Comprehensive Annual Financial Report

Fiscal Year Ended June 30, 2018

City of Santa Clara
The Center of What's Possible

COMPREHENSIVE ANNUAL FINANCIAL REPORT

FISCAL YEAR ENDED JUNE 30, 2018

THE
MISSION CITY

CITY OF SANTA CLARA, CALIFORNIA
1500 WARBURTON AVENUE
SANTA CLARA, CA 95050-3796

PREPARED BY DEPARTMENT OF FINANCE

Introductory Section

CITY OF SANTA CLARA
COMPREHENSIVE ANNUAL FINANCIAL REPORT

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Santa Clara
All-America City
2001

Finance Department

December 3, 2018

The Honorable Mayor and City Council
City of Santa Clara
Santa Clara, CA 95050

Dear Mayor and Members of the City Council:

It is our pleasure to submit for your information the Comprehensive Annual Financial Report (CAFR) of the City of Santa Clara (City) for the fiscal year ended June 30, 2018. The City compiles and prepares the annual financial report to provide interested parties with reliable information concerning the financial condition and results of operations for the City.

Responsibility for the accuracy of the data and the fairness of presentation, including all footnotes and disclosures, rests with the City. Management of the City has established a comprehensive internal control framework that is designed to protect the government's assets from loss, theft, or misuse and to compile sufficient reliable information for the preparation of the City's financial statements in conformity with Generally Accepted Accounting Principles (GAAP). Because the cost of internal controls should not outweigh their benefits, the City's comprehensive framework of internal control has been designed to provide reasonable rather than absolute assurance that the financial statements will be free from material misstatement. As management, we assert that, to the best of our knowledge and belief, this financial report is complete and reliable in all material respects.

Per the City Charter (Section 1319, Independent Audit) the City of Santa Clara's financial statements have been audited by Maze & Associates, a firm of licensed certified public accountants. The goal of the independent audit was to provide reasonable assurance that the financial statements of the City for the fiscal year ended June 30, 2018 are free of material misstatements. The independent audit involved examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; assessing the accounting principles used and significant estimates made by management; and evaluating the overall financial statement presentation. The independent auditor concluded, based upon the audit, that there was a reasonable basis for rendering an unmodified opinion that the City of Santa Clara's financial statements for the fiscal year ended June 30, 2018 are fairly presented in conformity with GAAP. The independent auditor's report is presented as the first component of the financial section of this report.

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The independent audit of the financial statements of the City of Santa Clara was part of a broader, federally mandated "Single Audit" designed to meet the special needs of federal grantor agencies. The standards governing Single Audit engagements require that agencies expending more than $750,000 in federal monies, are required to have the independent auditor report not only on the fair presentation of the financial statements, but also on the audited government's internal controls and legal requirements involving the administration of federal awards. These reports are available in the City's separately issued Single Audit Report, scheduled for release in March 2019.

Management has provided a narrative introduction, overview, and analysis to accompany the basic financial statements in the form of Management's Discussion and Analysis (MD&A). The letter of transmittal is designed to complement the MD&A and should be read in conjunction with it. The City's MD&A can be found immediately following the report of the independent auditors.

PROFILE OF THE CITY OF SANTA CLARA

The City is located in the County of Santa Clara, California, and is approximately 45 miles southeast of San Francisco and three miles west of downtown San Jose. It is situated in the northern part of the County and occupies approximately 18.41 square miles.

The City enjoys a diversified industrial and commercial base. Santa Clara is headquarters to some of the nation's leading electronics, telecommunications, computer, and semiconductor firms. The City is also home to a university, a community college, an adult learning center, and a general hospital.

The City's population is estimated at 129,604, indicating the City remains an attractive place both to live and work. The City is one of the most highly desirable areas to live because of the high quality services it provides to residents and its business friendly environment.

The City of Santa Clara, also known as the Mission City, is a charter city incorporated in 1852 under the laws of the State of California. The City's powers are exercised through a Council/Manager form of government. The City Council is made up of the Mayor, elected at large, and six councilmembers elected by district serving as the legislative authority. The City Council appoints a City Manager who is responsible for the overall management and administration of the City, a City Attorney to represent and advise the City Council and all City officers in all matters of law pertaining to their offices, and a City Auditor to audit and approve all bills, invoices, payrolls, demands or charges against the City government before payment and, with the advice of the City Attorney, advise the City Council as to the regularity, legality and correctness of such claims, demands or charges. Within the administration, the Police Chief and the City Clerk are also publicly elected officials.

The City provides a full range of services. These services include police, fire protection and emergency dispatch; electric, water, and sanitary sewer services; the construction and maintenance of streets and infrastructure; parks and recreational activities and cultural events; planning and zoning; library; cemetery; and general administrative and support services.

LOCAL ECONOMY

The Silicon Valley economy has continued to grow at a fast pace over the last several years and, as a result, Santa Clara has experienced strong revenue growth and development activity. The combination of an improved economy, careful management of limited resources, development and redevelopment projects happening throughout the City, and monies flowing to the City from events at Levi's Stadium, has generated General Fund budget surpluses the last several years. This has allowed the City to

contribute to its Budget Stabilization Reserve, make additional contributions to the Capital Projects Reserve, and to establish an Other Post-Employment Benefits (OPEB) Trust and a Pension Trust to pre-fund post-retirement obligations.

Looking forward, the City is continuing the multi-year effort aimed at increasing revenues, continuing to build reserves, and ensuring that ongoing expenditures are in alignment with ongoing revenues. The City is projecting that the regional economy has reached a peak and the forecast is for a potential modest slowdown in the coming years. Despite the economy being on solid ground and strong performance of several major revenue sources, the City's economic situation remains tightly balanced with the continuing increases in personnel costs, especially in regard to rising pension costs.

FINANCIAL INFORMATION

Long-term Financial Planning

The City Council's adopted budget principles for fiscal year 2017-18 reflected the economic challenges that the City faced including the need to rebuild reserves and utilize a multi-pronged strategy to ensure ongoing expenditures are in alignment with ongoing revenues. The adopted principles included but were not limited to the following:

- Budget decisions will be made with long-term implications taken into account, using data from the Five-Year Financial Plan.
- The perception of funding actions, as well as the fiscal impact, will be considered before budgetary decisions are made.
- Ensure ongoing revenues are sufficient to cover the full cost of any staffing changes or service level enhancements.
- In accordance with Council policy, continue to maintain the General Fund Budget Stabilization Reserve for the long-term fiscal health of the City.
- With limited exceptions, establish fees based on full cost recovery where individuals/business rather than the community at-large are benefiting from City services. This preserves limited unrestricted resources for providing services that benefit the community as a whole.

The City developed a five-year Capital Improvement Plan detailing specific budgeted capital projects. Each of the projects is consistent with the overall goals and principles of the City. The fiscal year 2017-18 adopted Capital Improvement Project (CIP) Budget totaled $127.4 million. The CIP included improvements to the City's infrastructure, replacements and upgrades to information technology equipment, and improvements and upgrades to the City's utilities.

In addition, the City of Santa Clara produces an annual Ten-Year Financial Plan (Plan). The purpose of the Plan is to provide policy-makers and the public an updated assessment of the City's fiscal health that takes into account the latest economic developments. The report includes historical perspective on revenues and expenditures and a ten-year financial outlook beyond the adopted budget year. The value of this type of analysis is to give the City Council, staff, and the public a tool to assist with strategic decision-making as they work to adopt the budget for the coming year. The Plan is a collaborative effort between the City Manager's Office, Finance Department, and City departments. Individual projections of revenues and expenditures are developed based on trend analyses, input from available economic reports, consultant recommendations, and input from other subject matter experts. The most current information

available is incorporated into the Plan and refined on a moving forward basis as part of the City's commitment to fiscal responsibility.

Internal Controls

The management of the City is responsible for establishing and maintaining internal controls designed to ensure that the assets of the City are protected from loss, theft or misuse, and that adequate accounting data is compiled to allow for the preparation of financial statements in conformity with generally accepted accounting principles (GAAP). Internal controls are designed to provide reasonable, but not absolute, assurance that these objectives are met. The concept of reasonable assurance recognizes that: (1) the cost of a control should not exceed the benefits likely to be derived; and (2) the evaluation of costs and benefits requires estimates and judgments by management. All internal control evaluations occur within the stated framework. City management believes the City's internal accounting controls adequately safeguard assets and provide reasonable assurance of proper recording of financial transactions.

Budgetary Controls

As part of the City's internal controls, it maintains budgetary controls. The objective of these budgetary controls is to ensure compliance with legal provisions embodied in the annually appropriated budget approved by the City Council. Activities of the majority of the City funds are included in the annual budget. In addition, each year a Capital Improvement Project Budget is adopted and a Ten-Year Financial Plan is updated and presented to the City Council. The legal level of budgetary control (that is, the level at which expenditures cannot legally exceed the appropriated amount) is at the department level, or the fund level if there are no departments in a fund. The City Manager may transfer appropriations from one program to another within the same fund and the object category of a department without approval from the City Council. All other transfers or additional revenue received must be approved by the City Council if needed to fund additional expenditures. The City also maintains an encumbrance accounting system as one technique for accomplishing budgetary control. Encumbrances outstanding at year-end are included within the specific fund balance category of the underlying resource.

Independent Audit

The City Charter and State of California statutes require the City to have an annual audit by an independent certified public accountant. The City goes to the market with a formal Request for Proposal for audit services every five years. The accounting firm of Maze & Associates, Certified Public Accountants, was selected by the City Council in 2012, and again in 2017, and is in the seventh year as the City's independent auditor. In addition to meeting the requirements set forth in City Charter and State statutes, the audit is designed to meet the requirements of the federal Single Audit Act of 1984, as amended in 1996 and by the recent Uniform Guidance. The auditors' report on the basic financial statements and the supplementary combining statements and schedules are included in the financial section of this report. The auditors' reports related specifically to the single audit are included in a separately issued single audit document on file with the City Clerk's Office.

MAJOR INITIATIVES

Development Activity:

Silicon Valley's economy has grown at a fast pace over the last several years. With that, a number of significant ongoing and new development projects are providing construction jobs and other employment, new rental housing and home sales, and consumer and business spending, thereby enhancing both

property tax and sales tax revenues. The City is also undertaking a zoning ordinance update while completing several specific plans for development. Below is a sampling of projects that are currently under construction or in the pipeline:

- *Santa Clara Square Residential/Mixed-Use Project*. The City continues to grow its retail sector citywide as there is a trend of new retail and/or expansion/relocation of existing retail. This project includes 2,200 rental apartment units, 40,000 square feet of retail space, 4,500 square feet of leasing space, and 38,000 square feet of amenity space.
- The Related Company continues through the entitlement process for *City Place Santa Clara* on 240 City-owned acres north of Tasman Drive. *City Place* is a new multi-phased, mixed-use development of up to 9.16 million gross square feet of office buildings, retail and entertainment facilities, residential units, hotel rooms, surface and structured parking facilities, new open space and roads, landscaping and tree replacement, and new/upgraded/expanded infrastructure and utilities.
- A number of other housing projects have been recently completed or are underway providing much needed residential units in the City. A few of these are: 793 units (Single Family, Townhomes, Apartments) at the *Gallery at Central Park;* 476 living units along with 108,600 square feet of retail at the mixed-use *Gateway Village;* and 988 units with 35,000 square feet of retail space at the *Summerhill Lawrence Station Project*.
- Significant office space projects are also in development. A few of these include: *Lawson Lane Office Campus* with 613,800 square feet of office space consisting of 5-story office buildings, 2-story commons buildings and 4-level parking garages; *NVIDIA Complex* on 35.6 acres with 1,950,000 square feet of office space; *Stevens Creek Boulevard Office Complex* consisting of 295,000 square feet in 6-story buildings, covering 5 acres; and *Stevens Creek Suburu* which provides a redeveloped 146,000 square foot car dealership.

Technology Replacement:

The City's budget over the next few years includes investments to upgrade information technology systems that are considered outdated or end of life. During fiscal year 2017-18, the City upgraded its financial accounting and human capital management systems to the latest version. The upgrade provided new infrastructure, enhanced data security, and an improved user interface with better reporting capabilities. Additional Citywide upgrades are ongoing including the City's utility billing system which provides critical maintenance and modifications to ensure timely and accurate billing, collections, and excellent customer service to 60,000+utlity accounts. Additionally, the Public Safety Computer Aided Dispatch (CAD) system and Records Management System (RMS) are being upgraded. The Police Department's Public Safety 9-1-1 Dispatch Center relies on a strong CAD system to initiate calls for service, to dispatch Police and Fire, and to maintain the status of responding public safety units. The Police Records Unit relies on RMS to file police reports and maintain accurate records of law enforcement documents. These critical systems will deliver high quality efficient infrastructure and services.

Library Improvements:

The City recently completed a major renovation to its Mission Library which is sixty years old. The renovation addressed ADA and operational inefficiencies as well as the need for expanded spaces for community events and library programming, dedicated places for children and teens, and updated and expanded collections. The renovation affords an opportunity to provide a more energy efficient facility to meet long-term sustainability initiatives and mandates. This project supports the City Council goal of delivering and enhancing high quality efficient services and infrastructure.

FINANCIAL POLICIES

The City of Santa Clara has adopted a comprehensive set of financial policies. These policies address items such as cash management, investments, reserves, and debt management. The policies are included with the annual operating budget, and are reviewed annually in conjunction with the adoption of the annual operating budget.

AWARDS

The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement in Excellence in Financial Reporting to the City of Santa Clara for its Comprehensive Annual Financial Report (CAFR) for the fiscal year ended June 30, 2017. The Certificate of Achievement is a prestigious national award, recognizing conformance with the highest standards for preparation of state and local government financial reports and is valid for a period of one year only. The City has received this prestigious award for the past twenty-six consecutive years.

To be awarded a Certificate of Achievement, a government must publish an easily readable and efficiently organized comprehensive annual financial report. This report must satisfy both accounting principles generally accepted in the United States of America and applicable legal requirements. We believe that our current CAFR continues to meet the Certificate of Achievement Programs' requirements and we are submitting it to GFOA to determine its eligibility for another certificate.

ACKNOWLEDGEMENTS

The preparation of this report would not have been possible without the efficient and dedicated services of the entire staff of the Finance Department. We wish to thank all City departments for their assistance in providing the data necessary to prepare this report. Credit and thanks are also due to the Mayor and City Councilmembers for their unfailing support for maintaining the highest standards of professionalism in the management of the City of Santa Clara's finances.

Respectfully submitted,

Deanna J. Santana
City Manager

Angela Kraetsch
Director of Finance

ROSTER OF COUNCIL AND COMMISSION MEMBERS

CITY COUNCIL

Mayor	Lisa M. Gillmor
Councilmember	Debi Davis
Councilmember	Patrick Kolstad
Councilmember	Patricia Mahan
Councilmember	Teresa O'Neill
Councilmember	Kathleen Watanabe
Councilmember	Vacant

BOARD OF LIBRARY TRUSTEES

Leonne Broughman, Jan Hintermeister, David Kyo, Stephen Ricossa, Debbie Tryforos,

CIVIL SERVICE COMMISSION

Mario Bouza, Willie D. Brown Jr., John Casey, Franklin J. Felizardo, Carolyn G. McAllister

CULTURAL COMMISSION

Loretta Beavers, Harbir K. Bhatia, Niharika "Niha" Mathur, Louis Samara, Debra von Huene, Candida A. Diaz, Jonathan Marinaro

HISTORICAL & LANDMARKS COMMISSION

Nancy A. Biagini, Priya Cherukuru, Stephen Estes, Brian Johns, Patricia Leung, Ana Vargas-Smith, J.L. "Spike" Standifer

HOUSING REHABILITATION LOAN COMMITTEE

Councilmember Teresa O'Neill, Michael Louis Ferrito, Carmen Pascual, Bianca Wilczoch

PARKS & RECREATION COMMISSION

Burt Field, George Guerra, Andrew Knaack, Roseann Alderete LaCoursiere, Joe Martinez, Tino Silva, Kevan Michael Walke

PLANNING COMMISSION

Raj Chahal, Yuki Ikezi, Sudhanshu Jain, Steve Kelly, Shawn Williams, Lance Saleme, Anthony Becker

SENIOR ADVISORY COMMISSION

Wanda Buck, Barbara A. "Bobbi" Estrada, Carolyn Seeger, Nancy Toledo

YOUTH COMMISSION

Jasmine Kelley-Tanti, Antonio Davila, Ria Grewal, Icko Iben, Vincent Kloes, Jezzabella Jimenez, Smrithi Suresh, Caroline Kloes, Adrianne Krivokapic-Zhon, Damarah Madriaga, Natasha Yen, Jill Mangawang, Siya Sharma, Kayla Phan, Meera Suresh, Sanjana Yerramaneni

EXECUTIVE MANAGEMENT TEAM

CITY MANAGER
Deanna J. Santana

ACTING CITY CLERK
Jennifer Yamaguma

CITY ATTORNEY
Brian Doyle

CHIEF OF POLICE
Michael J. Sellers

FIRE CHIEF
William G. Kelly

COMMUNITY RELATIONS MANAGER
Vacant

DIRECTOR OF ELECTRIC UTILITY
John Roukema

DIRECTOR OF WATER & SEWER UTILITIES
Gary Welling

DIRECTOR OF INFORMATION TECHNOLOGY/CIO
Gaurav Garg

CITY LIBRARIAN
Hilary Keith

CHIEF OPERATING OFFICER
Walter C. Rossmann

ASSISTANT CITY MANAGER
Nadine Nader

ASSISTANT CITY MANAGER
Manuel Pineda

ASSISTANT CITY MANAGER
Ruth Shikada

DIRECTOR OF FINANCE
Angela Kraetsch

DIRECTOR OF PUBLIC WORKS
Craig Mobeck

DIRECTOR OF PARKS & RECREATION
James F. Teixeira

DIRECTOR OF COMMUNITY DEVELOPMENT
Andrew Crabtree

INTERIM DIRECTOR OF HUMAN RESOURCES
Julia Hill

Government Finance Officers Association

Certificate of Achievement for Excellence in Financial Reporting

Presented to

City of Santa Clara

California

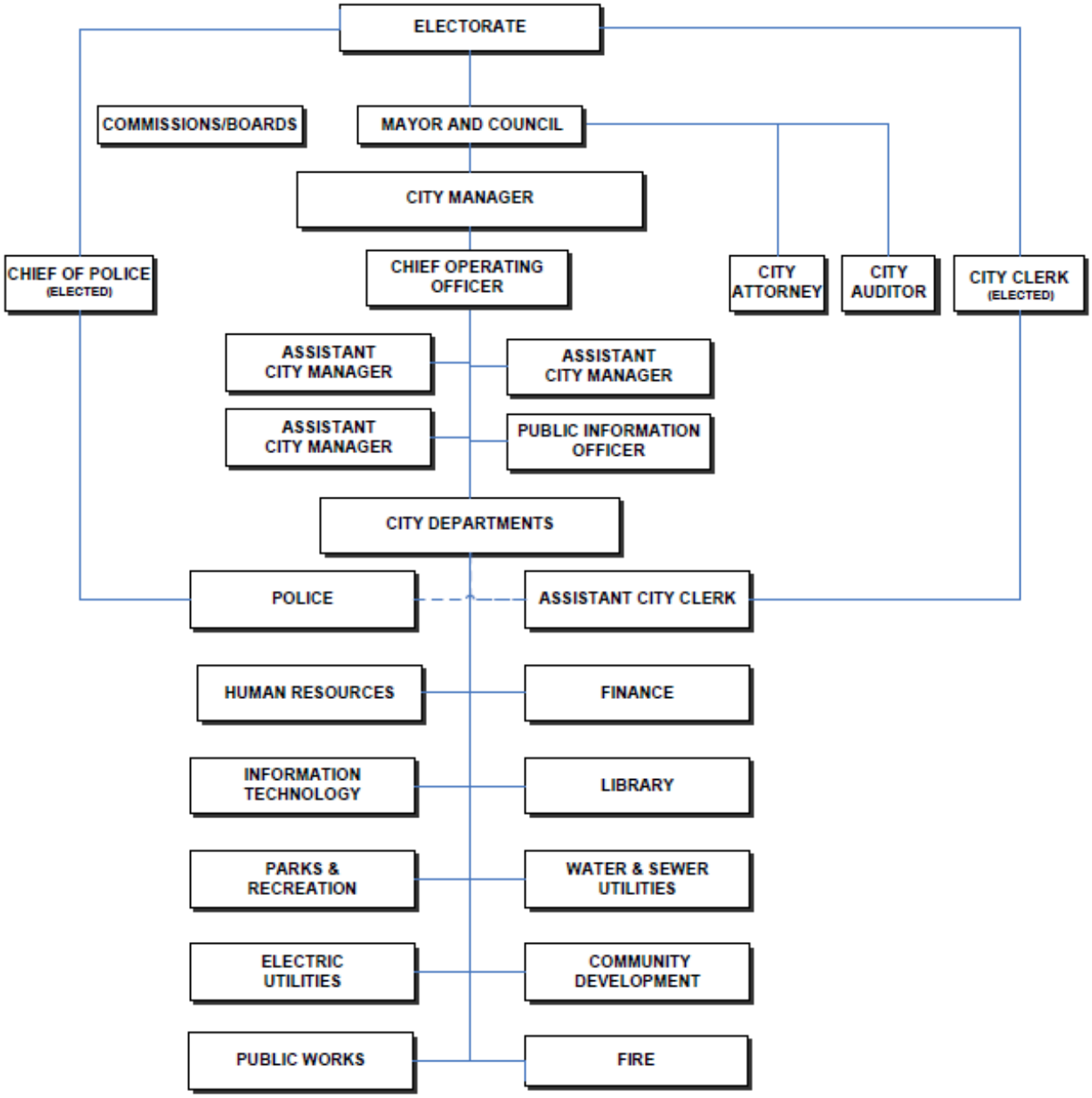
For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended

June 30, 2017

Christopher P. Morrill

Executive Director/CEO

CITY OF SANTA CLARA
ORGANIZATION CHART



BAY AREA
0 5 10
Miles
N
S
E
W
PACIFIC
OCEAN
San Francisco
San Francisco Int'l Airport
Oakland
Oakland Int'l Airport
San Leandro
Hayward
San Ramon
Dublin
Livermore
Pleasanton
Walnut Creek
Moraga
Lafayette
Albany
Emeryville
Piedmont
Daly City
San Bruno
Pacifica
Millbrae
Burlingame
San Mateo
Belmont
Redwood City
Menlo Park
Palo Alto
Half Moon Bay
Newark
Fremont
Milpitas
Mountain View
Sunnyvale
Los Altos
SANTA CLARA
San Jose Int'l Airport
San Jose
Cupertino
Saratoga
Los Gatos
Scotts Valley
Santa Cruz
Watsonville
Monterey Bay
Mount Tamalpais State Park
Angel Island
Golden Gate National Recreation Area
Mount Diablo State Park
Big Basin Redwoods State Park
The Forest of Nisene Marks State Park
SANTA CLARA CONVENTION CENTER
Levi's STADIUM
NapaValley 90miles
Sacramento 120miles
Yosemite 175miles
SanFrancisco 45miles
Oakland 40miles
SANTACLARA
SantaCruz 30miles
Monterey/Carmel 70miles
LasVegas 540miles
LosAngeles 350miles

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Financial Section

Independent Auditor's Report on Basic Financial Statements

Management's Discussion and Analysis

MAZE & ASSOCIATES

INDEPENDENT AUDITOR'S REPORT

To the Honorable Members of the City Council
City of Santa Clara, California

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of the City of Santa Clara, California, as of and for the year ended June 30, 2018, and the related notes to the financial statements, which collectively comprise the City's basic financial statements as listed in the Table of Contents. We did not audit the component unit financial statements of the Santa Clara Stadium Authority (Stadium Authority), as of and for the year ended March 31, 2018, which is both a major fund and 37.6%, 4.0%, and 16.1% of the assets, net position and revenues, respectively, of the business-type activities.

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 the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. The financial statements of the Stadium Authority were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for the Stadium Authority, is based solely on the report of other auditors. We also did not audit the financial statements of Northern California Power Agency (NCPA), Transmission Agency of Northern California (TANC) and San Jose-Santa Clara Regional Wastewater Facility and Clean Water Financing Authority (SJSC) as of and for the year ended June 30, 2017, related to the calculation of the Investments in Joint Ventures. The Investment in these Joint Ventures collectively represents 8.2%, 17.4% and 1.2% respectively, of total assets, net position and revenues of the business-type activities. The financial statements of the NCPA, TANC and SJSC were audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the calculation of the Investments in Joint Ventures, is based solely on the reports of the other auditors.

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.

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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 City'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 City's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinions

In our opinion, based on our audit and the reports of the other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of the City as of June 30, 2018, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Change in Accounting Principles

Management adopted the provisions of Governmental Accounting Standards Board Statement No. 75 - *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*, which became effective during the year ended June 30, 2018 and required the restatement of beginning net position as discussed in Notes 16 and 18E to the financial statements.

The emphasis of this matter does not constitute a modification to our opinions.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis and other Required Supplementary Information as listed in the Table of Contents 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, 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. 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 Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the City's basic financial statements. The Introductory Section, Supplemental Information, and Statistical Section listed in the Table of Contents are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The Supplemental Information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Supplemental Information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

The Introductory and Statistical Sections have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 3, 2018, on our consideration of the City'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 City's internal control over financial reporting and compliance.

Maze & Associates

Pleasant Hill, California
December 3, 2018

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MANAGEMENT'S DISCUSSION AND ANALYSIS

The Management's Discussion and Analysis (MD&A) of the City of Santa Clara's (City) Comprehensive Annual Financial Report (CAFR) provides an overview of the City's financial activities for the fiscal year ended June 30, 2018. The intent of this discussion and analysis is to look at the City's financial performance as a whole. Readers should review the discussion and analysis in conjunction with the basic financial statements, as well as the notes to the financial statements to enhance their understanding of the City's financial performance.

FINANCIAL HIGHLIGHTS

Financial highlights for fiscal year June 30, 2018 are as follows:

- During fiscal year 2017-18, the City implemented Governmental Accounting Standard Board (GASB) statement No. 75 which required the recording of net OPEB liability and OPEB related deferred outflow. See Note 16 for details of this adjustment.
- The assets of the City, as a whole, exceeded its liabilities by $1.7 billion in fiscal year 2017-18. Of this amount, $(205) million represents unrestricted net position, a decrease of $56 million from fiscal year 2016-17. The negative position is primarily due to the increase of the net pension liability of $51 million and the increase of the net OPEB liability of $46 million
- The City's total net position increased by $37 million primarily due to a $20 million decrease in governmental activities and $57 million increase in business activities.
- As of June 30, 2018, the City's governmental funds reported combined fund balances of $328 million, an increase of $2 million from the prior year. At June 30, 2018, $108 million is in the unassigned fund balance and available for spending at the City's discretion.
- At the close of fiscal year 2017-18, the General Fund had assets of $204 million and a fund balance of $196 million. This represents an increase in fund balance of $4 million, or 2% from prior fiscal year. Of the total fund balance, $157 million was unrestricted (the total of committed, assigned, and unassigned components of fund balance).
- In November 2012, the Santa Clara Stadium Authority (Stadium Authority) elected to adjust its fiscal year to April 1 through March 31 to conform with the fiscal year of Stadium Funding Trust (FinanceCo). This report covers the twelve month period from April 1, 2017 through March 31, 2018. As of March 31, 2018, buildings, infrastructure and land improvements equaled $766 million and the assets of the Stadium Authority exceeded its liabilities by $43 million.
- The City's total outstanding long-term debt decreased by $62 million during the current fiscal year primarily due to the repayment of Stadium Authority debt.

OVERVIEW OF THE FINANCIAL STATEMENTS

This annual report consists of a series of financial statements and notes to those statements. These statements are organized so the reader can understand the City as a whole. This report consists of six parts – introductory section, financial/MD&A section, basic financial statements, required supplementary information, supplementary information, and statistical section.

The basic financial statements include two types of statements that present different views of the City:

- The *Government-wide Financial Statements* provide both long-term and short-term information about the City's overall financial status.
- The *Fund Financial Statements* focus on individual parts of the government, reporting the City's operations in more detail than the government-wide statements.

Government-wide Financial Statements

Government-wide statements report information about the City as a whole using accounting methods similar to those used by private-sector companies. They include the Statement of Net Position and the Statement of Activities.

The Statement of Net Position presents information on all of the government's assets, deferred outflows of resources, liabilities and deferred inflows of resources. Over time, increases or decreases in the City's net position may serve as an indicator of whether the financial position of the City is improving or deteriorating.

The Statement of Activities provides information about the City's revenues and expenses, regardless of the timing of related cash flows. The Statement of Activities explains in detail the change in net position for the fiscal year.

The Government-wide Financial Statements are divided into two categories:

- *Governmental Activities*—all of the City's basic services are considered to be governmental activities. Included in basic services are the City Council, City Manager, City Clerk, City Attorney, Information Technology, Human Resources, Finance, Parks and Recreation, Library, Planning and Inspection, Public Works, Police, and Fire. These services are principally supported by taxes and intergovernmental revenues.
- *Business-Type Activities*—unlike governmental services, these services are intended to recover all or a significant portion of their costs through user fees and charges. All of the City's enterprise activities are reported as business-type activities, including the Major funds (Electric, Water, Sewer, Water Recycling utilities, and Stadium Authority) and Non-Major funds (Solid Waste, Cemetery, Santa Clara Golf & Tennis Club, Santa Clara Convention Center, and Sports and Open Space Authority).

The City is the primary government in this report. These financial statements include four entities that, although legally separate, are important because they are blended component units of the City. These component units are the Stadium Authority, City of Santa Clara Sports and Open Space Authority, the Santa Clara Housing Authority, and the City of Santa Clara Public Facilities Financing Corporation. These component units have been included as an integral part of the City (that is, they have been "blended" with those of the City) and they are not reported as separate discrete component units in these financial statements.

Fund Financial Statements

The Fund Financial Statements provide detailed information about each of the City's most significant funds, called major funds. Each major fund is presented individually, with all non-major funds combined in a single column on each fund statement. The non-major fund statements are presented in the Supplementary Information section of this report. Major funds present the primary activities of the City for the year, and may change from year to year as a result of changes in the pattern of the City's activities. All of the funds of the City can be divided into three categories: governmental funds, proprietary funds, and fiduciary funds.

Governmental Funds: Most of the City's basic services are included in Governmental Funds which focus on how money flows into and out of these funds and the balance left at fiscal year-end that are available for spending. These funds are reported using an accounting method called modified accrual accounting, which measures cash and all other financial assets that can readily be converted to cash. The governmental funds statements provide a detailed short-term view of the City's general governmental operations and the basic services it provides. Governmental fund information helps determine whether there are more or fewer financial resources that can be spent in the near future to finance the City's programs. Because the focus of governmental funds is narrower than that of the Government-wide Financial Statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the Government-wide Financial Statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the Governmental Fund Balance Sheet and the Governmental Fund Statement of Revenues, Expenditures, and Changes in Fund Balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

Proprietary Funds: Enterprise and Internal Service Fund Financial Statements are prepared on the full accrual basis of accounting, similar to that used by private sector companies. Proprietary funds are reported in the same way that all activities are reported in the Statement of Net Position and the Statement of Revenues, Expenses, and Changes in Net Position. The City's Proprietary Funds are the same as the business-type activities reported in the Government-wide Statements but provide more detail and additional information, such as cash flows.

Since the City's Internal Service Funds provide goods and services only to the City's governmental and business-type activities, their activities are only reported at the fund level. Internal Service Funds cannot be considered major funds because their revenues are derived from other City funds. Revenues between funds are eliminated in the Government-wide Financial Statements and any related profits or losses are returned to the activities in which they were created, along with any residual net position of the Internal Service Funds.

Fiduciary Funds: Fiduciary Funds are prepared on the full accrual basis, similar to the Proprietary Funds. The City has three types of Fiduciary Funds: the Agency Funds (which includes Employee Benefit and Liability Clearing, Special Assessments, and Deposits), the Other Post Employment Benefit (OPEB) Plan Trust Fund and the Private Purpose Trust Funds (which includes the Charitable Trust and Successor Agency). The City's fiduciary activities are reported separately in the Statement of Fiduciary Net Position and the Statement of Changes in Fiduciary Net Position. These activities are excluded from the City's Financial Statements because the City cannot use these assets to finance its own operations.

Notes to the Financial Statements

The notes provide additional information that is necessary to acquire a full understanding of the data provided in the Government-wide and Fund Financial Statements. The Notes to the Financial Statements follow the basic financial statements.

Other information

In addition to the basic financial statements and accompanying notes, this report also presents required supplementary information. This information includes budgetary comparison schedules and the City's progress in funding its obligation to provide pension and other post-employment benefits to its employees. Required supplementary information can be found immediately following the Notes to the Financial Statements.

GOVERNMENT-WIDE FINANCIAL STATEMENTS ANALYSIS

Citywide Financial Statements

This section focuses on the City's net position and changes in net position of its governmental and business-type activities for the fiscal year ending June 30, 2018. As noted earlier, the City's total assets and deferred outflows of resources exceed total liabilities and deferred inflows of resources by $1.7 billion at the end of the fiscal year, an increase in net position of $37 million.

Table 1
Governmental And Business-Type Net Position
(in millions)

	Governmental Activities		Business-Type Activities		Total	
	2018	2017*	2018	2017*	2018	2017*
Cash and investments	$ 309	$ 309	$ 533	$ 500	$ 842	$ 809
Other assets	172	165	267	240	439	405
Capital assets	573	553	1,456	1,470	2,029	2,023
Total Assets	**1,054**	**1,027**	**2,256**	**2,210**	**3,310**	**3,237**
Deferred outflows on derivative instruments	-	-	4	7	4	7
Deferred outflows from refunding	-	-	5	6	5	6
Deferred outflows pension related	89	67	27	20	116	87
Total Deferred Outflows of Resources	**89**	**67**	**36**	**33**	**125**	**100**
Long-term liabilities outstanding	19	21	591	655	610	676
Net OPEB liability	24	-	22	-	46	-
Net pension liability	389	349	127	116	516	465
Other liabilities	83	72	482	458	565	530
Total Liabilities	**515**	**442**	**1,222**	**1,229**	**1,737**	**1,671**
Deferred inflows from refunding	-	-	1	1	1	1
Deferred inflows pension related	9	13	1	2	10	15
Total Deferred Inflows of Resources	**9**	**13**	**2**	**3**	**11**	**16**
Net investment in capital assets	553	532	918	882	1,471	1,414
Restricted	246	242	174	142	420	384
Unrestricted	(180)	(135)	(24)	(13)	(204)	(148)
Total Net Position	**$ 619**	**$ 639**	**$ 1,068**	**$ 1,011**	**$ 1,687**	**$ 1,650**

* Not restated for the effects of GASB75.

The largest portion of the City's net position, $1.5 billion (87%), is its investment in capital assets (e.g., land, infrastructure, buildings, machinery and equipment), less any related outstanding debt that was used to acquire those assets. The City uses these capital assets to provide services to its residents and other stakeholders. Accordingly, these assets are not available for future spending. Although the City's investment in its capital assets is reported net of related debt, the resources needed to repay this debt must be provided from other sources because the capital assets themselves cannot be used to liquidate these liabilities.

The restricted portion of the City's net position of $420 million (25%) represents resources that are subject to external restrictions on how they may be used. The remaining balance of $(204) million (-12%) is unrestricted and is negative due to the City's net pension and OPEB liabilities.

At the end of the current fiscal year, the City is able to report positive balances in all reported categories of net position except for the Workers' Compensation Insurance Claims, Special Liability Insurance Claims, Cemetery Enterprise Fund, Solid Waste Enterprise Fund and Santa Clara Golf and Tennis Club.

Table 2
Governmental and Business-Type Changes in Net Position
(in millions)

	Governmental Activities		Business-Type Activities		Total	
	2018	2017*	2018	2017*	2018	2017*
Revenues:						
Program revenues:						
Charges for services	$ 37	$ 38	$ 722	$ 688	$ 759	$ 726
Operating grants and contributions	7	5	-	-	7	5
Capital grants and contributions	20	14	4	4	24	18
General revenues:						
Taxes:						
Sales	56	56	-	-	56	56
Ad valorem property	55	51	-	-	55	51
Transient occupancy	21	20	-	-	21	20
Other	6	6	-	-	6	6
Contribution in lieu of taxes	22	21	-	-	22	21
Investment earnings	5	3	16	13	21	16
Net increase (decrease) in fair value of investments	(2)	(3)	(4)	(4)	(6)	(7)
Rents and royalties	11	12	-	-	11	12
Other	16	40	-	-	16	40
Total revenues	254	263	738	701	992	964
Expenses:						
General Administration	25	21	-	-	25	21
City Clerk	1	1	-	-	1	1
City Attorney	1	-	-	-	1	-
Human Resources	2	2	-	-	2	2
Finance	6	5	-	-	6	5
Public Works	38	34	-	-	38	34
Parks and Recreation	21	19	-	-	21	19
Public Safety:						
Police	77	64	-	-	77	64
Fire	55	43	-	-	55	43
Planning and Inspection	11	9	-	-	11	9
Library	12	10	-	-	12	10
Interest on long-term debt	1	1	-	-	1	1
Utilities:						
Electric-						
Retail	-	-	402	368	402	368
Wholesale	-	-	35	35	35	35
Water	-	-	42	36	42	36
Sewer	-	-	26	23	26	23
Water Recycling	-	-	5	5	5	5
Solid Waste	-	-	23	27	23	27
Cemetery	-	-	1	1	1	1
Santa Clara Golf and Tennis Club	-	-	3	3	3	3
Santa Clara Convention Center	-	-	9	8	9	8
Santa Clara Stadium Authority	-	-	111	105	111	105
Total expenses	250	209	657	611	907	820
Increase in net position before transfers	4	54	81	90	85	144
Transfers in (out)	1	(4)	(1)	4	-	-
Increase in net position before special item	5	50	80	94	85	144
Change in accounting principal	(25)	-	(23)	-	(48)	-
Net position - July 1 as adjusted	614	589	988	917	1,602	1,506
Net position - June 30	$ 619	$ 639	$ 1,068	$ 1,011	$ 1,687	$ 1,650

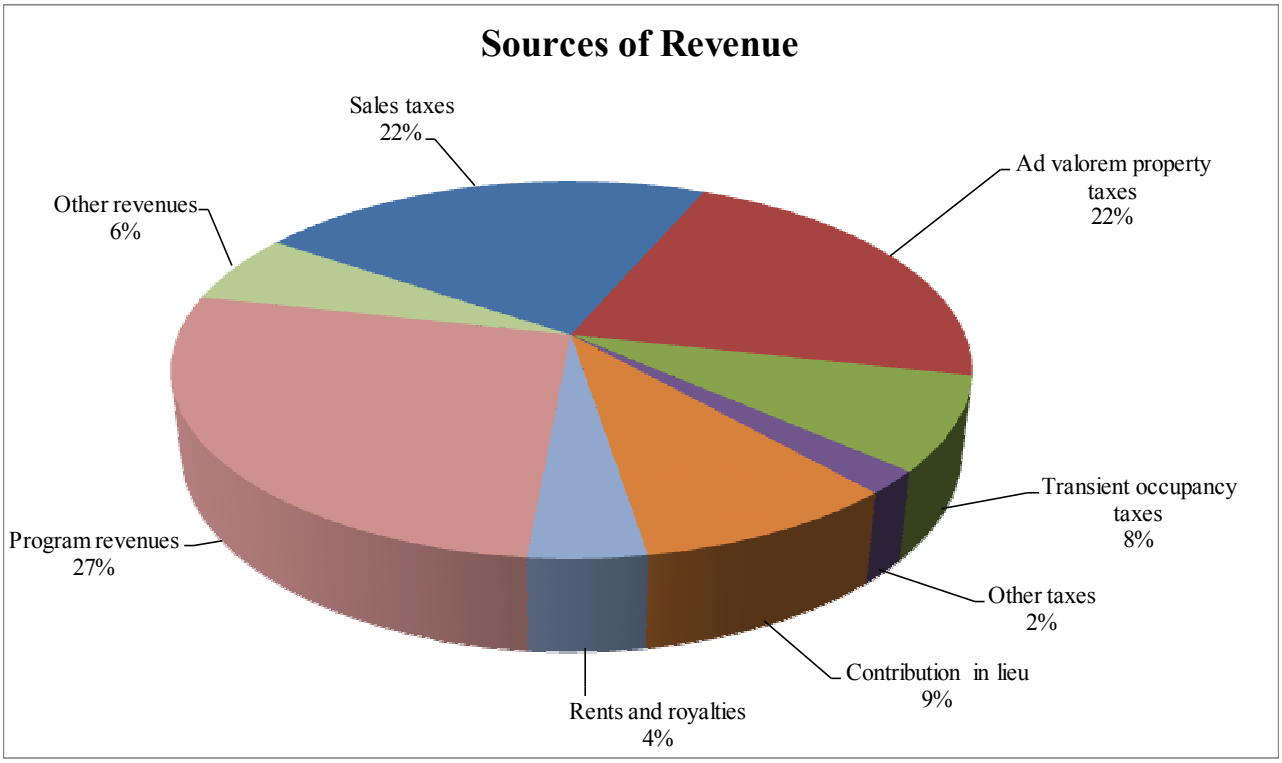
* Not restated for the effects of GASB75.

Governmental Activities - governmental activities decreased the City's net position by $20 million, as adjusted. This is primarily due to the implementation of the GASB75 in the fiscal year 2017-18.

Business-type Activities - business-type activities increased the City's net position by $57 million, as adjusted. This is primarily due to the decrease of $23 million due to the implementation of the GASB75, net of a $41 million increase in the Electric Fund, a $25 million increase in the Sewer Fund, and a $10 million increase from the Stadium Authority operations.

Governmental Activities

The chart below presents revenues by source for Governmental Activities. General revenues are composed of taxes and other revenues not specifically generated by, or restricted to, individual activities. All tax revenues and investment earnings are included in general revenues.



The following analysis presents a comparison of fiscal year 2017-18 and fiscal year 2016-17 by the total cost and net cost of each of the City's largest programs. Net cost is defined as total program cost less the revenues generated by those specific activities. It is common to see Governmental Activities as net cost generators, wherein costs of governmental activities are greater than the revenues they generate.

Table 3
Governmental Activities
(in millions)

	Total Cost Of Services		Net Cost Of Services	
	2018	2017	2018	2017
General Administration	$ 25	$ 21	$ 23	$ 17
City Clerk	1	1	1	1
City Attorney	1	-	1	-
Human Resources	2	2	2	2
Finance	6	5	5	5
Public Works	38	34	9	12
Parks and Recreation	21	19	18	15
Public Safety:				
Police	77	64	70	58
Fire	55	43	46	36
Planning and Inspection	11	9	(2)	(4)
Library	12	10	12	10
Interest on long-term debt	1	1	1	1
Totals	$ 250	$ 209	$ 186	$ 153

In fiscal year 2017-18, total costs of services increased $41 million and net costs increased $33 million. The increased cost for Governmental Activities was primarily due to an increase in public safety costs.

Business-type Activities

The following analysis provides the total costs and net costs of each of the City's enterprise funds. Net cost is defined as total program cost less the revenues generated by each enterprise fund.

Table 4
Business-Type Activities
(in millions)

	Total Cost Of Services		Net Cost Of Services	
	2018	2017	2018	2017
Utilities:				
Electric -				
Retail	$ 402	$ 368	$ (38)	$ (56)
Wholesale	35	35	-	(1)
Water	42	36	(5)	(4)
Sewer	26	23	(25)	(20)
Water Recycling	5	5	(1)	-
Solid Waste	23	27	-	4
Cemetery	1	1	1	-
Santa Clara Golf and Tennis Club	3	3	1	1
Santa Clara Convention Center	9	8	(1)	(1)
Santa Clara Stadium Authority	111	105	(1)	(4)
Totals	$ 657	$ 611	$ (69)	$ (81)

The City's business-type total costs of services increased $46 million and net costs of services decreased by $12 million as of June 30, 2018. The net costs of services for the Electric Utility were ($38) million, an increase of $19 million from the prior year. This net cost increase can be attributed to an increase in power purchase costs. The net cost of services in Water Utility Fund decrease of $1 million is due to the increase in the utility rates. The net cost of services in Sewer Utility Fund decrease of $5 million is mainly due to the equity increase in the joint project with City of San Jose. The net cost of services in Solid Waste Fund decrease of $4 million is mainly due to recognizing increased landfill post-closure costs to meet accounting requirements in fiscal year 2016-17.

FUND FINANCIAL STATEMENTS

Financial Analysis of Governmental Funds

The City uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The focus of the City's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the City's financing

requirements. In particular, unassigned fund balance may serve as a useful measure of a government's net resources available for discretionary use as they represent the portion of fund balance which has not yet been limited to use for a particular purpose.

At June 30, 2018, the City's governmental funds reported a combined fund balance of almost $328 million, an increase of $2 million in comparison with the prior fiscal year. Approximately 33% or $108 million constitutes unassigned fund balance, which is available for spending at the government's discretion. The remainder of the fund balance is either nonspendable, restricted, committed, or assigned to indicate that it is 1) not in spendable form, $25 million, 2) restricted for particular purposes, $105 million, 3) committed for particular purposes, $82 million, or 4) assigned for particular purposes, $8 million.

Governmental fund revenues decreased $13 million, or 5%, from prior year to $253 million. The majority of this is due to a decrease in the developer impact fees in the Non-Major Governmental Funds.

Governmental fund expenditures were $250 million, an increase of $13 million from the prior year. The increase is primarily attributable to higher salary and benefit costs in the General Fund.

General Fund

Revenues

The City's General Fund revenues totaled $230 million in fiscal year 2017-18, unchanged from the prior fiscal year.

Sales tax revenue is the largest revenue source for the City's General Fund and accounts for approximately 22% of direct General Fund revenues. Sales tax revenue remains the same as the prior year for a total of $56 million.

Property tax revenues for fiscal year 2017-18 were $55 million, an increase of $4 million or 8% from the prior year as a result of growth in the assessed valuation on secured properties.

Transient occupancy taxes were $21 million in fiscal year 2017-18, unchanged from fiscal year 2016-17.

Licenses, permits, fines and penalties revenue were $9 million in fiscal year 2017-18 compared with $11 million in fiscal year 2016-17.

Intergovernmental revenues were $5 million in fiscal year 2017-18 compared to $9 million in the previous year. The $4 million decrease is due to the City's share of proceeds from the Successor Agency's sale of the land in the fiscal year 2016-17.

Charges for services totaled $43 million in fiscal year 2017-18 compared to $41 million in the prior fiscal year. This increase is largely attributed to fee increases.

Contributions in-lieu of taxes were approximately $22 million in fiscal year 2017-18, an increase of $1 million or 4% compared to the previous year.

Interest and rent revenues were $14 million in fiscal year 2017-18 unchanged from prior fiscal year.

Expenditures

General Fund expenditures totaled $211 million for fiscal year 2017-18 compared to $192 million in the prior year. This amount excludes encumbrances and re-appropriations.

Salary and benefits expenditures were $167 million in fiscal year 2017-18 compared with $150 million in fiscal year 2016-17 an increase of $17 million. This increase is primarily due to increased salary and benefit costs as well as an increase in General Fund positions.

Other operating expenditures, including materials, services, and supplies, internal service fund charges and minor capital outlays, were $44 million in fiscal year 2017-18, an increase of $3 million from the previous fiscal year.

Transfers out for fiscal year 2017-18 were $18 million compared to $46 million in the prior year. This decrease of $28 million was primarily due to the purchase of various properties in fiscal year 2016-17.

Fund Balance

As of June 30, 2018, total fund balance in the General Fund was $196 million, up $4 million from fiscal year 2016-17. Table 5A shows the breakdown of various components compared with the prior fiscal year.

Table 5A
General Fund Balance for the Fiscal Year Ended June 30, 2018
(in millions)

	2018	2017	Net Change
Nonspendable	$ 25	$ 14	$ 11
Restricted	14	19	(5)
Committed	42	46	(4)
Assigned	7	5	2
Unassigned	108	108	-
Total General Fund Balance	$ 196	$ 192	$ 4

General Fund Budgetary Highlights

The City's budget is a flexible-spending plan, which commits resources to the accomplishment of City Council goals and objectives. During the fiscal year, the City Council took action to amend the adopted General Fund budget. A summary of the budgetary comparison schedule for the General Fund, located in the required supplementary information following the notes to the financial statements, is shown in the following table:

Original Budget Compared to Final Budget

Table 5B
General Fund Budget for the Fiscal Year Ended June 30, 2018
(in millions)

	Original Budgeted Amount	Final Budgeted Amount	Net Change
Revenues	$ 224	$ 224	$ -
Expenditures	$ 219	$ 221	$ 2
Other financing sources (uses)	$ (10)	$ (15)	$ (5)

Adjustments to the original budget were based on the following:

- The increase in budgeted expenditures is mainly due to a $0.4 million mid-year budget adjustment for Cannabis regulation and potential Council District hearing in fiscal year 2017-18 and $1.4 million additional overtime appropriation in compliance with the Fair Labor Standard Act.
- The decrease in budgeted Other Financing Uses is due to a $3 million transfer from the General Fund Capital Projects Reserves to fund the various capital improvement projects and $2 million transfer from the Budget Stabilization Reserves to fund the Special Liability Insurance Claims.

Final Budget Versus Actual

Table 5C
General Fund Final Budget Versus Actual for the Fiscal Year Ended June 30, 2018
(in millions)

	Final Budgeted Amount	Actual Amount	Variance
Revenues	$ 224	$ 229	$ 5
Expenditures	$ 221	$ 213	$ (8)
Other financing sources (uses)	$ (15)	$ (14)	$ 1

The most significant differences between actual and final budgeted amounts are explained as follows:

- The final budgeted revenues resulted in a $5 million positive variance mainly due to increases in property and transient occupancy taxes, intergovernmental revenues, and development-related other revenues.
- Actual expenditures were $8 million lower than the final budget as a result of lower departmental costs. See the General Fund Schedule of Revenues, Expenditures, and Changes in Fund Balances Budget Actual (Non-GAAP Basis) for additional details.

Santa Clara Housing Successor

The Santa Clara Housing Successor (SCHS) Fund accounts for the activities related to the housing assets assumed by the City as Housing Successor to the Redevelopment Agency. The activities are governed by Community Redevelopment Law and must be used to provide housing for people with low and moderate incomes.

The SCHS's revenues were approximately $2 million in fiscal year 2017-18. Revenues received were mostly loan repayments on low income loans. The general expenditures were $502 thousand, an increase of $354 thousand compared to the prior year due primarily to an increased case management services offered to persons experiencing (or at risk of) homelessness and an increased administration and labor related to developing the land held for development of affordable housing and also for managing and monitoring assets.

Non-Major Governmental Funds

These funds are not presented separately in the Basic Financial statements but are individually presented in the Supplemental Information section of this report.

Financial Analysis of Enterprise Funds

Enterprise Fund net position totaled $1.070 billion at the end of fiscal year 2017-18, an increase of $58 million or 6% over the prior fiscal year. Enterprise operating revenues were $645 million, up $22 million from last year's revenues. Fund operating expenses were $585 million, up $49 million from the prior year. The increase can be largely attributed to increases in materials, supplies and services in the Electric Fund.

The equity in joint venture in fiscal year 2017-18 was income of $9 million, compared to a $3 million loss in the previous year. This increase of $12 million is mostly due to revenue increase in the Northern California Power Agency and rate increase in the San Jose Santa Clara Joint Wastewater Treatment Facility joint project. Not including the joint venture activity, non-operating revenues in fiscal year 2017-18 were $80 million, an increase from the prior year of $2 million mostly due to an increase in interest revenue. Non-operating expenses were $70 million which were down $3 million from the previous year.

Electric Utility

This fund accounts for the operation of the City's electric utility services. Retail operating revenues were $404 million in fiscal year 2017-18 compared with $390 million in fiscal year 2016-17. The main reason for this increase was due to consumption increases in commercial and industrial sectors.

