

**CALIFORNIA STATE WATER RESOURCES
CONTROL BOARD WATER POLLUTION
CONTROL REVOLVING FUND
Sacramento, California**

**FINANCIAL STATEMENTS and REPORTS REQUIRED
BY THE SINGLE AUDIT ACT AMENDMENTS OF 1996**

June 30, 2008 and 2007

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Independent Auditor's Report

California State Water Resources Control Board
Water Pollution Control Revolving Fund
Sacramento, California

We have audited the accompanying basic financial statements of California State Water Resources Control Board, Water Pollution Control Revolving Fund, an enterprise fund of the State of California, as of and for the years ended June 30, 2008 and 2007, as listed in the table of contents. These financial statements are the responsibility of California State Water Resources Control Board, Water Pollution Control Revolving Fund's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audits 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 of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 1 - Definition of Reporting Entity, the basic financial statements of the California State Water Resources Control Board, Water Pollution Control Revolving Fund are intended to present the financial position, changes in financial position and cash flows of only that portion of the financial reporting entity of the California State Water Resources Control Board that is attributable to the transactions of the California State Water Resources Control Board, Water Pollution Control Revolving Fund. They do not purport to, and do not, present fairly, the financial position of the California State Water Resources Control Board or the State of California as of June 30, 2008 and 2007, and the changes in their financial position and their cash flows, where applicable, for the years then ended, in conformity with the accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of California State Water Resources Control Board, Water Pollution Control Revolving Fund as of June 30, 2008 and 2007, and the changes in financial position and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated September 30, 2008 on our consideration of California State Water Resources Control Board, Water Pollution Control Revolving 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 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 internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

The management's discussion and analysis on pages III through IX is not a required part of the basic financial statements but is supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was performed for the purpose of forming an opinion on the financial statements that collectively comprise the California Water Resources Control Board, Water Pollution Control Revolving Fund's basic financial statements. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*, and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

Clifton Henderson LLP

Greenwood Village, Colorado
September 30, 2008

**California State Water Resources Control Board
Water Pollution Control Revolving Fund
State Revolving Fund Program**

Management's Discussion & Analysis

The following Management's Discussion and Analysis is a required supplement to the California State Water Resources Control Board's (State Water Board), Water Pollution Control Revolving Fund (Clean Water State Revolving Fund program) (CWSRF) financial statements. It describes and analyzes the financial position of the CWSRF providing an overview of the CWSRF's activities for the years ended June 30, 2008 and 2007. We encourage readers to consider the information presented here in conjunction with information that is in the financial statements and notes, which follow this section.

Financial Highlights

- In 2008, net assets increased by \$247 million to a total of \$2.8 billion as compared to an increase of \$249 million in 2007. The \$247 million increase in net assets is due primarily to an increase in loan receivables, which is a direct result of capital contributions during the year.
- Total capital contributions increased \$6 million to \$189 million as compared to \$183 million in 2007. Although EPA capitalization grant contributions in 2008 were \$51 million less than in 2007, this was offset by an additional \$57 million in 2008 compared to 2007 of State match revenue contributions from Proposition 84, the Safe Drinking Water, Water Quality and Supply, Flood Control, River and Coastal Protection Bond Act of 2006.
- Restricted portion of net assets decreased by \$53 million to \$538 million in 2008 as compared to a decrease of \$76 million in 2007. This was due to decreases in notes receivable for loans pledged to the Series 2002 Revenue Bonds as a result of repayments received during 2007 and 2008 and the related debt service payments made on the Series 2002 Revenue bonds.
- Cash and cash equivalents decreased by \$80 million in 2008. This reflects the program's efforts during the year to insure that financing recipients are up-to-date on their scheduled disbursements.
- Total restricted cash and cash equivalents increased by \$2 million to \$42 million in 2008 which was primarily the result of an increase in the repayment of pledged loans. In 2007, there was a decrease of \$36 million which was a direct result of the repayment of pledged loans and the disbursement of unspent revenue bond proceeds.
- Notes receivable increased by \$306 million to \$2.64 billion in 2008 as compared to an increase of \$209 million in 2007. Notes receivable increases when loan funds are disbursed and decreases when loan principal payments are received. The increase in 2008 is the result of the higher disbursement of State Match funds, EPA capitalization grant funds, and cash and cash equivalents as compared to 2007.
- Legislation effective January 1, 2008 allowed the CWSRF to collect a service charge on loans which will be used for administrative costs. The effect of this service charge on the CWSRF was a reduction of interest revenue earned by the program. The loss of interest revenue from the service charge will be at least partially offset by future EPA capitalization grant contributions. EPA allows up to four percent of capitalization grants for administration expenses. As revenue from the service charge increases, the remaining EPA administration allowance will be used for financial assistance.

Using this Annual Financial Report

The financial statements included in this annual financial report are those of the CWSRF. As discussed in Note 1, Definition of Reporting Entity, the basic financial statements of the CWSRF are intended to present the financial position, changes in financial position and cash flows of only that portion of the financial reporting entity of the State Water Board that is attributable to the transactions of the CWSRF. They do not purport to present the financial position of the State Water Board or the State of California (State) as of June 30, 2008 and 2007 and the change in their financial positions and their cash flows for the years then ended.

