

**Golden State Finance
Authority (GSFA)
Board of Directors Meeting**



**Wednesday, June 19, 2019
10:00 a.m.**

**1215 K Street, Suite 1650
Sacramento, California 95814**

**Golden State Finance Authority (GSFA)
Board of Directors Meeting
Wednesday, June 19, 2019
10:00 a.m.
1215 K Street Suite 1650
Sacramento, CA 95814**

AGENDA

- 1. Call to Order & Determination of Quorum**
*Chair, Supervisor Kevin Cann, Mariposa County
Vice Chair, Supervisor Bob Williams, Tehama County*
- 2. Approval of Minutes – May 2, 2019 Board Meeting** **Page 1**
Board Members absent from the meeting will be recorded as abstained unless the Board Member indicates otherwise
- 3. Member County Concerns**
- 4. Public Comments**
At this time any member of the public may address the Board. Speakers are asked to state their name for the record. Comments are usually limited to no more than 3 minutes per speaker.
- 5. GSFA 2018 Audited Financial Statements – ACTION** **Page 5**
Lisa McCargar, Chief Financial Officer
- 6. GSFA Membership Status Update** **Page 35**
Craig Ferguson, Deputy Director
- 7. Program Updates**
Craig Ferguson
- 8. Economic Development Activity Updates**
Barbara Hayes, Chief Economic Development Officer
- 9. Adjournment**

Meeting facilities are accessible to persons with disabilities. By request, alternative agenda document formats are available to persons with disabilities. To arrange an alternative agenda document format or to arrange aid or services to modify or accommodate persons with a disability to participant in a public meeting, please call Sarah Bolnik at (916) 447-4806 at least 48 hours before the meeting.

Agenda items will be taken as close as possible to the schedule indicated. Any member of the general public may comment on agenda items at the time of discussion. In order to facilitate public comment, please let staff know if you would like to speak on a specific agenda item.



Golden State Finance Authority
1215 K Street, Suite 1650 · Sacramento, California 95814
Phone: (855) 740-8422 · Fax: (916) 444-3551 · www.gsfahome.org

**Golden State Finance Authority
Board of Directors Meeting
May 2, 2019 at 10:00 a.m.
The Oasis at Death Valley, Gold Rush Room
Highway 190, Death Valley, CA 92328**

MINUTES

Call to Order & Determination of Quorum

Chair, Supervisor Kevin Cann, Mariposa County, called the meeting to order at 10:03 a.m. A quorum was determined at that time. Those present:

<u>Supervisor</u>	<u>County</u>
David Griffith	Alpine
Doug Teeter	Butte
Jack Garamendi	Calaveras
Denise Carter	Colusa
Gerry Hemmingsen	Del Norte
Rex Bohn	Humboldt
Michael Kelley	Imperial
Matt Kingsley	Inyo
Bruno Sabatier	Lake
Aaron Albaugh	Lassen
David Rogers	Madera
Kevin Cann	Mariposa
Ted Williams	Mendocino
Daron McDaniel	Merced
Geri Byrne	Modoc
Stacy Corless	Mono
Diane Dillon	Napa
Dan Miller	Nevada
Anthony Botelho	San Benito
John Peschong	San Luis Obispo
Les Baugh	Shasta
Lee Adams	Sierra
Michael Kobseff	Siskiyou
Bob Williams	Tehama
Jeremy Brown	Trinity
Sherri Brennan	Tuolumne
Kuyler Crocker	Tulare
Jim Provenza, Supervisor,	Yolo County
Randy Fletcher	Yuba

Absent

Brian Oneto	Amador
Lori Parlin	El Dorado
John Viegas	Glenn
Carre Brown	Mendocino
Jim Holmes	Placer
Kevin Goss	Plumas
Mat Conat	Sutter

Others in Attendance

Justin Caporusso, Vice President External Affairs
Paul A. Smith, Vice President Governmental Affairs
Staci Heaton, Regulatory Affairs Advocate
Arthur Wylene, Governmental Affairs Counsel
Santinia Pasquini, External Affairs Coordinator
John Peters, Supervisor, Mono County
Bobbi Chadwick, Supervisor, Trinity County
Jeff Griffiths, Supervisor, Inyo County
Rick Pucci, Supervisor, Inyo County
Randy Hanvelt

Staff in Attendance

Greg Norton, Executive Director
Craig Ferguson, Deputy Director
Lisa McCargar, Chief Financial Officer

Approval of Minutes – March 13, 2019 Board Meeting

Board Members absent from the meeting will be recorded as abstained unless the Board Member indicates otherwise

Supervisor Dan Miller, Nevada County, motioned to approve the minutes of the March 13, 2019 GSFA Board of Directors Meeting. Supervisor Rex Bohn, Humboldt County seconded the motion. Motion unanimously passed.

Abstaining:

Michael Kobseff, Siskiyou County; Supervisor Kuyler Crocker, Tulare County

Member County Concerns

None

Public Comment

None

GSFA Resolution 19-06, and Related Actions to Create a New Nonprofit Corporation, Golden State Natural Resources, Inc., for Promoting Public Safety, Forest Resiliency, Wildfire risk Reduction, Air Quality Improvement, Organic Waste Reduction, Rural Economic Development, and Related Public Purposes
Greg Norton, Executive Director, discussed the possible creation of a new tax-exempt nonprofit corporation, Golden State Natural Resources (GSNR), to pursue innovative and financially viable approaches to forest management and wildfire risk reduction.

Recommendation

It is recommended that the GSFA Board of Directors take the following actions:

1. Approve the attached Articles of Incorporation and Bylaws, and direct creation of Golden State Natural Resources, Inc.

Supervisor David Rogers, Madera County, motioned to approve the Articles of Incorporation and Bylaws, and direct creation of Golden State Natural Resources, Inc. Supervisor David Griffiths, Alpine County, seconded the motion. Motion unanimously passes.

2. Approve GSFA Resolution 19-06: Recognizing Golden State Natural Resources, Inc. as a Charitable Organization that Serves the Public Purposes of GSFA and Lessens the Burdens of Government.

Supervisor Randy Fletcher, Yuba County, motioned to approve GSFA Resolution 19-06. Supervisor Sherri Brennan, Tuolumne County, seconded the motion. Motion unanimously passes.

3. Direct counsel to submit an IRS private letter ruling request on behalf of Golden State Natural Resources, Inc.

Supervisor Michael Kobseff, Siskiyou County, motioned to approve staff's recommendation, and submit an IRS private letter ruling request on behalf of Golden State Natural Resources, Inc. Supervisor Bob Williams, Tehama County, seconded the motion. Motion unanimously passes.

4. Designate two members of the GSFA Board to serve on the GSNR Board of Directors.

Chair, Supervisor Kevin Cann appointed himself, and Supervisor Jack Garamendi to serve on the Golden State Natural Resources, Inc. Board of Directors.

Supervisor David Rogers, Madera County, motioned to approve Chair Cann's appointments. Supervisor David Griffiths, Alpine County, seconded the motion. Motion unanimously passes.

GSFA Resolution 19-07: 2018/19 Disaster Relief Assistance

Resolution 19-07 would allow the expenditure of \$1,000,000 of disaster relief assistance funding to Butte and Shasta counties to aid victims of the Camp and Carr fires.

Recommendation

It is recommended that the Board of Directors review and approve GSFA Resolution 19-07.

Supervisor Rex Bohn, Humboldt County, motioned to approve GSFA Resolution 19-07. Supervisor Michael Kobseff, Siskiyou County, seconded the motion. Motion unanimously passes.

