



VAVRINEK, TRINE, DAY & CO., LLP
Certified Public Accountants

VALUE THE *difference*

INDEPENDENT AUDITORS' REPORT

To the Honorable Mayor and Members of City Council
of the City of Glendale
City of Glendale, California

Report on the Financial Statements

We have audited the accompanying financial statements of the Electric Enterprise Fund (Fund) of the City of Glendale, California (City), as of and for the year ended June 30, 2018, and the related notes to the 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.

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Fund, as of June 30, 2018, and the changes in financial position and cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1, the financial statements present only the Fund and do not purport to, and do not, present fairly the financial position of the City of Glendale, California, as of June 30, 2018, the changes in its financial position, or, where applicable, its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matters

Report on Summarized Comparative Information

We have previously audited the Fund's 2017 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated November 22, 2017. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2017 is consistent, in all material respects, with the audited financial statements from which it has been derived.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management discussion and analysis, schedule of the Fund's proportionate share of the City's miscellaneous plan net pension liability and schedule of contributions, as listed in the table of contents, be presented to supplement the financial statements. Such information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the 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 financial statements, and other knowledge we obtained during our audit of the financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the financial statements of the Fund. The introductory and operating statistical sections are presented for purposes of additional analysis and are not a required part of the financial statements. The introductory and operating statistical sections have not been subjected to the auditing procedures applied in the audit of the financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated November 30, 2018, on our consideration of the Fund'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 solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Fund's 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 Fund's internal control over financial reporting and

Vavrinick, Trine, Day & Co. LLP

November 30, 2018

Financial Statements: Electric Utility

MANAGEMENT DISCUSSION AND ANALYSIS – ELECTRIC UTILITY

The management of Glendale *Water & Power* (a department of the City of Glendale), offers the readers of the City of Glendale Electric Enterprise Fund (Electric Utility) financial statements a narrative overview and analysis of the financial activities of the Electric Utility for the fiscal year ended June 30, 2018. We encourage our readers to consider the information presented here in conjunction with the accompanying financial statements. All amounts, unless otherwise indicated, are expressed in thousands of dollars.

Financial Highlights

During fiscal year 2018, the Electric Utility's retail revenues increased \$2,493 or 1% from the 2017 level. The increase in retail revenues was attributable to a 2% system average rate increase effective July 1, 2017. Total operating revenues increased by \$2,423 or 1% and total operating expenses increased by \$2,878 or 2% from fiscal year 2017. After adding the net decrease of \$5,527 from non-operating expenses and subtracting \$20,162 transfer to the General Fund of the City to operating income of \$41,572, total net position increased by \$15,883 in fiscal year 2018.

During fiscal year 2017, the Electric Utility's retail revenues decreased \$2,556 or 1% from the 2016 level. The decrease in retail revenues was attributable to a decrease in retail sales volume. Total operating revenues increased by \$1,370 or 0.6% and total operating expenses increased by \$9,954 or 6% from fiscal year 2016. After adding the net decrease of \$4,050 from non-operating expenses and subtracting \$19,912 transfer to the General Fund of the City to operating income of \$42,027, total net position increased by \$18,065 in fiscal year 2017.

The assets and deferred outflows of the Electric Utility exceeded its liabilities and deferred inflows at the close of fiscal years 2018 and 2017 by \$331,787 and \$315,904 respectively. Of these amounts, \$222,065 and \$194,915 respectively was unrestricted and may be used to meet the Electric Utility's ongoing obligations to creditors and customers. Unrestricted net position balances represented 121% and 108% of annual operating expenses for fiscal years 2018 and 2017 respectively.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the City of Glendale Electric Utility financial statements. The Electric Utility is a business-type activity of the City, and its activities are reported in a separate enterprise fund. These financial statements include only the activities for the City of Glendale Electric Utility. Information on citywide financial results is available in the City of Glendale's Comprehensive Annual Financial Report.

The City of Glendale Electric Utility's financial statements comprise two components: 1) financial statements and 2) notes to the financial statements. In addition, this report also contains other information to provide our readers additional information about the Electric Utility including sales statistics and other relevant data. Included as part of the financial statements are three separate statements which collectively provide an indication of the Electric Utility's financial health.

The *Statement of Net Position* presents information on assets and deferred outflows of resources, and liabilities and deferred inflows of resources, with the difference reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial condition of the utility is improving or deteriorating.

Financial Statements: Electric Utility

The *Statement of Revenues, Expenses and Changes in Net Position* presents information showing how the Electric Utility's net position changed during the most recent fiscal year. Results of operations are recorded under the accrual basis of accounting whereby transactions are reported as underlying events occur regardless of the timing of cash flows. Thus, revenues and expenses are reported in these statements for some items that will result in cash flows in future fiscal periods, i.e. accounts payable and accounts receivable. The accrual basis of accounting is more fully described in the accompanying Notes to the Financial Statements.

The *Statement of Cash Flows* presents the flows of cash and cash equivalents during the last fiscal year including certain restricted amounts.

The *Notes to the Financial Statements* provide additional information that is essential to a full understanding of the data provided in the financial statements. The notes to the financial statements can be found on pages 28 to 56 of this report.

The required supplementary information are presented immediately following the notes to financial statements.

Financial Analysis

As noted earlier, net position may serve over time as a useful indicator of the Electric Utility's financial position. In the case of the Electric Utility, total assets and deferred outflows of resources exceeded liabilities and deferred inflows of resources by \$331,787 and \$315,904 as of June 30, 2018 and 2017, respectively. A portion of the Electric Utility's net position (31% and 37% as of June 30, 2018 and 2017, respectively) reflects its net investment in capital assets such as production, transmission, and distribution facilities, less any related outstanding debt used to acquire those assets. The Electric Utility uses these capital assets to provide services to customers; consequently, these assets are not available for future spending. Resources needed to repay the outstanding debt shown on the balance sheet must come from other sources such as operations since the capital assets themselves cannot be used to liquidate these long-term liabilities.

An additional portion of the Electric Utility's net position (2% and 2% as of June 30, 2018 and 2017, respectively) represents resources that are subject to external restrictions on how they may be used. This line item historically included net position restricted for SCAQMD emission controls and debt repayment. For fiscal year ended June 30, 2018 and 2017, the net position restricted for SCAQMD emission controls is \$5,669 and \$5,669, respectively.

The unrestricted portion of the Utility's net position (67% and 62% as of June 30, 2018 and 2017 respectively) may be used to meet the Electric Utility's ongoing obligations to creditors and customers.

Financial Statements: Electric Utility

Net Position – Electric Utility

The Electric Utility's net position as of June 30, 2018, 2017, 2016 is as follows:

	2018	2017	2016
Current and other assets	\$ 292,813	\$ 266,015	\$ 238,889
Capital assets	<u>266,032</u>	<u>283,325</u>	<u>292,983</u>
Total assets	<u>558,845</u>	<u>549,340</u>	<u>531,872</u>
Deferred outflows of resources	<u>20,852</u>	<u>18,113</u>	<u>8,677</u>
Current liabilities	22,053	25,086	18,871
Long-term liabilities	<u>223,261</u>	<u>222,601</u>	<u>218,701</u>
Total liabilities	<u>245,314</u>	<u>247,687</u>	<u>237,572</u>
Deferred inflows of resources	<u>2,596</u>	<u>3,862</u>	<u>5,138</u>
Net position:			
Net Investment in capital assets	104,053	115,320	135,891
Restricted for SCAQMD emission controls	5,669	5,669	5,669
Unrestricted	<u>222,065</u>	<u>194,915</u>	<u>156,279</u>
Total net position	<u>\$ 331,787</u>	<u>\$ 315,904</u>	<u>\$ 297,839</u>

Net position increased by \$15,883 (or 5%) and increased by \$18,065 (or 6%) during fiscal years 2018 and 2017, respectively. In fiscal year 2018, the increase in net position was primarily the result of the increase in retail revenues from the rate plan implemented in 2013. In fiscal year 2017, the increase in net position was due to favorable operating results.

Financial Statements: Electric Utility

Changes in Net Position – Electric Utility

The Electric Utility's changes in net position for the years ended June 30, 2018, 2017, 2016 is as follows:

	2018	2017	2016
Revenues:			
Retail sales	\$ 201,391	\$ 198,898	\$ 201,454
Sale to other utilities	17,451	19,788	16,013
Miscellaneous revenues	6,566	4,299	4,148
Non-operating revenues	925	1,377	3,259
	<u>226,333</u>	<u>224,362</u>	<u>224,874</u>
Total revenues			
Expenses:			
Production	113,279	116,512	113,964
Transmission and distribution	37,521	34,864	26,552
Customer accounting and sales	6,918	3,178	3,399
Depreciation	24,947	25,469	26,156
Gas depletion	1,171	935	933
Interest expense	6,452	5,427	4,998
	<u>190,288</u>	<u>186,385</u>	<u>176,002</u>
Total expenses			
Increase in net position before transfers	36,045	37,977	48,872
Transfers to the City's General Fund	<u>(20,162)</u>	<u>(19,912)</u>	<u>(20,107)</u>
Increase in net position	15,883	18,065	28,765
Net position, beginning of year	<u>315,904</u>	<u>297,839</u>	<u>269,074</u>
Net position, end of year	<u>\$ 331,787</u>	<u>\$ 315,904</u>	<u>\$ 297,839</u>

Financial Statements: Electric Utility

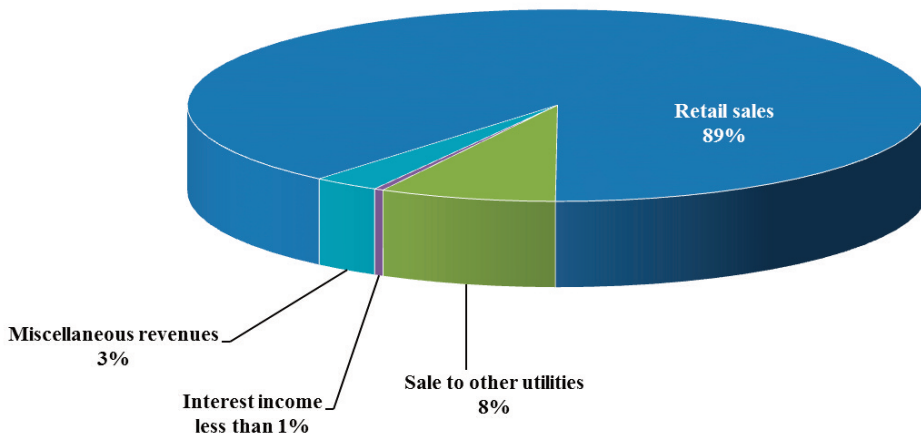
Revenue by Source – Electric Utility

Year ended June 30, 2018

2018 retail revenues (residential, commercial, and industrial) continued to be the primary revenue source for the Electric Utility, making up approximately 89% of total revenue. The total revenues increased by 1% from 2017. Retail revenues showed an increase of 1% from the prior year due to a 2% system average rate increase beginning July 1, 2017. Sales to other utilities, accounts for the revenues other than the retail revenues, and decreased 12% from the prior year due to lower sales volume. The decrease in sales to other utilities is offset by a 53% increase in the miscellaneous revenues as a result of increased collections on fees and interest charged on the delinquent customer accounts and increased customer-paid revenues from mixed-use residential developments in the City.

