

Kern Water Bank Authority

Financial Statements

December 31, 2012 and 2011

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CERTIFIED
PUBLIC
ACCOUNTANTS

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Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Kern Water Bank Authority
Bakersfield, California

Report on the Financial Statements

We have audited the accompanying financial statements of the Kern Water Bank Authority (the Authority), as of and for the years ended December 31, 2012 and 2011, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

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Certified Public Accountants

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Authority, as of December 31, 2012 and 2011, and the respective changes in financial position, and, where applicable, cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 2 through 8 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

As discussed in Note 1 to the financial statements, during the year ended December 31, 2012, the Authority adopted the provisions of Governmental Accounting Standards Board Statements No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, and No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated March 29, 2013 on our consideration of the Authority'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 Authority's internal control over financial reporting and compliance.

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ACCOUNTANCY CORPORATION

Brown Armstrong
Accountancy Corporation

Kern Water Bank Authority

Management's Discussion and Analysis

As management of the Kern Water Bank Authority (the Authority), we offer readers of the Authority's financial statements this narrative overview and analysis of the Authority's financial performance during the fiscal years ended December 31, 2012 and 2011. Please read it in conjunction with the Authority's financial statements, which follow this section.

The Authority is a Joint Powers Authority, established October 16, 1995, under the Joint Exercise of Powers Act. The Authority operates the Kern Water Bank, which is an area of land (approximately 20,000 acres) located in the southwest portion of the San Joaquin Valley uniquely suited for water recharge, water recovery and habitat preservation.

The Authority is a public agency, whose participants are the Kern County Water Agency, water storage districts, water districts and a mutual water company. The Authority oversees the day-to-day operations of the Kern Water Bank on behalf of the Participants.

The Authority recharges, recovers and stores water on behalf of the Participants. The Authority's governing body is a seven-member Board of Directors, comprised of Participant representatives, which annually elects a Chairman and Vice-Chairman.

Participants receive water from a number of sources including the State Water Project (SWP), the Central Valley Project via the Friant-Kern Canal, and the Kern River. Participants recognized the benefit of developing the Kern Water Bank lands and constructed recharge basins, recovery wells, canals and other banking facilities on a portion of the Kern Water Bank lands while preserving the land for habitat conservation. Participants, under the Authority, utilize these banking facilities to create a more reliable water supply.

Hydrological patterns tend to be cyclical, often creating multiple years of excess water supply followed by multiple years of water supply shortage. Participants have, or acquire, water surplus to accommodate their needs in wet years and place it in storage in the Kern Water Bank for future recovery in dry years. This provides Participants with a unique water supply regulation tool.

Wet hydrology in 2011 allowed for recharge throughout the year. In fact, the Authority recharged more water in 2011 (over 447,000 acre-feet) than in any other year. Unfortunately, the 2011-2012 water year was dry, necessitating the recovery of 92,000 acre-feet of water during March through June and December.

Management's Discussion and Analysis

Financial Highlights

The Authority's total assets decreased by \$1.1 million, or 1.6%, over the course of the 2012 operations, largely due to decreases in cash, depreciation of capital assets and timing of deposits for debt service.

The Authority's total revenues increased from \$6.6 million to \$9.9 million, and total expenses increased from \$7.1 million to \$10 million as a result of the switch from lower cost recharge operations to higher cost recovery operations.

The Authority's long-term debt decreased by \$1.4 million from \$22.7 million to \$21.3 million. This was due to principal payments paid to the variable rate bond investors and to the State of California Department of Water Resources (DWR) of \$1,080,000 and \$246,822, respectively, and a decrease in the fair value of the interest rate swap of \$53,001.

Overview of the Financial Statements

This annual financial report includes this management's discussion and analysis, the independent auditor's report, the basic financial statements of the Authority and selected additional information. The financial statements also include notes that explain in more detail some of the information in the financial statements.

Required Financial Statements

The financial statements of the Authority report information of the Authority using accounting methods similar to those used by private sector companies. These statements offer short and long-term financial information about its activities. The Statements of Net Position include all of the Authority's assets, deferred outflows of resources, liabilities and deferred inflows of resources and provides information about the nature and amounts of investments in resources (assets) and the obligations to Authority creditors (liabilities). It also provides the basis for evaluating the capital structure of the Authority and assessing the liquidity and financial flexibility of the Authority.

All of the current year's revenues and expenses are accounted for in the Statements of Revenues, Expenses and Changes in Net Position. This statement can be used to determine whether the Authority has successfully recovered all of its costs through its user fees and other charges, its profitability, and its credit worthiness.

The final required financial statement is the Statement of Cash Flows. This statement reports cash receipts, cash payments, and net changes in cash resulting from operations, financing, and investing activities and provides answers to such questions as where did cash come from, what was cash used for, and what was the change in the cash balance during the reporting period.

Management's Discussion and Analysis

Financial Analysis of the Authority

One of the most important questions asked about the Authority's finances is, "Is the Authority, as a whole, better off or worse off as a result of this year's activities?" The Statements of Net Position and the Statements of Revenues, Expenses and Changes in Net Position report information about the Authority's activities in a way that will help answer this question. These two statements report the net position of the Authority and the changes in them. One can think of the Authority's net position - the difference between assets, deferred inflows, deferred outflows and liabilities - as one way to measure financial health or financial position. Increases or decreases in the Authority's net position is also an indicator of whether its financial health is improving or deteriorating. However, one will need to consider other non-financial factors such as changes in economic conditions, population growth, and new or changed government legislation.

Net Position

To begin our analysis, a summary of the Authority's Statements of Net Position is presented in the following table.

Condensed Statements of Net Position December 31, 2012 and 2011 (000's)

	<u>2012</u>	<u>2011</u>	<u>Dollar Change</u>	<u>Percentage Change</u>
Current Assets	\$ 10,761	\$ 11,238	\$ (477)	(4.24) %
Capital Assets - Net	55,349	55,679	(330)	(0.59) %
Other Assets - Net	554	590	(36)	(6.10) %
Restricted Assets	1,592	1,863	(271)	(14.55) %
Total Assets	<u>68,256</u>	<u>69,370</u>	<u>(1,114)</u>	<u>(1.61) %</u>
Deferred Outflows	<u>2,618</u>	<u>2,671</u>	<u>(53)</u>	<u>(1.98) %</u>
Current Liabilities	10,592	10,329	263	2.55 %
Long-Term Debt	21,272	22,658	(1,386)	(6.12) %
Total Liabilities	<u>31,864</u>	<u>32,987</u>	<u>(1,123)</u>	<u>(3.40) %</u>
Net Investment in Capital Assets	32,745	31,695	1,050	3.31 %
Restricted	1,592	1,863	(271)	(14.55) %
Unrestricted	4,673	5,496	(823)	(14.97) %
Total Net Position	<u>\$ 39,010</u>	<u>\$ 39,054</u>	<u>\$ (44)</u>	<u>(0.11) %</u>

Management's Discussion and Analysis

The decrease in current assets from the year ended 2011 to 2012 of 4.2% is due to a decrease in cash, the small decrease in capital assets is due to offsetting investments in facilities and depreciation, and the decrease in restricted assets is due to the timing of debt service deposits. The decrease in total liabilities of 3.4% is due, primarily, to debt service reductions.