Overview of Financial Statements

This discussion and analysis is an introduction to the CWSRF financial statements and accompanying notes to financial statements. This report also contains required supplementary information and other supplementary information.

The financial statements of the CWSRF are presented as a special purpose government engaged only in business type activities - providing loans to other governmental entities. The statements provide both short-term and long-term information about the CWSRF's financial position, which assists the reader in assessing the CWSRF's economic condition at the end of the fiscal year. These statements are prepared using the accrual basis of accounting. The financial statements include the following three statements:

- The *Statements of Net Assets* present information on all of the CWSRF's assets and liabilities with the difference between the two reported as net assets. Over time, increases or decreases in net assets are expected to serve as a useful indicator of whether the financial position of the CWSRF is improving or deteriorating.
- The *Statements of Revenues, Expenses, and Changes in Net Assets* present information which reflects how the CWSRF's net assets changed during the past year. All changes in the net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of the cash flows. Thus, revenues and expenses are reported in the statement for some items that will only result in cash flows in future fiscal periods.
- The *Statements of Cash Flows* report the CWSRF's cash flows from operating activities, non-capital financing activities, and investing activities.

The *Notes to Financial Statements* provide additional information that is essential to a full understanding of the data provided in the financial statements. These notes can be found immediately following the financial statements.

Net Assets

The CWSRF's net assets increased by \$247 million, or 9.7%, to \$2.79 billion at June 30, 2008, as compared to an increase of \$249 million, or 10.8%, the previous year indicating a continued strong financial position. The \$247 million increase in net assets is due primarily to an increase in loan receivables.

The current portion of the CWSRF's liabilities was \$28 million in 2008 and \$27.8 million in 2007. Current liabilities primarily reflect continuing principal payments for the Series 2002 Revenue Bonds. Noncurrent liabilities reflect decreases of \$24.1 million in 2008 and \$24.8 million in 2007, which corresponds to those same bond principal payments.

A segment of the CWSRF's net assets are subject to external restriction on how they may be used. The amounts of net assets that are restricted have decreased in 2008 by \$53.5 million to \$538 million, or 9.0%, as compared to a decrease in 2007 of \$76 million to \$591 million, or 11.4%.

Of the total restricted net assets, \$512 million in 2008 and \$568 million in 2007 represent the balance of outstanding loans that were pledged as security to Series 2002 Revenue Bonds debt service. The principal and interest received during the fiscal year from these loans is used to make the semi-annual debt service payments on the revenue bonds. The restricted portion of net assets will continue to decline as the pledged loans are repaid, and the corresponding debt service payments are made on the Series 2002 Revenue Bonds. In 2008, the CWSRF received a total of \$72.2 million (\$56.4 of principal and \$15.8 million of interest) on these loans; the debt service payment was \$33.4 million (\$23.6 million of principal and \$9.8 million of interest). In 2007, the CWSRF received a total of \$77.1 million (\$59.2 million of principal and \$17.9 million of interest); the debt service payment was \$33.4 million (\$22.9 million of principal and \$10.5 million of interest).

The remaining \$26 million of restricted net assets in 2008 and \$23 million in 2007 represent pledged loan repayments, which are restricted for future debt service payments. Any excess of principal and interest received over the required debt service will be released from restriction as debt service payments are issued.

Table 1

Net Assets

(in thousands)

	June 30,		
	2008	2007	2006
ASSETS			
Cash and cash equivalents	\$ 340,994	\$ 418,538	\$ 404,883
Loans receivable	2,635,563	2,329,330	2,120,398
All other assets	34,202	39,319	37,652
Total assets	3,010,759	2,787,187	2,562,933
LIABILITIES			
Current liabilities	28,030	27,800	27,573
Noncurrent liabilities	191,657	215,727	240,551
Total liabilities	219,687	243,527	268,124
NET ASSETS			
Restricted			
Debt service	26,000	23,076	39,978
Security for revenue bonds	511,710	568,138	627,303
Subtotal restricted assets	537,710	591,214	667,281
Unrestricted	2,253,362	1,952,446	1,627,528
Total net assets	\$ 2,791,072	\$ 2,543,660	\$ 2,294,809

Changes in Net Assets

CWSRF's 2008 program revenue was \$54.4 million of which \$15 million is restricted for debt service. Program revenue decreased by \$0.6 million, or 1%, when compared to 2007 primarily due to the new CWSRF Service Charge. In 2007, CWSRF's program revenue was \$55 million, an increase of \$4.7 million, or 9.2%, of which \$17 million was restricted for debt service. The 2007 increase was primarily due to an increase in loan interest revenue which is a result of an increase in loan repayments.

In 2008, general revenue was \$17 million, which was a decrease of \$6.5 million, or 28%, when compared to 2007. General revenue increased \$9 million, or 64%, to \$23.5 million in 2007, when compared to 2006. The decrease in investment income during 2008 was the result of lower interest rate returns in the Surplus Money Investment Fund (SMIF) and less cash on hand compared to 2007. The increase from 2006 to 2007 was the product of various factors such as changes in the SMIF interest rate from year to year, and interest earned from the restricted portion of the Series 2002 revenue bonds and undistributed loan repayments.

