge Payment, and Debt Service Reserve Accounts. The \$36 million increase in 2017 was due to a combination of higher Bond Charge rates and higher sales to IOU customers.

Interest Income

Interest income in the nine months ended March 31, 2017 increased \$3 million from the same period in 2016. The increase was due to interest rates earned on investments in the State of California Surplus Money Investment Fund (SMIF). The average yield earned on SMIF for the period ended March 31, 2017 was 0.78% compared to 0.47% for the same period in 2016.

Energy Settlements

Energy settlements, including those related to complex regulatory proceedings before the Federal Energy Regulatory Commission (FERC) arising from events in California energy markets in 2001, are recorded as a decrease in operating expenses.

Energy settlements received as of March 31, 2017 were \$16 million. The Fund received \$3.5 million from Allegheny Energy Supply Company, \$3.6 million from Commerce Energy Inc and \$9 million from Merrill Lynch Capital Services Inc.

Interest Expense

Interest expense in the nine months ended March 31, 2017 was \$15 million lower than in the same period in 2016. The decrease was due to lower total interest paid on outstanding debt along with higher amortization of loss on defeasance offset by higher amortization of bond premium.

Administrative Expenses

Administrative expenses in the nine months ended March 31, 2017 increased \$3 million from the same period in 2016. The increase is related to fair share allocation of cost for service provided by central service agencies for the overall administration of state government.

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Recovery of Recoverable Costs

The individual components of the recovery of recoverable costs are as follows (in millions):

	Three months ended March 31		Nine months ended March 31	
	2017	2016	2017	2016
Operations	\$ 6	\$ (17)	\$ (24)	\$ (176)
Debt service and related costs	(173)	161	611	557
	<u>\$ (167)</u>	<u>\$ 144</u>	<u>\$ 587</u>	<u>\$ 381</u>

Operations

The negative \$24 million operations recovery, in the nine month period ended March 31, 2017, primarily reflects the lower return of excess amounts to ratepayers in the IOU service areas.

Debt Service and Related Costs

The \$611 million recovery of debt service and bond related costs were \$54 million higher for the nine months ended March 31, 2017 compared to the same period in 2016 due to higher bond charge revenues collected and higher interest income received minus interest expense.

LIQUIDITY

Various provisions of the Trust Indenture provide resources for the Fund to meet its cash requirements. In addition to its determination of revenue requirements, prepared annually, or more frequently if necessary, to meet both operating and bond related expenditures, the Fund has a Debt Service Reserve Fund in order to meet expenditures if bond charge revenue is impaired. The minimum balance in the Debt Service Reserve Fund is based on the Maximum Annual Debt Service.

With the termination of the last remaining power contract, reserves for operating the Fund's power purchase program are no longer necessary. As of January 2016, the remaining Operating Reserve Account funds were transferred to the Operating Account for return to customers in the IOU service areas.

Under the Section 80130 of the California Water Code, the Fund has a total debt issuance limit of \$13.4 billion, which does not include refunding debt issued: (i) to obtain a lower interest rate, (ii) to convert variable rate debt to fixed rate debt or (iii) to replace debt for which the credit rating of the insurer or credit facility provider has been or will be downgraded or withdrawn.

On August 30, 2016, Moody's Investor Service raised the underlying rating on Power Supply Revenue Bonds from "Aa2" to "Aa1" with a stable rating outlook. On March 24, 2015, Standard & Poor's Ratings Services raised the underlying rating on the Power Supply Revenue Bonds from "AA-" to "AA" with a stable rating outlook. Also, on March 24, 2015, Fitch Ratings raised the underlying rating on the Power Supply Revenue Bonds from "AA" to "AA+" with a stable rating outlook.