Non-operating revenues decreased 33% from the prior year. The decrease was a result of a decline in the fair market value of investments.

2018 Revenues



Financial Statements: Electric Utility

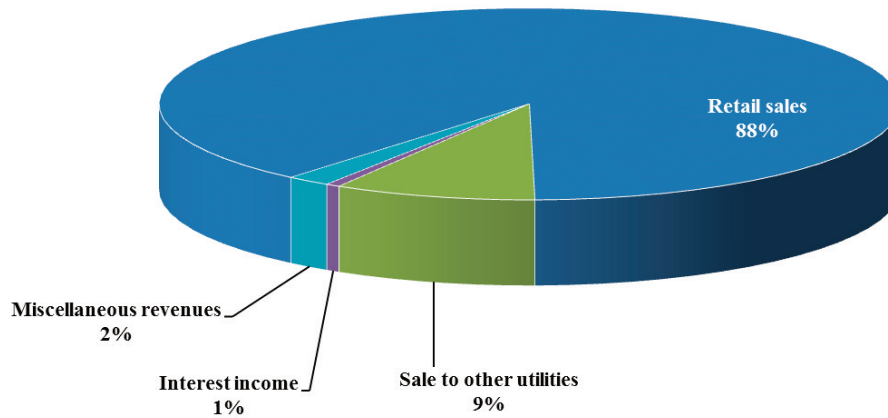
Year ended June 30, 2017

2017 Retail revenues (residential, commercial, and industrial) continued to be the primary revenue source for the Electric Utility, making up approximately 88% of total revenue. The total revenues are on par with 2016. Retail revenues showed a net decrease of 1% from 2016 due to an approximately 3% decrease in sales volume and a 2% system average rate increase beginning July 1, 2016. Sales to other utilities, accounts for the revenues other than the retail revenues, increased 24% from 2016 due to higher volumes.

Interest income decreased 57% from 2016. The decrease was a result of a decline in the fair market value of investments.

Other revenues and grants are on par with 2016.

2017 Revenues



Financial Statements: Electric Utility

Expenses by Source – Electric Utility

Year ended June 30, 2018

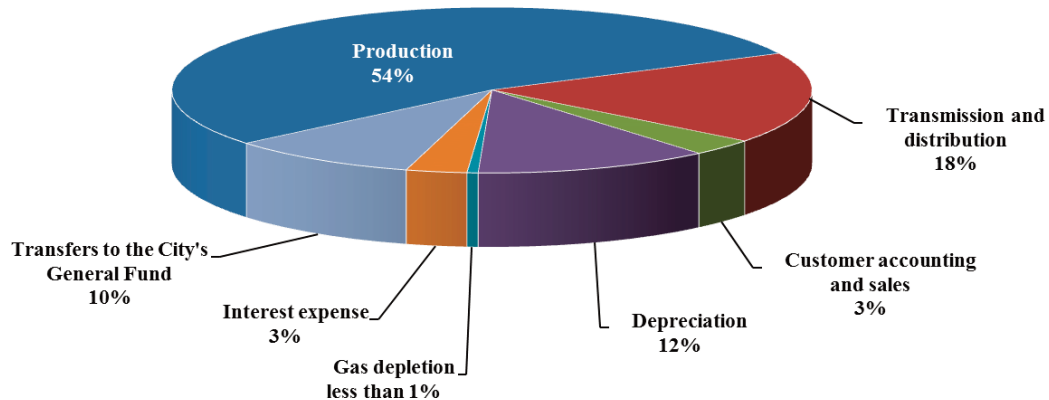
Total expenses for the Electric Utility increased \$3,903 (or 2%) from 2017 level. Production expenses decreased 3% from 2017 as a result of lower purchased power activity from lower demand. Transmission and distribution expenses increased 8% from 2017 as a result of increased operation and maintenance expenses. Customer accounting and sales expense increased 118% and depreciation expense decreased 2%. The depletion of gas increased 25% from 2017 due to higher gas price.

The Gas Depletion account was established to record the use of natural gas associated with the Electric Utility’s share of the Natural Gas Project through the Southern California Public Power Authority (SCPPA).

Interest on bonds increased 19% from 2017 due higher interest payments.

The City Charter currently provides at the end of each fiscal year, up to 25% of the operating revenues of the Electric Utility to be transferred to the City’s General Fund as based on City Council approval. Ten percent (10%) of Electric Works operating revenue for the 2017-18 fiscal year, \$20,162, shall be transferred from the Electric Work Revenue Fund to the Glendale Water and Power Surplus Fund and further transferred to the General Reserve Fund for fiscal year 2017-18, and that such reduction from 25% to 10% of operating revenues is necessary to insure the sound financial position of the Electric Utility.

2018 Expenses and Transfers



Financial Statements: Electric Utility

Year ended June 30, 2017

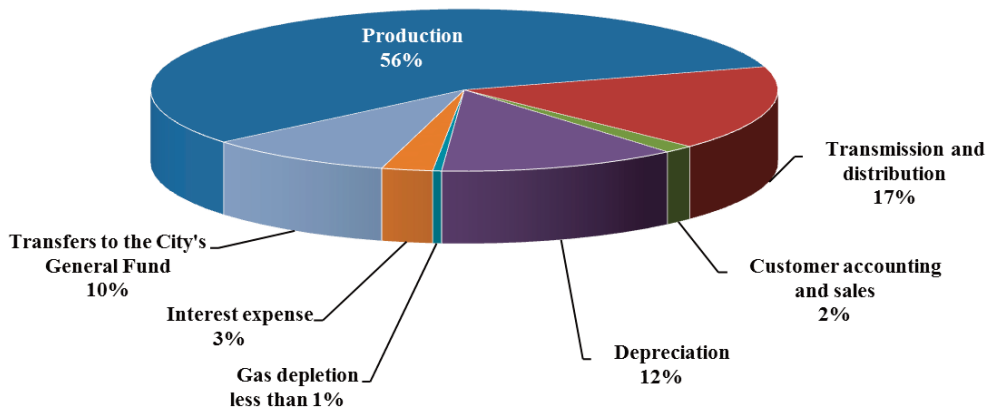
Total expenses for the Electric Utility increased \$10,383 (or 6%) from 2016 level. In 2017, production expenses increased 2% from 2016 as a result of overall higher purchased power expenses. Transmission and distribution expenses increased 31% from 2016 as a result of increased operation and maintenance expenses. Customer accounting and sales expense decreased 7% and depreciation expense decreased 3%. The depletion of gas is on par with 2016.

The Gas Depletion account was established to record the use of natural gas associated with the Electric Utility’s share of the Natural Gas Project through the Southern California Public Power Authority (SCPPA).

Interest on bonds increased 9% from 2016 due to the issuance of the Electric Revenue Bonds, 2016 Refunding Series.

The City Charter provides at the end of each fiscal year, up to 25% of the operating revenues of the Electric Utility for such fiscal year, excluding receipts from power supplied to other cities or utilities at wholesale rates, shall be transferred from the Public Services Surplus Fund to the City’s general reserve fund of the General Fund; provided, however, that the City Council, on an annual basis, may reduce or eliminate the amount to be transferred if the City Council determines that such reduction or elimination is necessary to assure the sound financial position of the utility. Transfers to the City’s General Fund decreased 1% from the 2016.

2017 Expenses and Transfers



Financial Statements: Electric Utility

Capital Assets and Debt Administration

Capital Assets

The Electric Utility's investment in capital assets as of June 30, 2018 and 2017 was \$266,032 and \$283,325, respectively (net of accumulated depreciation). This included investments in production, transmission, and distribution related facilities, as well as in general items such as office equipment, furniture, etc. Capital assets showed a decrease of 6% and 3% as of June 30, 2018 and 2017, respectively, due to an increase in accumulated depreciation and depletion.

The Electric Utility's capital assets as of June 30, 2018, 2017, 2016 are as follows:

	2018	2017	2016
Production	\$ 108,336	\$ 105,646	\$ 100,831
Transmission and distribution	451,006	453,598	454,885
Natural Gas Reserve	22,150	22,149	22,144
General	51,183	51,435	51,269
Less: accumulated depreciation and depletion	<u>(366,643)</u>	<u>(349,503)</u>	<u>(336,146)</u>
Total	<u>\$ 266,032</u>	<u>\$ 283,325</u>	<u>\$ 292,983</u>

Additional information on the Electric Utility's capital assets can be found in Note 3 on pages 29 to 30 of this report.

Long-Term Debt

As of June 30, 2018, 2017, and 2016, the Electric Utility had outstanding long-term debt of \$160,424, \$166,550, and \$172,811, respectively.

The Electric Utility's long-term debt as of June 30, 2018, 2017, 2016 is as follows:

	2018	2017	2016
Electric Revenue Bonds	\$ 144,815	\$ 149,945	\$ 153,390
Less: current portion	(6,126)	(6,262)	(4,577)
Unamortized bond premium	<u>21,735</u>	<u>22,867</u>	<u>23,998</u>
Total long-term debt	<u>\$ 160,424</u>	<u>\$ 166,550</u>	<u>\$ 172,811</u>

During fiscal year 2018, the Electric Utility maintained an "AA-" credit rating from Standard & Poor's, "A+" credit rating from Fitch, Inc., and "Aa3" credit rating from Moody's Investors Service for its revenue bonds.

Additional information on the Electric Utility's long-term debt can be found in Note 4 on pages 39 to 42 of this report.

Financial Statements: Electric Utility

Economic Factors and Rates

The City continues its effort to minimize exposure to market spikes in power and natural gas by implementing retail rate adjustment clauses that allow retail rates to adjust to market conditions and regulatory changes.

The Electric Utility advanced its commitment to environmental improvement by executing a 4-year and a subsequent 21-year purchase of firmed renewable energy, with deliveries starting in December 2015. In addition, the City Council approved agreements that terminated the Electric Utility's purchase of coal-fired energy from the San Juan Power Plant in New Mexico at the end of 2017, and the Utility has entered into contracts with the Intermountain Power Agency and Intermountain Power Plant participants to replace the coal-fired energy currently purchased from the Intermountain Power Plant with natural gas-fired energy by mid-2025.

The City Council has adopted a Renewable Portfolio Standard (RPS) Procurement Plan focused on compliance with state mandates; this Plan will continue to be modified over time as necessary to reflect new state mandates. Currently, contracts and ownership rights are in place to assure compliance with state renewable energy mandates through 2020. Additional opportunities for renewable energy in the 2020s are being evaluated in light of the newly-adopted California Senate Bill 100, which requires that 60% of retail loads be served with renewable energy by 2030 and sets a policy that eligible renewable energy resources and zero-carbon resources supply 100% of retail sales of electricity to California end-use customers by 2045.