Total expenses increased \$0.3 million in 2008 and decreased \$7.7 million in 2007. The increase in 2008 was primarily due to additional administrative expenses and the decrease in 2007 was because the allowance for bad debt was not increased.

The total capital contributions to the CWSRF increased by \$6 million, or 3%, in 2008 when compared to 2007. The 2008 increase was primarily due to the additional State Match Funding provided by Proposition 84 along with the continued utilization of the U.S. Environmental Protection Agency (EPA) capitalization grants. Total capital contributions in 2007 increased by \$126 million or 221% when compared to 2006. This increase was primarily due to an increased utilization of U.S. Environmental Protection Agency (EPA) capitalization grants. The CWSRF program receives federal capital contributions from EPA to fund loans, and the State is required to match 20 % of this contribution. The state match contribution increased from \$4 million in 2007 to \$61 million in 2008 because of the Proposition 84 funding received for state match. State match funding decreased by \$6 million in 2006 to \$4 million in 2007. During 2007 the State used surplus state match provided by loan recipients, and drew 100% federal contributions from EPA. The Local Match Program requires that the local agency provide the State's matching funds. The Local Match Program is offered to federally funded and non-federally funded projects. Over the years, the local entities have provided more match than required, leading to a surplus condition.

During 2008, administrative expenses increased \$1.1 million to \$4.5 million compared to a decrease of \$0.6 million in 2007. As a result of legislation effective January 1, 2008, the CWSRF charged a service fee for administrative costs. In the past, the CWSRF relied solely on the four percent administrative allowance from EPA capitalization grants to fund program administration. During 2007, administration expenses were charged to other CWSRF related funds to preserve the EPA allowance until legislation was passed.

Table 2**Changes in Net Assets
(in thousands)**

	Year Ended June 30,		
	2008	2007	2006
Revenues			
Program revenues:			
Loan interest income	\$ 54,474	\$ 55,045	\$ 50,390
General revenues:			
Investment income	16,930	23,519	14,350
Total revenues	71,404	78,564	64,740
Expenses			
Program expenses:			
Administrative expenses	4,542	3,423	4,022
Bad debt allowance expense	-	-	6,486
Revenue bond interest expense	8,422	9,178	9,812
Amortization of revenue bond issuance costs	92	101	107
Total expenses	13,056	12,702	20,427
Increase in net assets before contributions	58,348	65,862	44,313
Capital contributions:			
EPA capitalization grant	127,774	179,018	43,910
State and other contributions	61,290	3,971	13,032
Subtotal capital contributions	189,064	182,989	56,942
Change in net assets	247,412	248,851	101,255
Net assets - beginning of year	2,543,660	2,294,809	2,193,554
Net assets - end of year	\$ 2,791,072	\$ 2,543,660	\$ 2,294,809

Budgetary Information

Under the California constitution, money may only be drawn from the treasury by a legal appropriation. The State Legislature authorized the CWSRF to operate under a continuous appropriation. Continuous appropriation authority means that no further appropriations are necessary to expend all funds deposited into the CWSRF. This has the effect of allowing funds to be expended as soon as they are deposited into the CWSRF rather than waiting for appropriation authority. Since the funds in the CWSRF can only be used for limited purposes, the continuous appropriation authority allows for expeditious expenditure of funds and maximizes the benefits to local entities.

Debt Administration

The State Water Board administers a leveraged CWSRF program. The State Water Board maintains a high bond rating from Fitch (AAA), Moody's Investors Service (Aaa), and Standard and Poor's Ratings Services (AAA) on its Revenue Bonds, Series 2002. Outstanding bonds at June 30, 2008 total \$215 million, a decrease of \$25 million, compared to \$240 million last year as shown in Table 3. Continued decreases are due to amortization of the bond premium and the payment of the scheduled bond principal repayments. Those bonds were issued in August 2002 for the purpose of financing a portion of the CWSRF loans administered by the State Water Board by providing financial assistance to local governments for water pollution control projects. Proceeds from the bonds provide funding for the issuance of additional revolving fund loans by the CWSRF. Those revenue bonds are backed by a pledge of specific revenue for which the annual collections are generally predictable.

Additional information on the CWSRF long-term debt can be found in Note 5, Long-Term Debt.

Table 3

Outstanding Long-term Debt
(in thousands)

	June 30,		
	2008	2007	2006
Revenue bonds			
Bond principal	\$ 209,955	\$ 233,540	\$ 256,390
Bond premium	5,209	6,335	7,562
Total revenue bonds	\$ 215,164	\$ 239,875	\$ 263,952

Economic Conditions and Outlook

The CWSRF program activity remained stable, with revenues continuing to sufficiently support expenses. Some local entities have experienced declines in revenue due to the current economic downturn. Each CWSRF loan recipient must pledge one or more dedicated sources of revenue toward repayment of its CWSRF loan. These dedicated sources of revenue can be sewer rate revenue pledges, general tax pledges, or other contractual income. To ensure that timely repayment of all loans continue, the State Water Board changed its policy on September 16, 2008. Applicants are required to approve any increase in revenue necessary to its CWSRF financing agreement before entering into the contract.