Department of Water Resources Electric Power Fund
Statements of Net Position
March 31, 2017 and June 30, 2016 (in millions)

	March 31, 2017	June 30, 2016
Assets		
Long-term assets:		
Restricted cash, equivalents and investments:		
Debt Service Reserve Account	\$ 884	\$ 911
Recoverable costs	2,658	3,245
Total long-term assets	<u>3,542</u>	<u>4,156</u>
Current assets:		
Restricted cash and equivalents:		
Operating Account	36	46
Bond Charge Collection and Bond Charge Payment Accounts	1,133	535
Recoverable costs receivable	87	72
Interest receivable	9	4
Total current assets	<u>1,265</u>	<u>657</u>
Total assets	4,807	4,813
Deferred outflows of resources		
Deferral Outflows of Resources related to pensions	2	2
Deferral of loss on defeasance	125	116
Total assets and deferred outflows of resources	<u>\$ 4,934</u>	<u>\$ 4,931</u>
Liabilities		
Non-Current liabilities:		
Long-term debt	\$ 4,081	\$ 4,124
Net pension liability	5	5
Other postemployment benefits and accrued vacation	7	7
Total non-current liabilities	<u>4,093</u>	<u>4,136</u>
Current liabilities:		
Current portion of long-term debt	753	756
Accounts payable	2	2
Accrued interest payable	86	37
Total current liabilities	<u>841</u>	<u>795</u>
Total liabilities	<u>\$ 4,934</u>	<u>\$ 4,931</u>

The accompanying notes are an integral part of these financial statements.

Department of Water Resources Electric Power Fund
Statements of Revenues, Expenses and Changes in Net Position
For the nine months ended March 31, 2017 and 2016
(in millions)

	Three months ended March 31		Nine months ended March 31	
	2017	2016	2017	2016
Operating revenues:				
Power charges, net of refunds	\$ -	\$ (14)	\$ (29)	\$ (168)
Total operating revenues	<u>-</u>	<u>(14)</u>	<u>(29)</u>	<u>(168)</u>
Operating expenses:				
Energy settlements	(9)	-	(16)	-
Administrative expenses	3	3	11	8
Recovery of recoverable operating costs	<u>6</u>	<u>(17)</u>	<u>(24)</u>	<u>(176)</u>
Total operating expenses	<u>-</u>	<u>(14)</u>	<u>(29)</u>	<u>(168)</u>
Income from operations			-	-
Nonoperating revenues and expenses:				
Bond charges	209	205	723	687
Interest income	7	6	19	16
Interest expense	(43)	(50)	(131)	(146)
Recovery of recoverable debt service and related costs	<u>(173)</u>	<u>(161)</u>	<u>(611)</u>	<u>(557)</u>
Net increase in net position	-	-	-	-
Net position, beginning of year	-	-	-	-
Net position, end of year	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these financial statements.

Department of Water Resources Electric Power Fund
Statements of Cash Flows
For the nine months ended March 31, 2017 and 2016
(in millions)

	2017	2016
Cash flows from operating activities:		
Receipts:		
Power charges, net of refunds	\$ (29)	\$ (160)
Energy settlements	16	-
Payments to employees for services	(2)	(3)
Payments for power purchases and other expenses	(9)	(6)
Net cash provided by (used in) operating activities	<u>(24)</u>	<u>(169)</u>
Cash flows from non-capital financing activities:		
Receipt of bond charges	708	701
Bond payments	-	-
Interest payments	(111)	(123)
Proceeds from issuance of revenue bonds	1	-
Payment to advance refund escrow agent	(27)	-
Net cash used in non-capital financing activities	<u>571</u>	<u>578</u>
Cash flows from investing activities:		
Interest received on investments	<u>14</u>	<u>12</u>
Change in restricted cash and equivalents	561	421
Restricted cash and equivalents, beginning of period	<u>1,190</u>	<u>1,363</u>
Restricted cash and equivalents, end of period	<u>\$ 1,751</u>	<u>\$ 1,784</u>
Restricted cash and equivalents included in:		
Operating Reserve Account	\$ -	\$ -
Debt Service Reserve Account (a component of the total of \$884 and \$919 at March 31, 2017 and 2016, respectively)	582	609
Operating Account	36	52
Bond Charge Collection and Bond Charge Payment Accounts	<u>1,133</u>	<u>1,123</u>
Restricted cash and equivalents, end of year	<u>\$ 1,751</u>	<u>\$ 1,784</u>

The accompanying notes are an integral part of these financial statements.