Retail operating expenses were $387 million in fiscal year 2017-18 compared with $351 million in fiscal year 2016-17, an increase of $36 million or 10%. Operating expenses were higher primarily due to increases in operating costs and in the cost of purchased power.

Revenues of wholesale power operations decreased to $35 million in the current fiscal year, down from $36 million in fiscal year 2016-17. The costs of wholesale power purchases remain unchanged at $35 million in the current fiscal year.

Interest revenues were $4 million in fiscal year 2017-18, up from $3 million in fiscal year 2016-17 due primarily to a higher interest rate environment. Interest expense was $8 million in current year, which slightly decreased from fiscal year 2016-17.

The Electric Utility Fund had a net position of $706 million at June 30, 2018, an increase of $24 million from the prior fiscal year. Of this amount, $402 million was net investment in capital assets, $4 million was restricted for the pension stabilization fund, and $300 million was unrestricted. The Electric Utility Fund is a participant in a number of joint ventures including Northern California Power Agency (NCPA), the Transmission Agency of Northern California (TANC), M-S-R Public Power Agency (MSR PPA), and M-S-R Energy Authority (MSR EA).

Water Utility

This fund accounts for the operation of the City's water utility services. Operating revenues were $45 million in fiscal year 2017-18, an increase of $6 million from the prior fiscal year. The increase in revenue is due to an increase in utility rates and increased water usage.

Operating expenses were $42 million in fiscal year 2017-18, compared to $36 million in fiscal year 2016-17. The increase is primarily due to an increase in the cost of materials, services and supplies compared to the prior year. A major contributor to the material increase was the increased cost to purchase water. The Water Utility Fund's net position at June 30, 2018 remains at $53 million.

Sewer Utility

This fund accounts for the maintenance of the City's sewer lines and related facilities. Operating revenues of the Sewer Utility remained flat from the previous year due to sewer utility rates not being increased in the current fiscal year.

Operating expenses were $25 million in fiscal year 2017-18, compared with $23 million in fiscal year 2016-17. The majority of this increase is due to higher operational and maintenance cost related to the jointly owned San Jose/Santa Clara Regional Wastewater Facility.

The Sewer Utility Fund had a net position of $236 million at June 30, 2018, an increase of $23 million from the prior fiscal year. Of this amount, $21 million was net investment in capital assets, $138 million was restricted for joint venture capital projects and $77 million was unrestricted. The Sewer Utility, together with the City of San Jose, owns the San Jose/Santa Clara Regional Wastewater Facility which is administered by the City of San Jose. The Utility's ownership share is approximately 19.33% of the assets, capital and operating costs. In fiscal year 2016-17, the City of San Jose reported that the gain of the Utility's equity in the Regional Wastewater Facility was $15 million (fiscal year 2017-18 amounts were not available at the time of this report).

Water Recycling

This fund accounts for the ongoing maintenance and operations of the City's wastewater reclamation system. Operating revenues have increased slightly from the prior year to $5 million. The increased revenue is due to an increase in the recycle water utility rates. Operating expenses remain at $5 million. The net position at June 30, 2018 remains at $5 million.

Santa Clara Stadium Authority (Stadium Authority)

These funds account for the development and operation of Levi's Stadium. As of March 31, 2018, the Stadium Authority recorded approximately $108 million in operating revenue and incurred $90 million in operating expenses. Net position at March 31, 2018 was $43 million, an increase of $11 million from the previous year.

Solid Waste

This fund accounts for the administration of the City's garbage and rubbish collection service. Operating revenues were $24 million in fiscal year 2017-18, an increase of $1 million from fiscal year 2016-17. Operating expenses were $23 million in fiscal year 2017-18, a decrease of $4 million from fiscal year 2016-17, mainly due to the one time recognition of an additional $5 million liability for landfill post-closure obligations and an increase in the garbage collection fees in the prior fiscal year. As a result of this accounting entry, this fund has a deficit net position of $2 million. This deficit is expected to be funded by charges for services in future years.

Cemetery

This fund accounts for the Mission City Memorial Park's operations. Operating revenues were $666 thousand down 17% while operating expenses were up 42% due to an increase in salary and benefit and materials, services, and supplies expenditures. Net position at June 30, 2018 was $(3.2) million, a decrease of $700 thousand from fiscal year 2016-17. This fund has frequently run a deficit in its operation and capital activities, which has been covered by an advance from General Fund reserves.

Santa Clara Golf and Tennis Club

This fund accounts for the operations of the City's public golf course. Operating revenues were $2 million in fiscal year 2017-18; unchanged from the prior fiscal year. Operating expenses remained at $3 million, the same as the previous fiscal year. Net position at June 30, 2018 was $(3.0) million.

Santa Clara Convention Center

This fund accounts for the operations of the Santa Clara Convention Center. Operating revenues were $9 million in fiscal year 2017-18; unchanged from the previous year. Operating expenses was $8 million, remain unchanged in fiscal year 2017-18. Net position at June 30, 2018 was $33 million.

Sports and Open Space Authority (SOSA)

This fund accounts for the acquisition and preservation of open space within the City and the development of local sports activities. Operating revenues was zero in fiscal year 2017-18 due to the expiration of the operating lease. Operating expenses were $10 thousand. Net position at June 30, 2018 was $2 million.

CAPITAL ASSETS

At June 30, 2018, the City's capital assets totaled $573 million in Governmental Activities, and $1.46 billion in Business-Type Activities, net of depreciation. They were invested in a broad range of categories, as shown in Table 6.

Table 6
Capital Assets at June 30, 2018
(in millions)

	2018	2017	Net Change
Governmental Activities:			
Land	$ 109	$ 109	$ -
Construction in progress	24	16	8
Land improvements	23	22	1
Buildings	212	212	-
Infrastructure	535	508	27
Machinery and equipment	76	73	3
Less accumulated depreciation	(406)	(387)	(19)
Totals	$ 573	$ 553	$ 20
Business-Type Activities:			
Land	$ 19	$ 19	$ -
Construction in progress	74	73	1
Land improvements	24	24	-
Buildings	917	917	-
Infrastructure	1,040	1,015	25
Machinery and equipment	24	23	1
Less accumulated depreciation	(642)	(601)	(41)
Totals	$ 1,456	$ 1,470	$ (14)

The increase of $20 million in the Governmental Funds asset base was primarily due to $17 million of Contributed Infrastructure from various developers. The $14 million decrease in Enterprise Funds capital assets was due the depreciation of Levi's Stadium.

The Capital Improvement Project Budget for fiscal year 2017-18 and Five-Year Financial Plan for fiscal year 2017-18 through fiscal year 2022-23 contain more detailed discussions of Capital Projects planned for the City of Santa Clara. See Note 9 to the financial statements for additional details on fiscal year 2017-18 capital assets.

DEBT ADMINISTRATION

Each of the City's debt issues is discussed in detail in Note 10 to the financial statements. At June 30, 2018 the City's debt was comprised of the following:

Table 7
Outstanding Debt at June 30, 2018
(in millions)

	Balance June 30, 2018	Balance June 30, 2017	Net Change
Governmental Activity Debt:			
Refunding Certificates of Participation, Series 2013	$ 15	$ 16	$ (1)
Lease Agreement Between City of Santa Clara and City of Santa Clara Public Facilities Financing Corporation	4	5	(1)
Business-Type Debt:			
Electric Utility Revenue Bonds, net of unamortized discount	171	180	(9)
Electric Bank of America Loan Agreement	26	30	(4)
Sewer Utility Trimble Road Loan	11	11	-
StadCo Subordinated Loan(1)	67	113	(46)
StadCo CFD Advance (1)	33	34	(1)
Stadium Funding Trust Loan(1)	283	283	-
Total Debt	$ 610	$ 672	$ (62)

(1) Stadium Authority's long-term obligations are based on a March 31 fiscal year end.

SUCCESSOR AGENCY

On December 29, 2011, the California Supreme Court upheld Assembly Bill 1X 26 (AB 26) that provided for the dissolution of all redevelopment agencies in the State of California. On February 1, 2012 all redevelopment agencies in California were effectively dissolved. The Successor Agency for the Santa Clara Redevelopment Agency is currently in the process of winding down the affairs of the former Redevelopment Agency.

See Notes 21 and 22 for further information on the Redevelopment Agency dissolution and Successor Agency activities.

ECONOMIC OUTLOOK

The economy of the City is discussed in the accompanying Transmittal Letter.

CONTACTING THE CITY'S FINANCIAL MANAGEMENT

This Comprehensive Annual Financial Report is intended to provide citizens, taxpayers, investors, and creditors with a general overview of the City's finances. A separate Annual Financial Report for Silicon Valley Power is available upon request. Questions about this Report should be directed to the City of Santa Clara Finance Department, at 1500 Warburton Avenue, Santa Clara, California, 95050, telephone (408) 615-2340.

Basic Financial Statements

CITY OF SANTA CLARA
GOVERNMENT-WIDE FINANCIAL STATEMENTS
STATEMENT OF NET POSITION AND STATEMENT OF ACTIVITIES

The Statement of Net Position and the Statement of Activities summarize the entire City's financial activities and financial position. They are prepared on the same basis as is used by most businesses, which means they include all the City's assets and deferred outflows of resources and all its liabilities and deferred inflows of resources, as well as all its revenues and expenses. This is known as the full accrual basis—the effect of all the City's transactions is taken into account, regardless of whether or when cash changes hands, but all material internal transactions between City funds have been eliminated.

The Statement of Net Position reports the excess of the City's total assets and deferred outflows of resources over the City's total liabilities and deferred inflows of resources, including all the City's capital assets and all its long-term debt. The Statement of Net Position presents similar information to the balance sheet format, but presents it in a way that focuses the reader on the composition of the City's net position, by subtracting total liabilities and deferred inflows from total assets and deferred outflows.

The Statement of Net Position summarizes the financial position of all the City's Governmental Activities in a single column, and the financial position of all the City's Business-Type Activities in a single column; these columns are followed by a total column that presents the financial position of the entire City.

The City's Governmental Activities include the activities of its General Fund, along with all its Special Revenue, Debt Service, and Capital Projects funds. Since the City's Internal Service Funds service these Funds, their activities are consolidated with Governmental Activities, after eliminating interfund transactions and balances. The City's Business-Type Activities include all its Enterprise Fund activities.

The Statement of Activities reports increases and decreases in the City's net position. It is also prepared on the full accrual basis, which means it includes all the City's revenues and all its expenses, regardless of when cash changes hands. This differs from the "modified accrual" basis used in the Fund financial statements, which reflect only current assets, current liabilities, available revenues and measurable expenditures.

The format of the Statement of Activities presents the City's expenses first, listed by program, and follows these with the expenses of its business-type activities. Program revenues—that is, revenues which are generated directly by these programs—are then deducted from program expenses to arrive at the net (expense) revenue of each governmental and business-type program. The City's general revenues are then listed in the Governmental Activities or Business-Type Activities column, as appropriate, and the Change in Net Position is computed and reconciled with the Statement of Net Position.

Both these Statements include the financial activities of the City, the Santa Clara Housing Authority, the Santa Clara Stadium Authority, the City of Santa Clara Sports and Open Space Authority, and the City of Santa Clara Public Facilities Financing Corporation, which are legally separate but are component units of the City.

CITY OF SANTA CLARA
STATEMENT OF NET POSITION
June 30, 2018

	Governmental Activities	Business-Type Activities	Total
ASSETS			
Current Assets			
Cash and investments (Note 7):			
Pooled cash and investments	$ 294,109,308	$ 459,044,179	$ 753,153,487
Investments with fiscal agent	258	39,633,409	39,633,667
Receivables (net of allowance for uncollectible):			
Accounts	5,173,940	75,703,077	80,877,017
Interest	1,149,964	1,603,883	2,753,847
Intergovernmental	12,991,447	-	12,991,447
Materials, supplies and prepaid	1,098,051	12,063,369	13,161,420
Derivative financial instruments (Note 10D)	-	21,505	21,505
Land held for development (Note 2H)	18,761,366	-	18,761,366
Total Current Assets	333,284,334	588,069,422	921,353,756
Noncurrent Assets			
Restricted Cash (Note 7)	14,524,903	7,871,508	22,396,411
Investment with fiscal agent (Note 7)	708,386	25,744,943	26,453,329
Deposits (Note 7)	-	919,873	919,873
Internal balances (Note 8)	10,573,734	(8,185,807)	2,387,927
Long term loans, net (Note 2BB)	112,408,643	-	112,408,643
Capital assets (Note 9):			
Land and construction in progress	132,553,578	92,525,273	225,078,851
Capital assets being depreciated, net	439,972,719	1,363,009,625	1,802,982,344
Investment in joint ventures (Note 12)	4,868,620	185,483,207	190,351,827
Other	5,146,944	-	5,146,944
Total Noncurrent Assets	720,757,527	1,667,368,622	2,388,126,149
Total Assets	1,054,041,861	2,255,438,044	3,309,479,905
DEFERRED OUTFLOWS OF RESOURCES			
Derivative instruments (Note 10D)	-	4,307,888	4,307,888
Refunding	-	5,098,929	5,098,929
OPEB related items (Note 16)	149,007	136,993	286,000
Pension related items (Note 13)	88,936,954	26,553,633	115,490,587
Total Deferred Outflows of Resources	$ 89,085,961	$ 36,097,443	$ 125,183,404

See accompanying notes to basic financial statements

CITY OF SANTA CLARA
STATEMENT OF NET POSITION
June 30, 2018

	Governmental Activities	Business-Type Activities	Total
LIABILITIES			
Current Liabilities			
Accrued liabilities	$ 18,662,936	$ 44,784,144	$ 63,447,080
Interest payable	353,763	10,150,733	10,504,496
Accrued compensated absences (Note 2K)	1,351,459	488,392	1,839,851
Unearned revenue, current portion	-	14,063,333	14,063,333
Landfill closure liability (Note 11)	-	470,000	470,000
Derivative financial instruments (Note 10D)	-	109,674	109,674
Long-term debt-due within one year (Note 10)	1,786,000	28,686,140	30,472,140
Total Current Liabilities	22,154,158	98,752,416	120,906,574
Noncurrent Liabilities			
Long-term portion estimated claims (Note 19)	20,380,107	-	20,380,107
Accrued compensated absences (Note 2K)	14,121,592	5,103,272	19,224,864
Landfill closure liabilities (Note 11)	-	4,301,173	4,301,173
Accrued liabilities	-	4,379,503	4,379,503
Unearned revenue	27,788,762	393,727,571	421,516,333
Long-term derivative financial instruments (Note 10D)	-	4,198,214	4,198,214
Long-term debt-due after one year (Note 10)	17,605,581	562,092,345	579,697,926
Net OPEB liability-due after one year (Note 16)	24,263,488	22,307,512	46,571,000
Net pension liability-due after one year (Note 13)	389,363,494	127,023,783	516,387,277
Total Noncurrent Liabilities	493,523,024	1,123,133,373	1,616,656,397
Total Liabilities	515,677,182	1,221,885,789	1,737,562,971
DEFERRED INFLOWS OF RESOURCES			
Derivative instruments (Note 10D)	-	21,505	21,505
Refunding	-	403,800	403,800
Pension related items (Note 13)	8,636,065	1,031,672	9,667,737
Total Deferred Inflows of Resources	8,636,065	1,456,977	10,093,042
NET POSITION (Note 18)			
Net investment in capital assets	553,134,716	917,739,024	1,470,873,740
Restricted for:			
Capital projects and other agreements	74,369,829	174,594,936	248,964,765
Debt service	1,134,064	-	1,134,064
Housing activities	125,722,736	-	125,722,736
Special revenue funds and other	44,821,159	-	44,821,159
Total Restricted Net Position	246,047,788	174,594,936	420,642,724
Unrestricted Net Position	(180,367,929)	(24,141,239)	(204,509,168)
Total Net Position	$ 618,814,575	$ 1,068,192,721	$ 1,687,007,296

See accompanying notes to basic financial statements

CITY OF SANTA CLARA
STATEMENT OF ACTIVITIES
For the year ended June 30, 2018

Functions/Programs	Expenses	Indirect Expenses Allocation	Program Revenues: Charges for Services	Program Revenues: Operating Grants and Contributions	Program Revenues: Capital Grants and Contributions
Governmental Activities:					
General Administration	$ 31,157,402	$ (5,690,385)	$ 398,402	$ 1,327,162	$ 289,133
City Clerk	1,429,148	(565,336)	28,079	-	-
City Attorney	1,823,107	(822,758)	587	-	-
Human Resources	3,306,641	(1,420,163)	-	-	-
Finance	10,937,717	(4,684,965)	1,335,605	-	-
Public Works	40,838,196	(2,562,130)	7,216,623	2,531,453	19,983,885
Parks and Recreation	21,369,196	-	3,125,794	581,381	-
Public Safety:					
Police	76,770,237	(29,012)	5,546,158	686,760	-
Fire	55,396,394	(24,542)	7,045,324	1,893,607	-
Planning and Inspection	10,614,044	-	12,837,088	88,964	-
Library	12,301,832	-	131,242	62,193	-
Interest on long term debt	695,483	-	-	-	-
Total Governmental Activities	266,639,397	(15,799,291)	37,664,902	7,171,520	20,273,018
Business-type Activities:					
Utilities:					
Electric -					
Retail	393,282,866	8,723,501	440,441,239	-	-
Wholesale	35,412,937	-	34,993,878	-	-
Water	38,982,295	2,794,744	46,684,921	-	-
Sewer	23,927,221	1,761,705	50,941,541	-	-
Water Recycling	4,872,131	100,028	5,478,659	-	-
Solid Waste	21,584,730	1,778,145	23,543,750	-	-
Cemetery	1,094,382	79,970	665,636	-	-
Sports and Open Space Authority	9,948	-	-	-	-
Santa Clara Golf and Tennis Club	2,950,563	-	1,990,818	-	-
Santa Clara Convention Center	8,423,031	-	8,996,160	-	64,661
Santa Clara Stadium Authority	110,648,479	561,198	108,494,543	-	3,544,564
Total Business-type Activities	641,188,583	15,799,291	722,231,145	-	3,609,225
Total	$ 907,827,980	$ -	$ 759,896,047	$ 7,171,520	$ 23,882,243
General Revenues:					
Taxes:					
Sales					
Ad valorem property					
Transient occupancy					
Other					
Contribution in lieu of taxes					
Investment earnings					
Net (decrease) in the fair value of investments					
Equity in gains/(losses) of joint ventures					
Rents and royalties					
Other					
Transfers (Note 8A)					
Total General Revenues and Transfers					
Change in Net Position					
Net Position - beginning					
GASB 75 implementation (Note 16)					
Net Position - beginning, as adjusted (Note 18E)					
Net Position - ending					

See accompanying notes to basic financial statements

CITY OF SANTA CLARA
STATEMENT OF ACTIVITIES
For the year ended June 30, 2018
Net (Expense) Revenue and Changes in Net Position

Governmental Activities	Business-Type Activities	Total
$ (23,452,320)	$ -	$ (23,452,320)
(835,733)	-	(835,733)
(999,762)	-	(999,762)
(1,886,478)	-	(1,886,478)
(4,917,147)	-	(4,917,147)
(8,544,105)	-	(8,544,105)
(17,662,021)	-	(17,662,021)
(70,508,307)	-	(70,508,307)
(46,432,921)	-	(46,432,921)
2,312,008	-	2,312,008
(12,108,397)	-	(12,108,397)
(695,483)	-	(695,483)
(185,730,666)	-	(185,730,666)
-	38,434,872	38,434,872
-	(419,059)	(419,059)
-	4,907,882	4,907,882
-	25,252,615	25,252,615
-	506,500	506,500
-	180,875	180,875
-	(508,716)	(508,716)
-	(9,948)	(9,948)
-	(959,745)	(959,745)
-	637,790	637,790
-	829,430	829,430
-	68,852,496	68,852,496
(185,730,666)	68,852,496	(116,878,170)
56,322,045	-	56,322,045
54,965,098	-	54,965,098
20,579,504	-	20,579,504
6,392,064	-	6,392,064
21,985,803	-	21,985,803
4,599,918	15,755,203	20,355,121
(2,452,145)	(3,584,018)	(6,036,163)
24,997	-	24,997
10,493,827	-	10,493,827
16,242,881	-	16,242,881
1,456,528	(1,456,528)	-
190,610,520	10,714,657	201,325,177
4,879,854	79,567,153	84,447,007
638,829,663	1,011,513,626	1,650,343,289
(24,894,942)	(22,888,058)	(47,783,000)
613,934,721	988,625,568	1,602,560,289
$ 618,814,575	$1,068,192,721	$1,687,007,296

See accompanying notes to basic financial statements

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CITY OF SANTA CLARA
FUND FINANCIAL STATEMENTS
GOVERNMENTAL FUNDS

The funds described below were determined to be Major Funds by the City in fiscal year 2017-18. Individual non-major funds may be found in the Supplementary section on page 161.

MAJOR GOVERNMENTAL FUNDS

GENERAL FUND

The General Fund accounts for resources and services traditionally associated with government. The General Fund provides administrative, financial, police protection, fire protection, community development, recreation, and maintenance services to the community and other funds. The General Fund accounts for revenues that have unrestricted uses and are not required legally or by contractual agreement to be accounted for in another fund.

SANTA CLARA HOUSING SUCCESSOR FUND

The Santa Clara Housing Successor Fund accounts for the activities related to the housing assets assumed by the City as Housing Successor to the former Redevelopment Agency. The activities are governed by Community Redevelopment Law and must be used to provide housing for people with low and moderate incomes.

CITY OF SANTA CLARA
GOVERNMENTAL FUNDS
BALANCE SHEET
June 30, 2018

	General Fund	Santa Clara Housing Successor
ASSETS		
Cash and investments (Note 7):		
Pooled cash and investments	$ 153,544,008	$ 10,901,019
Investments with fiscal agent - current	-	-
Restricted cash	12,205,978	-
Receivables (net of allowance for uncollectibles):		
Accounts	4,452,022	-
Interest	1,149,964	-
Loans	-	74,270,939
Intergovernmental	9,145,083	-
Due from other funds (Note 8B)	2,440,262	-
Materials, supplies and prepaids	3,331	-
Land held for development (Note 2H)	-	18,761,366
Investments with fiscal agent - noncurrent (Note 7)	-	-
Advances to other funds (Note 8C)	20,108,407	-
Other	522,680	-
Total Assets	$ 203,571,735	$ 103,933,324
LIABILITIES		
Accrued liabilities	$ 7,467,254	$ 139,282
Advances from other funds (Note 8C)	-	-
Total Liabilities	7,467,254	139,282
DEFERRED INFLOWS OF RESOURCES		
Unavailable revenue - Lease revenues	329,981	-
Unavailable revenue - Loans	-	74,270,939
Unavailable revenue - Grants	-	-
Total Deferred Inflows of Resources	329,981	74,270,939
FUND BALANCES (Note 18)		
Nonspendable	25,002,307	-
Restricted	13,585,139	29,523,103
Committed	41,913,995	-
Assigned	7,473,269	-
Unassigned	107,799,790	-
Total Fund Balances	195,774,500	29,523,103
Total Liabilities, Deferred Inflows of Resources and Fund Balances	$ 203,571,735	$ 103,933,324

See accompanying notes to basic financial statements

CITY OF SANTA CLARA
GOVERNMENTAL FUNDS
BALANCE SHEET
June 30, 2018

Non-Major Governmental Funds	Total Governmental Funds
$ 111,061,422	$ 275,506,449
258	258
2,318,925	14,524,903
163,959	4,615,981
-	1,149,964
45,249,504	119,520,443
3,846,364	12,991,447
-	2,440,262
-	3,331
-	18,761,366
708,386	708,386
-	20,108,407
-	522,680
$ 163,348,818	$ 470,853,877
$ 4,465,450	$ 12,071,986
10,227,098	10,227,098
14,692,548	22,299,084
-	329,981
45,249,504	119,520,443
1,166,646	1,166,646
46,416,150	121,017,070
-	25,002,307
61,767,236	104,875,478
40,472,884	82,386,879
-	7,473,269
-	107,799,790
102,240,120	327,537,723
$ 163,348,818	$ 470,853,877

See accompanying notes to basic financial statements

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CITY OF SANTA CLARA
RECONCILIATION OF THE BALANCE SHEET OF GOVERNMENTAL FUNDS
TO THE STATEMENT OF NET POSITION
June 30, 2018

TOTAL GOVERNMENTAL FUND BALANCE	$ 327,537,723
Amounts reported for Governmental Activities in the Statement of Net Position are different from those reported in the Governmental Funds above because of the following:	
CURRENT LIABILITIES	
The assets and liabilities below are due and payable in less than one year and more than 90 days and therefore are not reported in the Funds:	
Current portion of accrued compensated absences excluding Internal Service Funds	(1,330,192)
Interest payable	(353,763)
CAPITAL ASSETS	
Capital assets used in Governmental Activities are not current assets or financial resources and, therefore, are not reported in the Governmental Funds.	572,526,297
LONG TERM ASSETS	
Long-term receivable associated with lease agreements are not current assets or financial resources and, therefore, are not reported in the Governmental Funds	4,624,264
INVESTMENT IN NON-BUSINESS TYPE JOINT VENTURE	4,868,620
DEFERRED OUTFLOWS OF RESOURCES	
OPEB related	143,544
Pension related	87,878,135
ALLOCATION OF INTERNAL SERVICE FUND NET POSITION	
Internal Service Funds are not governmental funds. However, they are used by management to charge the costs of certain activities, such as insurance and central services and maintenance, to individual governmental funds. The net current assets of the Internal Service Funds are therefore included in Governmental Activities in the following line items in the Statement of Net Position:	
Cash and investments	18,602,859
Accounts receivable	557,959
Materials, supplies and prepaid	1,094,720
Deferred outflows OPEB related items	5,463
Deferred outflows pension related items	1,058,819
Accrued liabilities	(6,590,950)
Long-term portion of estimated claims	(20,380,107)
Compensated absences - current	(21,267)
Compensated absences - long-term	(222,226)
Internal balances	(1,747,837)
Net OPEB liability	(889,506)
Net pension liability	(5,065,040)
Deferred inflows pension related items	(41,138)
LONG TERM LIABILITIES	
The assets and liabilities below are not due and payable in the current period and, therefore, are not reported in the Funds:	
Reserve against conditional grant balances	(7,111,800)
Long-term debt	(19,391,581)
Non-current portion of accrued compensated absences excluding Internal Service Funds	(13,899,366)
Net OPEB liability (excluding Internal Service Funds)	(23,373,982)
Net pension liability (excluding Internal Service Funds)	(384,298,454)
DEFERRED INFLOWS OF RESOURCES	
Unavailable revenues recorded in governmental funds financial statements resulting from activities in which revenues were earned but funds were not available are reclassified as revenues in Government-Wide Financial Statements.	93,228,308
Pension related	(8,594,927)
NET POSITION OF GOVERNMENTAL ACTIVITIES	$ 618,814,575

See accompanying notes to basic financial statements

CITY OF SANTA CLARA
GOVERNMENTAL FUNDS
STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES
For the year ended June 30, 2018

	General Fund	Santa Clara Housing Successor
REVENUES		
Taxes:		
Sales	$ 56,322,045	$ -
Ad valorem	54,965,098	-
Transient occupancy	20,579,504	-
Other	6,392,064	-
Licenses, permits, fines, and penalties	8,664,529	-
Intergovernmental	4,774,668	-
Charges for services	42,969,001	-
Contributions in-lieu of taxes	21,985,803	-
Interest and rents	14,304,309	260,294
Net increase (decrease) in the fair value of investments	(2,452,145)	-
Other	1,410,719	1,539,415
Total Revenues	229,915,595	1,799,709
EXPENDITURES		
Current:		
General Administration	18,768,378	501,607
City Clerk	1,360,877	-
City Attorney	1,689,952	-
Human Resources	3,175,081	-
Finance	10,483,843	-
Public Works	22,569,078	-
Parks and Recreation	18,140,838	-
Public Safety:		
Police	67,378,561	-
Fire	46,947,775	-
Planning and Inspection	9,896,072	-
Library	10,015,099	-
Capital outlay	600,502	-
Debt service (Note 10):		
Principal payments	-	-
Interest and fiscal fees	-	-
Bond issuance cost	-	-
Total Expenditures	211,026,056	501,607
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	18,889,539	1,298,102
OTHER FINANCING SOURCES (USES)		
Transfers in (Note 8A)	3,235,971	-
Transfers (out) (Note 8A)	(17,893,859)	-
Total Other Financing Sources (Uses)	(14,657,888)	-
NET CHANGE IN FUND BALANCE	4,231,651	1,298,102
Fund balances - beginning	191,542,849	28,225,001
Fund balances - ending	$ 195,774,500	$ 29,523,103

See accompanying notes to basic financial statements

CITY OF SANTA CLARA
GOVERNMENTAL FUNDS
STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES
For the year ended June 30, 2018

Non-Major Governmental Funds	Total Governmental Funds
$ -	$ 56,322,045
-	54,965,098
-	20,579,504
-	6,392,064
-	8,664,529
9,145,577	13,920,245
2,268,034	45,237,035
-	21,985,803
658,740	15,223,343
-	(2,452,145)
9,006,666	11,956,800
21,079,017	252,794,321
9,727,194	28,997,179
-	1,360,877
-	1,689,952
-	3,175,081
-	10,483,843
3,025,867	25,594,945
740,965	18,881,803
463,664	67,842,225
2,094,910	49,042,685
-	9,896,072
410,941	10,426,040
19,332,064	19,932,566
1,731,000	1,731,000
767,178	767,178
6,734	6,734
38,300,517	249,828,180
(17,221,500)	2,966,141
18,145,135	21,381,106
(5,212,403)	(23,106,262)
12,932,732	(1,725,156)
(4,288,768)	1,240,985
106,528,888	326,296,738
$ 102,240,120	$ 327,537,723

See accompanying notes to basic financial statements

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CITY OF SANTA CLARA
RECONCILIATION OF THE GOVERNMENTAL FUNDS STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES TO THE GOVERNMENT-WIDE STATEMENT OF ACTIVITIES
For the year ended June 30, 2018

NET CHANGE IN FUND BALANCES - TOTAL GOVERNMENTAL FUNDS	$ 1,240,985
Amounts reported for governmental activities in the Statement of Activities are different because of the following:	
ACCRUAL OF CURRENT ITEMS	
The amounts below included in the Statement of Activities do not provide or (require) the use of financial resources over 90 days and therefore are not reported as revenue or expenditures in governmental funds (net change):	
Current portion of accrued compensated absences	(142,601)
CAPITAL ASSET TRANSACTIONS	
Governmental Funds report capital outlays as expenditures. However, in the Statement of Activities the cost of those assets is capitalized and allocated over their estimated useful lives and reported as depreciation expense.	
The capital outlay expenditures are therefore added back to fund balance	19,932,566
Depreciation expense is deducted from the fund balance (Depreciation expense is net of Internal Service Fund depreciation of $2,536,127 which has already been allocated to serviced funds.)	(19,595,804)
Retirements and transfers of capital assets (net of Internal Service Fund retirement of $26,628)	(5,201)
Contributions of infrastructure improvements by developers and equipment are capitalized in the Statement of Activities, but are not recorded in the Governmental Fund Statements because no cash changed hands.	16,786,910
JOINT VENTURES - PROFIT FROM EQUITY	24,997
LONG TERM DEBT PROCEEDS AND PAYMENTS	
Repayment of bond principal is an expenditure in the governmental funds, but in the Statement of Net Position the repayment reduces long-term liabilities.	
Repayment of debt principal is added back to fund balance	1,731,000
ACCRUAL OF NON-CURRENT ITEMS	
The amounts below included in the Statement of Activities do not provide or (require) the use of current financial resources and therefore are not reported as revenue or expenditures in governmental funds (net change):	
Provision for reserve of conditional grants	(414,245)
Non-current portion of accrued compensated absences	(1,542,473)
Interest payable	78,429
Unavailable revenue	20,398
OPEB related expense	751,849
Pension related expense	(13,912,198)
ALLOCATION OF INTERNAL SERVICE FUND ACTIVITY	
Internal Service Funds are used by management to charge the costs of certain activities, such as equipment acquisition, maintenance, and insurance to individual funds. The portion of the net revenue (expense) of these Internal Service Funds, arising out of their transactions with Governmental Funds, is reported with governmental activities, because they service those activities.	
Change in Net Position - All Internal Service Funds, net	825,465
Change in Net Position of Internal Service Funds reported with Business-Type Activities	(900,223)
CHANGE IN NET POSITION OF GOVERNMENTAL ACTIVITIES	$ 4,879,854

See accompanying notes to basic financial statements

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CITY OF SANTA CLARA
MAJOR PROPRIETARY FUNDS

Proprietary funds account for City operations financed and operated in a manner similar to a private business enterprise. The intent of the City is that the cost of providing goods and services be financed primarily through user charges. Individual non-major Proprietary funds may be found in the Supplementary section.

The City has identified the funds below as major proprietary funds in fiscal year 2017-18.

GAAP does not require the disclosure of budget versus actual comparisons regarding proprietary funds that are major funds.

ELECTRIC UTILITY FUND

This fund accounts for the operation of the City's electric utility, a self-supporting activity that provides services on a user charge basis to residences and businesses.

WATER UTILITY FUND

This fund accounts for the operation of the City's water utility, a self-supporting activity that provides services on a user charge basis to residences and businesses.

SEWER UTILITY FUND

The sewer utility fund accounts for the maintenance of the City's sewer lines and related facilities. It is a self-supporting activity that provides services on a user charge basis to residences and businesses.

WATER RECYCLING UTILITY FUND

This fund accounts for the ongoing maintenance and operations of the City's waste water reclamation system. It is a self-supporting activity that provides services on a user charge basis from the sale of non-potable water for irrigation and landscaping.

SANTA CLARA STADIUM AUTHORITY FUND

The Santa Clara Stadium Authority Fund was established in 2011 to provide for development and operation of Levi's Stadium (home of the NFL's San Francisco 49ers). In November 2012, the Santa Clara Stadium Authority changed its fiscal year ending date from June 30th to March 31st to conform with the fiscal year of Stadium Funding Trust.

CITY OF SANTA CLARA
PROPRIETARY FUNDS
STATEMENT OF NET POSITION
June 30, 2018

	Business-type Activities-Enterprise Funds		
	Electric Utility	**Water Utility**	**Sewer Utility**
ASSETS			
Current assets:			
Cash and investments (Note 7):			
Pooled cash and investments	$ 314,266,316	$ 22,236,592	$ 78,227,526
Investments with fiscal agent	9,741,699	-	-
Receivables (net of allowance for uncollectible):			
Accounts	50,356,049	5,443,620	3,735,911
Interest	1,118,473	84,332	297,032
Due from other funds (Note 8B)	1,168,221	134,448	440,065
Materials, supplies and prepaids	11,296,108	716,345	-
Derivative financial instrument (Note 10D)	21,505	-	-
Total current assets	387,968,371	28,615,337	82,700,534
Noncurrent assets:			
Restricted cash (Note 7)	3,512,023	303,090	2,261,731
Investment with fiscal agent (Note 7)	14,208,708	-	-
Deposits (Note 7)	919,873	-	-
Capital assets (Note 9):			
Land	14,371,743	661,268	725,328
Buildings, infrastructure and land improvements	913,208,421	88,844,809	48,951,904
Equipment	9,619,849	4,193,757	4,889,771
Construction in progress	72,993,391	16,276	412,596
	1,010,193,404	93,716,110	54,979,599
Less accumulated depreciation	435,007,942	44,922,003	22,844,254
Net capital assets	575,185,462	48,794,107	32,135,345
Investment in joint ventures (Note 12)	47,491,705	-	137,991,502
Total noncurrent assets	641,317,771	49,097,197	172,388,578
Total assets	1,029,286,142	77,712,534	255,089,112
DEFERRED OUTFLOWS OF RESOURCES			
Derivative instruments (Note 10D)	4,307,888	-	-
Refunding	5,098,929	-	-
OPEB related items (Note 16)	100,014	21,507	8,437
Pension related items (Note 13)	19,385,816	4,168,753	1,635,349
Total deferred outflows of resources	28,892,647	4,190,260	1,643,786

See accompanying notes to basic financial statements

CITY OF SANTA CLARA
PROPRIETARY FUNDS
STATEMENT OF NET POSITION
June 30, 2018

Business-type Activities-Enterprise Funds				
Water Recycling Utility	**Santa Clara Stadium Authority (as of March 31, 2018)**	**Non-Major Enterprise Funds**	**TOTAL**	**Internal Service Funds (Note 2B)**
$ 4,945,039	$ 28,244,112	$ 13,307,658	$ 461,227,243	$ 16,419,795
-	29,891,710	-	39,633,409	-
920,110	11,036,422	4,210,965	75,703,077	557,959
18,948	85,098	-	1,603,883	-
-	-	170,708	1,913,442	193,613
-	-	50,916	12,063,369	1,094,720
-	-	-	21,505	-
5,884,097	69,257,342	17,740,247	592,165,928	18,266,087
-	-	1,794,664	7,871,508	-
-	11,536,235	-	25,744,943	-
-	-	-	919,873	-
-	-	3,092,872	18,851,211	-
1,257,070	825,341,531	103,594,105	1,981,197,840	-
-	1,609,757	3,606,491	23,919,625	36,537,167
-	251,799	-	73,674,062	-
1,257,070	827,203,087	110,293,468	2,097,642,738	36,537,167
58,791	61,031,147	78,243,703	642,107,840	23,373,154
1,198,279	766,171,940	32,049,765	1,455,534,898	13,164,013
-	-	-	185,483,207	-
1,198,279	777,708,175	33,844,429	1,675,554,429	13,164,013
7,082,376	846,965,517	51,584,676	2,267,720,357	31,430,100
-	-	-	4,307,888	-
-	-	-	5,098,929	-
1,058	-	5,977	136,993	5,463
205,111	-	1,158,604	26,553,633	1,058,819
206,169	-	1,164,581	36,097,443	1,064,282

(continued)

See accompanying notes to basic financial statements

CITY OF SANTA CLARA
PROPRIETARY FUNDS
STATEMENT OF NET POSITION
June 30, 2018

	Business-type Activities-Enterprise Funds		
	Electric Utility	**Water Utility**	**Sewer Utility**
LIABILITIES			
Current liabilities:			
Accrued liabilities	33,147,297	3,907,540	120,831
Interest payable	2,986,457	-	94,423
Unearned revenue	-	-	-
Due to other funds (Note 8B)	-	165,605	-
Deferred rent, current portion	-	-	-
Accrued compensated absences (Note 2K)	389,735	63,969	19,423
Current portion of landfill closure liability (Note 11)	-	-	-
Current portion of long-term debt (Note 10)	11,897,000	-	714,638
Current portion derivative financial instruments (Note 10D)	109,674	-	-
Total current liabilities	48,530,163	4,137,114	949,315
Noncurrent liabilities:			
Advance from other funds (Note 8C)	-	-	-
Unearned revenue	-	-	-
Long-term accrued liabilities	-	-	-
Long-term portion estimated claims	-	-	-
Long-term compensated absences (Note 2K)	4,072,391	668,415	202,957
Landfill closure liability (Note 11)	-	-	-
Long-term debt (Note 10)	185,630,418	-	9,874,809
Long-term derivative financial instruments (Note 10D)	4,198,214	-	-
Net OPEB liability (Note 16)	16,285,879	3,502,140	1,373,845
Net pension liability (Note 13)	92,735,319	19,941,938	7,822,968
Total noncurrent liabilities	302,922,221	24,112,493	19,274,579
Total liabilities	351,452,384	28,249,607	20,223,894
DEFERRED INFLOWS OF RESOURCES			
Derivative instruments (Note 10D)	21,505	-	-
Refunding	403,800	-	-
Pension related items (Note 13)	753,184	161,966	63,538
Total deferred inflows of resources	1,178,489	161,966	63,538
NET POSITION (Note 18)			
Net investment in capital assets	401,608,451	48,794,107	21,545,898
Restricted for capital projects and other agreements	3,512,023	-	137,991,502
Unrestricted	300,427,442	4,697,114	76,908,066
Total net position (deficit)	$ 705,547,916	$ 53,491,221	$ 236,445,466

Adjustment to report the cumulative internal balance for the net effect of the activity between the internal service funds and the enterprise funds over time.

Net position of business-type activities

See accompanying notes to basic financial statements

CITY OF SANTA CLARA
PROPRIETARY FUNDS
STATEMENT OF NET POSITION
June 30, 2018

Business-type Activities-Enterprise Funds				
Water Recycling Utility	**Santa Clara Stadium Authority (as of March 31, 2018)**	**Non-Major Enterprise Funds**	**TOTAL**	**Internal Service Funds (Note 2B)**
1,002,344	3,492,740	3,113,392	44,784,144	6,590,950
-	7,069,853	-	10,150,733	-
-	12,757,656	1,305,677	14,063,333	-
-	52,335	-	217,940	1,941,450
-	-	-	-	-
382	-	14,883	488,392	21,267
-	-	470,000	470,000	-
-	16,074,502	-	28,686,140	-
-	-	-	109,674	-
1,002,726	39,447,086	4,903,952	98,970,356	8,553,667
-	-	9,881,309	9,881,309	-
-	393,727,571	-	393,727,571	-
-	4,379,503	-	4,379,503	-
-	-	-	-	20,380,107
3,994	-	155,515	5,103,272	222,226
-	-	4,301,173	4,301,173	-
-	366,587,118	-	562,092,345	-
-	-	-	4,198,214	-
172,313	-	973,335	22,307,512	889,506
981,186	-	5,542,372	127,023,783	5,065,040
1,157,493	764,694,192	20,853,704	1,133,014,682	26,556,879
2,160,219	804,141,278	25,757,656	1,231,985,038	35,110,546
-	-	-	21,505	-
-	-	-	403,800	-
7,969	-	45,015	1,031,672	41,138
7,969	-	45,015	1,456,977	41,138
1,198,279	412,542,524	32,049,765	917,739,024	13,164,013
-	29,167,798	3,923,613	174,594,936	-
3,922,078	(398,886,083)	(9,026,792)	(21,958,175)	(15,821,315)
$ 5,120,357	$ 42,824,239	$ 26,946,586	1,070,375,785	$ (2,657,302)
			(2,183,064)	
			$ 1,068,192,721	

See accompanying notes to basic financial statements

CITY OF SANTA CLARA
PROPRIETARY FUNDS
STATEMENT OF REVENUES, EXPENSES
AND CHANGES IN FUND NET POSITION
For the year ended June 30, 2018

	Business-type Activities-Enterprise Funds		
	Electric Utility	**Water Utility**	**Sewer Utility**
Operating revenues:			
Charges for services	$ 403,698,265	$ 45,312,939	$ 47,272,871
Rents, royalties and licensing	-	-	-
Insurance refunds and other	-	-	-
Other	-	-	-
Total operating revenues	403,698,265	45,312,939	47,272,871
Operating expenses:			
Salaries and benefits	38,633,074	6,621,789	3,429,270
Materials, services and supplies	328,517,606	33,403,183	20,833,744
General and administrative	-	-	-
Depreciation	20,142,727	1,553,209	1,058,960
Total operating expenses	387,293,407	41,578,181	25,321,974
Operating income (loss)	16,404,858	3,734,758	21,950,897
Nonoperating revenues (expenses):			
Interest revenue	4,218,654	306,162	1,042,502
Net change in the fair value of investments	(2,634,914)	(223,032)	(682,832)
Rents and royalties	4,174,371	51,462	51,462
Other revenue	21,241,538	1,320,520	2,520,239
Interest expense	(8,103,432)	-	(231,624)
Other expense	(5,809,096)	-	-
Equity in income (losses) of joint ventures	7,827,938	-	1,096,969
Gain (loss) on retirement of assets	-	-	-
Renewable energy credits	3,499,127	-	-
Wholesale resources sales	34,993,878	-	-
Wholesale resources purchases	(35,412,937)	-	-
Total nonoperating revenues (expenses)	23,995,127	1,455,112	3,796,716
Income (loss) before contributions and transfers	40,399,985	5,189,870	25,747,613
Contributions	-	-	-
Transfers in (Note 8A)	1,108,000	-	-
Transfers (out) (Note 8A)	(993,298)	(871,200)	(640,917)
Change in net position	40,514,687	4,318,670	25,106,696
Total net position - beginning	681,742,944	52,765,833	212,748,369
GASB 75 implementation (Note 16)	(16,709,715)	(3,593,282)	(1,409,599)
Total net position - beginning as adjusted (Note 18E)	665,033,229	49,172,551	211,338,770
Total net position - ending	$ 705,547,916	$ 53,491,221	$ 236,445,466

Adjustment for the net effect of the current year activity between the internal service funds and the enterprise funds.

Change in net position of business-type activities

See accompanying notes to basic financial statements

CITY OF SANTA CLARA
PROPRIETARY FUNDS
STATEMENT OF REVENUES, EXPENSES
AND CHANGES IN FUND NET POSITION
For the year ended June 30, 2018

Business-type Activities-Enterprise Funds				
Water Recycling Utility	Santa Clara Stadium Authority (as of March 31, 2018)	Non-Major Enterprise Funds	Total	Internal Service Funds
$ 5,425,613	$ 65,283,221	$ 34,509,908	$ 601,502,817	$ 14,658,610
-	43,211,322	-	43,211,322	-
-	-	-	-	171,957
-	-	664,568	664,568	-
5,425,613	108,494,543	35,174,476	645,378,707	14,830,567
497,549	-	1,754,083	50,935,765	2,570,499
4,443,413	69,288,741	31,667,931	488,154,618	2,362,745
-	4,184,899	-	4,184,899	12,464,667
25,141	16,637,582	2,356,374	41,773,993	2,536,127
4,966,103	90,111,222	35,778,388	585,049,275	19,934,038
459,510	18,383,321	(603,912)	60,329,432	(5,103,471)
66,245	10,053,014	68,626	15,755,203	-
(43,240)	-	-	(3,584,018)	-
-	-	21,888	4,299,183	-
53,046	-	-	25,135,343	590,816
-	(21,098,455)	(214)	(29,433,725)	-
-	-	-	(5,809,096)	-
-	-	-	8,924,907	-
-	-	-	-	(26,628)
-	-	-	3,499,127	-
-	-	-	34,993,878	-
-	-	-	(35,412,937)	-
76,051	(11,045,441)	90,300	18,367,865	564,188
535,561	7,337,880	(513,612)	78,697,297	(4,539,283)
-	3,544,564	64,661	3,609,225	-
-	-	27,552	1,135,552	3,450,000
-	-	(86,665)	(2,592,080)	(268,316)
535,561	10,882,444	(508,064)	80,849,994	(1,357,599)
4,761,593	31,941,795	28,453,315		(387,048)
(176,797)	-	(998,665)		(912,655)
4,584,796	31,941,795	27,454,650		(1,299,703)
$ 5,120,357	$ 42,824,239	$ 26,946,586		$ (2,657,302)
			(1,282,841)	
			$ 79,567,153	

See accompanying notes to basic financial statements

CITY OF SANTA CLARA

PROPRIETARY FUNDS

STATEMENT OF CASH FLOWS

For the year ended June 30, 2018

	Business-type Activities-Enterprise Funds		
	Electric Utility	**Water Utility**	**Sewer Utility**
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers	$ 414,938,939	$ 45,888,356	$ 48,443,719
Payments to suppliers	(321,962,395)	(32,018,946)	(20,831,728)
Payments to employees for salaries and benefits	(35,765,427)	(5,928,346)	(3,222,363)
Internal activity - receipts from other funds	-	-	-
Claims paid	-	-	-
Rents, royalties and licenses received	3,108,072	51,462	51,462
Other receipts	9,533,804	1,320,520	2,520,239
Net cash provided (used) by operating activities	69,852,993	9,313,046	26,961,329
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES			
Renewable energy credits	3,499,127	-	-
Wholesale resources sales	34,993,878	-	-
Wholesale resources purchases	(35,412,937)	-	-
Wholesale trading escrow deposit	163,708	-	-
Charges for joint project contributions	-	-	(25,536,838)
(Increase) in due from other funds	-	(17,423)	(151,584)
Decrease in due from other funds	237,244	-	-
Increase in due to other funds	-	-	-
(Decrease) in due to other funds	-	(211,878)	-
Advances from other funds	-	-	-
Increase (Decrease) in restricted cash	3,512,023	-	-
Transfers in	1,108,000	-	-
Transfers (out)	(993,298)	(871,200)	(640,917)
Cash Flows from Noncapital Financing Activities	7,107,745	(1,100,501)	(26,329,339)
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES			
Contribution from Community Facilities District	-	-	-
Acquisition and construction of capital assets, net	(22,555,110)	(1,746,782)	(1,465,357)
Landfill closure payments	-	-	-
Principal payments on capital debt	(11,416,000)	-	(699,587)
Interest paid on capital debt	(8,280,199)	-	(237,862)
Cash Flows from Capital and Related Financing Activities	(42,251,309)	(1,746,782)	(2,402,806)

See accompanying notes to basic financial statements

CITY OF SANTA CLARA

PROPRIETARY FUNDS

STATEMENT OF CASH FLOWS

For the year ended June 30, 2018

Business-type Activities-Enterprise Funds				
Water Recycling Utility	**Santa Clara Stadium Authority (as of March 31, 2018)**	**Non-Major Enterprise Funds**	**Totals**	**Internal Service Funds**
$ 5,059,541	$ 79,523,439	$ 33,572,583	$ 627,426,577	$ 14,414,035
(4,214,591)	(73,696,129)	(31,527,585)	(484,251,374)	(1,534,976)
(470,961)	-	(1,635,918)	(47,023,015)	(2,395,030)
-	-	-	-	141,577
-	-	-	-	(10,523,634)
-	41,682,606	21,888	44,915,490	-
53,046	-	662,255	14,089,864	567,644
427,035	47,509,916	1,093,223	155,157,542	669,616
-	-	-	3,499,127	-
-	-	-	34,993,878	-
-	-	-	(35,412,937)	-
-	-	-	163,708	-
-	-	-	(25,536,838)	-
-	-	-	(169,007)	-
-	-	62,679	299,923	210,099
-	24,907	-	24,907	59,892
-	-	-	(211,878)	(211,558)
-	-	433,765	433,765	-
-	-	-	3,512,023	-
-	-	27,552	1,135,552	3,450,000
-	-	(86,665)	(2,592,080)	(268,316)
-	24,907	437,331	(19,859,857)	3,240,117
-	3,497,288	-	3,497,288	-
-	(678,294)	-	(26,445,543)	(4,538,529)
-	-	(408,316)	(408,316)	-
-	(47,111,698)	-	(59,227,285)	-
-	(21,098,455)	-	(29,616,516)	-
-	(65,391,159)	(408,316)	(112,200,372)	(4,538,529)

(continued)

See accompanying notes to basic financial statements

CITY OF SANTA CLARA

PROPRIETARY FUNDS

STATEMENT OF CASH FLOWS

For the year ended June 30, 2018

	Business-type Activities-Enterprise Funds		
	Electric Utility	**Water Utility**	**Sewer Utility**
CASH FLOWS FROM INVESTING ACTIVITIES			
Net increase in the fair value of investments	(2,634,914)	(223,032)	(682,832)
Interest and dividends	5,531,387	269,056	954,152
Payments made by fiscal agent	13,976,358	-	-
Deposits made with fiscal agent	(14,334,857)	-	-
Cash Flows from Investing Activities	2,537,974	46,024	271,320
Net increase (decrease) in cash and cash equivalents	37,247,403	6,511,787	(1,499,496)
Cash and cash equivalents at beginning of period	280,530,936	16,027,895	81,988,753
Cash and cash equivalents at end of period	$ 317,778,339	$ 22,539,682	$ 80,489,257
Cash and cash equivalents:			
Pooled cash and investments	$ 314,266,316	$ 22,236,592	$ 78,227,526
Restricted cash	3,512,023	303,090	2,261,731
Total cash and cash equivalents	$ 317,778,339	$ 22,539,682	$ 80,489,257
Reconciliation of operating income (loss) to net cash provided (used) by operating activities:			
Operating income (loss)	$ 16,404,858	$ 3,734,758	$ 21,950,897
Adjustments to reconcile operating income (loss) to net cash provided (used) by operating activities:			
(Decrease) Increase in due to OPEB system	(523,850)	(112,649)	(44,191)
(Decrease) Increase in due to retirement system	3,035,648	652,790	256,081
Depreciation	20,142,727	1,553,209	1,058,960
Change in assets and liabilities:			
Receivables, net	9,815,450	615,788	1,170,847
Inventory	(1,503,044)	29,740	-
Restricted Cash	(3,512,023)	-	-
Accrued liabilities	6,798,291	1,314,126	2,017
Long-term portion estimated claims	-	-	-
Compensated absences	355,849	153,302	(4,983)
Unearned revenue	(767,726)	-	-
Other receipts	25,415,909	1,371,982	2,571,701
Other expenses	(5,809,096)	-	-
Net cash provided (used) by operating activities	$ 69,852,993	$ 9,313,046	$ 26,961,329
NONCASH TRANSACTIONS:			
Joint Ventures			
Nonoperating income (loss)	$ 7,827,938	$ -	$ 1,096,969
Capital Contribution	$ -	$ -	$ -

See accompanying notes to basic financial statements

CITY OF SANTA CLARA

PROPRIETARY FUNDS

STATEMENT OF CASH FLOWS

For the year ended June 30, 2018

Business-type Activities-Enterprise Funds				
Water Recycling Utility	**Santa Clara Stadium Authority (as of March 31, 2018)**	**Non-Major Enterprise Funds**	**Totals**	**Internal Service Funds**
(43,240)	-	-	(3,584,018)	-
60,740	9,992,972	68,412	16,876,719	-
-	88,825,839	-	102,802,197	-
-	(78,099,499)	-	(92,434,356)	-
17,500	20,719,312	68,412	23,660,542	-
444,535	2,862,976	1,190,650	46,757,855	(628,796)
4,500,504	25,381,136	13,911,672	422,340,896	17,048,591
$ 4,945,039	$ 28,244,112	$ 15,102,322	$ 469,098,751	$ 16,419,795
$ 4,945,039	$ 28,244,112	$ 13,307,658	$ 461,227,243	$ 16,419,795
-	-	1,794,664	7,871,508	-
$ 4,945,039	$ 28,244,112	$ 15,102,322	$ 469,098,751	$ 16,419,795
$ 459,510	$ 18,383,321	$ (603,912)	$ 60,329,432	$ (5,103,471)
(5,542)	-	(31,307)	(717,539)	(28,612)
32,119	-	181,427	4,158,065	165,802
25,141	16,637,582	2,356,374	41,773,993	2,536,127
(366,072)	(830,823)	(896,087)	9,509,103	(267,747)
-	-	(1,211)	(1,474,515)	969,909
-	-	-	(3,512,023)	-
228,822	(916,533)	30,793	7,457,516	1,446,303
-	-	109,551	109,551	322,210
11	-	(31,953)	472,226	38,279
-	14,236,369	(42,340)	13,426,303	-
53,046	-	21,888	29,434,526	590,816
-	-	-	(5,809,096)	-
$ 427,035	$ 47,509,916	$ 1,093,223	$ 155,157,542	$ 669,616
$ -	$ -	$ -	$ 8,924,907	$ -
$ -	$ 3,544,564	$ 64,661	$ 3,609,225	$ -

See accompanying notes to basic financial statements

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CITY OF SANTA CLARA
FIDUCIARY FUNDS

These funds are used to account for assets held by the City as an agent for individuals, private organizations, and other governments. The financial activities of these funds are excluded from the City-wide financial statements, but are presented in separate Fiduciary Fund financial statements.