The CWSRF financial statements for 2006 included an allowance for bad debt. This allowance recognized that a loan recipient has sought protection under the federal bankruptcy laws, but had not yet presented a plan to the federal bankruptcy court. The State Water Board is vigorously pursuing all legal means to recover the funds disbursed to this recipient and is exploring options to facilitate full recovery.

For the grant year 2008, the EPA allocated \$49 million to the State. The 2008 grant allocation decreased by \$43.8 million, or 47%, as compared to the 2007 grant allocation of \$92.8 million. The CWSRF applied for the 2008 capitalization grant on April 21, 2008. EPA has not awarded the grant as of the date of this report. EPA continues to indicate that grants will continue to decrease in the future and possibly be eliminated by 2011. The President's 2009 Budget Request to Congress if approved will give California a grant of about \$45 million, a decrease of approximately 8% from the 2008 level.

The State Water Board continues to market itself to stakeholders and the Regional Water Boards to ensure the best use of available assets. The State Water Board approved the sale of an additional \$300 million in revenue bonds at its September 22, 2005, meeting. The State Water Board staff continues to monitor demand for the CWSRF and work with its financial advisors on the need and timing of additional revenue bonds sales to meet new loan obligations.

Requests for Information

This financial report is designed to provide interested parties with a general overview of the CWSRF finances. Questions concerning the information provided in this report or requests for additional information should be addressed to Mr. Jerrel Bolds, Manager, Accounting Branch, Division of Administrative Services, P.O. Box 100, Sacramento, California 95812 or jbolds@waterboards.ca.gov.

BASIC FINANCIAL STATEMENTS

CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
WATER POLLUTION CONTROL REVOLVING FUND
STATEMENTS OF NET ASSETS
June 30, 2008 and 2007
(in thousands)

	2008	2007
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 298,570	\$ 378,491
Cash and cash equivalents - Restricted	42,424	40,047
Receivables:		
Loan interest	28,946	29,262
Investment interest	2,669	6,491
Due from other funds and other governments	2,160	3,047
Loans receivable:		
Current portion	102,602	83,536
Current portion - Restricted	57,496	55,965
Unamortized revenue bond issuance costs	85	92
Total current assets	534,952	596,931
OTHER ASSETS		
Noncurrent unamortized revenue bond issuance costs	342	427
Loans receivable:		
Noncurrent (net of allowance for bad debt)	2,021,251	1,677,656
Noncurrent - Restricted	454,214	512,173
Total other assets	2,475,807	2,190,256
TOTAL ASSETS	3,010,759	2,787,187
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Revenue bond interest payable	2,331	2,555
Deferred revenue	119	78
Due to other funds	1,614	456
Revenue bonds payable	23,966	24,711
Total current liabilities	28,030	27,800
NONCURRENT LIABILITIES		
Deferred revenue	459	563
Revenue bonds payable	191,198	215,164
Total noncurrent liabilities	191,657	215,727
Total liabilities	219,687	243,527
NET ASSETS		
Restricted for:		
Debt service	26,000	23,076
Security for revenue bonds	511,710	568,138
Unrestricted	2,253,362	1,952,446
Total net assets	\$ 2,791,072	\$ 2,543,660

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

CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
WATER POLLUTION CONTROL REVOLVING FUND
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
Years Ended June 30, 2008 and 2007
(in thousands)

	<u>2008</u>	<u>2007</u>
OPERATING REVENUE		
Loan interest income	\$ 54,474	\$ 55,045
Total operating revenue	<u>54,474</u>	<u>55,045</u>
OPERATING EXPENSES		
Personnel services	2,663	1,918
Other expenses	1,858	1,469
Total operating expenses	<u>4,521</u>	<u>3,387</u>
INCOME FROM OPERATIONS	<u>49,953</u>	<u>51,658</u>
NONOPERATING REVENUE (EXPENSE)		
Net investment income	16,930	23,519
Revenue bond interest expense	(8,422)	(9,178)
Bond fees	(21)	(36)
Amortization of revenue bond issuance costs	(92)	(101)
Total nonoperating revenue (expense)	<u>8,395</u>	<u>14,204</u>
INCOME BEFORE CONTRIBUTIONS	<u>58,348</u>	<u>65,862</u>
CONTRIBUTIONS		
EPA capitalization grant	127,774	179,018
State match revenue	61,290	3,971
CHANGE IN NET ASSETS	247,412	248,851
NET ASSETS - BEGINNING OF YEAR	<u>2,543,660</u>	<u>2,294,809</u>
NET ASSETS - END OF YEAR	<u>\$ 2,791,072</u>	<u>\$ 2,543,660</u>

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

CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
WATER POLLUTION CONTROL REVOLVING FUND
STATEMENTS OF CASH FLOWS
Years Ended June 30, 2008 and 2007
(in thousands)