GWP is in the process of updating its Integrated Resource Plan (IRP). GWP is actively developing alternatives for upgrading the Scholl Canyon landfill gas available within the City of Glendale to allow the production of additional renewable energy and will be preparing and circulating a Draft Environmental Impact Report for a proposed Biogas Renewable Generation Project at the Scholl Canyon Landfill.

GWP has in place a Net Energy Metering Program and a Feed-In Tariff for the purchase of energy from local renewable sources within the City, and is preparing for expected increases in local solar capacity, energy storage systems, and other forms of distributed generation. GWP implements an array of successful energy efficiency and demand management programs funded by its Public Benefits Charge Program.

GWP has developed a proposal to repower the Grayson Power Plant to address anticipated energy and capacity shortages when the power plant units are no longer operational and has issued an Environmental Impact Report for the proposed Grayson repowering. On April 10, 2018, the City Council deferred decision on the Environmental Impact Report and directed GWP to issue a Request for Proposals (RFP) seeking clean energy alternatives to meet the City energy and capacity needs. The Clean Energy RFP was issued on May 4, 2018 and the proposals, received on August 3, 2018, are under evaluation.

On June 12, 2018, the City of Glendale adopted a five-year rate plan (covering FY 2018-19 through FY 2022-23) with annual base rate revenue adjustments of 0%, 0.5%, 1%, 1%, and 1%. Under the new rate plan, electric rates for commercial customers will generally decrease, while residential rates will generally increase to align with the cost of serving each customer class. The rate plan adjusts time of use periods beginning in FY 2019 to align with GWP load profiles, to incentivize off peak usage and to promote the use of electric vehicles. The rate plan also adds a standby rate for customers with nonrenewable self-generation.

Financial Statements: Electric Utility

The City is currently engaged in litigation regarding the City's transfers from the Electric Fund to the General Fund. Two cases pertain to GWP's 2013 electric rate plan, are currently on appeal. A separate case pertains to GWP's fiscal year 2019 electric rate plan filed on July 19, 2018. For further information regarding the litigation, please refer to the City of Glendale Comprehensive Annual Financial Report, General Fund Transfer Litigation section under the Note 13 – Contingent Liabilities and Commitments.

Requests for Information

This financial report is designed to provide a general overview of the Electric Utility's finances. Questions concerning any information provided in this report or requests for additional financial information should be addressed to the General Manager of Glendale Water & Power – 141 North Glendale Avenue, Level 4, Glendale, California 91206.

Financial Statements: Electric Utility

CITY OF GLENDALE
ELECTRIC ENTERPRISE FUND
Statement of Net Position
June 30, 2018 (in thousands)
(with comparative amounts for 2017)

	<u>2018</u>	<u>2017</u>
Assets		
Current assets:		
Pooled cash and investments	\$ 110,464	141,569
Cash with fiscal agent	2,080	3,852
Investments with fiscal agent	2,398	2,398
Interest receivable	1,032	688
Investment-gas/electric commodity	1,500	1,495
Accounts receivable, net	9,711	11,197
Unbilled receivable	17,402	18,140
Due from other agencies	42	23
Inventories	6,955	5,670
Prepaid items and other	11,460	8,914
Total current assets	<u>163,044</u>	<u>193,946</u>
Noncurrent assets:		
Capital assets:		
Land	6,306	6,306
Natural gas reserve	22,150	22,149
Buildings and improvements	66,187	65,799
Machinery and equipment	512,054	494,197
Accumulated depreciation	(355,618)	(339,649)
Accumulated natural gas depletion	(11,025)	(9,854)
Construction in progress	25,978	44,377
Total capital assets	<u>266,032</u>	<u>283,325</u>
Pooled designated & invested cash	124,100	66,400
Pooled Restricted cash	5,669	5,669
Total noncurrent assets	<u>395,801</u>	<u>355,394</u>
Total assets	<u>558,845</u>	<u>549,340</u>
Deferred outflows of resources:		
Deferred outflows related to pensions	16,281	13,306
Loss on refunding	4,571	4,807
Total deferred outflows of resources	<u>20,852</u>	<u>18,113</u>

The notes to the financial statements are an integral part of this statement.

Financial Statements: Electric Utility

CITY OF GLENDALE
ELECTRIC ENTERPRISE FUND
 Statement of Net Position
 June 30, 2018 (in thousands)
 (with comparative amounts for 2017)

	<u>2018</u>	<u>2017</u>
Liabilities		
Current liabilities:		
Accounts payable	7,773	9,614
Contracts-retained amount due	21	729
Wages and benefits payable	2,008	1,950
Interest payable	3,004	3,103
Bonds payable, due in one year	6,126	6,262
Deposits	3,121	3,428
Total current liabilities	<u>22,053</u>	<u>25,086</u>
Noncurrent liabilities:		
Bonds payable	160,424	166,550
Net pension liability	62,837	56,051
Total noncurrent liabilities	<u>223,261</u>	<u>222,601</u>
Total liabilities	<u>245,314</u>	<u>247,687</u>
Deferred inflows of resources:		
Deferred inflows related to pensions	2,596	3,862
Net position:		
Net investment in capital assets	104,053	115,320
Restricted for		
SCAQMD emission controls	5,669	5,669
Unrestricted	222,065	194,915
Total net position	<u>\$ 331,787</u>	<u>315,904</u>

The notes to the financial statements are an integral part of this statement.

Financial Statements: Electric Utility

CITY OF GLENDALE

ELECTRIC ENTERPRISE FUND

Statement of Revenues, Expenses and Changes in Net Position

Year Ended June 30, 2018 (in thousands)

(with comparative amounts for 2017)

	2018	2017
Operating revenues:		
Retail:		
Electric residential sales	\$ 77,847	\$ 76,384
Electric commercial sales	120,487	119,517
Electric street light sales	3,057	2,997
Sales to other utilities	17,451	19,788
Miscellaneous revenues	6,566	4,299
Total operating revenues	225,408	222,985
Operating expenses:		
Production	113,279	116,512
Transmission & distribution	37,521	34,864
Customer accounting and sales	6,918	3,178
Depreciation	24,947	25,469
Gas depletion	1,171	935
Total operating expenses	183,836	180,958
Operating income	41,572	42,027
Non operating revenues (expenses):		
Interest Income	923	1,377
Sales of property	2	-
Interest expense	(6,452)	(5,427)
Total non operating revenues (expenses), net	(5,527)	(4,050)
Income before transfers	36,045	37,977
Transfer to the General Fund of the City	(20,162)	(19,912)
Change in net position	15,883	18,065
Net position at beginning of year	315,904	297,839
Net position at end of year	\$ 331,787	\$ 315,904

The notes to the financial statements are an integral part of this statement.

Financial Statements: Electric Utility

CITY OF GLENDALE
ELECTRIC ENTERPRISE FUND
 Statement of Cash Flows
 Year Ended June 30, 2018 (in thousands)
 (with comparative amounts for 2017)

	2018	2017
Cash flows from operating activities:		
Cash from customers	\$ 227,613	\$ 233,331
Cash paid to employees	(31,793)	(30,872)
Cash paid to suppliers	(129,773)	(123,829)
Net cash provided by operating activities	66,047	78,630
Cash flows from noncapital financing activities:		
Operating transfers out	(20,162)	(19,912)
Investment with fiscal agent	-	(925)
Net cash (used) by noncapital financing activities	(20,162)	(20,837)
Cash flows from capital and related financing activities:		
Interest on long term debt	(6,551)	(3,973)
Principal payments and premiums	(6,262)	(4,576)
Acquisition of property, plant, gas and equipment	(8,825)	(16,746)
Net cash (used) by capital and related financing activities	(21,638)	(25,295)
Cash flows from investing activities:		
Investment - gas/electric commodity	(5)	891
Interest received	581	1,091
Net cash provided by investing activities	576	1,982
Net increase in cash and cash equivalents	24,823	34,480
Cash and cash equivalents at beginning of year	217,490	183,010
Cash and cash equivalents at end of year	\$ 242,313	\$ 217,490
Reconciliation of Statement of Cash Flows to Statement of Net Position:		
Pooled cash and investments	\$ 110,464	\$ 141,569
Cash with fiscal agent	2,080	3,852
Pooled designated & invested cash	124,100	66,400
Restricted cash	5,669	5,669
Cash and cash equivalents at June 30	\$ 242,313	\$ 217,490

The notes to the financial statements are an integral part of this statement.

Financial Statements: Electric Utility

CITY OF GLENDALE
ELECTRIC ENTERPRISE FUND
 Statement of Cash Flows
 Year Ended June 30, 2018 (in thousands)
 (with comparative amounts for 2017)

	<u>2018</u>	<u>2017</u>
Reconciliation of operating income to net cash provided by operating activities:		
Operating income	\$ 41,572	\$ 42,027
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation	24,947	25,469
Gas depletion	1,171	935
Pension expense (credit)	2,545	(787)
Decrease Accounts receivable net	1,486	11,412
(Increase) Decrease Unbilled Services	738	(1,075)
(Increase) Decrease Due from other agencies	(19)	9
(Increase) Decrease Inventories	(1,285)	25
(Increase) Prepaid expenses	(2,546)	(2,708)
Decrease Deferred charges	236	247
Increase Accrued wages payable	58	1,950
Increase (Decrease) Accounts payable	(1,840)	1,955
(Decrease) Contracts - retention	(709)	(495)
(Decrease) Deposits	(307)	(334)
	<u>24,475</u>	<u>36,603</u>
Net cash provided by operating activities	<u>\$ 66,047</u>	<u>\$ 78,630</u>
Noncash investing, capital, and financing activities:		
Increase (Decrease) in fair value of investments	(3,379)	(16)

The notes to the financial statements are an integral part of this statement.

Financial Statements: Electric Utility

Notes to Financial Statements

1. Summary of Significant Accounting Policies

The following is a summary of significant accounting policies of the City of Glendale (the City) as they pertain to the Electric Enterprise Fund, (Electric Utility). All amounts, unless otherwise indicated, are expressed in thousands of dollars.

Fund

The accounts of the City are organized on the basis of funds, each of which is considered to be an independent fiscal and accounting entity with a self-balancing set of accounts for recording cash and other resources together with all related liabilities, obligations and net position that are segregated for the purpose of carrying on specific activities or attaining certain objectives in accordance with special regulations, restrictions or limitations.

Basis of Presentation

The City's Electric Utility is used to account for the construction, operation and maintenance of the City-owned electric utility. The Fund is considered to be an enterprise fund, proprietary fund type, and uses flow of economic resources measurement focus to determine net income and financial position, as defined under accounting principles generally accepted in the United States of America. Accordingly, the accrual basis of accounting is followed by the Electric Utility, where revenues are recorded when earned and expenses are recorded when incurred. The Electric Utility is included in the City's Comprehensive Annual Financial Report (CAFR), and therefore, these financial statements do not purport to represent the financial position and changes in financial position, and where applicable, cash flow thereof of the City.