GSFA Resolution 19-08: Amended 2017 Disaster Relief Assistance Allocation

GSFA Resolution 19-08 would authorize Napa County to transfer up to \$25,000 of 2017 GSFA disaster relief assistance funding to Butte County and would allow that funding to be used to aid victims of the Camp Fire.

Recommendation

It is recommended that the Board of Directors review and approve GSFA Resolution 19-08.

Supervisor Rex Bohn, Humboldt County, motioned to approve GSFA Resolution 19-08. Supervisor Darin McDaniel, Merced County, seconded the motion. Motion unanimously passes.

GSFA Resolution 19-09: Authorizing the GSFA Multi Family Action Team to Approve Specific Public Infrastructure Financing Projects

GSFA Resolution 19-09 would authorize the GSFA Multi-family Action Team to approve specific public infrastructure financing projects.

Recommendation:

It is recommended that the GSFA Board of Directors:

1. Review and approve GSFA Resolution 19-09: Approving and Authorizing the Multi-family Review and Approval Action Team of Delegates to Review and Approve Specific Public Infrastructure Financing Projects.

Supervisor Randy Fletcher, Yuba County, motioned to approve GSFA Resolution 19-09. Supervisor Dan Miller, Nevada County, seconded the motion. Motion unanimously passes.

Adjournment

Supervisor Kevin Cann, Mariposa County, adjourned the meeting of the GSFA Board of Directors at 11:21 a.m.



To: GSFA Board of Directors

From: Lisa McCargar, Chief Financial Officer

Date: June 11, 2019

Re: GSFA 2018 Audited Financial Statements – **ACTION**

Summary

Attached are the Golden State Finance Authority (GSFA) financial statements as of and for the year ended December 31, 2018, audited by Moss Adams LLP. The financial statements contain an unmodified ("clean") audit opinion. The auditors also issued a communication letter to Those Charged With Governance as required by U.S. audit standards. In summary, the communication states that there were no significant matters identified in the course of the audit and no audit adjustments were proposed or made to the original trial balance prepared by management.

The financial statements and communication letter to Those Charged With Governance were presented to the GSFA Executive Committee at their meeting on May 22, 2019. Moss Adams attended the GSFA Executive Committee meeting and met with the GSFA Executive Committee to answer any questions regarding the audit that they had. The GSFA Executive Committee approved the audited financial statements and the communication letter for presentation to the GSFA Board of Directors.

Recommendation

It is recommended that the GSFA Board of Directors review and approve the 2018 audited financial statements and communication letter as presented.

Attachments

- GSFA 2018 Audited Financial Statements
- Communication to Those Charged with Governance





*Report of Independent Auditors and
Financial Statements*

Golden State Finance Authority

December 31, 2018



MOSSADAMS

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Golden State Finance Authority
Management's Discussion and Analysis
Year Ended December 31, 2018

This section presents management's discussion and analysis of Golden State Finance Authority (GSFA) financial performance for the year ended December 31, 2018. Please read it in conjunction with the financial statements and notes thereto, which follow this section.

FINANCIAL HIGHLIGHTS

The assets of GSFA exceeded liabilities at December 31, 2018, by \$89.9 million (net position), all of which is available to meet ongoing obligations. GSFA's total net position increased by approximately \$1.5 million (1.7%) from December 31, 2017 to December 31, 2018, resulting from continued housing and energy and water conservation programs. As of December 31, 2018, in addition to cash resources available, assets include approximately \$2.7 million in second mortgage loans receivable, net of an allowance for loan losses, and approximately \$7.7 million in energy grant loans receivable. GSFA's liabilities include \$12.5 million payable to the California Energy Commission (CEC) and \$1.9 million due to affiliated entities.

OVERVIEW OF THE FINANCIAL STATEMENTS

GSFA's basic financial statements include the (1) statement of net position, (2) statement of revenues, expenses, and changes in net position, (3) statement of cash flows, and (4) notes to basic financial statements, which explain in more detail some of the information in the basic financial statements.

GSFA's financial statements report information about GSFA using accounting methods similar to those used by private sector companies. These statements offer short-term and long-term financial information about its activities. The statement of net position includes all of GSFA's operating assets and liabilities and provides information about the nature and amounts of investments in resources (assets) and the obligations to GSFA creditors (liabilities). The assets and liabilities are presented in a classified format, which distinguishes between current and long-term assets and liabilities.

All of the revenues and expenses for 2018 are accounted for in the statement of revenues, expenses, and changes in net position. This statement measures the success of GSFA's operations over the year and can be used to determine whether GSFA has successfully recovered all of its costs through the services it provides.

The statement of cash flows provides information about GSFA's cash receipts and cash payments during the reporting period. The statement reports cash receipts, cash payments, and net changes in cash resulting from operating, investing, non-capital financing, and financing activities.

The notes to basic financial statements provide additional information that is essential to a full understanding of GSFA's financial statements.

Golden State Finance Authority
Management's Discussion and Analysis
Year Ended December 31, 2018

FINANCIAL ANALYSIS

Condensed Statement of Net Position
December 31, 2018 and 2017

			Increase (Decrease)	
	2018	2017	\$	%
Assets				
Current assets	\$ 160,614,287	\$ 279,009,692	\$ (118,395,405)	(42.4)%
Non-current assets	13,674,476	15,703,393	(2,028,917)	(12.9)%
Total assets	174,288,763	294,713,085	(120,424,322)	(40.9)%
Liabilities				
Current liabilities	84,383,173	206,278,939	(121,895,766)	(59.1)%
Net position				
Net position, unrestricted	\$ 89,905,590	\$ 88,434,146	\$ 1,471,444	1.7%

The condensed statement of net position reflects a snapshot of GSFA's financial position at a given moment in time. Changes in net position over time are an indicator of whether the financial condition of GSFA is improving or declining. As of December 31, 2018, GSFA's net position was \$89.9 million, an increase of \$1.5 million (1.7%) from December 31, 2017. The decrease in current assets of \$118.4 million (42.4%) and the decrease in current liabilities of \$121.9 million (59.1%) resulted primarily from decreased receivables and payables associated with estimated proceeds and obligations of mortgage-backed securities to be settled at a future date. The receivables and payables declined as a result of decreased origination volume, reflecting changing interest rate and market conditions related to the housing program. The decrease in noncurrent assets is primarily due to energy loan and second mortgage principal repayments.

Golden State Finance Authority
Management's Discussion and Analysis
Year Ended December 31, 2018

Condensed Statement of Revenues, Expenses, and Changes in Net Position
Years Ended December 31, 2018 and 2017

	2018	2017	Increase (Decrease)	
			\$	%
Operating revenues				
Housing program and other revenue	\$ 34,881,430	\$ 69,968,998	\$ (35,087,568)	(50.1)%
Energy program revenue	1,221,791	2,462,351	(1,240,560)	(50.4)%
Administrative service fee revenue	-	138,673	(138,673)	(100.0)%
Grant fees	235,486	270,750	(35,264)	(13.0)%
Total operating revenues	36,338,707	72,840,772	(36,502,065)	(50.1)%
Operating expenses				
Housing program expenses	30,488,975	60,188,177	(29,699,202)	(49.3)%
Energy program expenses	398,700	945,000	(546,300)	(57.8)%
Other administrative expenses	4,525,400	6,169,647	(1,644,247)	(26.7)%
Grant costs	235,486	265,050	(29,564)	(11.2)%
Total operating expenses	35,648,561	67,567,874	(31,919,313)	(47.2)%
Operating income	690,146	5,272,898	(4,582,752)	(86.9)%
Non-operating revenues (expenses)				
Interest income	860,774	395,065	465,709	117.9%
Loss on investments	(79,476)	(55,852)	(23,624)	42.3%
Total non-operating revenues	781,298	339,213	442,085	130.3%
Change in net position	1,471,444	5,612,111	(4,140,667)	(73.8)%
Net position, beginning of year	88,434,146	82,822,035	5,612,111	6.8%
Net position, end of year	\$ 89,905,590	\$ 88,434,146	\$ 1,471,444	1.7%