Department of Water Resources Electric Power Fund
Statements of Cash Flows (Continued)
For the nine months ended March 31, 2017 and 2016 (in millions)

	2017	2016
Reconciliation of operating income to net cash provided by (used in) operating activities:		
Income from operations	\$ -	\$ -
Adjustments to reconcile operating income to net cash provided by (used in) operating activities:		
Recovery of recoverable operating costs	(24)	(176)
	<u>(24)</u>	<u>(176)</u>
Changes in net assets and liabilities to reconcile operating income to net cash used in operations:		
Recoverable costs receivable	-	8
Net pension liability and related deferred inflows/outflows	-	(1)
Other postemployment benefits and accrued vacation	-	-
Accounts payable	-	-
Net change in operating assets & liabilities:	<u>-</u>	<u>7</u>
Net cash provided by (used in) operating activities	<u>\$ (24)</u>	<u>\$ (169)</u>
Noncash financing and investing activities:		
Amortization of revenue bond premiums	\$ 53	\$ 80
Amortization of deferral of loss on defeasance	7	22
Bond proceeds paid directly to advance refund escrow agent	565	917
Accrued interest on refunded revenue bonds	-	20
Underwriters discount paid directly from bond proceeds	1	2

The accompanying notes are an integral part of these financial statements.

Department of Water Resources Electric Power Fund

Notes to Financial Statements

March 31, 2017 (in millions)

1. Reporting Entity

In January 2001, the Governor of California issued an emergency proclamation directing the Department of Water Resources (DWR) to enter into contracts and arrangements for the purchase and sale of electric power to assist in mitigating the effect of a statewide energy supply emergency.

The Department of Water Resources Electric Power Fund (the Fund), administered by DWR, was established in January 2001 through legislation adding Division 27 to the California Water Code (the Code).

The Fund purchases power from wholesale suppliers under contracts entered into prior to January 1, 2003 for resale to customers in the service areas of the State's investor owned utilities (IOUs): Pacific Gas & Electric Company (PG&E), Southern California Edison Company (SCE), and San Diego Gas and Electric Company (SDG&E).

The Fund's power was delivered to customers through the transmission and distribution systems of the IOUs and payments from customers are collected for the Fund by the IOUs pursuant to servicing arrangements approved and/or ordered by the California Public Utilities Commission (CPUC).

Under the Code, the Fund has the authority to establish a revenue requirement to recover all Fund costs, including debt service. At least annually, Fund management establishes a determination of the revenue requirement, which then is submitted to the CPUC. Under the terms of a rate agreement between the Fund and the CPUC, the CPUC implements the Fund's determination of its revenue requirements by establishing end use customer rates that meet the Fund's revenue needs to assure the payment of debt service, power purchases, administrative expenses and maintenance of operating and debt service reserves.

2. Summary of Significant Accounting Policies

Basis of Presentation

The Fund is accounted for as an enterprise fund and is financed and operated in a manner similar to that of a private business enterprise. The Fund uses the economic resources measurement focus and the accrual basis of accounting. Under this method, revenues are recorded when earned and expenses are recorded at the time liabilities are incurred. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles, which considers the Fund a Regulated Operation under GASB Statement No. 62. The Fund is accounted for with a set of self-balancing accounts that comprise of assets, deferred outflows of resources, liabilities, deferred inflows of resources, net position, revenues and expenses.

