

Shafter Joint Powers Financing Authority

Shafter, California

*Basic Financial Statements
and Independent Auditors' Report*

For the year ended June 30, 2011

C&L
Caporicci & Larson, Inc.
A Subsidiary of Marcum LLP
Certified Public Accountants

Shafter Joint Powers Financing Authority
Basic Financial Statements
For the year ended June 30, 2011

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
of the Shafter Joint Powers Financing Authority
Shafter, California

We have audited the accompanying financial statements of the business-type activities of the Shafter Joint Powers Financing Authority (the "Authority"), a component unit of the City of Shafter, California (the "City"), as of and for the year ended June 30, 2011, which comprise the Authority's basic component unit financial statements, as listed in the table of contents. These financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate under the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the City's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As described in note 1 to the basic financial statements, the basic financial statements present only the Authority and are not intended to present fairly the financial position and results of operations of the City of Shafter, California in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the basic financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities of the Authority as of June 30, 2011, and the respective changes in financial position, and cash flows, thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The Authority has not presented the *Management's Discussion and Analysis* that accounting principles generally accepted in the United States of America has determined is necessary to supplement, although not required to be part of the basic component unit financial statements.

Caporicci & Larson, Inc.

Caporicci & Larson, Inc.
A Subsidiary of Marcum LLP
Certified Public Accountants
Irvine, California
October 28, 2011

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BASIC FINANCIAL STATEMENTS

Shafter Joint Powers Financing Authority
Statement of Net Assets
June 30, 2011

ASSETS

Current assets:

Cash and investments	\$ 256
Cash and investments with fiscal agent	3,351,361
Total current assets	<u>3,351,617</u>

Noncurrent assets:

Capital assets, nondepreciable	325,400
Capital assets, depreciable	19,577,049
Less accumulated depreciation	<u>(9,841,783)</u>
Total capital assets, net	<u>10,060,666</u>
Bond issuance costs	<u>61,428</u>
Total noncurrent assets	<u>10,122,094</u>
Total assets	<u><u>13,473,711</u></u>

LIABILITIES

Current liabilities:

Accounts payable	500
Interest payable	279,359
Bond payable - due within one year	<u>1,314,422</u>
Total current liabilities	<u>1,594,281</u>

Noncurrent liabilities:

Bond payable - due in more than one year	<u>7,862,410</u>
Total noncurrent liabilities	<u>7,862,410</u>
Total liabilities	<u><u>9,456,691</u></u>

NET ASSETS

Invested in capital assets, net of related debt	883,834
Restricted for debt services	3,351,361
Unrestricted	<u>(218,175)</u>
Total net assets	<u><u>\$ 4,017,020</u></u>

See accompanying notes to basic financial statements.

Shafter Joint Powers Financing Authority
Statement of Revenues, Expenses, and Changes in Net Assets
For the year ended June 30, 2011

OPERATING REVENUES:

Lease revenue	\$ 2,040,329
Total operating revenues	<u>2,040,329</u>

OPERATING EXPENSES:

Administrative and general	5,585
Amortization	21,747
Depreciation	<u>638,047</u>
Total operating expenses	<u>665,379</u>

OPERATING INCOME (LOSS) 1,374,950

NONOPERATING REVENUES (EXPENSES):

Interest income	298
Interest expenses and fiscal charges	<u>(595,971)</u>
Total nonoperating revenues (expenses)	<u>(595,673)</u>

Changes in net assets 779,277

NET ASSETS:

Beginning of year	<u>3,237,743</u>
End of year	<u>\$ 4,017,020</u>

See accompanying notes to basic financial statements.

Shafter Joint Powers Financing Authority
Statement of Cash Flows
For the year ended June 30, 2011

CASH FLOWS FROM OPERATING ACTIVITIES:

Cash received from customers	\$ 2,040,329
Cash payments to suppliers for goods and services	(5,086)
Net cash provided (used) by operating activities	<u>2,035,243</u>

CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:

Principal paid on long-term debt	(1,250,000)
Interest paid on long-term debt	(633,158)
Net cash provided (used) by capital and related financing activities	<u>(1,883,158)</u>

CASH FLOWS FROM INVESTING ACTIVITIES:

Interest on investments	298
Net cash provided (used) by investing activities	<u>298</u>
Net increase (decrease) in cash and cash equivalents	152,383

CASH AND CASH EQUIVALENTS:

Beginning of year	<u>3,199,234</u>
End of year	<u>\$ 3,351,617</u>

**RECONCILIATION OF OPERATING INCOME (LOSS) TO
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES:**

Operating income (loss)	\$ 1,374,950
Adjustments to reconcile operating income (loss) to net cash provided (used) by operating activities:	
Amortization	21,747
Depreciation	638,047
Accounts payable	500
Total adjustments	<u>660,294</u>
Net cash provided (used) by operating activities	<u>\$ 2,035,244</u>

See accompanying notes to basic financial statements.