The condensed statement of revenues, expenses, and changes in net position reflects activity that has occurred during the fiscal period covered by this report. For the year ended December 31, 2018, GSFA's operating revenues decreased by \$36.5 million (50.1%) from the year ended December 31, 2017, primarily due to the reduction of the down payment assistance gift and energy programs. Housing programs, which provide financing options for low to moderate income homebuyers, experienced a decline in revenue of \$35.1 million (50.1%) due to changing market conditions, ultimately resulting in decreased origination volume. Housing program expenses decreased by \$29.7 million (49.3%) corresponding directly to housing program revenue and activity for the same period. Energy program revenue and related interest rate and expenses decreased by \$1.2 million (50.4%) and \$546 thousand (57.8%), respectively due to a decline in the volume of energy loans for the current year. Other administrative expenses decreased by \$1.6 million (26.7%) primarily due to the decline in contributions and related expenses from wildfire disaster recovery efforts incurred in 2017.

Golden State Finance Authority
Management's Discussion and Analysis
Year Ended December 31, 2018

BUDGETARY COMPARISON

Comparison of Budget and Actual Revenues, Expenses, and Changes in Net Position
Year Ended December 31, 2018

	Budget	Actual	Actual Over (Under) Budget	
			\$	%
Operating revenues				
Housing program and other revenue	\$ 56,660,000	\$ 34,881,430	\$ (21,778,570)	(38.4)%
Energy program revenue	2,005,000	1,221,791	(783,209)	(39.1)%
Grant fees	250,000	235,486	(14,514)	(5.8)%
Total operating revenues	58,915,000	36,338,707	(22,576,293)	(38.3)%
Operating expenses				
Housing program expenses	49,681,000	30,488,975	(19,192,025)	(38.6)%
Energy program expenses	600,000	398,700	(201,300)	(33.6)%
Other administrative expenses	6,734,700	4,525,400	(2,209,300)	(32.8)%
Grant costs	250,000	235,486	(14,514)	(5.8)%
Total operating expenses	57,265,700	35,648,561	(21,617,139)	(37.7)%
Operating income	1,649,300	690,146	(959,154)	(58.2)%
Non-operating revenues	320,000	781,298	461,298	144.2%
Change in net position	\$ 1,969,300	\$ 1,471,444	\$ (497,856)	(25.3)%

Actual operating revenues were less than budget by \$22.6 million and GSFA's change in net position of \$1.5 million, was less than budget by \$498 thousand, a decrease of 25.3%, due primarily to decreased housing and energy program activity. Demand for the energy efficiency and water conservation program tapered off in part due to market challenges, resulting in approximately \$1.2 million of revenue but less than the budget of \$2 million. GSFA's operating expenses were less than budget by \$21.6 million, a decrease of 37.7%, due to costs associated with decreased housing program activity and energy program. GSFA's other administrative expenses were less than budget by \$2.2 million, primarily driven by lower than budgeted performance fee and community relations expenses.

FUTURE ECONOMIC OUTLOOK

GSFA's 2019 budget provides for continued use of organization programs, with revenues from housing and energy programs. GSFA continues to modify the housing program as needed based on customer preferences, the interest rate environment, and market conditions. The energy efficiency and water conservation program will also continue to serve existing, and in some instances new, communities, however, a decline in revenue is budgeted as a result of changing market and underwriting conditions for the underlying product.

**Golden State Finance Authority
Management's Discussion and Analysis
Year Ended December 31, 2018**

As a result of past second mortgage down payment assistance programs, discontinued in late 2013, a balance of \$2.9 million of amortizing second mortgages remain at December 31, 2018. This balance is expected to decline in 2019 and beyond. To remain competitive and continue to provide effective programs, it will be necessary for GSFA to continue to be innovative in the development and modification of such programs.

As of December 31, 2018, GSFA had approximately \$89.9 million in net position available including \$93.7 million in cash and cash equivalents, inclusive of \$5.8 million held on behalf of the CEC and Pacific Gas & Electric (PG&E) associated with energy efficiency programs. It is anticipated that GSFA will continue to operate its' existing programs, with housing, energy and interest earnings providing the organization with its' primary source of revenues. GSFA also anticipates that 2019 will be a year of planned investment, utilizing existing resources to seek out new opportunities for rural member counties in line with GSFA's mission.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of GSFA's finances for all those with an interest in GSFA's finances. Questions concerning any of the information provided in this report or request for additional information should be addressed to the Chief Financial Officer, 1215 K Street, Suite 1650, Sacramento, CA 95814.



Report of Independent Auditors

The Board of Directors
Golden State Finance Authority

Report on the Financial Statements

We have audited the accompanying financial statements of Golden State Finance Authority (GSFA) as of and for the year ended December 31, 2018, and the related notes to the financial statements, which collectively comprise GSFA'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 GSFA'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 GSFA as of December 31, 2018, and the changes in its net 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

Accounting principles generally accepted in the United States of America require that management's discussion and analysis on pages 1 through 5 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated April 29 2019, on our consideration of GSFA's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, 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 GSFA's internal control over financial reporting and compliance.

Moss Adams LLP

Sacramento, California
April 29, 2019

Basic Financial Statements

Golden State Finance Authority
Statement of Net Position
December 31, 2018

ASSETS

Current assets

Cash and cash equivalents	\$	93,294,366
Restricted cash		250,000
Accounts receivable, proceeds from sale of securities		66,511,329
Accounts receivable		491,770
Interest receivable		39,536
Prepaid expenses		27,286
Total current assets		<u>160,614,287</u>

Non-current assets

Energy grant loans receivable		7,660,888
Restricted cash		114,125
Notes receivable		3,200,000
Second mortgage loans receivable, net of allowance for loan losses of \$200,000		<u>2,699,463</u>
Total assets	\$	<u><u>174,288,763</u></u>

Current liabilities

Accounts payable	\$	1,719,424
Accounts payable, securities to be purchased, at fair value		66,907,273
Accounts payable to California Energy Commission		12,539,527
Accounts payable to affiliated entities		1,866,808
Unearned revenue		1,350,141
Total liabilities		<u>84,383,173</u>

Net position, unrestricted

Total liabilities and net position	\$	<u><u>174,288,763</u></u>
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The accompanying notes are an integral part of these financial statements.

Golden State Finance Authority
Statement of Revenues, Expenses, and Changes in Net Position
Year ended December 31, 2018

Operating revenues	
Housing program revenue	\$ 34,499,687
Energy program revenue	1,221,791
Issuer fees	101,523
Mortgage interest	278,485
Grant fees	235,486
Miscellaneous income	1,735
Total operating revenues	<u>36,338,707</u>
Operating expenses	
Accounting and auditing	21,460
Business development and expansion	134,125
Consultants	234,983
Contract performance fee	1,137,311
Contract support services	2,633,000
Energy program expenses	398,700
Gift program	30,488,975
Grant costs	235,486
Infrastructure and Economic Development	87,500
Insurance	37,956
Legal fees	43,263
Promotion and marketing	18,941
Rent	133,943
Reversal of provision for loan losses	(45,567)
Travel	18,981
Miscellaneous	69,504
Total operating expenses	<u>35,648,561</u>
Operating income	<u>690,146</u>
Non-operating revenues	
Interest income	860,774
Loss on investments	(79,476)
Total non-operating revenues	<u>781,298</u>
Change in net position	1,471,444
Net position, beginning of year	<u>88,434,146</u>
Net position, end of year	<u>\$ 89,905,590</u>