The following chart summarizes the Comparative Statements of Revenues, Expenses and Changes in Net Position.

Condensed Statements of Revenues, Expenses and Changes in Net Position
Years Ended December 31, 2012 and 2011
(000's)

	<u>2012</u>	<u>2011</u>	<u>Dollar Change</u>	<u>Percentage Change</u>
Operating Revenues, Net	\$ 8,463	\$ 5,288	\$ 3,175	60.04 %
Non-operating Revenues	1,470	1,303	167	12.82 %
Total Revenues	<u>9,933</u>	<u>6,591</u>	<u>3,342</u>	<u>50.71 %</u>
Operating Expenses	8,950	5,908	3,042	51.49 %
Non-operating Expenses	1,027	1,200	(173)	(14.42) %
Total Expenses	<u>9,977</u>	<u>7,108</u>	<u>2,869</u>	<u>40.36 %</u>
Change in Net Position	(44)	(517)	473	
Net Position, Beginning of Year	<u>39,054</u>	<u>39,571</u>	<u>(517)</u>	
Net Position, End of Year	<u>\$ 39,010</u>	<u>\$ 39,054</u>	<u>\$ (44)</u>	

Net operating revenues at December 31, 2012 were \$8.5 million compared to \$5.3 million at December 31, 2011. Operating expenses in 2012 of \$9 million represent an increase of 51.5% from the 2011 expenses reported at \$5.9 million. The increases in both revenues and expenses are due to the higher operating costs of recovery operations versus recharge operations. The Authority distributes capital use fees and returns unused deposits and fees to Participants each fiscal year.

Management's Discussion and Analysis

Budgetary Highlights

The Authority adopts an annual budget each year to project the expected coming year's administrative, land management, and general maintenance operations. The budget includes these proposed expenses and the means of financing them. The Authority's budget remains in effect the entire year. Budget-to-actual comparisons were analyzed by management throughout the year; however, it is not reported on nor shown in the financial statements section of this report.

A December 31, 2012 budget-to-actual comparison is presented in the following table:

**General and Administrative
Budget vs. Actual Comparison
Year Ended December 31, 2012
(000's)**

	<u>Actual</u>	<u>Budget</u>	<u>Variance</u>
G&A Revenues	\$ 1,653	\$ 1,851	\$ (198)
Other G&A Revenues	162	73	89
Total G&A Revenues	<u>1,815</u>	<u>1,924</u>	<u>(109)</u>
G&A Expenses	<u>2,832</u>	<u>1,924</u>	<u>908</u>
Net Loss	<u>\$ (1,017)</u>	<u>\$ -</u>	<u>\$ (1,017)</u>

The Authority collected both semi-annual general and administrative (G&A) assessments for the year ended December 31, 2012. The G&A revenues were under budget by \$109,000 due to lower than anticipated income from conservation credit sales. The G&A expenses are administrative expenses, such as payroll and benefits, equipment and supplies, general maintenance and legal fees. The 2012 G&A actual expenses were higher than anticipated expenses because of on-going legal matters and maintenance of water banking facilities.

The Authority collects estimated fees from Participants for their recharge and recovery activity based on usage. These fees and the expenses, in addition to offsetting debt service assessments and payments, are not included in the annual G&A budget.

Management's Discussion and Analysis

Capital Assets

As of December 31, 2012, the Authority had invested \$70.9 million in gross capital assets as shown in the following table:

Capital Assets
December 31, 2012 and 2011
(000's)

	<u>2012</u>	<u>2011</u>	<u>Dollar Change</u>	<u>Percentage Change</u>	
Land	\$ 23,614	\$ 23,614	\$ -	-	%
Wells - Recovery	30,218	30,026	192	0.64	%
Canals and Related Facilities	12,087	12,087	-	-	%
Earthwork - Recharge	3,174	3,145	29	0.92	%
Pumps - Recharge	358	326	32	9.82	%
Roads and Fences	608	511	97	18.98	%
Equipment	6	6	-	-	%
Office Equipment and Furniture	81	81	-	-	%
Trucks and Autos	89	89	-	-	%
Construction in Progress	<u>674</u>	<u>-</u>	<u>674</u>	<u>-</u>	<u>%</u>
Property and Equipment	70,909	69,885	1,024	1.47	%
Less: Accumulated Depreciation	<u>15,560</u>	<u>14,206</u>	<u>1,354</u>	<u>9.53</u>	<u>%</u>
Total Capital Assets	<u>\$ 55,349</u>	<u>\$ 55,679</u>	<u>\$ (330)</u>	<u>(0.59)</u>	<u>%</u>

Total capital assets net of depreciation decreased slightly, from \$55.7 million at December 31, 2011 to \$55.3 million at December 31, 2012. This change reflects the balance of investments in facilities and depreciation.

Debt Service Requirements

Between 1999 and 2002, the Authority received a \$5 million loan from the DWR. The proceeds of this loan were used to complete a portion of the Master Plan Construction Project, and the Authority makes monthly deposits into a fiscal service agent account for semi-annual principal, interest, and reserve payments. As of December 31, 2012, the outstanding principal on this loan was approximately \$2.7 million.

On November 25, 2003, the Authority received \$27 million in proceeds from the issuance of two series of variable rate demand bonds, 2003A (tax exempt) and 2003B (taxable). The proceeds from this bond issuance were designated to pay off a 1999 Bank of America loan, fund the Authority's 50% match for a DWR Proposition 13 grant to construct the River Area well and pipeline project, enhance recharge pond capacities, expand security fencing and roads, and possibly build an office facility on the Kern Water Bank property.

Management's Discussion and Analysis

As part of the bond issuance, Zions First National Bank, Trustee, established restricted cash accounts, including a \$1 million Reserve Fund. The remainder of the bond proceeds was placed, primarily, in the Project Fund to be used for the construction projects. The final requisition was drawn in 2007.

The principal amount owed on this bond issuance as of December 31, 2012 was \$17.3 million. Principal is payable in annual installments, or mandatory redemptions, of \$1.08 million due on July 1, beginning in 2004 and ending in 2028 (maturity). Variable interest on the two series of bonds is accrued weekly and paid monthly.

On July 27, 2005, the Authority entered into an Interest Rate Master Agreement with Wells Fargo Bank, N.A. which established a fixed interest rate swap on the outstanding balance of the Series A and Series B bonds through July 1, 2023, in which the Authority pays interest at 3.86% and 4.75%, respectively, in exchange for receiving a Bond Market Association (BMA) rate and LIBOR, respectively. Payments are made monthly.

Contacting the Authority's Management

This annual financial report is designed to provide our customers and creditors with a general overview of the Authority's finances and to demonstrate the Authority's accountability for the money it receives. If you have questions about this report or need additional financial information, contact the Kern Water Bank Authority, 1620 Mill Rock Way, Suite 500, Bakersfield, CA 93311.