	2008	2007
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received from interest on loans	\$ 49,463	\$ 49,412
Loans disbursed	(441,208)	(337,829)
Principal received on loans receivable	140,239	133,361
Cash paid to employees and vendors	(3,362)	(3,562)
Cash flows (required) from operating activities	(254,868)	(158,618)
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES		
Funds received from EPA capitalization grant	128,853	180,154
Funds received from the State of California	61,098	4,006
Bond fees paid	(21)	(36)
Principal paid on revenue bonds	(23,585)	(22,850)
Interest paid on revenue bonds	(9,773)	(10,589)
Cash flows provided by noncapital financing activities	156,572	150,685
CASH FLOWS FROM INVESTING ACTIVITIES		
Net investment income received	20,752	21,588
Net cash provided by investing activities	20,752	21,588
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		
	(77,544)	13,655
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	418,538	404,883
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 340,994	\$ 418,538
Reconciliation of operating income to net cash (required) by operating activities		
Income from operations	\$ 49,953	\$ 51,658
Adjustments to reconcile income from operations to net cash provided (required) by operating activities		
Construction period interest	(5,264)	(4,471)
Amortization of deferred revenue	(74)	(163)
Effect of changes in operating assets and liabilities:		
Loans receivable	(300,957)	(204,458)
Loan interest receivable	316	(1,008)
Due to other funds	1,158	(176)
Total adjustments	(304,821)	(210,276)
Net cash provided (required) by operating activities	\$ (254,868)	\$ (158,618)

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

CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
WATER POLLUTION CONTROL REVOLVING FUND
NOTES TO FINANCIAL STATEMENTS
June 30, 2008 and 2007
(Dollar Amounts Expressed in Thousands)

NOTE 1 - DEFINITION OF REPORTING ENTITY

The California State Water Resources Control Board, Water Pollution Control Revolving Fund (Fund) was established pursuant to Title VI of the Federal Clean Water Act of 1987 (Act). The Act established the State Revolving Fund (SRF) program to replace the construction grants program to provide loans at reduced interest rates to finance the construction of publicly owned water pollution control facilities, non-point source pollution control projects, and estuary management plans. Instead of making grants to communities that pay for a portion of building wastewater treatment facilities, the SRF provides for low interest loans to finance the entire cost of qualifying projects. The SRF provides a flexible financing source that can be used for a variety of pollution control projects, including non-point source pollution control projects, and developing estuary conservation and management plans. Loans made must be repaid within 20 years and all repayments, including interest and principal, must remain in the Fund.

Since 1989, the Fund has been capitalized by a series of grants from the U.S Environmental Protection Agency (EPA). States are required to provide matching funds equal to 20 percent of the Federal capitalization grant amount in order to receive the grants from the EPA. As of June 30, 2008 and 2007, the EPA has awarded cumulative capitalization grant funding of \$1,930,949 and \$1,838,157, respectively to the State of California (State), for which the State is required to provide \$386,190 and \$367,631, respectively, of cumulative matching funding to the Fund.

The Fund is administered by the California State Water Resources Control Board (Board), a part of the California Environmental Protection Agency, through the Division of Financial Services (Program). The Board's primary responsibilities with the SRF include obtaining capitalization grants from the EPA, soliciting potential interested parties, negotiating loan agreements with local communities, reviewing and approving payment requests from loan recipients, managing the loan repayments, and conducting inspection and engineering reviews to ensure compliance with all applicable laws, regulations, and program requirements. The Board consists of five member positions, which are appointed by the Governor and confirmed by the Senate.

The Board administers the SRF program by charging the Fund for time spent on SRF activities by employees of the Board, and the Fund reimburses the State for such costs in the following month. The charges include the salaries and benefits of the employees, as well as indirect costs allocated to the Fund based on direct salary costs. Employees charging time to the Fund are covered by the benefits available to State employees. The Fund is also charged indirect costs through the cost allocation plan for general State expenses.

Reporting Entity

The Fund follows the Governmental Accounting Standards Board (GASB) accounting pronouncements which provide guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB pronouncements set forth the financial accountability of a governmental organization's elected governing body as the basic criterion for including a possible component governmental

CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
WATER POLLUTION CONTROL REVOLVING FUND
NOTES TO FINANCIAL STATEMENTS
June 30, 2008 and 2007
(Dollar Amounts Expressed in Thousands)

NOTE 1 - DEFINITION OF REPORTING ENTITY (CONTINUED)

organization in a primary government's legal entity. Financial accountability includes, but is not limited to, appointment of a voting majority of the organization's governing body, ability to impose its will on the organization, a potential for the organization to provide specific financial benefits or burdens and fiscal dependency.

The activities of the Fund are included in the State's Comprehensive Annual Financial Report as an enterprise fund using the accrual basis of accounting.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the Fund conform to generally accepted accounting principles as applicable to a governmental unit accounted for as a proprietary enterprise fund. The enterprise fund is used since the Fund's powers are related to those operated in a manner similar to a for profit business where an increase in net assets is an appropriate determination of accountability.