The financial statements of the Fund are intended to present the financial position, and the changes in financial position and cash flow, of only that portion of the business-type activities and major funds of the State of California that is attributable to the transactions of the Fund. They do not purport to, and do not, present the financial position of the State of California and the changes in its financial position and its cash flows, in conformity with accounting principles generally accepted in the United States of America.

Current Year GASB Implementation

In fiscal year 2016, the Fund adopted Statement No. 72 of the Government Accounting Standards Board, entitled, *Fair Value Measurement and Application*. Statement No. 72 requires the Fund to use valuation techniques which are appropriate under the circumstances and are either a market approach, a cost approach or an income approach. Statement No. 72 establishes a hierarchy of inputs used to measure fair value consisting of three levels. Level 1 inputs are quoted prices in active markets for identical assets or liabilities. Level 2 inputs are inputs other than quoted prices included within level 1, which are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs.

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Statement No. 72 also contains note disclosure requirements regarding the hierarchy of valuation inputs and valuation techniques that was used for the fair value measurements. There was no material impact on the Fund's financial statements as a result of the implementation of Statement No. 72. All required disclosures were added to Note 3.

Restricted Cash, Equivalents and Investments

Under the terms of the Trust Indenture among the State of California, Department of Water Resources, Treasurer of the State of California, as Trustee and U.S. Bank, N.A, as Co-Trustee (Trust Indenture) separate restricted cash and investment accounts were established. The accounts and their purpose follow:

Power Charge Accounts:

- Operating Account: Power Charges (see Revenues and Recoverable Costs) and miscellaneous revenue are deposited into the Operating Account. Monies are available for payment of residual contract obligations and return of excess amounts to ratepayers.
- Priority Contract Account: Priority contracts were those power purchase contracts that required monthly payment prior to any debt service payments. As of December 2013, there were no more contracts with the priority designation. In August 2015, the Fund transferred the remaining balance amount of the Priority Contract Account to the Operating Account.
- Operating Reserve Account: With the termination of the last remaining power contract in April 2015, reserves for operating the Fund's power purchase program were no longer necessary. As of January 2016, the remaining balance in the Operating Reserve Account was transferred to the Operating Account for return to ratepayers in the IOU service areas.

Bond Charge Accounts:

- Bond Charge Collection Account: Bond Charges (see Revenues and Recoverable Costs) are deposited into the Bond Charge Collection Account. Monthly, funds needed for debt service payments and administrative costs are transferred to the Bond Charge Payment Account.
- Bond Charge Payment Account: Monies in the Bond Charge Payment Account are used to pay debt service and related fees for the revenue bonds and administrative costs. After receipt of the monthly transfer from the Bond Charge Collection Account, the balance in the Bond Charge Payment Account must at least equal debt service and fees estimated to accrue or be payable for the next succeeding three months.
- Debt Service Reserve Account: The Debt Service Reserve Account was initially funded with proceeds of the Series 2002 Bonds. The Debt Service Reserve Account is to be funded at all times with the amount of maximum aggregate annual debt service on all outstanding debt. If the Debt Service Reserve Account needed to be replenished, the funds would be transferred from the Bond Charge Collection Account.

Restricted cash and equivalents, for purposes of the Statements of Cash Flows, include cash on hand and deposits in the Surplus Money Investment Fund (SMIF). The Operating Reserve Account and Debt Service Reserve Account (net of investments) are classified as long-term restricted cash due to requirements under the Trust Indenture to hold amounts in excess of anticipated current payments for operating and bond related expenses. Amounts required to be held in reserve are determined annually by the Fund's revenue requirement.

SMIF has an equity interest in the State of California Pooled Money Investment Account (PMIA). Generally, the investments in the PMIA are available for withdrawal on demand. The PMIA cash and investments are recorded at amortized cost, which approximates fair value. The PMIA funds are on

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Notes to Financial Statements

March 31, 2017 (in millions)

deposit with the State's Centralized Treasury System and are managed in compliance with the California Government Code, described in Note 3.