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

Golden State Finance Authority
Statement of Cash Flows
Year ended December 31, 2018

Cash flows from operating activities	
Cash receipts from loan and grant programs	\$ 38,466,498
Cash receipts from bond and residual funds	598,285
Cash paid for contract services	(4,586,908)
Cash paid for services and supplies	<u>(36,336,419)</u>
Net cash used in operating activities	<u>(1,858,544)</u>
Cash flows from investing activities	
Interest received and gain on investments	<u>765,618</u>
Net cash provided by investing activities	<u>765,618</u>
Decrease in cash and cash equivalents	(1,092,926)
Cash and cash equivalents, beginning of year	<u>94,751,417</u>
Cash and cash equivalents, end of year	\$ <u><u>93,658,491</u></u>
Reconciliation of operating income to net cash used in operating activities	
Operating income	\$ 690,146
Provision for loan losses	(45,567)
Adjustments to reconcile operating income to net cash provided by operating activities	
Decrease in accounts receivable	243,762
Decrease in energy grant loans	1,497,998
Decrease in second mortgage loans receivable	1,032,832
Decrease in accounts receivable for securities sold at fair value, net of accounts payable, and proceeds from sale of securities	590,165
Increase in notes receivables	(500,000)
Increase in prepaid expenses	(76)
Decrease in unearned revenue	(281,193)
Decrease in accounts payable	(4,537,793)
Increase in accounts payable to California Energy Commission	117,405
Decrease in accounts payable to affiliated entities	<u>(666,223)</u>
Net cash used in operating activities	\$ <u><u>(1,858,544)</u></u>

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

Golden State Finance Authority

Notes to Basic Financial Statements

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting entity – Golden State Finance Authority (GSFA), a California joint powers authority, is an organization of certain political subdivisions of the state of California, engaged in the exercise of essential government functions. GSFA was organized on July 1, 1993, under the provisions of the Government Code of the state of California, which authorized GSFA to be created by the joint powers agreement entered into by counties, the purpose of which is to provide financing for the acquisition, construction, improvement, and rehabilitation of real property in accordance with applicable provisions of law for the benefit of residents and communities. GSFA is governed by representatives of its member counties which are counties in California having an interest in the general and specific purposes of GSFA, each of which appoints an elected county supervisor, which comprises the Board of Directors. Member counties of GSFA are as follows: Alpine, Amador, Butte, Calaveras, Colusa, Del Norte, El Dorado, Glenn, Humboldt, Imperial, Inyo, Lake, Lassen, Madera, Mariposa, Mendocino, Merced, Modoc, Mono, Napa, Nevada, Placer, Plumas, San Benito, San Luis Obispo, Shasta, Sierra, Siskiyou, Sutter, Tehama, Trinity, Tuolumne, Tulare, Yolo and Yuba. An additional 20 counties and over 200 cities are associate members of GSFA.

GSFA programs are designed to provide assistance for adequate, safe, and sanitary residential housing. GSFA makes competitively priced financing opportunities available for homebuyers for the purchase or refinancing of residential housing, with particular emphasis on assisting low and moderate income homebuyers. GSFA works in cooperation with regional lenders to provide mortgage loan financing and down payment assistance to families and individuals in the state of California who otherwise may not be able to afford to purchase a home. GSFA also makes available financing for energy efficiency and water conservation improvements to residential, commercial, industrial, agricultural and other real properties and multi-family financing.

GSFA contracts for various administrative and support services with the Rural County Representatives of California (RCRC), a California nonprofit mutual benefit corporation. RCRC was organized to serve and strengthen county and local governments through definition, study, and actions relative to problems affecting the member counties and their resources to include, but not be limited to, those of social, economic, environmental, and ecological importance.

Basis of accounting – GSFA is accounted for as an enterprise fund and its financial statements are prepared on the accrual basis of accounting. Under this method, revenues are recorded when earned and expenses are recorded when liabilities are incurred, regardless of the timing of related cash flows.

GSFA distinguishes operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services in connection with GSFA's principal ongoing operations. The principal operating revenues of GSFA are charges for programs provided (i.e. loan program fees, energy program fees, bond issuance fees, ongoing issuer fees, and bond residuals associated with its affordable housing loan and energy efficiency/water conservation financing programs). Interest income earned on second mortgage loans and capital gains income from sales of mortgage-backed securities are also reported as operating income. Operating expenses of GSFA include the cost of providing services and administrative expenses. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

Accounting standards – The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing government accounting and financial reporting principles. The more significant of GSFA's accounting policies are described below.

Golden State Finance Authority

Notes to Basic Financial Statements

Cash and cash equivalents – GSFA considers all highly liquid investments with an original maturity of three months or less when purchased to be cash and cash equivalents, including investments in the California Local Agency Investment Fund (LAIF) and CalTRUST.

California statutes and GSFA's investment policy authorize the investment of idle or surplus funds in U.S. Treasury obligations, U.S. government agencies, bankers' acceptances, commercial paper, negotiable CD's, medium-term notes, repurchase agreements, time certificates of deposit, LAIF, and CalTRUST.

Second mortgage loans – Second mortgage loans receivable represent future principal payments on outstanding second mortgage loans. During 2018, GSFA received \$278,485 in interest from these assets. As of December 31, 2018, \$2,699,463 in second mortgages remain outstanding, net of the allowance for loan losses.

Allowance for loan losses – GSFA maintains an allowance for loan losses at a level considered adequate to provide for probable losses on existing second mortgages receivable. The allowance for loan losses is based on estimates using historical loss trends and current exposure in the loan pools. Actual losses may vary from current estimates.

Mortgage-backed securities housing program revenue – Housing program revenue consists of income earned on GSFA's down payment assistance gift program, including gains and losses on the sale of mortgage-backed securities. Interest on second mortgage loans and other administrative housing-related revenues are presented separately.

As part of the down payment assistance gift program, GSFA purchases pools of government mortgage-backed securities (MBS) for resale into the secondary market. To manage exposure to interest rate risk on the purchase and subsequent resale of MBS's into the secondary market, GSFA enters into sales agreements of "to-be-announced" (TBA) Government National Mortgage Association (GNMA) and Federal Home Loan Mortgage Corporation (FHLMC) securities, in which GSFA has committed to deliver securities at contracted prices at a future date. Realized and unrealized gains and losses on the mortgage-backed securities are reported in housing program revenue as the activity relates solely to the down payment assistance gift program (Note 6).

Fair value measurements – GSFA 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 inputs are significant unobservable inputs. Investments in CalTrust and LAIF of \$20.1 million are valued at net asset value and therefore excluded from the fair value hierarchy.

GSFA has the following recurring fair value measurements as of December 31, 2018:

- Money market funds (Level 2 inputs)
- Accounts payable, securities to be purchased, are valued using quoted market prices (Level 1)

Net position – Net position is classified into the following categories:

- *Invested in capital assets:* Capital assets, net of accumulated depreciation and outstanding principal balances of debt attributable to the acquisition, construction, or improvement of those assets; GSFA does not have any net position in this category as of December 31, 2018.

Golden State Finance Authority

Notes to Basic Financial Statements

- *Restricted – non-expendable*: Net position subject to externally imposed conditions that GSFA retains in perpetuity; GSFA does not have any net position in this category as of December 31, 2018.
- *Restricted – expendable*: Net position subject to externally imposed conditions that can be fulfilled by the actions of GSFA or by the passage of time; GSFA does not have any net position in this category as of December 31, 2018.
- *Unrestricted*: All other categories of net position; in addition, unrestricted net position may be designated for use by management or the Board of Directors.