Shafter Joint Powers Financing Authority
Notes to Basic Financial Statements
For the year ended June 30, 2011

1. REPORTING ENTITY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Reporting Entity

The Authority was organized by the City of Shafter (the "City") and the Shafter Redevelopment Agency (the "Agency"), on November 12, 1996, under the laws of the State of California and operates pursuant to the Joint Exercise of Powers Act (Article 1, commencing with Section 6500, of Chapter 5, Division 7, Title 1 of the Government Code of the State). The Authority was organized to provide a financial mechanism to finance the purchase of the privately owned correctional facility. Some administration and related normal business expenses incurred in the day-to-day operation of the Authority are provided by the City and are not included in the Authority's basic financial statements. Management believes that such expenses are not material to the Authority's operations.

The Authority's office and records are located at 336 Pacific Avenue, Shafter, California 93263.

The Authority's Board of Directors is the City Council. The Authority is a separate legal entity which is financially accountable to the City. It is considered a component unit of the City and accordingly, is included in the Comprehensive Annual Financial Report of the City.

B. Measurement Focus, Basis of Accounting and Financial Statement Presentation

The Authority's basic financial statements are prepared in conformity with accounting principles generally accepted in the United States of America as they are applicable to governmental units. The Government Accounting Standards Board ("GASB") is the accepted standard setting body for establishing governmental accounting and financial reporting principles.

The Authority reports its activities as an enterprise fund, which is used to account for operations that are financed and operated in a manner similar to a private business enterprise, where the intent of the Authority is that the costs (including depreciation) of providing goods or services to the general public on a continuing basis be financed or recovered primarily through user charges. The Authority's financial statements are reported using the *economic resources measurement focus* and the *accrual basis of accounting*. Revenues are recognized in the accounting period in which they are earned and expenses are recognized in the period incurred regardless of the timing of related cash flows.

Proprietary funds distinguish operating revenues and expenses from those revenues and expenses that are non-operating. Operating revenues are those revenues that are generated by leasing activities while operating expenses pertain directly to the furnishing of those services. Non-operating revenues and expenses are those revenues and expenses generated that are not directly associated with the normal business of leasing activities.

When both restricted and unrestricted resources are available for use, it is the Authority's policy to use restricted resources first, then unrestricted resources as they are needed.

The accounting policies of the Authority conform to generally accepted accounting principles as applicable to governmental enterprise funds. In accordance with GASB Statement No. 20, the Authority has elected to apply all Financial Accounting Standards Board Statements and Interpretations issued after November 30, 1989, with the exception of those that conflict with or contradict GASB Pronouncements.

Shafter Joint Powers Financing Authority
Notes to Basic Financial Statements, Continued
For the year ended June 30, 2011

1. REPORTING ENTITY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

C. Cash and Investments

The Authority pools cash and investments with the City for the purpose of increasing income through investment activities. The Authority's cash and cash equivalents are considered to be cash on hand, demand deposits, and short-term investments with original maturity of three months or less from the date of acquisition. Cash and cash equivalents are combined with investments and displayed as cash and investments.

In accordance with GASB Statement No. 40, *Deposit and Investment Disclosures (an Amendment of GASB No. 3)*, certain disclosure requirements for deposits and investment risks were made in the following areas:

- Interest Rate Risk
- Credit Risk
 - Overall
 - Custodial Credit Risk
 - Concentrations of Credit Risk

Additional information related to cash and cash equivalents can be found in Note 2.

D. Cash and Investments with Fiscal Agents

Cash and investments with fiscal agents are for the redemption of bonded debt.

E. Capital Assets

Capital assets, which include land, buildings, and machinery and equipment, are reported in the Statement of Net Assets. The Authority's assets are capitalized at historical cost or estimated historical cost. The Authority's policy has set the capitalization threshold for reporting capital assets at \$5,000. Gifts or contributions of capital assets are recorded at fair market value when received. Depreciation is recorded on straight-line basis over the useful lives of the assets as follows:

Buildings and Improvements	20 - 40 years
Machinery and Equipment	3 - 10 years

F. Interest Payable

Interest payable of long-term debt is recognized as the liability is incurred.