PRIVATE PURPOSE TRUST FUNDS

These funds are used to report resources of all other trust arrangements under which principal and income benefit individuals, private organizations, or other governments.

OTHER POST EMPLOYMENT BENEFIT (OPEB) PLAN TRUST FUND

This fund is used to account for the reimbursement of qualified health expenses of former employees of the City.

AGENCY FUNDS

Agency funds are used to account for assets held by the City in trust for community or private organizations, or as an agent for its employees or for assessment districts. The financial activities of these funds are excluded from the City-wide financial statements, but are presented in separate Fiduciary Fund financial statements. Individual non-major Agency funds may be found in the Supplementary section.

CITY OF SANTA CLARA
FIDUCIARY FUNDS
STATEMENT OF FIDUCIARY NET POSITION
June 30, 2018

	Private Purpose Trust Funds	OPEB Plan Trust Fund	Agency Funds
ASSETS			
Pooled cash and investments (Note 7)	$ 4,120,070	$ 822,409	$ 26,446,064
Investments with fiscal agent (Note 7)	-	18,944,775	2
Receivables (net of allowance for uncollectibles):			
Interest	17,697	-	-
Investments with fiscal agent - noncurrent (Note 7)	2,815,636	-	-
Land held for resale	20,360,387	-	-
Total Assets	27,313,790	19,767,184	26,446,066
LIABILITIES			
Accrued liabilities	127,129	81,879	12,540,553
Due to bondholders	-	-	2,784,179
Due to Other Agencies	3,550,000	-	-
Due to City (Note 21B)	4,355,641	-	-
Refundable deposits	-	-	11,121,334
Total Liabilities	8,032,770	81,879	$ 26,446,066
NET POSITION			
Held in trust for private purpose	19,281,020	-	
Held in trust and restricted for OPEB benefits	-	19,685,305	
Total Net Position	$ 19,281,020	$ 19,685,305	

See accompanying notes to basic financial statements

CITY OF SANTA CLARA
FIDUCIARY TRUST FUNDS
STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
For the Year Ended June 30, 2018

	Private Purpose Trust Funds	OPEB Plan Trust Fund
ADDITIONS		
Employer contributions	$ -	$ 5,387,417
Investment income:		
Interest and rent	9,962,622	523,694
Net change in fair value of investments	(34,697)	-
Less investment expense	-	(71,177)
Gain from sale of property	22,708,682	-
Other	-	(42,404)
Total additions	32,636,607	5,797,530
DEDUCTIONS		
General and administrative	79,327	-
Benefits paid	-	2,205,093
Pass through to the County of Santa Clara	33,796,698	-
Total deductions	33,876,025	2,205,093
CHANGE IN NET POSITION	(1,239,418)	3,592,437
Net position held in trust for private purpose and restricted for OPEB benefits:		
Beginning of year	20,520,438	16,092,868
End of year	$ 19,281,020	$ 19,685,305

See accompanying notes to basic financial statements

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NOTE 1 – DEFINITION OF THE REPORTING ENTITY

The City of Santa Clara (City), also known as the Mission City, is a charter city incorporated in 1852 under the laws of the State of California. The City Charter establishes the Council/Manager form of government. The City's citizens elect a City Council of seven citizens, six councilpersons and a Mayor elected at-large, who serve a term of four years each, and who, in turn, appoint a City Manager.

The City is located in the County of Santa Clara, California, approximately 45 miles southeast of San Francisco. It is situated in the northern part of the County and occupies approximately 18.41 square miles. The City's population of 129,604 accounts for 6.6% of the total Santa Clara County estimated population of 1.9 million.

The City provides a full range of municipal services, including police and fire, library, recreation, community services, public works, parks, sanitation, planning and community development, public improvements, electric, water and sewer services.

The accompanying basic financial statements present the financial activity of the City, which is the primary government presented, along with the financial activities of its component units. Although they are separate legal entities, blended component units are in substance part of the City's operations and are reported as an integral part of the City's financial statements. The City's component units which are described below are all blended.

A. City of Santa Clara Sports and Open Space Authority

The City of Santa Clara Sports and Open Space Authority (SOSA) was created by the City Council in 1974 for the acquisition and development of open space within the City. The members of the City Council are also members of SOSA's Board of Directors and, as such, are authorized to transact business and exercise power to purchase, lease or otherwise obtain and dispose of real and personal property, to acquire, construct, maintain, repair, manage and operate real and personal property, including leasing to private operators for commercial purposes, surplus space which is not economical to use for open space planning. The City performs all accounting and administrative functions of SOSA. The operations of SOSA have been included in the Supplementary Information section in the Non-Major Enterprise Funds.

B. City of Santa Clara Public Facilities Financing Corporation

The City of Santa Clara Public Facilities Financing Corporation (PFFC) was formed in 1997 for the purpose of issuing Certificates of Participation (COPs) to provide financing for the construction of the major City facilities. Members of the City Council are also members of the PFFC Board. Debt service on the COPs is secured by lease payments made by the City's General Fund to the PFFC for the use of the constructed facilities for public purposes. In accordance with lease agreements, the PFFC assigns lease payments received from the City to the trustee for payment to the certificate holders. The operations of PFFC have been included in the Supplementary Information section in the Non-Major Governmental Fund. The individual COPs and the related facilities are described in Note 10B.

C. Santa Clara Housing Authority

The Santa Clara Housing Authority (SCHA) was established by the City Council in 2011 to assume the responsibility of housing projects for the former Redevelopment Agency (former RDA). SCHA also assumes the responsibility for housing loans, which are long-term and were made under various programs,

NOTE 1 – DEFINITION OF THE REPORTING ENTITY (continued)

for qualifying individuals and groups. The members of the City Council are also members of SCHA's Board of Directors and, as such, are authorized to transact business and exercise power to plan, engineer, and implement development projects. The City performs all accounting and administrative functions of SCHA. The financial activities of SCHA have been reported in the accompanying Non-Major Governmental fund financial statements.

D. Santa Clara Stadium Authority

The Santa Clara Stadium Authority (SCSA) was established by the City Council in 2011 to provide for development and operation of Levi's Stadium. The members of the City Council are also members of SCSA's Board of Directors and, as such, are authorized to manage the stadium, transact business and exercise power to plan, engineer, and construct the stadium. The City performs all accounting and administrative functions of SCSA. The financial activities of SCSA have been reported in the accompanying Enterprise Fund financial statements.

On November 13, 2012, an amendment was made to the JPA Agreement to change SCSA's fiscal year end date from June 30th to March 31st. As such, the financial activities reported for SCSA are as of fiscal year ended March 31, 2018. In addition, the annual financial report was audited by KPMG, an independent auditing firm, and a copy of the report can be found on the City's website.

NOTE 2 - FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

A. Basic Financial Statements

The City's Basic Financial Statements are prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to government units. The Governmental Accounting Standards Board (GASB) is the acknowledged standard setting body for establishing accounting and financial reporting standards followed by governmental entities in the United States of America.

The significant accounting policies are described below:

Government-wide Financial Statements: The Statement of Net Position and the Statement of Activities display information about the primary government (the City) and its component units. These statements include the financial activities of the overall City government, except for fiduciary activities. Interfund Services provided and used are allocated to governmental and business-type activities, as appropriate. These statements distinguish between the governmental and business-type activities of the City. Governmental activities generally are financed through taxes, intergovernmental revenues, and other nonexchange transactions. Business-type activities are financed in whole or in part by fees charged to external parties.

The Statement of Activities presents a comparison between direct expenses and program revenues for each segment of the business-type activities of the City and for each function of the City's governmental activities. Direct expenses are those that are specifically associated with a program or function and, therefore, are clearly identifiable to a particular function. Program revenues include (a) charges paid by the recipients of goods or services offered by the programs, (b) grants and contributions that are restricted to meeting the operational needs of a particular program and (c) fees, grants and contributions that are restricted to financing

NOTE 2 – FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

the acquisition or construction of capital assets. Revenues that are not classified as program revenues, including all taxes, are presented as general revenues.

Fund Financial Statements: The fund financial statements provide information about the City's funds, including fiduciary funds and blended component units. Separate statements for each fund category-*governmental, proprietary, and fiduciary*-are presented. The emphasis of fund financial statements is on major individual governmental and enterprise funds, each of which is displayed in a separate column. All remaining governmental and enterprise funds are aggregated and reported as non-major funds, except for fiduciary funds.

Enterprise funds distinguish operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with an enterprise fund's principal ongoing operations. The principal operating revenues of the City's enterprise funds are charges to customers for services. Operating expenses for the City's enterprise funds include the costs of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

B. Major Funds

Major funds are defined as funds that have either assets combined with deferred outflows of resources, liabilities combined with deferred inflows of resources, revenues or expenditures/expenses equal to 10% of corresponding totals for all governmental or enterprise funds and at least 5% of the aggregate amount to all governmental and enterprise fund for the same item. The General Fund is always a major fund. The City may also select other funds it believes should be presented as major funds. All other funds, called non-major funds, are combined and reported in a single column, regardless of their fund-type.

The City reported the following major governmental funds in the accompanying financial statements:

General Fund - This is the City's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund.

Santa Clara Housing Successor Fund - This fund accounts for the activities related to the housing assets assumed by the City as Housing Successor to the former Redevelopment Agency. The activities are governed by Community Redevelopment Law and must be used to provide housing for people with low and moderate incomes.

The City reported the following enterprise funds as major funds in the accompanying financial statements:

Electric Utility Fund - This fund accounts for the operation of the City's electric utility, a self-supporting activity that provides services on a user charge basis to residences and businesses.

Water Utility Fund - This fund accounts for the operation of the City's water utility, a self-supporting activity that provides services on a user charge basis to residences and businesses.

Sewer Utility Fund - This fund accounts for the maintenance of the City's sewer lines and related facilities. It is a self-supporting activity that provides services on a user charge basis to residences and businesses.

NOTE 2 – FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Water Recycling Utility Fund - This fund accounts for the ongoing maintenance and operations of the City's waste water reclamation system. It is a self-supporting activity that provides services on a user charge basis from the sale of non-potable water for irrigation and landscaping.

Santa Clara Stadium Authority Fund - The Stadium Authority was established to provide for development and operation of Levi's Stadium.

The City also reports the following fund types:

Internal Service Funds - These funds account for maintenance of vehicles and communication equipment, general liability and workers' compensation claims, all of which are provided to other departments on a cost-reimbursement basis.

Fiduciary Funds - These funds account for assets held by the City in trust for community or private organizations, or as an agent for its employees or for assessment districts without city commitment. The financial activities of these funds are excluded from the City-wide financial statements, but are presented in separate Fiduciary Fund financial statements.

The Successor Agency to the Redevelopment Agency of the City of Santa Clara (Successor Agency) was created to serve as a custodian for the assets and to wind down the affairs of the former RDA. The Successor Agency is a separate public entity from the City, subject to the direction of an Oversight Board. The Oversight Board is comprised of seven-member representatives from local government bodies: two County of Santa Clara (County) representatives; the Mayor of the City of Santa Clara; the County Superintendent of Education; the Chancellor of California Community Colleges; one Santa Clara Valley Water District representative; and one former RDA employee appointed by the Mayor. The City performs all accounting and administrative functions of the Successor Agency. The financial activities of the Successor Agency have been reported in the accompanying basic financial statements in the Private Purpose Trust Fund. See Notes 21 and 22 for information regarding the Successor Agency.

The Other Post Employment Benefits (OPEB) Plan Trust Fund accounts for the accumulation of resources to be used for retiree reimbursement payments at appropriate amounts and times in the future.

C. Basis of Accounting

The government-wide financial statements and the fund category, proprietary, and fiduciary fund category financial statements are reported using the *economic resources measurement* focus and the *full accrual* basis of accounting. Revenues are recorded when earned and expenses are recorded at the time liabilities are *incurred*, regardless of when the related cash flows take place. Agency Funds have no measurement focus.

Governmental funds are reported using the *current financial resources* measurement focus and the *modified accrual* basis of accounting. Under this method, revenues are recognized when *measurable and available*. The City considers all revenues reported in the governmental funds to be available if the revenues are collected within sixty days after year-end. Expenditures are recorded when the related fund liability is incurred, except for principal and interest on general long-term debt, claims and judgments, and compensated absences, which are recognized as expenditures to the extent they have matured. General capital asset acquisitions are reported as expenditures in governmental funds. Proceeds of general long-term debt and acquisitions under capital leases are reported as *other financing sources*.

NOTE 2 – FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

The City allocates certain indirect expenses incurred by the General Government activity to those activities that benefit from services received.

During the year ended June 30, 2018, the City implemented the following GASB Statements:

The GASB issued Statement No. 75 *"Accounting and Financial Reporting for Postemployments Benefits Plans Other Than Pension Plans."* The objective of this statement is to addresses reporting by governments that provide OPEB to their employees and for governments that finance OPEB for employees of other governments. This statement becomes effective for periods beginning after June 15, 2017. This standard was adopted for fiscal year ending June 30, 2018. Please refer to the financial statements and Note 16 for details concerning the fiscal materiality of this pronouncement.

The GASB issued Statement No. 81 *"Irrevocable Split-Interest Agreements."* The objective of this statement is to improve accounting and financial reporting for irrevocable split-interest agreements by providing recognition and measurement guidance for situations in which government is a beneficiary of the agreement. This statement becomes effective for periods beginning after December 15, 2016. The City does not have any Irrevocable Spilt Interest Agreements to disclose.

The GASB issued Statement No. 85 *"Omnibus."* The objective of this statement is to address practice issues regarding the implementation and application of certain GASB Statements. This statement addresses a variety of topics including issues related to blending components units, goodwill, fair value measurement and application and postemployment benefits. This statement becomes effective for periods beginning after June 15, 2017. Please refer to OPEB required supplementary information for details concerning the fiscal materiality of this pronouncement.

The GASB issued Statement No. 86 *"Advance Refunding Resulting in Defeasance of Debt."* The objective of this statement is to improve consistency in for in-substance defeasance of debt, improve reporting for prepaid insurance on extinguished debt and financial statements notes regarding defeased debt. This statement becomes effective for periods beginning after June 15, 2017. Please refer to the Note 10 for details concerning the reporting of debt.

The City is analyzing the effects of the following pronouncements and plans to adopt them by the effective dates:

The GASB issued Statement No. 83 *"Certain Asset Retirement Obligations."* The objective of this statement is to address accounting and financial reporting for certain asset retirement obligations. A government that has legal obligations to perform future asset retirement activities related to its tangible capital assets should recognize a liability. This statement becomes effective for periods beginning after June 15, 2018. The City is currently evaluating the impact on the financial statements.

The GASB issued Statement No. 84 *"Fiduciary Activities."* The objective of this statement is to improve guidance regarding the identification of fiduciary activities for accounting and financial reporting purposes and how those activities should be reported. This statement becomes effective for periods beginning after December 15, 2018. The City is currently evaluating the impact on the financial statements.

The GASB issued Statement No. 87 *"Leases."* The objective of this statement is to improve guidelines related to the recognition of lease assets and liabilities that previously were classified as operating leases.

NOTE 2 – FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

This statement becomes effective for periods beginning after December 15, 2019. The City is currently evaluating the impact on the financial statements.

The GASB issued Statement No. 88 *"Certain Disclosures Related to Debt, including Direct Borrowing and Direct Placement."* The objective of this statement is to improve guidelines related to debt disclosure. This statement becomes effective for periods beginning after June 15, 2018. The City is currently evaluating the impact on the financial statements.

The GASB issued Statement No. 89 *"Accounting for Interest Cost Incurred Before the end of a Construction Period."* The objective of this statement is to enhance the relevance and comparability of information about capital assets and the cost of borrowing and to simplify account for interest cost. This statement becomes effective for periods beginning after December 15, 2019. The City is currently evaluating the impact on the financial statements.

D. Cash and Investments

While maintaining safety and liquidity, the City maximizes investment return by pooling its available cash for investment purposes. Unless there are specific legal or contractual requirements to do otherwise, interest earnings are apportioned among funds according to average monthly cash and investment balances. It is generally the City's intention to hold investments until maturity. City investments are stated at fair value (see Note 7).

Cash and cash equivalents for purposes of the statement of cash flows include pooled cash and investments and cash designated for construction. Transactions with City-wide cash management pools are similar to those with external investment pools; therefore, since pooled cash and investments have the same characteristics as demand deposits in that the City's individual funds and component units may withdraw additional monies at any time without prior notice or penalty, pooled cash and investments are considered essentially demand deposit accounts.

Cash and investments with fiscal agent, a bond reserve investment pool, and amounts classified as deposits are not considered cash and cash equivalents.

E. Interfund Transactions and Balances

During the course of operations, numerous transactions occur between individual funds for goods provided or services rendered. The related receivables and payables are classified as "due from other funds," and "due to other funds" in the fund financial statements. Long-term interfund receivables and payables are recorded as Advances to/from other funds in the fund financial statements.

Transactions constituting reimbursements to a fund for expenditures/expenses initially made from it that are properly applicable to another fund, are generally recorded as expenditures/expenses in the reimbursing fund and as revenue in the fund that is reimbursed.

Internal balances represent the net interfund receivables and payables remaining after the elimination of all such balances within governmental and business-type activities, and are reported only in the government-wide financial statements.

NOTE 2 – FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

F. Inventory of Materials and Supplies

Inventory of materials and supplies is accounted for using the consumption method and is stated at average cost. Inventory consists of expendable supplies held for consumption by all departments of the City. The cost is recorded as an expenditure or expense in the appropriate fund at the time individual inventory items are withdrawn for use. The General Fund inventory amount is equally offset by a non-spendable fund balance, which indicates that it does not constitute available expendable resources.

G. Restricted Assets

Restricted assets are monies or other resources, the use of which is restricted by legal or contractual requirements.

H. Land Held for Development

The Santa Clara Housing Successor, through execution of an assignment and assumption agreement with the City and the former RDA has assumed responsibility for housing projects and parcels of land purchased to develop or redevelop blighted properties within the Redevelopment areas. Such land parcels are accounted for as investments on the balance sheet at the lower of cost or net realizable value or agreed-upon sales price if a disposition agreement has been made with a developer.

Individual parcels which have experienced an other than temporary market value decline are written down to estimated current market value. No appreciation is recorded if the current estimated net realizable value of an individual parcel exceeds cost.

I. Capital Assets

All capital assets are valued at historical cost or estimated historical cost if actual historical cost is not available. Contributed capital assets are valued at their estimated acquisition value on the date contributed. The City's policy is to capitalize equipment with costs exceeding $5,000 and buildings, improvements and infrastructure with costs exceeding $20,000.

Major outlays for capital assets and improvements are capitalized as projects are constructed.

Public domain (infrastructure) assets, which include roads, bridges, curbs and gutters, streets and sidewalks, drainage systems, and traffic signals, have been capitalized and reported in the government-wide financial statements. Depreciation has been calculated on all capital assets, including infrastructure, on a straight-line basis over the estimated useful lives of the assets.

	Useful Lives Years	Capitalization Threshold
Buildings and improvements	20-50	$ 20,000
Land improvements	20-50	20,000
Machinery and equipment	3-25	5,000
Infrastructure	10-50	20,000

NOTE 2 – FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Some capital assets may be acquired using Federal and State grant funds, or they may be contributed by developers or other governments. These contributions are accounted for as revenues at the time the capital assets are contributed.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend asset lives are not capitalized. Improvements are capitalized and depreciated over the remaining useful lives of the related capital assets.

Capital assets and the related obligations acquired under lease/purchase agreements are capitalized and accounted for in accordance with current accounting standards.

J. Joint Ventures

The City participates in several joint ventures. In accordance with GAAP investments in these joint ventures are accounted for on the equity method (see Note 12). If the City's equity in net losses of joint ventures exceeds its investment, use of the equity method is suspended except to the extent that the City is obligated to provide further financial support or has guaranteed obligations of the joint ventures.

The City advances funds to certain of its joint ventures in the form of refundable advances, project advances and operating and maintenance advances. Refundable advances accrue interest at rates stated in the related agreements. Operating, maintenance and project advances are charged to operations when incurred.

Capitalized project costs are charged to operations in the event that a project is determined to be not economically feasible.

K. Compensated Absences

Amounts of vested or accumulated vacation leave and certain benefits that are not expected to be liquidated with expendable available financial resources are reported in the Governmental Activities portion of the government-wide financial statements only. Vested or accumulated vacation leave and benefits of proprietary funds are recorded as an expense and liability of those funds as the benefits accrue to employees. Vacation time is earned based on length of service in amounts ranging between 10 and 24 days per year. City employees are allowed to carry over unused vacation earned. The maximum amount of time that can be carried over varies, depending on the employee's rate of accrual, with an upper limit of 400 hours for most employees. Employees are paid for unused vacation and certain benefits upon separation from employment.

In accordance with GAAP a liability for sick leave and benefits is accrued using the vesting method. The vesting method provides that a governmental entity estimates its accrued sick leave liability based on the sick leave accumulated at the balance sheet date by those employees who currently are eligible to receive termination payments as well as other employees who are expected to become eligible in the future to receive such payments. Amounts of sick leave payments that are not expected to be liquidated with expendable available financial resources are reported in the Governmental Activities portion of the government-wide financial statements only. No expenditure is reported for these amounts in the governmental fund financial statements.

NOTE 2 – FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

That portion of compensated absences that is unused reimbursable leave still outstanding following an employee's resignation or retirement at year end, is an expense and current liability to the respective fund(s) that an employee charges their time to.

The accrual for compensated absences comprised the following at June 30, 2018. The long-term portion of governmental activities compensated absences is liquidated primarily by the General Fund.

	Governmental Activities	Business-Type Activities	Total
Beginning Balance	$ 13,749,698	$ 5,119,439	$ 18,869,137
Additions	3,038,417	745,774	3,784,191
Payments	1,315,064	273,549	1,588,613
Ending Balance	$ 15,473,051	$ 5,591,664	$ 21,064,715
Current Portions	$ 1,351,459	$ 488,392	$ 1,839,851

L. Risk Management

The City is self-insured up to $3 million to provide general liability protection. In addition to the City's self-insurance, the City also maintains excess general liability with coverage up to $63 million.

The City is also self-insured up to $500,000 per claim for Workers' Compensation Claims. These self-insurance programs are administered by outside agencies. The City also maintains excess workers' compensation insurance for workers' compensation claims over $500,000 per claim with coverage up to $5 million with CSAC Excess Insurance Authority.

The City maintains property damage coverage through the Public Entity Property Insurance Program (APIP), which has a plan limit of $1 billion. The City maintains boiler and machinery property coverage of $100 million per occurrence in excess of self-insured amounts varying from $2,500 to $500,000 per occurrence. No claims settlement amount exceeded the City's insurance coverage in the past four fiscal years.

The City also maintains a Faithful Performance, Crime Coverage Bond with a plan limit of $15 million through CSAC Excess Insurance Authority.

M. Long-Term Obligations

Long-term obligations are reported in the Governmental Activities portion of the government-wide financial statements. Long-term liabilities expected to be financed from proprietary fund operations are accounted for in those funds.

N. Pensions

For purposes of measuring the net pension liability and deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the City of Santa Clara, California Public Employees' Retirement System (CalPERS) plan (Plan) and additions to and deductions from the Plans' fiduciary net position have been determined on the same basis as they are

NOTE 2 – FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

reported by CalPERS. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

O. Accounting for Encumbrances

The City utilizes an encumbrance system of accounting wherein encumbrances outstanding at year end, for which the goods or services have not been received, are not reported as expenditures, but are reported as a component of the fund balance category available for subsequent year expenditures based on the encumbered appropriation authority carried over to the next fiscal year. The City Charter requires recording encumbrances as a charge against appropriations in the accounting period in which a purchase order is issued, rather than in the accounting period when goods or services are received.

Under the modified accrual basis of accounting, in accordance with GAAP, expenditures are recorded when the goods or services are received. Adjustments to convert expenditures from the modified accrual basis to the budgetary basis are reflected in the schedule of revenues, expenditures, and changes in fund balances - budget and actual (non-GAAP legal basis) (see Note 3 and Required Supplementary Information).

P. Deferred Outflows/Inflows of Resources

In addition to assets, the Statement of Net Position reports a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will *not* be recognized as an outflow of resources (expense/expenditure) until then.

In addition to liabilities, the Statement of Net Position reports a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time.

Q. Net Position and Fund Balance Equity

Fund balances and net position are reported in classifications that comprise a hierarchy based primarily on the extent to which the City is bound to honor constraints on the specific purposes for which amounts in those funds can be spent. For governmental fund reporting, the City considers restricted fund balance to have been spent first when an expenditure is incurred, followed by committed, assigned and unassigned fund balances (in order of spending). For government-wide reporting, the City considers restricted net position to have been spent first when an expenditure is incurred, followed by unrestricted net position.

R. Bond Discounts/Premiums

In governmental funds, bond discounts and premiums are recognized in the current period. Bond discounts and premium for proprietary funds and entity-wide financial statements are deferred and amortized over the term of the bonds using the straight-line method of accounting.

NOTE 2 – FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

S. Property Taxes

The State of California Constitution Article XIII A provides that the combined maximum tax rate on any given property may not exceed 1% of its assessed value except for voter approved incremental property taxes adopted prior to the passage of Article XIII A and any additional amount for general obligation debt approved by voters subsequent to the passage of Article XIII A.

Assessed value is calculated at 100% of market value as defined by Article XIII A and may be increased by no more than 2% per year unless there is a new construction on the property or the property is sold or transferred. The State Legislature has determined the method of distribution of receipts from the 1% tax levy among the counties, cities, school districts and other districts.

Santa Clara County (County) assesses properties and bills and collects property taxes on behalf of the City as follows:

	Secured	Unsecured
Valuation dates	January 1	January 1
Lien/levy dates	January 1	January 1
Due dates	50% on November 1, 50% on February 1	Upon receipt of billing
Delinquent as of	December 10 (for November), April 10 (for February)	August 31

The term "unsecured" refers to taxes on property not secured by liens on real property and generally includes business use personal property.

The City participates in the Teeter Plan offered by the County whereby cities receive 100% of secured property tax levied in exchange for foregoing any interest and penalties collected on delinquent taxes.

Property taxes levied are recorded as revenue when received from the County. Property taxes expected to be collected within 60 days of the end of the fiscal year are recorded as revenue.

The City's net assessed valuation for the year ended June 30, 2018, was $40 billion, an increase of 9.51% compared to the previous year. The average tax rate was 1.16% per $100 of assessed valuation.

T. Contribution In-Lieu of Taxes

Contribution in lieu of taxes is a general revenue of the governmental funds. It is levied on receipts of the City-owned and operated Electric Utility (Silicon Valley Power) in accordance with the City Charter. Non-City owned and operated electric utilities pay a franchise fee, which is also a governmental activities general revenue source.

U. Special Assessment Districts with City Commitment

Recognition of revenue related to noncurrent receivables of special assessment district funds is deferred until such receivables become current. There is no reserve for delinquent receivables since liens exist against the

NOTE 2 – FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

related properties and hence the City's management believes the City will ultimately receive value equal to the delinquent receivables. Surplus fund balances remaining at the completion of a special assessment district project are disposed of in accordance with City Council resolutions and with the applicable assessment bond laws of the State of California.

V. Income Taxes

The City falls under the purview of Internal Revenue Code, Section 115 and corresponding California Revenue and Taxation Code provisions. As such, it is not subject to federal or state income taxes.

W. Lease Agreements

Any operating leases with scheduled rent increases are accounted for in accordance with current accounting standards.

X. Arbitrage Rebate Liability

Arbitrage rebate liabilities, if any, are included in accrued liabilities.

Y. Revenue Recognition

Electric, Water, Sewer and Solid Waste Fund revenues are recognized based on cycle billings periodically rendered to customers. Revenues for services provided, but not billed at the end of a fiscal year, are recognized and accrued based on estimated consumption.

Governmental Activities revenues subject to accrual include taxes, intergovernmental revenues, interest and charges for services.

Z. Non-exchange Transactions

The City gives or receives value without directly receiving or giving equal value in exchange, including grants, entitlements, and donations. On the accrual basis, revenue from taxes is recognized in the fiscal year for which the taxes are levied or assessed. Revenue from grants, entitlements, and donations is recognized in the fiscal year in which all eligibility requirements have been satisfied.

AA. Financial Instruments

Financial instruments included in the City's basic financial statements, excluding cash and investments, consisted of accounts receivable, accrued liabilities and bonds payable. The carrying amounts are a reasonable estimate of fair value.

BB. Conditional Grants

The City has several programs under which it extends loans to qualifying individuals or groups for the purpose of improving the City's housing stock and/or its supply of low-and moderate-income housing. Certain of these loans provide for the eventual forgiveness of the loan balance if the borrower complies with all the terms of the loan over its full term. The City accounts for these loans as conditional grants in the City-

NOTE 2 – FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

wide financial statements, and provides a reserve against their eventual forgiveness using the straight-line method over the life of the respective loan. As of June 30, 2018, conditional grants of $13,277,680 were offset by reserves of $7,111,800.

CC. Use of Estimates

The preparation of basic financial statements in conformity with GAAP 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 basic financial statements and the reported amounts of revenues and expenditures/expenses during the reporting period. Actual results could differ from those estimates.

DD. Vehicle Registration Fee

On November 2, 2010, Santa Clara County voters approved Measure B, which levies a $10 annual vehicle registration fee (VRF). The statue requires that fees collected be used only to pay for programs and projects that have a relationship or benefit to the owners of motor vehicles paying the fee and are consistent with the regional transportation plan. All revenue collected through the VRF is allocated on a population basis to cities in Santa Clara County. The City has committed and used the revenue from Measure B towards various street maintenance and traffic signal timing upgrade projects. The Vehicle Registration Fees are reported in the Governmental fund, Streets and Highways Improvement.

As of June 30, 2018, the balance of the Vehicle Registration Fees are as follows:

	Vehicle Registration Fee
Beginning Balance July 1, 2017	$ 2,240,766
Intergovernmental revenue	761,457
Interest	30,938
Expenditures	(122,735)
Ending Balance June 30, 2018	$ 2,910,426

NOTE 3 – BUDGETS AND BUDGETARY ACCOUNTING

The budget of the City is a detailed operating plan that identifies estimated costs and activities in relation to estimated revenues. The budget includes: (1) the projects, services and activities to be provided during the fiscal year, (2) the estimated revenue available to finance the operating plan, and (3) the estimated spending requirements of the operating plan.

The budget process is the mechanism through which policy decisions are made, implemented and controlled. The City Charter requires that the City establish a budgetary system for general operations and prohibits expending funds for which there is no legal appropriation. The City is required to adopt a budget on or before June 30 for the ensuing fiscal year that begins July 1. Activities of the General Fund, the Santa Clara

NOTE 3 – BUDGETS AND BUDGETARY ACCOUNTING (continued)

Housing Successor, and the Maintenance Special Revenue Funds are included in the annual appropriated operating budget. The procedures followed to establish the budgetary data reflected in the accompanying required supplementary information to the basic financial statements are as follows:

1. The City Manager submits to the City Council a proposed operating budget for the fiscal year commencing the following July 1. This includes a Five-Year Financial Plan to aid in the planning and funding of operations and capital projects over the next five years.

2. Public hearings are conducted to obtain public comments.

3. The operating and capital budgets are legally enacted through the passage of a minute order.

From the effective date of the budget, the amounts stated therein as proposed expenditures become appropriations to the applicable governmental funds. The City Council may amend the budget by motion during the fiscal year. The legal level of budgetary control (that is, the level at which expenditures cannot legally exceed the appropriated amount) is at the department level. The operating budget is presented at the object category level within programs of departments. The City Manager may transfer appropriations within the same object category of a department within the same fund without approval from the City Council. All other transfers require City Council approval, including a transfer from one object category to another object category of the same department.

Budget information is presented on a non-GAAP budgetary basis. Budgeted revenue amounts represent the original budget modified by adjustments authorized during the year. Budgeted expenditure amounts represent original appropriations adjusted for supplemental appropriations and transfers during the year. Budget amounts in the schedules of revenues, expenditures and changes in fund balances-budget and actual, include supplemental appropriations approved by the City Council during the year.

All annual appropriations lapse at the end of the fiscal year to the extent they have not been expended or encumbered. For the actual GAAP basis financial statements, encumbered appropriations are not reported as expenditures, but are reported as a reservation of fund balance available for subsequent year expenditures, based on the encumbered appropriation authority carried over to the next fiscal year.

In addition to the annual Operating Budget, each year the City Council adopts a project length Capital Improvement Project budget.

NOTE 4 – LEASE AGREEMENTS

A. Original City Leases

<u>Irvine Company Disposition and Development Agreement With Ground Lease (DDA) for Office Park Development</u>

In April 2000, the former RDA entered into a Disposition and Development Agreement (DDA) with Ground Lease with The Irvine Company (Developer) for development of the site as an office/R&D complex. The DDA contemplated the former RDA obtaining title to the entire property from the City prior to entering into ground leases with the Developer. The site is subdivided into three parcels to accommodate the phased development of the project. Only Parcel 2 was conveyed to the former RDA. Parcels 1 & 3 were always held by the City and not subject to terms of the subsequent RDA dissolution.

NOTE 4 – LEASE AGREEMENTS (continued)

In March 2006, the DDA and the Ground Lease were amended to update the status of conditions precedent; amend the schedule of performance; and clarify terms and conditions relating to Parcel 1 and Parcel 3. In October 2012, the City entered into two ground leases with the Irvine Company for Parcels 1 and 3. The term of both leases is 80 years after the effective date of October 31, 2012, and therefore both leases shall expire on October 31, 2092. The rent commencement date is November 1, 2012. Under the terms of the leases the City will receive specified amounts for minimum rent subject to certain events or time periods and then inflationary adjustments at times specified in the leases. For the fiscal year ended June 30, 2018, Lessee paid rent of $2.3 million for Parcel 1 and $1.1 million for Parcel 3.

The following schedule summarizes the minimum future lease revenues to be received by the City from the leases of Parcels 1 and 3:

Fiscal Year	Parcel 1	Parcel 3	Total
2019	2,259,022	1,089,174	3,348,196
2020	2,259,022	1,089,174	3,348,196
2021	2,259,022	1,089,174	3,348,196
2022	2,259,022	1,089,174	3,348,196
2023	2,259,022	1,089,174	3,348,196
Thereafter	156,625,497	75,516,081	232,141,578
Total	$ 167,920,607	$ 80,961,951	$ 248,882,558

B. City Leases Pursuant to the Terms of the January 8, 2016 Settlement Agreement

On March 8, 2011, the City and the former RDA adopted resolutions authorizing the execution of property conveyance agreements for the conveyance of certain real property owned by the former RDA. The agreements conveyed the properties subject to existing leases to the City. Properties included California's Great America Theme Park, Techmart, Hyatt Regency, and Hilton Hotel.

The actions taken by the former RDA related to the asset transfers were validly authorized and conformed with the requirements of the Community Redevelopment Law as it existed at the time of the actions. Pursuant to ABx1 26, the Redevelopment Dissolution Law, the State Controller's Office is to review any asset transfers that occurred between a redevelopment agency and any other public agency after January 1, 2011 and if the assets have not been contractually committed to a third party and to the extent allowed by state and federal law, the Controller, after completing its review is to order the return of the assets to the Successor Agency. The Successor Agency received a Controller's order on September 10, 2013 ordering the City to transfer the assets back to the Successor Agency. The validity of that order was the subject of litigation in Sacramento Superior Court (Sharma vs. City of Santa Clara). Additionally, on July 26, 2013, the Court granted the County of Santa Clara, the Santa Clara Unified School District, and the Santa Clara County Office of Education (Petitioners) motion for a preliminary injunction (temporary restraining order), restricting the City from selling, transferring, encumbering, spending, or otherwise depleting or wasting any real property interests received from the former RDA.

NOTE 4 – LEASE AGREEMENTS (continued)

On January 8, 2016 the City executed a Settlement Agreement in Sharma vs the City of Santa Clara. This Settlement Agreement calls for the City to return to the Successor Agency certain properties that the former Redevelopment Agency transferred to the City prior to dissolution. The properties returned are as follows: The Great America Theme Park Property, the Hilton Hotel Property, the North/South Parking Lots, the Gateway Parcel 2 Property, the Hyatt Hotel Property, The Techmart Property, and the Martinson Childcare Center Property. The Settlement Agreement requires the City to forego the long term lease revenues generated by the properties. Lease revenues collected from July 1, 2012 to June 30, 2016 have been passed on to the Successor Agency. Additional information concerning the Settlement Agreement can be found in Note 22.

The Settlement Agreement provides clarity that the City retains title to the main parking lot property for the Great America Theme Park and the Hyatt Hotel Ballroom Space. The agreement provides that rental income from these properties beginning July 1, 2015 is the property of the City.

California's Great America Theme Park Parking Lot Lease

The City and Cedar Fair entered into various agreements to operate and manage the theme park. As agreed in the Settlement Agreement, the Great America Theme Park Main Parking Lot is and always has been owned by the City and the City is entitled to any lease revenues generated from the Main Parking Lot after June 30, 2015. Pursuant to the Fourth Amendment of the ground lease, the City allows Cedar Fair to use certain City property adjacent to the Theme Park property for parking. Under the terms of the amended Ground Lease, Cedar Fair pays the City annually for use of such property for parking. Lease payments remitted for the year ended June 30, 2018, totaled $108,094.

Future lease payments for the parking lot (terms are February 1 to January 31) to be made by Cedar Fair are as follows:

Fiscal Year	Parking Lot
2019	$ 121,606
2020	121,606
2021	121,606
2022	121,606
2023	121,606
Thereafter	608,029
Total	$ 1,216,059

Hyatt Ballroom Lease Agreement

In April 1985, the former RDA entered into various agreements for the development of a certain piece of land for the eventual operation of a high quality hotel and related facilities, including a ballroom. The resulting lease agreement pertaining to the City owned ballrooms for an initial term of 50 years. The Lessee has options to renew the lease for four additional periods of ten years each and one additional period of nine years. In 2013, Hyatt Equities, LLC. sold its interest to Inland American Lodging Acquisitions, Inc., the terms and conditions of the lease agreements remain in effect.

NOTE 4 – LEASE AGREEMENTS (continued)

The minimum rent of the Ballroom lease is adjusted every three years according to the April 1985 agreement. For fiscal year ended June 30, 2018, Lessee paid $342 thousand in rents for the Ballroom lease.

The following schedule summarizes the approximate minimum future revenues to be received from this lease:

Fiscal Year	Ballroom Lease Amount
2019	$ 344,160
2020	344,160
2021	344,160
2022	344,160
2023	344,160
Thereafter	4,072,560
Total	$ 5,793,360

NOTE 5 - ENTERPRISE FUND MANAGEMENT AGREEMENTS

A. Santa Clara Convention and Visitors Bureau and Convention Center

In March 1984, the City entered into two separate management agreements with the Santa Clara Chamber of Commerce and Convention/Visitors Bureau, Inc. (Chamber). The first agreement with the Chamber is for the management of the operations of the Santa Clara Convention/Visitors Bureau. In fiscal year ended June 30, 2018, the City paid the Chamber $1.48 million under this contract. The second management agreement between the City and the Chamber is for the management of the operations of the Santa Clara Conference and Convention Center (Convention Center). Under the terms of this agreement, the Chamber will receive for its services an annual management fee identified in the Convention Center budget and approved by the City Council. In fiscal year ended June 30, 2018, the Convention Center paid the Chamber $133,000. Each agreement is extendible for an additional year at the end of each year. Either party may terminate the agreements by providing 180 days written notice.

B. American Golf Corporation

In May 1987, Sports and Open Space Authority (SOSA) entered into a management agreement with American Golf Corporation (AGC) to manage the operations of the Santa Clara Golf and Tennis Club (SCG&TC). Subsequent five-year extensions of the agreement with minor changes in language were made on June 4, 2002 through June 30, 2007; on March 20, 2007 through June 30, 2012; and on May 8, 2012 effective through June 30, 2017. On June 27, 2017, the City extended the management agreement for the operation and maintenance of the SCG&TC from July 1, 2017 to June 30, 2019, and up to three, one-year extensions and a 6 month termination notice at any time to accommodate the other City's projects. Under the contract, AGC develops an annual business plan that is reviewed and approved by SOSA. AGC receives an annual administrative fee not to exceed $54,000. In addition, AGC receives a fixed management fee $181,555 in fiscal year 2017-18 that increases annually by Consumer Price Index, plus 3% of certain operating revenues. In fiscal year 2017-18, the City paid a total of $297,000.

NOTE 6 – SANTA CLARA STADIUM AUTHORITY

Credit Agreement

The Restated Credit Agreement dated as of June 19, 2013 was entered into by and among Stadium Funding Trust (FinanceCo), SCSA, and Goldman Sachs Bank. Under the Restated Credit Agreement, FinanceCo is issuing private placement notes and obtaining a loan from a consortium of lenders and will loan SCSA up to $450 million and StadCo up to $400 million. Additionally SCSA and StadCo entered into The Restated StadCo Obligations Agreement on June 19, 2013 under which StadCo will loan up to $500 Million to SCSA to pay costs associated with the development of Levi's Stadium.

Management Agreement

The Stadium Management Agreement dated as of March 28, 2012 was entered into by and among the SCSA, Forty Niners Stadium Management Company LLC (Management), and StadCo. The SCSA and StadCo selected ManagementCo to provide management services for the Stadium on each entity's behalf on a continual, year-round basis, including overseeing the day-to-day operations and maintenance of the Stadium. The Stadium Management Agreement has an initial term of 25 years, plus a 15 year renewal option. On November 13, 2012 the First Amendment to the Stadium Management Agreement was approved. This First Amendment establishes incentive management fees, clarifies certain responsibilities of ManagementCo, preserves the amount of concessions income earned by SCSA and StadCo, and addresses liability issues regarding a possible Solar Site License Agreement with NRG.

The Stadium Management Agreement gives ManagementCo the responsibility to oversee the concessions agreements but not to enter into the concessions agreements without SCSA and StadCo's prior consent. The Concessions Operating Agreement dated February, 2018 was reviewed by SCSA and StadCo and entered into by and between ManagementCo and Levy Premium Foodservice Limited Partnership (Levy). The Concessions Operating Agreement has an initial term of 12 years which runs from April 16, 2018 through April 15, 2030 and it grants Levy the exclusive right to provide food and beverage services and merchandise services at all events at Levi's Stadium.

Ground Lease

On February 28, 2012, the SCSA entered into a lease (the Ground Lease) with the City whereby the City leases the Stadium site to the SCSA. The Ground Lease was amended on June 19, 2013.

The Ground Lease has an initial term of 40 years. The first lease year commenced on the first day following the substantial completion of construction (August 1, 2014) and ended on the next following March 31st. The subsequent lease years will start on April 1st and end on the following March 31st. The SCSA will have five successive extension options, each four years in duration, which would commence following the initial term expiration date.

The Ground Lease provides that the City will receive a fixed ground rent (Fixed Ground Rent) of $180 thousand for the first year of Stadium operations payable by the Stadium Authority. Beginning in the second year of Stadium operations and annually thereafter through the tenth year of Stadium operations, the Fixed Ground Rent will increase annually by $35 thousand. Beginning in the 11th year of Stadium operations, Fixed Ground Rent will be increased to equal $1 million, and thereafter will be increased by $100 thousand every five years through the end of the initial term of the Ground Lease. If the term of the Ground Lease is extended, then, during the first extension term, the Fixed Ground Rent will equal $1.58 million; and if and to the extent the Ground Lease is further extended, the Fixed Ground Rent will be increased by $80 thousand

NOTE 6 – SANTA CLARA STADIUM AUTHORITY (continued)

every four years thereafter through the expiration of the term of the Ground Lease. While the Fixed Ground Rent payments vary over the course of the Ground Lease, Ground Lease expense is recorded on a straight-line basis. Therefore $979 thousand of ground lease expense was reported in the fiscal year ended March 31, 2018.

The Ground Lease also provides that the City will receive a performance based rent equal to fifty percent of the net income from non-NFL events, less certain credits, payable by the SCSA. If certain of the credits are not used within the year incurred or the next five succeeding years, the credits will expire.

The following schedule summarizes the minimum future payments due under this lease:

Fiscal Year Ending March 31	Ground Lease Amount
2019	$ 320,000
2020	355,000
2021	390,000
2022	425,000
2023	460,000
Thereafter	37,995,000
Total	$ 39,945,000

Stadium Lease

On March 28, 2012, the SCSA entered into a lease with StadCo whereby the Stadium Authority leases the Stadium to StadCo. On June 19, 2013, the same parties entered into an Amended and Restated Stadium Lease Agreement (the Stadium Lease).

The Stadium Lease has an initial term of 40 years commencing on the first day following the substantial completion of construction (August 1, 2014) and includes five successive options to extend the term by four years each. The Stadium Lease is divided into two seasons:

- the Tenant Season, which includes the NFL season (including preseason, regular season and postseason NFL games) and runs from August 1 through January 31; and
- the Stadium Authority Season, which runs from February 1 through July 31.

Pursuant to the Stadium Lease, the Stadium Authority and StadCo will be entitled to receive and collect separate revenues. Rent payable by StadCo to the Stadium Authority will be $24.5 million per year. This amount was established pursuant to the Stadium Lease in connection with the take-out financing, which occurred on June 19, 2013. The Stadium Lease allowed for one opportunity to adjust the rent if operating expenses or debt service are either more or less than projected in determining the initial rent. As of March 31, 2018 this analysis is ongoing (see note 20E). The lease also provides for a fair market rent adjustment in year 33. The Stadium Authority received $24.5 million in stadium rent from StadCo in the fiscal year ended March 31, 2018.

NOTE 6 – SANTA CLARA STADIUM AUTHORITY (continued)

The SCSA may elect to expand the Tenant Season to consist of the entire lease year, from April 1 through the next succeeding March 31 (Stadium Authority Put Right), by delivering written notice to StadCo. The Stadium Authority Put Right may be exercised at any time during lease year 13, or at any time that the Management Company Revolving Loan balance exceeds $20 million. The expansion of the Tenant Season will be effective as of the applicable Tenant Season Expansion Date as set forth in the Stadium Lease. Effective from and after the Tenant Season Expansion Date, and continuing through the remainder of the Stadium Lease term, the Tenant Season will consist of the entire lease year.

NOTE 7 – CASH AND INVESTMENTS

A. Pooled Cash and Investments

The City pools cash from all sources and all funds except restricted cash and investments with fiscal agent. Allocable portions of the pooled portfolio for each fund type are reported under the captions "Pooled cash and investments" and "Restricted Cash". Interest income earned on pooled cash and investments is allocated to various funds based on average cash balances of each fund unless there are specific legal or contractual requirements to do otherwise.

Total cash and investments of the City was $895.7 million as of June 30, 2018. This amount includes the City's cash and cash equivalents of $807.9 million, and cash and investments with fiscal agents of $87.8 million.

Of the City's total cash and investments, the following shows the allocation as presented on the accompanying statements of net position:

Statement of Net Position	
Pooled cash and investments	$ 753,153,487
Investments with fiscal agent - current	39,633,667
Restricted cash	22,396,411
Deposits	919,873
Investments with fiscal agent - noncurrent	26,453,329
Fiduciary Funds	
Pooled cash and investments	31,388,543
Investments with fiscal agent - current	2
Investments with fiscal agent - noncurrent	2,815,636
Investments with fiscal agent - OPEB	18,944,775
Total Cash and Investments	$ 895,705,723

NOTE 7 – CASH AND INVESTMENTS (continued)

The City's cash and investments balances in Governmental Funds, Enterprise Funds, Internal Service Funds, Private Purpose Trust, and Agency Funds were as follows:

	Governmental Funds	Enterprise Funds	Internal Service Funds	Fiduciary Funds	Total
Pooled cash and investments	$ 275,506,449	$ 461,227,243	$ 16,419,795	$ 31,388,543	$ 784,542,030
Investments with fiscal agent - current	258	39,633,409	-	2	39,633,669
Restricted cash	14,524,903	7,871,508	-	-	22,396,411
Investments with fiscal agent - noncurrent	708,386	25,744,943	-	2,815,636	29,268,965
Investments with fiscal agent - OPEB	-	-	-	18,944,775	18,944,775
Deposits	-	919,873	-	-	919,873
Total cash and investments	$ 290,739,996	$ 535,396,976	$ 16,419,795	$ 53,148,956	$ 895,705,723

B. Investments Authorized by the California Government Code and the City's Investment Policy

The City's investment strategy is to invest cash not required for current obligations in U.S. government securities, federal government agency securities, highly rated money market instruments and other investments in accordance with the City's investment policy for a maximum term of five years for the General Fund portfolio. The City Council has authorized the purchase of securities with maturities greater than five years, specifically for the Electric Cost Reduction Account. This strategy allows the City to minimize its exposure to credit, market, and liquidity risk while maintaining a reasonable return on its portfolio.