GSFA has adopted a policy of generally utilizing restricted – expendable funds, prior to unrestricted funds, when an expenditure is incurred for purposes for which both are available.

Revenue recognition – Operating revenues such as housing program, energy program, administrative services, bond residuals, and issuer fees are recognized as earned. Operating and non-operating interest and investment income is also recognized as earned. Grant revenue is recognized as allowable expenditures are incurred. Advances received are recorded as unearned revenue until allowable expenses are incurred.

Income taxes – Because GSFA is a political subdivision of the state of California and engaged in the exercise of an essential government function, it is not required to file federal or state income tax returns.

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 revenues and expenses during the reporting period. Actual results could differ from these estimates.

NOTE 2 – CASH AND CASH EQUIVALENTS AND RESTRICTED CASH

A summary of cash and cash equivalents and restricted cash as of December 31, 2018, is as follows:

Deposits with financial institutions (including \$114,125 restricted cash)	\$	4,693,629
Collateral account		1,489,727
Collateral account – restricted		250,000
Money market funds		6,087,029
Brokerage account		61,063,901
Total cash		<u>73,584,286</u>
LAIF		189,737
CalTRUST		19,884,468
Total cash equivalents (highly liquid investments)		<u>20,074,205</u>
Total cash and cash equivalents, including restricted cash	\$	<u>93,658,491</u>

Golden State Finance Authority

Notes to Basic Financial Statements

Deposits and custodial credit risk – Custodial credit risk is the risk that in the event of a bank failure, GSFA's deposits may not be returned to it. Cash and cash equivalents and restricted cash consist of deposits with financial institutions, a collateral account, cash held in a securities brokerage account, and amounts held with LAIF and CalTRUST. As of December 31, 2018, GSFA's deposits with financial institutions, including money market funds, are entirely insured or collateralized. Section 53652 of the California Governmental Code requires financial institutions to secure deposits made by governmental units in excess of insured amounts, by the pledging of governmental securities as collateral. The market value of the pledged securities in the collateral pool must equal at least 110% of the total amount deposited by governmental units.

Restricted cash – non-current – Restricted cash includes funds held for projects or other purposes and are restricted as to their use. These amounts are included in cash and cash equivalents in the statement of cash flows regardless of whether there are restrictions on their use. Restricted cash includes cash and cash equivalents on deposit with a financial institution required to be held as a loan loss reserve until all loans are fully paid (in excess of one year). As of December 31, 2018, cash balances of \$114,125 were restricted.

Collateral account – GSFA has funds held with a securities firm. The funds represent collateral for the sales agreements of TBA GNMA and FNMA securities. As required by the Master Securities Forward Transaction Agreement between the securities firm and GSFA, if at any time GSFA has an "Out-of-the-Money" net unsecured forward exposure, the securities firm shall require GSFA to maintain collateral having a margin value sufficient to eliminate such net unsecured forward exposure. If at any time GSFA has an excess forward collateral amount, GSFA may request the funds from the securities firm. At December 31, 2018, a portion of the funds on deposit with the securities firm represented collateral for a net unsecured forward exposure, and \$250,000 of those funds have therefore been presented as restricted cash in the statement of net position. Funds at the securities firm are not insured.

Interest rate and credit risk – Interest rate risk is the risk that changes in the market interest will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value is to changes in market interest. Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization.

GSFA maintains money market funds held with its banks and a securities firm. Bank money market funds are held in connection with its housing programs to provide the required deposit for the California Debt Limit Allocation Committee tax-exempt bond allocation to GSFA. Money market funds held at the securities firm are the accumulation of interest and principal from mortgage-backed securities and proceeds from their sales.

Highly liquid investments – As of December 31, 2018, GSFA also maintains highly liquid investment accounts with CalTRUST in the amount of \$19,884,468. CalTRUST is a program established by local public agencies in California for the purpose of pooling and investing local agency funds. CalTRUST offers three investment accounts, of which GSFA invests in two. The total amount invested by public agencies in CalTRUST as of December 31, 2018, exceeded \$2.6 billion. CalTRUST is a joint powers authority that was formed to pool and invest funds of public agencies. Three pools are offered and GSFA is currently invested in the short-term and medium-term funds. Because GSFA's deposits are maintained in a recognized Pooled Investment Fund under the care of a third party and GSFA's share of the pool does not represent specific identifiable investment securities owned by GSFA, no disclosure of the individual deposits and investments and related custodial credit risk is required.

Golden State Finance Authority

Notes to Basic Financial Statements

A Board of Trustees supervises and administers the investment program of CalTRUST. CalTRUST invests in fixed income securities eligible for investment pursuant to California Government Code Sections 53602, et seq. and 53635, et seq. CalTRUST short-term and medium-term funds are rated A- or better by a credit rating agency. GSFA's highly liquid investment in CalTRUST is reported at fair value.

GSFA also places certain funds with LAIF. GSFA is a voluntary participant in LAIF, which is regulated by California Government Code Section 16429 under the oversight of the Treasurer of the State of California and the Pooled Money Investment Board. The State Treasurer's Office pools these funds with those of other governmental agencies in the state and invests the cash.

The fair value of the GSFA's investment in the pool is reported in the accompanying financial statements based upon GSFA's pro-rata share of the fair value provided by LAIF for the entire LAIF portfolio (in relation to the amortized cost of that portfolio). Because GSFA's deposits are maintained in a recognized Pooled Investment Fund under the care of a third party and GSFA's share of the pool does not consist of specific, identifiable investment securities owned by GSFA, no disclosure of the individual deposits and investments or related custodial credit risk classifications is required. The balance available for withdrawal is based on the accounting records maintained by LAIF, which are recorded on an amortized cost basis. Funds are accessible and transferable to the master account within 24-hour notice. Included in LAIF's investment portfolio are collateralized mortgage obligations, mortgage-backed securities, other asset-backed securities, and floating rate securities issued by Federal agencies, government-sponsored enterprises and corporations. LAIF is administered by the State Treasurer.

LAIF investments are audited annually by the Pooled Money Investment Board and the state Controller's Office. Copies of this audit may be obtained from the State Treasurer's Office: 915 Capitol Mall, Sacramento, CA 95814. Included in the Pooled Money Investment Account's investment portfolio are certain derivative securities or similar products in the form of structured notes and asset-backed securities which represent 2.67% of the portfolio.

The Local Investment Advisory Board (the Board) has oversight responsibility for LAIF. The Board consists of five members as designated by state statute. The value of pool shares in LAIF that may be withdrawn is determined on an amortized cost basis, which is different than the fair value of GSFA's position in the pool. GSFA's investment in LAIF is reported at fair value and is not rated by credit rating agencies.

NOTE 3 – SECOND MORTGAGE LOANS RECEIVABLE

Second mortgage loans receivable represent future principal payments on outstanding second mortgage loans financed as part of various GSFA down payment assistance programs.

Second mortgage loans receivable as of December 31, 2018, are as follows:

Second mortgages	\$	2,899,463
Allowance for loan losses		(200,000)
Total second mortgage loans receivable, net of allowance for loan losses	\$	<u>2,699,463</u>

Golden State Finance Authority

Notes to Basic Financial Statements

Activity in the allowance for loan losses for the year ended December 31, 2018, is as follows:

Balance, beginning of year	\$	300,000
Charge-offs		(70,749)
Recoveries		16,316
Reversal of provision for loan losses		(45,567)
Balance, end of year	\$	200,000

NOTE 4 – NOTES RECEIVABLE

Notes receivable represent \$3,200,000 in loans outstanding as part of GSFA's multi-family housing finance and rehabilitation housing program. As the issuer of conduit revenue bonds, GSFA loaned various amounts to the developer of the projects. The notes are non-interest-bearing until after the 20th anniversary of the note, and no payments are due until after the 20th anniversary of the notes. After the 20th anniversary, the notes bear interest at 3% per annum and mature on the earlier of the 35th anniversary or a sale or refinancing transaction. If the notes are held to maturity, principal and accrued interest will become due beginning August 2050 through December 2051. No provision for losses has been deemed necessary. See Note 8 – Conduit Debt.