G. Bond Premiums, Discounts, and Issuance Costs

Bond premiums and discounts, as well as issuance costs, are deferred and amortized over the life of the bonds using a straight-line method. Bonds payable are reported net of the applicable bond premium or discount. Issuance costs are reported as noncurrent assets in the statement of net assets.

Shafter Joint Powers Financing Authority
Notes to Basic Financial Statements, Continued
For the year ended June 30, 2011

1. REPORTING ENTITY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

H. Long-Term Debt

Long-term debt and other long-term obligations are reported as liabilities in the statement of net assets.

I. Net Assets

Net assets are comprised of the various net earnings from operating income, non-operating revenues and expenses. Net assets are classified in the following categories:

Invested in Capital Assets, Net of Related Debt - This component of net assets consists of capital assets net of accumulated depreciation and reduced by outstanding debt that is attributed to the acquisition, construction, or improvement of the assets.

Restricted Net Assets - This component of net assets consists of constraints imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments or constraints imposed by law through constitutional provisions or enabling legislation.

Unrestricted Net Assets - This component of net assets consists of net assets that do not meet the definition of "invested in capital assets, net of related debt" or "restricted net assets".

J. Estimates

The preparation of financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and necessarily include amounts based on estimates and assumptions by Management. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities. In addition, estimates affect the reported amount of expenses. Actual results could differ from these estimates and assumptions.

2. CASH AND INVESTMENTS

The Authority maintains a cash and investment pool, which includes cash balances and authorized investment of all funds, which the City Treasurer invests to enhance interest earnings.

Cash and investments are classified in the accompanying financial statements as follows:

Statement of Net Assets:	
Cash and investments	\$ 256
Cash and investments with fiscal agent	3,351,361
Total cash and investments	\$ 3,351,617

Shafter Joint Powers Financing Authority
Notes to Basic Financial Statements, Continued
For the year ended June 30, 2011

2. CASH AND INVESTMENTS, Continued

Cash and investments consist of the following:

City of Shafter's Pooled Cash	\$ 256
U.S. Treasury Obligation	3,351,361
Total cash and investments	\$ 3,351,617

Investments Authorized by the California Government Code and the Authority's Investment Policy

The table below identifies the investment types that are authorized for the Authority by the Authority's investment policy. The table also identifies certain provisions of the California Government Code (or the Authority's investment policy, where more restrictive) that address interest rate risk, credit risk, and concentration of credit risk. This table does not address investments of debt proceeds held by bond trustee that are governed by the provisions of debt agreements of the Authority, rather than the general provisions of the California Government Code or the Authority's investment policy.

Authorized Investment Type	Maximum Maturity ⁽¹⁾	Maximum Percentage Of Portfolio ⁽²⁾	Maximum Investment In One Issuer
U.S. Treasury Obligations	5 years	None	None
U.S. Agency Securities	5 years	30%	None
U.S. Corporate Bonds	N/A	25%	5%
Banker's Acceptances	270 days	40%	None
Commercial Paper	270 days	15%	10%
Negotiable Certificates of Deposit	5 years	30%	None
Demand Deposits	N/A	None	None
Repurchase Agreements	2 weeks	10%	None
Reverse Repurchase Agreements	92 days	20% of base value	None
Mutual Funds	N/A	15%	None
Money Market Mutual Funds	N/A	10%	10%
County Pooled Investment Funds	N/A	None	None
Local Agency Investment Fund (LAIF)	N/A	None	None
JPA Pools (Other Investment Pools)	N/A	None	None

⁽¹⁾ No more than 50% of the portfolio shall have maturity dates in excess of 2 years at any given time.

⁽²⁾ Excluding amounts held by bond trustee that are not subject to California Government Code

Investments Authorized by Debt Agreements

Investments of debt proceeds held by the bond trustee are governed by provisions of the debt agreements, rather than the general provisions of the California Government Code or the Authority's investment policy.

Shafter Joint Powers Financing Authority
Notes to Basic Financial Statements, Continued
For the year ended June 30, 2011

2. CASH AND INVESTMENTS, Continued

Disclosure Relating to Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. One of the ways that the Authority manages its exposure to interest rate risk is by purchasing a combination of shorter term and longer term investments and by timing cash flows from maturities so that a portion of the portfolio is maturing or coming close to maturity evenly over time as necessary to provide the cash flow and liquidity needed for operations.

Information about the sensitivity of the fair values of the Authority's investments (including investments held by bond trustee) to market interest rate fluctuations is provided by the following table that shows the distribution of the Authority's investments by maturity.