Basis of Accounting

The Fund's records are maintained on the accrual basis of accounting. Under the accrual basis of accounting revenue is recognized when earned and expenses are recognized when the liability is incurred. Assets and liabilities associated with the operations of the Fund are included in the Statements of Net Assets.

The Fund has elected to follow Governmental Accounting Standards Board pronouncements as well as statements issued by the Financial Accounting Standards Board on or before November 30, 1989, unless the pronouncements conflict with or contradict Governmental Accounting Standards Board pronouncements.

Operating Revenues and Expenses

The Fund distinguishes between operating revenues and expenses and nonoperating items in the Statements of Revenues, Expenses and Changes in Net Assets. Operating revenues and expenses generally result from carrying out the purpose of the Fund of providing low interest loans to communities and providing assistance for prevention programs and administration. Operating revenues consist of loan interest repayments from borrowers. Operating expenses include direct salary costs and benefits expenses, allocated indirect costs and an allowance for bad debt. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses or capital contributions.

In accordance with generally accepted accounting principles, monies received from the EPA and the State are recorded as capital contributions. In certain circumstances, local communities have contributed the State's matching share in exchange for reduced interest rate loans, as discussed in Note 4.

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NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Budgets

Under the California constitution, money may only be drawn from the Treasury by legal appropriation. The State Legislature authorized the SRF to operate under a continuous appropriation. Continuous appropriation authority means that no further appropriations are necessary to expend all funds deposited into the SRF. Therefore, the Fund operations are not included in California's annual budget.

Cash and Cash Equivalents

Nearly all monies of the Fund are deposited with the California State Treasurer's office, which is responsible for maintaining these deposits in accordance with California State law. The Fund considers all such deposits to be cash equivalents. According to State law, the Treasurer is responsible for maintaining the cash balances and investing excess cash of the Fund, as discussed in Note 3. Consequently, management of the Fund does not have any control over the investment of the excess cash. Investment earnings on these deposits are received quarterly. The statement of cash flows considers all funds deposited with the Treasurer to be cash or cash equivalents, regardless of actual maturities of the underlying investments.

Loans Receivable

Loans are funded by capitalization grants from the EPA, State matching funds, local contributions, revenue bond proceeds, loan repayments and fund earnings. Loans are advanced to local agencies on a cost reimbursement basis. Interest is calculated from the date that funds are advanced. After the final disbursement has been made, the loan agreement is adjusted for the actual amounts disbursed and interest accrued during the project period (Construction Period Interest). Loans are amortized over periods up to 20 years. Loan repayments must begin within one year of construction completion or one year from the initial loan disbursement, depending upon the type of loan agreement, and are made on an annual basis.

Revenue Bond Issue Costs and Original Issue Premium

Revenue bond issue costs and original issue premium are being amortized over the term of the bonds using the effective interest method.

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NOTES TO FINANCIAL STATEMENTS
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NOTE 3 - CASH AND INVESTMENTS

The California State Treasurer’s Office administers a pooled investment program for the State. This program enables the State Treasurer’s Office to combine available cash from all funds and to invest cash that exceeds current needs. The necessary disclosures for the State’s pooled investment program are included in the Comprehensive Annual Financial Report of the State of California.

Nearly all monies of the Fund are deposited with the State Treasurer’s Office and are considered to be cash equivalents. The Treasurer is responsible for maintaining the cash balances in accordance with California laws, and excess cash is invested in California’s Surplus Money Investment Fund, which is part of the Pooled Money Investment Account. The Treasurer is required to maintain a mix of investment portfolios in order to allow funds to be withdrawn at any time to meet normal operating needs, without prior notice or penalty.

The investments allowed by State statute, bond resolutions and investment policy resolutions restrict investments of the pooled investment program to investments in U.S. Government securities, negotiable certificates of deposit, bankers’ acceptances, commercial paper, corporate bonds, bank notes, mortgage loans and notes, other debt securities, repurchase agreements, reverse repurchase agreements, equity securities, real estate, mutual funds, and other investments. The Fund’s proportionate share of the investment income, based on the average daily balance for the period, is credited to the Fund quarterly. The Treasurer charges all funds of the State an administrative fee, which reduces the interest earned by each fund. All cash and investments are stated at fair value. Details of the investments can be obtained from the State Treasurer’s Office.

At June 30, 2008 and 2007, the Fund’s cash deposits had a carrying balance of \$5 and \$153, respectively.

Investments held by the State Treasurer are stated at fair value.

<u>Investments</u>	<u>2008</u>	<u>2007</u>
Treasury/Trust Portfolio	<u>\$ 340,989</u>	<u>\$ 418,385</u>
Total cash deposits and investments	<u>\$ 340,994</u>	<u>\$ 418,538</u>

The State Treasurer is responsible for investing funds of the Treasury/Trust Portfolio and managing the credit risk, custodial credit risk, concentration of credit risk, interest rate risk and foreign currency credit risk of the Portfolio. Refer to the State’s Pooled Investments disclosure in the June 30, 2008 and 2007, Comprehensive Annual Financial Reports for disclosure related to the risks applicable to the Portfolio.

CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
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NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

Cash deposits and investments are reflected on the June 30, 2008 and 2007 statement of net assets as follows:

	<u>2008</u>	<u>2007</u>
Cash and cash equivalents	\$ 298,570	\$ 378,491
Cash and cash equivalents - Restricted	42,424	40,047
Total cash deposits and investments	<u>\$ 340,994</u>	<u>\$ 418,538</u>

As of June 30, 2008, all revenue bond proceeds have been disbursed. Cash and investments in the amount of \$225 representing investment earnings on unspent revenue bonds proceeds at June 30, 2008 were restricted for future loan disbursements. Additionally, cash and investments in the amount of \$42,200 and \$40,047, representing various reserve accounts required by the revenue bonds, at June 30, 2008 and 2007, respectively, were restricted for debt service.

NOTE 4 - LOANS RECEIVABLE

Loans are made to qualified agencies for projects that meet the eligibility requirements of the Federal Clean Water Act of 1987. Loans are financed with capitalization grants, state match, local contributions, revenue bond proceeds and revolving loan funds. Interest rates vary between 1.8 and 4.0 percent and are generally repaid over 20 years starting one year after the project is completed. Interest rates are established in the original loan agreements and are 50 percent of the State's General Obligation Bond Rate at the time the loan commitment is made, except for the local match loans. Interest earned during the construction period is calculated from the date funds are disbursed until the project is completed.

As of June 30, 2008 and 2007, the Fund had total binding loan commitments of \$4,264,540 and \$3,869,007, respectively, since inception of the Fund. The remaining commitment on these loans as of June 30, 2008 and 2007 amounted to \$355,522, of which \$92,084 is federal funds, and \$419,682, of which \$71,067 is federal funds, respectively.

At June 30, 2008 and 2007 the unpaid balance on all loans receivable outstanding amounted to \$2,635,563 and \$2,329,330, respectively.

**CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
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NOTE 4 - LOANS RECEIVABLE (CONTINUED)

Estimated maturities of the loans receivable, and interest payments thereon, at June 30, 2008 are as follows:

<u>Year Ending June 30,</u>	<u>Interest</u>	<u>Principal</u>	<u>Total</u>
2009	\$ 50,526	\$ 160,098	\$ 210,624
2010	46,753	157,028	203,781
2011	42,965	160,620	203,585
2012	39,092	155,893	194,985
2013	35,412	155,362	190,774
2014-2018	125,638	712,393	838,031
2019-2023	53,453	570,004	623,457
2024-2028	8,804	195,733	204,537
Total	<u>\$ 402,643</u>	<u>2,267,131</u>	<u>\$ 2,669,774</u>
Loans not yet in repayment		374,918	
Allowance for bad debt		(6,486)	
Total loans receivable		<u>\$ 2,635,563</u>	

Restricted Loans Receivable

At June 30, 2008 and 2007, \$511,710 and \$568,138, respectively, of loans receivable were pledged as security for the revenue bonds outstanding (see Note 5). The principal and interest received during the fiscal year from these loans is to be used to make the annual debt service payments on the revenue bonds. During the year ended June 30, 2008 the Fund received \$56,429 and \$15,785 of principal and interest, respectively, on these loans, and during the year ended June 30, 2007 the Fund received \$59,164 and \$17,935 of principal and interest, respectively, on these loans. Any excess of the principal and interest received over the debt service payments required and the required debt service reserve accounts may be released from restriction upon request of the Fund in the event certain requirements are met.

Local Match Loans

The Fund offers the option of obtaining reduced interest rate loans. In order to obtain one of these loans, the local agency must provide the State's matching share of the loan, generally one-sixth or 16.7 percent of the total loan amount. The borrower then repays 100 percent of the loan, including the amount reflected as State matching funds, over a period of twenty years. Borrowers also have the option of remitting the State share of the loan to the Fund when the loan is awarded or paying the State share as the project progresses.

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NOTE 4 - LOANS RECEIVABLE (CONTINUED)

For loans where the borrower elects to remit the State's match to the Fund at the time the loan is awarded, the amounts remitted are recorded as deferred revenue and are amortized over the life of the loan. For the loans in which the borrowers repay the Fund over 20 years, the Fund considers a portion of such loans to be a loan origination fee. Such fees are amortized over the life of the loan as an adjustment to the stated interest rate. The imputed interest rate on these loans is approximately 1.8 percent.

As of June 30, 2008 and 2007, the Fund had authorized a total of \$1,567,014 and \$1,456,104, respectively, of reduced interest rate loans. From these authorizations, certain borrowers elected to remit the State match at the time the loan was awarded in the amount of \$2,296 as of June 30, 2008 and 2007. The remaining borrowers elected to repay the State match over a period of 20 years, in the amount of \$240,186 and \$194,507 as of June 30, 2008 and 2007, respectively. As of June 30, 2008 and 2007, total local match loans outstanding, including the local match to be paid, amounted to \$1,016,953 and \$830,233, respectively, and the remaining State match to be repaid amounted to \$171,765 and \$140,071, respectively.