NOTE 5 – RELATED-PARTY TRANSACTIONS

For the year ended December 31, 2018, GSFA maintained a contract support services agreement with RCRC, an affiliated entity, that included support services payments and a performance fee. The contract performance fee calculation is based on housing and energy program success and provides an incentive to RCRC. The total expense of \$3,770,311 for the year ended December 31, 2018, includes the monthly support services fee and performance fee. At December 31, 2018, GSFA has recorded a payable of \$1,159,622 to RCRC for the 2018 performance fee and other services. The support services agreement calls for a flat fee of \$219,417 a month to operate and administer GSFA operations.

Also for 2018, GSFA entered into a service agreement with National Homebuyers Fund, Inc. (NHF), whereby NHF manages GSFA's housing and energy programs and residential energy loan servicing. For the year ended December 31, 2018, GSFA incurred approximately \$1 million for such housing-related services, which are included in gift program expenses. At December 31, 2018, \$707,186 is payable to NHF for proceeds from MBS trades and housing and energy program related services. Expenses incurred for residential energy administration were \$235,486. Also, GSFA charges a fee to NHF for the use of its trading platform. Fees earned are reported as administrative service fee revenue in the statement of revenues, expenses, and changes in net position.

The support service agreements with both RCRC and NHF are annual agreements, expiring on December 31 of each year, with successive one-year automatic renewals until terminated by either party. The annual agreements are revised for fee and scope as needed and are approved by the applicable Board of Directors.

Golden State Finance Authority

Notes to Basic Financial Statements

NOTE 6 – HOUSING PROGRAMS

GSFA implemented the down payment assistance gift program in October 2010, targeting low to moderate income homebuyers. The gift program provides a down payment assistance grant ranging up to 5% of the home purchase price or a zero-interest rate second mortgage that is forgiven after three years (forgivable seconds). GSFA has partnered with lenders to market the programs to homebuyers.

GSFA has accounted for the forgivable seconds as a nonexchange transaction, therefore no receivable has been recorded for the book value of the loan. The principal amount of the loan has been included as a component of Gift program in the Statement of Revenues, Expenses and Changes in Net Position. Any amounts received upon sale or refinance prior to the three-year term are recorded as income. As of December 31, 2018, GSFA recorded revenue of \$42,228 related to forgivable seconds. This amount is included in housing program revenue.

As part of this program, GSFA purchases pools of government backed MBS for resale into the secondary market. To manage exposure to interest rate risk on the purchase and subsequent resale of MBS's into the secondary market, GSFA enters into sales agreements of TBA GNMA and FNMA and/or FHLMC securities, in which GSFA has committed to deliver securities at contracted prices at a future date. The entity has recorded a receivable of \$66,511,329 for the estimated proceeds from the sale. GSFA has also recorded a liability of \$66,907,273 to purchase the securities at prevailing prices at December 31, 2018, in order to fulfill the future obligation.

NOTE 7 – ENERGY PROGRAMS

California Energy Commission Grant – In September 2010, GSFA was awarded a \$16.5 million grant from the California Energy Commission (CEC). The grant's purpose is to provide low interest loans and grants to low to moderate income homeowners to perform home energy retrofits. In April 2012, the CEC amended the grant to award GSFA an additional \$14.0 million. CEC had advanced \$26.7 million to GSFA for the sole purpose of funding the loans. As of December 31, 2018, \$406,274 of the advance had not been used for loans and is included in unearned revenue. Interest earned on the advances is due back to the CEC and is recorded as an account payable at December 31, 2018.

During 2018, GSFA generated revenue for servicing the outstanding loans under a separate agreement. GSFA invoiced \$235,486 for loan servicing during the year for allowable expenses incurred.

Energy Upgrade California – In December 2012, GSFA entered into an Energy Upgrade California (EUC) contract with Pacific Gas & Electric (PG&E) to participate in the EUC related energy efficiency financing program. Under the terms of the contract, GSFA utilized funds pursuant to the contract to leverage private financing to provide a residential energy retrofit program. GSFA administers the program and funded a Loan Loss Reserve (LLR) with funds contributed by PG&E. PG&E customers' actual loans are financed by a bank. As of December 31, 2018, the LLR is \$114,125 and is included in restricted cash.

Other program – GSFA also maintains an agreement with a provider to participate in a program to finance energy efficiency, renewable energy improvements, and water conservation improvements on residential and commercial properties in California. The actual loans are financed by the provider, and GSFA earns a cost recovery fee for administrative services performed under the program. For the year ended December 31, 2018, GSFA recorded \$1,219,091 in revenue associated with this program.

Golden State Finance Authority

Notes to Basic Financial Statements

NOTE 8 – CONDUIT DEBT

During the year ended December 31, 2018, GSFA issued \$5.8 million in conduit debt for multi-family housing. As of December 31, 2018, GSFA has \$93 million of conduit debt for tax-exempt mortgage and multi-family housing revenue bonds issued and outstanding. The bonds are limited obligations of the issuer, payable solely from the revenues and other funds and moneys pledged and assigned under the indenture. As the issuer, GSFA is not liable for the payment of the principal of, premium (if any), or interest on the bonds.

NOTE 9 – RISK MANAGEMENT

GSFA is exposed to various risks of loss related to ~~torts; theft of, damage to, and destruction of assets; errors and omissions; and natural disasters.~~ RCRC purchases commercial insurance through an insurance agent that obtains the appropriate insurance coverage needed from insurance companies, which includes coverage for GSFA. GSFA reimbursed RCRC for its pro-rata portion of the insurance premiums. There has been no significant reduction in coverage compared to prior year and there have been no settlements in excess of coverage for the prior three years.

NOTE 10 – COMMITMENTS AND CONTINGENCIES

In May 2015, GSFA along with two affiliated entities (RCRC and NHF), were named as defendants in a summons brought by the Washington State Housing Finance Commission (Commission). The lawsuit alleges that NHF does not have the authority to provide homeownership financing services in the state of Washington and named GSFA as an affiliated entity of NHF. A Washington state judge ruled that NHF did not have the authority to offer services in the state of Washington, which has no impact on GSFA's operations. NHF appealed the decision and the court unanimously ruled in favor of NHF. The Commission is in the process of appealing this decision. The Washington State Supreme Court heard the oral arguments on March 14, 2019, however no decision has been issued as of the date of this report. Management of GSFA believes that the outcome will not have a material adverse effect on the financial position or results of operations.

NOTE 11 – SUBSEQUENT EVENTS

On April 18, 2019, the U.S. Department of Housing and Urban Development (HUD) issued Mortgagee Letter (ML) 19-06, seeking to clarify documentation requirements regarding down payment assistance on FHA-insured mortgages provided by governmental entities. On April 25, 2019, HUD issued ML 19-07, which extends the effective date for ML 19-06. Management is in the process of evaluating the new requirements, but believes that there is no material adverse effect on the financial position or results of operations.