Investment Type	Fair Value	Remaining Maturity (in Months) 12 Months Or Less
Held by Bond Trustee:		
U.S. Treasury Obligation	\$ 3,351,361	\$ 3,351,361
Total	\$ 3,351,361	\$ 3,351,361

Disclosure Relating to Credit Risk

Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization.

Presented below is the minimum rating required by (where applicable) the California Government Code or the Authority's investment policy, or debt agreements, and the actual rating as of year end for each investment type.

Investment Type	Fair Value	Minimum Legal Rating	Rating as of Year End AAA
Held by Bond Trustee:			
U.S. Treasury Obligation	\$ 3,351,361	N/A	\$3,351,361
Total	\$ 3,351,361		\$3,351,361

Shafter Joint Powers Financing Authority
Notes to Basic Financial Statements, Continued
For the year ended June 30, 2011

2. CASH AND INVESTMENTS, Continued

Disclosure Relating to Concentration of Credit Risk

The investment policy of the Authority contains no limitations on the amount that can be invested in any one issuer beyond that stipulated by the California Government Code. The Authority has no investments in any one issuer (other than U.S. Treasury securities, mutual funds, and external investment pools) that represent 5% or more of the total Authority's investments.

Disclosure Relating to Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, a government will not be able to recover the value of its investment or collateral securities that are in the possession of another party. The California Government Code and the Authority's investment policy do not contain legal or policy requirements that would limit the exposure to custodial credit risk for deposits or investments, other than the following provision for deposits: The California Government Code requires that a financial institution secure deposits made by state or local government units by pledging securities in an undivided collateral pool held by a depository regulated under state law (unless so waived by the governmental unit). The market value of the pledged securities in the collateral pool must equal at least 110% of the total amount deposited by the public agencies. California law also allows financial institutions to secure deposits by pledging first trust deed mortgage notes having a value of 150% of the secured public deposits.

As of June 30, 2011, no deposits with financial institutions in excess of federal depository insurance limits were held in uncollateralized accounts. As of June 30, 2011, the Authority had no investments held by the same broker-dealer (counterparty) that was used by the Authority to buy the securities.

Cash with Fiscal Agent

Cash and investments held and invested by fiscal agents on behalf of the Authority are pledged for payment or security of certain long-term debt issuances. Fiscal agents are mandated by bond indentures as to the types of investments in which debt proceeds can be invested.

Collateral for Deposits

Under the provisions of the California Government Code, California banks and savings and loan associations are required to secure a city's deposits by pledging government securities as collateral. The market value of the pledged securities must equal at least 110% of a city's deposits. California law also allows financial institutions to secure Authority deposits by pledging first trust deed mortgage notes having a value of 150% of a city's total deposits.

Shafter Joint Powers Financing Authority
Notes to Basic Financial Statements, Continued
For the year ended June 30, 2011

2. CASH AND INVESTMENTS, Continued

Collateral for Deposits, Continued

The collateral for certificates of deposit is generally held in safekeeping by the Federal Home Loan Bank in San Francisco as the third-party trustee. The securities are physically held in an undivided pool for all California public agency depositors. The State Public Administrative Office for public agencies and the Federal Home Loan Bank maintain detailed records of the security pool which are coordinated and updated weekly.

The Authority Treasurer, at his/her discretion, may waive the 100% collateral requirement for deposits which are insured up to \$250,000 by the FDIC.

3. CAPITAL ASSETS

The following is a summary of changes in capital assets for the year:

	Balance July 1, 2010	Additions	Deletions	Balance June 30, 2011
Capital assets, not depreciated:				
Land	\$ 325,400	\$ -	\$ -	\$ 325,400
Total capital assets, not depreciated	325,400	-	-	325,400
Capital assets, being depreciated				
Building and improvements	18,986,948	-	-	18,986,948
Machinery and equipment	590,101	-	-	590,101
Total capital assets, being depreciated	19,577,049	-	-	19,577,049
Less accumulated depreciation				
Building and improvements	(8,613,635)	(638,047)	-	(9,251,682)
Machinery and equipment	(590,101)	-	-	(590,101)
Total accumulated depreciation	(9,203,736)	(638,047)	-	(9,841,783)
Total capital assets, being depreciated, net	10,373,313	(638,047)	-	9,735,266
Total capital assets, net	\$ 10,698,713	\$ (638,047)	\$ -	\$ 10,060,666

Depreciation expense in the amount of \$638,047 is included in operating expenses for the year ended June 30, 2011.