Long-term investments are held solely in the Debt Service Reserve Account by the bond co-trustee and consist of guaranteed investment contracts (GICs) and a U.S. government backed agency security in accordance with a forward purchase agreement (FPA). The GICs are carried at cost and the U.S. government backed agency security is carried at amortized cost and not at fair value because the investments are non-negotiable and non-transferable.

Net Position

The Fund does not record the difference between assets and liabilities as changes in net position. The difference between assets and deferred outflows of resources and liabilities and deferred inflows of resources on the Statements of Net Position is presented as recoverable costs such that there is no net position. The Fund anticipates that amounts in the recoverable costs will be recovered in subsequent years prior to program expiration.

Revenues and Recoverable Costs

The Fund is required, at least annually, to establish a determination of the revenue requirement to be transmitted to the CPUC, which then sets end use customer remittance rates. The Fund's financial statements are prepared in accordance with GASB Statement No. 62, which requires that the effects of the revenue requirement process be recorded in the financial statements. Accordingly, all expenses and credits, normally reflected in the change in net position as incurred, are recognized as recoverable costs in the Statements of Net Position and are recovered from IOU customers. Costs that are recoverable through future billings are recorded as long-term assets.

Customer charges are separated into two primary components, power charges and bond charges. Power charge revenues recover the cost of power purchases, other expenses and operating reserves and are recognized when energy provided by the Fund is delivered to IOU customers. Bond charge revenues recover debt service, debt service reserves and other bond related costs and are recognized when energy provided by the Fund, the IOU, or an ESP, is delivered to customers in the IOU service areas. Costs are recovered over the life of the bonds as determined by the Fund's revenue requirement process.

Pensions

For purposes of measuring the net pension liability and deferred outflows/inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the Fund's portion of the California Public Employees' Retirement System (CalPERS) Miscellaneous Plan (Plan) and additions to/deductions from the Plan's fiduciary net position have been determined on the same basis as they are reported by CalPERS. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

Department of Water Resources Electric Power Fund
Notes to Financial Statements
March 31, 2017 (in millions)

3. Restricted Cash and Investments

As of March 31, 2017, the Fund had the following cash, equivalents and investments (in millions):

Investment	Maturity	March 31, 2017
State of California Pooled Money		
Investment Account - Surplus Money		
Investment Fund	5.9 months avg.	\$ 1,750
Cash		<u>2</u>
Total cash and equivalents		1,752
Guaranteed investment contracts	May 1, 2022	200
Forward purchase agreement	May 1, 2017	<u>102</u>
		<u>\$ 2,054</u>
Reconciliation to Statements of Net Position:		
Debt Service Reserve Account		884
Operating Account		36
Bond Charge Collection and		
Bond Charge Payment Accounts		<u>1,133</u>
		<u>\$ 2,054</u>

Custodial Credit Risk: Under GASB Statement No. 40, 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 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 investment or collateral securities that are in the possession of an outside party. The State of California has a deposit policy for custodial credit risk that requires deposits held by financial institutions to be insured by federal depository insurance or secured by collateral held in the State's name. At December 31, 2016, one of the guaranteed investment contracts in the amount of \$100 million was uninsured and uncollateralized.

Interest Rate Risk: Under GASB Statement No. 40, interest rate risk is the risk that the value of fixed income securities will decline because of changing interest rates. The prices of fixed income securities with a longer time to maturity, measured by effective maturity, tend to be more sensitive to changes in interest rates and, therefore, more volatile than those with shorter maturities. The State Treasurers Investment Policy, Pooled Money Investment Account, provides for spreading investments over various maturities to minimize the risk of portfolio depreciation due to a rise in interest rates. The State Treasurers Investment Policy limits investments to the following maximum maturities: U.S. Treasury securities, 5 years; federal agency securities, 5 years; bankers acceptances – domestic and foreign, 180 days; certificates of deposits, 5 years; commercial paper, 180 days; corporate bonds and notes, 5 years; repurchase agreements and reverse repurchase agreements, 1 year.