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

Financial Statements: Electric Utility

Pooled Cash and Investments

The Electric Utility pools its cash with the City. The Electric Utility values its cash and investments at fair value in the statement of net position and recognizes the corresponding change in the fair value of investments in the year in which the change occurred. The City categorizes the fair value measurements of its investments based on the hierarchy established by generally accepted accounting principles. The fair value hierarchy, which has three levels, is based on the valuation inputs used to measure an asset's fair value: Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs.

The City manages its pooled idle cash and investments under a formal investment policy that is reviewed by the Investment Committee and adopted by the City Council and follows the guidelines of the State of California Government Code. Individual investments cannot be identified with any single fund because the City may be required to liquidate its investments at any time to cover large outlays required in excess of normal operating needs.

Interest income from the investment of pooled cash is allocated to the Electric Utility on a monthly basis based upon the prior month end cash balance of the Electric Utility as a percent of the month end total pooled cash balance. The City normally holds the investment to maturity; therefore no realized gain/loss is recorded.

For purposes of statement of cash flows of the Electric Utility, cash and cash equivalents include all pooled cash and investments, pooled designated & invested cash, restricted cash and cash with fiscal agents with an original maturity of three months or less. The Electric Utility considers the cash and investments pool to be a demand deposit accounts where funds may be withdrawn and deposited at any time without prior notice or penalty.

Investment-gas/electric commodity represents the Electric Utility's implementation of a program to purchase and sell options (calls and puts) in natural gas futures contracts at strike prices. These transactions allow the Electric Utility to stabilize the ultimate purchase price of natural gas for the Electric Utility's power plant. They, and other transactions, also give the Electric Utility the ability to manage its overall exposure to fluctuations in the purchase price of natural gas. The options are carried at fair market value. As of June 30, 2018 and 2017, the investment-gas/electric commodity was \$1,500 and \$1,495, respectively.

Pooled Designated Cash and Investments

A Cash Reserve Policy for the Electric Utility was first established in 2003. Its provision calls for annual review of the reserves to determine if the recommended levels are sufficient. The

Financial Statements: Electric Utility

annual review of the Cash Reserve Policy for the fiscal year ending June 30, 2018, established a target of \$124,100 of designated cash in the following categories: \$57,700 for the operating reserve, \$40,400 for contingency reserve; \$10,000 for rate stabilization reserve; and \$16,000 for Reserve for Gas Reserve Project. As of June 30, 2018 and 2017, \$124,100 and \$66,400 was designated, respectively.

Capital Assets

The Electric Utility's capital assets include land, building, improvements and equipments that are reported in the Electric Utility's financial statements. The Electric Utility follows the City's asset capitalization policy. Capital assets are defined by the City as assets with an initial, individual cost of \$5 or more and an estimated useful life in excess of one year. Such assets are recorded at historical cost. Donated assets representing utility service assets, which are donated to the City by independent contractors, are recorded at acquisition cost. Depreciation for both purchased and contributed assets are computed using a straight-line method, based upon average estimated useful life of an asset. In fiscal year 2018, per GASB 89 (*Accounting for Interest Cost Incurred before the End of a Construction Period*) interest incurred during the construction phase was expensed and not capitalized as part of the value of the constructed asset. In fiscal year 2017, interest incurred during the construction phase of the capital assets is included as part of the capitalized value of the assets constructed. The cost of normal maintenance and repairs that do not add to the value of the asset or materially extend assets lives are not capitalized. As of June 30, 2018 and 2017, total interest incurred is \$6,452 and \$7,254, respectively. For fiscal year ended June 30, 2018 and 2017, the total interest capitalized is \$0 and \$1,827, respectively.

A summary of the useful lives of the capital assets of the Electric Utility is as follows:

Assets	Years
Building and Improvements	10-50
General Structure & Parking Lot Landscaping Improvements	10
Building Improvements	20
Land Improvements	30
Transmission-Off System	50
Machinery and Equipment	6-10
Passenger Cars, Pickup	6
Cargo Vans	7
Dump/Tractor/Trailer Trucks	10

Inventories

Inventories, consisting primarily of construction and maintenance materials and tools for the production and distribution system of the Electric Utility are stated at cost, using the weighted average cost method or disposal value.

Financial Statements: Electric Utility

Long-Term Debt

The long-term debt and other obligations are reported as liabilities in the statement of net position. Bond premiums and discounts are deferred and amortized over the life of the bonds using the effective interest method. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are expensed in the period when the debt is issued.

Compensated Absences

The Electric Utility records and funds a liability for its employees' earned but unused accumulated vacation and overtime.

The Electric Utility also provides sick leave conversion benefits through the Retiree Health Saving Plan (RHSP). Unused sick leave is converted to a dollar amount and deposited in the employee's RHSP account at retirement. The account is used to pay healthcare premiums for the retiree and beneficiaries. After the account is exhausted, the retirees can terminate coverage or elect to continue paying the healthcare premiums from personal funds. The Electric Utility records an expense as the benefit is earned and probable of being paid out.

For additional details on the Compensated Absences, please refer to the City of Glendale Comprehensive Annual Financial Report.

Pensions

For purposes of measuring the net pension liability and deferred outflows/inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the City of Glendale's California Public Employees Retirement System (CalPERS) plans and additions to/deductions from the Plan's fiduciary net position have been determined on the same basis as they are reported by CalPERS. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

Accounts Receivable

The Electric Utility records revenues that have already been earned but not yet received as of June 30 from individual customers, private entities and government agencies. Also, recoveries to utility customer receivables previously written off are recorded when received. An allowance for doubtful account is maintained for utility and miscellaneous accounts receivable. The allowance for doubtful account is adjusted at fiscal year end based on the amount equal to the annual uncollectible accounts. As of June 30, 2018 and 2017, the Electric Utility's allowance for doubtful accounts were \$306 and \$234, respectively.

Financial Statements: Electric Utility

Unbilled Receivable

The Electric Utility records revenues for utility services delivered to customers but not billed. As of June 30, 2018 and 2017, the Electric Utility's unbilled receivables were \$17,402 and \$18,140, respectively.

Prepaid Items and other

Certain payments to the vendors reflect costs applicable to future accounting period and are recorded as prepaid, which are then recognized as expense as benefits are received. As of June 30, 2018 and 2017, prepaids were \$11,460 and \$8,914, respectively.

Contracts - Retained Amount Due

The Electric Utility withholds 10% of each progress payment on construction contracts. These retained amounts are not released until final inspection is completed and sufficient time has elapsed for sub-contractors to file claims against the contractor. As of June 30, 2018 and 2017, the Electric Utility's contracts – retained amount due were \$21 and \$729, respectively.

Deposits

The Electric Utility requires all new or existing utility customers that have not or failed to establish their credit worthiness with the Electric Utility to place a deposit. The deposits are refunded after these customers establish their credit worthiness to the Electric Utility. As of June 30, 2018 and 2017, the Electric Utility's deposits were \$3,121 and \$3,428, respectively.

Transfers to the City

The City's charter provides for certain percentages (up to a maximum of 25%) of operating revenues in the Electric Utility to be transferred to the City's General Fund. For the fiscal year 2018 and 2017, ten percent (10%) of Electric Works operating revenue shall be transferred from the Electric Work Revenue Fund to the Glendale Water and Power Surplus Fund and further transferred to the General Reserve Fund. As of June 30, 2018 and 2017, the Electric Utility's transfers to the City were \$20,162 and \$19,912, respectively.

Net Position

Net position represents the difference between assets and deferred outflows of resources, and liabilities and deferred inflows of resources. Net investment in capital assets consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any borrowings

Financial Statements: Electric Utility

used for the acquisition, construction or improvement of those assets. Net investment in capital assets excludes unspent debt proceeds. Net position is reported as restricted when there are limitations imposed on their use either through the enabling legislation adopted by the City or through external restrictions imposed by creditors, grantors or laws or regulations of other governments.

The Electric Utility first applies restricted resources when an expense is incurred for purposes for which both restricted and unrestricted net position is available.

Revenue Recognition

Revenues are recognized for services and energy provided to customers, and customers are billed either monthly or bi-monthly. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Budgets and Budgetary Accounting

The Electric Utility presents and the City Council adopts an annual budget. The proposed budget includes estimated expenses and forecasted revenues. The City Council adopts the Electric Utility's budget in June each year via a resolution.

Pronouncements Issued But Not Yet Implemented

The Governmental Accounting Standards Board (GASB) issued pronouncements that have an effective date that may impact future financial presentation. Management has not determined what, if any, impact implementation of the following statements may have on the financial statements of the Electric Utility.

- GASB Statement No. 83 – *Certain Asset Retirement Obligations*. The objective of this Statement is to address accounting and financial reporting for certain asset retirement obligations. The Statement is effective for periods beginning after June 15, 2018.
- GASB Statement No. 84 – *Fiduciary Activities*. The objective of this Statement is to improve guidance regarding the identification of fiduciary activities for accounting and financial reporting purposes and how those activities should be reported. The Statement is effective for periods beginning after December 15, 2018.
- GASB Statement No. 87 – *Leases*. The objective of this Statement is to better meet the information needs of financial statement users by improving accounting and financial reporting for leases by governments. The Statement is effective for periods beginning after December 15, 2019.

Financial Statements: Electric Utility

- GASB Statement No. 88 – *Certain Disclosures Related to Debt, Including Direct Borrowing and Direct Placements*. The objective of this Statement is to improve the information that is disclosed in notes to government financial statements related to debt, including direct borrowings and direct placements. It also clarified which liabilities government should include when disclosing information related to debt. The Statement is effective for periods beginning after June 15, 2018.
- GASB Statement No. 90 – *Accounting for Interest Cost Incurred before the End of a Construction Period*. The objective of this Statement is to improve the consistency and comparability of reporting a government’s majority equity interest in a legally separate organization and to improve the relevance of financial statement information for certain component units.

Deferred Outflows and Inflows of Resources

The statement of net position reports a separate section for deferred outflows of resources, in addition to assets. This separate financial statement element represents a consumption of net position that applies to a future period and will not be recognized as an outflow of resources, or expenses, until then. For current or advance refunding resulting in defeasance of debt, the difference between the reacquisition price and the net carrying amount of the old debts (i.e., deferred charges) is reported as a deferred outflow of resources and amortized to interest expense based on the effective interest method over the remaining life of the old debt or the life of the new debt, whichever is shorter. This category consists of loss on debt refunding and deferred outflows of resources related to pension for reporting in the statements of net position. As of June 30, 2018 and 2017, the Electric Utility’s deferred outflows of resources were \$20,852 and \$18,113, respectively.

The statement of net position reports a separate section for deferred inflows of resources, in addition to liabilities. This separate financial statement element represents an acquisition of net position that applies to a future period and will not be recognized as an inflow of resources, or revenues, until then. The Electric Utility records deferred inflows of resources related to pension. As of June 30, 2018 and 2017, the Electric Utility’s deferred inflows of resources were \$2,596 and \$3,862, respectively.