Shafter Joint Powers Financing Authority
Notes to Basic Financial Statements, Continued
For the year ended June 30, 2011

4. LONG-TERM LIABILITIES

The following is a summary of the changes in long-term liabilities for the year:

	Balance July 1, 2010	Additions	Deletions	Balance June 30, 2011	Amounts Due Within One Year	Amounts Due In More Than One Year
Lease Revenue Bonds, Series A	\$ 10,485,000	\$ -	\$ (1,250,000)	\$ 9,235,000	\$ 1,325,000	\$ 7,910,000
Less bond discounts	(68,746)	-	10,578	(58,168)	(10,578)	(47,590)
Total long-term liabilities	\$ 10,416,254	\$ -	\$ (1,239,422)	\$ 9,176,832	\$ 1,314,422	\$ 7,862,410

Certificates of Participation – Community Correctional Facility (CCF) – Original Issue \$21,740,000

On January 7, 1997, the Lease Revenue Bonds 1997 Series A in the amount of \$21,740,000 were issued by the Shafter Joint Powers Financing Authority. The bond proceeds were used to acquire a Community Correctional Facility (CCF) which included land, building, and equipment located in the City.

The bonds consist of serial bonds of \$2,690,000 maturing from 1998 through 2001 with interest ranging from 4.35% to 5.00%, and term bonds of \$19,050,000 maturing from 2008 through 2017 with interest ranging from 5.5% to 6.05%.

The bonds are secured by a pledge of all State of California (State) payments and interest earnings pursuant to a CCF contract in which the State covenants to pay CCF lease costs which include an amount sufficient to pay all base rental and insurance premiums attributable to the CCF. Base rental payments will be in an amount sufficient to pay the principal and interest of the bonds and additional rental payments will be in an amount sufficient to pay certain administrative and other expenses of the Authority. These payments under the CCF contract represent the sole security for the base rental payments.

The bonds maturing before January 1, 2008, are not subject to redemption prior to their stated maturities. The bonds maturing on or after January 1, 2008 are subject, at the option of the Authority, to redemption prior to their stated maturities, as a whole or in part or on any date on or after January 1, 2008, at the following redemption prices (expressed as a percentage of the principal amount to redeemed):

Redemption Period (dates inclusive)	Redemption Price
January 1, 2009	100%

The bonds were acquired at a discount amounting to \$211,549, and are amortized on a straight-line method over the life of the bonds, which is 20 years. The annual amortization expense was \$10,578. At June 30, 2011, the outstanding bond discount was \$58,168.

Shafter Joint Powers Financing Authority
Notes to Basic Financial Statements, Continued
For the year ended June 30, 2011

4. LONG-TERM LIABILITIES, Continued

The annual debt service requirements on the bonds outstanding at June 30, 2011, were as follows:

Year End June 30,	Principal	Interest	Total
2012	\$ 1,325,000	\$ 558,718	\$ 1,883,718
2013	1,405,000	478,555	1,883,555
2014	1,485,000	393,553	1,878,553
2015	1,575,000	303,710	1,878,710
2016	1,670,000	208,423	1,878,423
2017	1,775,000	107,388	1,882,388
	<u>\$ 9,235,000</u>	<u>\$ 2,050,347</u>	<u>\$ 11,285,347</u>

Total bonds outstanding as of June 30, 2011, net of unamortized bond discount were as follows:

5. COMMITMENT AND CONTINGENCIES

As of the end of the fiscal year, the Authority is not aware of any outstanding litigations or matters which would materially affect the financial position of the Authority.

6. SUBSEQUENT EVENTS

The City of Shafter ("City"), under an agreement with the State of California Department of Corrections and Rehabilitation ("CDCR"), operates a Community Correction Facility ("CCF") that houses roughly 480 prisoners of the State of California. The CCF is owned by the Shafter Joint Powers Authority ("JPFA") and is leased to the City of Shafter with contractual lease payments being made by the State of California to the trustee that administers bond payments to the JPFA bondholders that financed the purchase of the CCF.

On July 5, 2011 the CDCR notified the City of Shafter of their intent to exercise their right to terminate the agreement with the City effective on November 30, 2011. This termination was done in accordance with a provision in the agreement which allows for termination if the State Legislature and Governor elect not to appropriate necessary funding under the agreement. This elimination of funds was the result of the "public safety realignment" program contained within the State of California 2011-2012 Budget Act. CDCR has confirmed that the State will continue to make all lease payments pursuant to the agreement with the City.

Management has evaluated subsequent events to determine if events or transactions occurring through October 28, 2011, the date the basic financial statements were available to be issued, require adjustment to, or disclosure in the basic financial statements.