Kern Water Bank Authority

*Statements of Net Position
December 31, 2012 and 2011*

<i>ASSETS AND DEFERRED OUTFLOWS OF RESOURCES</i>	<u>2012</u>	<u>2011</u>
<i>Current Assets</i>		
Cash and cash equivalents	\$ 7,731,829	\$ 9,652,354
Accounts receivable	3,014,647	1,568,146
Prepaid expenses	5,424	-
Interest receivable	8,166	17,489
	<u>10,760,066</u>	<u>11,237,989</u>
 <i>Property, Plant and Equipment</i> , net of accumulated depreciation	 <u>55,349,429</u>	 <u>55,679,477</u>
 <i>Intangibles</i> , net of accumulated amortization, 2012, \$328,798 ; 2011, \$292,866	 <u>554,516</u>	 <u>590,448</u>
 <i>Restricted Assets</i>	 <u>1,592,030</u>	 <u>1,862,515</u>
 <i>Total Assets</i>	 <u>68,256,041</u>	 <u>69,370,429</u>
 <i>Deferred Outflows of Resources - Interest Rate Swap</i>	 <u>2,617,566</u>	 <u>2,670,567</u>
	 <u>\$ 70,873,607</u>	 <u>\$ 72,040,996</u>

See Notes to Basic Financial Statements.

LIABILITIES AND NET POSITION

	<u>2012</u>	<u>2011</u>
<i>Current Liabilities</i>		
Current maturities of long-term debt	\$ 1,333,532	\$ 1,326,823
Accounts payable	1,229,258	928,820
Accounts payable, water transfers	493,570	825,467
Participant reimbursements payable	3,366,456	4,762,614
Advanced 2013 and 2012 assessments	647,477	647,477
Advanced 2013 and 2012 loan/bond payments	1,651,129	1,694,370
Advanced banking facility maintenance	-	105,291
Advanced well replacement and refurbishment	1,848,684	-
Accounts payable - Department of Fish and Game	4,125	19,125
Accrued interest payable	17,851	19,528
	<u>10,592,082</u>	<u>10,329,515</u>
<i>Long-Term Liabilities</i>		
Long-term debt, less current maturities	18,653,727	19,987,258
Fair value of interest rate swap	2,617,566	2,670,567
	<u>21,271,293</u>	<u>22,657,825</u>
<i>Total Liabilities</i>	<u>31,863,375</u>	<u>32,987,340</u>
<i>Net Position</i>		
Net investment in capital assets	32,744,604	31,694,829
Restricted for debt service	1,592,030	1,862,515
Unrestricted	4,673,598	5,496,312
	<u>39,010,232</u>	<u>39,053,656</u>
	<u>\$ 70,873,607</u>	<u>\$ 72,040,996</u>

Kern Water Bank Authority

*Statements of Revenues, Expenses and Changes in Net Position
Years Ended December 31, 2012 and 2011*

	<u>2012</u>	<u>2011</u>
Operating revenues (net of participant refunds)	\$ 8,463,244	\$ 5,287,823
Operating expenses	<u>(8,950,237)</u>	<u>(5,908,688)</u>
Operating loss	<u>(486,993)</u>	<u>(620,865)</u>
Non-operating revenues	1,470,335	1,303,439
Non-operating expenses	<u>(1,026,766)</u>	<u>(1,199,844)</u>
Non-operating income	<u>443,569</u>	<u>103,595</u>
Change in net position	(43,424)	(517,270)
<i>Net Position, beginning of year</i>	<u>39,053,656</u>	<u>39,570,926</u>
<i>Net Position, end of year</i>	<u><u>\$ 39,010,232</u></u>	<u><u>\$ 39,053,656</u></u>

See Notes to Basic Financial Statements.

Kern Water Bank Authority

Statements of Cash Flows
Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<i>Cash flows from operating activities:</i>		
Receipts from customers and participants	\$ 7,320,737	\$ 9,305,499
Payments to other suppliers for goods and services	(7,338,504)	(4,574,346)
Payments to employees for services	(522,268)	(518,357)
	<u>(540,035)</u>	<u>4,212,796</u>
Net cash provided by (used in) operating activities		
<i>Cash flows from capital and related financing activities:</i>		
Payments for construction loan principal	(1,326,822)	(1,320,350)
Payments for construction of water banking facilities and fixed assets	(727,842)	(532,426)
Interest paid on construction loans	(766,887)	(801,531)
Reimbursement from Participants for interest on construction loan	110,888	117,360
Reimbursement from Participants for annual bond fees	998,740	834,598
	<u>(1,711,923)</u>	<u>(1,702,349)</u>
Net cash used in capital and related financing activities		
<i>Cash flows from investing activities:</i>		
Receipt of interest	60,948	55,662
	<u>60,948</u>	<u>55,662</u>
<i>Net increase (decrease) in cash and cash equivalents</i>	(2,191,010)	2,566,109
<i>Cash and cash equivalents at beginning of the year</i>	11,514,869	8,948,760
<i>Cash and cash equivalents at end of the year</i>	<u>\$ 9,323,859</u>	<u>\$ 11,514,869</u>

See Notes to Basic Financial Statements.

	<u>2012</u>	<u>2011</u>
<i>Reconciliation of operating loss to net cash provided by (used in) operating activities:</i>		
Operating loss	\$ (486,993)	\$ (620,865)
<i>Adjustments to reconcile operating loss to net cash provided by (used in) operating activities:</i>		
Depreciation and amortization	1,389,648	1,367,477
<i>Change in operating assets, liabilities, and other income (expense):</i>		
Accounts receivable	(1,446,501)	(1,024,265)
Prepaid expenses	(5,424)	-
Accounts payable	(1,406,546)	4,229,537
Accounts payable, water transfers	(331,897)	(944,631)
Advanced 2013 and 2012 assessments and loan/bond payments	(43,241)	1,315,257
Advanced banking facility maintenance	(105,291)	-
Advanced well replacement and refurbishment	1,848,684	-
Other income (expense)	47,526	(109,714)
	<u>\$ (540,035)</u>	<u>\$ 4,212,796</u>
<i>Reconciliation of cash and cash equivalents:</i>		
Unrestricted cash	\$ 7,731,829	\$ 9,652,354
Restricted cash	1,592,030	1,862,515
	<u>\$ 9,323,859</u>	<u>\$ 11,514,869</u>
<i>Supplemental disclosures of cash flow information:</i>		
<i>Noncash activities:</i>		
Property and equipment purchased through issuance of accounts payable	<u>\$ 392,054</u>	<u>\$ 99,922</u>
Participant refund through issuance of accounts payable	<u>\$ 3,366,456</u>	<u>\$ 4,762,614</u>
Change in fair value of interest rate swap	<u>\$ (53,001)</u>	<u>\$ 844,914</u>

Kern Water Bank Authority

Notes to Basic Financial Statements

Note 1. Summary of Significant Accounting Policies

The reporting entity:

In 1995, the Monterey Agreement was signed which, among other things, modified how State Water Project water supplies are allocated and how users are charged. One of the components of the Monterey Agreement was the transfer of Kern Fan Element lands from the California Department of Water Resources (DWR) to local ownership.

Kern Water Bank Authority (the Authority) was established October 16, 1995 under the Joint Exercise of Powers Act, as amended by the First Amended and Restated Joint Powers Agreement signed July 19, 1999. The Authority is a public agency comprised of the Kern County Water Agency, water storage districts, water districts and a mutual water company. Water is stored in aquifers during times of surplus and recovered during times of shortage. The Authority oversees all day-to-day operations of these facilities. As organized, the Authority does not own the stored water, but rather, acts on behalf of the Participants.