2. Pooled Cash and Investments

Cash resources of the Electric Utility are combined with other City funds to form a pool of cash and investments, which is managed by the City Treasurer under a formal investment policy that is reviewed by the Investment Committee and adopted annually by the City Council. Therefore, individual investments cannot be identified with any single fund. Income from the investment of pooled cash is allocated to the Electric Utility on a monthly basis, based upon the month-end

Financial Statements: Electric Utility

cash balance of the Electric Utility as a percent of the month-end total pooled cash balance. Of this total pooled cash and investments, \$240,233 and \$213,638 pertains to the Electric Utility for fiscal year 2018 and 2017, respectively. Pooled cash and investments are stated at the fair value.

The City categorizes the fair value measurements of its investments based on the hierarchy established by generally accepted accounting principles. The fair value hierarchy, which has three levels, is based on the valuation inputs used to measure an asset's fair value: Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs.

Cash and investments at fiscal year-end consist of the following:

	2018	2017
Pooled cash and investments	\$ 110,464	\$ 141,569
Cash and investments with fiscal agent	4,478	6,250
Pooled restricted cash	5,669	5,669
Pooled designated and invested cash	124,100	66,400
Investment-gas/electric commodity	1,500	1,495
Total	<u>\$ 246,211</u>	<u>\$ 221,383</u>

For additional details on the City investment pool including disclosure relating to Interest Rate Risk, Credit Risk, Custodial Credit Risk, Investment in State Investment Pool and Fair Value Measurement, please refer to Note 3 of the City of Glendale Comprehensive Annual Financial Report.

Restricted Cash

Cash and investments restricted for a specific purpose by either bond resolution, funding agency, or an outside third party are classified as restricted assets. The restricted cash consists of Southern California Air Quality Management District environmental compliance funds. As of June 30, 2018 and 2017 there is \$5,669 and \$5,669 recorded. The amounts set aside in this account shall remain therein until from time to time expended for the projects and purposes of paying for the costs of acquisition and construction of certain improvements to the Electric System of the City.

Deposit and withdrawals to the City's Treasury Pool are made on the basis of \$1 and not fair value. Accordingly, the fair value measurement of the City's proportionate share in the pool is based on uncategorized inputs not defined as a Level 1, Level 2, or Level 3 input.

For additional details on the Investment in State Investment Pool and Fair Value Measurement, please refer to Note 3 of the City of Glendale Comprehensive Annual Financial Report.

Financial Statements: Electric Utility

Cash and investments with Fiscal Agent

The Electric Utility has monies held by trustees or fiscal agents pledged to the payment or security of certain bonds. These are subject to the same risk category as the invested cash. The California Government Code provides that these funds, in the absence of specific statutory provisions governing the issuance of bonds or certificates, may be invested in accordance with the ordinances, resolutions or indentures specifying the types of investments its trustees or fiscal agents may make. These funds are governed by the bond indentures. These ordinances are generally more restrictive than the City's general investment policy.

As of June 30, 2018, the Electric Utility had \$4,478 on deposit with fiscal agent as required by the bond documents; the Electric Utility had the following underlying investments:

<u>Cash and investments with fiscal agents</u>	<u>Fair Value</u>	<u>Maturity</u>	<u>Moody's Rating</u>
Guaranteed Investment Contracts	\$ 2,398	More than 5 yr	Unrated
Money Market	2,080	Less than 1 yr	Aaa
	<u>\$ 4,478</u>		

As of June 30, 2017, the Electric Utility had \$6,250 on deposit with fiscal agent as required by the bond documents; the Electric Utility had the following underlying investments:

<u>Cash and investments with fiscal agents</u>	<u>Fair Value</u>	<u>Maturity</u>	<u>Moody's Rating</u>
Guaranteed Investment Contracts	\$ 2,398	More than 5 yr	Unrated
Money Market	3,852	Less than 1 yr	Aaa
	<u>\$ 6,250</u>		

For additional details on the fair value measurement, please refer to Note 3 of the City of Glendale Comprehensive Annual Financial Report.

Financial Statements: Electric Utility

3. Capital Assets

A summary of the changes in Electric Utility June 30, 2018 Capital Assets is as follows:

	Balance at June 30, 2017	Increases	Decreases	Reclass/ Transfers	Balance at June 30, 2018
Capital assets not being depreciated/depleted:					
Land	\$ 6,306	-	-	-	6,306
Construction in progress	44,377	7,613	-	(26,012)	25,978
Total assets not being depreciated/depleted	50,683	7,613	-	(26,012)	32,284
Depreciable capital assets:					
Building and improvements	65,799	11	-	377	66,187
Machinery and equipment	494,197	1,200	(8,978)	25,635	512,054
Total other capital assets at cost	559,996	1,211	(8,978)	26,012	578,241
Depletable capital assets:					
Natural Gas Reserve	22,149	1	-	-	22,150
Less accumulated depreciation:					
Building and improvements	42,836	1,614	-	-	44,450
Machinery and equipment	296,813	23,333	(8,978)	-	311,168
Total accumulated depreciation	339,649	24,947	(8,978)	-	355,618
Less accumulated natural gas depletion:					
Natural Gas Reserve	9,854	1,171	-	-	11,025
Total assets being depreciated	232,642	(24,806)	-	26,012	233,748
Electric Fund capital assets, net	\$ 283,325	(17,293)	-	-	266,032

Financial Statements: Electric Utility

A summary of the changes in Electric Utility June 30, 2017 Capital Assets is as follows:

	Balance at June 30, 2016	Increases	Decreases	Reclass/ Transfers	Balance at June 30, 2017
Capital assets not being depreciated/depleted:					
Land	\$ 6,239	-	-	67	6,306
Construction in progress	38,317	13,579	(187)	(7,332)	44,377
Drilling in progress	-	70	(70)	-	-
Total assets not being depreciated/depleted	44,556	13,649	(257)	(7,265)	50,683
Depreciable capital assets:					
Building and improvements	65,503	-	-	296	65,799
Machinery and equipment	496,926	3,349	(13,047)	6,969	494,197
Total other capital assets at cost	562,429	3,349	(13,047)	7,265	559,996
Depletable capital assets:					
Natural Gas Reserve	22,144	5	-	-	22,149
Less accumulated depreciation:					
Building and improvements	41,011	1,825	-	-	42,836
Machinery and equipment	286,216	23,644	(13,047)	-	296,813
Total accumulated depreciation	327,227	25,469	(13,047)	-	339,649
Less accumulated natural gas depletion:					
Natural Gas Reserve	8,919	935	-	-	9,854
Total assets being depreciated	248,427	(23,050)	-	7,265	232,642
Electric Fund capital assets, net	\$ 292,983	(9,401)	(257)	-	283,325

Natural Gas Project

In June 2005, the City elected to participate in the Natural Gas Reserve Project through SCPPA and entered into a 25 year Gas Sales Agreement with SCPPA for up to 2,000 MMBtu per day. The project calls for the acquisition and development of gas resources, reserves, fields, wells, and related facilities to provide a long-term supply of natural gas for its participants. The first acquisition was completed on July 1, 2005 with the total cost to the participants at \$306.1 million. The City's share in the project is \$13.1 million or 4.2553%. Subsequently, capital drilling costs of \$9.1 million had been capitalized. As of June 30, 2018, the balance for the Natural Gas Reserve Project, net of accumulated natural gas depletion was \$11,125.

Financial Statements: Electric Utility

4. Long-Term Debt

The Electric Utility's outstanding principal as of June 30, 2018 and 2017 consists of the following:

	Remaining Interest Rates	Original Issue	Outstanding June 30, 2018	Outstanding June 30, 2017
Electric Revenue Bonds, 2008 Series	4.00%-5.00%	\$ 60,000	\$ -	\$ 1,880
Electric Revenue Bonds, 2013 Refunding Series	4.00%-5.00%	20,510	18,675	19,610
Electric Revenue Bonds, 2013 Series	3.00%-5.00%	60,000	56,155	57,285
Electric Revenue Bonds, 2016 Refunding Series	4.00%-5.00%	72,615	69,985	71,170
Total			\$ 144,815	\$ 149,945

Electric Revenue Bonds, 2008 Series

The Electric Utility issued \$60,000 in revenue bonds in February 2008 to finance the costs of acquisition and construction of certain improvements to the Electric System of the City.

The Electric Revenue Bonds, 2008 Series were partially refunded in May 2016 with the Electric Revenue Bonds, 2016 Refunding Series. After the issuance of the Electric Revenue Bonds, 2016 Refunding Series, \$1,880 of the partially defeased 2008 Bonds matured at its redemption date on February 1, 2018. \$58,120 of the 2008 Bonds were refunded and deposited into an Escrow Fund established pursuant to an Escrow Agreement dated May 1, 2016 and was fully redeemed on February 1, 2018 at a redemption price of 100% of the principal amount plus accrued interest.

Electric Revenue Bonds, 2013 Refunding Series

The Electric Utility issued \$20,510 in revenue bonds in March 2013 to provide funds to refund all of the City's outstanding Electric Revenue Bonds, 2003 Series and pay cost of issuance. The bond proceeds were deposited in an escrow account and were used to refund the Electric Revenue Bonds, 2003 Series through a legal defeasance.

The current refunding resulted in the recognition of a deferred outflow of resources of \$112 as of June 30, 2018 and is being amortized through year 2032. The reserve requirement of the bond issue is satisfied by a cash reserve fund with a minimum funding requirement of \$4,478 on parity with other Electric revenue bonds. The bonds mature in regularly increasing amounts ranging from \$975 to \$1,805 annually from 2019 to 2032.

Financial Statements: Electric Utility

Electric Revenue Bonds, 2013 Series

The Electric Utility issued \$60,000 in revenue bonds in December 2013 to finance the costs of acquisition and construction of certain improvements to the Electric System of the City.

The terms of the 2013 Electric Revenue Bonds' (2013 Bonds) indenture require the trustee to establish and maintain a reserve fund equal to the Reserve Fund Requirement. The Reserve Fund Requirement is defined by the Debt Indentures as the maximum annual debt service on the debt service schedule. Up to 50% of the Reserve Fund Requirement amount may be held in an unrestricted fund or account. The bonds mature in regularly increasing amounts ranging from \$1,175 to \$3,795 annually from 2019 to 2043.

Electric Revenue Bonds, 2016 Refunding Series

The Electric utility of Glendale Water & Power issued \$72,615 in revenue bonds in May 2016 to provide moneys for the refunding of all of the City's outstanding Electric Revenue Bonds, 2006 Refunding Series, a portion of the City's outstanding Electric Revenue Bonds, 2008 Series, and paying the costs of issuance of the 2016 Bonds. The bond proceeds were deposited in an escrow account and were used to refund the Electric Revenue Bonds, 2006 Refunding Series and a portion of the outstanding Electric Revenue Bonds, 2008 Series through a legal defeasance. The advance refunding resulted in the recognition of a deferred outflows of resources of \$4,459 as of June 30, 2018, and is being amortized through 2038.

The terms of the Electric Revenue Bonds, 2016 Refunding Series' (2016 Refunding Bonds) indenture require the trustee to establish and maintain a reserve fund equal to the reserve fund requirement. The reserve fund requirement is defined by the Debt Indentures as the maximum annual debt service on the debt service schedule. Up to 50% of the reserve fund requirement amount may be held in an unrestricted fund or account.