The City's investment policy, in compliance with the City of Santa Clara Charter, Article IX, Section 904 (d) and (h), and the California Government Code authorizes the City to invest in securities that are consistent with the City's cash management strategy and long-term goals and objectives. The City is authorized to invest in the following types of instruments, and the table also identifies certain provisions of the California Government Code, or the City's investment policy where it is more restrictive:

NOTE 7 – CASH AND INVESTMENTS (continued)

Authorized Investment Type	Maximum Maturity	Minimum Credit Quality	Maximum Percentage of Portfolio	Maximum Investment In One Issuer
U.S. Treasury Obligations	5 years	Top three ratings categories	None	None
U.S. Agency Securities [(1)]	5 years	Top three ratings categories	80%	40%
Negotiable Certificates of Deposit	1 year	N/A	25%	5%
Bankers Acceptances	180 days	N/A	25%	5%
Commercial Paper	270 days	A	25%	10%
California Local Agency Investment Fund	N/A	N/A	None	$65M Per A/C
Repurchase Agreements	60 days	N/A	50%	20%
Reverse Repurchase Agreements (requires City Council approval)	92 days	N/A	20%	10%
Securities of Local Agencies of California	5 years	N/A	20%	5%
Medium Term Corporate Notes	5 years	Top three ratings categories	15%	5%
Mutual Funds	N/A	Top rating category	20%	10%
Joint Powers Authority Investment Pools	N/A	N/A	None	None

(1) Excludes mortgage backed securities or collateralized mortgage obligations and includes securities issued by the Federal Farm Credit Bank (FFCB), the Federal Home Loan Bank (FHLB), the Federal National Mortgage Association (FNMA), the Federal Home Loan Mortgage Corporation (FHLMC), local agencies and other U.S. government - sponsored enterprises. Callable securities are limited to 60% of the portfolio.

C. Investments with Fiscal Agents

The City invests bond proceeds restricted for construction in instruments that are stated in the Investment Policy and in various return-guaranteed investment agreements. These investments are invested in accordance with bond indentures and the maturities of each investment should not exceed the final maturity of each bond. Bond proceeds investments are reported monthly to the City Council.

NOTE 7 – CASH AND INVESTMENTS (continued)

The City also maintains required amounts of cash and investments with trustees or fiscal agents under the terms of certain debt issues. These funds are unexpended bond proceeds or are pledged reserves to be used if the City fails to meet its obligations under these debt issues. The California Government Code 53601 (L) allows these funds to be invested in accordance with the statutory provisions governing the issuance of those bonds, indebtedness, other agreements, or certificates of participation in accordance with the ordinance, resolution, indenture, or agreement of the local agency providing for the issuance.

Former RDA and Electric Reserve Fund bond proceeds restricted for construction projects are invested and held by the trustee as fiscal agent investments. All funds have been invested as permitted under the Code. These investments are usually scheduled to mature when cash is needed to fulfill the requirements of the underlying bond and trust agreements.

D. Pension Rate Stabilization Program

In February 2017, the City Council approved a Pension Rate Stabilization Program, (PRSP) Trust administered by Public Agency Retirement Services (PARS). The PRSP is an irrevocable trust and qualifies as an Internal Revenue Section 115 trust. This trust will assist the City in mitigating the CalPERS contribution rate volatility. Investments of funds held in Pension Rate Stabilization Program (PRSP) are governed by the Investment Guideline Document for the investment account and by the agreement for administrative services with the Public Agency Retirement Services (PARS), rather than the general provisions of the California Government code or the City's investment policy. The City elected a discretionary investment approach which allows the City to maintain oversight of the investment management, control on target yield and the portfolio' risk tolerance. The assets in this program will eventually be used to fund Pension Plan obligations.

E. Interest Rate, Credit Risks and Fair Value Measurement

Interest rate risk is the risk that an investment's value will be adversely affected by a change in interest rates. In general, the longer the time to maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. To reduce interest rate risk, the City diversifies the portfolio into a wide range of investments with different maturities, and maintains a reasonable average maturity of less than three years. This approach significantly mitigates adverse market volatility and maximizes returns.

The average maturity of the City's pooled investment portfolio at June 30, 2018 was approximately 2.17 years and the City has the ability to and generally intends to hold all investments to maturity. Information about the sensitivity of the fair values of the City's investments (including investments held by bond trustees) to market interest rate fluctuations is provided in the investment table that shows the distribution of the City's investments by maturity.

NOTE 7 – CASH AND INVESTMENTS (continued)

Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. Credit risk is measured by the assignment of a rating by a nationally recognized statistical rating organization. Presented on the next page is the minimum rating required by the California Government Code, the City's investment policy, or debt agreements and the actual rating as of June 30, 2018 for each investment type:

		Maturity					
Type of Investment	Credit Rating	Under 180 Days	181 - 365 Days	1 - 3 Years	3 - 5 Years	Over 5 Years	Fair Value
Cash and Investments - City Treasury:							
Cash	N/A	$ 103,285,543	$ -	$ -	$ -	$ -	$ 103,285,543
U.S. Treasury notes	Aaa	-	4,963,475	9,788,675	110,820,710	-	125,572,860
Federal Farm Credit Bank	Aaa	29,955,750	-	72,799,988	19,508,330	-	122,264,068
Federal Home Loan Bank	Aaa	19,943,870	4,965,090	40,468,881	19,378,695	-	84,756,536
Federal National Mortgage Association	Aaa	7,498,568	21,365,552	128,769,219	32,067,561	-	189,700,900
Federal Home Loan Mortgage Corporation	Aaa	9,961,990	38,773,355	25,455,483	9,831,230	-	84,022,058
Mutual Fund - Fidelity	Aaam	30,914,553	-	-	-	-	30,914,553
State Investment Pool (LAIF)	Not Rated	50,593,069	-	-	-	-	50,593,069
Investments - City Treasury		252,153,343	70,067,472	277,282,246	191,606,526	-	791,109,587
Cash and Investments - Other:							
Cash (Debt Fund)	N/A	327	-	-	-	-	327
Federal Farm Credit Bank (Bentzien Trust)	Aaa	34,994	-	-	-	-	34,994
Federal Home Loan Bank (Bentzien Trust)	Aaa	-	149,585	139,132	98,273	104,507	491,497
Municipal Notes (Bentzien Trust)	Aaa	-	-	-	95,472	53,693	149,165
Municipal Notes (Bentzien Trust)	Aa	-	-	-	-	178,043	178,043
Municipal Notes (Bentzien Trust)	A	-	-	169,326	49,736	105,439	324,501
Corporate Notes (Bentzien Trust)	A	34,999	-	25,774	-	-	60,773
Corporate Notes (Bentzien Trust)	Baa	-	-	49,950	49,887	-	99,837
Corporate Notes (Bentzien Trust)	B	-	-	36,180	-	-	36,180
Corporate Stock (Bentzien Trust)	A &B	902,617	-	-	-	-	902,617
Corporate Stock (Bentzien Trust)	Not Rated	12,942	-	-	-	-	12,942

(continued)

NOTE 7 – CASH AND INVESTMENTS (continued)

		Maturity					
Type of Investment	Credit Rating	Under 180 Days	181 - 365 Days	1 - 3 Years	3 - 5 Years	Over 5 Years	Fair Value
Cash and Investments - Other:							
Mutual Fund - Dreyfus Money Market (Bond Proceeds)	Aaam	2,074,732	-	-	-	-	2,074,732
Mutual Fund - Fidelity Money Market (Bond Proceeds)	Aaam	285,453	-	-	-	-	285,453
Mutual Fund - Blackrock Money Market (Debt Fund)	Aaam	708,644	-	-	-	-	708,644
Mutual Fund - Money Market Funds (Debt Fund)	Aaam	23,950,080	-	-	-	-	23,950,080
Mutual Fund - Federated Prime (Bentzien Trust)	Aaam	181,289	-	-	-	-	181,289
Mutual Fund - Federated Intercontinental (Bentzien Trust)	Not Rated	102,880	-	-	-	-	102,880
Mutual Fund - Federated Total Return Bond (Bentzien Trust)	Not Rated	146,920	-	-	-	-	146,920
Mutual Fund - Vanguard GNMA Fund (Bentzien Trust)	Not Rated	94,286	-	-	-	-	94,286
OPEB Plan Trust Fund (Money Market Fund)	Not Rated	579,143	-	-	-	-	579,143
OPEB Plan Trust Fund (Mututal Fund)	Not Rated	18,365,632	-	-	-	-	18,365,632
Pension Rate Stabilization Investment (Money Market Fund)	Not Rated	546,846	-	-	-	-	546,846
Pension Rate Stabilization Investment (Mutual Fund)	Not Rated	15,066,070	-	-	-	-	15,066,070
US Treasury Notes (Bentzien Trust)	Aaa	-	-	-	121,074	147,609	268,683
US Treasury Notes (Debt Fund)	Aaa	-	-	3,625,408	35,389,321	-	39,014,729
Collateral Obligations (JP Morgan & Others)	Not Rated	919,873	-	-	-	-	919,873
Investments - Other		64,007,400	149,585	4,045,770	35,803,763	589,291	104,596,136
Total Cash and Investments		$ 316,160,743	$ 70,217,057	$ 281,328,016	$ 227,410,289	$ 589,291	$ 895,705,723

The City accounts for investments in accordance with GAAP, which requires governmental entities to report certain investments at fair value based on quoted market information obtained from recognized sources. The City has reported its investments at fair value with the exception of its share of external investment pools and mutual funds, the carrying value of which approximates fair value. In determining the change in fair value of its investments, the City used an aggregate method of calculation.

The City categorizes its fair value measurements within the fair value hierarchy established by GAAP. The

NOTE 7 – CASH AND INVESTMENTS (continued)

hierarchy is based on the valuation input used to measure the fair value of 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.

		Fair Value Measurements		
	Investments and Derivative Instruments Measured at Fair Value 6/30/2018	Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Exempt [1]
Investments by Fair Value Level				
Short Term Investments				
Federal Farm Credit Banks	$ 122,264,068	$ -	$ 122,264,068	$ -
Federal Home Loan Banks	84,756,536	-	84,756,536	-
Federal National Mortgage Association	189,700,900	-	189,700,900	-
Federal Home Loan Mortgage Corp	84,022,058	-	84,022,058	-
Mutual Fund - Fidelity Money Market	30,914,553	-	-	30,914,553
Total Short Term Investments	511,658,115	-	480,743,562	30,914,553
Debt Securities and Other				
Federal Farm Credit Bank (Bentzien Trust)	34,994	-	34,994	-
Federal Home Loan Banks (Bentzien Trust)	491,497	-	491,497	-
Municipal Notes (Bentzien Trust)	149,165	-	149,165	-
Municipal Notes (Bentzien Trust)	178,043	-	178,043	-
Municipal Notes (Bentzien Trust)	324,501	-	324,501	-
Corporate Notes (Bentzien Trust)	60,773	-	60,773	-
Corporate Notes (Bentzien Trust)	99,837	-	99,837	-
Corporate Notes (Bentzien Trust)	36,180	-	36,180	-
Mutual Fund - Dreyfus Money Market (Bond Proceeds)	2,074,732	-	-	2,074,732
Mutual Fund - Fidelity Money Market (Bond Proceeds)	285,453	-	-	285,453
Mutual Fund - Blackrock Money Market (Debt Fund)	708,644	-	-	708,644
Mutual Fund - Money Market Funds (Debt Fund)	23,950,080	-	-	23,950,080
Mutual Fund - Federated Gov't (Bentzien Trust)	181,289	-	181,289	-
Mutual Fund - Federated Intercontinental (Bentzien Trust)	102,880	-	102,880	-
Mutual Fund - Federated Total Return Bond (Bentzien Trust)	146,920	-	146,920	-
Mutual Fund - Vanguard GNMA Fund (Bentzien Trust)	94,286	-	94,286	-

(continued)

NOTE 7 – CASH AND INVESTMENTS (continued)

		Fair Value Measurements		
	Investments and Derivative Instruments Measured at Fair Value 6/30/2018	Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Exempt (1)
Debt Securities and Other (continued)				
OPEB Plan Trust Fund (Money Market Fund)	579,143	-	564,768	14,375
OPEB Plan Trust Fund (Mututal Fund)	18,365,632	16,091,755	2,273,877	-
Pension Rate Stabilization Investment (Money Market Fund)	546,846	-	530,671	16,175
Pension Rate Stabilization Investment (Mutual Fund)	15,066,070	13,204,526	1,861,544	-
Collateral Obligations (JP Morgan & Other)	919,873	-	-	919,873
US Treasury Notes (Bentzien Trust)	268,683	268,683	-	-
US Treasury Notes	125,572,860	125,572,860	-	-
US Treasure Notes (Debt Fund)	39,014,729	39,014,729	-	-
Total Debt Securities and Other	229,253,110	194,152,553	7,131,225	27,969,332
Equity Securities				
Corporate Stock (Bentzien Trust)	902,617	902,617	-	-
Corporate Stock (Bentzien Trust)	12,942	12,942	-	-
Total Equity Securities	915,559	915,559	-	-
Total Investment by Fair Value Level	741,826,784	195,068,112	487,874,787	58,883,885
Investments Measured at the Amortized Cost				
State Investment Pool (LAIF)	50,593,069	-	-	50,593,069
Total Investments Measured at the Amortized Cost	50,593,069	-	-	50,593,069
Total Investments	792,419,853	$195,068,112	$487,874,787	$ 109,476,954
Cash in Banks	103,285,870			
Total Cash and Investments	$895,705,723			
Investments Derivative Instruments				
Open contract power trading - Asset	$ 21,505		21,505	
Open contract power trading - Liability	(109,674)		(109,674)	
Interest rate swap	(4,198,214)		(4,198,214)	
Total Investment Derivative Instruments	$ (4,286,383)		$ (4,286,383)	

(1) Accounts in exempt column are Mutual Fund-Money Market, Collateral Obligations, and LAIF investments which are exempt from GASB Statement No. 72 fair value categorization.

The City utilizes a third party pricing service to determine fair market prices for its individually held investments. Evaluations are based on market information available at the time and generated using proprietary evaluated pricing models and methodologies.

Bentzien Trust investment in stocks and U.S. Treasuries are valued using prices quoted in active markets for those securities. All other Bentzien Trust debt securities are valued using a Market Approach methodology by Standard & Poor's Securities Evaluation Inc. The Market Approach uses prices and other relevant information generated by market transactions involving identical or similar assets, liabilities or a group of assets and liabilities.

NOTE 7 – CASH AND INVESTMENTS (continued)

Pension Rate Stabilization Program Level 1 investments are valued using a marketable actively traded assets closing price for identical assets. Level 2 investments are determined by using quoted prices for similar assets.

Derivative instruments classified as Level 2 on the fair value hierarchy are valued using the zero-coupon method. This method calculates the future net settlement payments required by the derivative, assuming that the current forward rates implied by the yield curve correctly anticipate future spot interest rates. These payments are then discounted using the spot rates implied by the current yield curve for hypothetical zero-coupon bonds due on the date of each future net settlement on the derivative. To measure non-performance risk for a derivative liability, the third party, HedgeStar, uses credit spreads implied by the credit rating for debt issues by entities with similar credit characteristics. This is the best method available under current market conditions since the City has no credit default swaps that actively trade in the marketplace. For a derivative asset, HedgeStar determines the adjustment for non-performance risk of counterparties by analyzing counterparty-specific credit default swaps, if available. If not available, HedgeStar uses credit default swaps in the market for entities of similar type and rating with information found in various public and private information services.

F. Concentration of Credit Risk

Investments in the securities of any individual issuers that represent 5% or more of total Citywide investments are shown in the table below:

Issuer	Bond-rating	Fair Value	% of Holding
Federal Farm Credit Banks	Aaa	$ 122,264,068	13.7%
Federal Home Loan Banks	Aaa	$ 84,756,536	9.5%
Federal Home Loan Mortgage Corporation	Aaa	$ 84,022,058	9.4%
Federal National Mortgage Association	Aaa	$ 189,700,900	21.2%

G. Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, the City will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. Under California Government Code Section 53651, depending on specific types of eligible securities, a bank must deposit eligible securities posted as collateral with its Agent having a fair value of 105% to 150% of the City's cash on deposit. All of the City's deposits are either insured by the Federal Depository Insurance Corporation (FDIC) or collateralized with pledged securities held in the trust department of the financial institutions.

The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty (e.g. broker-dealer) to a transaction, the City will not be able to recover the value of its investment or collateral securities that are in the possession of another party. The City's Investment Policy limits its exposure to custodial credit risk by requiring that all security transactions entered into by the City, including collateral for repurchase agreements, be conducted on a delivery-versus-payment basis. Securities are to be held by a third party custodian.

NOTE 7 – CASH AND INVESTMENTS (continued)

H. Investments with Fair Values Highly Sensitive to Interest Rate Fluctuations

The City has no investments that are highly sensitive to interest rate fluctuations to a greater degree than already disclosed in the Interest Rate Risk Section above.

I. Local Agency Investment Fund

The City is a voluntary participant in the Local Agency Investment Fund (LAIF). LAIF is regulated by California Government Code Section 16429 under the oversight of the Treasurer of the State of California. LAIF's investment portfolio mainly consists of Treasuries, loans, Federal Agency securities, and collateralized mortgage obligations. Each regular LAIF account is permitted to have up to 15 transactions per month, with a minimum transaction amount of $5,000, a maximum transaction amount of $65 million and at least 24 hours advance notice for withdrawals of $10 million or more. Bond proceeds accounts are subject to one time deposit with no cap and are set up with a monthly draw down schedule. The carrying value of LAIF approximates fair value.

NOTE 8 – INTERFUND TRANSACTIONS AND BALANCES

A. Interfund Transfers

With Council approval, resources may be transferred from one City fund to another. The purpose of the majority of transfers is to reimburse a fund that has made expenditures on behalf of another fund. Less often, a transfer may be made to open or close a fund.

Transfers between funds during the fiscal year ended June 30, 2018 were as follows:

NOTE 8 – INTERFUND TRANSACTIONS AND BALANCES (continued)

Fund Receiving Transfers	Fund Making Transfers	Amount	
General Fund	Non-Major Governmental	$ 3,235,971	A
Non-Major Governmental	General Fund	14,415,307	B
	Cemetery	3,602	C
	Sewer Utility	94,917	C
	Solid Waste	61,563	C
	Water Utility	331,700	C
	Automotive Services	243,316	C
	Electric Utility	993,298	D
	Special Liability Insurance Claims	25,000	E
	Non-Major Governmental	1,976,432	F
Special Liability Insurance Claims	General Fund	3,450,000	G
Electric Utility	General Fund	1,000	H
	Solid Waste	21,500	H
	Sewer Utility	546,000	H
	Water Utility	539,500	H
Santa Clara Golf and Tennis Club	General Fund	27,552	I
Total Interfund Transfers		$ 25,966,658	

The reasons for material transfers are set forth below:

(A) Transfer to general fund from capital project funds to return unspent project funds
(B) Transfer to fund various capital projects, special programs, and to pay debt service.
(C) Transfer to fund their respective share of financial, human resources software, utility billing and other projects.
(D) Transfer to fund their respective share of financial, human resources software, utility billing, street tree planting and other projects.
(E) Transfer to fund capital project from the insurance deductible reimbursement.
(F) Transfer Gas Tax fund and impact fee to fund capital project in the Street and Highway projects.
(G) Transfer to replenish the required reserve balances.
(H) Transfer to fund Silicon Valley Utility Center and utility billing replacement project.
(I) Transfer to American Golf to fund the operations.

NOTE 8 – INTERFUND TRANSACTIONS AND BALANCES (continued)

B. Current Interfund Balances

Current interfund balances arise in the normal course of business and are expected to be repaid shortly after the end of the fiscal year. The following is a summary of interfund balances as of June 30, 2018.

Receivable Fund	Payable Fund	Amount
General Fund	Santa Clara Stadium Authority	$ 2,440,262
	Receivable by Governmental Funds	2,440,262
Electric Utility	Internal Service Funds	1,168,221
Water Utility	Internal Service Funds	134,448
Cemetery	Internal Service Funds	170,708
Sewer	Internal Service Funds	440,065
	Receivable by Enterprise Funds	1,913,442
Internal Service Funds	Internal Service Funds	28,008
	Water Utility	165,605
	Receivable by Internal Service Funds	193,613
	Total	$ 4,547,317

Note: The City uses due to/due from as a balancing mechanism in funds with negative cash balances.

C. Long-Term Interfund Advances

At June 30, 2018, the funds below had made advances which were not expected to be repaid within the next year.

Fund Receiving Advance/Commitment	Fund Making Advance/Commitment	Amount of Advance/Commitment
Cemetery	General Fund	$ 5,657,176
Santa Clara Golf & Tennis Club	General Fund	4,224,133
Parks and Recreation Facilities	General Fund	10,227,098
Total		$ 20,108,407

NOTE 8 – INTERFUND TRANSACTIONS AND BALANCES (continued)

Cemetery Fund has a $5,657,175 advance that bears no interest and will be repaid when funds become available. The advance is a long term subsidy of operations pending mausoleum project funding in future years, which is expected to generate additional revenues.

Santa Clara Golf and Tennis Club Fund has a $4,224,133 advance which does not bear interest, and will be repaid in annual installments after completion of capital improvements from income generated by these capital improvements.

Parks and Recreation Facilities Fund has a $10,227,098 advance that bears interest which is based on the City's weight average portfolio rate and will be repaid to the General Fund in annual installments when Mitigation Fee Act funding become available.

D. Internal Balances

Internal balances represent the net interfund receivables and payables remaining after the elimination of all such balances within governmental, successor agency and business-type activities. The $2,387,927 net internal balance in the Statement of Net Position is due to the different fiscal year end dates between the City and the Santa Clara Stadium Authority (refer to Note 1D for more information).

NOTE 9 - CAPITAL ASSETS

A. Capital Assets Summary

Capital Assets at June 30, 2018 are comprised of:

	Balance June 30, 2017	Additions	Retirements/ Adjustments	Transfers	Balance June 30, 2018
Governmental Activities					
Non Depreciable Assets:					
Land	$ 108,611,420	$ -	$ -	$ -	$ 108,611,420
Construction in progress	16,377,098	19,174,906	-	(11,609,846)	23,942,158
Total Non Depreciable Assets	124,988,518	19,174,906	-	(11,609,846)	132,553,578
Capital assets being depreciated:					
Land improvements	22,569,014	-	-	330,651	22,899,665
Buildings	211,636,306	-	-	-	211,636,306
Infrastructure	507,659,966	16,786,910	-	10,856,743	535,303,619
Machinery & equipment	73,331,653	5,296,189	(2,552,094)	422,452	76,498,200
Total Capital assets being depreciated	815,196,939	22,083,099	(2,552,094)	11,609,846	846,337,790
Less accumulated depreciation for:					
Land improvements	(13,301,476)	(1,034,881)	-	-	(14,336,357)
Buildings	(57,070,017)	(4,183,394)	-	-	(61,253,411)
Infrastructure	(259,837,726)	(13,140,376)	-	-	(272,978,102)
Machinery & equipment	(56,544,186)	(3,773,280)	2,520,265	-	(57,797,201)
Total accumulated depreciation	(386,753,405)	(22,131,931)	2,520,265	-	(406,365,071)
Net Depreciable Assets	428,443,534	(48,832)	(31,829)	11,609,846	439,972,719
Governmental Activity Net Capital Assets	$ 553,432,052	$ 19,126,074	$ (31,829)	$ -	$ 572,526,297

NOTE 9 - CAPITAL ASSETS (continued)

	Balance June 30, 2017	Additions	Retirements/ Adjustments	Transfers	Balance June 30, 2018
Business-Type Activities					
Non Depreciable Assets:					
Land	$ 18,851,211	$ -	$ -	$ -	$ 18,851,211
Construction in progress	73,196,951	26,516,044	-	(26,038,933)	73,674,062
Total Non Depreciable Assets	92,048,162	26,516,044	-	(26,038,933)	92,525,273
Capital Assets being depreciated:					
Land Improvements	23,935,017	-	-	-	23,935,017
Buildings	917,372,345	-	-	244,880	917,617,225
Infrastructure	1,014,535,305	-	-	25,110,293	1,039,645,598
Machinery & equipment	23,081,201	851,372	(696,708)	683,760	23,919,625
Total Capital Assets being depreciated	1,978,923,868	851,372	(696,708)	26,038,933	2,005,117,465
Less accumulated depreciation for:					
Land Improvements	(21,628,198)	(796,991)	-	-	(22,425,189)
Buildings & improvements	(102,918,553)	(18,234,212)	-	-	(121,152,765)
Infrastructure	(460,840,291)	(21,673,059)	-	-	(482,513,350)
Machinery & equipment	(15,643,513)	(1,069,731)	696,708	-	(16,016,536)
Total accumulated depreciation	(601,030,555)	(41,773,993)	696,708	-	(642,107,840)
Net Depreciable Assets	1,377,893,313	(40,922,621)	-	26,038,933	1,363,009,625
Enterprise Activity Net Capital Assets	$ 1,469,941,475	$ (14,406,577)	$ -	$ -	$ 1,455,534,898

NOTE 9 - CAPITAL ASSETS (continued)

B. Construction in Progress Summary

Construction in Progress for governmental activities as of June 30, 2018 consisted of the following projects:

Governmental Projects	Authorized	Expended	Future Commitments
Transportation Improvements	$ 15,796,643	$ 3,215,732	$ 12,580,911
Parks and Recreation Improvements	39,000,187	9,371,829	29,628,358
City Building Improvements	14,709,541	11,354,597	3,354,944
Total	$ 69,506,371	$ 23,942,158	$ 45,564,213

Construction in Progress for business-type activities as of June 30, 2018 consisted of the following:

Enterprise Fund Projects	Authorized	Expended	Future Commitments
Electric Projects	$ 142,333,764	$ 72,993,391	$ 69,340,373
Water and Sewer Projects	3,050,360	428,872	2,621,488
Stadium Authority Projects	1,814,646	251,799	1,562,847
Total	$ 147,198,770	$ 73,674,062	$ 73,524,708

Details of these projects are available from the City on request.

NOTE 9 - CAPITAL ASSETS (continued)

C. Depreciation Allocation

Depreciation expense is charged to functions and programs based on their usage of the related assets. The amounts allocated to each function or program are as follows:

Governmental Activities:		
General Administration	$	1,421,492
City Clerk		1,622
Finance		14,088
Public Works		13,698,379
Parks and Recreation		1,537,729
Public Safety		
Police		917,890
Fire		582,232
Planning and Inspection		36,082
Library		1,386,290
		19,595,804
Capital assets held by the City's Internal Service Funds are charged to the various functions based on their usage of the assets		2,536,127
Total Governmental Activities	$	22,131,931
Business-Type Activities:		
Utility Funds:		
Electric Utility	$	20,142,727
Water Utility		1,553,209
Sewer Utility		1,058,960
Water Recycling Utility		25,141
Solid Waste		6,450
Cemetery		14,700
Santa Clara Golf and Tennis Club		797,635
Santa Clara Convention Center		1,537,589
Santa Clara Stadium Authority		16,637,582
Total Business-Type Activities	$	41,773,993

NOTE 10 – LONG-TERM DEBT AND DERIVATIVE INSTRUMENTS

A. Summary of Long-Term Obligations

Type of Indebtedness	Issue Date	Final Maturity	Interest rate
Governmental Activity Debt:			
General Long-Term Debt:			
2010 City of Santa Clara Lease Agreement	7/13/2010	7/1/2022	3.65%
2013 Refunding Certificates of Participation	3/28/2012	2/1/2032	2%-3.75%
Unamortized Premium/Discount			
Subtotal Government Activity Debt			
Business Type Activity Debt:			
Electric Utility:			
2008 Series B Revenue Bonds	5/29/2008	7/1/2027	Adjustable
2011 Series A Revenue Bonds	3/22/2011	7/1/2032	5%-6%
2013 Series A Revenue Bonds	4/24/2013	7/1/2028	3%-5%
2014 Bank of America Loan Agreement	6/16/2014	7/1/2024	2.67%
Unamortized Premium/Discount			
Sewer Utility:			
2016 Trimble Road Loan	3/8/2016	2/1/2031	2.14%
Santa Clara Stadium Authority(2):			
Stadium Funding Trust Loan:			
Term A loan	6/19/2013	4/1/2039	5%
StadCo CFD Advance(1)	4/1/2013	12/31/2054	5.73%
StadCo Subordinated Loan	3/28/2014	3/31/2043	5.50%
Subtotal Enterprise Activity Debt			
Total Long-Term Debt Obligations			

(1) Payments are made as the Mello-Roos tax is collected and transmitted to the Community Facilities District (CFD) by the hotels in the District.

(2) Stadium Authority's long-term obligations are based on a March 31 fiscal year end. (see Note 1D)

NOTE 10 - LONG TERM DEBT AND DERIVATIVE INSTRUMENTS (continued)

Authorized and Issued	Outstanding as of June 30, 2017	Additions, Transfers, and Amort. of Discounts	Debt Retired / Defeased	Outstanding as of June 30, 2018	Current Portion
$ 10,207,000	$ 4,966,000	$ -	$ 921,000	4,045,000	$ 956,000
18,540,000	15,410,000	-	810,000	14,600,000	830,000
	800,878	-	54,297	746,581	-
28,747,000	21,176,878	-	1,785,297	19,391,581	1,786,000
86,600,000	63,705,000	-	4,440,000	59,265,000	4,685,000
54,830,000	54,830,000	-	-	54,830,000	-
64,380,000	54,910,000	-	3,575,000	51,335,000	3,720,000
31,569,031	29,891,000	-	3,401,000	26,490,000	3,492,000
	6,174,995	567,577	-	5,607,418	-
12,000,000	11,289,034	-	699,587	10,589,447	714,638
282,794,108	282,794,108	-	-	282,794,108	12,110,000
38,000,000	34,414,900	225,247	1,805,262	32,834,885	-
233,138,533	112,564,310	-	45,531,683	67,032,627	3,964,502
803,311,672	650,573,347	792,824	59,452,532	590,778,485	28,686,140
$ 832,058,672	$ 671,750,225	$ 792,824	$ 61,237,829	$ 610,170,066	$ 30,472,140

NOTE 10 - LONG TERM DEBT AND DERIVATIVE INSTRUMENTS (continued)

B. City's Long-term Obligations

2010 City of Santa Clara Lease Agreement

On July 13, 2010, the City entered into a new agreement with the PFFC in order to provide funds for the refunding of the City's 1997 Certificates of Participation for the Police Administration building. The PFFC entered into a separate agreement with the assignee, Bank of America, N.A. Debt Service on the new Lease Agreement is secured by lease payments made by the City to the assignee for use of the Police Administration site. On March 22, 2012, Bank of America sold and transferred the agreement to Capital One Public Financing, LLC with no change to the terms, covenants, or conditions of the contract or the payment schedule.

2013 Central Park Library Refunding Certificates of Participation (2013 COPs)

On March 28, 2013, the PFFC issued $18.54 million to provide funds to refund outstanding 2002A COPs. The 2013 COPs mature annually beginning February 1, 2014 through February 1, 2032 and bear coupon rates ranging from 2% to 3.75%. Debt Service is secured by lease payments to be made by the City to the PFFC for use of the library. The PFFC assigns the lease payments to the certificate owners.

Compliance

Various debt agreements governing the City's bonds contain a number of covenants, including continuing disclosure requirements. The City is in compliance with these specific covenants and all other material covenants governing the particular bond issues. No event of default, as defined in the bond indentures, has occurred or is occurring.

Various debt agreements governing the Enterprise Funds' revenue bonds contain a number of covenants, including those that require the City to maintain and preserve the respective enterprise in good repair and working order, to maintain certain levels of insurance and to fix and collect rates, fees and charges so as to maintain certain debt coverage ratios. The City is in compliance with these specific covenants and all other material covenants governing the particular revenue bond issues. No event of default as defined in the bond indentures has occurred or is occurring.

C. Enterprise Funds

Electric Utility

Electric Revenue Refunding Bonds, Series 2008 B

On May 29, 2008, Silicon Valley Power issued $86.6 million of Variable Rate Demand Subordinated Electric Revenue Bonds, Series 2008B (Electric 2008B Bonds) to refinance $80.53 million of Electric 1998A Bonds on July 1, 2008. The Electric 2008B Bonds mature annually beginning July 1, 2009 through July 1, 2027. The Electric 2008B Bonds are variable-rate, multi-modal bonds that were initially issued in the weekly mode. Payment of principal and interest on the Electric 2008B Bonds was originally made from proceeds of draws on a Letter of Credit originally provided by Dexia Credit Local. On May 11, 2011, the Letter of Credit provided by Dexia was replaced by a Letter of Credit provided by Bank of America, N.A. In connection therewith, the name of the bonds was changed from "Subordinated Electric Revenue Refunding Bonds" to "Electric Revenue Refunding Bonds". On November 1, 2012, the Letter of Credit provided by Bank of America, N.A. was replaced by a Letter of Credit provided by The Bank of Tokyo-Mitsubishi UFJ,

NOTE 10 - LONG TERM DEBT AND DERIVATIVE INSTRUMENTS (continued)

Ltd with extended expiration date of January 29, 2019. The Electric 2008B Bonds are in a weekly mode and debt service is secured by a pledge of net revenues of the Electric Utility Enterprise Fund. SVP is in the process of the refunding the 2008B Bonds, which will include the termination of the interest rate swap agreement discussed in Note 10D below.

Electric Revenue Refunding Bonds, Series 2011A

On March 22, 2011, Silicon Valley Power issued $54.83 million of Electric Revenue Refunding Bonds, Series 2011A (Electric 2011A Bonds) to refinance $49.66 million outstanding principal amount of Electric 2008A Bonds. The Electric 2011A Bonds mature annually beginning on July 1, 2028 through July 1, 2032 and bear coupon rates ranging from 5.00% to 6.00%. Debt service on the Electric 2011A Bonds is secured by a pledge of net revenues of the Electric Utility Enterprise Fund.

Electric Revenue Refunding Bonds, Series 2013A

On April 24, 2013, Silicon Valley Power issued $64.38 million of Electric Revenue Refunding Bonds, Series 2013A (Electric 2013A Bonds), to provide funds, together with other available moneys, to refinance outstanding Electric 2003A Bonds. The Electric 2013A Bonds mature annually beginning on July 1, 2014 through July 1, 2028 and bear coupon rates ranging from 3.00% to 5.00%. Debt service on the Electric 2013A Bonds is secured by a pledge of net revenues of the Electric Utility Enterprise Fund.

Bank of America Loan Agreement, Series 2014

On June 16, 2014, Silicon Valley Power (SVP) entered into a Tax-Exempt Multiple Draw Term Loan with the Bank of America Preferred Funding Corporation (the "Electric 2014 Loan Agreement") to fund the phase-shifting transformer project and the acquisition of property for future utility use. The loan is a tax-exempt multiple draw term loan that allows SVP to draw funds as needed. The first draw occurred on June 16, 2014 for approximately $24.4 million, which includes $15.8 million for the Phase Shifting Transformer engineering, equipment purchase, and initial construction activities and $8.5 million for the land purchase. The second draw occurred on April 15, 2015 for $6.0 million to cover the construction and commissioning of the Phase Shifting Transformer. The loan terms allow the City to capitalize interest of $1,134,031 for up to two years with the initial loan payment due July 1, 2016. The loan carries an interest rate of 2.67% and the final payment is due on July 1, 2024. Debt service on the Electric 2014 Loan Agreement is secured by a pledge of net revenues of the Electric Utility Enterprise Fund on a basis subordinate to the outstanding Electric Revenue Bonds.

Pledges of Future Electric Revenues

The pledge of future Electric Fund revenues ends upon repayment of the $250.1 million in remaining debt service on the bonds which is scheduled to occur in fiscal year 2032-33. For fiscal year 2017-18, Electric Fund revenues, including operating revenues and non-operating interest earnings, amounted to $383.7 million and operating costs, including operating expenses, but not interest, depreciation or amortizations, amounted to $346.8 million. Net revenues available for debt service amounted to $36.8 million which represents a coverage ratio of 2.01 times debt service of $18.3 million.

NOTE 10 - LONG TERM DEBT AND DERIVATIVE INSTRUMENTS (continued)

Sewer Utility

Installment Sale Agreement, Series 2016

On March 8, 2016, the City entered into an Installment Sale Agreement with the PFFC in order to provide funds for the Trimble Road Trunk Sanitary Sewer Improvement Project (the "Project"). The PFFC entered into a separate Assignment Agreement with the DNT Asset Trust, a wholly owned subsidiary of JP Morgan Chase National Association (the "Agreement"), to assign its rights under the Installment Sale Agreement to DNT Asset Trust. The Agreement, in the amount of $12,000,000, carries an interest rate of 2.14% and the final payment is due February 1, 2031. Installment payments on the Agreement are secured by a pledge of net revenues of the Wastewater System. Net revenue of $21.9 million was available for debt service payments of $.9 million.

Santa Clara Stadium Authority

Stadium Funding Trust Loan

The Restated Credit Agreement by and among FinanceCo, the Stadium Authority and Goldman Sachs Bank was entered into on June 19, 2013. FinanceCo agreed to loan the Stadium Authority up to $450 million. Under the Restated Credit Agreement, the loan from FinanceCo consists of the Term A Loan and the Term B Loan. On March 31, 2016, the Stadium Authority paid the remaining amount due on the Term B Loan.

Term A Loan

The Term A Loan was made in the amount of $282.8 million. This loan bears interest at a fixed rate of 5.00%, payable semi-annually, with annual principal payments due beginning in April 2018. The Term A Loan has a maturity date of April 1, 2039 and is subject to certain prepayment premiums. The loan was fully drawn at closing. As of March 31, 2018, $282.8 million was outstanding.

StadCo CFD Advance

In May of 2010, the City of Santa Clara completed the proceedings to establish a Community Facilities District (CFD) for the purpose of financing certain publicly owned facilities and public services associated with Levi's Stadium.

On June 11, 2013, the CFD, the Stadium Authority, and StadCo entered into a Reimbursement Agreement under which the CFD would agree to reimburse the Stadium Authority for costs of certain publicly owned facilities and public services constructed for Levi's Stadium. The reimbursement can only be made from a special tax generated by the CFD, as and when received by the CFD.

StadCo has agreed to advance to the Stadium Authority funds to pay for the CFD Infrastructure (StadCo CFD Advance). To evidence the Stadium Authority's obligation to repay the StadCo CFD Advance, the Stadium Authority and StadCo also executed a note on June 11, 2013. The StadCo CFD Advance has a maximum principal of $38 million and an interest rate of 5.73%.

During the year ended March 31, 2018, as the special CFD tax was submitted to the Stadium Authority, a number of payments were made on the StadCo CFD Advance. These payments were made mid-way through each quarter. The interest that accrued between the last StadCo CFD Advance payment and the end of the year is added to principal. These payments totaled $3.5 million, which included $1.7 million in interest and

NOTE 10 - LONG TERM DEBT AND DERIVATIVE INSTRUMENTS (continued)

$1.8 million in principal. As of March 31, 2018, $32.8 million was outstanding which includes $0.2 million of interest added to principal.

StadCo Subordinated Loan

The Restated StadCo Obligations Agreement dated as of June 19, 2013 was entered into by and between StadCo and the Stadium Authority as part of the take-out financing process. Under the Restated StadCo Obligations Agreement, StadCo will loan the Stadium Authority an amount not to exceed $500 million with a fixed 5.50% interest rate. Required principal repayments started in March 2016 and the Stadium Authority may prepay the loan at any time.

Payments totaling $50.6 million were made on the loan. This included the required principal payment of $3.8 million, a $41.8 million principal prepayment, and $5 million in interest. As of March 31, 2018, $67 million was outstanding.

D. Derivative Instruments

Under hedge accounting, the increase (decrease) in the fair value of a hedge is reported as a deferred cash flow hedge on the statement of net position. For the reporting period, all of SVP's derivatives meet the hedge effectiveness tests defined by GAAP.

Interest Rate Swap Agreements – Electric 2008 Series B Bonds

Pursuant to the Interest Rate Hedging Policy adopted by the City Council in 2006, as a means to lower borrowing costs, the City has a variable-to-fixed interest rate Swap Agreement with JPMorgan Chase related to the Electric 2008 Series B Bonds. Under the Swap Agreement, Santa Clara is obligated to make payments to the Swap Provider calculated on the basis of a fixed rate of 3.47% and receives from the Swap Provider payments equal to 65% of the one month London InterBank Offering Rate(LIBOR). Santa Clara's obligation to make any net regularly scheduled payments due to the Swap Provider under the Swap Agreement is payable from subordinated net revenues of the electric system on a parity with its other outstanding subordinated electric bonds. The effective date of the swap was May 29, 2008 and the scheduled termination date is July 1, 2027.

	Notional Amount (000's)	City Pays Fixed Rate to Counterparty	City Receives Floating Rate From Counterparty 06/30/18	City Pays Variable Rate on Bond 06/30/18
2008 Series B	$ 56,600	3.47%	Weekly Mode - 65% of LIBOR=1.35866%	Weekly Mode - SIFMA=1.373%

The swap is classified as a debt instrument and had a negative fair value of $4,198,214 (including accrued interest $93,838) as of June 30, 2018, and a deferred outflow change of $2,479,293 from June 30, 2017. The swap is classified as a deferred outflow of resources and derivative financial instrument on the statement of net position. The fair values of the derivative were estimated using the zero-coupon method. This method calculates the future net settlement payments required by the derivative, assuming that the current forward rates implied by the yield curve correctly anticipate future spot interest rates. The standard applied to the valuation of the derivative is fair value as defined by GAAP. Fair value is the price that would be received to sell the asset (exit price) or transfer a liability in a hypothetical transaction under orderly market conditions

NOTE 10 - LONG TERM DEBT AND DERIVATIVE INSTRUMENTS (continued)

between informed market participants on the valuation date. As of June 30, 2018, the fair value of the interest rate SWAP of negative $4,104,376 along with the accrued interest of $93,838 are classified in level 2 of the fair value hierarchy.

Rollover Risk

SVP is exposed to rollover risk on hedging derivative instruments that are hedges of debt because SVP can terminate the interest rate swap prior to the maturity of the bond. The risk of the swap is terminated will be to re-expose SVP to the risks being hedged by the interest rate swap. SVP currently has no plans to terminate the swap prior to maturity in 2027 unless the hedged variable rate debt is refunded for a fixed rate debt prior to its maturity.

Interest Rate Risk/Basis Risk

SVP is exposed to interest rate risk on its swap agreement. SVP's net payment on the SWAP increases as the LIBOR swap index decreases. With respect to basis risk, under the swap, the City receives 65% of the weighted average on weekly mode LIBOR and pays the Securities Industry and Financial Markets Association (SIFMA) rate to bondholders of the City's Electric 2008B bonds. The basis risk is the difference between the two rates. As of June 30, 2018, 65% of the weighted average on weekly mode LIBOR was 1.35866% and the SIFMA rate was 1.373%.

Using rates as of June 30, 2018, debt service requirements of the variable-rate debt and net swap payments, assuming current interest rates remain the same for their term, were as follows. As rates vary, variable-rate bond interest payments and net swap payments will vary.

Year ending	Variable-Rate Bond		Interest Rate	
June 30	Principal	Interest	Swaps, Net	Total
2019	$ 4,685,000	$ 813,708	$ 1,251,284	$ 6,749,993
2020	4,945,000	749,383	1,152,368	6,846,751
2021	5,215,000	681,489	1,047,962	6,944,451
2022	5,495,000	609,887	937,856	7,042,743
2023	5,795,000	534,440	821,838	7,151,278
2024-2028	33,130,000	1,399,568	2,152,192	36,681,759
	$ 59,265,000	$ 4,788,475	$ 7,363,500	$ 71,416,975

Notional Amounts and Fair Values- SVP Future Derivative Instruments

SVP maintains a Market Risk Management Policy, which among other things, sets forth the guidelines for the purchase and sale of certain financial instruments defined as hedge instruments in support of market power purchase and sales transactions. The primary goal of these guidelines is to provide a framework for the operation of an energy price hedging program to better manage SVP's risk exposure in order to stabilize pricing and costs for the benefit of SVP and its customers.

Consistent with hedge accounting treatment meeting effectiveness tests, changes in fair value are reported as deferred flows of resources on the statement of net position until the contract expiration that occurs in conjunction with the hedged expected energy purchase/sales transaction. When hedging contracts expire, at

NOTE 10 - LONG TERM DEBT AND DERIVATIVE INSTRUMENTS (continued)

the time the purchase/sales transactions occur, the deferred balance is recorded as a component of Purchased Power. For energy derivatives, fair values are estimated by comparing contract prices to forward market prices quoted by third party market participants.

SVP had the following future derivative instruments outstanding at June 30, 2018 with Archer Daniels Midland Company to hedge cash flows on sales of excess resources in CAISO market in the future months.

Notional Amount (MWh)					Fair Value		Change in Fair Value	
Long	Short	Effective Date	Maturity Date	Average Price	Classification	Amount	Classification	Amount
19,200		Various	Sep-18	$51.50	Derivative Instrument	$(109,674)	Deferred outflow	$(109,674)
21,600		Various	Aug-18	51.50	Derivative Instrument	21,505	Deferred inflow	21,505
						$ (88,169)		$ (88,169)

Credit risk

Credit risk is the risk of loss due to a counterparty defaulting on its obligations. SVP is exposed to credit risk if hedging instruments are in asset positions. As of June 30, 2018, SVP was exposed to credit risk for the 21,600 MWH open contract derivative. It was the only open derivative contract in an asset position, and the fair values of all other open contracts and the swap are negative. The swap and open contract counterparties were rated A- and A2, respectively, by S&P at June 30, 2018.

SVP's policy for requiring collateral on hedging instruments varies based on individual contracts and counterparty credit ratings. Under the interest rate swap agreement, collateral is required based on the counterparty rating and dollar threshold on the mark-to-market value of the swap. Under the brokerage agreements with Archer Daniels Midland Company, the accounts are prefunded by SVP. If the account value falls below zero, margin calls are invoked. At June 30, 2018, SVP had posted collateral of $211,916 on the interest rate swap and $707,957 was deposited with CAISO and Archer Daniels Midland Company for wholesale trading.

It is also SVP's policy to negotiate netting arrangements whenever it has entered into more than one derivative instrument transaction with counterparty. Under the terms of these arrangements, should one party become insolvent or otherwise default on its obligations, the non-defaulting party may accelerate and terminate all outstanding transactions and net their fair values so that a single amount will be owed by (or to) the non-defaulting party.

Termination Risk

The swap may be terminated by the City at any time. If the swap is terminated, the City may be required to make a termination payment to the Swap Provider if the swap has a negative fair market value. The cost to terminate would be the fair market value of the swap at the time of termination. Any such termination payment owed by the City would be payable from net revenues of the electric system subordinate to the City's outstanding electric revenue bonds. If the swap had a positive fair market value, the Swap Provider

NOTE 10 - LONG TERM DEBT AND DERIVATIVE INSTRUMENTS (continued)

would be required to make a termination payment to the City. Futures contracts are traded over the counter and have no termination risk.

Price Risk

With respect to price risk under these future contracts, on purchase contracts (long positions), SVP receives the CAISO NP15 average daily rate at settlement and pays the fixed contracted rate entered into on the trade date; on sales contracts (short positions), SVP pays the CAISO NP15 average daily rate at settlement and receives the fixed contracted rate entered into on the trade date. SVP is exposed to risk because the contract prices are different from the settlement prices.

E. Repayment Requirements

As of June 30, 2018, the debt service requirements to maturity for the City's long-term obligations, with determinable payment dates and the funds from which payment will be made are as follows:

For the Year Ending June 30	Government Activities		Business-Type Activities	
	Principal	Interest	Principal	Interest
2019	$ 1,786,000	$ 709,994	$ 12,611,638	$ 6,869,816
2020	1,859,000	641,553	13,170,013	6,504,888
2021	1,930,000	570,344	13,756,719	6,123,661
2022	2,005,000	496,438	14,355,763	5,725,549
2023	980,000	420,275	14,998,152	5,309,841
2024-2028	5,580,000	1,435,606	71,337,202	20,610,645
2029-2033	4,505,000	389,581	62,279,960	8,624,010
	$ 18,645,000	$ 4,663,791	$ 202,509,447	$ 59,768,410

Reconciliation of Long-term Obligations

Principal Outstanding as Reported in Government Activities	$ 18,645,000
Principal Outstanding as Reported in Business Type Activities	202,509,447
Total Principal Outstanding as Reported	221,154,447
Principal Outstanding - Stadium Authority[1]	382,661,620
Unamortized Discount/Premium	6,353,999
Total Long-term Obligations	$ 610,170,066

(1) The principal outstanding for Stadium Authority is as of March 31, 2018. Please refer to Santa Clara Stadium Authority's separately issued Financial Statements Note 5 for details.

F. Debt Limitations and Restrictions

The amounts of the City's legal debt limit and debt margin (as defined by Section 1309 of the City Charter) as of June 30, 2018, is $6.00 billion. There are a number of limitations and restrictions contained in the

NOTE 10 - LONG TERM DEBT AND DERIVATIVE INSTRUMENTS (continued)

various bond indentures. The City is in compliance with all significant limitations, covenants and restrictions.

G. Arbitrage

According to the regulations set forth by the U. S. Treasury Department, for bond issues subject to arbitrage rebate, earnings in excess of the stated bond rate must be rebated to the federal government every five years. As of June 30, 2018, the City has ten outstanding bond issues that are subject to the arbitrage rebate regulations. The City monitors the earnings on each of these issues and records any accrued rebate liability at the end of each individual bond year.

NOTE 11 - SOLID WASTE LANDFILL CLOSURE

The City of Santa Clara All Purpose Landfill (Landfill) was closed in September 1993. Federal and state laws and regulations require closure activities such as removal of landfill structures, decommissioning of environmental control systems, site security, and final cover construction and postclosure care such as ongoing monitoring of environmental impact. The City's postclosure plan (Plan) accepted by the California Integrated Waste Management Board, which is now the California Department of Resources Recycling and Recovery (CalRecycle), addresses all the attendant issues. Based on the Plan and pertaining laws and regulations, an estimated Landfill Postclosure Care Cost Obligation is recorded and updated annually. The postclosure care liability is accrued in the Solid Waste Enterprise Fund in accordance with GAAP. This obligation is payable from solid waste user fees.

The City also has a Pledge of Revenue Agreement establishing financial assurance for postclosure maintenance of the Landfill with CalRecycle, which was adopted on October 12, 1999. Financial assurance in the amount of $600,000 will be maintained in a separate account. In addition, the agreement requires funds to be pledged annually for post-closure maintenance and corrective action costs.

The City has pledged $866,000 for postclosure maintenance expenses and $734,000 for corrective action in 2018-19. These amounts are subject to annual inflation factors, as stipulated by CalRecycle.

At June 30, 2018, a liability in the amount of $4,771,173 was reported based on the estimated remaining postclosure care costs to meet the regulatory requirements. During fiscal year 2018, the City incurred post-closure expenses of $831,824 and increased the liability by $423,508 based on revised estimates of future costs. The estimated liability is based on the amount that would be paid if all equipment, facilities, and services required to monitor and maintain the landfill were acquired as of June 30, 2018. However, the actual cost of postclosure care and corrective action may be higher or lower due to inflation, changes in technology, or changes in landfill laws and regulations.

NOTE 12 – PARTICIPATION IN JOINT VENTURES

A. Investments in Joint Venture

The City participates in significant joint ventures: Northern California Power Agency (NCPA), the Transmission Agency of Northern California (TANC), San Jose-Santa Clara Water Pollution Control Plant and Clean Water Financing Authority (SJSC), M-S-R Energy Authority (MSR EA), M-S-R Public Power Agency (MSR PPA) and Silicon Valley Animal Control Authority (SVACA).

NOTE 12 – PARTICIPATION IN JOINT VENTURES (continued)

The separately issued financial statements of these joint ventures (as noted below) are available on request.

	Date of latest audited financial statement	Joint Venture's address
NCPA	6/30/2017	651 Commerce Dr. Roseville, CA 95678
TANC	6/30/2017	P.O. Box 15129 Sacramento, CA 95851
SJSC	6/30/2017	200 E. Santa Clara St. San Jose, CA 95113
MSR EA	12/31/2017	P.O. Box 4060 Modesto, CA 95352
MSR PPA	12/31/2017	P.O. Box 4060 Modesto, CA 95352
SVACA	6/30/2017	3370 Thomas Road Santa Clara, CA 95051

The City's basic financial statements reflect the following investments in joint ventures as of June 30, 2017 (latest information available):

	Participating percentage	Investment	Method of accounting
NCPA			
Geothermal	44.39%		
Hydroelectric	37.02%	$45,701,000	Equity
Combustion Turbine	41.67%		
Lodi Energy Center	25.75%		
TANC	8.61%	1,790,705	Equity
SJSC (1)	19.33%	137,991,502	Equity
MSR EA	33.40%	-	Suspended
MSR PPA	35.00%	-	Suspended
SVACA	59.19%	4,868,620	Equity
Total		$190,351,827	

(1) The investment in San Jose/Santa Clara Regional Wastewater Facility includes the current year contribution.

NOTE 12 – PARTICIPATION IN JOINT VENTURES (continued)

B. Contingent Liability

Under the terms of the various joint venture agreements, the City is contingently liable for a portion of the long-term debt of the entities under take-or-pay agreements, letters of credit, guarantees or other similar agreements. Based on the most recent audited financial statements of the individual joint ventures as of June 30, 2017, the City was contingently liable for long-term debt as follows (in thousands):

	Total Debt	Participating Share	Contingent Liability
NCPA	$ 776,517	32.50%	$ 252,365
TANC	208,395	9.70%	20,210
SJSC	27,240	19.33%	5,266
MSR PPA	136,055	35.00%	47,619
Total	$ 1,148,207		$ 325,460

In addition, the City would, under certain conditions, be liable to pay a portion of the costs associated with the operations of the entities. Under certain circumstances, such as default or bankruptcy of the other participants, the City may also be liable to pay a portion of the debt of these joint ventures on behalf of those participants and seek reimbursement from those participants.

Take-or-Pay commitments expire upon final maturity of outstanding debt for each project. Final fiscal year debt expirations as of June 30, 2017 are as follows:

Project	Debt Expiration	Entitlement Share %	Debt Service Share %
NCPA - Geothermal Project (NGP)	July-2024	44.3905%	44.3919%
NCPA - Hydroelectric Project (NHP)	July-2032	37.0200%	37.0200%
NCPA - Lodi Energy Center (NLEC) (1)	June-2040	25.7500%	30.3620%
TANC - CA-OR Transmission Project (COTP)	May-2039	8.6051%	9.6981%
MSR PPA - San Juan Plant	July-2022	35.0000%	35.0000%

(1) The SVP's debt service share in NLEC on issue one is 46.1588%, on issue two is 0%.

NOTE 12 – PARTICIPATION IN JOINT VENTURES (continued)

A summary of the City's "Take-or-Pay" contracts and related projects and its contingent liability for the debt service including principal and interest payments at June 30, 2017 is as follows (latest information available):

Fiscal Year	NGP	NHP	NLEC	COTP	MSR PPA	Total
2018	$ 2,112,424	$ 14,300,656	$ 7,715,539	$ 805,216	$ 10,451,000	$ 35,384,835
2019	2,191,001	14,302,720	7,714,299	838,994	11,081,700	36,128,714
2020	2,191,513	14,066,048	7,715,751	576,705	11,279,450	35,829,467
2021	2,195,431	14,081,763	7,715,414	603,700	11,269,650	35,865,958
2022	2,197,534	14,025,488	7,715,164	633,717	11,151,700	35,723,603
2023-2027	5,286,447	60,361,462	38,580,203	3,616,764	-	107,844,876
2028-2032	-	39,494,274	38,618,380	4,594,921	-	82,707,575
2033-2037	-	9,333,087	38,620,016	5,816,277	-	53,769,380
2038-2041	-	-	30,250,231	2,724,043	-	32,974,274
Total	$ 16,174,350	$ 179,965,498	$ 184,644,997	$ 20,210,337	$ 55,233,500	$ 456,228,682

C. Northern California Power Agency (NCPA)

NCPA was formed in 1968 as a joint powers agency in the State of California. Its membership consists of fourteen public agencies. NCPA is generally empowered to purchase, generate, transmit, distribute and sell electrical energy. Members participate in the projects of NCPA on an elective basis. Therefore, the participation percentage varies for each project in which it participates.

A Commission comprised of one representative for each member governs NCPA. The Commission is responsible for the general management of the affairs, property, and business of NCPA. Under the direction of the General Manager, the staff of NCPA is responsible for providing various administrative, operating and planning services for NCPA and its associated power corporations.

Project Financing and Construction

NCPA's project construction and development programs have been individually financed by project revenue bonds collateralized by NCPA's assignment of all payments, revenues and proceeds associated with its interest in each project. Each project participant has agreed to pay its proportionate share of debt service and other costs of the related project, notwithstanding the suspension, interruption, interference, reduction or curtailment of output from the project for any reason. Certain of the revenue bonds are additionally supported by municipal bond insurance credit enhancements.

Hydroelectric Project

NCPA is contracted to finance, manage, construct, and operate Hydroelectric Project Number One for the licensed owner, Calaveras County Water District (CCWD). In exchange, NCPA has the right to the electric output of the project for 50 years from February 1982. NCPA also has an option to purchase power from the project in excess of the CCWD's requirements for the subsequent 50 years, subject to regulatory approval.

Geothermal Project

The NCPA Geothermal Plants have historically experienced greater than anticipated declines in steam production from the existing geothermal wells. Although initially operated as baseload generation projects at

NOTE 12 – PARTICIPATION IN JOINT VENTURES (continued)

full capability (238MW), NCPA changed its steam field production from baseload to load-following and reduced average annual steam production. Along with other steam field operators in the area, the Agency began implementing various operating strategies to further reduce the rate of decline in steam production. The Agency has modified both steam turbine units and the associated steam collection system to enable generation with lower pressure steam at higher mass-flow rates to optimize the utilization of the available steam resource.

Based upon current operation protocols and forecasted operations, NCPA expects average annual generation and peak capacity to decrease further, reaching approximately 66 MW by the year 2039.

Combustion Turbine Project No. 1

NCPA owns five dual (natural gas and fuel oil) combustion turbine units, each of which is nominally rated at 25 MW, which are collectively known as the Combustion Turbine Project No. 1. These units were completed in 1986 and are designed to provide peak power and reserve requirements and emergency support. Each purchaser is responsible under its power sales contract for paying an entitlement share in Combustion Turbine Project No. 1 of all NCPA's costs of such project.

Lodi Energy Center

On May 24, 2010, Santa Clara entered into an agreement with NCPA for a 25.75% interest in the Lodi Energy Center, a 280 MW combined cycle natural gas fired power plant, located in Lodi, California. The project received approval from the California Energy Commission in April 2010 and was placed into operation in November 2012.

D. Transmission Agency of Northern California (TANC)

TANC was organized under the California Government Code pursuant to a joint powers agreement entered into by 15 Northern California utilities. The purpose of TANC is to provide electric transmission or other facilities for the use of its members through its authority to plan, acquire, construct, finance, operate and maintain facilities for electric power transmission. The joint powers agreement provides that the costs of TANC's activities can be financed or recovered through assessment of its members or from user charges through transmission contracts with its members. Each TANC member has agreed to pay a pro-rata share of the costs to operate TANC and for payment of debt service, and has the right to participate in future project agreements.

The joint powers agreement remains in effect until all debt obligations and interest thereon have been paid, unless otherwise extended by the members.

California-Oregon Transmission Project

TANC is a participant and also the Project Manager of the California-Oregon Transmission Project (Project), a 340-mile long, 500-kilovolt alternating current transmission project between Southern Oregon and Central California. As Project Manager, TANC is responsible for the overall direction and coordination of all Project operations and maintenance, additions and betterments, and for general and administrative support.

The Project was declared commercially operable on March 24, 1993, with a rated transfer capability of 1,600 megawatts and provides a third transmission path between the electric systems of the Pacific Northwest and those in California. The Project has successfully met and completed the major environmental requirements.

NOTE 12 – PARTICIPATION IN JOINT VENTURES (continued)

As of June 30, 2017, the most recent data available, TANC's investment in the Project was $542.6 million, less accumulated depreciation and amortization of $272.2 million.

In connection with its participation in the Project, TANC has an entitlement balance of the Project's transfer capability of approximately 1,362 megawatts and is obligated to pay an average of approximately 80% of the operating costs associated with the Project. TANC incurred and initially capitalized all costs for project construction since they were expected to be recovered through reimbursement from Project participants and from the successful operations of the Project's transmission lines. The Project agreement among the participating members provides that each member agrees to make payments, from its revenues, to TANC for project costs incurred and for payment of debt service.

Santa Clara has historically been obligated to pay 20.47% of TANC's COTP operating and maintenance expenses and 20.70% of TANC's COTP debt service and 22.16% of the Vernon acquisition debt. Santa Clara has also been entitled to 20.4745% of TANC's share of COTP transfer capability (approximately 278 MW net of third party layoffs of TANC) on an unconditional take-or-pay basis. Starting on July 1, 2014 Santa Clara laid-off 147 MWs of this entitlement to other TANC members under a 25 year agreement. During the term of this agreement the parties taking on the entitlement will pay all associated debt service, operations and maintenance costs, and all administrative and general costs. Santa Clara's portion of the operating and maintenance expenses and the COTP debt service is 10.004 %.

E. San Jose/Santa Clara Regional Wastewater Facility and Clean Water Financing Authority (SJSC)

The City and the City of San Jose jointly own the San Jose/Santa Clara Regional Wastewater Facility, (RWF). The RWF provides wastewater treatment services to Santa Clara, San Jose, and seven other tributary agencies. The City of San Jose is the administering agency for the RWF. The San Jose/Santa Clara Clean Water Financing Authority (Authority) was created in 1981 to provide financing for capital improvements at the RWF.

In 1959, the City and the City of San Jose entered into an agreement to construct and operate the RWF, (formerly referred to as the San Jose/Santa Clara Water Pollution Control Plant). Under the terms of the agreement, the cities own an undivided interest in the RWF and share in the capital and operating costs on a pro rata basis, determined by the ratio of each city's assessed valuation to the sum of both cities assessed valuations. Such percentages are determined annually and applied to the capital and operating costs of the RWF, determined on an accrual basis. For the fiscal year ended June 30, 2018, the City's portion of the plant capacity was approximately 19.33%, which is also its interest in the net position of the RWF.

<u>Zero Waste Energy Development Company Ground Lease</u>

On June 21, 2011, the San Jose City Council approved a ground lease with Zero Waste Energy Development Company (ZWED) to lease a portion of the former Nine Par landfill, which is a part of the San Jose/Santa Clara Regional Wastewater Facility lands. ZWED would lease the property in three phases. Under the terms of the proposed lease, ZWED will lease 40.7 acres from the City of San Jose for an initial term of seven years from the date of execution for all three leaseholds. The base rent for the initial phase (Phase 1) of the property would be payable as a proportional credit against the expenditure of site development costs estimated at $11.8 million or as a payment of $850,000 per year. Rent for the subsequent phases will be based on the amount of organic waste processed at the facility. Over the 30-year life of the lease, the estimate payment is a minimum of $16.5 million. The incoming revenue will be distributed between the City

NOTE 12 – PARTICIPATION IN JOINT VENTURES (continued)

of Santa Clara, City of San Jose, and the tributary agencies to the RWF based on the master agreements with each agency.

South Bay Water Recycling Program

The South Bay Water Recycling Program (SBWR), a regional water reclamation program, is part of an action plan adopted by the Regional Water Quality Control Board (RWQCB) which limits the RWF on the amount of effluent discharged into San Francisco Bay in order to prevent conversion of salt marsh and destruction of endangered species habitat. Flow limits are not included in the current five year permit from the RQWCB. SBWR has a master plan to guide the continued operation and potential expansion of the SBWR in the absence of the previous regulatory drivers. The master plan was completed in December of 2014 and accepted by the City of San Jose and the Santa Clara Valley Water District during fiscal year 2014-15.

Under the previously approved action plan, SBWR was required to reclaim 21.1 million gallons per day (MGD) of plant effluent for nonpotable use by November 1, 1997, (Phase 1) and an additional 24.30 MGD by December 31, 2000 (Phase 2). The action plan also requires assessment of alternatives for potable reuse, including a potable pilot plant to be coordinated with the Santa Clara Valley Water District. In addition to habitat preservation, the project reduces the mass trace contaminates discharged to the San Francisco Bay and provides a reliable source of water to offset potable water demands. The current master plan recognizes that primary drivers for the continued operation and expansion of the recycled water system are based in the need for water supply, rather than wastewater discharge reduction.

The SBWR distribution system includes approximately 67 miles of pipe, a four million gallon reservoir, a transmission pump station, and two booster pump stations. These facilities were constructed between 1996 and 1998 at a capital cost of approximately $140 million funded by the tributary agencies, grants and bond proceeds. Santa Clara's share of Phase 1 costs was approximately $20.07 million. Seven miles of distribution mains were added to the system in 2010 and 2011.

Proceeds from the City of San Jose 1995 Series A and B Bonds and other funds were used to pay for the City of San Jose's share of Phase 1. The City contributed existing capital reserves, existing recycled water distribution system, and additional construction of system extensions. Other sources for funding of Phase 1 include U.S. Bureau of Reclamation grants, State of California Revolving Fund loans, $6.45 million transferred in fiscal year 1995 from the Clean Water Financing Authority to the City of San Jose Wastewater Treatment Plant Capital Fund, and cash contributions from other participating agencies. The 2010 and 2011 extensions of the distribution system were funded in part by a combination of grants from the American Recovery and Reinvestment Act of 2009 (ARRA) and the United State Bureau of Reclamation totaling $10.4 million.

In June 1997, the RWQCB approved the Proposed Revision to the South Bay Action Plan (the Plan), which describes the projects necessary to reduce average dry weather effluent flow from the RWF to below 120 MGD and protect salt marsh habitat for endangered species in the South Bay as required by RWQCB Order 94-117. These projects include expanding the Phase 1 nonpotable water distribution system by extending additional piping, placing greater emphasis on water conservation programs, reducing infiltration inflow, augmenting stream flow, and creating wetlands. The estimated costs of $127.5 million has been funded through a combination of State Revolving Fund loans, Equipment Replacement Reserves, Sewage Treatment Plant Connection Fees, federal grants, in-kind services and cash contributions.

NOTE 12 – PARTICIPATION IN JOINT VENTURES (continued)

F. M-S-R Public Power Agency (MSR PPA)

MSR PPA is a joint power agency formed in 1980 by the Modesto Irrigation District, the City and the City of Redding, California, to develop or acquire and manage electric power resources for the benefit of the members. The personnel of its members and contract professional staff perform the administrative and management functions of MSR PPA. The member's income and expense sharing ratio is as follows: Modesto Irrigation District – 50%; City of Santa Clara – 35%; and City of Redding – 15%.

The City's equity in MSR PPA's net losses exceeds its investment and, therefore, the equity method of accounting for the investment has been suspended. As of December 31, 2017, the date of the latest available audited financial statements, the City's unrecognized share of member's deficit of MSR PPA was $33 million. Under the joint exercise of power agreement, which formed MSR PPA, the City is responsible for funding up to 35% of MSR PPA's operating cost, to the extent such funding is necessary. During the year ended June 30, 2017, the City made no contributions to fund its share of operating deficits. If there were such contributions, they would be included in the Electric Utility Enterprise Fund expenses.

MSR PPA's principal activity is a 28.8% ownership interest in a 507-megawatt unit of a coal-fired electricity generating plant located in New Mexico (San Juan Plant). The San Juan plant was jointly owned by the Public Service Company of New Mexico (PNM) (38.5%), MSR PPA (28.8%) and other municipal power entities (32.7%). MSR PPA was also a participant in the Southwest Transmission Project, a 500-kilovolt alternating current transmission project between Central Arizona and Southern California, which provides firm transmission from the San Juan plant into California. MSR PPA has transmission contracts to complete the path to bring power to the Members' distribution systems. The Members share in the income and expense of the San Juan Plant and the Southwest Transmission Project in the ratio of the MSR PPA ownership percentages. On May 25, 2016, MSR PPA sold its interest in the Southwest Transmission Project. On December 31, 2017, MSR PPA divested its ownership interest in the San Juan plant.

In 2006, MSR PPA entered into a Wholesale Purchase and Sale Agreement and a Shaping and Firming Agreement with Avangrid Renewables, Inc. to provide renewable wind energy to the Members from the Big Horn I Wind Energy Project (Big Horn I Project) with a nominal installed capacity of approximately 199.5 MW. The City receives the power purchased by MSR PPA from the Big Horn I Project. The City's share equates to approximately a 105 MW share of the output at a cost comparable to combined cycle gas-fuel generation. Power deliveries commenced on October 1, 2006 and will continue through September 30, 2026. Through an amendment of the original agreements MSR PPA has an obligation to continue to take the same output through September 30, 2031, or if the Big Horn Project is repowered MSR PPA will have a right of first offer to negotiate a long-term power purchase for such repowered project. The participation in this project is as follows: Modesto Irrigation District – 12.5%; City of Santa Clara – 52.5%; and City of Redding – 35%.

In 2009, MSR PPA entered into a Power Purchase Agreement and Redelivery Agreement with Avangrid Renewables Inc. to purchase additional wind power energy from the same site, called Big Horn II, with a nominal installed capacity of 50 MW for a twenty-year period. Deliveries of energy under this project began on November 1, 2010. The participation in this project is as follows: Modesto Irrigation District – 65%; City of Santa Clara – 35%.

<u>M-S-R PPA San Juan</u>

In 2015, the MSR PPA Commission approved a number of agreements (the "San Juan Restructuring Agreements") to provide for the interests of MSR PPA and certain other San Juan Participants (the "exiting

NOTE 12 – PARTICIPATION IN JOINT VENTURES (continued)

participants") in the San Juan Generation Station to be transferred to the remaining San Juan Participants effective December 31, 2017. In addition to the ownership divesture, the San Juan Restructuring Agreements provide for, among other things, the allocation of ongoing responsibility for decommissioning costs, mine reclamation costs and any environmental remediation obligations among the exiting participants and the remaining San Juan Participants, and the establishment and funding of mine reclamation and plant decommissioning trust funds. The San Juan Restructuring Agreements were subsequently executed by all nine San Juan Generation Station owners and PNM Resources Development Company (a non-utility affiliate of PNM) and, following receipt of regulatory approvals, became effective on January 31, 2016. Various other implementing agreements and amendments to existing San Juan project agreements to effect the restructuring have also been executed. Closing of the ownership restructuring of the San Juan Generation Station and the divestiture of MSR PPA's interests in San Juan Unit No. 4 was completed on schedule on December 31, 2017.

G. M-S-R Energy Authority (MSR EA)

MSR EA is a joint power agency formed in 2008 by the Modesto Irrigation District, the City of Santa Clara, and the City of Redding, California, to develop or acquire and manage natural gas resources for the benefit of the members. The personnel of its members and contract professional staff perform the administrative and management functions of MSR EA. The member's income and expense sharing ratio is as follows: Modesto Irrigation District – 33.3%; City of Santa Clara – 33.4%; and City of Redding – 33.3%.

The City's equity in MSR EA's net losses exceeds its investment and, therefore, the equity method of accounting for the investment has been suspended. As of December 31, 2017, the date of the latest available audited financial statements, the City's unrecognized share of member's deficit of MSR EA was $27.2 million. Under the joint exercise of power agreement, which formed MSR EA, the City is responsible for funding up to 33.4% of MSR EA's operating cost, to the extent such funding is necessary. During the year ended June 30, 2017, the City made no contributions to fund its share of operating deficits. If there were such contributions, they would be included in the Electric Utility Enterprise Fund expenses.

In 2009, the City of Santa Clara, along with the Cities of Modesto and Redding participated in the M-S-R Energy Authority Gas Prepay Project. The Gas Prepay Project provides the City of Santa Clara, through a Gas Supply Agreement with MSR EA dated September 10, 2009, a secure and long-term supply of natural gas of 7,500 MM Btu (Million British thermal unit) daily or 2,730,500 MM Btu annually through December 31, 2012, and 12,500 MM Btu daily, or 4,562,500 MM Btu annually thereafter until September 30, 2039. The agreement provides this supply at a discounted price below the spot market price (the Pacific Gas & Electric City gate index) over the next 30 years. As of December 31, 2017, bonds issued by MSR EA to finance the City's share of the Gas Prepay Project were outstanding in the principal amount of $500,200,000. These bonds were initially sold on August 27, 2009. Under the Gas Supply Agreement, MSR EA will bill the City for actual quantities of natural gas delivered each month on a "take-and-pay" basis. MSR EA has contracted with Citigroup Energy, Inc. ("CEI") to use the proceeds of the Gas Prepay bond issue to prepay CEI for natural gas. CEI has guaranteed repayment of the bonds, and responsibility for bond repayment is non-recourse to the City of Santa Clara. Moreover, any default by the other Gas Prepay Project participants is also non-recourse to the City.

H. Silicon Valley Animal Control Authority

The City is a member of the Silicon Valley Animal Control Authority, (SVACA), established in 2000 to deliver animal control and sheltering services to three communities: the cities of Santa Clara, Campbell, and Monte Sereno. SVACA provides field and shelter services and staffing to support adoption and spay/neuter

NOTE 12 – PARTICIPATION IN JOINT VENTURES (continued)

programs. SVACA purchased and retrofitted an existing cold-shell office building in Santa Clara that became a fully operating animal shelter. The shelter opened in the third quarter of 2006. SVACA is governed by a Board of Directors comprised of one appointed Councilmember from each of the four member cities.

During the fiscal year ended June 30, 2018, the City of Santa Clara contributed $1,046,238 to SVACA. The City's equity interest in SVACA was $4,868,620 at June 30, 2017 (the most recent audited information available). Audited financial statements are available from SVACA, located at 3370 Thomas Road, Santa Clara, CA 95051.

NOTE 13 – RETIREMENT PLAN – DEFINED BENEFIT PENSION PLAN

A. Plan Description

The City contributes to the California Public Employees Retirement System (CalPERS), an agent multiple-employer defined benefit plan, which is a public employee retirement system that acts as a common investment and administrative agent for participating public entities within the State of California. CalPERS offers a menu of benefit provisions and other requirements that are established by State statutes within the Public Employee Retirement law. The City selects optional benefit provisions from the benefit menu by contract with CalPERS and adopts those benefits through local ordinance. CalPERS issues a separate Comprehensive Annual Financial Report. Copies of the CalPERS' annual financial report may be obtained from the CalPERS website at www.calpers.ca.gov.

The City's defined benefit pension plans for Miscellaneous and Safety employees with CalPERS provide retirement and disability benefits, annual cost-of-living adjustments, and death benefits to plan members and beneficiaries. All permanent (full-time and part-time) and eligible "as-needed" hourly City employees are required to participate in CalPERS. Employees fall under two categories, Classic and PEPRA. Employees hired on or before December 31, 2012 are considered Classic PERS members. Employees hired on or after January 1, 2013 fall into the PEPRA PERS members.

B. Pension Plan Benefits

On September 12, 2012, the State of California passed Assembly Bill (AB) 340, which created the Public Employees' Pension Reform Act (PEPRA). PEPRA implemented new benefit formulas and final compensation period, as well as new contribution requirements for new employees hired on or after January 1, 2013 who meet the definition of new member under PEPRA. Please refer to the Pension Reform section of the CalPERS website for more information regarding when an employee will be considered a new member under PEPRA.

Benefits for employees in the Miscellaneous Plan and Safety Plan vest after five years of CalPERS credited service. The retirement benefits are based on the retiree's age, years of CalPERS credited service, and benefit factor of 2.7% at 55 for the Classic Miscellaneous Plan members and 3% at 50 for the Classic Safety Plan members. For members under PEPRA, the benefit factor is reduced to 2.0% at 62 for the Miscellaneous Plan and 2.7% at 57 for the Safety Plan.

NOTE 13 – RETIREMENT PLAN – DEFINED BENEFIT PENSION PLAN (continued)

Miscellaneous Plan

Participants in this plan are eligible for service retirement and receive graduated benefits upon attaining the age of 50 and with at least five years of credited service with a CalPERS employer. The service retirement benefit is a monthly allowance equal to the product of the benefit factor (2.7% at 55 for Classic members or 2% at 62 for PEPRA members), years of service, and final compensation (monthly average of member's highest 12 or 36 (for new members) consecutive months' full-time equivalent monthly pay). The service retirement benefit final compensation for this group is not capped for Classic members. PEPRA members have an annual compensation limit on reportable earnings. The compensation limit for calendar year 2018 is $121,388 for employees covered by Social Security and is adjusted annually with the CPI for all Urban Consumers.

Safety Plan

Participants in this plan are eligible for service retirement upon attaining the age of 50 and with at least five years of credited service with a CalPERS employer. The service retirement benefit is a monthly allowance equal to the product of the benefit factor (3% at 50 for Classic members or 2.7% at 57 for new members), years of service, and final compensation. For Classic Fire Safety employees, the final compensation is the monthly average of member's highest 36 consecutive months' full-time equivalent monthly pay for both Classic and new members, and for Classic Police Safety employees, it is the monthly average of the member's highest 12 or 36 (for new members) consecutive months' full-time equivalent monthly pay.

The service retirement benefit for the Safety Plan group is capped at 90% of final compensation for the Classic members. PEPRA members have an annual compensation limit on reportable earnings. The compensation limit for calendar year 2018 is $145,666 for employees not covered by Social Security and is adjusted annually with the CPI for all Urban Consumers.

The Plans provisions and benefits in effect at June 30, 2018 are summarized as follows:

	Miscellaneous		Safety	
Hire date	Prior to January 1, 2013	On or After January 1, 2013	Prior to January 1, 2013	On or After January 1, 2013
Benefit formula	2.7% @ 55	2.0% @ 62	3.0% @ 50	2.7% @ 57
Benefit vesting schedule	5 years service	5 years service	5 years service	5 years service
Benefit payments	monthly for life	monthly for life	monthly for life	monthly for life
Retirement age	50 - 55	52 - 67	50	50 - 57
Monthly benefits, as a % of eligible compensation	2.00% - 2.70%	1.00% - 2.50%	3.00%	2.00% - 2.70%
Required employee contribution rates	8.00%	5.75%		
Public Safety - Fire			9.00%	10.50%
Public Safety - Police			9.00%	10.50%
Required employer contribution rates	9.893%	9.893%	19.184%	19.184%
Required unfunded liability contribution	$14,760,225		$11,575,587	

NOTE 13 – RETIREMENT PLAN – DEFINED BENEFIT PENSION PLAN (continued)

Beginning in fiscal year 2015-16, CalPERS collects employer contributions for the Plan as a percentage of payroll for the normal cost portion as noted in the rates above and as a dollar amount for contributions toward the unfunded liability. The dollar amounts are billed on a monthly basis. The City's required contribution for the miscellaneous plan's unfunded liability was $14,760,225 in fiscal year 2017-18. The City's required contribution for the safety plan's unfunded liability was $11,575,587 in fiscal year 2017-18.

Employees Covered

At the valuation date, June 30, 2016, the following employees were covered by the benefits terms for each Plan:

	Miscellaneous	Safety
Inactive employees or beneficiaries currently receiving benefits	903	447
Inactive employees entitled to but not yet receiving benefits	408	57
Active employees	636	286
Total	1,947	790

C. Contributions

Section 20814(c) of the California Public Employees' Retirement Law requires that the employer contribution rates for all public employers are determined on an annual basis by the actuary and shall be effective on the July 1 following notice of a change in the rate. Funding contributions for both Plans are determined annually on an actuarial basis as of June 30 by CalPERS. The actuarially determined rate is the estimated amount necessary to finance the costs of benefits earned by employees during the year, with an additional amount to finance any unfunded accrued liability. The City is required to contribute the difference between the actuarially determined rate and the contribution rate of employees. For the year ended June 30, 2018, the City's contributions to the miscellaneous and safety plans were $25,256,224 and $22,002.506, respectively.

D. Net Pension Liability

The City's net pension liability for each Plan is measured as the total pension liability, less the pension plans' fiduciary net position. The net pension liability of each of the Plans is measured as of June 30, 2017, using an annual actuarial valuation as of June 30, 2016 rolled forward to June 30, 2017 using standard update procedures. A summary of principal assumptions and methods used to determine the net pension liability is shown below.

NOTE 13 – RETIREMENT PLAN – DEFINED BENEFIT PENSION PLAN (continued)

	All Plans
Valuation Date	June 30, 2016
Measurement Date	June 30, 2017
Actuarial Cost Method	Entry-Age Normal Cost Method
Actuarial Assumptions:	
Discount Rate (3)	7.15%
Inflation	2.75%
Payroll Growth	3.00%
Projected Salary Increase	Varies by Entry-Age and Service
Investment Rate of Return (1)	7.15%
Post Retirement Benefit Increase	Contract COLA up to 2.75% until Purchasing Power applies, 2.75% thereafter
Mortality (2)	Derived using CalPERS' membership data for all funds

(1) Net of pension plan investment and administrative expenses; including inflation

(2) The morality table used was developed based on CalPERS' specific data. The table includes 20 years of morality improvement using Society of Actuaries Scale BB. For more details on this table, please refer to the CalPERS' 2014 experience study report available on CalPERS' website

(3) Change in Assumptions: In 2017, the accounting discount rate was reduced from 7.65% to 7.15%

The underlying mortality assumptions and all other actual assumption used in the June 30, 2016 valuation were based on the results of a January 2014 actuarial experience study for the prior 1997 to 2011. Further details of the Experience Study can be found on the CalPERS website under Actual Assumptions.

Discount Rate

The discount rate used to measure the total pension liability was 7.15%. To determine whether the municipal bond rate should be used in the calculation of a discount rate for each plan, CalPERS stress tested plans that would most likely result in a discount rate that would be different from the actuarially assumed discount rate. The tests revealed the assets would not run out. Therefore, the current 7.15% discount rate is appropriate and the use of the municipal bond rate calculation is not deemed necessary. The long term expected discount rate of 7.15% is applied to all plans in the Public Employees' Retirement Fund (PERF). The cash flows used in the testing were developed assuming that both members and employers will make their required contributions on time and as scheduled in all future years. The stress test results are presented in a detailed report called "GASB Crossover Testing Report" that can be obtained at CalPERS website under the GASB 68 section.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class.

In determining the long-term expected rate of return, CalPERS took into account both short-term and long-term market return expectations as well as the expected pension fund (PERF) cash flows. Taking into

NOTE 13 – RETIREMENT PLAN – DEFINED BENEFIT PENSION PLAN (continued)

account historical returns of all the Public Employees Retirement Funds' assets classes (which includes the agent plan and two cost-sharing plans, or PERF A, B and C funds), expected compound (geometric) returns were calculated over the short-term (first 10 years) and the long-term (11-60 years) using a building-block approach. Using the expected nominal returns for both short-term and long-term, the present value of benefits was calculated for each PERF fund. The expected rate of return was set by calculating the single equivalent expected return that arrived at the same present value of benefits for cash flows as the one calculated using both short-term and long-term returns. The expected rate of return was then set equal to the single equivalent rate calculated above and rounded down to the nearest one quarter of one percent.

The table below reflects the long-term expected real rate of return by asset class. The rate of return was calculated using the capital market assumptions applied to determine the discount rate and asset allocation. The target allocation shown was adopted the CalPERS Board effective on July 1, 2014.

Asset Class	Current Target Allocation	Real Return Years 1 - 10 (1)	Real Return Years 11+ (2)
Global Equity	47.00%	4.90%	5.38%
Global Fixed Income	19.00%	0.80%	2.27%
Inflation Sensitive	6.00%	0.60%	1.39%
Private Equity	12.00%	6.60%	6.63%
Real Estate	11.00%	2.80%	5.21%
Infrastructure and Forestland	3.00%	3.90%	5.36%
Liquidly	2.00%	-0.40%	-0.90%
	100.00%		

(1) An expected inflation of 2.5% used for this period.
(2) An expected inflation of 3.0% used for this period.

In December 2016, CalPERS' Board of Directors voted to lower the discount rate used in its actuarial valuations from 7.5% to 7.0% over three fiscal years, beginning in fiscal year 2018. The change in the discount rate will affect the contribution rates for employers beginning in fiscal year 2019, and result in increases to employers' normal cost and unfunded actuarial liabilities.

NOTE 13 – RETIREMENT PLAN – DEFINED BENEFIT PENSION PLAN (continued)

E. Changes in the Net Pension Liability

The changes in the Net Pension Liability for each Plan follows:

Miscellaneous Plan:

	Increase (Decrease)		
	Total Pension Liability	Plan Fiduciary Net Position	Net Pension Liability/(Asset)
Balance at June 30, 2016 measurement date	$ 639,763,768	$ 397,796,602	$ 241,967,166
Changes in the year:			
Service cost	11,975,850	-	11,975,850
Interest on the total pension liability	47,384,580	-	47,384,580
Changes of benefit terms	-	-	-
Changes of assumptions	37,018,109	-	37,018,109
Differences between expected and actual experience	(2,176,270)	-	(2,176,270)
Plan to plan resource movement	-	-	-
Contributions - employer	-	22,015,885	(22,015,885)
Contributions - employees	-	5,247,078	(5,247,078)
Net investment income	-	44,308,442	(44,308,442)
Benefit payments, including refunds of employee contributions	(35,744,281)	(35,744,281)	-
Administrative expense	-	(587,320)	587,320
Net changes	58,457,988	35,239,804	23,218,184
Balance at June 30, 2017 measurement date	$ 698,221,756	$ 433,036,406	$ 265,185,350

NOTE 13 – RETIREMENT PLAN – DEFINED BENEFIT PENSION PLAN (continued)

Safety Plan:

	Increase (Decrease)		
	Total Pension Liability	Plan Fiduciary Net Position	Net Pension Liability/(Asset)
Balance at June 30, 2016 measurement date	$ 668,790,729	$ 446,012,109	$ 222,778,620
Changes in the year:			
Service cost	13,111,358	-	13,111,358
Interest on the total pension liability	49,741,737	-	49,741,737
Changes of benefit terms	-	-	-
Changes of assumptions	40,842,398	-	40,842,398
Differences between expected and actual experience	(1,814,831)	-	(1,814,831)
Plan to plan resource movement	-	-	-
Contributions - employer	-	19,580,881	(19,580,881)
Contributions - employees	-	4,913,868	(4,913,868)
Net investment income	-	49,621,113	(49,621,113)
Benefit payments, including refunds of employee contributions	(37,370,686)	(37,370,686)	-
Administrative expense	-	(658,507)	658,507
Net changes	64,509,976	36,086,669	28,423,307
Balance at June 30, 2017 measurement date	$ 733,300,705	$ 482,098,778	$ 251,201,927
Combined Total	$ 1,431,522,461	$ 915,135,184	$ 516,387,277

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following presents the net pension liability of the City for each Plan, calculated using the discount rate for each Plan, as well as what the City's net pension liability would be if it were calculated using a discount rate that is 1-percentage point lower or 1-percentage point higher than the current rate:

	Miscellaneous	Safety
1% Decrease	6.15%	6.15%
Net Pension Liability	$ 353,276,969	$ 349,597,462
Current Discount Rate	7.15%	7.15%
Net Pension Liability	$ 265,185,350	$ 251,201,927
1% Increase	8.15%	8.15%
Net Pension Liability	$ 191,832,442	$ 170,451,693

Pension Plan Fiduciary Net Position

Detailed information about each pension plan's fiduciary net position is available in the separately issued CalPERS financial reports.

NOTE 13 – RETIREMENT PLAN – DEFINED BENEFIT PENSION PLAN (continued)

F. Pension Expenses and Deferred Outflows/Inflows of Resources Related to Pensions

For the year ended June 30, 2018, the City recognized pension expense of $34,338,846 for the Miscellaneous Plan and $31,402,864 for the Safety Plan.

At June 30, 2018, the City reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

Miscellaneous Plan:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Pension contribution subsequent to measurement date	$ 25,256,224	$ -
Changes of assumptions	24,678,739	-
Differences between expected and actual experience	-	(2,153,804)
Net differences between projected and actual earnings on pension plan investments	5,500,592	-
Total	$ 55,435,555	$ (2,153,804)

Safety Plan:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Pension contribution subsequent to measurement date	$ 22,002,506	
Changes of assumptions	31,560,035	(3,214,242)
Differences between expected and actual experience	-	(4,299,691)
Net differences between projected and actual earnings on pension plan investments	6,492,491	-
Total	$ 60,055,032	$ (7,513,933)
Combined Total	$ 115,490,587	$ (9,667,737)

NOTE 13 – RETIREMENT PLAN – DEFINED BENEFIT PENSION PLAN (continued)

The reported $25,256,224 for the Miscellaneous Plan and $22,002,506 for the Safety Plan deferred outflows of resources related to contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability in the year ended June 30, 2019. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pension will be recognized as pension expense as follows:

Measurement Period Ended June 30	Miscellaneous Plan Annual Amortization	Safety Plan Annual Amortization
2018	$ 10,582,494	$ 4,180,579
2019	18,318,146	15,057,243
2020	2,391,861	11,401,940
2021	(3,266,974)	(101,169)

NOTE 14 – RETIREMENT PLAN - DEFINED CONTRIBUTION PLAN

The City's Public Agency Retirement System Plan (PARS Plan) is a compulsory retirement plan that qualifies under Section 401 of the Internal Revenue Code covering City employees who are not members of CalPERS. Under the provisions of the PARS Plan, the City makes no contributions; however, all administrative costs of the plan are funded by the City. The PARS Plan administrator is Phase II Systems. The total assets of the PARS Plan are held in trust for the employees and are not included in the City's assets or equity.

NOTE 15 – DEFERRED COMPENSATION PLAN

The City offers its employees a deferred compensation plan created in accordance with Internal Revenue Code Section 457. The plan, available to all City employees, permits employees to defer a portion of their salary until future years. The deferred compensation is not available to employees until termination, retirement, death or unforeseeable emergency.

The laws governing deferred compensation plan assets require plan assets to be held by a Trust for the exclusive benefit of plan participants and their beneficiaries. Since the assets held under these plans are not the City's property and are not subject to City control, they have been excluded from these financial statements.

NOTE 16 – OTHER POST EMPLOYMENT BENEFITS

A. Plan Description

The City's single-employer defined benefit Other Post Employment Benefit (OPEB) Plan Trust Fund, which was established by City Council in fiscal year 2007-08 in accordance with GAAP, provides reimbursements to retirees for qualified expenses. Employees who have retired from the City with at least ten years of service and meet certain criterion based upon retirement date, household income in the most recent calendar year and age are entitled to reimbursements for qualified expenses. Annual maximum reimbursement amounts differ depending on when an employee retired from City service. The majority of retirees may be eligible for a maximum of $4,170 in annual reimbursements. Amendments to benefit provisions are negotiated by the various bargaining units at the City and must be approved by Council. In fiscal year 2007-

NOTE 16 – OTHER POST EMPLOYMENT BENEFITS (continued)

08, the City established an irrevocable exclusive agent multiple-employer defined benefit trust which is administered by Public Agency Retirement Services (PARS). The City is the Plan administrator, and PARS administers the investment trust for the City's Plan. The trust is used to accumulate and invest assets necessary to reimburse retirees. Separate financial reports are issued by PARS for the OPEB Plan Trust. The report can be obtained by writing to PARS at 4350 Von Karman Avenue, Suite 100, Newport Beach, CA 92660, or by calling 1-800-540-6369.

For purposes of measuring the net OPEB liability, deferred outflows of resources and deferred inflows of resources related to OPEB, and OPEB expense, information about the fiduciary net position of the OPEB plan and additions to and deduction from the OPEB's fiduciary net position have been determined on the same bases. For this purpose OPEB benefit payments are recognized when currently due and payable in accordance with the benefits terms. Investments are report at fair value.

Generally accepted accounting principles require that the reporting results must pertain to liability and asset information within certain defined timeframes. For the fiscal year 2017-18 the following time frames were used.

Measurement Date	June 30, 2018
Measurement Period	July 1, 2017 to June 30, 2018
Actuarial valuation date (1)	June 30, 2016

(1) Update procedures were used to roll forward the Total OPEB Liability from the valuation date to the measurement date.

B. Plan Membership

As of June 30, 2018, membership in the plan consisted of the following:

	Number of Covered Employees
Inactive employees currently receiving benefits	635
Inactive employees entitled to but not yet receiving benefit payments	196
Active employees	996
Total	1,827

C. Contributions

The OPEB Plan trust annual contributions are based upon actuarial determine contributions. The contribution requirements are established and may be amended by the City Council. Plan members do not make contributions to the plan; the plan is funded entirely by employer contributions. For the fiscal year ending June 30, 2018 the City cash contributions were $5,387,417 in payments to the trust and the estimated implied subsidy was $912,000 resulting in total payments of $6,299,417.

NOTE 16 – OTHER POST EMPLOYMENT BENEFITS (continued)

D. Net OPEB Liability

The City's net OPEB liability was measured as of June 30, 2018 and the total OPEB liability used to calculate the Net OPEB liability was determined by an actuarial valuation dated June 30, 2016, rolled forward to June 30, 2018 using standard actuarial methods, based on the following actuarial methods and assumptions:

Actuarial Assumptions

Significant Actuarial Assumptions Used in Total OPEB Liability

Actuarial Assumption	June 30, 2018 Measurement Date
Actuarial valuation date	June 30, 2016
Discount rate	5.25% at June 30, 2018 Crossover analysis showed benefit payments always fully
Inflation	3.00%
Salary increases	Aggregate -3%
Investment rate of return	5.25% at June 30, 2018
Funding policy	Full pre-funding to PARS trust PARS portfolio: Moderately Conservative
Mortality, Disability, Termination, and Retirement	CalPERS 1997-2011 Experience Study
Mortality Improvement	Mortality improvement projection with Scale MP-14 with 15 year convergence in 2022
Healthcare cost trend rates	Non-Medicare - 6.5% for 2018 scaling down to 5.0% for year Medicare - 6.7% for 2018 scaling down to 5.0% for year 2021
Healthcare participation for future retirees - Cash subsidy	Currently covered: 80% Waived: 60%

E. Investments Rate of Return

For the year ended June 30, 2018, the annual money-weighted rate of return on investment was 3.26%, net of investment expense. The money-weighted rate of return expresses investment performance, net of investment expense, adjusted for the changing amounts actually invested.

NOTE 16 – OTHER POST EMPLOYMENT BENEFITS (continued)

F. Discount Rate

The discount rates used to measure the total OPEB liability were 5.25% as of June 30, 2018. The projection of cash flows used to determine the discount rate assumed that City contributions will be made at rate equal to the actuarially determined contributions rates. Based on those assumptions, the OPEB plan's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefor the long-term expected rate of return on OPEB plan investments was applied to all periods of projected benefit payments to determine the total OPEB liability.

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return
Mutual Funds - Equity	30%	4.82%
Mutual Funds - Fixed Income	65%	1.47%
Cash and equivalent	5%	0.06%
	100%	
Expected Inflation		3.00%
Discount Rate		5.25%

G. Changes in the OPEB Liability

The changes in the Net OPEB liability and Fiduciary Net Position are as follows:

Net OPEB Liability (In Thousands)	2018	2017
Total OPEB Liability	$ 65,516	$ 63,011
Fiduciary Net Position	(18,945)	(15,228)
Net OPEB Liability	$ 46,571	$ 47,783
Plan Fiduciary Net Position as a percentage of the Total OPEB Liability	28.9%	24.2%

NOTE 16 – OTHER POST EMPLOYMENT BENEFITS (continued)

The changes in Net OPEB details as follow:

Changes in Net OPEB Liability
(In Thousands)

	Increase (Decrease)		
	Total OPEB Liability	Plan Fiduciary Net Position	Net Pension Liability/(Asset)
Balance at June 30, 2017 measurement date	$ 63,011	$ 15,228	$ 47,783
Changes in the year:			
Service cost	2,198	-	2,198
Interest	3,343	-	3,343
Contributions - employer [1]	-	6,300	(6,300)
Net investment income	-	524	(524)
Benefit payments	(3,036)	(3,036)	-
Administrative expense	-	(71)	71
Net changes	2,505	3,717	(1,212)
Balance at June 30, 2018 measurement date	$ 65,516	$ 18,945	$ 46,571

(1) Includes implied subsidy of $912

H. Sensitivity of the Net OPEB Liability to Changes in the Discount Rate

The following table presents the net OPEB liability of the Plan as of June 30, 2018, calculated using the discount rate of 5.25%, as well as what the plan's net OPEB liability would be if it were calculated using a discount rate that is 1% point lower or 1% point higher than the current rate.

Sensitivity of Net OPEB Liability to Changes in Discount Rate
(In Thousands)

	1% Decrease (4.25%)	Current Rate (5.25%)	1% Increase (6.25%)
Net OPEB Liability	$ 55,312	$ 46,571	$ 39,440

NOTE 16 – OTHER POST EMPLOYMENT BENEFITS (continued)

I. Sensitivity of the Net OPEB Liability to Healthcare Cost Trend Rates

The following table presents the net OPEB liability of the City, as of June 30, 2018, as well as what the City's net OPEB liability would be if it were calculated using healthcare cost trend rates that are 1% point lower or 1% point higher than the current rate.

Sensitivity of Net OPEB Liability to Changes in Healthcare Care Trend Rates
(In Thousands)

	1% Decrease (5.5% Non-Medicare 5.7% Medicare decreasing to 5.0%)	Current Rate (6.5% Non-Medicare 6.7% Medicare decreasing to 5.0%)	1% Increase (7.5% Non-Medicare 7.7% Medicare decreasing to 5.0%)
Net OPEB Liability	$ 37,573	$ 46,571	$ 57,836

J. OPEB Expense and Deferred Outflows and Inflows of Resources Related to OPEB

For the year ended June 30, 2018, the City recognized OPEB expense as follows:

OPEB Expense
(In Thousands)

	2018
Fund level expense	$ 5,387
Actuarial Expense	(585)
OPEB Expense	$ 4,802

As of fiscal year ended June 30, 2018 the City reported deferred outflows as of resources related to OPEB from the following sources.

Deferred Outflows and Inflows Balance
(In Thousands)

	Deferred Outflows of Resources	Deferred Inflows of Resources
Net differences between projected and actual earnings on OPEB plan investments	$ 286	$ -
Total	$ 286	$ -

NOTE 16 – OTHER POST EMPLOYMENT BENEFITS (continued)

Other amounts reported as deferred outflows of resources related to OPEB will be recognized as expense as follows:

Recognition of Deferred Outflows and Inflows of Resources in Future OPEB Expense (In Thousands)

For the Year ending June 30	Amount
2019	$ 72
2020	72
2021	72
2022	70

NOTE 17 – ELECTRIC UTILITY - SILICON VALLEY POWER (SVP)

The City's Electric Utility Department provides electricity to City residents and businesses under the name Silicon Valley Power (SVP).

A. Long-term Power Purchase Contracts

The City purchases wholesale electric power from various participants of the Western Systems Power Pool (WSPP), NCPA, MSR Public Power Agency (Note 12), Western Area Power Administration, and other sources to supply the power requirements of the City's electric utility customers. The City actively manages the financial risks inherent in these long-term contracts, including the risks arising from the changing spot market prices that move above and below the contract prices and from contract disputes that may arise from time to time. The cost of power is included in enterprise fund materials, services and supplies expense.

B. Restructuring of the California Electric Industry

Deregulation Legislation and Direct Access

The passage of AB1890 in 1998 triggered fundamental changes in the structure of the electric industry in California. Generally, AB1890 provided for creation of the California Power Exchange (Cal PX), which was to be a clearinghouse for energy transactions among investor-owned utilities, independent generators and power marketers, who in turn would serve so called direct-access customers. AB1890 also created the California Independent System Operator (CAISO), which was to manage the state's bulk transmission grid.

However, in 2000 and 2001, the price of electricity at the Cal PX became extremely high, and investor-owned utilities were unable to pay for the energy that they needed from the Cal PX. Eventually the Cal PX filed for bankruptcy and was dismantled. Investor-owned utility PG&E and several energy marketers would also file for bankruptcy and over a decade of litigation ensued.

The CAISO, however, continues to manage the state's bulk electric system and the day-ahead and day-of markets, and it has implemented various price controls and tariffs in an effort to avoid repeating the mistakes of 2000 and 2001. Along with balancing control area responsibility, the CAISO has also announced that it will take on the role of reliability coordinator for the region.

NOTE 17 – ELECTRIC UTILITY – SILICON VALLEY POWER (SVP) (continued)

Energy Wholesale Trading and Risk Management

SVP participates in the wholesale gas and power market and the CAISO's centralized market. Since CAISO's Market Redesign and Technology Upgrade (MRTU), CAISO has become the ultimate buyer and seller in the California day ahead market. Therefore, SVP engages in the trading of commodity forward contracts (gas and electric energy contracts) to secure fuel supply and hedge daily power purchase/sales from/to CAISO. Activities during the fiscal year were substantially considered hedging transactions and, as such, have been accounted for using the settlement method of accounting. Accordingly, related gross purchases and sales totaling $35.4 million and $35 million, respectively, for fiscal year ended June 30, 2018, have been separately reported on the statement of revenues, expenses and changes in net position.

The restructured electric wholesale market exposes SVP to various risks including market, credit and operational risks. Active and effective management of these risks associated with the power trading activity is critical to its continued success and contribution to the entire utility. A Risk Management Committee, separate from the units that create the risk exposures, overseen by a Risk Oversight Committee that reports ultimately to the City Council, administers and monitors compliance with the risk policies and procedures on a regular basis. The City and SVP believe that it has the resource commitment, and effective policies and procedures, and is continuing to improve the control structure and oversight for evaluating and controlling the market and credit risks to which it is exposed.

Credit Arrangements

The City of Santa Clara electric utility maintains credit policies, procedures, and systems that help mitigate credit risk and minimize overall credit risk exposure. The policies include transacting only with investment grade counterparties, evaluating potential counterparties' financial condition and assigning credit limits as applicable. These credit limits are established based on risk and return considerations under terms customarily available in the industry. Additionally, SVP is a signatory to the WSPP netting agreement supplement and otherwise, enters into master netting arrangements whenever possible and, where appropriate, obtains collateral prior to trade execution. Master netting agreements incorporate rights of setoff that provide for the net settlement of subject contracts with the same counterparty in the event of default.

NOTE 18 – NET POSITION/FUND EQUITY

Net Position is measured on the full accrual basis and presented in the Government-wide Financial Statements, while Fund Balance is measured on the modified accrual basis and presented in the Governmental Funds Financial Statements.

A. Government-wide Financial Statements - Net Position

Net Position is the excess of all the City's assets and deferred outflow of resources over all its liabilities and deferred inflow of resources, regardless of fund. Net Position is divided into three captions. These captions apply only to Net Position, which is determined only at the government–wide level, and are described below:

Net investment in capital assets describes the portion of Net Position which is represented by the current net book value of the City's capital assets, less the outstanding balance of any debt issued to finance these assets.

Restricted describes the portion of Net Position which is restricted as to use by the terms and conditions of agreements with outside parties, governmental regulations, laws, or other restrictions which the City cannot

NOTE 18 – NET POSITION/FUND EQUITY (continued)

unilaterally alter. These principally include developer fees received for use on capital projects, debt service requirements, and redevelopment funds restricted to low and moderate-income purposes.

Unrestricted describes the portion of Net Position which is not restricted as to use.

B. Governmental Fund Financial Statements - Fund Balances

The City categorizes fund balance in accordance with GAAP. The following classifications describe the relative strength of the spending constraints placed on the purposes for which resources can be used:

Nonspendable Fund Balance

Amounts that cannot be spent either because they are in a nonspendable form or are required to be maintained intact.

Restricted Fund Balance

Amounts that are constrained to specific purposes by federal, state, county, local laws, or externally imposed conditions by grantors or creditors.

Committed Fund Balance

Amounts that can only be used for specific purposes pursuant to constraints imposed by the City Council, the City's highest level of decision-making authority, through resolutions. These committed amounts cannot be used for any other purpose unless the Council removes or changes the specific uses through the same type of formal action taken to establish the commitment. These Council actions must occur prior to June 30th of the applicable fiscal year.

Assigned Fund Balance

Amounts that are constrained by the City's intent are to be used for specific purposes, but are neither restricted nor committed. The City Council delegated the authority to assign amounts to be used for specific purposes to the City Manager per Ordinance 1784, September 16, 2003.

Unassigned Fund Balance

These are either residual positive net resources of the General Fund in excess of what can properly be classified in one of the other four categories in the General Fund, or negative balances in all other funds. The Unassigned Fund Balance includes the Budget Stabilization (Emergency) and Capital Projects Reserves, and other undesignated fund balances. The balances in these accounts are $55 million, $31 million, and $22 million, respectively. Additional information is described in the Stabilization Arrangement section of this note.

Under the City's encumbrance system of accounting, a portion of fund balance that has been encumbered for a specific future use is classified in the appropriate fund balance component based on the nature of the encumbrance.

NOTE 18 – NET POSITION/FUND EQUITY (continued)

Fund Balance Classification

	Major Funds			
	General Fund	Santa Clara Housing Successor	Non-Major Governmental Funds	Fund Balance June 30, 2018
Nonspendable:				
Receivables, inventory & prepaid	$ 538,259	$ -	$ -	$ 538,259
Advances to other Funds	20,108,407	-	-	20,108,407
Loans to Successor Agency	4,355,641	-	-	4,355,641
Total Nonspendable	25,002,307	-	-	25,002,307
Restricted For:				
Gas tax programs	-	-	11,348,829	11,348,829
Housing & Community		29,523,103	10,412,935	39,936,038
Maintenance districts	-	-	854,964	854,964
Operating grants	-	-	794,411	794,411
Debt service	-	-	1,487,827	1,487,827
Environmental enforcements	184,158	-	-	184,158
Parks & recreation	-	-	15,044,767	15,044,767
Streets and highway	-	-	18,003,563	18,003,563
Public safety	763,908	-	29,666	793,574
Library	141,431	-	-	141,431
Public facilities	-	-	2,209,124	2,209,124
Special assessments	-	-	1,068,343	1,068,343
Donations	289,664	-	-	289,664
Pension rate stabilization program	12,205,978	-	-	12,205,978
Storm drain	-	-	512,807	512,807
Total Restricted	13,585,139	29,523,103	61,767,236	104,875,478
Committed to:				
Housing programs	-	-	2,971,325	2,971,325
Parks & recreation	-	-	12,632,454	12,632,454
Streets and highway	-	-	4,846,319	4,846,319
Storm drain	-	-	1,576,938	1,576,938
Public safety	-	-	533,878	533,878
Library	-	-	1,305,483	1,305,483
Public facilities	-	-	16,252,170	16,252,170
Streets beautification	-	-	354,317	354,317
Building inspection	12,741,482	-	-	12,741,482
Land investment	29,085,401	-	-	29,085,401
Historical preservation	87,112	-	-	87,112
Total Committed	41,913,995	-	40,472,884	82,386,879
Assigned to:				
General Government	5,835,921	-	-	5,835,921
Community activities	1,608,087	-	-	1,608,087
Other purposes	29,261	-	-	29,261
Total Assigned	7,473,269	-	-	7,473,269
Unassigned:	107,799,790	-	-	107,799,790
Total Unassigned	107,799,790	-	-	107,799,790
Total Fund Balances	$ 195,774,500	$ 29,523,103	$ 102,240,120	$ 327,537,723

NOTE 18 – NET POSITION/FUND EQUITY (continued)

C. Fund Balance Policy

When both restricted and unrestricted funds are available for expenditure, the City's Fund Balance Policy reduces all Governmental Funds Balances in the following order: Restricted, Committed, Assigned, and Unassigned fund balances unless disallowed by City Council or legal requirements.

Stabilization Arrangement

Maintaining financial stabilization is a necessity for sound financial management and fiscal accountability. Its purpose is to ensure funds are available to cover occasional budgetary shortfalls (i.e., when general unrestricted revenues decline) or other unexpected urgent events. The City's Budget Stabilization Reserves (Emergency) and Capital Projects Reserves are maintained for these purposes. As of June 30, 2018, the Budget Stabilization and Capital Projects Reserves were $55 million and $31 million, respectively, and are a component of the General Fund's Unassigned Fund Balance.

In 1985-86, the City Council established a policy regarding the City's General Contingency Reserve, under which two separate reserves were established.

- The Budget Stabilization Reserve is set aside primarily for weathering economic downturns, emergency financial crisis, or disaster situations. The reserve target is equal to the cost of the City's General Fund operations for three months (90-days or 25% General Fund operating budget).
- The Capital Projects Reserve, earmarks funds for a five-year capital improvement program. The minimum target for this reserve is $5 million.

One of the strategic objectives on the 2017-18 Council Goals and Strategic Objectives list is to continue to replenish City reserves and maintain strong, fiscally-sound management policies of City revenues with long term goals in mind.

Pension Rate Stabilization Program Trust

In fiscal year 2016-17, the City established an irrevocable trust account with PARS to pre-fund retirement plan obligations. The contributions placed in the trust will reduce the City's net pension liability for financial purposes as required by GAAP. As of June 30, 2018, the balances in the pension rate stabilization program trust for the General Fund and Electric Fund were $12 million and $3.5 million, respectively.

NOTE 18 – NET POSITION/FUND EQUITY (continued)

D. Net Position/Fund Balance Deficits

The funds listed below had an accumulated deficit as of June 30, 2018:

Fund Name	Accumulated Deficit
Enterprise Funds:	
Cemetery	$ 3,212,457
Solid Waste	$ 1,885,537
Santa Clara Golf and Tennis Club	$ 2,997,123
Internal Service Funds:	
Special Liability Insurance Claims	$ 690,902
Workers' Compensation Insurance Claims	$ 16,723,730

The City's long term plans include construction of additional facilities that will help bring the Cemetery Enterprise Fund closer towards recovery. The Solid Waste deficit is mainly due to liabilities incurred for landfill postclosure care and is expected to be funded by charges for services in future years. The Santa Clara Golf and Tennis Club deficit is due to the lower revenues from the current year operation while the expenses remain the same as the previous fiscal year. The Workers Compensation Insurance Claims' and Special Liability Insurance Claims' Internal Service Fund accumulated deficits are expected to be offset by future charges to the General Fund and the proprietary funds.

E. Prior Period Adjustments

Management adopted the provisions of the following Governmental Accounting Standards Board (GASB) Statement, which became effective during the year ended June 30, 2018.

In June 2015, the Governmental Accounting Standards Board (GASB) issued Statement No. 75, Accounting and Financial Reporting for Postemployment Benefits Other than Pensions (GASB 75). The purpose of this statement is to improve financial reporting by state and local governments for postemployment benefits other than pensions and improve the information about financial support provided by other entities. This statement replaces Statements No. 45, Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions, as amended; and No. 57, OPEB Measurements by Agent Employers and Agent Multiple-Employer Plans.

The implementation of the above Statement required the City to make prior period adjustments. As a result, the beginning net positions of the Governmental Activities, Business-Type Activities, and the Internal Service Fund were reduced by $24,894,942, $22,888,058, and $912,655, respectively.

NOTE 19 – RISK MANAGEMENT

The City is exposed to various risks of losses related to torts, errors and omissions, general liability, injuries to employees and unemployment claims. The City currently reports all of its risk management activities in its Internal Service Funds. Claims, expenditures and liabilities are reported when it is probable that a loss

NOTE 19 – RISK MANAGEMENT (continued)

has occurred and the amount of that loss can be reasonably estimated using actuarial methods or other estimating techniques. These losses include an estimate of claims that have been incurred but not reported.

This liability is the City's best estimate based upon available information which is included in accrued liabilities.

Changes in the reported liability since June 30, 2016 resulted from the following:

	Special Liability	Workers' Compensation	Total
Liability as of June 30, 2016	$ 2,117,694	$ 23,642,145	$ 25,759,839
Claims and changes in estimates during fiscal 2017	6,433,608	1,922,425	8,356,033
Claim payments	(5,595,423)	(3,650,632)	(9,246,055)
Liability as of June 30, 2017	$ 2,955,879	$ 21,913,938	$ 24,869,817
Claims and changes in estimates during fiscal 2018	8,394,396	3,997,788	12,392,184
Claim payments	(5,890,962)	(4,632,672)	(10,523,634)
Liability as of June 30, 2018	$ 5,459,313	$ 21,279,054	$ 26,738,367
Current Claims Payable	$ 3,166,402	$ 3,191,858	$ 6,358,260
Long Term Claims Payable	2,292,911	18,087,196	20,380,107
Liability as of June 30, 2018	$ 5,459,313	$ 21,279,054	$ 26,738,367

With respect to the Special Liability accrual of $5.4 million, the City has numerous unsettled lawsuits filed or claims asserted against it as of June 30, 2018. The City has reviewed these claims and lawsuits in order to evaluate the likelihood of an unfavorable outcome to the City and to arrive at an estimate of the amount or ranges of potential loss to the City. As a result of such review, the City has categorized the various claims and lawsuits as "probable," "reasonably possible," and "remote" loss contingencies, as defined by current accounting standards.

The City has determined that the City's probable loss contingencies, which are accrued for as the estimated liability for claims and lawsuits as of June 30, 2018, are approximately $5.4 million. The final outcome of claims and lawsuits, which have been categorized as reasonably possible loss contingencies, is not presently determinable and any associated potential loss cannot be estimated. Accordingly, no provision has been made in the accompanying basic financial statements relative to the potential outcome of such claims and lawsuits. However, the ultimate resolution of such claims and lawsuits is not expected to have a material effect on the accompanying basic financial statements.

NOTE 20 – COMMITMENTS AND CONTINGENCIES

A. Electricity Purchase Contracts

The City has future commitments under electricity purchase contracts as discussed in Note 17A, and is contingently liable under joint venture agreements discussed in Note 12B.

NOTE 20 – COMMITMENTS AND CONTINGENCIES (continued)

B. Grant Programs

Amounts received or receivable from grant agencies are subject to audit and adjustment by grantor agencies, principally the federal government. Any disallowed claims, including amounts already collected, may constitute a liability of the applicable funds. The amount, if any, of expenditures that may be disallowed by the grantor cannot be determined at this time, although the City expects such amounts, if any, to be immaterial.

C. Encumbrances

The City uses encumbrances to control expenditure commitments for the year and to enhance cash management. Encumbrances represent commitments related to contracts not yet performed and purchase orders not yet filled (executory contracts; and open purchase orders). Commitments for such expenditure of monies are encumbered to reserve a portion of applicable appropriations. Encumbrances still open at year end are not accounted for as expenditures and liabilities but, rather, as restricted or committed governmental fund balance. As of June 30, 2018, total governmental fund encumbrance balances for the City are as follows:

General Fund	$	5,835,921
Nonmajor Governmental Funds		20,242,467
Total Governmental Funds	$	26,078,388

D. Bay Area Water Supply and Conservation Agency Revenue Bonds Surcharge

The City contracts with the City and County of San Francisco for the purchase of water from the Hetch Hetchy System operated by the San Francisco Public Utilities Commission (SFPUC). The City is also a member of the Bay Area Water Supply and Conservation Agency (BAWSCA) which represents the interests of all the 24 cities and water districts, as well as two private utilities, that purchase wholesale water from the SFPUC.

In 2009 the City entered into a new 25 year agreement with the SFPUC. One of the ways that the new agreement differs from the old is in how facilities constructed by the SFPUC that benefit the regional customers are treated from a rate and financial perspective. Under the old agreement, facilities were built, capitalized, and added to the rate base with a rate of return (interest), and then paid for over their useful lives through wholesale rates. Under the new agreement, the SFPUC issues revenue bonds and the debt service (which also includes an interest component) is paid for through rates over the life of the bonds.

During the transition from the old to the new contracts, one of the issues addressed was how to deal with the $370 million in assets that were still being paid for by the wholesale customers under the old agreement. The assets were transferred to the new agreement, assigned a life with an agreed upon rate of return of 5.13%. Also negotiated was a provision to allow the wholesale customers to prepay any remaining existing assets' unpaid principal balance without penalty or premium. This prepayment was executed through the issuance of bonds by BAWSCA which provide a better interest rate given the favorable rate environment.

BAWSCA issued Revenue Bonds in the principal amount of $335,780,000 in January 2013 to prepay the capital cost recovery payment obligation and fund a stabilization fund. The Bonds mature in October 2034 and are secured by surcharges to the monthly water purchase charges imposed upon the participating

NOTE 20 – COMMITMENTS AND CONTINGENCIES (continued)

members. The Bonds are not a debt obligation of any member, and BAWSCA's failure to pay its Bonds would not constitute a default by any participating member.

Should any participating member fail to pay its share, BAWSCA will rely on the stabilization fund and will pursue all legal remedies to collect the shortfall from the delinquent member. In the interim, other participating members may have their portion adjusted to insure the continued payment of the debt service surcharge.

The risk of bearing the debt service expense of a defaulting member is not significantly different than the risk each member assumes currently for fluctuations in water purchase charges. Under the Bond indenture, BAWSCA maintains a stabilization fund. If surcharge revenues collected are less than needed (due to a member's failure to pay timely), BAWSCA uses the stabilization fund to fund the debt service deficiency, and increases the surcharge in the subsequent year to make up for the prior year shortfall and reimburse the stabilization fund account. Also, given that each participating agency's governing body adopted a Resolution to participate in the Bond issue, Management believes that default is generally very unlikely.

The annual debt service surcharges are a fixed amount for each participant and are calculated by taking the subsequent fiscal year's debt service, multiplied by each participant's actual water purchase as a percent of total wholesale customer water purchases from the prior fiscal year. One-twelfth of the annual surcharge is included in the monthly bill from SFPUC. Because each participant's share of the debt service surcharge is proportional to the amount of water purchased during the prior fiscal year, the City's share of the debt service will fluctuate from year to year.

The City paid its surcharge of $681,648 during fiscal year 2017-18, which is included as a component of purchased water expenses in the Water Enterprise Fund. The surcharge for fiscal year 2018-19 is estimated to be $515,328.

E. Santa Clara Stadium Authority – Stadium Facility Rent Arbitration

Based on the changes to the projected operating and debt service expenses, the provisions for a one-time rent adjustment as described in note 6 were triggered. At the Stadium Authority Board (Board) meeting held on March 22, 2016, StadCo presented a financial model showing that a rent of $20.25 million per year is sufficient, when combined with other Authority revenues, to cover debt service and operating expenses in each of the 40 years of the Stadium Lease. The Board decided not to adjust the rent, and instead passed a motion to pursue the informal dispute resolution procedures and to proceed to the arbitration process if necessary. Thereafter, on May 3, 2016, StadCo filed for arbitration with the Stadium Authority.

On June 18, 2018, the arbitrator entered an Interim Arbitration Award in favor of the Stadium Authority and against StadCo. This award adjusted the facility rent from $24.5 million to $24.8 million, an increase of $262,000. This increase is retroactive to the first lease year resulting in a total amount owed of $1 million for the first four lease years, through March 31, 2018. In addition to the adjustment to the facility rent, the Stadium Authority will be entitled to reimbursement of its attorney's fees and other costs, the amount of which is to be determined by the arbitrator.

NOTE 21 – REDEVELOPMENT AGENCY DISSOLUTION AND SUCCESSOR AGENCY ACTIVITIES

A. Defeased Bonds

Bayshore North Project 2011 Tax Allocation Bonds

On May 11, 2011, the former RDA issued $31.41 million of Bayshore North Project 2011 Tax Allocation Bonds (RDA 2011 Bonds) with an interest rate ranging from 2% to 7.86%, and a final maturity of 2026, to finance various redevelopment activities associated with the former RDA's Bayshore North Project Area. The 2011 Bonds were defeased on June 1, 2017.

The following schedule summarizes the defeased 2011 Tax Allocation Bonds:

2011 Series	Ptincipal Issued	Date Issued	Principal Defeased	Maturities Defeased	Redemption Date
Current Interest Bonds	$ 11,440,000	May 18, 2011	$ 11,315,000	June 1, 2026	June 1, 2021
Capital Appreciation Bonds	19,971,295	May 18, 2011	5,996,353	From June 1, 2017 to June 1, 2021	NA
			10,643,264	From June 1, 2022 to June 1, 2026	June 1, 2021
	$ 31,411,295		$ 27,954,617		

B. Enforceable Obligations

AB 1484 allows the following notes to be reestablished with the approval of the Oversight Board.

Franklin Mall Cooperation and Reimbursement Reentry Agreement

The City has made long-term advances to the former RDA. On May 18, 2012, the Oversight Board authorized the Successor Agency to reenter into the Loan Agreement with the City. On May 22, 2012, the agreement to reenter into a Loan Agreement was approved by the City and the Successor Agency. The outstanding commitment from the Successor Agency totaled $2.40 million on June 30, 2018.

Agreement Reentering into Promissory Note to Facilitate Implementation of the Affordable Housing Program

The City has made long-term advances to the former RDA for implementation of the former RDA's affordable housing program. On May 18, 2012, the Oversight Board authorized the Successor Agency to reenter into the Loan Agreement with the City. On May 22, 2012, the agreement reentering into a Loan Agreement was approved by the City and the Successor Agency. The outstanding commitment from the Successor Agency totaled $1.96 million as of June 30, 2018.

NOTE 22 – SUCCESSOR AGENCY LEASE AGREEMENTS

On January 8, 2016 the City executed the Settlement Agreement for Sharma vs Successor Agency to Redevelopment Agency of the City of Santa Clara. This Settlement Agreement calls for the City to return to the Successor Agency certain properties that the former Redevelopment Agency transferred to the City prior to dissolution. The properties transferred are as follows: the Great America Theme Park Property (not including the parking lot, see Note 4B), the Hilton Hotel Property, the North/South Parking Lots, the Gateway Parcel 2 Property, the Hyatt Hotel Property (not including the ballroom, see Note 4B), the Techmart Property, and the Martinson Childcare Center Property. All the properties, other than the Martinson Childcare Center Property will be sold by the Successor Agency. Until the properties are sold the rent revenues will be used to pay the Successor Agency's enforceable obligations. The Settlement Agreement requires the City to forego the long term lease revenues generated by the properties.

A. California's Great America Theme Park Ground Lease

In June 1985, the former RDA acquired the Great America Theme Park (Theme Park) and entered into a management agreement with Kings Entertainment Company (Kings) to manage the Theme Park operations. The former RDA also entered into a Ground Lease and Assets Option Agreement (Option Agreement) with Kings Great America, Inc. (KGA), a wholly owned subsidiary of Kings.

In June 1989, the former RDA sold the Theme Park operations to Kings pursuant to the Option Agreement, as amended. The sale was effective retroactive to January 1, 1989. In addition to the Theme Park buildings, rides and equipment, Kings purchased all other operating assets and assumed all operating liabilities of the Theme Park as of January 1, 1989. Concurrent with the sale of the Theme Park, the former RDA as lessor, entered into a Ground Lease with First Refusal Purchase Rights (Ground Lease) with Kings pursuant to the Option Agreement, as amended, to lease the real property used in the operations of the Theme Park.

In August 1992, the former RDA assigned the Ground Lease to Paramount Parks, Inc. (Paramount) concurrent with Paramount's purchase of the operating assets of Kings. Paramount assumed the Ground Lease with no amendments or modifications. For the duration of the Ground Lease, and for 3 years after its expiration or termination, Paramount has the right to match any bona fide offer to buy or lease all or a portion of the leased property if the leased property is sold or leased for use as a theme park.

On May 22, 2006, Paramount's parent companies entered into a Purchase Agreement with Cedar Fair, L.P. (Cedar Fair), pursuant to which Cedar Fair agreed to purchase all of the outstanding capital stock of Paramount. Cedar Fair assumed the Ground Lease with no amendments or modifications.

The initial term of the Ground Lease expired on December 31, 2009. The Ground Lease has an option to extend for 3 additional terms of ten (10) years each. Cedar Fair exercised the first ten (10) year renewal option by letter notification to the former RDA received in December 2007. The City and Cedar Fair entered into the Fourth Amendment to Ground Lease with First Refusal Purchase Rights on January 1, 2012. Pursuant to the Fourth Amendment, Cedar Fair has additional options to extend the lease term until 2074.

The base rent under the Ground Lease is $5.3 million annually, payable in quarterly installments of $1.325 million, plus additional rent equal to the sum of 5% of the annual gross revenues of the Theme Park in excess of $56 million up to $100 million plus 7.5% of the annual gross revenues in excess of $100 million. If Cedar Fair exercises the first option to renew pursuant to the Fourth Amendment, annual base rent will increase to $5,697,500. If Cedar Fair exercises the second option to renew pursuant to the Fourth Amendment in 2054 for an additional term of 10 years, annual base rent will increase to $5,982,375. If Cedar Fair exercises the third option to renew pursuant to the Fourth Amendment in 2064 for an additional ten years, basic rent will

NOTE 22 – SUCCESSOR AGENCY LEASE AGREEMENTS (continued)

increase to $6,281,494. Lease revenues collected from July 1, 2012 to June 30, 2017 in the amount of $29,147,612 were passed on to the Successor Agency.

North South Parking Lot Revenue

Pursuant to the Fourth Amendment, Cedar Fair is allowed to use certain North South parcels adjacent to the Theme Park property for parking. Under the terms of the Ground Lease as amended by the Fourth Amendment, Cedar Fair pays annually for use of such property for parking. The lease payments for parking lots terms are from February 1 to January 31. Lease revenues collected from July 1, 2012 to June 30, 2017 in the amount of $133,000 were passed on to the Successor Agency. On May 22, 2018, the City Council authorized the City Manager to make an offer to purchase the Successor Agency-owned North South Parcel and further authorized the execution of a Purchase and Sale Agreement for the property. The transfer of the property was settled on July 24, 2018.

For the fiscal year ended June 30, 2018, Cedar Fair paid base rent of $5.3 million, additional rent of $1,181,898, and parking lot rent of $26,600.

The following schedule summarizes the approximate future minimum lease revenues to be received from the Theme Park ground lease prior to December 31, 2019, when the current option expires:

Fiscal Year	Ground Lease Amount
2019	$ 5,300,000
2020	2,650,000
Total	$ 7,950,000

B. Techmart Office Building Ground Lease

In May 1998, the former RDA entered into a long-term ground lease of the Techmart parcel with CarrAmerica. The lease has a 55 year term with options for two additional ten-year terms. The former RDA received $1 million annual rent for each of the first ten years of the lease, which lease revenues were paid by the former RDA to the City pursuant to the First Amended Cooperation Agreement. Rent increases are scheduled as follows: 10% in the eleventh year and every five years thereafter during the initial term and 15% in the first and sixth year of each option term. Under the terms of the lease, CarrAmerica assumed responsibility for all taxes and assessments levied against the Techmart parcel and the Lessor's interest in the ground lease is unsubordinated to any other financing. On July 13, 2006, CarrAmerica merged with Nantucket Acquisition, Inc., a wholly owned subsidiary of The Blackstone Group; the terms and conditions of the lease agreement remain in effect.

Lease revenues collected from July 1, 2012 to June 30, 2017 in the amount of $6,050,000 were passed on to the Successor Agency. For the fiscal year ended June 30, 2018, Lessee paid rent of $1,230,167.

The following schedule summarizes the future lease payments to be received from the Techmart lease agreement:

NOTE 22 – SUCCESSOR AGENCY LEASE AGREEMENTS (continued)

Fiscal Year	Amount
2019	$ 1,331,000
2020	1,331,000
2021	1,331,000
2022	1,331,000
2023	1,342,092
Thereafter	56,370,204
Total	$ 63,036,296

C. Hyatt Regency Hotel Ground Lease and Ballroom Lease

In April 1985, the former RDA entered into a long-term ground lease with SCCC Associates (Lessee) for the development of a certain portion of that piece of land – the Bayshore North Redevelopment Project Area, and eventual operation of a high quality hotel and related facilities, amenities and improvements including one of the Ballrooms in the Convention Center. The lease is for an initial term of 50 years. The Lessee has options to renew the lease for four additional periods of ten years each and one additional period of nine years. In 2005, SHC New Santa Clara, LLC, the successor-in-interest to SCCC Associates at that time, sold the interest to Hyatt Equities, LLC. In 2013, Hyatt Equities, LLC. sold its interest to Inland American Lodging Acquisitions, Inc.; the terms and conditions of the lease agreements remain in effect. Under the terms of the lease, the former RDA is entitled to receive a specified amount of minimum rent subject to adjustment at times specified in the lease. Lessee may also have an obligation for additional rent calculated as a predetermined percentage of the hotel gross revenues which exceed the amount specified in the lease.

The Settlement Agreement states that a portion of the ground lease payments from the Hyatt Hotel are derived from the Convention Center Ballroom space rental and are not related to the Hyatt Hotel ground lease. The Settlement Agreement states the City shall retain all revenues generated from the Ballroom Agreement starting July 1, 2015. Lease revenues collected from July 1, 2012 to June 30, 2015 in the amount of $921,270 were passed on to the Successor Agency. Additional information concerning the Ballroom Lease can be found in Note 4B.

Lease revenues collected from Hyatt from July 1, 2012 to June 30, 2017 in the amount of $8,654,573 were passed on to the Successor Agency. For the fiscal year ended June 30, 2018, Lessee paid minimum rent of $400,000 and $1,625,545 in the additional rent.

NOTE 22 – SUCCESSOR AGENCY LEASE AGREEMENTS (continued)

The following schedule summarizes the approximate minimum future revenues to be received from this lease:

Fiscal Year	Ground Lease Amount
2019	$ 400,000
2020	400,000
2021	400,000
2022	400,000
2023	400,000
Thereafter	4,733,333
Total	$ 6,733,333

D. Hilton Hotel Ground Lease

In July 1999, the former RDA entered into a long-term ground lease with Santa Clara Hotel, LLC (Lessee) for the development of a certain portion of that piece of land – the North Parcel, and eventual operation of a high quality hotel and related facilities, amenities and improvements (Hilton Hotel). The lease is for an initial term of 55 years. The Lessee has options to renew the lease for three additional periods of ten years. Under the terms of the lease, the former RDA is entitled to receive a specified amount of minimum rent subject to adjustment at times specified in the lease. Beginning with the third lease year, the former RDA is also entitled to receive additional rent at an amount equal to a specified percentage of the gross revenues if the hotel exceeds the total amount of minimum rent for the applicable lease year.

On June 13, 2017, the Successor Agency adopted a Resolution authorizing the City Manager/Executive Officer to execute a Purchase and Sale Agreement with Ontario Airport hotel Corporation for the sale of Santa Clara Hilton Parcel located at 4949 Great America Parkway (Property) and all documents necessary to accomplish the transfer of the property. The transaction was authorized by the Oversight Board on June 30, 2017. The transfer of the property was settled on July 18, 2017.

Lease revenues collected from July 1, 2012 to July 31, 2017 in the amount of $4,772,501 were passed on to the Successor Agency.

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Required Supplementary Information

CITY OF SANTA CLARA
REQUIRED SUPPLEMENTARY INFORMATION

This part of the City of Santa Clara's Comprehensive Annual Report provides detailed information to better understand the data presented within the financial statements and note disclosures.

SCHEDULE OF CHANGES IN THE NET PENSION LIABILITY AND RELATED RATIOS

Discloses the changes and components of the net pension liability and related ratios, including the pension plan's fiduciary net position as a percentage of the total pension liability, and the net pension liability as a percentage of covered payroll.

SCHEDULE OF PLAN CONTRIBUTIONS - PENSION PLAN

Contains information of the employer's contractually required contribution rates, contributions to the pension plan and related ratios.

SCHEDULE OF CHANGES IN THE NET OPEB LIABILITY AND RELATED RATIOS

Discloses the changes and components of the net OPEB liability and related ratios, including OPEB's Plan Trust Fund net position as a percentage of the total OPEB liability, and the net OPEB liability as a percentage of covered employee payroll.

SCHEDULE OF PLAN CONTRIBUTIONS - OPEB PLAN

Contains information of the employer's contractually required contribution rates, contributions to the OPEB Plan and related ratios.

SCHEDULE OF INVESTMENT RETURNS - OPEB PLAN TRUST FUND

Contains information for the money-weighted rate of return for the OPEB Plan Trust Fund.

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES - BUDGET AND ACTUAL

Presents the accompanying budget and actual comparison schedules in accordance with the budgetary process.

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CITY OF SANTA CLARA

SCHEDULE OF CHANGES IN THE NET PENSION LIABILITY AND RELATED RATIOS

MISCELLANEOUS PLAN, AN AGENT MULTIPLE-EMPLOYER DEFINED BENEFIT PENSION PLAN

Last Ten Fiscal Years for the Measurement Periods Ended June 30 (1)

Miscellaneous Plan

	2017	2016	2015	2014
Total Pension Liability				
Service cost	$ 11,975,850	$ 10,415,730	$ 9,909,421	$ 10,345,749
Interest	47,384,580	46,283,869	44,755,550	42,969,016
Changes of assumptions	37,048,109	-	(10,233,178)	-
Differences between expected and actual experience	(2,176,270)	(2,265,081)	108,957	-
Benefit payments, including refunds of employee contributions	(35,744,281)	(33,491,738)	(31,858,297)	(29,847,146)
Net change in total pension liability	58,487,988	20,942,780	12,682,453	23,467,619
Total pension liability - beginning	639,763,768	618,820,988	606,138,535	582,670,916
Total pension liability - ending	$ 698,251,756	$ 639,763,768	$ 618,820,988	$ 606,138,535
Plan Fiduciary Net Position				
Contributions - employer	$ 22,015,885	$ 18,464,042	$ 15,625,285	$ 14,887,751
Contributions - employee	5,247,078	5,151,548	4,755,791	5,439,513
Net investment income	44,308,442	2,186,435	9,037,882	61,358,126
Benefit payments, including refunds of employee contributions	(35,744,281)	(33,491,738)	(31,858,297)	(29,847,146)
Plan to plan resource movement	-	(788)	(368)	-
Administrative expense	(587,320)	(247,274)	(457,051)	-
Net change in plan fiduciary net position	35,239,804	(7,937,775)	(2,896,758)	51,838,244
Plan fiduciary net position - beginning	397,796,602	405,734,377	408,631,135	356,792,891
Plan fiduciary net position - ending	$ 433,036,406	$ 397,796,602	$ 405,734,377	$ 408,631,135
Net Pension Liability - ending	$ 265,215,350	$ 241,967,166	$ 213,086,611	$ 197,507,400
Plan fiduciary net position as a percentage of the total pension liability	62.02%	62.18%	65.57%	67.42%
Covered payroll	$ 64,427,859	$ 61,287,024	$ 57,336,229	$ 57,193,591
Net pension liability as percentage of covered payroll	411.60%	394.81%	371.64%	345.33%

Notes to schedule:

(1) Fiscal year 2014-15 was the first year of implementation.

Benefit changes: The figures above do not include any liability impact that may have resulted from plan changes which occurred after June 30, 2016.

Changes in assumptions: In 2017, the accounting discount rate reduced from 7.65% to 7.15%. In 2016, there were no changes. In 2015, amounts reported reflect a discount rate adjustment from 7.5% (net of administrative expenses) to 7.65% (without a reduction for pension plan administrative expenses). In 2014, amounts reported were based on the 7.5% discount rate.

CITY OF SANTA CLARA

SCHEDULE OF PLAN CONTRIBUTIONS

MISCELLANEOUS PLAN, AN AGENT MULTIPLE-EMPLOYER DEFINED BENEFIT PENSION PLAN

Last Ten Fiscal Years Ended June 30 [1]

Miscellaneous Plan	2018	2017	2016	2015
Actuarially determined contribution	$ 25,256,224	$ 21,613,984	$ 18,543,534	$ 15,257,771
Contributions in relation to the actuarially determined contributions	(25,256,224)	(21,613,984)	(18,543,534)	(15,257,771)
Contribution deficiency (excess)	$ -	$ -	$ -	$ -
Covered payroll	$ 75,515,390	$ 71,285,526	$ 61,942,363	$ 58,051,406
Contributions as a percentage of covered payroll	33.45%	30.32%	29.94%	26.28%
Notes to schedule				
Valuation date	6/30/2015	6/30/2014	6/30/2013	6/30/2012

Methods and assumptions used to determine contribution rates:

Actuarial cost method	Entry age normal
Amortization method	Level percentage of payroll, closed
Remaining amortization period	28 years as of valuation date
Asset valuation method	5-year smoothed market
Inflation	2.75%
Salary increases	3.2% to 12.2% depending on age, service, and type of employment
Investment rate of return	7.5%, net of pension plan investment and administrative expenses; includes inflation
Retirement age	The probabilities of Retirement are based on the 2014 CalPERS Experience Study for the period from 1997 to 2011
Mortality [2]	Derived using CalPERS' Membership Data for all Funds

(1) Fiscal year 2014-15 was the first year of implementation.

(2) The probabilities of mortality are based on the 2014 CalPERS Experience Study for the period from 1997 to 2011. Pre-retirement and post-retirement mortality rates include 20 years of projected mortality improvement using Scale BB published by the Society of Actuaries.

CITY OF SANTA CLARA

SCHEDULE OF CHANGES IN THE NET PENSION LIABILITY AND RELATED RATIOS

SAFETY PLAN, AN AGENT MULTIPLE-EMPLOYER DEFINED BENEFIT PENSION PLAN

Last Ten Fiscal Years for the Measurement Periods Ended June 30 (1)

Safety Plan

	2017	2016	2015	2014
Total Pension Liability				
Service cost	$ 13,111,358	$ 10,985,005	$ 10,678,931	$ 10,748,085
Interest	49,741,737	48,410,844	46,944,730	45,454,864
Changes of assumptions	40,842,398	-	(11,249,844)	-
Differences between expected and actual experience	(1,814,831)	(3,491,487)	(3,604,245)	-
Benefit payments, including refunds of employee contributions	(37,370,686)	(35,868,203)	(34,372,454)	(33,072,631)
Net change in total pension liability	64,509,976	20,036,159	8,397,118	23,130,318
Total pension liability - beginning	668,790,729	648,754,570	640,357,452	617,227,134
Total pension liability - ending	$ 733,300,705	$ 668,790,729	$ 648,754,570	$ 640,357,452
Plan Fiduciary Net Position				
Contributions - employer	$ 19,580,881	$ 16,679,012	$ 14,692,277	$ 12,839,821
Contributions - employee	4,913,868	4,376,079	4,079,023	4,866,079
Net investment income	49,621,113	2,362,110	10,236,992	70,347,760
Benefit payments, including refunds of employee contributions	(37,370,686)	(35,868,203)	(34,372,454)	(33,072,631)
Plan to plan resource movement	-	788	-	-
Administrative expense	(658,507)	(279,579)	(516,273)	-
Net change in plan fiduciary net position	36,086,669	(12,729,793)	(5,880,435)	54,981,029
Plan fiduciary net position - beginning	446,012,109	458,741,902	464,622,337	409,641,308
Plan fiduciary net position - ending	$ 482,098,778	$ 446,012,109	$ 458,741,902	$ 464,622,337
Net Pension Liability - ending	$ 251,201,927	$ 222,778,620	$ 190,012,668	$ 175,735,115
Plan fiduciary net position as a percentage of the total pension liability	65.74%	66.69%	70.71%	72.56%
Covered payroll	$ 42,666,314	$ 40,211,601	$ 39,002,668	$ 37,666,322
Net pension liability as percentage of covered payroll	588.76%	554.02%	487.18%	466.56%

Notes to schedule:

(1) Fiscal year 2014-15 was the first year of implementation.

Benefit changes: The figures above do not include any liability impact that may have resulted from plan changes which occurred after June 30, 2016.

Changes in assumptions: In 2017, the accounting discount rate reduced from 7.65% to 7.15%. In 2016, there were no changes. In 2015, amounts reported reflect a discount rate adjustment from 7.5% (net of administrative expenses) to 7.65% (without a reduction for pension plan administrative expenses). In 2014, amounts reported were based on the 7.5% discount rate.

CITY OF SANTA CLARA

SCHEDULE OF PLAN CONTRIBUTIONS

SAFETY PLAN, AN AGENT MULTIPLE-EMPLOYER DEFINED BENEFIT PENSION PLAN

Last Ten Fiscal Years Ended June 30 (1)

Safety Plan	Fiscal Year Ending 2018	2017	2016	2015
Actuarially determined contribution	$ 22,002,506	$ 19,735,867	$ 17,365,058	$ 14,776,850
Contributions in relation to the actuarially determined contributions	(22,002,506)	(19,735,867)	(17,365,058)	(14,776,850)
Contribution deficiency (excess)	$ -	$ -	$ -	$ -
Covered payroll	$ 47,569,993	$ 47,064,869	$ 41,116,053	$ 38,909,866
Contributions as a percentage of covered payroll	46.25%	41.93%	42.23%	37.98%
Notes to schedule				
Valuation date	6/30/2015	6/30/2014	6/30/2013	6/30/2012

Methods and assumptions used to determine contribution rates:

Actuarial cost method	Entry age normal
Amortization method	Level percentage of payroll, closed
Remaining amortization period	28 years as of valuation date
Asset valuation method	5-year smoothed market
Inflation	2.75%
Salary increases	3.4% to 20.% depending on age, service, and type of employment
Investment rate of return	7.5%, net of pension plan investment and administrative expenses; includes inflation
Retirement age	The probabilities of Retirement are based on the 2014 CalPERS Experience Study for the period from 1997 to 2011
Mortality (2)	Derived using CalPERS' Membership Data for all Funds

(1) Fiscal year 2014-15 was the first year of implementation.

(2) The probabilities of mortality are based on the 2014 CalPERS Experience Study for the period from 1997 to 2011. Pre-retirement and post-retirement mortality rates include 20 years of projected mortality improvement using Scale BB published by the Society of Actuaries.

CITY OF SANTA CLARA

SCHEDULE OF CHANGES IN THE NET OPEB LIABILITY AND RELATED RATIOS

OPEB PLAN, AN AGENT MULTIPLE-EMPLOYER DEFINED BENEFIT PLAN

Last Ten Fiscal Years for the Measurement Periods Ended June 30 (1)

(In Thousands)

	2018	2017
Total OPEB Liability		
Service cost	$ 2,198	$ 2,134
Interest	3,343	3,194
Differences between expected and actual experience	-	-
Changes of assumptions	-	-
Changes of benefit terms	-	-
Benefit payments including refunds	(3,036)	(2,034)
Net change in total OPEB liability	2,505	3,294
Total OPEB liability - beginning	63,011	59,717
Total OPEB liability - ending	$ 65,516	$ 63,011
Plan Fiduciary Net Position		
Contributions - employer	$ 6,300	$ 2,733
Net investment income	524	738
Benefit payments including refunds	(3,036)	(2,034)
Administrative expense	(71)	(73)
Net change in plan fiduciary net position	3,717	1,364
Plan fiduciary net position - beginning	15,228	13,864
Plan fiduciary net position - ending	$ 18,945	$ 15,228
Net OPEB Liability - ending	$ 46,571	$ 47,783
Plan fiduciary net position as a percentage of the total OPEB liability	28.9%	24.2%
Covered-employee payroll	$ 135,297	$ 102,468
Net OPEB liability as percentage of covered payroll	34.4%	46.6%

Notes to schedule:

(1) Fiscal year 2016-17 was the first year of implementation.

CITY OF SANTA CLARA

SCHEDULE OF PLAN CONTRIBUTIONS

OPEB PLAN, AN AGENT MULTIPLE-EMPLOYER DEFINED BENEFIT PLAN

Last Ten Fiscal Years Ended June 30[1]

(In Thousands)

	2018	2017
Actuarially determined contribution	$ 5,466	$ 2,981
Contributions in relation to the actuarially determined contributions	6,300	2,981
Contribution deficiency (excess)	$ (834)	$ -
Covered-employee payroll	$ 135,297	$ 102,468
Contributions as a percentage of covered payroll	4.7%	2.9%

Notes to schedule:

(1) Fiscal year 2016-17 was the first year of implementation.

CITY OF SANTA CLARA

Notes to Schedule of Employer Contribution (OPEB Plan)

Methods and Assumptions for 2017-18 Actuarially Determine Contributions	
Actuarial valuation date	June 30, 2016
Actuarial cost method	Entry Age Normal , Level Percentage of Payroll
Amortization method	Level percent of payroll
Unfunded liability amortization	30 years (closed period) for initial UAAL (22 Years remaining on June 30, 2017 15 years (open period) for method, assumption, plan changes, and gains and losses Maximum 30-year combined period Investment gains and losses spread over a 5-year rolling period.
Asset valuation method	Not less that 80% nor greater than 120% of market value
Discount rate	5.25%
General inflation	3.00%
Healthcare trend	Non-Medicare - 6.5% increase in 2018 scaling down to 5.0% in 2021 Medicare - 6.7% increase in 2018 scaling down to 5.0% in 2021
Mortality	CalPERS 1997-2011 Experience Study
Mortality improvement	Mortality improvement projection with Scale MP-14 with 15 year convergence in 2022

CITY OF SANTA CLARA

SCHEDULE OF INVESTMENT RETURNS

OPEB PLAN, AN AGENT MULTIPLE-EMPLOYER DEFINED BENEFIT PLAN

Last Ten Fiscal Years for the Measurement Periods Ended June 30[1]

	2018	2017
Annual money-weighted rate of return, net of investment expense	3.26%	5.10%

Notes to schedule:

(1) Fiscal year 2016-17 was the first year of implementation.

CITY OF SANTA CLARA
GENERAL FUND
SCHEDULE OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES
BUDGET AND ACTUAL (NON-GAAP LEGAL BASIS)
For the year ended June 30, 2018

	Budgeted Amounts			Variance with Final Budget
	Original	Final	Actual Amounts Budgetary Basis	Positive (Negative)
REVENUES				
Taxes:				
Sales	$ 59,047,475	$ 59,047,475	$ 55,881,563	$ (3,165,912)
Ad valorem	51,359,000	51,359,000	55,008,929	3,649,929
Transient occupancy	20,600,000	20,600,000	21,419,237	819,237
Other	5,116,300	5,116,300	6,231,016	1,114,716
Licenses, permits, fines and penalties	10,065,300	10,065,300	8,695,325	(1,369,975)
Intergovernmental	1,310,000	1,315,000	4,821,068	3,506,068
Charges for services	41,271,526	41,271,526	42,261,843	990,317
Contributions in-lieu of taxes	21,661,903	21,661,903	21,985,803	323,900
Interest and rents	13,019,497	13,019,497	12,289,431	(730,066)
Other	415,920	443,767	605,266	161,499
Total Revenues	223,866,921	223,899,768	229,199,481	5,299,713
EXPENDITURES				
Current:				
General Government:				
General Administration:				
Salary & benefits	536,192	6,852,091	5,923,347	928,744
Material, service & supplies	15,468,937	15,651,442	14,437,881	1,213,561
Internal service fund charges	173,779	173,779	173,779	-
Capital outlay	-	4,195	4,195	-
Total General Administration	16,178,908	22,681,507	20,539,202	2,142,305
City Clerk:				
Salary & benefits	1,204,521	1,076,940	989,006	87,934
Material, service & supplies	121,286	384,601	270,791	113,810
Internal service fund charges	23,970	23,970	23,970	-
Total City Clerk	1,349,777	1,485,511	1,283,767	201,744
City Attorney:				
Salary & benefits	1,588,047	1,588,047	1,554,727	33,320
Material, service & supplies	81,571	81,571	112,013	(30,442)
Internal service fund charges	49,414	49,414	49,414	-
Total City Attorney	1,719,032	1,719,032	1,716,154	2,878
Human Resources:				
Salary & benefits	2,748,494	2,583,297	2,459,896	123,401
Material, service & supplies	679,391	679,391	679,320	71
Internal service fund charges	52,091	52,091	52,091	-
Total Human Resources	3,479,976	3,314,779	3,191,307	123,472

CITY OF SANTA CLARA
GENERAL FUND
SCHEDULE OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES
BUDGET AND ACTUAL (NON-GAAP LEGAL BASIS)
For the year ended June 30, 2018
(continued)

	Budgeted Amounts			Variance with Final Budget
	Original	Final	Actual Amounts Budgetary Basis	Positive (Negative)
Finance:				
Salary & benefits	9,828,521	9,198,917	8,837,727	361,190
Material, service & supplies	1,216,705	1,216,702	1,217,228	(526)
Internal service fund charges	410,769	410,769	410,769	-
Total Finance	11,530,995	10,901,388	10,541,548	359,840
Total General Government	34,258,688	40,102,217	37,271,978	2,830,239
Public Works:				
Salary & benefits	18,763,636	17,868,649	17,209,580	659,069
Material, service & supplies	3,839,532	3,839,532	3,800,787	38,745
Internal service fund charges	1,672,858	1,672,858	1,672,858	-
Capital outlay	147,400	147,400	87,734	59,666
Total Public Works	24,423,426	23,528,439	22,770,959	757,480
Parks and Recreation:				
Salary & benefits	12,937,392	12,369,059	12,026,184	342,875
Material, service & supplies	4,493,376	4,499,076	4,657,861	(158,785)
Internal service fund charges	867,431	867,431	867,431	-
Capital outlay	128,000	128,000	98,100	29,900
Total Parks and Recreation	18,426,199	17,863,566	17,649,576	213,990
Public Safety:				
Police:				
Salary & benefits	63,147,065	60,882,858	59,173,533	1,709,325
Material, service & supplies	4,981,044	5,091,039	3,832,149	1,258,890
Internal service fund charges	4,185,634	4,185,634	4,185,634	-
Total Police	72,388,743	70,236,430	67,321,748	2,914,682
Fire:				
Salary & benefits	41,334,233	42,948,062	43,313,999	(365,937)
Material, service & supplies	1,423,745	1,423,745	1,020,296	403,449
Internal service fund charges	2,392,301	2,392,301	2,392,301	-
Capital outlay	114,000	139,248	147,699	(8,451)
Total Fire	45,264,279	46,903,356	46,874,295	29,061
Total Public Safety	117,653,022	117,139,786	114,196,043	2,943,743

CITY OF SANTA CLARA
GENERAL FUND
SCHEDULE OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES
BUDGET AND ACTUAL (NON-GAAP LEGAL BASIS)
For the year ended June 30, 2018
(continued)

	Budgeted Amounts			Variance with Final Budget
	Original	Final	Actual Amounts Budgetary Basis	Positive (Negative)
Planning and Inspection:				
Salary & benefits	10,297,244	9,051,162	8,326,627	724,535
Material, service & supplies	3,422,919	3,422,919	2,213,834	1,209,085
Internal service fund charges	247,001	247,001	247,001	-
Capital outlay	196,000	196,000	102,436	93,564
Total Planning and Inspection	14,163,164	12,917,082	10,889,898	2,027,184
Library:				
Salary & benefits	7,818,876	7,538,167	7,362,943	175,224
Material, service & supplies	2,279,498	2,279,498	2,325,849	(46,351)
Internal service fund charges	126,896	126,896	126,896	-
Total Library	10,225,270	9,944,561	9,815,688	128,873
Total Expenditures	219,149,769	221,495,651	212,594,142	8,901,509
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	4,717,152	2,404,117	16,605,339	14,201,222
OTHER FINANCING SOURCES (USES)				
Transfers in	1,441,379	3,508,687	3,345,970	(162,717)
Transfers (out)	(11,843,762)	(18,202,597)	(17,640,281)	562,316
Total Other Financing Sources (Uses)	(10,402,383)	(14,693,910)	(14,294,311)	399,599
EXCESS (DEFICIENCY) OF REVENUES AND OTHER SOURCES OVER EXPENDITURES AND OTHER USES - BUDGETARY BASIS	$ (5,685,231)	$ (12,289,793)	$ 2,311,028	$ 14,600,821
ADJUSTMENTS TO BUDGETARY BASIS:				
Prior year encumbrances recognized on the GAAP basis			(3,133,805)	
Current year encumbrances recognized on the budgetary basis			5,835,921	
Net change in receivables recognized on the GAAP basis			(452,125)	
Net change in accrued liabilities recognized on the GAAP basis			223,241	
Net change in funds for GAAP Basis not included in annual budget			(552,609)	
Beginning Fund balance			191,542,849	
Ending Fund balance			$ 195,774,500	

CITY OF SANTA CLARA
SANTA CLARA HOUSING SUCCESSOR
SCHEDULE OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES
BUDGET AND ACTUAL (NON-GAAP LEGAL BASIS)
For the year ended June 30, 2018

	Budgeted Amounts			Variance
	Original	Final	Actual Amount Budgetary Basis	Positive (Negative)
REVENUES				
Interest and rents	$ 42,000	$ 42,000	$ 260,294	$ 218,294
Other	602,564	602,564	1,539,415	936,851
Total Revenues	644,564	644,564	1,799,709	1,155,145
EXPENDITURES				
Current:				
General Administration				
Salary & benefits	254,315	254,315	131,916	122,399
Material, service & supplies	425,874	535,874	521,887	13,987
Capital outlay	600,000	600,000	-	600,000
Total General Administration	1,280,189	1,390,189	653,803	736,386
Total Expenditures	1,280,189	1,390,189	653,803	736,386
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(635,625)	(745,625)	1,145,906	1,891,531
OTHER FINANCING SOURCES (USES)				
EXCESS (DEFICIENCY) OF REVENUES AND OTHER SOURCES OVER EXPENDITURES AND OTHER USES	$ (635,625)	$ (745,625)	1,145,906	$ 1,891,531
ADJUSTMENTS TO BUDGETARY BASIS:				
Expenditures of prior year encumbrances recognized on the GAAP basis			(28,156)	
Current year encumbrances recognized on the budgetary basis			225,000	
Net change in accrued liabilities recognized on the GAAP basis			(44,648)	
Beginning Fund balance			28,225,001	
Ending Fund balance			$ 29,523,103	

NOTE 1 – REQUIRED SUPPLEMENTARY INFORMATION

A. BUDGETS AND BUDGETARY ACCOUNTING

The results of operations are presented in the budget and actual comparison statement in accordance with the budgetary process (budgetary basis) to provide a meaningful comparison with the budget.

The major differences between the budgetary basis actual and GAAP basis actual are as follows:

- Year-end encumbrances are recognized as the equivalent of expenditures in the budgetary basis financial statements, while encumbered amounts are not recognized as expenditures on the GAAP basis until the liability is incurred.
- Expenditures of prior year encumbrances are recognized on the GAAP basis in the current year, while on the budgetary basis prior year encumbrances were recognized in the prior year.
- Accrued liabilities and compensated absences are recognized on the GAAP basis, while the budgetary basis does not recognize accrued liabilities.
- Revenues considered susceptible to accrual on the GAAP basis are not recognized on the budgetary basis until received.
- Special item resulted from dissolution of the Agency are included in the City's GAAP basis financial statements. However, formal budgets are not prepared for non-cash transactions, and as such are excluded from the budgetary basis financial schedules.
- Increases to certain GAAP basis advances to other funds are treated as expenditures for budgetary basis financial statements.
- Component units and proprietary funds included in the City's basic financial statements, for which no annual budgets are prepared, are excluded from the budgetary basis financial statements.

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Supplementary Information

SPECIAL REVENUE FUNDS

GAS TAX

The fund accounts for revenues and expenditures received from the State under Street and Highways Codes Sections 2105 (Gas Tax 2105), 2106 (Collier-Unruh) and 2107 (Special Gas Tax) and from the State under the Road Repair and Accountability Act of 2017 under the Streets and Highways Code Section 2030. The allocations must be spent for street maintenance or construction and a limited amount for engineering.

HUD PROGRAMS

This fund accounts for grant funds received from other governmental agencies for the purpose of developing viable urban communities.

CITY AFFORDABLE HOUSING

This fund accounts for the City's Below Market Housing Program for low and moderate income residents.

SANTA CLARA HOUSING AUTHORITY FUND

On February 22, 2011, the Santa Clara Housing Authority (SCHA), a special revenue fund, was established to account for housing loans to assist in providing affordable housing. On March 8, 2011, the City, former RDA, and the SCHA executed an assignment and assumption agreement whereby the SCHA assumed responsibility for housing loans for qualifying individuals and groups. Loans assigned were made under various programs; substantially all are long-term in nature.

MAINTENANCE

This fund accounts for the maintenance of two Parking Districts located near the City's Convention Center and the downtown area. Funds are received by means of a Special Benefit Assessment levied against the property owners in the respective districts.

OPERATING GRANTS FUND

This fund accounts for grant funds received from other governmental agencies for various operating activities.

DEBT SERVICE FUNDS

PUBLIC FACILITIES FINANCING CORPORATION (PFFC)

This fund accumulates monies for the repayment of Certificates of Participation, which are financed by lease payments made by the City's General Fund to the PFFC for use of the Police Administration Building and Library sites.

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CAPITAL PROJECTS FUNDS

PARKS AND RECREATION FACILITIES

This fund was established to account for revenues, contributions and reimbursements received and costs incurred in connection with the acquisition and construction of the City parks.

STREETS AND HIGHWAYS IMPROVEMENT

This fund is used to account for revenues and expenditures related to road construction and traffic improvements.

STORM DRAIN IMPROVEMENT

This fund is used to account for revenues and expenditures related to the construction or modification of the City's storm drainage system.

FIRE DEPARTMENT IMPROVEMENT

This fund is used to account for revenues and expenditures related to the construction or modification of City fire stations.

LIBRARY DEPARTMENT IMPROVEMENT

This fund is used to account for revenues and expenditures related to the construction or modification of the City's library facilities.

PUBLIC FACILITIES

This fund is used to account for revenues and expenditures related to the construction, acquisition or modification of public improvements not accounted for in another Capital Projects Fund.

STREET BEAUTIFICATION

This fund is used to account for revenues and expenditures related to the landscaping of City streets.

SPECIAL ASSESSMENTS

Special Assessment District funds are used to finance public improvements deemed to benefit the properties against which special assessments are made.

CITY OF SANTA CLARA
NON-MAJOR GOVERNMENTAL FUNDS
COMBINING BALANCE SHEET
June 30, 2018

	SPECIAL REVENUE FUNDS		
	Gas Tax	**HUD Programs**	**City Affordable Housing**
ASSETS			
Cash and investments:			
Pooled cash and investments	$ 11,804,729	$ 1,741,595	$ 8,680,355
Investments with fiscal agent - current	-	-	-
Restricted cash	-	-	-
Receivables (net of allowance for uncollectibles):			
Accounts	-	-	-
Loans	-	11,970,377	26,292,136
Intergovernmental	469,471	1,492,754	-
Investments with fiscal agent - noncurrent	-	-	-
Total Assets	$ 12,274,200	$ 15,204,726	$ 34,972,491
LIABILITIES			
Accrued liabilities	$ 925,371	$ 286,407	$ 48,716
Advances from other funds	-	-	-
Total Liabilities	925,371	286,407	48,716
DEFERRED INFLOWS OF RESOURCES			
Unavailable revenue - Loans	-	11,970,377	26,292,136
Unavailable revenue - Grants	-	1,166,646	-
Total Deferred Inflows of Resources	-	13,137,023	26,292,136
FUND BALANCES			
Restricted	11,348,829	1,781,296	8,631,639
Committed	-	-	-
Total Fund Balances	11,348,829	1,781,296	8,631,639
Total Liabilities, Deferred Inflows of Resources and Fund Balances	$ 12,274,200	$ 15,204,726	$ 34,972,491

CITY OF SANTA CLARA
NON-MAJOR GOVERNMENTAL FUNDS
COMBINING BALANCE SHEET
June 30, 2018

SPECIAL REVENUE FUNDS			DEBT SERVICE FUND
Santa Clara Housing Authority	Maintenance	Operating Grants Fund	Public Facilities Financing Corp.
$ 3,021,793	$ 661,522	$ 324,843	$ 779,183
-	-	-	258
-	244,193	-	-
-	-	-	-
6,986,991	-	-	-
-	-	546,036	-
-	-	-	708,386
$ 10,008,784	$ 905,715	$ 870,879	$ 1,487,827
$ 50,468	$ 50,751	$ 76,468	$ -
-	-	-	-
50,468	50,751	76,468	-
6,986,991	-	-	-
-	-	-	-
6,986,991	-	-	-
-	854,964	794,411	1,487,827
2,971,325	-	-	-
2,971,325	854,964	794,411	1,487,827
$ 10,008,784	$ 905,715	$ 870,879	$ 1,487,827

CITY OF SANTA CLARA
NON-MAJOR GOVERNMENTAL FUNDS
COMBINING BALANCE SHEET
June 30, 2018 (continued)

	CAPITAL PROJECTS FUNDS		
	Parks and Recreation Facilities	Streets and Highways Improvement	Storm Drain Improvement
ASSETS			
Cash and investments:			
Pooled cash and investments	$ 38,803,961	$ 20,048,629	$ 2,071,325
Investments with fiscal agent - current	-	-	-
Restricted cash	-	2,074,732	-
Receivables (net of allowance for uncollectibles):			
Accounts	-	-	67,581
Loans	-	-	-
Intergovernmental	425,000	913,103	-
Investments with fiscal agent - noncurrent	-	-	-
Total Assets	$ 39,228,961	$ 23,036,464	$ 2,138,906
LIABILITIES			
Accrued liabilities	$ 1,324,642	$ 186,582	$ 49,161
Advances from other funds	10,227,098	-	-
Total Liabilities	11,551,740	186,582	49,161
DEFERRED INFLOWS OF RESOURCES			
Unavailable revenue - Loans	-	-	-
Unavailable revenue - Grants	-	-	-
Total Deferred Inflows of Resources	-	-	-
FUND BALANCES			
Restricted	15,044,767	18,003,563	512,807
Committed	12,632,454	4,846,319	1,576,938
Total Fund Balances	27,677,221	22,849,882	2,089,745
Total Liabilities, Deferred Inflows of Resources and Fund Balances	$ 39,228,961	$ 23,036,464	$ 2,138,906

CITY OF SANTA CLARA
NON-MAJOR GOVERNMENTAL FUNDS
COMBINING BALANCE SHEET
June 30, 2018 (continued)

CAPITAL PROJECTS FUNDS					
Fire Department Improvement	Library Department Improvement	Public Facilities	Street Beautification	Special Assessments	Total Non-Major Governmental Funds
$ 622,443	$ 2,098,356	$ 18,980,028	$ 354,317	$ 1,068,343	$ 111,061,422
-	-	-	-	-	258
-	-	-	-	-	2,318,925
-	-	96,378	-	-	163,959
-	-	-	-	-	45,249,504
-	-	-	-	-	3,846,364
-	-	-	-	-	708,386
$ 622,443	$ 2,098,356	$ 19,076,406	$ 354,317	$ 1,068,343	$ 163,348,818
$ 58,899	$ 792,873	$ 615,112	$ -	$ -	$ 4,465,450
-	-	-	-	-	10,227,098
58,899	792,873	615,112	-	-	14,692,548
-	-	-	-	-	45,249,504
-	-	-	-	-	1,166,646
-	-	-	-	-	46,416,150
29,666	-	2,209,124	-	1,068,343	61,767,236
533,878	1,305,483	16,252,170	354,317	-	40,472,884
563,544	1,305,483	18,461,294	354,317	1,068,343	102,240,120
$ 622,443	$ 2,098,356	$ 19,076,406	$ 354,317	$ 1,068,343	$ 163,348,818

CITY OF SANTA CLARA
NON-MAJOR GOVERNMENTAL FUNDS
COMBINING STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES
For the year ended June 30, 2018

	SPECIAL REVENUE FUNDS		
	Gas Tax	HUD Programs	City Affordable Housing
REVENUES			
Intergovernmental	$ 3,696,975	$ 1,289,450	$ -
Charges for services	-	-	1,250
Interest and rents	134,968	8,896	99,974
Other	-	653,795	1,295,229
Total Revenues	3,831,943	1,952,141	1,396,453
EXPENDITURES			
Current:			
General Administration	-	1,439,219	392,181
Public Works	533,975	-	-
Parks and Recreation	-	-	-
Public Safety:			
Police	-	-	-
Fire	-	-	-
Library	-	-	-
Capital outlay	5,884,728	195,801	-
Debt service:			
Principal payments	-	-	-
Interest and fiscal fees	-	-	-
Bond issuance cost	-	-	-
Total Expenditures	6,418,703	1,635,020	392,181
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(2,586,760)	317,121	1,004,272
OTHER FINANCING SOURCES (USES)			
Transfers in	366,671	-	-
Transfers (out)	(1,609,761)	-	-
Total Other Financing Sources (Uses)	(1,243,090)	-	-
NET CHANGE IN FUND BALANCE	(3,829,850)	317,121	1,004,272
Fund balances - beginning	15,178,679	1,464,175	7,627,367
Fund balances - ending	$ 11,348,829	$ 1,781,296	$ 8,631,639

CITY OF SANTA CLARA
NON-MAJOR GOVERNMENTAL FUNDS
COMBINING STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES
For the year ended June 30, 2018

SPECIAL REVENUE FUNDS			DEBT SERVICE FUND
Santa Clara Housing Authority	**Maintenance**	**Operating Grants Fund**	**Public Facilities Financing Corp.**
$ -	$ -	$ 1,150,958	$ -
-	831,136	108,417	-
31,563	6,403	-	8,179
427,418	22,529	1,000	-
458,981	860,068	1,260,375	8,179
44,515	-	-	-
-	1,461,815	133,486	-
-	-	126,299	-
-	-	463,664	-
-	-	496,403	-
-	-	77,055	-
-	-	106,147	-
-	-	-	1,731,000
-	-	-	767,178
-	-	-	6,734
44,515	1,461,815	1,403,054	2,504,912
414,466	(601,747)	(142,679)	(2,496,733)
-	853,540	182,243	2,504,721
-	-	-	-
-	853,540	182,243	2,504,721
414,466	251,793	39,564	7,988
2,556,859	603,171	754,847	1,479,839
$ 2,971,325	$ 854,964	$ 794,411	$ 1,487,827

CITY OF SANTA CLARA
NON-MAJOR GOVERNMENTAL FUNDS
COMBINING STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES
For the year ended June 30, 2018 (continued)

	CAPITAL PROJECTS FUNDS		
	Parks and Recreation Facilities	Streets and Highways Improvement	Storm Drain Improvement
REVENUES			
Intergovernmental	$ 455,081	$ 2,012,409	$ -
Charges for services	-	-	1,327,231
Interest and rents	186,880	171,331	4,760
Other	3,881,064	1,035,864	-
Total Revenues	4,523,025	3,219,604	1,331,991
EXPENDITURES			
Current:			
General Administration	-	-	-
Public Works	-	656,583	240,008
Parks and Recreation	614,666	-	-
Public Safety:			
Police	-	-	-
Fire	-	-	-
Library	-	-	-
Capital outlay	4,666,570	2,086,047	2,024,533
Debt service:			
Principal payments	-	-	-
Interest and fiscal fees	-	-	-
Bond issuance cost	-	-	-
Total Expenditures	5,281,236	2,742,630	2,264,541
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(758,211)	476,974	(932,550)
OTHER FINANCING SOURCES (USES)			
Transfers in	751,728	1,709,761	1,040,000
Transfers (out)	(278,439)	(507,255)	(1,278,661)
Total Other Financing Sources (Uses)	473,289	1,202,506	(238,661)
NET CHANGE IN FUND BALANCE	(284,922)	1,679,480	(1,171,211)
Fund balances - beginning	27,962,143	21,170,402	3,260,956
Fund balances - ending	$ 27,677,221	$ 22,849,882	$ 2,089,745

CITY OF SANTA CLARA
NON-MAJOR GOVERNMENTAL FUNDS
COMBINING STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES
For the year ended June 30, 2018 (continued)

CAPITAL PROJECTS FUNDS					
Fire Department Improvement	Library Department Improvement	Public Facilities	Street Beautification	Special Assessments	Total Non-Major Governmental Funds
$ 540,704	$ -	$ -	$ -	$ -	$ 9,145,577
-	-	-	-	-	2,268,034
-	-	-	-	5,786	658,740
-	-	1,685,067	4,700	-	9,006,666
540,704	-	1,685,067	4,700	5,786	21,079,017
-	-	7,851,279	-	-	9,727,194
-	-	-	-	-	3,025,867
-	-	-	-	-	740,965
-	-	-	-	-	463,664
1,598,507	-	-	-	-	2,094,910
-	333,886	-	-	-	410,941
113,034	3,487,887	742,437	24,880	-	19,332,064
-	-	-	-	-	1,731,000
-	-	-	-	-	767,178
-	-	-	-	-	6,734
1,711,541	3,821,773	8,593,716	24,880	-	38,300,517
(1,170,837)	(3,821,773)	(6,908,649)	(20,180)	5,786	(17,221,500)
416,900	2,330,300	7,909,271	80,000	-	18,145,135
(7,514)	(3,893)	(1,526,254)	(626)	-	(5,212,403)
409,386	2,326,407	6,383,017	79,374	-	12,932,732
(761,451)	(1,495,366)	(525,632)	59,194	5,786	(4,288,768)
1,324,995	2,800,849	18,986,926	295,123	1,062,557	106,528,888
$ 563,544	$ 1,305,483	$ 18,461,294	$ 354,317	$ 1,068,343	$ 102,240,120

CITY OF SANTA CLARA
SPECIAL REVENUE FUNDS
SCHEDULE OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES
BUDGET AND ACTUAL (NON-GAAP LEGAL BASIS)
For the year ended June 30, 2018

	Maintenance		
	Budget	Actual Amount Budgetary Basis	Variance Positive (Negative)
REVENUES			
Charges for services	$ 831,261	$ 831,136	$ (125)
Interest and rents	1,683	6,403	4,720
Other	-	22,529	22,529
Total Revenues	832,944	860,068	27,124
EXPENDITURES			
Current:			
Public Works			
Salary & benefits	97,570	60,587	36,983
Material, service & supplies	1,468,473	1,304,372	164,101
Internal service fund charges	106,241	128,770	(22,529)
Capital outlay	50,000	-	50,000
Total Public Works	1,722,284	1,493,729	228,555
Total Expenditures	1,722,284	1,493,729	228,555
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(889,340)	(633,661)	255,679
OTHER FINANCING SOURCES (USES)			
Transfers in	853,540	853,540	-
Total Other Financing Sources (Uses)	853,540	853,540	-
EXCESS (DEFICIENCY) OF REVENUES AND OTHER SOURCES OVER EXPENDITURES AND OTHER USES	$ (35,800)	219,879	$ 255,679
ADJUSTMENTS TO BUDGETARY BASIS:			
Expenditures of prior year encumbrances recognized on the GAAP basis		(72,748)	
Current year encumbrances recognized on the budgetary basis		100,472	
Net change in accrued liabilities recognized on the GAAP basis		4,190	
Beginning Fund balance		603,171	
Ending Fund balance		$ 854,964	

CITY OF SANTA CLARA
NON-MAJOR ENTERPRISE FUNDS

Non-Major Enterprise Funds are used to finance and account for operations and activities performed by designated departments in the City or through third party agreements.

SOLID WASTE FUND

This fund accounts for the administration of the City's garbage and rubbish collection service.

CEMETERY FUND

This fund accounts for the activities of the Mission City Memorial Park.

SANTA CLARA GOLF AND TENNIS CLUB FUND (SCG&TC)

The SCG&TC was established in 1984 to account for the operations of the City's Public Golf Course or through third party agreements.

SANTA CLARA CONVENTION CENTER FUND

The Santa Clara Convention Center Fund was established in 1984 to account for the operations of the City's Convention Center or through third party agreements.

SPORTS AND OPEN SPACE AUTHORITY FUND (SOSA)

SOSA was created by the City Council in 1974 for the acquisition and development of open space within the City and the development of local sports activities.

CITY OF SANTA CLARA
NON-MAJOR ENTERPRISE FUNDS
COMBINING STATEMENT OF NET POSITION
June 30, 2018

	Solid Waste	Cemetery	Santa Clara Golf and Tennis Club
ASSETS			
Current assets:			
Cash and investments:			
Pooled cash and investments	$ 5,467,994	$ 2,314,335	$ 160,086
Receivables (net of allowance for uncollectible):			
Accounts	2,957,743	-	-
Due from other funds	-	170,708	-
Materials, supplies and prepaids	-	-	50,916
Total current assets	8,425,737	2,485,043	211,002
Noncurrent assets:			
Restricted cash	734,494	-	-
Capital assets:			
Land	-	1,096,874	-
Buildings, infrastructure and land improvements	127,362	1,280,641	23,832,610
Equipment	43,670	33,837	623,404
	171,032	2,411,352	24,456,014
Less accumulated depreciation	63,451	1,113,867	22,973,740
Net capital assets	107,581	1,297,485	1,482,274
Total noncurrent assets	842,075	1,297,485	1,482,274
Total assets	9,267,812	3,782,528	1,693,276
DEFERRED OUTFLOWS OF RESOURCES			
OPEB related items	4,633	1,344	-
Pension related items	898,057	260,547	-
Total deferred outflows of resources	902,690	261,891	-

CITY OF SANTA CLARA
NON-MAJOR ENTERPRISE FUNDS
COMBINING STATEMENT OF NET POSITION
June 30, 2018

Santa Clara Convention Center	Sports and Open Space Authority	TOTAL Non-Major Enterprise Funds
$ 5,295,878	$ 69,365	$ 13,307,658
1,253,222	-	4,210,965
-	-	170,708
-	-	50,916
6,549,100	69,365	17,740,247
1,060,170	-	1,794,664
-	1,995,998	3,092,872
78,353,492	-	103,594,105
2,905,580	-	3,606,491
81,259,072	1,995,998	110,293,468
54,092,645	-	78,243,703
27,166,427	1,995,998	32,049,765
28,226,597	1,995,998	33,844,429
34,775,697	2,065,363	51,584,676
-	-	5,977
-	-	1,158,604
-	-	1,164,581

(continued)

CITY OF SANTA CLARA
NON-MAJOR ENTERPRISE FUNDS
COMBINING STATEMENT OF NET POSITION
June 30, 2018

	Solid Waste	Cemetery	Santa Clara Golf and Tennis Club
LIABILITIES			
Current liabilities:			
Accrued liabilities	2,151,982	1,464	466,266
Unearned revenue	-	-	-
Accrued compensated absences	4,152	10,731	-
Current portion of landfill closure liability	470,000	-	-
Total current liabilities	2,626,134	12,195	466,266
Noncurrent liabilities:			
Advance from other funds	-	5,657,176	4,224,133
Long-term compensated absences	43,388	112,127	-
Landfill closure liability	4,301,173	-	-
Net OPEB liability	754,451	218,884	-
Net pension liability	4,296,001	1,246,371	-
Total noncurrent liabilities	9,395,013	7,234,558	4,224,133
Total liabilities	12,021,147	7,246,753	4,690,399
DEFERRED INFLOWS OF RESOURCES			
Pension related items	34,892	10,123	-
Total deferred inflows of resources	34,892	10,123	-
NET POSITION			
Net investment in capital assets	107,581	1,297,485	1,482,274
Restricted for capital projects and other agreements	1,334,494	1,528,949	-
Unrestricted	(3,327,612)	(6,038,891)	(4,479,397)
Total net position (deficit)	$ (1,885,537)	$ (3,212,457)	$ (2,997,123)

CITY OF SANTA CLARA
NON-MAJOR ENTERPRISE FUNDS
COMBINING STATEMENT OF NET POSITION
June 30, 2018

Santa Clara Convention Center	Sports and Open Space Authority	TOTAL Non-Major Enterprise Funds
462,265	31,415	3,113,392
1,305,677	-	1,305,677
-	-	14,883
-	-	470,000
1,767,942	31,415	4,903,952
-	-	9,881,309
-	-	155,515
-	-	4,301,173
-	-	973,335
-	-	5,542,372
-	-	20,853,704
1,767,942	31,415	25,757,656
-	-	45,015
-	-	45,015
27,166,427	1,995,998	32,049,765
1,060,170	-	3,923,613
4,781,158	37,950	(9,026,792)
$ 33,007,755	$ 2,033,948	$ 26,946,586

CITY OF SANTA CLARA
NON-MAJOR ENTERPRISE FUNDS
COMBINING STATEMENT OF REVENUES, EXPENSES
AND CHANGES IN FUND NET POSITION
For the year ended June 30, 2018

	Solid Waste	Cemetery	Santa Clara Golf and Tennis Club
Operating revenues:			
Charges for services	$ 22,928,197	$ 664,534	$ 1,921,017
Other	593,665	1,102	69,801
Total operating revenues	23,521,862	665,636	1,990,818
Operating expenses:			
Salaries and benefits	1,057,283	691,580	-
Materials, services and supplies	22,226,417	451,086	2,165,676
Depreciation	6,450	14,700	797,635
Total operating expenses	23,290,150	1,157,366	2,963,311
Operating income (loss)	231,712	(491,730)	(972,493)
Nonoperating revenues (expenses):			
Interest revenue	-	17,182	-
Rents and royalties	21,888	-	-
Interest expense	-	-	-
Total nonoperating revenues (expenses)	21,888	17,182	-
Income (loss) before contributions and transfers	253,600	(474,548)	(972,493)
Contributions	-	-	-
Transfers in	-	-	27,552
Transfers (out)	(83,063)	(3,602)	-
Change in net position	170,537	(478,150)	(944,941)
Total net position - beginning	(1,281,989)	(2,509,727)	(2,052,182)
GASB 75 implementation	(774,085)	(224,580)	-
Total net position - beginning as adjusted	(2,056,074)	(2,734,307)	(2,052,182)
Total net position - ending	$ (1,885,537)	$ (3,212,457)	$ (2,997,123)

CITY OF SANTA CLARA
NON-MAJOR ENTERPRISE FUNDS
COMBINING STATEMENT OF REVENUES, EXPENSES
AND CHANGES IN FUND NET POSITION
For the year ended June 30, 2018

Santa Clara Convention Center	Sports and Open Space Authority	TOTAL Non-Major Enterprise Funds
$ 8,996,160	$ -	$ 34,509,908
-	-	664,568
8,996,160	-	35,174,476
-	5,220	1,754,083
6,820,238	4,514	31,667,931
1,537,589	-	2,356,374
8,357,827	9,734	35,778,388
638,333	(9,734)	(603,912)
51,444	-	68,626
-	-	21,888
-	(214)	(214)
51,444	(214)	90,300
689,777	(9,948)	(513,612)
64,661	-	64,661
-	-	27,552
-	-	(86,665)
754,438	(9,948)	(508,064)
32,253,317	2,043,896	28,453,315
-	-	(998,665)
32,253,317	2,043,896	27,454,650
$ 33,007,755	$ 2,033,948	$ 26,946,586

CITY OF SANTA CLARA
NON-MAJOR ENTERPRISE FUNDS
COMBINING STATEMENT OF CASH FLOWS
For the year ended June 30, 2018

	Solid Waste	Cemetery	Santa Clara Golf and Tennis Club
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers	$ 22,611,942	$ 665,636	$ 1,921,017
Payments to suppliers	(22,319,044)	(474,863)	(2,017,159)
Payments to employees for salaries and benefits	(989,509)	(641,189)	-
Rents and royalties received	21,888	-	-
Other receipts	593,665	-	68,590
Net cash provided (used) by operating activities	(81,058)	(450,416)	(27,552)
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES			
Decrease in due from other funds	-	62,679	-
Advances from other funds	-	433,765	-
Transfers in	-	-	27,552
Transfers (out)	(83,063)	(3,602)	-
Cash Flows from Noncapital Financing Activities	(83,063)	492,842	27,552
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES			
Landfill closure payments	(408,316)	-	-
Cash Flows from Capital and Related Financing Activities	(408,316)	-	-
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest and dividends	-	17,182	-
Cash Flows from Investing Activities	-	17,182	-
Net increase (decrease) in cash and cash equivalents	(572,437)	59,608	-
Cash and cash equivalents at beginning of period	6,774,925	2,254,727	160,086
Cash and cash equivalents at end of period	$ 6,202,488	$ 2,314,335	$ 160,086
Cash and cash equivalents:			
Pooled cash and investments	$ 5,467,994	$ 2,314,335	$ 160,086
Restricted cash	734,494	-	-
Total cash and cash equivalents	$ 6,202,488	$ 2,314,335	$ 160,086

CITY OF SANTA CLARA
NON-MAJOR ENTERPRISE FUNDS
COMBINING STATEMENT OF CASH FLOWS
For the year ended June 30, 2018

Santa Clara Convention Center	Sports and Open Space Authority	TOTAL Non-Major Enterprise Funds
$ 8,373,988	$ -	$ 33,572,583
(6,710,687)	(5,832)	(31,527,585)
-	(5,220)	(1,635,918)
-	-	21,888
-	-	662,255
1,663,301	(11,052)	1,093,223
-	-	62,679
-	-	433,765
-	-	27,552
-	-	(86,665)
-	-	437,331
-	-	(408,316)
-	-	(408,316)
51,444	(214)	68,412
51,444	(214)	68,412
1,714,745	(11,266)	1,190,650
4,641,303	80,631	13,911,672
$ 6,356,048	$ 69,365	$ 15,102,322
$ 5,295,878	$ 69,365	$ 13,307,658
1,060,170	-	1,794,664
$ 6,356,048	$ 69,365	$ 15,102,322

(continued)

CITY OF SANTA CLARA
NON-MAJOR ENTERPRISE FUNDS
COMBINING STATEMENT OF CASH FLOWS
For the year ended June 30, 2018

	Solid Waste	Cemetery	Santa Clara Golf and Tennis Club
Reconciliation of operating income (loss) to net cash provided (used) by operating activities:			
Operating income (loss)	$ 231,712	$ (491,730)	$ (972,493)
Adjustments to reconcile operating income (loss) to net cash provided (used) by operating activities:			
(Decrease) Increase in due to OPEB system	(24,267)	(7,040)	-
(Decrease) Increase in due to retirement system	140,627	40,800	-
Depreciation	6,450	14,700	797,635
Change in assets and liabilities:			
Receivables, net	(316,255)	-	-
Inventory	-	-	(1,211)
Accrued liabilities	(92,627)	(23,779)	148,517
Compensated absences	(48,586)	16,633	-
Unearned revenue	-	-	-
Other receipts	21,888	-	-
Net cash provided (used) by operating activities	$ (81,058)	$ (450,416)	$ (27,552)

CITY OF SANTA CLARA
NON-MAJOR ENTERPRISE FUNDS
COMBINING STATEMENT OF CASH FLOWS
For the year ended June 30, 2018

Santa Clara Convention Center	Sports and Open Space Authority	TOTAL Non-Major Enterprise Funds
$ 638,333	$ (9,734)	$ (603,912)
-	-	(31,307)
-	-	181,427
1,537,589	-	2,356,374
(579,832)	-	(896,087)
-	-	(1,211)
109,551	(1,318)	140,344
-	-	(31,953)
(42,340)	-	(42,340)
-	-	21,888
$ 1,663,301	$ (11,052)	$ 1,093,223

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CITY OF SANTA CLARA
INTERNAL SERVICE FUNDS

Internal Service Funds are used to finance and account for special activities and services performed by a designated department for other departments in the City on a cost reimbursement basis.

The concept of major funds does not extend to internal service funds because they do not do business with outside parties. For the Statement of Activities, the net revenues or expenses of each internal service fund are eliminated by netting them against the operations of the other City departments which generated them. The remaining balance sheet items are consolidated with these same funds in the Statement of Net Position.

However, internal service funds are still presented separately in the Fund financial statements, including the funds below.

AUTOMOTIVE SERVICES

This fund accounts for the maintenance and replacement of vehicles and equipment used by all City departments. The source of revenue for this fund is rental fees charged to the various departments.

TECHNICAL EQUIPMENT SERVICES

This fund accounts for the maintenance and replacement of communication and computer equipment used by City departments. The source of revenue for this fund is rental fees charged to the various departments.

SPECIAL LIABILITY INSURANCE CLAIMS

This fund was established to account for the cost of claims and administrative costs for the City's self-insured general liability program.

WORKERS' COMPENSATION INSURANCE CLAIMS

This fund is used to account for the cost of claims for service connected with injuries and illnesses sustained by members of the City's work force.

CITY OF SANTA CLARA
INTERNAL SERVICE FUNDS
COMBINING STATEMENT OF NET POSITION
June 30, 2018

	Automotive Services	Technical Equipment Services	Special Liability Insurance Claims	Workers' Compensation Insurance Claims	TOTAL
ASSETS					
Current assets:					
Cash and investments:					
Pooled cash and investments	$ 6,396,596	$ 1,127,994	$ 4,785,236	$ 4,109,969	$ 16,419,795
Receivables (net of allowance for uncollectible):					
Accounts	28,996	-	23,172	505,791	557,959
Due from other funds	193,613	-	-	-	193,613
Materials, supplies and prepaids	1,094,720	-	-	-	1,094,720
Total current assets	7,713,925	1,127,994	4,808,408	4,615,760	18,266,087
Noncurrent assets:					
Capital assets:					
Equipment	33,154,830	3,382,337	-	-	36,537,167
Total capital assets	33,154,830	3,382,337	-	-	36,537,167
Less accumulated depreciation	20,596,168	2,776,986	-	-	23,373,154
Net capital assets	12,558,662	605,351	-	-	13,164,013
Total noncurrent assets	12,558,662	605,351	-	-	13,164,013
Total assets	20,272,587	1,733,345	4,808,408	4,615,760	31,430,100
DEFERRED OUTFLOWS OF RESOURCES					
OPEB related items	5,463	-	-	-	5,463
Pension related items	1,058,819	-	-	-	1,058,819
Total deferred outflows of resources	1,064,282	-	-	-	1,064,282

(continued)

CITY OF SANTA CLARA
INTERNAL SERVICE FUNDS
COMBINING STATEMENT OF NET POSITION
June 30, 2018

	Automotive Services	Technical Equipment Services	Special Liability Insurance Claims	Workers' Compensation Insurance Claims	TOTAL
LIABILITIES					
Current liabilities:					
Accrued liabilities	132,257	-	3,206,399	3,252,294	6,590,950
Due to other funds	1,365,092	576,358	-	-	1,941,450
Accrued compensated absences	21,267	-	-	-	21,267
Total current liabilities	1,518,616	576,358	3,206,399	3,252,294	8,553,667
Noncurrent liabilities:					
Long-term portion estimated claims	-	-	2,292,911	18,087,196	20,380,107
Long-term compensated absences	222,226	-	-	-	222,226
OPEB pension liability	889,506	-	-	-	889,506
Net pension liability	5,065,040	-	-	-	5,065,040
Total noncurrent liabilities	6,176,772	-	2,292,911	18,087,196	26,556,879
Total liabilities	7,695,388	576,358	5,499,310	21,339,490	35,110,546
DEFERRED INFLOWS OF RESOURCES					
Pension related items	41,138	-	-	-	41,138
Total deferred inflows of resources	41,138	-	-	-	41,138
NET POSITION					
Net investment in capital assets	12,558,662	605,351	-	-	13,164,013
Unrestricted	1,041,681	551,636	(690,902)	(16,723,730)	(15,821,315)
Total net position (deficit)	$ 13,600,343	$ 1,156,987	$ (690,902)	$ (16,723,730)	$ (2,657,302)

CITY OF SANTA CLARA
INTERNAL SERVICE FUNDS
COMBINING STATEMENT OF REVENUES, EXPENSES
AND CHANGES IN FUND NET POSITION
For the year ended June 30, 2018

	Automotive Services	Technical Equipment Services	Special Liability Insurance Claims	Workers' Compensation Insurance Claims	TOTAL
Operating revenues:					
Charges for services	$ 7,540,445	$ 290,108	$ 2,761,126	$ 4,066,931	$ 14,658,610
Insurance refunds and other	-	-	-	171,957	171,957
Total operating revenues	7,540,445	290,108	2,761,126	4,238,888	14,830,567
Operating expenses:					
Salaries and benefits	2,570,499	-	-	-	2,570,499
Materials, services and supplies	2,362,745	-	-	-	2,362,745
General and administrative	-	-	8,307,822	4,156,845	12,464,667
Depreciation	2,423,623	112,504	-	-	2,536,127
Total operating expenses	7,356,867	112,504	8,307,822	4,156,845	19,934,038
Operating income (loss)	183,578	177,604	(5,546,696)	82,043	(5,103,471)
Nonoperating revenues (expenses):					
Other revenue	435,386	-	155,430	-	590,816
Gain (loss) on retirement of assets	(26,628)	-	-	-	(26,628)
Total nonoperating revenues (expenses)	408,758	-	155,430	-	564,188
Income (loss) before contributions and transfers	592,336	177,604	(5,391,266)	82,043	(4,539,283)
Transfers in	-	-	3,450,000	-	3,450,000
Transfers (out)	(243,316)	-	(25,000)	-	(268,316)
Change in net position	349,020	177,604	(1,966,266)	82,043	(1,357,599)
Total net position - beginning	14,163,978	979,383	1,275,364	(16,805,773)	(387,048)
GASB 75 implementation	(912,655)	-	-	-	(912,655)
Total net position - beginning as adjusted	13,251,323	979,383	1,275,364	(16,805,773)	(1,299,703)
Total net position - ending	$ 13,600,343	$ 1,156,987	$ (690,902)	$ (16,723,730)	$ (2,657,302)

CITY OF SANTA CLARA
INTERNAL SERVICE FUNDS
COMBINING STATEMENT OF CASH FLOWS
For the year ended June 30, 2018

	Automotive Services	Technical Equipment Services	Special Liability Insurance Claims	Workers' Compensation Insurance Claims	TOTAL
CASH FLOWS FROM OPERATING ACTIVITIES					
Receipts from customers	$7,520,824	$ 290,108	$ 2,761,126	$ 3,841,977	$ 14,414,035
Payments to suppliers	(1,534,976)	-	-	-	(1,534,976)
Payments to employees for salaries and benefits	(2,395,030)	-	-	-	(2,395,030)
Internal activity - receipts from other funds	141,577	-	-	-	141,577
Claims paid	-	-	(5,890,962)	(4,632,672)	(10,523,634)
Other receipts	435,386	-	132,258	-	567,644
Net cash provided (used) by operating activities	4,167,781	290,108	(2,997,578)	(790,695)	669,616
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES					
Decrease in due from other funds	210,099	-	-	-	210,099
Increase in due to other funds	-	59,892	-	-	59,892
(Decrease) in due to other funds	(211,558)	-	-	-	(211,558)
Transfers in	-	-	3,450,000	-	3,450,000
Transfers (out)	(243,316)	-	(25,000)	-	(268,316)
Cash Flows from Noncapital Financing Activities	(244,775)	59,892	3,425,000	-	3,240,117
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES					
Acquisition and construction of capital assets, net	(4,538,529)	-	-	-	(4,538,529)
Cash Flows from Capital and Related Financing Activities	(4,538,529)	-	-	-	(4,538,529)
Net increase (decrease) in cash and cash equivalents	(615,523)	350,000	427,422	(790,695)	(628,796)
Cash and investments at beginning of period	7,012,119	777,994	4,357,814	4,900,664	17,048,591
Cash and investments at end of period	$6,396,596	$ 1,127,994	$ 4,785,236	$ 4,109,969	$ 16,419,795
Cash and cash equivalents:					
Pooled cash and investments	$6,396,596	$ 1,127,994	$ 4,785,236	$ 4,109,969	$ 16,419,795
Total cash and cash equivalents	$6,396,596	$ 1,127,994	$ 4,785,236	$ 4,109,969	$ 16,419,795

(continued)

CITY OF SANTA CLARA
INTERNAL SERVICE FUNDS
COMBINING STATEMENT OF CASH FLOWS
For the year ended June 30, 2018

	Automotive Services	Technical Equipment Services	Special Liability Insurance Claims	Workers' Compensation Insurance Claims	TOTAL
Reconciliation of operating income (loss) to net cash provided (used) by operating activities:					
Operating income (loss)	$ 183,578	$ 177,604	$ (5,546,696)	$ 82,043	$ (5,103,471)
Adjustments to reconcile operating income (loss) to net cash provided by operating activities:					
(Decrease) Increase in due to OPEB system	(28,612)	-	-	-	(28,612)
(Decrease) Increase in due to retirement system	165,802	-	-	-	165,802
Depreciation	2,423,623	112,504	-	-	2,536,127
Change in assets and liabilities:					
Receivables, net	(19,621)	-	(23,172)	(224,954)	(267,747)
Inventory	961,619	-	8,290	-	969,909
Accrued liabilities	7,727	-	1,327,569	111,007	1,446,303
Long-term portion estimated claims	-	-	1,081,001	(758,791)	322,210
Compensated absences	38,279	-	-	-	38,279
Other receipts	435,386	-	155,430	-	590,816
Net cash provided (used) by operating activities	$4,167,781	$ 290,108	$ (2,997,578)	$ (790,695)	$ 669,616

CITY OF SANTA CLARA
COMBINING FIDUCIARY FUNDS

PRIVATE PURPOSE TRUST FUNDS

Private Purpose Trust Funds are used to report trust arrangements, other than pension and investment trusts, under which principal and income benefit individuals, private organizations, or other governments. The Private Purpose Trust Funds are described below:

CHARITABLE TRUST

This fund accounts for the various gifts, donations and bequests received by the City.

SUCCESSOR AGENCY

California State laws ABx1 26 and AB 1484 provided for the dissolution of California Redevelopment Agencies effective January 31, 2012 and the transfer of all non-housing Agency assets to the Successor Agency Redevelopment Obligation Retirement Fund.

AGENCY FUNDS

Agency Funds are presented separately from the Government-wide and Fund financial statements.

Agency Funds account for assets held by the City as an agent for individuals, governmental entities, and non-public organizations. These funds include the following:

EMPLOYEE BENEFIT AND LIABILITY CLEARING

This fund is used to account for monies collected and disbursed related to employees dental and other fringe benefits.

SPECIAL ASSESSMENTS

This fund accounts for monies collected and disbursed from special assessment districts where the City is not obligated for the outstanding debt payments.

DEPOSITS

This fund accounts for various deposits including leases and subpoenas.

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CITY OF SANTA CLARA
PRIVATE PURPOSE TRUST FUNDS
COMBINING STATEMENT OF NET POSITION
June 30, 2018

	Charitable Trust	Successor Agency	Total Private Purpose Trust
ASSETS			
Pooled cash and investments	$ 565,998	$ 3,554,072	$ 4,120,070
Receivables (net of allowance for uncollectibles):			
Interest	17,697	-	17,697
Investments with fiscal agent - noncurrent	2,815,636	-	2,815,636
Land held for resale	-	20,360,387	20,360,387
Total Assets	3,399,331	23,914,459	27,313,790
LIABILITIES			
Accrued liabilities	471	126,658	127,129
Due to City	-	4,355,641	4,355,641
Total Liabilities	471	8,032,299	8,032,770
NET POSITION			
Held in trust for private purpose	$ 3,398,860	$ 15,882,160	$ 19,281,020

CITY OF SANTA CLARA
PRIVATE PURPOSE TRUST FUNDS
COMBINING STATEMENT OF CHANGES IN NET POSITION
For the Year Ended June 30, 2018

	Charitable Trust	Successor Agency	Total Private Purpose Trust
ADDITIONS			
Investment income:			
Interest and rent	$ 110,110	$ 9,852,512	$ 9,962,622
Net change in fair value of investments	(34,697)	-	(34,697)
Gain from sale of property	-	22,708,682	22,708,682
Total additions	75,413	32,561,194	32,636,607
DEDUCTIONS			
General and administrative	78,855	472	79,327
Pass through to the County of Santa Clara	-	33,796,698	33,796,698
Total deductions	78,855	33,797,170	33,876,025
CHANGE IN NET POSITION	(3,442)	(1,235,976)	(1,239,418)
Net position held in trust for private purpose:			
Beginning of year	3,402,302	17,118,136	20,520,438
End of year	$ 3,398,860	$ 15,882,160	$ 19,281,020

CITY OF SANTA CLARA
AGENCY FUNDS
COMBINING STATEMENT OF ASSETS AND LIABILITIES
June 30, 2018

	Employee Benefit & Liability Clearing	Special Assessments	Deposits	Total
ASSETS				
Pooled cash and investments	$ 12,540,553	$ 2,784,177	$ 11,121,334	$ 26,446,064
Cash and investments with fiscal agents	-	2	-	2
Total Assets	12,540,553	2,784,179	11,121,334	26,446,066
LIABILITIES				
Due to bondholders	-	2,784,179	-	2,784,179
Accrued liabilities	12,540,553	-	-	12,540,553
Refundable deposits	-	-	11,121,334	11,121,334
Total Liabilities	$ 12,540,553	$ 2,784,179	$ 11,121,334	$ 26,446,066

CITY OF SANTA CLARA
AGENCY FUNDS
COMBINING STATEMENT OF CHANGES IN ASSETS AND LIABILITIES
For the year ended June 30, 2018

	Balance July 1, 2017	Additions	Reductions	Balance June 30, 2018
Employee Benefit and Liability Clearing				
Pooled cash and investments	$ 7,237,561	$ 93,351,725	$ 88,048,733	$ 12,540,553
Accrued liabilities	$ 7,237,561	$ 93,351,725	$ 88,048,733	$ 12,540,553
Special Assessments				
Pooled cash and investments	$ 2,672,668	$ 3,720,073	$ 3,608,564	$ 2,784,177
Cash and investments with fiscal agent	2	-	-	2
Total Assets	$ 2,672,670	$ 3,720,073	$ 3,608,564	$ 2,784,179
Due to bondholders	$ 2,672,670	$ 3,720,073	$ 3,608,564	$ 2,784,179
Deposits				
Pooled cash and investments	$ 10,923,916	$ 9,007,452	$ 8,810,034	$ 11,121,334
Refundable deposits	$ 10,923,916	$ 9,007,452	$ 8,810,034	$ 11,121,334
Total Agency Funds				
Pooled cash and investments	$ 20,834,145	$ 106,079,250	$ 100,467,331	$ 26,446,064
Cash and investments with fiscal agent	2	-	-	2
Total Assets	$ 20,834,147	$ 106,079,250	$ 100,467,331	$ 26,446,066
Due to bondholders	$ 2,672,670	$ 3,720,073	$ 3,608,564	$ 2,784,179
Accrued liabilities	7,237,561	93,351,725	88,048,733	12,540,553
Refundable deposits	10,923,916	9,007,452	8,810,034	11,121,334
Total Liabilities	$ 20,834,147	$ 106,079,250	$ 100,467,331	$ 26,446,066

Statistical Section (Unaudited)

CITY OF SANTA CLARA
STATISTICAL SECTION

This part of the City of Santa Clara's Comprehensive Annual Report provides detailed information to better understand the data presented within the financial statements, note disclosures, and required supplementary information.

	TABLES
FINANCIAL TRENDS Contains trend information to help the reader understand how the City's financial performance has changed over time.	1 - 4
REVENUE CAPACITY Contains information to help the reader assess the City's most significant local revenue source, the property tax.	5 - 9
DEBT CAPACITY Presents information to assess the affordability of the City's current levels of outstanding debt and the City's ability to issue additional debt in the future.	10 - 14
DEMOGRAPHIC AND ECONOMIC INFORMATION Offers information to help the reader understand the environment within which the City's financial activities take place.	15 - 16
OPERATING INFORMATION Contains service and infrastructure data to help the reader understand how the City's financial report relates to the services the City provides and the activities it performs.	17 - 20

CITY OF SANTA CLARA
NET POSITION BY COMPONENT
Last Ten Fiscal Years
(Accrual Basis of Accounting)
(In Thousands)

Table 1

	2018	2017	2016	2015 (2)	2014	2013 (1)	2012	2011	2010	2009
Governmental Activities:										
Net Investment in Capital Assets	$ 553,135	$ 532,255	$ 507,390	$ 524,645	$ 528,043	$ 522,175	$ 520,899	$ 351,410	$ 432,534	$ 438,198
Restricted	246,048	242,393	207,996	198,316	189,618	230,545	213,158	330,675	227,557	217,590
Unrestricted	(180,368)	(135,818)	(125,913)	(186,423)	102,421	127,390	172,350	22,747	45,357	62,748
Total Governmental Activities Net Assets:	$ 618,815	$ 638,830	$ 589,473	$ 536,538	$ 820,082	$ 880,110	$ 906,407	$ 704,832	$ 705,448	$ 718,536
Business - Type Activities:										
Net Investment in Capital Assets	$ 917,738	$ 882,187	$ 844,911	$ 760,150	$ 496,107	$ 406,972	$ 445,554	$ 405,806	$ 388,822	$ 381,345
Restricted	174,595	142,459	133,718	93,891	96,318	90,437	8,214	8,214	-	-
Unrestricted	(24,141)	(13,132)	(61,843)	(1,573)	325,633	382,992	430,774	420,310	403,931	419,417
Total Business - Type Activities Net Position	$ 1,068,192	$ 1,011,514	$ 916,786	$ 852,468	$ 918,058	$ 880,401	$ 884,542	$ 834,330	$ 792,753	$ 800,762
Primary Government										
Net Investment in Capital Assets	$ 1,470,873	$ 1,414,442	$ 1,352,301	$ 1,284,795	$ 1,024,150	$ 929,147	$ 966,453	$ 757,216	$ 821,356	$ 819,543
Restricted	420,643	384,852	341,714	292,207	285,936	320,982	221,372	338,889	227,557	217,590
Unrestricted	(204,509)	(148,950)	(187,756)	(187,996)	428,054	510,382	603,124	443,057	449,288	482,165
Total Primary Government Net Position	$ 1,687,007	$ 1,650,344	$ 1,506,259	$ 1,389,006	$ 1,738,140	$ 1,760,511	$ 1,790,949	$ 1,539,162	$ 1,498,201	$ 1,519,298

Note:

(1) Certain amounts in the prior year have been reclassified due to the implementation of GASB Statement No. 65.

(2) Certain amounts cannot be compared to fiscal year 2015 due to the implementation of GASB Staetment No. 68.

Source: Finance Office, City of Santa Clara.

CITY OF SANTA CLARA
CHANGES IN NET POSITION
Last Ten Fiscal Years
(Accrual Basis of Accounting)
(In Thousands)

Table 2

	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009
Expenses:										
Governmental Activities:										
General Administration	$ 25,467	$ 20,636	$ 22,692	$ 18,310	$ 15,208	$ 15,799	$ 8,703	$ 9,142	$ 9,917	$ 26,373
City Clerk	864	1,020	309	389	263	388	179	790	674	776
City Attorney	1,000	860	270	194	102	100	303	1,187	1,310	1,142
Human Resources	1,886	1,675	748	654	502	367	486	1,978	1,815	1,962
Finance	6,253	5,323	1,633	1,357	844	1,270	1,680	6,713	7,685	7,565
Public Works	38,276	34,314	30,365	29,713	30,287	29,337	28,802	29,339	29,344	29,991
Parks and Recreation	21,369	18,616	17,106	16,135	15,913	15,858	15,567	15,410	15,572	14,910
Public Safety:										
Police	76,742	63,612	58,599	54,252	47,105	45,120	43,516	44,138	45,143	44,861
Fire	55,372	43,384	37,120	35,341	34,099	33,162	31,702	33,594	34,457	35,344
Planning and Inspection	10,614	9,162	7,855	7,593	6,848	6,383	5,838	5,779	5,918	5,616
Library	12,302	10,553	10,718	8,851	8,161	7,712	7,728	8,090	8,470	8,666
Interest on long term debt	695	749	803	853	1,125	2,107	6,991	10,437	9,856	10,287
Supplemental Educational Revenue Augmentation Fund	-	-	-	-	-	-	-	2,025	9,834	-
Pass Through Payments	-	-	-	-	-	-	1,085	-	-	-
Total Governmental Activities Expenses (Net)	250,840	209,904	188,218	173,642	160,457	157,603	152,580	168,622	179,995	187,493
Business-Type Activities:										
Utilities:										
Electric -										
Retail	402,006	367,780	364,557	344,382	333,432	314,069	283,142	281,342	280,512	316,523
Wholesale	35,413	35,197	21,682	32,635	28,871	24,717	32,115	50,754	73,727	110,879
Water	41,777	35,649	32,254	29,482	28,181	26,683	25,076	23,078	23,067	22,927
Sewer	25,689	23,047	19,081	17,981	17,237	16,054	15,348	16,296	14,222	13,469
Water Recycling	4,972	4,858	2,672	2,902	2,030	1,979	3,326	8,304	3,256	1,157
Solid Waste	23,363	26,621	20,142	19,717	18,486	19,222	17,322	16,192	15,842	16,226
Cemetery	1,174	820	781	676	901	991	958	935	960	721
Sports and Open Space Authority	10	53	102	97	95	44	48	48	18	7
Santa Clara Golf and Tennis Club	2,951	2,772	2,777	2,754	2,827	2,662	2,759	2,706	2,724	2,735
Santa Clara Convention Center	8,423	8,478	9,075	9,006	8,926	8,553	8,073	7,786	7,121	6,360
Santa Clara Stadium Authority	111,210	105,593	147,435	98,363	21,913	27,442	5,393	-	-	-
Total Business-Type Activities Expenses	656,988	610,868	620,558	557,995	462,899	442,416	393,560	407,441	421,449	491,004
Total Primary Expenses	$ 907,828	$ 820,772	$ 808,776	$ 731,637	$ 623,356	$ 600,019	$ 546,140	$ 576,063	$ 601,444	$ 678,497

Source: Finance Office, City of Santa Clara

CITY OF SANTA CLARA
CHANGES IN NET POSITION
Last Ten Fiscal Years
(Accrual Basis of Accounting)
(In Thousands)
(continued)

Table 2

	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009
Program Revenues:										
Governmental Activities:										
Charges for Services:										
General Administration	$ 398	$ 1,651	$ 1,247	$ 416	$ 355	$ 562	$ 680	$ 6,611	$ 9,596	$ 9,625
Parks and Recreation	3,126	3,169	3,114	4,207	3,157	2,825	2,868	2,868	2,940	2,776
Planning and Inspection	12,837	13,658	15,065	13,944	9,299	6,872	12,509	5,307	3,549	3,576
Other Programs	21,303	19,658	23,022	16,281	12,296	9,352	10,397	9,508	6,956	7,792
Operating Grants and Contributions	7,172	4,723	5,809	8,240	6,566	3,922	4,444	4,028	4,105	5,650
Capital Gains and Contributions	20,273	14,280	12,100	5,848	10,347	4,490	4,737	4,467	5,775	5,412
Total Governmental Activities Program Revenues	65,109	57,139	60,357	48,936	42,020	28,023	35,635	32,789	32,921	34,831
Business-Type Activities:										
Utilities:										
Electric -										
Retail	440,440	423,687	395,162	354,557	335,658	322,749	329,518	304,024	270,834	256,872
Wholesale	34,994	36,162	17,279	27,301	28,622	22,296	29,149	50,124	67,840	102,480
Equity in income (losses) of joint ventures [1]	-	-	-	(4,719)	4,214	6,111	(3,576)	-	-	-
Water	46,685	39,953	31,955	31,462	30,979	30,177	28,232	25,682	23,744	24,251
Sewer	50,942	43,176	41,659	43,400	34,585	32,090	27,036	22,380	9,443	9,287
Equity in income (losses) of joint ventures [1]	-	-	-	(10,036)	(3,383)	(3,654)	(2,239)	-	-	-
Water Recycling	5,479	4,834	3,841	3,381	3,136	2,774	4,319	8,919	4,363	1,911
Solid Waste	23,544	22,585	21,854	20,404	20,154	19,575	18,460	17,142	15,843	15,619
Cemetery	666	799	693	649	528	632	519	426	454	356
Sports and Open Space Authority	-	58	72	66	82	420	2,056	1,415	1,506	1,745
Santa Clara Golf and Tennis Club	1,991	1,780	1,666	2,207	2,857	2,929	2,973	2,795	2,917	2,993
Santa Clara Convention Center	9,061	9,581	7,399	7,112	7,240	6,933	6,119	6,086	6,845	21,947
Santa Clara Stadium Authority	112,039	110,059	146,619	102,908	33,193	-	5	-	-	-
Total Business-Type Activities Program Revenues	725,841	692,674	668,199	578,692	497,865	443,032	442,571	438,993	403,789	437,461
Total Primary Government Program Revenues	790,950	749,813	728,556	627,628	539,885	471,055	478,206	471,782	436,710	472,292
Net (Expense) Revenue:										
Governmental Activities	(185,731)	(152,765)	(127,861)	(124,706)	(118,437)	(129,580)	(116,945)	(135,833)	(147,074)	(152,662)
Business-Type Activities	68,853	81,806	47,641	20,697	34,966	616	49,011	31,552	(17,660)	(53,543)
Total Primary Government Net (Expense) Revenue	$ (116,878)	$ (70,959)	$ (80,220)	$ (104,009)	$ (83,471)	$ (128,964)	$ (67,934)	$ (104,281)	$ (164,734)	$ (206,205)

Note:
(1) Equity in income (losses) of joint ventures were included in the Electric and Sewer Business-Type Activities beginning in fiscal year 2016
Source: Finance Office, City of Santa Clara

CITY OF SANTA CLARA
CHANGES IN NET POSITION
Last Ten Fiscal Years
(Accrual Basis of Accounting)
(In Thousands)
(continued)

Table 2

	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009
General Revenue and other changes in Net Position										
Governmental Activities:										
Taxes:										
Sales	$ 56,321	$ 55,750	$ 57,796	$ 49,649	$ 46,736	$ 44,159	$ 41,280	$ 35,845	$ 31,876	$ 34,894
Ad Valorem Property	54,965	50,943	45,627	37,574	39,187	31,651	43,880	57,172	61,834	61,695
Transient occupancy	20,580	20,484	20,557	18,186	15,141	13,673	11,755	9,910	8,302	9,138
Other	6,392	5,671	5,510	5,173	5,191	4,333	3,034	3,731	3,049	3,931
Internal Governmental, unrestricted:										
Motor Vehicle in-lieu	-	55	49	50	-	51	120	539	345	394
Contribution in-lieu of taxes	21,986	21,117	19,057	17,493	16,591	15,219	15,343	14,913	13,448	15,150
Investment earnings	4,600	3,466	2,178	1,702	3,380	6,058	7,900	21,770	18,179	20,665
Net increase (decrease) in the fair value of investments	(2,452)	(3,217)	1,049	496	1,815	(3,567)	(707)	(8,905)	413	16,985
Equity in income (losses) of joint ventures	25	49	44	(40)	(106)	(286)	(285)	(225)	(1)	69
Rents and royalties	10,494	11,410	13,642	11,189	3,781	13,658	13,115	2,851	3,274	3,383
Gain (loss) on retirement of assets	-	-	-	-	-	-	-	4,651	2	4
Other	16,243	39,956	8,551	12,154	4,317	4,434	4,104	2,989	2,917	2,845
Co-op Agreements Activities	-	-	-	-	-	-	(5)	-	-	-
Special item	-	-	(24,451)	(9,224)	(80,152)	(29,563)	106,602	-	-	-
Total Government General Revenue, Transfers, and Special Item	189,154	205,684	149,609	144,402	55,881	99,820	246,136	145,241	143,638	169,153
Business-Type Activities: (2)										
Investment earnings	15,755	13,031	16,894	15,602	2,863	3,403	5,922			
Net increase (decrease) in the fair value of investments	(3,584)	(3,672)	1,218	544	2,356	(4,695)	(874)			
Gain (loss) on retirement of assets	-	-	29,751	64	-	(2)	71,662			
Total Business-Type General Revenue and Transfers	12,171	9,359	47,863	16,210	5,219	(1,294)	76,710			
Total Primary Government General Revenue and Transfers	201,325	215,043	197,472	160,612	61,100	98,526	322,846			
Change in Net Position - Total Primary Government	84,447	144,084	117,252	56,603	(22,371)	(30,438)	254,912	40,960	(21,096)	(37,052)
Net Position - Beginning of Year (2012 & 2015 Adjusted	1,650,343	1,506,259	1,389,007	1,738,140	1,760,511	1,790,949	1,536,037	1,498,202	1,519,298	1,556,350
GASB68 Implementation	-	-	-	(405,736)	-	-	-	-	-	-
GASB75 Implementation	(47,783)	-	-	-	-	-	-	-	-	-
Net Position - End of Year - Total Primary Government	$ 1,687,007	$ 1,650,343	$ 1,506,259	$ 1,389,007	$ 1,738,140	$ 1,760,511	$ 1,790,949	$ 1,539,162	$ 1,498,202	$ 1,519,298

Notes:
(1) Equity in income (losses) of joint ventures was restated in Fiscal Year 2011-12 to be presented in the Program Revenues of the Business-Type Activities.
(2) Amounts shown for fiscal year 2011 were restated to separately present General Revenues of Business-Type Activities.
Source: Finance Office, City of Santa Clara

CITY OF SANTA CLARA
FUND BALANCES - GOVERNMENTAL FUNDS
Last Ten Fiscal Years
(Modified Accrual Basis of Accounting)
(In Thousands)

Table 3

	2018	2017	2016	2015	2014	2013	2012	2011 (1)	2010	2009
General Fund:										
Nonspendable	$ 25,002	$ 13,837	$ 13,517	$ 13,247	$ 12,850	$ 12,785	$ 12,466	$ 46,015	$ -	$ -
Restricted	13,585	7,083	11,865	9,546	9,641	7,191	10,922	3,670	-	-
Committed	41,914	58,580	64,111	55,121	78,125	86,949	86,942	1,675	-	-
Assigned	7,473	4,639	4,875	6,761	4,752	4,927	4,033	1,157	-	-
Unassigned	107,801	107,404	103,430	58,946	23,910	38,522	33,393	21,138	-	-
Reserved	-	-	-	-	-	-	-	-	24,778	22,278
Unreserved:										
Designated	-	-	-	-	-	-	-	-	25,938	42,548
Undesignated	-	-	-	-	-	-	-	-	-	-
Total General Fund	195,775	191,543	197,798	143,621	129,278	150,374	147,756	73,655	50,716	64,826
All other Governmental Funds:										
Nonspendable	-	-	-	-	-	-	-	11,122	-	-
Restricted	91,290	89,818	67,612	76,848	60,489	105,785	125,100	188,584	-	-
Committed	40,473	44,936	38,953	20,237	25,697	21,351	32,007	34,794	-	-
Assigned	-	-	-	-	-	-	-	1,418	-	-
Unassigned	-	-	-	-	-	-	-	(22,834)	-	-
Reserved	-	-	-	-	-	-	-	-	93,119	99,361
Unreserved, reported in:										
Capital projects funds	-	-	-	-	-	-	-	-	113,632	115,740
Special revenue funds	-	-	-	-	-	-	-	-	602	426
Other purposes	-	-	-	-	-	-	-	-	19,305	16,770
Total All Other Governmental Funds	131,763	134,754	106,565	97,085	86,186	127,136	157,107	213,084	226,658	232,297
Total Governmental Funds	$ 327,538	$ 326,297	$ 304,363	$ 240,706	$ 215,464	$ 277,510	$ 304,863	$ 286,739	$ 277,374	$ 297,123

Note:
(1) The City implemented GASB Statement No. 54 in fiscal year 2011.
Source: Finance Office, City of Santa Clara.

CITY OF SANTA CLARA
CHANGES IN FUND BALANCES - GOVERNMENTAL FUNDS
Last Ten Fiscal Years
(Modified Accrual Basis of Accounting)
(In Thousands)

Table 4

	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009
REVENUES:										
Taxes:										
Sales	$ 56,321	$ 55,750	$ 57,796	$ 49,649	$ 46,736	$ 44,160	$ 41,280	$ 35,845	$ 31,876	$ 34,894
Ad valorem property	54,965	50,943	45,627	37,574	39,187	31,651	43,880	57,172	61,834	61,695
Transient occupancy	20,580	20,484	20,557	18,186	15,141	13,673	11,755	9,910	8,302	9,138
Other	6,392	5,671	5,510	5,173	5,191	4,333	4,139	3,731	4,099	4,931
Licenses, permits, fees and penalties	8,665	10,536	11,530	9,508	6,860	6,523	9,222	5,690	4,286	5,000
Intergovernmental	13,920	15,269	8,570	13,766	10,611	6,838	8,091	8,017	9,359	8,142
Charges for services	45,237	42,941	46,938	39,012	32,749	26,621	32,767	28,395	24,647	22,396
Contribution in-lieu of taxes	21,986	21,117	19,057	17,493	16,591	15,219	15,343	14,912	13,448	15,150
Interest and rents	15,223	14,636	15,617	10,692	7,672	20,026	21,329	25,220	25,477	25,878
Net increase (decrease) in the fair value of investments	(2,452)	(3,217)	1,049	496	1,815	(3,567)	(707)	(3,571)	449	6,409
Other	11,957	32,209	9,578	13,792	6,740	4,627	3,645	2,515	2,829	2,914
TOTAL REVENUES	$ 252,794	$266,339	$ 241,829	$ 215,341	$ 189,293	$ 170,104	$ 190,744	$ 187,836	$ 186,606	$196,547

Source: Finance Office, City of Santa Clara.

CITY OF SANTA CLARA
CHANGES IN FUND BALANCES - GOVERNMENTAL FUNDS
Last Ten Fiscal Years
(Modified Accrual Basis of Accounting)
(In Thousands)
(continued)

Table 4

	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009
EXPENDITURES										
Current:										
General Administration	$ 28,997	$ 24,265	$ 23,743	$ 18,684	$ 17,101	$ 17,615	$ 26,430	$ 31,829	$ 31,524	$ 33,033
City Clerk	1,361	1,594	1,007	1,060	863	970	703	777	662	768
City Attorney	1,690	1,658	1,500	1,329	1,335	1,226	1,328	1,172	1,314	1,136
Human Resources	3,175	2,993	2,616	2,322	2,279	2,055	1,979	1,947	1,804	1,960
Finance	10,484	9,725	9,319	8,455	8,231	7,876	7,588	7,170	7,535	7,458
Public Works	25,595	24,018	20,088	18,424	17,562	16,765	16,231	17,133	17,178	17,853
Parks and Recreation	18,882	17,364	16,162	14,506	14,428	14,063	14,124	13,844	13,906	13,389
Public Safety:										
Police	67,841	62,290	61,015	54,344	45,584	42,991	41,912	42,520	43,959	43,317
Fire	49,043	42,550	39,129	35,144	33,267	32,370	31,522	32,214	33,768	34,292
Planning and Inspection	9,896	9,156	8,231	7,620	6,938	6,268	5,725	5,680	5,726	5,402
Library	10,426	9,113	9,479	7,611	7,206	6,564	6,594	6,932	7,406	7,460
Capital Outlay	19,933	29,329	13,434	10,730	8,736	15,060	46,490	15,361	13,022	27,169
Debt Service:										
Principal payments	1,731	1,674	1,620	1,576	8,520	24,302	4,294	29,720	10,555	10,000
Interest and fiscal fees	767	825	879	925	1,174	2,009	7,038	10,335	10,128	10,720
Bond issuance cost	7	2	1	2	5	411	5	490	8	-
Supplemental Educational Revenue Augmentation Fund	-	-	-	-	-	-	-	2,025	9,834	-
Pass Through Payments	-	-	-	-	-	-	1,085	-	-	-
TOTAL EXPENDITURES	249,828	236,556	208,223	182,732	173,229	190,545	213,048	219,149	208,329	213,957
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES	2,966	29,783	33,606	32,609	16,064	(20,441)	(22,304)	(31,313)	(21,723)	(17,410)
OTHER FINANCING SOURCES (USES):										
Sale of Capital Assets	-	-	-	-	-	-	-	-	2	4
Co-op Agreements Activities	-	-	-	-	-	-	(5)	(8,297)	-	-
Proceeds from Bond Issuance	-	-	-	-	-	19,572	-	41,451	-	-
Transfers in	21,381	44,983	58,473	14,152	27,961	17,525	96,634	25,705	31,493	31,477
Transfers out	(23,106)	(52,832)	(27,581)	(12,295)	(25,918)	(14,446)	(20,180)	(23,661)	(29,521)	(30,476)
TOTAL OTHER FINANCING SOURCES (USES)	(1,725)	(7,849)	30,892	1,857	2,043	22,651	76,449	35,198	1,974	1,005
NET CHANGE IN FUND BALANCES BEFORE SPECIAL ITEM	$ 1,241	$ 21,934	$ 64,498	$ 34,466	$ 18,107	$ 2,210	$ 54,145	$ 3,885	$ (19,749)	$ (16,405)
SPECIAL ITEM-ASSET TRANSFERRED TO LIABILITIES ASSUMED BY SUCCESSOR AGENCY	-	-	(842)	(9,224)	(80,152)	(29,563)	(31,847)	-	-	-
NET CHANGE IN FUND BALANCES AFTER SPECIAL ITEM	$ 1,241	$ 21,934	$ 63,656	$ 25,242	$ (62,045)	$ (27,353)	$ 22,298	$ 3,885	$ (19,749)	$ (16,405)
DEBT SERVICE AS A PERCENTAGE OF NON-CAPITAL EXPENDITURES	1%	1%	1%	1%	6%	15%	7%	21%	15%	10%

Source: Finance Office, City of Santa Clara.

CITY OF SANTA CLARA
ASSESSED AND ESTIMATED ACTUAL VALUE OF TAXABLE PROPERTY
Last Ten Fiscal Years
(In Thousands)

Table 5

Fiscal Year Ending June 30	Net Local Secured Roll (1)	State Assessed Valuation	Net Unsecured Roll	Net Assessed Valuation	Total Assessed Valuation	Ratio of Net Assessed Valuation To Total Assessed Valuation	% of Growth of Assessed Valuation	Total Direct Tax Rate
2008 / 09	$ 20,545,808	$ 3,689	$ 3,812,579	$24,362,076	$ 24,479,723	99.52%	10.11%	1.12%
2009 / 10	20,707,612	3,689	3,844,940	24,556,241	24,674,410	99.52%	0.80%	1.13%
2010 / 11	19,949,252	3,689	3,634,484	23,587,425	23,704,433	99.51%	-3.95%	1.11%
2011 / 12	19,818,648	4,641	3,892,148	23,715,437	23,830,461	99.52%	0.54%	1.14%
2012 / 13	20,475,348	4,641	4,702,675	25,182,664	25,295,792	99.55%	6.19%	1.16%
2013 / 14	22,216,962	4,641	4,680,536	26,902,139	27,012,697	99.59%	6.83%	1.14%
2014 / 15	24,294,056	4,183	4,352,204	28,650,443	28,758,679	99.62%	6.50%	1.13%
2015 / 16	27,659,960	4,183	5,157,346	32,821,489	32,927,777	99.68%	14.56%	1.16%
2016 / 17	30,672,596	4,183	5,856,885	36,533,664	36,638,297	99.71%	11.31%	1.15%
2017 / 18	33,449,607	3,896	6,553,560	40,007,063	40,109,539	99.74%	9.51%	1.16%

Note:
(1) Net of Home Owner Property Tax Relief.
Source: County of Santa Clara, Department of Finance

CITY OF SANTA CLARA
PROPERTY TAX RATES
(Per $100 Assessed Valuation)
Direct and Overlapping Governments
Last Ten Fiscal Years

Table 6

Fiscal Year Ending June 30	Santa Clara County	School Districts	Special Districts	Total
2008 / 09	1.0388%	0.0775%	0.0061%	1.1224%
2009 / 10	1.0388%	0.0841%	0.0074%	1.1303%
2010 / 11	1.0388%	0.0658%	0.0072%	1.1118%
2011 / 12	1.0388%	0.0973%	0.0064%	1.1425%
2012 / 13	1.0388%	0.1108%	0.0069%	1.1565%
2013 / 14	1.0388%	0.0962%	0.0070%	1.1420%
2014 / 15	1.0388%	0.0824%	0.0065%	1.1277%
2015 / 16	1.0388%	0.1174%	0.0057%	1.1619%
2016 / 17	1.0388%	0.1014%	0.0086%	1.1488%
2017 / 18	1.0388%	0.1028%	0.0062%	1.1478%

Tax rate limit: A state constitutional amendment (Proposition 13) commencing with fiscal 1979 provided that the tax rate was limited to 1% of full cash value, levied only by the County and shared with all other jurisdictions. All jurisdictions may levy a tax rate for voter approved debt.

Due date for current taxes: First installment - November 1; second installment - February 1.

Penalties for delinquency: 10% and 1.5% of tax per month after date taxes become delinquent.

Collected by government unit: County of Santa Clara.

Basis upon which collections are distributed: Taxing jurisdictions assessed valuations and tax rates for voter approved debt to taxing jurisdictions, County rate (1% of full cash value) shared by all jurisdictions.

Compensation paid to collecting government unit for fiscal year 2017-18 is $299,123

Note: Tax rates stated are the rates applicable to the tax rate area 7-000 as typical tax rate area within the City. Rates are based on $100 assessed valuation.

Source: County of Santa Clara, Department of Finance

CITY OF SANTA CLARA
PRINCIPAL PROPERTY TAX PAYERS
2017-18 AND 2010-11 COMPARISON FOR GENERAL FUND
(In Thousands)

Table 7

Taxpayers	2017-18 Assessed Valuation	2017-18 Percentage of Total Assessed Valuation	2010-11 Assessed Valuation	2010-11 Percentage of Total Assessed Valuation
Intel Corporation	$ 1,676,697	4.18%	$ 974,576	4.10%
Forty Niners SC Stadium Company LLC	1,393,052	3.47%	-	0.00%
Sobrato Interest (Sobrato Development Company)	898,808	2.24%	308,442	1.30%
Microsoft Corporation	637,333	1.59%	-	0.00%
Nvidia Corporation (formerly Nvidia Land Development LLC)	533,402	1.33%	170,066	0.72%
Xeres Ventures LLC	484,486	1.21%	-	0.00%
Apple Inc	446,816	1.11%	-	0.00%
Augustine Bowers LLC	444,955	1.11%	-	0.00%
The Irvine Company	411,041	1.02%	-	
Corsite Real Estate	401,976	1.00%	-	
Oracle America Inc (formerly Sun Microsystems)	-	0.00%	210,109	0.88%
Nvidia Corporation (formerly Nvidia Land Development LLC)	-	0.00%	170,066	0.72%
Agilent Technologies	-	0.00%	306,451	1.29%
Applied Materials, Inc.	-	0.00%	238,795	1.00%
Marvell Technology Inc	-	0.00%	200,350	0.84%
Silicon Valley California LLC	-	0.00%	194,215	0.82%
Harvest 2400 LLC	-	0.00%	177,420	0.75%
National Semiconductor Corporation	-	0.00%	168,780	0.71%
Top Ten Total	$ 7,328,566	18.26%	$ 3,119,270	13.13%
City Total	$ 40,109,539		$ 23,764,030	

Sources: Santa Clara County Assessor 2017-18 and 2010-11 Combined Tax Rolls through HdL Coren & Cone.
Principal property taxpayers information for 2008-09 is not available.

CITY OF SANTA CLARA
PROPERTY TAX LEVIES AND COLLECTIONS
Last Ten Fiscal Years
(In Thousands)

Table 8

Fiscal Year Ending June 30	Gross Tax Levy	Current Tax Collections	Percentage of Current Levy Collected	Delinquent Tax Collected	Total Collections	Percentage of Total Levy Collected
2008 / 09	$ 21,123	$ 21,061	99.71%	-	$ 21,061	99.71%
2009 / 10	21,674	21,631	99.80%	-	21,631	99.80%
2010 / 11	20,894	20,867	99.87%	-	20,867	99.87%
2011 / 12	21,044	21,044	100.00%	-	21,044	100.00%
2012 / 13	22,313	22,313	100.00%	-	22,313	100.00%
2013 / 14	24,027	24,027	100.00%	-	24,027	100.00%
2014 / 15	25,550	25,550	100.00%	-	25,550	100.00%
2015 / 16	27,603	27,603	100.00%	-	27,603	100.00%
2016 / 17	30,605	30,605	100.00%	-	30,605	100.00%
2017 / 18	33,312	33,312	100.00%	-	33,312	100.00%

Sources: City of Santa Clara and County of Santa Clara, Department of Finance

CITY OF SANTA CLARA
PRINCIPAL SALE/USE TAX CONTRIBUTORS
June 30, 2018

Table 9

This list is in alphabetical order and represents sales from July 2017 to June 2018.
The Top 25 Sales / Use Tax contributors generate 44% of Santa Clara's total sales and use tax revenue

Fisher Scientific Company
Applied Materials Inc.
Arista Networks
Autonation Acrua Stevens Creek
Costco Wholesale
Dell Marketing
Financial SVCS Vehicle Trust
Frontier Ford
Home Depot
ICPC
Intel Corporation
Intervision Systems
Lexus of Stevens Creek
Norman Wright Mechanical Equipment Company
Nvidia Corporation
One Workplace L. Ferrari
Pace supply
Pivot Interiors
Porsche of Stevens Creek
Premier Nissan of Stevens Creek
Stevens Creek Auto Imports
Stevens Creek BMW
Target Stores
Wesco Distribution
World Wide Technology

Sources: From Muni Services Sales Tax Digest Summary. Collections through September 2017. Sales through June 2018.

CITY OF SANTA CLARA
RATIOS OF OUTSTANDING DEBT BY TYPE
Last Ten Fiscal Years
(In Thousands)

Table 10

Fiscal Year Ending June 30	Governmental Activities				Former Redevelopment Agency	Business Activities	Santa Clara Stadium Authority	Total Primary Government	Population	Debt per Capita	Total Personal Income ($000)	Debt/ Income Ratio
	Public Facilities Financing Corporation											
	Certificates of Participation	Insurance Funding Bonds	Assessment Bonds	Total Governmental Activities	Tax Allocation Bonds (1)	Revenue Bonds	Revenue Bonds					
2008 / 09	$ 52,500	$ -	$ 3,155	$ 55,655	$ 125,335	$ 227,390	$ -	$ 408,380	117,242	$ 3,483	$ 4,225,531	9.66%
2009 / 10	48,620	-	2,155	50,775	119,660	223,170	-	393,605	118,830	3,312	4,291,695	9.17%
2010 / 11	43,822	-	-	43,822	138,511	223,920	-	406,253	118,169	3,438	4,727,907	8.59%
2011 / 12	39,528	-	-	39,528	-	210,646	132,630	382,804	118,813	3,222	4,399,786	8.70%
2012 / 13	34,784	-	-	34,784	-	199,676	396,140	630,600	120,284	5,243	4,530,093	13.92%
2013 / 14	26,210	-	-	26,210	-	227,163	653,367	906,740	121,229	7,480	4,739,710	19.13%
2014 / 15	24,579	-	-	24,579	-	226,828	561,556	812,963	120,973	6,720	4,952,711	16.41%
2015 / 16	22,905	-	-	22,905	-	229,719	464,720	717,344	123,752	5,797	5,194,006	13.81%
2016 / 17	21,177	-	-	21,177	-	220,800	429,773	671,750	123,983	5,418	5,454,137	12.32%
2017 / 18	19,392	-	-	19,392	-	208,117	394,827	622,336	129,604	4,802	6,064,143	10.26%

Notes:

(1) Beginning fiscal year 2011-12, Tax Allocation Bonds Direct Debt amounts for the Former Redevelopment Agency are shown in the Successor Agency of the City of Santa Clara's Statistical Section, Table 4.

Sources: Finance Office, City of Santa Clara and MuniServices LLC.

CITY OF SANTA CLARA
POPULATION AND ASSESSED VALUATION
Last Ten Fiscal Years
(In Thousands)

Table 11

Fiscal Year Ending June 30	Population	Total Assessed Valuation
2008 / 09	117.2	24,479,723
2009 / 10	116.3 (1)	24,674,410
2010 / 11	118.2	23,704,433
2011 / 12	118.8	23,830,461
2012 / 13	120.3	25,295,792
2013 / 14	121.2	27,012,697
2014 / 15	121.0	28,758,679
2015 / 16	123.8	32,927,777
2016 / 17	123.9	36,638,297
2017 / 18	129.6	40,109,539

Note: (1) Population was revised based on 2010 U.S. Census results.
Sources: State of California, Department of Finance
County of Santa Clara, Department of Finance

CITY OF SANTA CLARA
COMPUTATION OF DIRECT AND OVERLAPPING BONDED DEBT
June 30, 2018

Table 12

Description		% Applicable	Debt
Direct Debt:			
2010 Lease Financing		100%	4,045,000
2013 Refunding Certificates of Participation		100%	14,600,000
Total Gross Direct Debt			**18,645,000**
Unamortized Premium/Discount		100%	746,581
Total Net Direct Debt			**19,391,581**
Overlapping Debt:			
Santa Clara County General Fund Obligations			52,637,868
Santa Clara County Pension Fund Obligations			31,886,057
Santa Clara Valley Water District Benefit Assessment District			7,338,176
Santa Clara County Board of Education Certificates of Participation			444,562
San Jose-Evergreen Community College District Pension Obligations			28,945
West Valley-Mission Community College District General Fund Obligations			18,480,364
Foothill-DeAnza Community College District			7,943,995
San Jose-Evergreen Community College District			310,811
West Valley Community College District			145,096,937
Fremont Union High School District			12,153,506
Campbell Union High School District General Fund Obligations			196,100
Campbell Union School District			7,505,166
Campbell Union High School District			4,123,297
Campbell Union School District Certificates of Participation			123,385
El Camino Hospital District			1,439,028
San Jose Unified School District			926,761
Cupertino Union School District			13,150,400
Santa Clara Unified School District			448,221,332
San Jose Unified School District Certificates of Participation			21,550
Santa Clara County			90,285,832
Foothill-DeAnza Community College District Certificates of Participation			360,912
Santa Clara Unified School District Certificates of Participation			8,721,877
Santa Clara County Vector Control District Certificates of Participation			220,275
Total Overlapping Debt			**851,617,136**
Total Gross Direct and Overlapping Bonded Debt (1)			**870,262,136**
Direct Unamortized Premium/Discount			-
TOTAL NET DIRECT AND OVERLAPPING BONDED DEBT			**$ 870,262,136**
2017 / 18 Assessed Value	$ 40,109,538,971		
Ratios to Assessed Valuation:			
Direct Debt	$ (19,391,581)	0.046%	
Total Gross Debt		2.170%	
Total Net Debt		2.170%	

Note: (1) Excludes tax and revenue anticipation notes, revenue, mortgage revenue and tax allocation bonds.
Source: California Municipal Statistics, Inc.

CITY OF SANTA CLARA
LEGAL DEBT MARGIN INFORMATION
Last Ten Fiscal Years
(In Thousands)

Table 13

Fiscal Year Ending June 30	Net Assessed Valuation	Debt Limit- 15% of Assessed Valuation [1]	Debt Applicable to Limit	Legal Debt Margin
2008 / 09	$ 24,362,076	$ 3,654,311	$ -	$ 3,654,311
2009 / 10	24,556,241	3,683,436	-	3,683,436
2010 / 11	23,587,425	3,538,114	-	3,538,114
2011 / 12	23,715,437	3,557,316	-	3,557,316
2012 / 13	25,182,664	3,777,400	-	3,777,400
2013 / 14	26,902,139	4,035,321	-	4,035,321
2014 / 15	28,650,444	4,297,567	-	4,297,567
2015 / 16	32,821,489	4,923,223	-	4,923,223
2016 / 17	36,533,664	5,480,050	-	5,480,050
2017 / 18	40,007,063	6,001,059	-	6,001,059

Note:
(1) Section 1309 of the City Charter of the City states: "Bonded Debt Limit. The bonded indebtedness of the City may not in the aggregate exceed the sum of fifteen percent (15%) of the total assessed valuation of property within the City, exclusive of revenue bonds or any indebtedness that has been or may hereafter be incurred for the purposes of acquiring, constructing, extending, or maintaining municipally owned utilities for which purposes a further indebtedness may be incurred by the issuance of bonds, subject only to the provisions of the State Constitution and this Charter."
Sources: County of Santa Clara, Department of Finance and City of Santa Clara

CITY OF SANTA CLARA
PLEDGED REVENUE COVERAGE
ELECTRIC REVENUE BOND
Last Ten Fiscal Years
(In Thousands)

Table 14

Fiscal Year Ending June 30	Gross Revenue	Less Operating Expense	Net Revenue Available For Debt Service	Principal	Interest	Letter Of Credit Fees	Total	Coverage [1]
2008 / 09	$ 346,533	$ 323,670	$ 22,863	$ 3,580	$ 8,602	$ 2,460	$ 14,642	1.56
2009 / 10	296,833	276,402	20,431	4,220	7,235	838	12,293	1.66
2010 / 11	269,610	233,939	35,671	4,425	8,022	1,793	14,240	2.50
2011 / 12	300,216	238,074	62,142	6,255	9,616	1,017	16,888	3.68
2012 / 13	298,522	266,246	32,276	6,560	9,899	813	17,272	1.87
2013 / 14	314,847	288,954	25,893	3,550	7,994	637	12,181	2.13
2014 / 15	332,178	297,846	34,332	6,485	7,990	459	14,934	2.30
2015 / 16	359,084	316,578	42,506	8,958	8,348	358	17,664	2.41
2016 / 17	352,828	317,237	35,591	7,640	8,434	335	16,409	2.17
2017 / 18	383,662	346,825	36,837	11,416	6,594	302	18,312	2.01

Notes:

(1) The required coverage is 1.00.

Source: City of Santa Clara

CITY OF SANTA CLARA
DEMOGRAPHIC AND ECONOMIC STATISTICS
Last Ten Calendar Years

Table 15

Year	Population	Personal Income ($000)	Per Capita Buying Income	Median Age	Public School Enrollment	County Unemployment Rate	City Unemployment Rate
2008 / 09	117,242	$ 4,225,531	$ 36,738	34.4	14,729	11.8%	10.9%
2009 / 10	116,308	4,291,695	36,607	34.9	14,446	11.3%	10.4%
2010 / 11	118,169	4,727,907	40,010	34.3	14,731	10.3%	9.4%
2011 / 12	118,813	4,399,786	37,031	33.8	14,686	8.7%	8.0%
2012 / 13	120,284	4,530,093	37,662	34.1	14,705	6.8%	6.2%
2013 / 14	121,229	4,739,710	39,097	35.0	15,169	5.4%	4.9%
2014 / 15	120,973	4,952,711	40,941	34.4	15,169	3.9%	3.6%
2015 / 16	123,752	5,194,006	41,971	34.3	15,388	4.2%	3.7%
2016 / 17	123,983	5,454,137	43,991	34.3	15,409	3.8%	3.4%
2017 / 18	129,604	6,064,143	46,790	34.3	15,509	2.9%	2.7%

Sources: MuniServices, LLC
(1) Population data by the California Department of Finance Projections.
(2) The California Department of Finance demographics estimates now incorporate 2010 Census counts as a benchmark.
(3) Unemployment and Total Employment Data are provided by the EDD's Bureau of Labor Statistics Department.
(4) Student Enrollment reflects the total number of students enrolled in the Santa Clara Unified School District.

CITY OF SANTA CLARA
PRINCIPAL EMPLOYERS
Current Year and Ten Years Ago

Table 16

	2018		2009	
Company	**Number of Employees**	**Percentage of Total City Employment**	**Number of Employees**	**Percentage of Total City Employment**
Applied Materials, Inc.	8,500	21.7%	2,606	5.1%
Intel Corporation	7,801	19.9%	5,684	11.1%
Advanced Micro Devices Inc.	3,000	7.7%		
California's Great America	2,500	6.4%		
Avaya Inc.	2,000	5.1%		
Santa Clara University	2,000	5.1%		
City of Santa Clara	1,904	4.9%		
Macy's	1,200	3.1%		
Catalyst Semiconductor Inc.	1,100	2.8%		
Sra Oss Inc.	1,001	3%		
EMC Corporation		0%	508	1.0%
Agilent Technologies	-	0%	1,338	2.6%
Affymetrix Inc.	-	0%	880	1.7%
BAE Systmes Land & Armaments	-	0%	758	1.5%
National Semiconductor Inc.	-	0%	727	1.4%
Nortel Networks	-	0%	533	1.1%
NEC Electronics	-	0%	309	0.6%
Total Top Ten	31,006	79.3%	13,343	26.1%
All Others	8,100	20.7%	34,940	73.9%
Total Employment	39,106	100%	48,283	100%

Sources: Fiscal year 2018: ReferenceUSA database, Infogroup, Inc., Papillion, Nebraska
Sources: Fiscal year 2009: Santa Clara Business License Department

CITY OF SANTA CLARA
FULL-TIME EQUIVALENT BUDGETED CITY EMPLOYEES BY PROGRAM/FUNCTION
Last Ten Fiscal Years

Table 17

	Fiscal Year Ending June 30									
	2018	**2017**	**2016**	**2015**	**2014**	**2013**	**2012**	**2011**	**2010**	**2009**
City Council	11.00	10.00	9.00	8.50	8.50	8.50	8.50	8.50	8.50	8.50
City Clerk	7.00	7.00	5.00	5.00	5.00	4.00	4.00	4.00	4.00	4.00
City Attorney	6.00	6.00	6.00	6.00	6.00	6.00	6.00	7.00	7.00	7.00
City Manager	14.00	13.00	16.00	9.00	9.00	8.00	8.00	8.00	9.00	9.00
Information Technology	7.00	7.00	5.00	5.00	4.00	4.00	4.00	4.00	4.00	4.00
Human Resources	15.00	15.00	14.50	14.50	14.50	14.50	14.50	14.50	15.00	15.00
Finance	61.00	61.75	60.25	58.25	58.00	58.00	58.00	58.00	62.00	62.00
Parks & Recreation	80.75	79.00	82.75	82.75	82.00	82.00	82.00	82.00	83.00	83.00
Library	45.50	45.50	47.00	46.50	46.50	42.00	42.00	42.75	42.75	42.75
Community Development	64.00	56.00	42.00	44.00	40.00	40.00	40.00	40.00	40.00	40.00
Engineering	40.92	39.25	38.25	38.00	38.00	38.00	38.00	38.00	38.00	38.00
Building Maintenance	13.23	12.90	10.90	11.40	11.50	11.50	11.50	12.50	13.50	13.50
Street	58.60	59.60	65.35	63.10	62.00	63.00	63.00	63.00	64.00	64.00
Automotive Services	15.75	15.75	15.00	15.00	15.00	16.00	18.00	18.00	19.00	19.00
Police	239.00	231.00	222.00	219.00	222.00	222.00	222.00	227.00	227.00	227.00
Fire	167.50	166.50	179.50	179.50	179.50	179.50	179.50	179.50	179.50	179.50
Electric Utility	186.00	179.00	166.00	156.00	142.00	135.00	135.00	144.00	144.00	144.00
Water Utility	50.85	52.70	50.10	47.10	45.40	45.80	45.80	46.15	45.45	45.45
Sewer Utility	22.15	21.30	19.90	17.90	15.60	14.20	14.20	13.85	14.55	14.55
TOTAL	1,105.25	1,078.25	1,054.50	1,026.50	1,004.50	992.00	994.00	1,010.75	1,020.25	1,020.25

Source: City of Santa Clara Annual Budget

CITY OF SANTA CLARA
OPERATING INDICATORS BY FUNCTION/ACTIVITY
Last Ten Fiscal Years

Table 18

	Fiscal Year Ending June 30									
	2018	**2017**	**2016**	**2015**	**2014**	**2013**	**2012**	**2011**	**2010**	**2009**
Culture and Recreation:										
Number of library items circulated	2,612,102	2,700,315	2,479,126	2,491,553	2,260,844	2,525,555	2,527,883	2,466,152	2,782,561	2,647,837
Fire Protection:										
Number of calls answered	8,849	8,850	8,933	8,403	8,336	8,232	8,135	8,659	8,671	7,488
Number of inspections conducted	8,470	9,696	8,260	8,067	8,784	9,097	9,775	10,234	8,565	9,707
Police Protection:										
Number of calls for service (1)	53,865	50,429	51,853	60,208	59,474	59,158	57,018	62,004	64,797	57,245
Electric System:										
Maximum annual demand (MW)	586.6	568.1	526.4	491.1	482.4	471.1	463.01	471.37	459.8	489.9
Total annual energy (Mwh)	3,733,800	3,628,200	3,488,004	3,238,372	3,145,100	3,102,166	3,052,818	2,950,301	2,909,151	2,971,436
Sewer System:										
Number of service connections	26,236	26,162	25,744	25,656	25,660	25,530	25,300	25,420	25,540	26,125
Peak flow (5-day average, WPCP) (MG)	110	110	110	121	121	121	121	120	109	109
Maximum daily capacity of treatment plant (WPCP) (MGD)	167	167	167	167	167	167	167	167	167	167
Peak flow (5-day average, City) (MGD)	16	16	16	16	16	16	16	16	16	16
Water System:										
Number of service accounts	25,670	25,714	25,716	25,656	25,530	25,530	25,300	25,420	25,540	25,482
Daily Average consumption (MG)	15	15	15	16.8	18.8	19	19	18.6	18.1	19.4
Maximum daily capacity of plant:										
Potable Water (MGD)	80	80	96	87	87	87	87	87	87	87
Recycled Water (MGD)	15	30	14	15	15	15	15	15	15	15

Note: (1) Data Based on Calendar Year
Source: City of Santa Clara

CITY OF SANTA CLARA
CAPITAL ASSETS STATISTICS BY FUNCTION
Last Ten Fiscal Years

Table 19

	Fiscal Year Ending June 30									
	2018	**2017**	**2016**	**2015**	**2014**	**2013**	**2012**	**2011**	**2010**	**2009**
Culture and Recreation:										
Number of community centers	4	4	4	4	4	4	4	4	4	4
Number of parks	39	35	34	34	32	32	32	32	32	32
Park acreage	311	330	274	273	273	273	273	273	273	282
Number of golf courses	1	1	1	1	1	1	1	1	1	1
Number of swimming pools	11	11	5	5	5	5	5	5	5	5
Number of tennis courts	28	28	28	28	28	28	28	28	28	28
Number of lawn bowling greens	1	1	1	1	1	1	1	1	1	1
Number of lighted soccer fields	3	3	3	3	3	3	3	3	3	3
Number of lighted softball fields	7	7	7	7	7	7	7	7	7	7
Number of neighborhood park buildings	8	8	8	8	8	8	8	8	8	8
Number of gymnastic centers	1	1	1	1	1	1	1	1	1	1
Number of skate parks	1	1	1	1	1	1	1	1	1	1
Number of community theaters	1	1	1	1	1	1	1	1	1	1
Number of libraries	3	3	3	2	2	2	2	2	2	2
Cemetery	2	2	2	2	2	2	2	2	2	2
Fire Protection:										
Number of stations	10	10	10	10	10	10	10	10	10	10
Police Protection:										
Number of stations	2	2	2	2	2	2	2	2	2	2
Electric System:										
Number of meters	55,139	54,942	53,824	53,360	52,775	52,957	52,867	52,327	52,090	51,832
Miles of high voltage lines	612	608	605	591	590	586	582	579	573	573
Number of substations	27	27	27	27	26	26	26	26	24	23
Sewerage System:										
Miles of sanitary sewers	288	288	288	288	288	288	286	285	285	279
Miles of storm sewers	195	195	195	195	-	141	141	140	140	140
Number of treatment plants	1 Tertiary	1 Tertiary	1 Tertiary	1 Tertiary	1 Tertiary	1 Tertiary	1 Tertiary	1 Tertiary	1 Tertiary	1 Tertiary
Water System:										
Miles of water mains	335	335	310	335	335	335	335	335	335	335
Number of fire hydrants	3,382	3,501	3,383	3,315	3,315	3,315	3,315	3,315	3,315	3,313
Miles of recycled watermains	33	33	33	33	33	33	33	23	21	20
Streets:										
Miles of Streets	252	252	252	252	249	249	249	249	249	249
Number of Street Lights	8,118	8,112	8,103	8,097	8,054	8,077	8,046	7,993	7,990	7,976
Number of Traffic Signals	207	207	206	200	196	191	188	188	188	188

Source: City of Santa Clara

CITY OF SANTA CLARA
STATEMENT OF INSURANCE COVERAGE
June 30, 2018

Table 20

TYPE OF POLICY	INSURANCE COMPANY	LIMITS [1]	ANNUAL PREMIUM	TERM YEARS	EXPIRATION DATE [2]
Liability					
Comprehensive General	Self-insured (Since 1987)	$3 million	n/a	-	Ongoing
Excess Liability	CSAC Excess Ins. Authority and various other carriers	$60 million	$477,610	1	7/1/2018
Workers' Compensation	Self-insured (since 1973)	$500 thousand	n/a	-	Ongoing
Excess Workers' Compensation	CSAC Excess Ins. Authority	$5 million	$1,011,287	1	7/1/2018
Property Coverage					
All Risks, including flood, excluding earthquake	Alliant Property Insurance Program (APIP) Lexington Insurance and various excess carriers	$1 billion	$397,032	1	7/1/2018
Boiler and Machinery	Lexington Insurance and various excess carriers	$100 million	$7,813	1	7/1/2018
Financial Loss Bonds					
Crime Coverage Bond	CSAC Excess Insurance Authority	$15 million	$8,290	1	6/30/2018

Notes:
(1) Limits are per occurrence
(2) All policies have been renewed

Source: City of Santa Clara

SUCCESSOR AGENCY CITY OF SANTA CLARA
STATISTICAL SECTION

This part of the City of Santa Clara's Comprehensive Annual Report provides detailed information to better understand the data presented within the financial statements, note disclosures, and required supplementary information.

	TABLES
REVENUE CAPACITY Contains information to help the reader assess the Successor Agency's most significant local revenue source, the property tax.	1 - 3
DEBT CAPACITY Presents information to assess the affordability of the Successor Agency's current levels of outstanding debts.	4

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SUCCESSOR AGENCY OF THE CITY OF SANTA CLARA
BAYSHORE NORTH PROJECT AREA
HISTORICAL TAX INCREMENT
Last Ten Fiscal Years
(In Thousands)

Table 1

	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009
Real Property Value	$ 6,136,642	$ 5,769,029	$ 4,474,185	$ 2,504,578	$ 2,428,787	$ 2,443,683	$ 2,337,717	$ 2,302,910	$ 2,627,293	$ 2,441,511
Other Property Value	25,857	27,877	796,082	551,425	450,943	468,788	492,292	423,299	388,607	377,401
Total Project Value	6,162,499	5,796,906	5,270,267	3,056,003	2,879,730	2,912,471	2,830,009	2,726,209	3,015,900	2,818,912
Less Base Value	(8,838)	(8,838)	49,632	49,322	(8,829)	(8,838)	(8,838)	(8,838)	(8,838)	(8,838)
Increment Over Base Value	6,153,661	5,731,416	5,319,899	3,105,325	2,870,901	2,903,633	2,821,171	2,717,371	3,007,062	2,810,074
Redevelopment Property Tax Trust Fund (RPTTF) [1]	-	-	5,697	9,365	26,759	13,366	-	-	-	-
Tax Increment Revenue	-	-	-	-	-	-	15,035	28,629	31,656	29,597
Supplemental Tax Revenue	-	-	-	-	-	-	-	(37)	94	1,627
Total Tax Revenue	-	-	5,697	9,365	26,759	13,366	15,035	28,592	31,750	26,342
Less:										
AB 1484 True-Up Payment [2]	-	-	-	-	-	(378)	-	-	-	-
Pass Through Payments	-	-	-	-	-	-	(1,085)	-	-	-
SERAF Payment	-	-	-	-	-	-	-	(1,975)	(9,592)	-
Housing Set-Aside	-	-	-	-	-	-	(3,007)	(8,578)	(9,525)	(9,367)
County Administrative Charge	-	-	-	-	-	-	-	(312)	(321)	(286)
Net Tax Revenue	$ -	$ -	$ 5,697	$ 9,365	$ 26,759	$ 12,988	$ 10,943	$ 17,727	$ 12,312	$ 16,689

Notes:

(1) With the State dissolving all RDAs on 02/01/2012, the structure of Tax Increment Revenue has changed. Starting in fiscal year 2012-13, the County's property tax distribution to the Successor Agency was changed to the Redevelopment Property Tax Trust Fund (RPTTF). The RPTTF reported in this table is the amount calculated by the County Auditor-Controller. Under the provisions of the laws dissolving the Redevelopment Agency, the Successor Agency only receives the funds necessary to fulfill its approved obligations.

(2) On June 28, 2012, AB 1484 became law which made a number of significant changes to ABXI26. In particular, the new Health and Safety Code Section 34183.5 required the Santa Clara County Auditor-Controller to conduct a "true-up" of the June 1, 2012 distribution from the RPTTF for each former RDA. In accordance with the new law, the Successor Agency was required to make a "true-up" payment of $378,540.37 by July 12, 2012.

Source: City of Santa Clara / Santa Clara County Auditor

SUCCESSOR AGENCY OF THE CITY OF SANTA CLARA
BAYSHORE NORTH PROJECT AREA
TEN LARGEST ASSESSEES - TAXABLE VALUE
June 30, 2018

Table 2

	ASSESSEE	ASSESSED PROPERTY USE	ASSESSED PROPERTY VALUATION	PERCENT OF TOTAL
1	Forty Niners SC Stadium Company LLC	Commercial Office Building	$ 1,393,051,635	22.61%
2	SI LLC	Commercial Office Building	503,163,475	8.16%
3	Freedom Circle	Commercial Office Building	455,926,611	7.40%
4	The Irvine Company	Commercial Office Building	411,040,733	6.67%
5	Leeco Real Estate Group LLC	Commercial Office Building	255,000,000	4.14%
6	PC Santa Clara Gateway 2 LLC	Commercial Office Building	196,344,500	3.19%
7	RAR2 - Stadium Techcter 123 LLC	Commercial Office Building	152,744,362	2.48%
8	PR II TWRS of GRT America Owner	Commercial Office Building	145,854,699	2.37%
9	STC Ventures LLC	Commercial Office Building	124,389,000	2.02%
10	Lake Park Associates LLC	Commercial Office Building	115,447,619	1.87%
		TOTAL	$ 3,752,962,634	60.91%
		TOTAL AGENCY ASSESSED VALUE	$ 6,162,499,140	

Source: HDL Coren & Cone

SUCCESSOR AGENCY OF THE CITY OF SANTA CLARA
BAYSHORE NORTH PROJECT AREA
ASSESSMENT APPEAL ACTIVITY OF TOP 20 ASSESSEES
2017-18 Impacts

Table 3

TAX ROLL NUMBER	ASSESSEE	ASSESSED VALUATION/ORIGINAL	S/U [1]	APPEAL NUMBER	HEARING DATE DEADLINE	STATUS	APPLICANT'S OPINION VALUATION	LAND USE
984-92-103	Forty Niners	$ 554,267,314	S	17.0232		Pending	$ 140,000,000	Commerical
984-92-104	Forty Niners	554,267,314	S	17.0233		Pending	140,000,000	Commerical
SU-171871	Forty Niners	107,998,183	U	17.1871		Pending	70,000,000	N/A
17-024553	Arista Network	71,407,688	U	17.1168		Pending	36,000,000	N/A
104-04-077	Digital - PR	63,140,635	S	17.0540		Pending	31,570,318	Commerical
17-018611	Cedar Fair	59,280,246	U	17.1041		Pending	52,107,679	N/A
104-04-076	Digital - PR	31,888,672	S	17.0541		Pending	15,944,336	Commerical
104-04-118	Fabritek Inc	26,450,222	S	17.1383		Pending	13,225,000	Commerical
17-020011	Coherent Inc	24,075,313	U	17.1121		Pending	10,884,890	N/A
984-78-008	Quality Inn	16,240,961	S	17.1617		Pending	10,000,000	Commerical
984-78-009	Quality Inn	15,335,541	S	17.1616		Pending	8,400,000	Commerical
17-038510	IA Lodging	15,044,797	U	17.1393		Pending	7,522,399	N/A
16-038439	Global Founders Capital	13,074,657	U	17.E981		Pending	6,537,328	N/A
17-014522	Silicon Valley	11,646,732	U	171260		Pending	5,850,000	N/A
17-041777	Fabrinet West	11,150,863	U	17.1384		Pending	5,576,000	N/A
17-032325	Global Founders Capital	10,754,990	U	17.E644		Pending	5,377,495	N/A
17-080645	Global Founders Capital	10,625,857	U	17.E980		Pending	4,469,281	N/A
17-080646	Global Founders Capital	10,466,897	U	17.E979		Pending	4,302,405	N/A
17-024554	Arista Network	4,830,169	U	17.1169		Pending	2,450,000	N/A
17-031816	SAP Global	4,641,874	U	17.1408		Pending	2,300,000	N/A
		$ 1,616,588,925					$ 572,517,131	

Note:

(1) S=secured roll, U=unsecured roll

Source: Santa Clara County Assessor's Office

SUCCESSOR AGENCY OF THE CITY OF SANTA CLARA
BAYSHORE NORTH PROJECT AREA
COMPUTATION OF DIRECT AND OVERLAPPING BONDED DEBT
June 30, 2018

Table 4

2017-18 Assessed Valuation:	$ 6,162,499,140		
Base Year Valuation:	(8,837,956)		
Incremental Valuation:	$ 6,153,661,184		
DIRECT DEBT:	Total Debt 6/30/2018	% Applicable	Project Area's Share of Debt 6/30/18
2003 Tax Allocation Bonds		100%	
2011 Tax Allocation Bonds		100%	-
TOTAL DIRECT DEBT			$ -
OVERLAPPING TAX AND ASSESSMENT DEBT:			
Santa Clara Unified School District	$ 706,105,000	10.520%	74,282,246
West Valley-Mission Community College District	495,110,000	4.744%	23,488,018
Santa Clara County	1,012,400,000	1.370%	13,869,880
Santa Clara Valley Water District Benefit Assessment District	82,285,000	1.370%	1,127,305
El Camino Hospital District	127,800,000	0.010%	12,780
TOTAL OVERLAPPING TAX AND ASSESSMENT DEBT			$ 112,780,229
OVERLAPPING GENERAL FUND DEBT:			
Santa Clara County General Fund Obligations	$ 590,242,965	1.370%	$ 8,086,329
Santa Clara County Pension Obligations	357,547,175	1.370%	4,898,396
Santa Clara County Board of Education Certificates of Participation	4,985,000	1.370%	68,295
West Valley-Mission Community College District Certificates of Participation	63,060,000	4.744%	2,991,566
Santa Clara Unified School District Certificates of Participation	13,740,000	10.520%	1,445,448
City of Santa Clara General Fund Obligations	18,645,000	15.364%	2,864,618
Santa Clara County Vector Control District Certificates of Participation	2,470,000	1.370%	33,839
TOTAL OVERLAPPING GENERAL FUND DEBT			$ 20,388,491
COMBINED TOTAL DIRECT AND OVERLAPPING DEBT			$ 133,168,720
TOTAL NET DIRECT AND OVERLAPPING BONDED DEBT			$ 20,388,491

(1) Percentage of overlapping agency's assessed valuation located within boundaries of the project area
(2) Excludes tax and revenue anticipation notes, enterprise revenue, mortgage revenue and non-bonded capital lease obligations

Ratios to 2017-18 Assessed Valuation:	
Combined Total Direct and Overlapping Debt	2.16%
Net Combined Total Direct and Overlapping Debt	2.07%

Source: California Municipal Statistics, Inc.