Report of Independent Auditors 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*

To the Board of Directors
Golden State Finance Authority

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 Golden State Finance Authority (GSFA) as of and for the year ended December 31, 2018, and the related notes to basic financial statements, which collectively comprise GSFA's basic financial statements, and have issued our report thereon dated April 29, 2019.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered GSFA's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing an opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of GSFA's internal control. Accordingly, we do not express an opinion on the effectiveness of GSFA'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 GSFA's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, and 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 over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity'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 entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Moss Adams LLP

Sacramento, California
April 29, 2019

Communication with Those Charged with Governance

To the Executive Committee, Board of Directors and Management
Golden State Finance Authority

We have audited the financial statements of Golden State Finance Authority (GSFA), as of and for the year ended December 31, 2018, and have issued our report thereon dated April 29, 2019. Professional standards require that we provide you with the following information related to our audit.

Our Responsibility Under Auditing Standards Generally Accepted in The United States of America and Government Auditing Standards

As stated in our engagement letter dated October 8, 2018, our responsibility, as described by professional standards, is to form and express an opinion about whether the financial statements prepared by management with your oversight are fairly presented, in all material respects, in conformity with accounting principles generally accepted in the United States of America. Our audit of the financial statements does not relieve you or management of your responsibilities.

Our responsibility is to plan and perform the audit in accordance with auditing standards generally accepted in the United States of America as well as Government Auditing Standards, issued by the Comptroller General of the United States, and to design the audit to obtain reasonable, rather than absolute, assurance about whether the financial statements are free from material misstatement. An audit of financial statements includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of GSFA's internal control over financial reporting. Accordingly, we considered GSFA's internal control solely for the purposes of determining our audit procedures and not to provide assurance concerning such internal control.

We are also responsible for communicating significant matters related to the financial statement audit that, in our professional judgment, are relevant to your responsibilities in overseeing the financial reporting process. However, we are not required to design procedures for the purpose of identifying other matters to communicate to you.

Planned Scope and Timing of the Audit

We performed the audit according to the planned scope and timing previously communicated to you in the engagement letter and during planning discussions conducted on November 14, 2018.

Significant Audit Findings and Issues

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by GSFA are described in Note 1 to the financial statements. No new accounting policies were adopted and there were no changes in the application of existing policies during 2018. We noted no transactions entered into by GSFA during the year for which there is a lack of authoritative guidance or consensus. There are no significant transactions that have been recognized in the financial statements in a different period than when the transactions occurred.

Significant Accounting Estimates

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimate affecting the financial statements were:

Management's estimate of the allowance for loan loss on second mortgages receivable is based on estimates of historical loss trends and current exposure in the loan pools. We evaluated the key factors and assumptions used in the estimate in determining that it is reasonable in relation to the financial statements as a whole.

Financial Statement Disclosures

The disclosures in the financial statements are consistent, clear, and understandable. Certain financial statement disclosures are particularly sensitive because of their significance to financial statement users. The most sensitive disclosures affecting the financial statements were:

Disclosure of the reporting entity and its operations, basis of accounting, and summary of significant accounting policies are described in Note 1.

Disclosure of cash and cash equivalents in Note 2, which describes the balances of cash and cash equivalents at December 31, 2018, and the various types of risk associated with the cash balances.

Disclosure of mortgage backed securities and forward sales of "to-be-announced" (TBA) securities in Notes 1 and 6. Mortgage backed securities sold, not yet purchased, represent obligations of GSFA to deliver the specified security at a contract price, thereby creating a liability to purchase the security at quoted market prices. GSFA also records a receivable as of the trade date for the estimated proceeds receivable. Realized and unrealized gains and losses on mortgage backed securities are reported in operating income as the activity relates solely to the gift housing program.

Significant Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all factual and judgmental misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. There were no corrected or uncorrected misstatements as of and for the year ended December 31, 2018.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated April 29, 2019.

Management Consultation with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to GSFA's financial statements, or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Significant Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as GSFA's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

This information is intended solely for the use of the Executive Committee, Board of Directors and management of GSFA and is not intended to be, and should not be, used by anyone other than these specified parties.

Moss Adams LLP

Sacramento, California
May 3, 2019



Golden State Finance Authority (GSFA)
1215 K Street, Suite 1650 · Sacramento, California 95814
Phone: (855) 740-8422 · Fax: (916) 444-3219 · www.gsfahome.org

To: GSFA Board of Directors
From: Craig Ferguson, Deputy Director
Date: June 11, 2019
Re: GSFA Membership Status Update

Summary

At the January 20, 2016 GSFA Board meeting, the Board approved Resolution 16-01 fulfilling the Board's responsibilities of governance required in the Joint Exercise of Powers Agreement by documenting the process by which the Authority accepts associate members. Among other related items, the Resolution approved acceptance of the new Associate Members joining GSFA during 2019.

At the meeting, it was stated that updates will be provided at future GSFA Board of Directors meetings on the status of membership and associate membership as appropriate. Through May 31, 2019, GSFA has added two additional associate member cities.

The current list of GSFA members and associate members (attached) is provided for the Board of Directors' information. Currently, GSFA membership includes thirty-five regular member counties. Additionally, GSFA membership includes twenty associate member counties, two hundred fifty-eight associate member cities and one associate member joint powers authority.

Attachment

- GSFA Member and Associate Member List



Golden State Finance Authority (GSFA)
1215 K Street, Suite 1650 • Sacramento, California 95814
Phone: (855) 740-8422 • Fax: (916) 444-3219 • www.gsfahome.org

MEMBERS

Alpine County	Lassen County	San Luis Obispo County
Amador County	Madera County	Shasta County
Butte County	Mariposa County	Sierra County
Calaveras County	Mendocino County	Siskiyou County
Colusa County	Merced County	Sutter County
Del Norte County	Modoc County	Tehama County
El Dorado County	Mono County	Trinity County
Glenn County	Napa County	Tulare County
Humboldt County	Nevada County	Tuolumne County
Imperial County	Placer County	Yolo County
Inyo County	Plumas County	Yuba County
Lake County	San Benito County	

ASSOCIATE MEMBERS

Alameda County	Orange County	San Mateo County
Contra Costa County	Riverside County	Santa Cruz County
Fresno County	Sacramento County	Solano County
Kern County	San Bernardino County	Sonoma County
Kings County	San Diego County	Stanislaus County
Marin County	San Francisco County	Ventura County
Monterey County	San Joaquin County	

ASSOCIATE MEMBER JOINT POWERS AUTHORITY (JPA)

Independent Cities Finance Authority (ICFA)

ASSOCIATE MEMBER CITIES

Adelanto (San Bernardino County)	Arcata (Humboldt County)
Alameda (Alameda County)	Atwater (Merced County)
Aliso Viejo (Orange County)	Avenal (Kings County)
Alturas (Modoc County)	Azusa (Los Angeles County)
American Canyon (Napa County)	Bakersfield (Kern County)
Anaheim (Orange County)	Baldwin Park (Los Angeles County)
Angels Camp (Calaveras County)	Beaumont (Riverside County)
Antioch (Contra Costa County)	Bell (Los Angeles County)
Apple Valley (San Bernardino County)	Bellflower (Los Angeles County)

ASSOCIATE MEMBER CITIES (continued)