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Credit Risk: Under GASB Statement No. 40, credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The PMIA funds are on deposit with the State's Centralized Treasury System and are managed in compliance with the California Government Code, according to a statement of investment policy which sets forth permitted investment vehicles, liquidity parameters and maximum maturity of investments. These investments consist of U.S. government securities, securities of federally-sponsored agencies, U.S. corporate bonds, interest bearing time deposits in California banks, prime-rated commercial paper, bankers' acceptances, negotiable certificates of deposit, repurchase and reverse repurchase agreements. The PMIA policy limits the use of reverse repurchase agreements to no more than 10% of the PMIA and commercial paper to not exceed 30% of the PMIA. The PMIA does not invest in leveraged products or inverse floating rate securities. The PMIA is not rated.

Concentration of Credit Risk: The SMIF concentration of credit risk is limited by spreading the investment mix over different investment types and issuers to minimize the impact any one industry, investment class, or institution can have on the SMIF portfolio. At March 31, 2017, the Fund's investments in the FPA and two GICs individually less than 5.0% of total investments. The ratings of the investments and their relative percentages of total investments is shown in the following table:

	<u>Amount</u>	<u>S&P Credit Rating</u>	<u>Percent of Total Investments 2016</u>
FPA Provider			
Merrill Lynch: FHLMC Discounted Notes	\$ 102	Not Rated	4.98%
GIC Providers			
FSA	\$ 100	Not Rated	4.87%
Royal Bank of Canada	100	Not Rated	4.87%
	<u>\$ 200</u>		

Interest on deposits in the SMIF varies with the rate of return of the underlying portfolio and approximated 0.7% at March 31, 2017. For the nine months ended March 31, 2017, interest earned on the deposit in the SMIF was \$7 million.

Interest on the GICs is paid semi-annually at interest rates ranging from 5.3% to 5.5%. Interest earned on the GICs was \$8 million for the nine months ended March 31, 2017.

The FPA allows the Fund to continuously reinvest funds in U.S. government or U.S. government agency securities through May 2022 to earn a minimum rate of return of 4.7%, as specified in the Reserve Fund Forward Purchase and Sale Agreement, dated May 1, 2004. The reinvested securities are to mature every six months. Interest earned on the FPA was \$4 million for the nine months ended March 31, 2017.

Fair Market Value measurement: The Fund categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; level 2 inputs are significant other observable inputs; level 3 are significant unobservable inputs.

The Fund has the following recurring fair value measurements as of March 31, 2017:

- The Forward Purchase Agreement of \$102 million is valued using market approach (Level 2).

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4. Long-Term Debt

The following activity occurred in the long-term debt accounts during the nine months ended March 31, 2017 (in millions):

	<u>Revenue</u>	<u>Unamortized</u>	<u>Total</u>
Balance, June 30, 2015	\$ 5,278	\$ 353	\$ 5,631
Payments	(669)	-	(669)
Amortization	-	(82)	(82)
Balance, June 30, 2016	<u>4,609</u>	<u>271</u>	<u>4,880</u>
Refunding			
Issuance of Debt	567	-	567
Defeasance of Debt	(555)	(5)	(560)
Payments	-	-	-
Amortization	-	(53)	(53)
Balance, March 31, 2017	<u>4,621</u>	<u>213</u>	<u>4,834</u>
Less current portion	690	63	753
	<u>\$ 3,931</u>	<u>\$ 150</u>	<u>\$ 4,081</u>

Long term debt consists of the following at March 31, 2017 (in millions):

<u>Series</u>	<u>Rates</u>	<u>Fiscal Year of Final maturity</u>	<u>Fiscal Year of First Call Date</u>	<u>Amount Outstanding 2017</u>	<u>Current Portion</u>
G	Fixed (4.70-5.00%)	2018	Non-callable	75	-
H	Fixed (3.75-5.00%)	2018	2018	280	255
K	Fixed (4.00-5.00%)	2018	Non-callable	280	-
L	Fixed (3.00-5.00%)	2022	2020	1,664	406
M	Fixed (2.50-5.00%)	2020	Non-callable	223	25
N	Fixed (3.00-5.00%)	2021	Non-callable	766	-
O	Fixed (2.00-5.00%)	2022	Non-callable	766	-
P	Fixed (1.71-2.00%)	2022	Non-callable	567	4
				<u>4,621</u>	<u>690</u>
Plus unamortized bond premium				213	63
				<u>\$ 4,834</u>	<u>\$ 753</u>

Bond Debt Refunding Transaction

On September 28, 2016, the Fund issued \$567 million of Series P refunding revenue bonds. Proceeds of \$566 million from the refunding bonds less \$2 million for issuance expenses, along with \$38 million released from the Debt Service Reserve and Bond Charge Payment accounts totaling \$603 million were used to purchase securities that were deposited in an irrevocable trust with an escrow agent that will provide resources sufficient to pay the future debt service on the advance refunded \$555 million of outstanding Series F and Series H revenue bonds. As a result, the refunded bonds are considered defeased and have been removed from the Statement of Net Position. This loss on the bond refunding is reported as deferred outflows of resources on the Statement of Net Position and will be amortized over the life of the refunding bonds.

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Key Terms

Principal and interest payments are payable from bond charges. The Fund is subject to certain bond covenants, including establishing funding and expenditure requirements for several restricted cash and investment accounts. The bonds are limited special obligations of the Fund. Neither the principal nor any interest thereon constitutes a debt of the State of California.

The Series H and L are callable at a redemption rate of 100 percent. The Series H bonds are callable in 2018. The Series L bonds are callable in 2020. The Series G, K, M, N, O and P are non-callable.

Maturities

Future payment requirements on the revenue bonds are as follows at March 31, 2017 (in millions):

<u>Fiscal Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2017	\$ 690	\$ 105	\$ 795
2018	718	175	893
2019	754	140	894
2020	790	104	894
2021	804	67	871
2022	865	34	899
	<u>\$ 4,621</u>	<u>\$ 625</u>	<u>\$ 5,246</u>

5. Commitments and Contingencies

Litigation and Regulatory Proceedings

Certain pending legal and administrative proceedings involving the Fund or affecting the Fund's power supply program are summarized below.

California Refund Proceedings: During 2001 and 2002, the Fund purchased power in bilateral transactions (both short-term and long-term), sold power to the California Independent System Operator (CAISO), paid for power purchased by the CAISO and purchased power from the CAISO for sale to customers of the IOUs. In July 2001, the Federal Energy Regulatory Commission (FERC) initiated an administrative proceeding to calculate refunds for inflated prices in the CAISO and California Power Exchange (PX) markets during 2000 and 2001. FERC ruled that the Fund would not be entitled in that proceeding to approximately \$3,500 million in refunds associated with the Fund's approximately \$5,000 million of short-term purchases because the Fund made those purchases bilaterally, not in the PX or CAISO markets. The Ninth Circuit Court of Appeals affirmed FERC, but left open the possibility of refunds on the Fund's bilateral purchases in other FERC proceedings. In contrast, FERC ruled that the Fund is entitled to refunds on purchases made by the CAISO where the Fund actually paid the bill.

Of the Fund's \$5,000 million in short-term bilateral purchases, \$2,900 million was imbalance energy which the Fund sold to the CAISO at the Fund's cost in order to meet the CAISO's emergency needs during 2001. The Fund is treated in the FERC refund proceeding as a seller of that energy to CAISO, and in May 2004, FERC issued an order requiring the Fund to pay refunds on the sales to the CAISO. In September 2005, the Ninth Circuit Court of Appeals held that FERC does not have authority to order refunds from governmental entities such as the Fund. In November 2008, FERC found that although FERC cannot order a governmental entity, such as the Fund, to pay refunds, it can enforce the terms of the CAISO's tariff, which requires that all purchases and sales in a given hourly settlement period are netted. But for the more than 60 refund settlements the Fund has entered into to date, this order would have resulted in a substantial reduction to the refunds payable

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to the Fund. Settlements executed to date with various sellers, however, have reduced to a de minimus amount, the amount by which refunds payable to the Fund will be reduced on account of the Fund's sales to the CAISO. Refund payable to the Fund will be offset to the extent that the Fund must pay refunds on its sales to the CAISO.

Proceedings before FERC, including related appeals, are ongoing and could, together with the terms of any future settlements entered into by the Fund to resolve its remaining claims in the California Refund Proceedings, increase or decrease of refunds the Fund ultimately receives.

Direct Access Proceeding: The Act provided for the suspension of the right of customers to purchase their power from energy providers other than the IOUs and DWR, so long as DWR continued to provide power. The CPUC has granted existing direct access accounts a limited degree of flexibility with respect to the direct access suspension. On February 11, 2004, the CPUC approved Decision 04-02-024 which allows current direct access customers to increase load at one or more locations, provided that the net load of the same customer does not increase within a utility's service area. This provision is intended to maintain the "standstill principle" approved in Decision 02-03-055, while accounting for "normal changes in business operations." In Decision 04 07-025, the CPUC clarified rules governing load growth for existing direct access accounts. In addition, existing direct access customers may take bundled service from the applicable IOU for up to 60 days while switching between electric service providers.

Senate Bill 695: On October 11, 2009, Senate Bill (SB) 695 was signed into law as an urgency statute. SB 695 allows individual retail nonresidential end-use customers to acquire electric service from other providers in each IOU service area, up to a maximum allowable limit. Except for this express authorization for increased direct access transactions under SB 695, the previously enacted suspension of direct access remains in effect. On March 15, 2010, the CPUC issued Decision 10-03-022 which authorizes increases in the maximum direct access load for each IOU service area, as specified in SB 695. The maximum load of allowable direct access volume is established for each IOU as the maximum total kilowatt hour (kWh) supplied by all other providers to distribution customers of the IOU during any sequential 12-month period between April 1, 1998 and the effective date of the section of the Public Utilities code modified by SB 695, October 11, 2009.

Decision 10-03-033 phases in the additional load allowance over a four-year period beginning on April 11, 2010. The annual phase in of the limits combined with the concurrent expiration of several long-term contracts has not resulted in impacts to the Power Charges. Regardless of the level of direct access participation within the IOU service area, direct access customers will still be assessed Bond Charges and the Fund's revenue requirement will be recovered in the same manner as has been successfully implemented over the duration of the Power Supply Program.

Other Contingencies

The Fund is self-insured for most risks, including general liability and workers' compensation. Management believes the Fund's exposure to loss is immaterial and that any costs associated with such potential losses are recoverable from customers as part of the Fund's revenue requirement.

Commitments

The last remaining power purchase contract and natural gas transmission capacity contract were terminated during fiscal year 2015. The Fund is no longer exposed to future obligations related to power or natural gas purchases under any of the contracts which had been scheduled to require payments through 2018.

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6. Energy Settlements

The Fund and other parties have entered into settlement agreements with various energy suppliers which resolve potential and alleged causes of action against suppliers for their part in alleged manipulation of natural gas and electricity commodity and transportation markets during the 2000 - 2001 California energy crisis, and also received settlements from other FERC actions.

Energy settlements received as of March 31, 2017 were \$16 million. The Fund received \$3.5 million from Allegheny Energy Supply Company, \$3.6 million from Commerce Energy Inc and \$9 million from Merrill Lynch Capital Services Inc.