The bonds mature in regularly increasing amounts ranging from \$2,700 to \$4,715 annually from 2019 to 2038. The 2016 Refunding Bonds maturing on or prior to February 1, 2026 are not subject to redemption prior to maturity. The 2016 Refunding Bonds maturing on and after February 1, 2027 are subject to redemption prior to maturity, at the option of the City, as a whole or in part, on February 1, 2026, or on any date thereafter, at a redemption price equal to 100% of the principal amount of the 2016 Refunding Bonds to be redeemed, together with accrued interest to the redemption date.

Financial Statements: Electric Utility

	Amount outstanding at June 30, 2017	Additions	Retirements	Amount outstanding at June 30, 2018	Due within one year
Electric Revenue Bonds, 2008 Series	\$ 1,880	-	1,880	-	-
Electric Revenue Bonds, 2013 Refunding Series	19,610	-	935	18,675	975
Electric Revenue Bonds, 2013 Series	57,285	-	1,130	56,155	1,175
Electric Revenue Bonds, 2016 Refunding Series	71,170	-	1,185	69,985	2,844
Net Discount/Premium	22,867	-	1,132	21,735	1,132
Total bonds payable	\$ 172,812	-	6,262	166,550	6,126

	Amount outstanding at June 30, 2016	Additions	Retirements	Amount outstanding at June 30, 2017	Due within one year
Electric Revenue Bonds, 2008 Series	\$ 1,880	-	-	1,880	1,880
Electric Revenue Bonds, 2013 Refunding Series	20,510	-	900	19,610	935
Electric Revenue Bonds, 2013 Series	58,385	-	1,100	57,285	1,130
Electric Revenue Bonds, 2016 Refunding Series	72,615	-	1,445	71,170	1,185
Net Discount/Premium	23,998	-	1,131	22,867	1,132
Total bonds payable	\$ 177,388	-	4,576	172,812	6,262

The annual debt service requirements to amortize long-term bonded debt at June 30, 2018 are as follows:

Fiscal year	Revenue Bonds		
	Interest	Principal	Total
2019	\$ 7,111	4,994	12,105
2020	6,866	5,205	12,071
2021	6,611	5,460	12,071
2022	6,339	5,710	12,049
2023	6,047	5,995	12,042
2024-2028	24,818	34,730	59,548
2029-2033	15,962	35,000	50,962
2034-2038	9,048	30,471	39,519
2039-2043	2,312	17,250	19,562
	\$ 85,114	144,815	229,929

Financial Statements: Electric Utility

Rate Covenants

The Electric Utility has covenanted in the Indenture of Trust that Net Income of the Electric System for each fiscal year will be at least equal to 1.10 times the amount necessary to pay principal and interest as the same become due on all Bonds and Parity Obligations for such fiscal year. The Electric Utility is in compliance with this requirement. For the year ended June 30, 2018, net income as defined in the indenture, was \$66,222 and the debt service requirement was \$12,576. For the year ended June 30, 2017, net income as defined in the indenture, was \$68,202 and the debt service requirement was \$9,953.

5. Pension Plan

Plan Description

All qualified permanent and probationary employees of the Electric Utility are eligible to participate in the City's Miscellaneous Plan, an agent multiple employer defined benefit pension plan administered by the California Public Employees Retirement System (CalPERS) which acts as a common investment and administrative agent for its participating member employers. Benefit provisions under the Plan is established by State statute and City resolution. CalPERS issues publicly available reports that include a full description of the pension plans regarding benefit provisions, assumptions and membership information can be found on the CalPERS website at: www.calpers.ca.gov.

Benefits Provided

CalPERS provides service retirement and disability benefits, annual cost of living adjustments and death benefits to plan members, who must be public employees and beneficiaries. Benefits are based on years of credited service, equal to one year of full time employment. Members with five years of total service are eligible to retire at age 50 with statutorily reduced benefits. All members are eligible for non-duty disability benefits after 5 years of service.

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

	Miscellaneous		
	Prior to January 1, 2011	Between January 1, 2011 and December 31, 2012	On or after January 1, 2013
Hire date			
Benefit formula	2.5% @ 55	2% @ 55	2% @ 62
Benefit vesting Schedule	5 years of service	5 years of service	5 years of service
Benefit payments	monthly for life	monthly for life	monthly for life
Retirement age	50-55+	50-63+	52-67+
Monthly benefits, as a % of eligible compensation	2.0% to 2.5%	1.4% to 2.4%	1.0% to 2.5%

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Contributions

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

For the year ended June 30, 2018, the Electric Utility contributions to the City's Miscellaneous Plan were \$4,877.

Pension Liability, Pension Expenses and Deferred Outflows/Inflows of Resources Related to Pensions

As of June 30, 2018, the Electric Utility reported a liability of \$62,837 for its proportionate share of the City's Miscellaneous Plan net pension liability. The net pension liability of the Miscellaneous Plan was measured as of June 30, 2017, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of June 30, 2016. The Electric Utility's proportion of the City's Miscellaneous Plan net pension liability at June 30, 2018 was based on the Electric Utility's fiscal year 2017 contributions to the City's Miscellaneous Plan relative to the total City contributions to the Miscellaneous Plan. At June 30, 2017, Electric Utility's proportion was 21% for 2017 and 2018.

For the year ended June 30, 2018, the Electric Utility recognized pension expense of \$7,424. At June 30, 2018, the Electric Utility reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Pension contributions subsequent to measurement date	\$ 4,877	-
Changes of assumptions	8,553	125
Differences between expected and actual experience	-	2,471
Net differences between projected and actual earnings on plan investments	2,851	-
Total	<u>\$ 16,281</u>	<u>2,596</u>

The amount of \$4,877 reported as deferred outflows of resources related to pensions resulting from the Electric Utility's contributions to the City's plan subsequent to the measurement date will be recognized as a reduction of the net pension liability in the year ended June 30, 2019.

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Other amounts reported as deferred outflows/(inflows) of resources related to pensions will be recognized as pension expense as follows:

<u>Year ended June 30</u>	<u>Amounts</u>
2019	\$ 2,741
2020	6,231
2021	1,104
2022	(1,268)
Total	<u>\$ 8,808</u>

Actuarial Assumptions

The Electric Utility's proportion of the City's total pension liability in the June 30, 2016 Miscellaneous Plan actuarial valuation was determined using the following actuarial assumptions:

Valuation date	June 30, 2016
Measurement date	June 30, 2017
Actuarial cost method	Entry Age Normal Cost Method
Actuarial assumptions:	
Discount rate	7.15%
Inflation	2.75%
Salary increase	Varies by Entry Age and Service
Mortality rate table	Derived using CalPERS' Membership Data for all Funds
Post-retirement benefit increase	Contract COLA up to 2.75% until Purchasing Power Protection Allowance Floor on Purchasing Power applies, 2.75% thereafter

The underlying mortality assumptions and all other actuarial assumptions used in the June 30, 2016 valuation were based on the results of an actuarial experience study for the period of 1997 to 2011, including updates to salary increase, mortality and retirement rates. The Experience Study report can be obtained at CalPERS website under Forms and Publications.

Change of Assumptions

For the measurement date June 30, 2017, the accounting discount rate reduced from 7.65% to 7.15%.

Discount Rate

The discount rate used to measure the total pension liability was 7.15%. To determine whether the municipal bond rate should be used in the calculation of the discount rate for each plan, CalPERS stress tested plans that would most likely result in a discount rate that would be

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

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

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

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

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

* An expected inflation rate of 2.5% used for this period.

** An expected inflation rate of 3.0% used for this period.

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Sensitivity of the Electric Utility’s Proportionate share of the City’s Miscellaneous Plan’s Net Pension Liability to Changes in the Discount Rate

The following presents the Electric Utility’s proportionate share of the net pension liability, calculated using the discount rate of 7.15%, as well as what the Electric Utility’s proportionate share of the net pension liability would be if it were calculated using a discount rate that is 1-percentage point lower or 1-percentage point higher than the current rate:

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

1% Decrease		6.15%
Net Pension Liability	\$	94,539
Current Discount Rate		7.15%
Net Pension Liability	\$	62,837
1% Increase		8.15%
Net Pension Liability	\$	36,575

Pension Plan Fiduciary Net Position

Detailed information about the City’s collective net pension liability is available in the City’s separately issued Comprehensive Annual Financial Report (CAFR). The City’s financial statements may be obtained by contacting the City of Glendale’s Finance Department. The report may also be obtained on the internet at www.glendaleca.gov/government/departments/finance/budget/annual-report.

6. Self-Insurance Program

The Electric Utility participates in City’s unemployment and workers’ compensation insurance. For purposes of general liability, the Electric Utility participated in the City’s self-insurance program which is accounted for in an internal service fund of the City. There were no significant settlements or reductions in insurance coverage from settlements for the past three years. The insurance schedule for fiscal year 2017-18 is as follows:

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Insurance Type	Program Limits	Deductible / SIR (self-insured retention)
Excess Liability Insurance	\$ 25,000	\$2,000 SIR per occurrence
D & O Employment Practices	2,000	\$250 SIR
Excess Workers' Comp Employer's Liability Insurance	Statutory	\$2,000 SIR per occurrence
Property Insurance	250,000	Various deductibles up to \$250
Employee Dishonesty - Crime Policy	5,000	\$25
Cyber Insurance	5,000	\$100

The annual premiums are based primarily on claims experience and are charged to expense when paid. Premiums are evaluated periodically and increases are charged to the Electric Utility to reflect recent trends in actual claims experience and to provide sufficient reserve for catastrophic losses. As of June 30, 2018, premiums charged for Electric Utility was \$978.

For additional details on the self-insurance program, please refer to the City of Glendale Comprehensive Annual Financial Report.

7. *Net Position*

Net position is reported as restricted when there are limitations imposed on their use either through the enabling legislation adopted by the City or through external restrictions imposed by creditors, grantors or laws or regulations of other governments. Net position is reported as unrestricted when there are no limitations imposed on their use.

Excess capital surcharge revenue restricted to retrofit the City's Grayson Power Plant as mandated by Air Quality Management for fiscal years 2018 and 2017 was \$5,669 and \$5,669, respectively.

8. *"Take or Pay" Contracts*

The Electric Utility has entered into twelve "Take or Pay" contracts, which require payments to be made whether or not projects are completed or operable, or whether output from such projects is suspended, interrupted or terminated. Such payments represent the Electric Utility's share of current and long-term obligations. Payment for these obligations is expected to be made from operating revenues received during the year that payment is due. These contracts provide for current and future electric generating capacity and transmission of energy for the City residents. Through these contracts, the Electric Utility purchased approximately 58% of its total energy requirements during fiscal year 2017-2018. With a few exceptions, the Electric Utility is

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obligated to pay the amortized cost of indebtedness regardless of the ability of the contracting agency to provide electricity. The original indebtedness will be amortized by adding the financing costs to purchase energy over the life of the contract. All of these agreements contain “step-up” provisions obligating the Electric Utility to pay a share of the obligations of any defaulting participant.