Belmont (San Mateo County)	El Monte (Los Angeles County)
Belvedere (Marin County)	El Segundo (Los Angeles County)
Benicia (Solano County)	Elk Grove (Sacramento County)
Berkeley (Alameda County)	Encinitas (San Diego County)
Blue Lake (Humboldt County)	Escondido (San Diego County)
Blythe (Riverside County)	Eureka (Humboldt County)
Brea (Orange County)	Fairfax (Marin County)
Brentwood (Contra Costa County)	Fairfield (Solano County)
Brisbane (San Mateo County)	Farmersville (Tulare County)
Buena Park (Orange County)	Ferndale (Humboldt County)
Burlingame (San Mateo County)	Firebaugh (Fresno County)
Calabasas (Los Angeles County)	Folsom (Sacramento County)
Calexico (Imperial County)	Fontana (San Bernardino County)
Camarillo (Ventura County)	Fort Bragg (Mendocino County)
Campbell (Santa Clara County)	Fortuna (Humboldt County)
Carlsbad (San Diego County)	Foster City (San Mateo County)
Carson (Los Angeles County)	Fountain Valley (Orange County)
Cathedral City (Riverside County)	Fowler (Fresno County)
Ceres (Stanislaus County)	Fremont (Alameda County)
Chico (Butte County)	Fresno (Fresno County)
Chino (San Bernardino County)	Galt (Sacramento County)
Chula Vista (San Diego County)	Garden Grove (Orange County)
Citrus Heights (Sacramento County)	Gardena (Los Angeles County)
Claremont (Los Angeles County)	Gilroy (Santa Clara County)
Clovis (Fresno County)	Glendale (Los Angeles County)
Coachella (Riverside County)	Glendora (Los Angeles County)
Coalinga (Fresno County)	Grover Beach (San Luis Obispo County)
Colma (San Mateo County)	Gustine (Merced County)
Colton (San Bernardino County)	Hanford (Kings County)
Compton (Los Angeles County)	Hawthorne (Los Angeles County)
Concord (Contra Costa County)	Hayward (Alameda County)
Corcoran (Kings County)	Hesperia (San Bernardino County)
Corning (Tehama County)	Highland (San Bernardino County)
Corona (Riverside County)	Hughson (Stanislaus County)
Coronado (San Diego County)	Huntington Beach (Orange County)
Costa Mesa (Orange County)	Huntington Park (Los Angeles County)
Crescent City (Del Norte County)	Huron (Fresno County)
Cudahy (Los Angeles County)	Imperial Beach (San Diego County)
Cupertino (Santa Clara County)	Indian Wells (Riverside County)
Danville (Contra Costa County)	Indio (Riverside County)
Del Mar (San Diego County)	Inglewood (Los Angeles County)
Dinuba (Tulare County)	Ione (Amador County)
Dixon (Solano County)	Irwindale (Los Angeles County)
Dos Palos (Merced County)	Jackson (Amador County)
Duarte (Los Angeles County)	Kingsburg (Fresno County)
Dublin (Alameda County)	La Habra (Orange County)
Dunsmuir (Siskiyou County)	La Mesa (San Diego County)
El Cajon (San Diego County)	La Mirada (Los Angeles County)
El Cerrito (Contra Costa County)	La Puente (Los Angeles County)

ASSOCIATE MEMBER CITIES (continued)

La Quinta (Riverside County)	Paradise (Butte County)
Lafayette (Contra Costa County)	Paramount (Los Angeles County)
Laguna Beach (Orange County)	Petaluma (Sonoma County)
Lake Forest (Orange County)	Pinole (Contra Costa County)
Lakewood (Los Angeles County)	Pismo Beach (San Luis Obispo County)
Lancaster (Los Angeles County)	Pittsburg (Contra Costa County)
Larkspur (Marin County)	Placerville (El Dorado County)
Lathrop (San Joaquin County)	Pleasant Hill (Contra Costa County)
Lemon Grove (San Diego County)	Pleasanton (Alameda County)
Lemoore (Kings County)	Plymouth (Amador County)
Livingston (Merced County)	Point Arena (Mendocino County)
Lomita (Los Angeles County)	Porterville (Tulare County)
Long Beach (Los Angeles County)	Poway (San Diego County)
Los Angeles (Los Angeles County)	Rancho Cordova (Sacramento County)
Los Banos (Merced County)	Rancho Cucamonga (San Bernardino County)
Lynwood (Los Angeles County)	Rancho Mirage (Riverside County)
Madera (Madera County)	Redding (Shasta County)
Malibu (Los Angeles County)	Redondo Beach (Los Angeles County)
Mammoth Lakes (Mono County)	Redwood City (San Mateo County)
Manhattan Beach (Los Angeles County)	Reedley (Fresno County)
Manteca (San Joaquin County)	Rialto (San Bernardino County)
Martinez (Contra Costa County)	Richmond (Contra Costa County)
Mill Valley (Marin County)	Rio Dell (Humboldt County)
Milpitas (Santa Clara County)	Riverbank (Stanislaus County)
Mission Viejo (Orange County)	Riverside (Riverside County)
Montebello (Los Angeles County)	Rolling Hills Estates (Los Angeles County)
Montclair (San Bernardino County)	Sacramento (Sacramento County)
Moorpark (Ventura County)	Salinas (Monterey County)
Moreno Valley (Riverside County)	San Anselmo (Marin County)
Morgan Hill (Santa Clara County)	San Bernardino (San Bernardino County)
Morro Bay (San Luis Obispo County)	San Diego (San Diego County)
Mount Shasta (Siskiyou County)	San Fernando (Los Angeles County)
Napa (Napa County)	San Francisco (San Francisco County)
National City (San Diego County)	San Jacinto (Riverside County)
Nevada (Nevada County)	San Jose (Santa Clara County)
Newark (Alameda County)	San Leandro (Alameda County)
Newport Beach (Orange County)	San Luis Obispo (San Luis Obispo County)
Norwalk (Los Angeles County)	San Marino (Los Angeles County)
Novato (Marin County)	San Mateo (San Mateo County)
Oakland (Alameda County)	San Rafael (Marin County)
Oakley (Contra Costa County)	San Ramon (Contra Costa County)
Oceanside (San Diego County)	Sanger (Fresno County)
Orland (Glenn County)	Santa Ana (Orange County)
Oroville (Butte)	Santa Clara (Santa Clara County)
Oxnard (Ventura County)	Santa Cruz (Santa Cruz County)
Pacifica (San Mateo County)	Santa Fe Springs (Los Angeles County)
Palm Desert (Riverside County)	Santa Monica (Los Angeles County)
Palm Springs (Riverside County)	Santee (San Diego County)
Palmdale (Los Angeles County)	Sausalito (Marin County)



Golden State Finance Authority (GSFA)
1215 K Street, Suite 1650 · Sacramento, California 95814
Phone: (855) 740-8422 · Fax: (916) 444-3219 · www.gsfa-home.org

ASSOCIATE MEMBER CITIES (continued)

Seaside (Monterey County)
Sebastopol (Sonoma County)
Selma (Fresno County)
Shasta Lake (Shasta County)
Simi Valley (Ventura County)
Solana Beach (San Diego County)
South Lake Tahoe (El Dorado County)
South San Francisco (San Mateo County)
South Gate (Los Angeles County)
Stanton (Orange County)
Stockton (San Joaquin County)
Suisun City (Solano County)
Taft (Kern County)
Tehama (Tehama County)
Thousand Oaks (Ventura County)
Tiburon (Marin County)
Torrance (Los Angeles County)
Tracy (San Joaquin County)
Trinidad (Humboldt County)
Truckee (Nevada County)
Tustin (Orange County)

Ukiah (Mendocino County)
Union City (Alameda County)
Upland (San Bernardino County)
Vacaville (Solano County)
Vallejo (Solano County)
Ventura (Ventura County)
Victorville (San Bernardino County)
Vista (San Diego County)
Walnut (Los Angeles County)
Walnut Creek (Contra Costa County)
Waterford (Stanislaus County)
Watsonville (Santa Cruz County)
Weed (Siskiyou County)
West Covina (Los Angeles County)
West Hollywood (Los Angeles County)
Westminster (Orange County)
Williams (Colusa County)
Willits (Mendocino County)
Willows (Glenn County)
Yreka (Siskiyou County)
Yucca Valley (San Bernardino County)

Name _____

County _____

Phone Number _____

Purpose of Trip, Details and Remarks:

[illegible]

City, Zip:

Amount:

