



# **Successor Agency to the Redevelopment Agency of the City of Riverside**

Independent Auditor's Reports and Financial Statements  
June 30, 2015

Prepared by the City of Riverside  
Brent A. Mason, Finance Director/Treasurer

3900 Main Street, Riverside, California 92522

## Successor Agency to the Redevelopment Agency of the City of Riverside

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## Independent Auditor's Report

Honorable Members of the Oversight Board  
Successor Agency to the Redevelopment Agency of the City of Riverside, California

### Report on the Financial Statements

We have audited the accompanying financial statements of the Successor Agency to the Redevelopment Agency (the Successor Agency) of the City of Riverside, California (the City), a fiduciary component unit of the City, as of and for the year ended June 30, 2015, and the related notes to the financial statements, which collectively comprise the Successor Agency'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 fiduciary net position of the Successor Agency to the Redevelopment Agency of the City of Riverside, California, as of June 30, 2015, and the changes in fiduciary net position 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 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 November 9, 2015, on our consideration of the Successor Agency'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 Successor Agency's internal control over financial reporting and compliance.

*Macias Gini & O'Connell LLP*

Newport Beach, California  
November 9, 2015

**Successor Agency to the Redevelopment Agency of the City of Riverside**  
**Statement of Fiduciary Net Deficit**  
**June 30, 2015**  
(amounts expressed in thousands)

**Assets**

Cash and investments	\$ 28,552
Cash and investments with fiscal agent	13,593
Receivables:	
Interest	79
Accounts	51
Notes	21,738
Direct financing lease receivable	19,340
Deposits	2
Land and improvements held for resale	14,252
Capital assets:	
Land	185
Equipment	6
Accumulated depreciation - equipment	(6)
Total assets	<u>97,792</u>

**Liabilities**

Accounts payable	955
Retainage payable	16
Accrued interest	4,222
Advances from City of Riverside	51,902
Redevelopment Agency Bonds payable	235,559
Notes payable	4,902
Total liabilities	<u>297,556</u>

**Deferred Inflows of Resources**

Deferred charge on refunding	1,494
Total deferred inflows on resources	<u>1,494</u>

**Net Deficit**

Held by Successor Agency	(201,258)
Total net deficit	<u>\$ (201,258)</u>

See accompanying notes to basic financial statements

**Successor Agency to the Redevelopment Agency of the City of Riverside**  
**Statement of Changes in Fiduciary Net Deficit**  
**For the fiscal year ended June 30, 2015**  
**(amounts expressed in thousands)**

**Additions**

Property tax revenue	\$ 24,143
Rental and investment income	857
Miscellaneous	390
Total additions	<u>25,390</u>

**Deductions**

Professional services and other deductions	3,317
Redevelopment projects	5,034
Interest expense	12,693
Total deductions	<u>21,044</u>

**Change in Net Deficit**

Net deficit - beginning	4,346
Net deficit - ending	<u>(205,604)</u>
	<u>\$ (201,258)</u>

See accompanying notes to basic financial statements

## **Note 1. Description of Reporting Entity & Summary of Significant Accounting Policies**

**A. Reporting entity:** The Redevelopment Agency of the City of Riverside (Redevelopment Agency) was established in 1967 to provide affordable housing, revitalize communities, eliminate blight, and fuel economic growth through focused reinvestment of local funds back into local projects and programs that supported job growth and private investment.

There are six Redevelopment Project Areas throughout the City of Riverside (City) including Arlington, Casa Blanca, merged Downtown/Airport Industrial/Hunter Park/Northside, La Sierra/Arlanza, Magnolia Center, and University Corridor/Sycamore Canyon (Project Areas). Over the years, the Redevelopment Agency was active in implementing housing programs, business incentive programs, commercial improvement programs, planning and development of projects, capital improvement projects, and property acquisition in the Project Areas.

On June 29, 2011, Governor Brown signed Assembly Bill 1X 26 (AB 1X 26) eliminating redevelopment agencies throughout the State. On July 18, 2011, the California Redevelopment Association and the League of California Cities filed a lawsuit against the State of California in response to the passage of AB 1X 26. On December 29, 2011, the California Supreme Court upheld AB 1X 26. 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.

Pursuant to City Council actions taken on March 15, 2011, and January 10, 2012 the City elected to serve as the Successor Agency to the Redevelopment Agency of the City of Riverside (Successor Agency). The Successor Agency is a separate legal entity, which serves as a custodian for the assets and liabilities of the dissolved Redevelopment Agency pending distribution to the appropriate taxing entities after the payment of enforceable obligations. The activity of the Successor Agency is overseen by an Oversight Board comprised of individuals appointed by various government agencies and the City of Riverside as Successor Agency of the former Redevelopment Agency.

In 1987, the Riverside Public Financing Authority (Authority), a non-profit corporation, was created as a joint-powers authority between the Redevelopment Agency and the City to serve as a conduit for the issuance of bonds to fund improvements in various redevelopment project areas. The Authority has issued tax allocation bonds secured by loan agreements between the Redevelopment Agency 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. Financial data of the Authority is included in the activity of the Successor Agency. Separate Authority financial statements may be obtained from the City's Finance Department, 3900 Main Street, Riverside, California 92522.

**B. Measurement Focus, Basis of Accounting, and Financial Statement Presentation:** The Successor Agency is presented herein as a private-purpose trust fund and is reported using the economic resources measurement focus and the accrual basis of accounting.

Successor agencies will only 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. Such funds are paid from the Redevelopment Property Tax Trust Fund (RPTTF), which is administered by the County Auditor-Controller. In January and June of each year, the County Auditor-Controller allocates revenue from the RPTTF to each Successor Agency for payments listed on the Recognized Obligation Payment Schedule (ROPS) for each six month period. Property taxes are recognized as revenues in the year for which they are levied.

**C. Cash and Investments**

The Successor Agency's cash and investments, except for cash and investments with fiscal agents, are invested in a pool managed by the Treasurer of the City. The Successor Agency does not own specific, identifiable investments of the pool. The pooled interest earned is allocated monthly based on the month end cash balances.

The City values its cash and investments in accordance with the provisions of Government Accounting Standards Board (GASB) Statement No. 31, "Accounting and Financial Reporting for Certain Investments and External Investment Pools (GASB 31)," which requires governmental entities, including governmental external investment pools, to report certain investments at fair value and recognize the corresponding change in the fair value of investments in the year in which the change occurred. Fair value is determined using published market prices.

Cash accounts of all funds are pooled for investment purposes to enhance safety and liquidity while maximizing interest earnings.

Citywide information concerning cash and investments for the year ended June 30, 2015, including authorized investments, custodial credit risk, credit and interest rate risk for debt securities, and concentration of investments, carrying amount, and market value of deposits and investments may be found in the notes of the City's "Comprehensive Annual Financial Report."

**D. Cash and Investments with Fiscal Agent**

Cash and investments maintained by fiscal agents are considered restricted because their use is limited by applicable bond covenants. Provisions of debt agreements govern investments of debt proceeds held by bond fiscal agents. Permitted investments are specified in related trust agreements and include the following types of investments:

- Investments in money market funds rated in the single highest classification
- Investments in the Local Agency Investment Fund (State Investment Pool)
- Securities of the U. S. Government and its sponsored agencies
- Commercial Paper rated AA or higher at the time of purchase

No maximum percentage of the related debt issue or maximum investment in one issuer is specified.

Cash and investments with fiscal agent are as follows:

<u>Investment Type</u>	<u>Total</u>	<u>Remaining Maturity (in Months)</u>		
		<u>12 Months or Less</u>	<u>13 to 24 Months</u>	<u>25 to 60 Months</u>
Money Market Funds	\$ 439	\$ 439	\$ -	\$ -
State Investment Pool	10,414	10,414	-	-
Federal Agency Securities	<u>2,740</u>	<u>-</u>	<u>29</u>	<u>2,711</u>
<b>Total</b>	<b><u>\$13,593</u></b>	<b><u>\$10,853</u></b>	<b><u>\$ 29</u></b>	<b><u>\$ 2,711</u></b>

Investment Type	Total	Ratings as of Year End		
		AAA	A	Unrated
Money Market Funds	\$ 439	\$ 438	\$ 1	\$ -
State Investment Pool	10,414	-	-	10,414
Federal Agency Securities	2,740	2,740	-	-
Total	<u>\$13,593</u>	<u>\$3,178</u>	<u>\$ 1</u>	<u>\$ 10,414</u>

### E. Land and Improvements Held for Resale

Land and improvements held for resale were generally acquired for future development projects. The properties are carried at the lower of cost or net realizable value.

### F. Bond Premiums

Bond premiums are deferred and amortized over the life of the bonds using the effective interest method. Bonds payable are reported net of the applicable bond premiums.

### G. Deferred Charge on Refunding

The deferred charge on refunding is deferred and amortized over the life of the bonds using the effective interest method. The deferred charge on refunding is recorded as a deferred inflow of resources.

### H. Deferred Inflows of Resources

The statement of fiduciary net deficit reports a separate section for deferred inflows of resources. Deferred inflows of resources represent inflows of resources (acquisition of net position) that apply to future periods and that, therefore, are *not* recognized as an inflow of resources (revenue) until that time.

### I. Use of Estimates

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 revenue and expenditures. Actual results could differ from those estimates.

## Note 2. Notes and Direct Financing Lease Receivable

### Rehabilitation Notes Receivable

Notes receivable consist of \$2,985 of rehabilitation loans. The loans were granted for a period of up to 55 years and bear interest at rates from 0 to 12 percent, which are secured by deeds of trust to individuals and businesses.

### Hyatt Note Receivable

The former Redevelopment Agency entered into a developer loan agreement for the construction of the Hyatt Place Hotel. As of June 30, 2015, the outstanding balance owed by the developer was \$18,753 at an interest rate of 4.0%

Direct Financing Lease Receivable

The former Redevelopment Agency had a direct financing lease arrangement with the State of California (the State) for the California Tower Office Complex, located in the Downtown/Airport/Hunter Park/Northside Project Area. The Agreement is for a thirty year period and at maturity the ownership of California Tower will be transferred to the State. The lease calls for semi-annual payments not less than the debt service owed on the related lease revenue bonds issued by the former Redevelopment Agency for the purchase and renovation of the building. The future minimum lease payments to be received are as follows:

2016	\$ 2,533
2017	2,561
2018	2,598
2019	2,626
2020	2,626
Thereafter	<u>13,816</u>
Total Due	26,760
Less: amount applicable to interest	<u>(7,420)</u>
Total direct financing lease receivable	<u>\$19,340</u>

**Note 3. Long-Term Obligations**

Changes in Long-Term Obligations:

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

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Reductions</u>	<u>Ending Balance</u>	<u>Due Within One Year</u>
Redevelopment Agency Bonds	\$248,040	\$72,370	\$84,851	\$235,559	\$8,360
Notes Payable	<u>5,607</u>	<u>-</u>	<u>705</u>	<u>4,902</u>	<u>768</u>
Total	<u>\$253,647</u>	<u>\$72,370</u>	<u>\$85,556</u>	<u>\$240,461</u>	<u>\$9,128</u>

Redevelopment Agency Bonds:

Principal Outstanding

\$13,285 1991 Public Financing Authority Revenue Bonds, Series A, Multiple Project Areas; \$1,470 serial revenue bonds 7.15% to 7.6%, due in annual installments from \$100 to \$145 through Feb. 1, 2003; and \$4,175 term bonds, 8.0%, due in annual installments from \$155 to \$450 through Feb. 1, 2018 (portion not refunded).	\$ 65
\$26,255 State of California Department of General Services Project, 2003 Lease Revenue Refunding Bonds, Series A; 2% to 5% due in annual installments from \$545 to \$2,230 through Oct. 1, 2024.	16,670
\$4,810 State of California Department of General Services Project, 2003 Lease Revenue Refunding Bonds, Series B; \$310 serial bonds 1.20% to 1.42% through Oct. 1, 2004; \$620 term bonds at 3.090% due Oct. 1, 2008; \$1,110 term bonds at 4.340% due Oct. 1, 2014 and \$2,770 term bonds at 5.480% due Oct. 1, 2024.	2,770

\$8,340 Downtown/Airport Merged Project Area and Casa Blanca Project Area 2007 Tax Allocation Bonds, Tax Exempt, Series A, serial bonds 4.0% to 4.25% due in annual installments from \$20 to \$590 through Aug. 1, 2025; \$4,980 term bonds at 4.5% due Aug. 1, 2029; \$410 term bonds at 4.375% due Aug. 1, 2037.	8,195
\$14,850 Downtown/Airport Merged Project Area and Casa Blanca Project Area 2007 Tax Allocation Bonds, Taxable, Series B, \$4,050 term bonds at 5.2% due Aug. 1, 2017; \$10,800 term bonds at 5.8% due Aug. 1, 2028.	12,080
\$89,205 University Corridor/Sycamore Canyon Merged Project Area, Arlington Project Area, Hunter Park/Northside Project Area, Magnolia Center Project Area, and La Sierra/Arlanza Project Area 2007 Tax Allocation Bonds, Tax-Exempt, Series C, serial bonds 4.0% to 5.0% due in annual installments from \$50 to \$3,210 through Aug. 1, 2025; \$17,955 term bonds at 4.5% due Aug. 1, 2030; \$47,775 term bonds at 5.0% due Aug. 1, 2037.	86,550
\$43,875 University Corridor/Sycamore Canyon Merged Project Area, Arlington Project Area, Hunter Park/Northside Project Area, Magnolia Center Project Area, and La Sierra/Arlanza Project Area 2007 Tax Allocation Bonds, Taxable, Series D, \$15,740 term bonds AT 5.24% due Aug. 1, 2017; \$28,135 term bonds AT 5.90% due Aug. 1, 2032.	33,150
\$62,980 Subordinate Tax Allocation Refunding Bonds (Series A and B). The bonds were issued to refund certain obligations of the former Redevelopment Agency of the City. Interest is due semi-annually on March 1 and September 1, commencing March 1, 2015. Principal is due in annual installments from \$160 to \$4,745 through September 1, 2034. The rate of interest varies from 0.6% to 5% per annum.	<u>2,980</u>
Subtotal	222,460
Add: Unamortized bond premium	13,099
Total Redevelopment Agency Bonds	<u>\$235,559</u>

Remaining debt service will be paid by the Successor Agency from future property tax revenues. Annual debt service requirements to maturity are as follows:

<u>Fiscal Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2016	\$ 8,360	\$ 10,893	\$ 19,253
2017	8,275	10,589	18,864
2018	8,920	10,222	19,142
2019	9,320	9,778	19,098
2020	9,830	9,288	19,118
2021-2025	59,470	37,860	97,330
2026-2030	51,745	23,308	75,053
2031-2035	42,600	11,453	54,053
2036-2040	23,940	1,690	25,630
Premium	13,099	-	13,099
Total	<u>\$235,559</u>	<u>\$125,081</u>	<u>\$360,640</u>

Notes Payable:

Principal Outstanding

These notes payable have been issued to promote development and expansion within the City's redevelopment areas.

Pepsi Cola Bottling Company of Los Angeles, 10.5%, payable in net annual installments of \$341, subject to recording of completion. \$ 2,987

HUD Section 108 loan for University Village, 5.36% to 7.66%, payable in semi-annual installments beginning August 1, 1996 of \$272 to \$425 through August 1, 2015 395

HUD Section 108 loan for Mission Village Project, 6.15% to 6.72%, payable in semi-annual installments beginning August 1, 1999 of \$110 to \$420 through August 1, 2018 1,520

Total notes payable \$ 4,902

Remaining debt service will be paid by the Successor Agency from future property tax revenues. Annual debt service requirements to maturity are as follows.

Annual debt service requirements to maturity are as follows:

<u>Fiscal Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2016	\$ 768	\$ 360	\$ 1,128
2017	396	340	736
2018	424	326	750
2019	458	310	768
2020	42	300	342
2021-2025	286	1,423	1,709
2026-2030	471	1,238	1,709
2031-2035	777	933	1,710
2036-2038	<u>1,280</u>	<u>430</u>	<u>1,710</u>
Total	<u>\$ 4,902</u>	<u>\$5,660</u>	<u>\$10,562</u>

As a result of action by the State of California to dissolve all redevelopment agencies in the state, the Successor Agency no longer receives the full amount of tax increment previously pledged by the dissolved redevelopment agency to its bondholders. In its place is a new revenue stream provided to the Successor Agency that represents only that portion of tax increment that is necessary to pay the enforceable obligations approved by the California Department of Finance.

For the current year, debt service payments as a percentage of the pledged gross revenue (or net of certain expenses where so required by the debt agreement) are indicated in the table below. The debt service coverage ratios also approximate the relationship of debt service to pledged revenue for the remainder of the term of the commitment.

	Annual Amount of Pledged Revenue (net of expenses, where required)*	Annual Debt Service Payments (of all debt secured by this revenue)	Debt Service Coverage Ratio For FYE 6/30/15
<b>Non-Housing</b>			
Arlington	\$ 3,029	\$ 1,649	1.84
Casa Blanca	2,629	1,760	1.49
Eastside	85	28	3.04
Magnolia Center	2,737	1,203	2.28
University Corridor/ Sycamore Canyon	9,655	2,575	3.75
Downtown/Airport Industrial/Hunter Park/Northside	11,061	4,535	2.44
La Sierra/Arlanza	12,915	2,056	6.28
<b>Housing</b>			
Arlington	\$ 843	\$ 257	3.28
Casa Blanca	657	375	1.75
Magnolia Center	684	147	4.65
University Corridor/ Sycamore Canyon	2,414	726	3.33
Downtown/Airport Industrial/Hunter Park/Northside	3,972	1,018	3.90

\* The computations above are based on the total tax increment generated for the year ended June 30, 2015 for each project area that had been pledged as collateral for the 2007 Tax Allocation Bonds Series A-D. As discussed above, only a portion of tax increment has been actually remitted to the Successor Agency and reported as revenue in the accompanying financial statements.

#### **Note 4. Advances from the City of Riverside**

The former Redevelopment Agency had entered into various arrangements with the City. The State of California, Department of Finance had concluded that certain loans were not enforceable obligations, which would have resulted in the repayment of only 80 percent of the loans. The City sued the State of California, Department of Finance and in July 2013 a Sacramento County Superior Court ruled that the loans are enforceable obligations and therefore must be repaid in full.

#### **Note 5. Net Deficit**

The deficit in the Successor Agency Trust Fund will be reduced over the years as the related debt is paid-off with funds received from the RPTTF, which is administered by the County Auditor-Controller of the County of Riverside.

#### **Note 6. Subsequent Events**

On September 22, 2015, Senate Bill 107, which amends various sections of the California Health and Safety Code related to the dissolution of redevelopment agencies, was signed into law by Governor Jerry Brown. SB 107 contains various provisions which may impact, among other things, (i) the treatment of City loans to the Successor Agency to pay enforceable obligations, including bonded debt, and administrative costs, and (ii) the treatment of certain special levies. The City is currently assessing the impact of this bill, if any, to the Successor Agency.



**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 Members of the Oversight Board  
Successor Agency to the Redevelopment Agency of the 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 Successor Agency to the Redevelopment Agency (the Successor Agency), a fiduciary component unit of the City of Riverside, California (the City), as of and for the year ended June 30, 2015, and the related notes to the financial statements, which collectively comprise the Successor Agency's basic financial statements and have issued our report thereon dated November 9, 2015.

**Internal Control over Financial Reporting**

In planning and performing our audit of the financial statements, we considered the Successor Agency'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 opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Successor Agency's internal control. Accordingly, we do not express an opinion on the effectiveness of the Successor Agency'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 Successor Agency'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 Successor Agency'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 Successor Agency's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Macias Gini & O'Connell LLP

Newport Beach, California  
November 9, 2015