The Intermountain Power Agency, a subdivision of the State of Utah, was formed in January 1974 to finance the construction of a 1,400 megawatt coal-fired generating plant, consisting of two generating units located near Delta, Utah and associated transmission lines, called the Intermountain Power Project. The project began uprating of the two generating units in early 2003. When the uprating was finished in March 2004, it increased the capacity of the plant from 1,400 megawatts to 1,800 megawatts.

The Electric Utility through contract is obligated for 30 megawatts or 1.704% of the generation. In addition, the Electric Utility entered into an “Excess Power Sales Agreement” with the IPA, agent for the Utah Municipal Purchasers and the Cooperative Purchasers, which entitles the Electric Utility to additional shares that can vary from year to year. As of June 30, 2017, Excess Entitlement share is 0.461%. The total Electric Utility’s obligation from Intermountain Power Project (IPP) is between 35 and 38 megawatts.

The Electric Utility joined the Southern California Public Power Authority (SCPPA) on November 1, 1980. This authority, consisting of the California cities of Anaheim, Azusa, Banning, Burbank, Cerritos, Colton, Glendale, Los Angeles, Pasadena, Riverside, Vernon, and the Imperial Irrigation District, was formed for the purpose of financing future power resources. The Electric Utility has entered into eleven projects with SCPPA.

The first of the SCPPA projects is a 3,810 megawatt nuclear fuel generation plant in Arizona. The Palo Verde (PV) nuclear project consists of three (3) units, each having an electric output of approximately 1,270 megawatts. SCPPA has purchased approximately 225 megawatts of capacity and associated energy (approximately 5.910% of total Palo Verde output), of which the Electric Utility receives 9.9 megawatts or 4.4% of SCPPA’s entitlement. As of June 30, 2018, Electric Utility’s share is 4.40% (PV).

A second project financed through SCPPA is the Southern Transmission System (STS) that transmits power from the coal-fired IPP to Southern California. The 500 kV DC line is currently rated at 2,400 megawatts. The Electric Utility’s share of the line is 2.274% or approximately 55 megawatts. As of June 30, 2018, Electric Utility’s share is 2.274% (STS).

A third project financed through SCPPA is the acquisition of 41.80% ownership interest in a coal-fired 497 megawatt unit in San Juan Generating Station, Unit 3 (SJ), located in New

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Mexico. SCPPA members are entitled to 208 megawatts. The Electric Utility is obligated for 20 megawatts or 9.8047% of the SCPPA entitlement.

In July 2015, the City Council authorized the SCPPA to execute, on Glendale's behalf, a set of three agreements that collectively shut down Unit 3 at the coal-fired San Juan Power Plant in New Mexico at the end of December 2017. The termination of operations at San Juan Unit 3 will help GWP achieve California state goals regarding the reduction of greenhouse gas emissions. Under the Mine Reclamation and Plant Decommissioning Agreements, Glendale shares the responsibility for any liability arising from operations after the December 2017 exit date. As such a liability for decommission the power plant can-not be determined at this time. As of June 30, 2018, Electric Utility's share is 9.8047% (SJ).

A fourth project financed through SCPPA is Mead-Adelanto Project (MA). The project consists of a 202-mile 500 kV AC transmission line extending between the Adelanto substation in Southern California and the Marketplace substation in Nevada, and the development of the Marketplace Substation at the southern Nevada terminus approximately 17 miles southwest of Boulder City, Nevada. The initial transfer capability of the Mead-Adelanto Project is estimated at 1,200 megawatts. SCPPA members in the project are entitled to 815 megawatts. The Electric Utility is obligated for 90 megawatts or 11.043% of the SCPPA entitlement. As of June 30, 2018, Electric Utility's share is 11.043% (MA).

A fifth project financed through SCPPA is Mead-Phoenix Project (MP). The project consists of a 256-mile long 500 kV AC transmission line from the Westwing Substation in the vicinity of Phoenix, Arizona to the Marketplace Substation approximately 17 miles southwest of Boulder City, Nevada with an interconnection to the Mead Substation in southern Nevada. The project consists of three separate components: the Westwing-Mead Component, the Mead Substation Component, and the Mead-Marketplace Component. The Electric Utility's participation shares in the components range from 11.7647% to 22.7273%. The Mead-Phoenix Project in conjunction with the Mead-Adelanto Project provides an alternative path for the Electric Utility's purchases from the Palo Verde Nuclear Generating Station, San Juan Generating Station and Hoover Power Plant. These transmission lines also provide access to the southwest U.S. where economical energy is readily available. As of June 30, 2018, Electric Utility's share is 14.80% (MP).

A sixth project financed through SCPPA is the Magnolia Power Project (MPP) located on Burbank Water & Power's generation station complex adjacent to Magnolia Boulevard in Burbank, California. The project consists of a combined cycle natural gas-fired generating plant with a nominally rated net base capacity of 242 megawatts. The Electric Utility is obligated for 40 megawatts or 16.5289% of the project's output. As of June 30, 2018, Electric Utility's generation cost share is 16.5289% and indenture cost share is 17.2536%.

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A seventh project financed through SCPPA is Natural Gas Prepaid Project (NGPP). In August 2007, the Electric Utility entered into a 30-year Prepaid Natural Gas Agreement with the SCPPA. The agreement will provide a secure and long-term supply of natural gas up to 3,500 MMBtu per day at a discounted price below a spot market price index. The delivery of natural gas started in July 2008. As of June 30, 2018, Electric Utility's share is 23.0% (NGPP).

An eighth project financed through SCPPA is the Linden Wind Energy Project (LIN) located in Klickitat County in the state of Washington. The facility is a 50 MW capacity wind farm. The 25 year purchase power agreement with SCPPA is for purchase of 10% (approximately 5 MW) of the capacity of the project. The Electric Utility has sold its output entitlement share to Los Angeles Water and Power (LADWP), but remains responsible for all the obligations associated with its participation in the Power Sales Agreements in the event if LADWP should default. As of June 30, 2018, Electric Utility's share is 10.0% (LIN).

A ninth project financed through SCPPA is the Tieton Hydropower Project (THP) located near the town of Tieton in Yakima County, Washington. The Project has a maximum capacity of approximately 20 megawatts. The Project includes a 115 kV transmission line, approximately 22-miles long, connecting the generating station with PacifiCorp's Tieton Substation. The Electric Utility is obligated for approximately 6.8 megawatts or 50% of the project's output. As of June 30, 2018, Electric Utility's share is 50.0% (THP).

A tenth project financed through SCPPA is Windy Point/Windy Flats project (WP) located in Klickitat County in the state of Washington. The Project has a maximum capacity of approximately 262.2 megawatts. The City Council approved a 20 year purchase power agreement with SCPPA for the purchase of approximately 20 megawatts or 7.63% of the renewable energy output from the Project. The Electric Utility has sold its output entitlement share to Los Angeles Water and Power (LADWP), but remains responsible for all the obligations associated with its participation in the Power Sales Agreements in the event if LADWP should default. As of June 30, 2018, Electric Utility's share is 7.63% (WP).

The eleventh project financed through SCPPA is the Milford II Wind Project (MIL2) located near Beaver and Millard Counties, Utah. The Project has a capacity of approximately 102 megawatts. The City Council approved 20 year purchase power agreement with SCPPA for the purchase of approximately 5 megawatts or 4.902% of the Project's output. The Electric Utility has sold its output entitlement share to Los Angeles Water and Power, but remains responsible for all the obligations associated with its participation in the Power Sales Agreements in the event if LADWP should default. As of June 30, 2018, Electric Utility's share is 4.90% (MIL2).

Take-or-Pay commitments expire upon contract expiration date, or final maturity of outstanding bonds for each project, whichever is later.

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Final fiscal year contract expirations are as follows:

Project	Contract Expiration Date	Glendale's Share
Intermountain Power Project (IPP)	2027	2.1650%
Palo Verde Project (PV)	2030	4.4000%
Southern Transmission System (STS)	2027	2.2740%
San Juan Project (SJ)	2018	9.8047%
Mead-Adelanto Project (MA)	2030	11.0430%
Mead-Phoenix Project (MP)	2030	14.8000%
Magnolia Power Project (MPP)	2036	17.2536%
Natural Gas Prepaid Project (NGPP)	2035	23.0000%
Linden Wind Energy Project (LIN)	2035	10.0000%
Tieton Hydropower Project (THP)	2040	50.0000%
Windy Point/Windy Flats Project (WP)	2030	7.6300%
Milford II Wind Project (MIL2)	2031	4.9020%

A summary of the Electric Utility's "Take or Pay" debt service commitment and the final maturity date as of June 30, 2018:

Fiscal Year	IPP	STS	MA	MP	MPP	NGPP	LIN	THP	WP	MIL2	Total
2019	\$ 4,912	1,766	2,358	951	2,590	4,684	1,007	1,667	3,093	623	23,651
2020	4,269	1,547	2,339	941	2,589	4,858	1,004	1,668	3,090	622	22,927
2021	3,812	1,773	1,747	698	20,954	5,066	1,007	1,668	3,089	622	40,436
2022	2,324	2,114	-	-	2,216	5,245	1,004	1,665	3,085	622	18,275
2023	2,296	1,624	-	-	1,941	5,309	1,003	1,665	3,081	620	17,539
2024-2028	239	4,513	-	-	9,182	29,728	5,006	9,077	15,366	3,095	76,206
2029-2033	-	-	-	-	9,459	35,048	4,963	8,222	9,182	2,464	69,338
2034-2038	-	-	-	-	12,225	16,296	2,820	8,191	-	-	39,532
2039-2042	-	-	-	-	-	-	-	6,536	-	-	6,536
Total	\$ 17,852	13,337	6,444	2,590	61,156	106,234	17,814	40,359	39,986	8,668	314,440

In addition to debt service, the Electric Utility's entitlement requires the payment for fuel costs, operation and maintenance (O&M), administrative and general (A&G), and other miscellaneous costs associated with the generation and transmission facilities discussed above. These costs do not have a similar structured payment schedule as debt service and vary each year. The costs incurred for fiscal year 2018 and 2017 are as follows:

Fiscal Year	IPP	PV	STS	SJ	MA	MP	MPP	NGPP	LIN	THP	WP	MIL2	Total
2018	\$8,044	2,975	808	2,498	247	206	4,652	1,831	-	1,372	-	-	22,633
2017	\$8,008	2,651	690	4,769	196	253	4,591	1,508	-	1,371	-	-	24,037

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9. Power Purchase Agreements

Boulder Canyon Project

The Electric Utility first participated in Boulder Canyon Project for electric service from the Hoover Power Plant in 1937 for a term of 50-year, expired on May 31, 1987. In January 1987, the Electric Utility renewed the contract with the United States Bureau of Reclamation providing for the advancement of funds for the Hoover Upgrading Project and Western Area Power Administration for the purchase of power from the project. The renewed contract is for a term of 30-year from 1987 to 2017. In September 2016, the Boulder Canyon Project agreement was amended and restated to extend the term through September 30, 2067. The Electric Utility is entitled to 20.198 MW.