Kern Water Bank Authority Participants:

The Participants and their percentage of ownership are:

Tejon-Castac Water District	2.00%
Semitropic Water Storage District	6.67%
Dudley Ridge Water District	9.62%
Kern County Water Agency	9.62%
Wheeler Ridge-Maricopa Water Storage District	24.03%
Westside Mutual Water Company	48.06%

Management and Board of Directors:

The Authority has a full time staff to administer the day-to-day operations. The Authority's governing body is its seven-member Board of Directors (Board), which annually elects a Chairman and Vice-Chairman. The joint powers agreement directs that voting is based on each member's ownership in the Authority.

Financial reporting:

The Authority has adopted the provisions of Governmental Accounting Standards Board (GASB) Statement No. 34, "Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments." Statement No. 34 established standards for external financial reporting for all state and local governmental entities, which includes a statement of net position; a statement of revenues, expenses and changes in net position; and a statement of cash flows. It requires the classification of net position into three components - net investment in capital assets, restricted, and unrestricted. These classifications are defined as follows:

Notes to Basic Financial Statements

Net investment in capital assets - This component of net position consists of capital assets, including restricted capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction or improvement of those assets. If there are significant unspent related debt proceeds at year-end, the portion of the debt attributable to the unspent proceeds is not included in the calculation of invested in capital assets, net of related debt. Rather, that portion of the debt is included in the same net position component as the unspent proceeds.

Restricted component of net position - This component of net position consists of constraints placed on net position use through external constraints imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments or constraints imposed by the law through constitutional provisions or enabling legislation.

Unrestricted component of net position - This component of net position consists of net position that does not meet the definition of "restricted" or "net investment in capital assets."

The Authority has adopted the provisions of GASB Statement No. 53, "Accounting and Financial Reporting for Derivative Instruments." Statement No. 53 addresses the recognition, measurement, and disclosure of information regarding derivative instruments entered into by state and local governments. It requires governments to measure derivative instruments, which include interest rate swaps, at fair value.

The Authority has adopted the provisions of GASB Statement No. 62, "Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements." Statement No. 62 incorporates into the GASB's authoritative literature certain accounting and financial reporting guidance that is included in the following pronouncements issued on or before November 30, 1989, which does not conflict with or contradict GASB pronouncements: Financial Accounting Standards Board Statements and Interpretations, Accounting Principles Board Opinions and Accounting Research Bulletins of the American Institute of Certified Public Accountants' Committee on Accounting Procedure. The adoption of Statement No. 62 does not have any impact on the Authority's financial statements.

The Authority has adopted the provisions of GASB Statement No. 63, "Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position." Statement No. 63 provides guidance for reporting deferred outflows of resources, deferred inflows of resources and net position in a statement of financial position and related disclosures. The statement of net assets is renamed the statement of net position and includes four components: assets, deferred outflows of resources, liabilities and deferred inflows of resources.

Notes to Basic Financial Statements

Fund accounting:

The Authority utilizes a proprietary enterprise fund category to account for its activities. Enterprise funds are used to account for operations (a) that are financed and operated in a manner similar to private business enterprises - where the intent of the governing body is that the costs (expenses, including depreciation) of providing goods or services to the general public on a continuing basis be financed or recovered primarily through user charges or (b) where the governing body has decided that periodic determination of revenues earned, expenses incurred, and/or net income is appropriate for capital maintenance, public policy, management control, accountability or other purposes. Other items not properly included among operating revenues are reported as non-operating revenues. All assets and liabilities associated with an enterprise fund's activities are included on its statement of net position.

Basis of accounting:

The accompanying financial statements are reported using the economic resource measurement focus and the accrual basis of accounting. Revenues are recognized when earned and expenses are recognized when a liability is incurred regardless of the timing of related cash flows.

Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reporting of assets and liabilities and revenue and expenses in the financial statements and accompanying notes. Actual results could differ from those estimates.

Pension plan:

Employees of the Authority may participate in the 457 deferred compensation plan, and employees with at least one year of service are eligible for the 401(a) employer match program. Maximum annual contributions to the 457 plan, as established by the IRS, were \$17,000 and \$16,500 for the years ended 2012 and 2011, respectively. The employer match by the Authority is 100% of the employee's annual deferred compensation, up to 6% of the employee's annual salary, in 2012 and 2011. Subject to eligibility requirements, employees are vested in the 401(a) employer match contribution at 25% per year of employment, whereby they are fully vested at the end of the fourth year of employment. For the years ended 2012 and 2011, the plan expense was \$30,774 and \$28,443, respectively.

Notes to Basic Financial Statements

Property, plant and equipment, and depreciation:

The straight-line method has been used to determine depreciation based on the following estimated useful lives:

	<u>Years</u>
Wells - recovery	39
Canals and related facilities	20-50
Earthwork - recharge	20-50
Pumps - recharge	20-25
Roads and fences	10-50
Equipment	7
Office equipment and furniture	5
Trucks/autos	5

Property, plant and equipment is capitalized at cost and updated for additions and retirements during the year. The Authority maintains a capitalization threshold of \$10,000.

Maintenance and repairs of property and equipment that do not add to the value of the asset or materially extend the asset's life are charged to operations; major improvements are capitalized. Upon retirement, sale or other disposition of property and equipment, the cost and accumulated depreciation are eliminated from the accounts, and the gain or loss is included in operations.

Deposits and investments:

Cash and cash equivalents

For purposes of reporting cash flows, the Authority considers highly liquid investments (including restricted assets) with an original maturity of three months or less when purchased to be cash equivalents. The Authority utilizes a financial institution to service bonded debt as principal and interest payments come due. The balances in these accounts are presented on the financial statements as "Restricted Assets." Cash and cash equivalents also include cash on hand and amounts deposited with banks and Kern County's investment pool money fund. Investments are reported at fair value, which is based on quoted market prices.

Cash deposits

The Authority has adopted GASB Statement No. 40, "Deposit and Investment Risk Disclosures - an amendment of GASB Statement No. 3." This statement addresses common deposit and investment risks related to credit risk, concentration of credit risk, interest rate risk and foreign currency risk. As an element of interest rate risk, this statement requires certain disclosures of investments that have fair values that are highly sensitive to changes in interest rates. Deposit policies related to the risks identified in this statement also are required to be disclosed.

Notes to Basic Financial Statements

The Authority's cash deposits at December 31, 2012 and 2011 were either entirely insured by appropriate federal depository insurance, partially insured up to the federal limit and the remainder collateralized, or fully collateralized with collateral held by the pledging financial institution's trust department or agent in the Authority's name in accordance with provisions of the California Government Code. The carrying amount and bank balance of the Authority's deposits at December 31, 2012 and 2011 are as follows:

	2012		2011	
	<i>Carrying Amount</i>	<i>Bank Balance</i>	<i>Carrying Amount</i>	<i>Bank Balance</i>
Insured	\$ 437,526	\$ 482,315	\$ 536,767	\$ 536,767
Uninsured and collateralized with securities held by the pledging financial institution	1,006,625	1,006,625	1,006,524	1,006,524
Uncollateralized	205,227	205,227	375,074	449,306
Kern County's investment pool	7,674,481	7,720,881	9,596,504	9,576,135
	\$ 9,323,859	\$ 9,415,048	\$ 11,514,869	\$ 11,568,732

Cash funds deposited with Kern County are in a pooled money fund. Funds are pooled with other agencies in the county. Investments are made in accordance with California Government Code Section 53635.

Pooled funds may be invested in: (1) direct obligations of the United States government, the payment of which the full faith and credit of the United States government is pledged, (2) certificates of deposit at savings and loan associations and federally insured banks when secured by acceptable collateral and (3) savings accounts at savings and loan associations and banks, to the extent fully insured.

Cash flows:

GASB Statement No. 9, "Reporting Cash Flows of Proprietary and Nonexpendable Trust Funds and Governmental Entities That Use Proprietary Fund Accounting" states, for all purposes of preparing the statement of cash flows, all transactions not classified as capital and related financing activities or investing activities are classified as operating activities. The adjustments to reconcile operating income (loss) to net cash provided by (used in) operating activities include other income (expense) which consists of unrestricted non-operating revenues and expenses.

Notes to Basic Financial Statements

Water banking revenue and assessments:

Water banking revenue

Water banking revenue to cover the costs of recharging and recovering water is received from the Participants. The amount charged per acre-foot recharged or recovered is set after considering actual cost incurred in the most recent year for recharge and recovery operations. Any revenue collected in excess of actual expenses is refunded to the Participants in the following year. If the amount collected is less than the recharge and recovery expenses incurred by the Authority, the Participants will be billed for their proportionate share of the shortage.

In 1999, the Authority began billing the Participants capital fees for their recharge and recovery use of the facilities. These fees are distributed annually to the Participants based on their ownership shares in the Authority.

General administrative assessment revenue

Assessments for general and administrative, general maintenance, and land management expenses are collected from the Participants. The amount of the assessment is determined by the Board based on the operating budget and the amount of cash that is available. Each Participant pays its proportionate share of the operating assessments based on ownership shares. For the years ended 2012 and 2011, the Authority recorded general administrative assessment revenue of \$1,387,500 for each year.

Reclassifications:

Certain amounts in 2011 have been reclassified to conform with the 2012 presentation.

Note 2. Property, Plant and Equipment

Property, plant and equipment consist of land and the accumulated costs to build the ponds, basins, and roads used for collection and storage of the water; wells used for recovery of the water; canals, pump station, pipelines, pumps, and equipment used for transportation of the water; and office equipment and furniture.

Title transfer of assets from the DWR to the Authority was completed on August 9, 1996. Upon the exchange of water entitlements by the Participants to the DWR, reflected as a contribution of capital in the amount of \$27,858,500 by the respective Participants, the Participants received Kern Fan Element lands and 42,830 acre-feet of banked water. The 42,830 acre-feet of water was subsequently transferred to each of the Participants in proportion to their ownership shares in the Authority.

Notes to Basic Financial Statements

The following is a summary of changes in the Authority's property, plant and equipment for the years ended December 31, 2012 and 2011:

	<i>Assets</i>			
	<i>Balance 12/31/11</i>	<i>Additions</i>	<i>Transfers/ Retirements</i>	
Land	\$ 23,613,500	\$ -	\$ -	\$ 23,613,500
Wells-recovery	30,026,178	192,126	-	30,218,304
Canals and related facilities	12,086,593	-	-	12,086,593
Earthwork – recharge	3,144,880	29,399	-	3,174,279
Pumps – recharge	325,904	32,249	-	358,153
Roads and fences	511,043	96,570	-	607,613
Equipment	6,235	-	-	6,235
Office equipment and furniture	81,283	-	-	81,283
Trucks/autos	89,955	-	-	89,955
Construction in progress	-	673,324	-	673,324
	<u>\$ 69,885,571</u>	<u>\$ 1,023,668</u>	<u>\$ -</u>	<u>\$ 70,909,239</u>
	<i>Accumulated Depreciation</i>			
	<i>Balance 12/31/11</i>	<i>Expense</i>	<i>Transfers/ Retirements</i>	<i>Balance 12/31/12</i>
Wells-recovery	\$ 8,230,951	\$ 771,775	\$ -	\$ 9,002,726
Canals and related facilities	4,652,024	443,813	-	5,095,837
Earthwork – recharge	899,593	64,925	-	964,518
Pumps – recharge	142,997	15,345	-	158,342
Roads and fences	169,380	37,408	-	206,788
Equipment	6,235	-	-	6,235
Office equipment and furniture	78,824	2,459	-	81,283
Trucks/autos	26,090	17,991	-	44,081
	<u>\$ 14,206,094</u>	<u>\$ 1,353,716</u>	<u>\$ -</u>	<u>\$ 15,559,810</u>

Notes to Basic Financial Statements

<i>Assets</i>				
	<u><i>Balance</i></u> <u><i>12/31/10</i></u>	<u><i>Additions</i></u>	<u><i>Transfers/ Retirements</i></u>	<u><i>Balance</i></u> <u><i>12/31/11</i></u>
Land	\$ 23,613,500	\$ -	\$ -	\$ 23,613,500
Wells-recovery	29,558,658	467,520	-	30,026,178
Canals and related facilities	12,074,390	12,203	-	12,086,593
Earthwork – recharge	3,124,992	19,888	-	3,144,880
Pumps – recharge	325,904	-	-	325,904
Roads and fences	411,121	99,922	-	511,043
Equipment	6,235	-	-	6,235
Office equipment and furniture	81,283	-	-	81,283
Trucks/autos	60,834	29,121	-	89,955
Construction in progress	-	-	-	-
	<u>\$ 69,256,917</u>	<u>\$ 628,654</u>	<u>\$ -</u>	<u>\$ 69,885,571</u>
<i>Accumulated Depreciation</i>				
	<u><i>Balance</i></u> <u><i>12/31/10</i></u>	<u><i>Expense</i></u>	<u><i>Transfers/ Retirements</i></u>	<u><i>Balance</i></u> <u><i>12/31/11</i></u>
Wells-recovery	\$ 7,466,627	\$ 764,324	\$ -	\$ 8,230,951
Canals and related facilities	4,208,313	443,711	-	4,652,024
Earthwork – recharge	834,881	64,712	-	899,593
Pumps – recharge	127,869	15,128	-	142,997
Roads and fences	146,461	22,919	-	169,380
Equipment	6,235	-	-	6,235
Office equipment and furniture	74,608	4,216	-	78,824
Trucks/autos	9,555	16,535	-	26,090
	<u>\$ 12,874,549</u>	<u>\$ 1,331,545</u>	<u>\$ -</u>	<u>\$ 14,206,094</u>

Notes to Basic Financial Statements

Note 3. Intangible Assets

At December 31, 2012 and 2011, intangible assets consisted of bond issuance costs. These costs are amortized over the life of the bonds using the straight-line method. Amortization expense related to these costs for each of the years ended December 31, 2012 and 2011 was \$35,932.

Note 4. Restricted Assets

Restricted assets are cash and cash equivalents whose use is limited by legal requirements.

Restricted cash:

As part of the Authority's 2000 loan agreement with the DWR, the Authority executed a Fiscal Services Agent Agreement with Bank of America to collect monthly deposits for the semi-annual principal and interest payments to DWR. The Authority also agreed to accumulate a Reserve Fund equal to at least two semi-annual payments within the first ten years of the repayment period. Beginning April 1, 2002, the Authority deposited \$2,710 per month into the Fiscal Services Agent Account and accumulated a \$325,200 reserve over the 10-year period.

As part of the Authority's 2003 Bond Indenture for two series of variable rate demand bonds, the Authority agreed to maintain a debt service reserve of \$1,000,000 with the bond trustee, Zions First National Bank. This reserve was funded as part of the bond closing in November 2003.

The following schedule summarizes the restricted assets at December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Cash, Wells Fargo Bank - debt retirement	\$ 130,178	\$ 434,100
Cash, Zions First National Bank - debt retirement	6,625	6,524
Cash, Zions First National Bank - reserve fund	1,000,000	1,000,000
Cash, Bank of America - debt retirement	455,227	421,891
	<u>\$ 1,592,030</u>	<u>\$ 1,862,515</u>

Notes to Basic Financial Statements

Note 5. Loans for Master Plan

DWR Proposition 204 Construction Loan:

In March 2000, the Authority and the DWR executed a contract for a \$5,000,000 "Groundwater Recharge Construction Loan under the Safe, Clean, Reliable Water Supply Act."

After all conditions were met, the DWR began disbursing the loan commitment to the Authority in 2001. At December 31, 2002, the DWR had advanced the full loan commitment to the Authority. In 2012 and 2011, interest expense on the loan principal balance was \$76,484 and \$82,999, respectively.

The interest rate is 2.7% per annum on the unpaid balance, and the DWR bills the Authority's Fiscal Services Agent, Bank of America, for semi-annual principal and interest payments until the principal is repaid. Principal repayment commenced upon completion of the initial project and will continue at semi-annual intervals for a period not to exceed 20 years.

Variable Rate Demand Revenue Bonds - Series "A" and "B":

On November 25, 2003, the Authority issued Series 2003A (tax exempt) and Series 2003B (taxable) variable rate demand revenue bonds, pursuant to an Indenture of Trust dated November 1, 2003 between the Authority and Zions First National Bank, as Trustee. The 2003 Bonds were identified in the Official Statement as:

A. Series 2003A	\$10,800,000 – CUSIP: 492291 AA7
B. Series 2003B	\$16,200,000 – CUSIP: 492291 AB5

The 2003 Bonds were issued to provide funds to (a) prepay in full the principal amount owed by the Authority to Bank of America under the 1999 Loan Agreement; (b) finance certain capital expenditures of the Authority; (c) fund a \$1,000,000 Reserve Fund; (d) fund a deposit to the Interest Fund to pay capitalized interest on the bonds; and (e) pay costs of issuance. The bonds will mature in 2028.

The Indenture of Trust, executed by the Authority and Zions First National Bank, as Trustee, documented that the Trustee received \$27,870,412 on the date of closing as the aggregate purchase price of the bonds, including \$1,000,000 relating to repayment of the Bank of America loan. The Trustee transferred \$19,000,000 as repayment of the principal for the Bank of America loan, and the remaining proceeds were deposited by the Trustee as follows:

Project Fund	-	\$ 6,166,332
Reserve Fund	-	\$ 1,000,000
Costs of Issuance Fund	-	\$ 704,080
Interest Fund	-	\$ 1,000,000

Notes to Basic Financial Statements

The bonds bear interest at variable rates determined weekly which is paid semi-annually to the Trustee for the benefit of the bond holders. The Participants are assessed semi-annually for their proportionate share of the interest due to bond holders. Interest expense for the years ended December 31, 2012 and 2011 was \$688,726 and \$746,708, respectively. The interest rates in effect as of December 31, 2012 and 2011 were 0.11% and 0.21% and 0.04% and 0.22%, for Series 2003A and Series 2003B (taxable) bonds, respectively.

On July 27, 2005, the Authority entered into an Interest Rate Master Agreement with Wells Fargo Bank, N.A. which established a fixed interest rate swap on the outstanding balance of the Series A and Series B bonds through July 1, 2023 at 3.86% and 4.75%, respectively. These rates were used to calculate the interest rate swap, net in the "Summary of long-term debt" schedule of this note. Also, see Note 6 regarding derivatives.

Equal portions of the bonds are subject to mandatory redemption annually, on July 1, until they reach maturity in 2028. The bonds are selected by lot and are redeemed by Authority revenues at a redemption price equal to the principal amount to be redeemed. The annual redemption amount for Series 2003A and Series 2003B (taxable) bonds is \$432,000 and \$648,000, respectively.

While the bonds are outstanding, the Authority is required, with certain exceptions, to maintain a Letter of Credit, currently provided by Wells Fargo Bank, or alternate credit facility to provide security and/or liquidity. The Wells Fargo Letter of Credit (LOC) was issued for \$27,434,959 and expired on November 1, 2012; however, the LOC is automatically extended every year on November 1 unless notice is given by Wells Fargo Bank to the contrary. The Authority is required to meet certain loan covenants. At December 31, 2012, the Authority was in compliance with these covenants.

Summary of long-term debt:

The following summarizes long-term debt transactions for the years ended December 31, 2012 and 2011:

	<i>Payable 12/31/11</i>		<i>Additions</i>		<i>Deletions</i>	<i>Payable 12/31/12</i>	<i>Amount Due Within One Year</i>
Bond principal	\$ 18,360,000	\$	-	\$ (1,080,000)	\$ 17,280,000	\$ 1,080,000	
Loan, DWR	2,954,081	-	-	(246,822)	2,707,259	253,532	
Fair value of interest rate swap	2,670,567	-	-	(53,001)	2,617,566	-	
	<u>\$ 23,984,648</u>	<u>\$</u>	<u>-</u>	<u>\$ (1,379,823)</u>	<u>\$ 22,604,825</u>	<u>\$ 1,333,532</u>	

Notes to Basic Financial Statements

	<i>Payable 12/31/10</i>	<i>Additions</i>	<i>Deletions</i>	<i>Payable 12/31/11</i>	<i>Amount Due Within One Year</i>
Bond principal	\$ 19,440,000	\$ -	\$ (1,080,000)	\$ 18,360,000	\$ 1,080,000
Loan, DWR	3,194,431	-	(240,350)	2,954,081	246,823
Fair value of interest rate swap	1,825,653	844,914	-	2,670,567	-
	<u>\$ 24,460,084</u>	<u>\$ 844,914</u>	<u>\$ (1,320,350)</u>	<u>\$ 23,984,648</u>	<u>\$ 1,326,823</u>

The annual requirements to amortize all debt outstanding as of December 31, 2012 are as follows:

<i>Years Ending December 31,</i>	<i>Principal</i>	<i>Interest</i>	<i>Interest Rate Swap, net</i>	<i>Total Debt Service</i>
2013	\$ 1,333,532	\$ 99,862	\$ 597,424	\$ 2,030,818
2014	1,340,424	92,074	540,527	1,973,025
2015	1,347,503	83,094	483,629	1,914,226
2016	1,354,774	73,922	426,731	1,855,427
2017	1,362,243	64,552	369,834	1,796,629
2018-2022	6,768,783	174,898	995,707	7,939,388
2023-2027	5,400,000	33,264	28,449	5,461,713
2028	1,080,000	950	-	1,080,950
	<u>\$ 19,987,259</u>	<u>\$ 622,616</u>	<u>\$ 3,442,301</u>	<u>\$ 24,052,176</u>

Notes to Basic Financial Statements

Note 6. Derivatives

The Authority accounts for derivatives under GASB Statement No. 53. The objectives and terms of the Authority's hedging derivative instruments outstanding at December 31, 2012 are listed below:

<i>Type</i>	<i>Objective</i>	<i>Notional Amount</i>	<i>Effective Date</i>	<i>Maturity Date</i>	<i>Terms</i>	<i>Fair Value</i>
Pay-fixed interest rate swap	Hedge of changes in interest rates of the Series 2003A Bonds	\$ 5,940,000	8/1/2005	7/1/2023	Pay 3.86%, receive BMA	\$ (909,381)
Pay-fixed interest rate swap	Hedge of changes in interest rates of the Series 2003B Bonds	\$ 8,910,000	8/1/2005	7/1/2023	Pay 4.75%, receive LIBOR	<u>(1,708,185)</u>
						<u>\$ (2,617,566)</u>

The objectives and terms of the Authority's hedging derivative instruments outstanding at December 31, 2011 are listed below:

<i>Type</i>	<i>Objective</i>	<i>Notional Amount</i>	<i>Effective Date</i>	<i>Maturity Date</i>	<i>Terms</i>	<i>Fair Value</i>
Pay-fixed interest rate swap	Hedge of changes in interest rates of the Series 2003A Bonds	\$ 6,480,000	8/1/2005	7/1/2023	Pay 3.86%, receive BMA	\$ (899,017)
Pay-fixed interest rate swap	Hedge of changes in interest rates of the Series 2003B Bonds	\$ 9,720,000	8/1/2005	7/1/2023	Pay 4.75%, receive LIBOR	<u>(1,771,550)</u>
						<u>\$ (2,670,567)</u>

Notes to Basic Financial Statements

The fair values of the interest rate swaps were estimated using the zero-coupon method. This method calculates the future net settlement payments required by the swap, 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 swaps. The above swaps were classified as deferred outflows on the statements of net position. The total change in fair value for the years ended December 31, 2012 and 2011 was \$(53,001) and \$844,914, respectively. The balance at December 31, 2012 and 2011 was \$2,617,566 and \$2,670,567, respectively.

Risks

Credit Risk - Credit risk is the risk that Wells Fargo Bank cannot fulfill the terms and obligations specified in the swaps agreements. Because the swap had a negative fair value as of December 31, 2012 and 2011, the Authority did not have exposure related to credit risk on its swaps with Wells Fargo Bank. However, the Authority would have exposure related to credit risk in the amount of the swaps' positive fair value if interest rates increased to cause the fair value of the swaps to become positive. The credit ratings of Wells Fargo Bank are AA- and Aa3 by S&P and Moody's, respectively.

Basis Risk - The Authority is exposed to basis risk on its pay-fixed interest rate swaps because the variable rate payments received are based on an index other than the interest rates the Authority pays on its Series 2003A and 2003B revenue bonds. As of December 31, 2012, the weighted average interest rate on the Authority's hedged variable rate bonds was 0.13% and 0.21%, respectively, while the BMA rate was 0.11% and LIBOR was 0.21%. As of December 31, 2011, the weighted average interest rate on the Authority's hedged variable rate bonds was 0.04% and 0.22%, respectively, while the BMA rate was 0.11% and LIBOR was 0.28%.

Termination Risk - Neither party may terminate the transaction prior to its maturity date, unless the Authority or Wells Fargo Bank fails to make any payment when due or otherwise fails to perform any of its obligations with respect to the swap agreement. The non-defaulting party may terminate the swap agreement. If at the time of termination, a derivative instrument is in a liability position, the Authority would be liable to Wells Fargo Bank for a payment equal to the liability, plus interest.

Note 7. Self-Insurance

The Authority is a member of the Association of California Water Agencies, Joint Powers Insurance Authority (JPIA). JPIA is a group of California Water Districts who have pooled funds to provide self-insurance coverage as follows:

Notes to Basic Financial Statements

<u>Type of Coverage</u>	<u>Limits per Occurrence</u>	
	<u>Self-Insurance</u>	<u>Excess Insurance</u>
General, automobile and public officials liability	\$ 2,000,000	\$ 58,000,000
Buildings, fixed equipment, personal property and licensed vehicles	\$ 50,000	\$ 100,000,000
Fidelity coverage	\$ 100,000	\$ -
Workers' Compensation	\$ 2,000,000	\$ 2,000,000

The Authority is in a group that has a \$2,500 retention level (deductible) per occurrence for property damage due to theft and natural causes. Property includes buildings, personal property, fixed equipment, mobile equipment, licensed vehicles, and turbine generators and transformers. For mechanical damages to turbines, generators and transformers, the deductible ranges from \$10,000 to \$25,000. For fidelity coverage, the deductible is \$1,000. Claims over the retention levels are insured by the group up to the self-insurance limits (see above) and by policies purchased by JPIA from the Federal Insurance Co., Great American Assurance Company, Starr Indemnity and Liability Company, Ironshore Specialty Insurance Co., Safety National Casualty Corp., and Allied World National Assurance Co. for the excess.

JPIA bills the Authority a deposit premium at the beginning of each policy year, which is placed in a reserve fund to cover the self-insurance portion of any claim. Settlements and/or expenses related to claims during the year are charged against the reserve. If the balance of the reserve at the end of the year is deemed too low in relation to the amount of outstanding claims, the Authority is retrospectively billed for additional premiums. When the claims are fully settled, any amounts remaining in the reserve are refunded to the Authority.

Note 8. Commitments

Leases:

The Authority entered into a lease agreement for office space commencing on November 1, 2008. The base rent for the first year of the agreement required monthly payments of \$4,882 and are adjusted at the end of each year of the lease. Total rent expense related to this lease for the years ended December 31, 2012 and 2011 was \$63,596 and \$62,105, respectively. The agreement expires on October 31, 2013.

Notes to Basic Financial Statements

Future minimum lease payments are as follows:

<i>Years Ending</i> <u>December 31,</u> 2013	<u>\$ 54,240</u>
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Note 9. Contingent Liabilities

Covered Species Viability Fund:

On October 2, 1997, the Authority received a 75-year Federal Fish and Wildlife Permit, the purpose of which is to authorize incidental “take” of endangered species subject to the terms and conditions of the Kern Water Bank Authority Habitat Conservation Plan/Natural Community Conservation Plan (KWBA HCP/NCCP) and the California Endangered Species Act Management Authorization, also executed on October 2, 1997. In accordance with the Implementation Agreement (IA) of the KWBA HCP/NCCP, in 1997 the Authority established the KWBA Covered Species Viability Fund (Viability Fund) with the Treasurer of Kern County for \$50,000. The Wildlife Agencies may draw up to \$10,000 per year, not to exceed \$75,000, from this account to fund preservation of covered species not undertaken by the Authority. If necessary, on January 1 of each year during the term of the KWBA HCP/NCCP, the Authority will deposit up to \$10,000 to restore this fund to \$50,000, however, the Authority is not obligated to make additional deposits above a cumulative contribution of \$75,000. As of December 31, 2012, the Wildlife Agencies had made no withdrawals from this fund and no additional principal had been deposited by the Authority. Interest earned on the required \$50,000 principal may be withdrawn by the Authority annually. Withdrawals of \$-0- were made during the years ended December 31, 2012 and 2011. In 2012 and 2011, interest earned was \$399 and \$413, respectively.

Financial guarantees:

The KWBA HCP/NCCP is designed to achieve both water conservation and environmental objectives, including protection of the sensitive habitat. In addition to the agreement with the United States Fish and Wildlife Service and the California Department of Fish and Game (Wildlife Agencies), and in accordance with the KWBA HCP/NCCP and IA, the Authority executed financial guarantees with the Wildlife Agencies in 1997. The purpose of the guarantees is to ensure the Authority’s performance of mutually agreed upon covenants, conditions, and obligations. The guarantees include two promissory notes with principal amounts of \$200,000 and \$300,000 which are secured by Deeds of Trust and Subordination Agreements.

The \$200,000 Ongoing Management Note requires the Authority to pay principal and interest on demand if the Authority violates any provision of the KWBA HCP/NCCP or IA while the 75-year permit is in effect.

Notes to Basic Financial Statements

The \$300,000 Permanent Management Note requires the Authority to pay principal and interest if the Wildlife Agencies choose to call the note after the 75-year permit terminates, or following revocation of the permit, or following the Authority's relinquishment of the permit, whichever occurs first.

Litigation:

The Authority was involved in the mediation phase of pending litigation involving the propriety of a series of amendments to the contracts between the State Water Project contractors and the DWR. In 2003, the Court approved a settlement agreement which, among other things, confirms that the Authority will continue to own and control the Kern Water Bank. Pursuant to the settlement, the Plaintiffs agreed to dismiss the validation cause of action without prejudice and to not re-file it if conditions of the settlement agreement were fulfilled. A new Environmental Impact Report (EIR) was finalized in May 2010 by the DWR. As expected, during the summer, litigation challenging the new EIR and amendments was filed. The first phase of that litigation, again challenging the propriety of the contract amendments and transfer of the Kern Fan Element lands to the Kern County Water Agency (which was in turn transferred to the Authority), was dismissed by the trial court on January 25, 2013 for not being timely filed. The second phase regarding the adequacy of the EIR is expected to occur later in 2013.

In September 2010, four Kern County water agencies filed a lawsuit which claimed the Authority has not complied with the recorded CC&R's and provided second priority use of the Authority's land and facilities. That case was dismissed without prejudice during 2012.

Since the ultimate outcome of the litigation and its impact on the Authority are unknown at this time, no specific reserve for any potential liability has been recorded.

Note 10. Subsequent Events

The date to which events occurring after December 31, 2012, have been evaluated for possible adjustments to the financial statements or disclosures is March 29, 2013, which is the date that the financial statements were available to be issued.

**BROWN
ARMSTRONG**

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INDEPENDENT AUDITOR'S REPORT ON THE ADDITIONAL INFORMATION

Board of Directors
Kern Water Bank Authority
Bakersfield, California

Our report on our audits of the basic financial statements of Kern Water Bank Authority for December 31, 2012 and 2011, appears on page 1. The audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The additional information as listed in the table of contents is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements, and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements for December 31, 2012 and 2011, taken as a whole.

BROWN ARMSTRONG
ACCOUNTANCY CORPORATION

*Brown Armstrong
Accountancy Corporation*

Bakersfield, California
March 29, 2013

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Kern Water Bank Authority

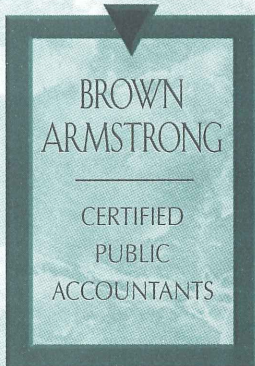
*Schedules of Revenues
Years Ended December 31, 2012 and 2011*

	<u>2012</u>	<u>2011</u>
Operating revenues:		
Recharge/recovery revenues:		
Water banking O & M	\$ 852,320	\$ 2,587,957
Water banking capital use fees	2,130,800	2,193,711
Energy fees	4,969,024	1,261,488
Third party conveyance	186,445	616,293
	<u>8,138,589</u>	<u>6,659,449</u>
Other operating revenues:		
Assessments - general and administrative	1,387,500	1,387,500
Assessments - well replacement and refurbishment	711,316	-
Cattle and sheep grazing	72,425	29,284
Easements	18,048	108,854
Conservation credits	175,000	545,000
Loan principal charges received from Participants	1,326,822	1,320,350
	<u>3,691,111</u>	<u>3,390,988</u>
 Total operating revenues	 <u>11,829,700</u>	 <u>10,050,437</u>
Participant refunds:		
Participant refund	<u>(3,366,456)</u>	<u>(4,762,614)</u>
 Net operating revenues	 <u>8,463,244</u>	 <u>5,287,823</u>
Non-operating revenues:		
Loan interest charges received from Participants	110,888	117,360
Line of credit bond fees from Participants	998,740	834,598
Interest income	51,625	61,249
Other non-operating income	309,082	290,232
	<u>1,470,335</u>	<u>1,303,439</u>
 Total non-operating revenues	 <u>1,470,335</u>	 <u>1,303,439</u>
 Total revenues	 <u>\$ 9,933,579</u>	 <u>\$ 6,591,262</u>

Kern Water Bank Authority

Schedules of Expenses
Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<i>Operating expenses:</i>		
General and administrative	\$ 1,865,965	\$ 1,580,852
Depreciation and amortization	1,389,648	1,367,477
Operating and maintenance - Participants	4,722,134	1,953,699
Operating and maintenance - general	<u>972,490</u>	<u>1,006,660</u>
Total operating expenses	<u>8,950,237</u>	<u>5,908,688</u>
<i>Non-operating expenses:</i>		
Other expense	-	125,000
Interest expense	765,210	799,898
Finance charges	<u>261,556</u>	<u>274,946</u>
Total non-operating expenses	<u>1,026,766</u>	<u>1,199,844</u>
Total expenses	<u>\$ 9,977,003</u>	<u>\$ 7,108,532</u>



BROWN ARMSTRONG

Certified Public Accountants

REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF THE BASIC FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Kern Water Bank Authority
Bakersfield, California

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the Kern Water Bank Authority (the Authority), which comprise the statement of net position, as of December 31, 2012, and the related statements of revenues, expenses, and changes in net position and cash flows for the year then ended and the related notes to the financial statements, as of and for the year ended December 31, 2012, and have issued our report thereon dated March 29, 2013.

Internal Control Over Financial Reporting

Management of the Authority is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit of the financial statements, we considered the Authority's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control over financial reporting.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

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Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Authority's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

BROWN ARMSTRONG
ACCOUNTANCY CORPORATION

Brown Armstrong
Accountancy Corporation

Bakersfield, California
March 29, 2013