High Winds Energy Project

In August 2003, the Electric Utility entered into a 25-year contract, cancelable after 20 years, with PPM Energy, Inc. for the purchase of 9 megawatts of capacity from wind-powered resources in California. The City began taking delivery of the energy on September 1, 2003.

Ormat Geothermal Project

In June 2005, the Electric Utility entered into a 25-year power sales agreement with SCPPA for the Ormat Geothermal Energy Project for purchase of up to 3 megawatts of the project electric energy. The project began commercial operation in January 2006.

Southwest Wyoming Wind Project

In October 2006, the Electric Utility entered into a 16-year contract with PPM Energy, Inc. for the purchase of 10 megawatts of capacity from wind-powered resources in Wyoming. The City began taking delivery of the energy under WSPP master agreement from July 1, 2006 through September 30, 2006. The 16-year contract term started on October 1, 2006.

Pebble Springs Wind Project

In November 2007, The Electric Utility entered into a 18-year contract with SCPPA for the purchase of 20 megawatts of renewable energy from Pebble Springs Wind Generation Facility. The project began commercial operation in January 2009.

Skylar Renewable Solar Power Purchase Agreement

In September 2014, the Electric Utility entered into a 25-year contract with Skylar Resources L.P. for the procurement of 50 megawatts of firmed renewable solar. At least fifty percent of 50 MW/hour is guaranteed by the seller to qualify as Portfolio Content Category 1 (PCC1) renewable energy on an annual basis.

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In November 2015, the transaction was bifurcated into 2 separate renewable energy transactions, one with a term of December 1, 2015 through December 31, 2019 and the other with a term of Jan 1, 2020 through Nov 20, 2040. The 4-year transaction was subsequently novated to Morgan Stanley Capital Group. The City began taking delivery of the energy on December 2015.

In June 2017, the 21-year contract with Skylar was terminated and replaced concurrently with a new power purchase agreement with a higher percentage of renewable and zero-carbon energy. Under the new agreement, Skylar is obligated to deliver at least 55% Portfolio Content Categories 1 (PCC1) renewable and 20% zero-carbon energy.

10. Subsequent Events

Litigation

The City is currently litigating two appeals regarding the City's 2013 electric rates and transfer from the Electric Fund to the General Fund. The two cases, Glendale Coalition for a Better Government v. City of Glendale, L.A. Superior Court Case No. BS147376, Court of Appeal Case No. B281994 ("Coalition" lawsuit); Saavedra et al. v. City of Glendale, L.A. Superior Court Case No. BC539160, Court of Appeal Case No. B281991 ("IBEW" lawsuit), were filed in 2014. In July 2018, the Coalition filed a lawsuit challenging the City's 2018 electric rate plan on similar grounds. Glendale Coalition for a Better Government v. City of Glendale, L.A. Superior Court Case No. BS174485 ("Coalition II" lawsuit). The Coalition II lawsuit is stayed pending the outcome of the appeals in the first two matters.

The 2014 lawsuits challenge the City's August 2013 electric rate plan ("2013 Electric Rate Plan") which includes transfers of electric revenue from the Glendale Water & Power Electric Fund to the General Fund ("General Fund Transfer" or "GFT"). The GFT is made under the authority of the City Charter, Article XI, Section 22, which provides:

"At the end of each fiscal year an amount equal to twenty-five (25) per centum of the operating revenues of the department of Glendale Water and Power for such year, excluding receipts from water or power supplied to other cities or utilities at wholesale rates, shall be transferred from said Glendale Water and Power surplus fund to the general reserve fund; provided, that the council may annually, at or before the time for adopting the general budget for the ensuing fiscal year, reduce said amount or wholly waive such transfer if, in its opinion, such reduction or waiver is necessary to insure the sound financial position of said department of Glendale Water and Power and it shall so declare by resolution."

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The City discontinued making transfers from the water fund in 2011. Thus, the City currently transfers only electric revenue from GWP to the General Fund. In FY2017-18, the City transferred \$20,162 or 10% of GWP electric operating revenues (in accordance with the City Charter's definition of operating revenues) to the GWP surplus fund, then to the City's general reserve fund, then to the City's general budget fund, in accordance with the requirements of the Charter. The amount of the GFT was equal to 8.7% of the City's General Fund revenues for FY 2017-18.

Among other causes of action, the petitioners challenged the 2013 Electric Rate Plan on the grounds the rate plan violated Proposition 26 (a voter-approved initiative that amended Articles XIIC and XIID of the California Constitution). Proposition 26 defines "any levy, charge or exaction of any kind" imposed by a local government as a "tax" that must be approved by the voters of the local jurisdiction, unless the levy, charge or exaction falls within one of seven exemptions. (Article XIIC, §1(e)) The City contends that electric rates fall within the exception for any "charge imposed for a specific government service or product provided directly to the payer that is not provided to those not charged, and which does not exceed the reasonable costs to the local government of providing service." The trial court concluded that the 2013 Electric Rate Plan was a tax because the rate plan included the GFT which the court concluded is not a cost of service or an appropriate component of cost of service.

In the remedy phase of the trial, the trial court concluded that the amount of the unconstitutional tax is the amount of the GFT in the years since the 2013 Electric Rate Plan became effective. The trial court ordered a remedy requiring the City to credit ratepayers the amount of the GFT since the electric rates were increased (and refund the GFT to the Electric Revenue fund in the same amount). That number is \$56,950 plus interest for FY 2013-14, FY 2014-15, and FY 2015-16. The trial court further ordered a credit for FY 2016-17 in the amount of \$19,857, plus interest. Lastly, the trial court ordered that credits for fiscal years 2017-18 and subsequent years will accrue, if applicable at \$1,634 per month plus interest. The trial court's order provides that the total amount to be credited is to be credited back over approximately the same amount of time that the transfers were made, starting from the effective date of the 2013 Electric Rate Plan (the time is approximate because credits are based on actual usage which will vary). By way of example but not limitation, if the time between the 2013 Electric Rate Plan to the date of final judgment, including all appeals, is five years and the City has continued to make transfers during that period, then the City will have approximately five years to credit the entire amount of the transfers plus accumulated interest if it is unsuccessful in its appeals.

The court has also issue a writ of mandate commanding the City to cease to include the GFT in the electric rates charged to consumers unless and until a majority of Glendale electorate approves the tax in the rates.

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City Appeal

The City appealed the judgment in the 2014 lawsuits. The appeal has stayed enforcement of the judgments. As such, status quo will remain in effect during the pendency of the appeal.

Management is of the opinion that the GFT, adopted by the voters and which pre-dates adoption of Proposition 26, is not thereby vitiated by Proposition 26. Moreover, the City is appealing the remedy ordered by the court. There were wholesale funds sufficient to fund the transfers made as part of the 2013 Electric Rate Plan and also the 2013 Electric Rate Plan did not fully account for reserves that could be paid out of rate revenue. Indeed, during the pendency of the City's appeals, the California Supreme Court held that a similar transfer of funds from Redding's electric utility to its general fund (a "payment in lieu of taxes" or "PILOT") did not violate Proposition 26. *Citizens for Fair REU Rates v. City of Redding* (2018) 6 Cal.5th 1. In Redding, the Supreme Court held that the PILOT was not a tax and that because Redding's non-rate revenue (revenue received from sources other than imposing rates on customers) exceeded the amount of its PILOT, there was no transfer of rate payments to the general fund. The Supreme Court concluded that the revenue received from rates did not exceed the utility's costs. Glendale argues that Redding requires reversal of the Coalition and IBEW lawsuits since its rate revenues do not exceed all of its costs as Glendale has non-rate revenues that were deducted from its revenue requirement and the 2013 rate plan did not recover all costs it was legally entitled to recover.

Coalition Cross Appeal

Finally, it should be noted that the Coalition has filed a cross-appeal. The Coalition contended, and the trial agreed, that the City's prior accounting practices related to GWP, while compliant with Generally Accepted Accounting Principles ("GAAP"), violated specified provisions of the City Charter. The trial court issued a permanent injunction enjoining the City from merging some Charter mandated funds, splitting up others and making the GFT directly from the electric revenue fund to the General Fund without accounting for the appropriate fund transfers required by the Charter. The City has not appealed Charter fund and accounting issues portion of the trial court's ruling, and entered a response (return of the writ) stating its compliance with this portion of the court's orders. The Coalition has filed a cross-appeal contending that the City should have been required to pay back transfers even further going back from the 2013 Electric Rate Plan. The trial court ruled that the Charter accounting violations did not require a refund of additional monies from the General Fund to the Electric Fund since the utility always had sufficient cash to make the transfers.

Status of Appeals

The Second District Court of Appeal heard oral argument in the appeals of the 2013 lawsuits on October 2, 2018 and the matter was submitted. The court must issue its decision no later 90 days later, or December 31, 2018.

Financial Statements: Electric Utility

Petitions for Rehearing or Review

After the Court of Appeal issues its decision, either party (or both depending on the outcome) can request a petition for rehearing before the Court of Appeal and/or a petition for review to the California Supreme Court. Decisions to grant a petition for rehearing or a petition for review are discretionary decisions with the Court of Appeal and California Supreme Court, respectively. Decisions by a party to request a rehearing or petition for review will extend the case out 90-180 days. If a petition for review is granted by the California Supreme Court, the case would be extended at least a year and likely 2 or 3 years.

Financial Statements: Electric Utility

ELECTRIC UTILITY REQUIRED SUPPLEMENTARY INFORMATION

Schedule of the Electric Utility's Proportionate Share of the City's Net Pension Liability
(Miscellaneous Plan)
Last 10 Years

	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Electric Utility's proportion of the net pension liability	21.00%	21.00%	21.00%	21.00%
Electric Utility's proportionate share of the net pension liability	\$ 62,837	\$ 56,051	\$ 45,890	\$ 41,187
Covered payroll	\$ 18,151	\$ 17,971	\$ 17,697	\$ 18,563
Electric Utility's proportionate share for the City's Miscellaneous Plan's net pension liability as a percentage of covered payroll	346.19%	311.90%	259.31%	221.88%
Miscellaneous Plan fiduciary net position as a percentage of the total pension liability	73.01%	73.87%	77.94%	79.94%
Measurement date	June 30, 2017	June 30, 2016	June 30, 2015	June 30, 2014

- FY2015 is the first year of implementation of GASB 68; therefore, only four years of data are shown.

Financial Statements: Electric Utility

ELECTRIC UTILITY REQUIRED SUPPLEMENTARY INFORMATION

**Schedule of Contributions
Last 10 Years**

	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Actuarially determined contributions	\$ 4,877	\$ 4,013	\$ 3,634	\$ 2,982
Contributions in relation to the actuarially determined contribution	<u>4,877</u>	<u>4,013</u>	<u>3,634</u>	<u>2,982</u>
Contribution deficiency (excess)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Covered payroll	\$ 19,115	\$ 18,151	\$ 17,971	\$ 17,697
Contributions as a percentage of covered payroll	25.51%	22.11%	20.22%	16.85%

- FY2015 is the first year of implementation of GASB 68; therefore, only four years of data are shown.