Loans to Major Local Agencies

The Fund has made loans to the following major local agencies. The aggregate outstanding loan balances for each of these agencies exceeds 5 percent of total loans receivable. The combined outstanding loan balances at June 30, 2008 and 2007 of these major local agencies represent approximately 21 and 23 percent, respectively, of the total loans receivable and are as follows:

<u>Borrower</u>	<u>2008</u>		<u>2007</u>
	<u>Authorized Loan Amount</u>	<u>Outstanding Loan Balance</u>	<u>Outstanding Loan Balance</u>
Los Angeles County Sanitation District	\$ 504,128	\$ 349,149	\$ 319,135
City of Los Angeles	262,899	196,625	206,377
	<u>\$ 767,027</u>	<u>\$ 545,774</u>	<u>\$ 525,512</u>

**CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
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NOTE 5 - LONG-TERM DEBT

The detail of the Fund's long-term debt is as follows:

	<u>Balance June 30, 2007</u>	<u>Issuances</u>	<u>Retirements</u>	<u>Balance June 30, 2008</u>	<u>Due Within One Year</u>
Series 2002 Revenue Bonds:					
Bond principal	\$ 233,540	\$ -	\$ 23,585	\$ 209,955	\$ 22,930
Bond premium	6,335	-	1,126	5,209	1,036
	<u>239,875</u>	<u>\$ -</u>	<u>\$ 24,711</u>	<u>215,164</u>	<u>\$ 23,966</u>
Less current portion:					
Bond principal	(23,585)			(22,930)	
Bond premium amortization	(1,126)			(1,036)	
Long-term portion	<u>\$ 215,164</u>			<u>\$ 191,198</u>	

	<u>Balance June 30, 2006</u>	<u>Issuances</u>	<u>Retirements</u>	<u>Balance June 30, 2007</u>	<u>Due Within One Year</u>
Series 2002 Revenue Bonds:					
Bond principal	\$ 256,390	\$ -	\$ 22,850	\$ 233,540	\$ 23,585
Bond premium	7,562	-	1,227	6,335	1,126
	<u>263,952</u>	<u>\$ -</u>	<u>\$ 24,077</u>	<u>239,875</u>	<u>\$ 24,711</u>
Less current portion:					
Bond principal	(22,850)			(23,585)	
Bond premium amortization	(1,227)			(1,126)	
Long-term portion	<u>\$ 239,875</u>			<u>\$ 215,164</u>	

On August 7, 2002, the Fund issued \$300,000 of California Infrastructure and Economic Development Bank, Clean Water State Revolving Fund Revenue Bonds, Series 2002, dated August 1, 2002, with interest of 3% to 5%. These serial bonds are due annually in varying amounts through 2018. The interest on the bonds is due semi-annually on April 1 and October 1. The bonds maturing on or after October 1, 2013 are subject to redemption prior to their respective stated maturities at the option of the Fund on any date on or after October 1, 2012 without call premium. The bonds were issued to provide funding for the issuance of additional revolving fund loans by the Fund.

**CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
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NOTE 5 - LONG-TERM DEBT (CONTINUED)

At the time of issuance of the revenue bonds by the Fund, the Fund pledged in excess of \$850,000 of outstanding loans receivable of the Fund as security for the bonds (see Note 4). The principal and interest received during the fiscal year from these loans is to be used to make the annual debt service payments on the revenue bonds. Any excess of the principal and interest received over the debt service payments required and the required debt service reserve accounts may be released from restriction upon request of the Fund in the event certain requirements are met.

The Fund's long-term debt will mature as follows:

<u>Year Ending June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2009	\$ 22,930	\$ 8,963	\$ 31,893
2010	23,655	8,103	31,758
2011	24,390	7,066	31,456
2012	24,285	5,943	30,228
2013	22,895	4,819	27,714
2014-2018	81,800	11,372	93,172
2019	10,000	235	10,235
	<u>\$ 209,955</u>	<u>\$ 46,501</u>	<u>\$ 256,456</u>

NOTE 6 - CAPITAL CONTRIBUTIONS

The Fund is capitalized by annual grants from the EPA. The State must also contribute an amount equal to 20 percent of the federal capitalization amount. The State's matching contribution has been provided through the appropriation of State resources as well as through the use of loans from the Water Reclamation program. All funds drawn are recorded as non-operating revenue from the EPA and the State. As of June 30, 2008 and 2007, the EPA has awarded cumulative capitalization grants of \$1,930,949 and \$1,838,157, respectively, to the State, of which \$1,899,906 and \$1,772,132, respectively, has been drawn, cumulatively, for loans and administrative expenses. The State has provided matching funds of \$332,042 and \$270,752, respectively.

As discussed in Note 4, certain borrowers have contributed a portion of the State's required 20 percent match in exchange for reduced interest rate loans. The EPA allows the State to include amounts provided by borrowers under certain local matching loans in meeting the State's statutory matching obligation. As of June 30, 2008 and 2007, the borrowers had contributed \$242,483 and \$196,803, respectively, which qualify as meeting the State's matching requirement.

**CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
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NOTE 6 - CAPITAL CONTRIBUTIONS (CONTINUED)

Table 1 summarizes the EPA capitalization grants awarded, amounts drawn on each grant as of June 30, 2008 and 2007, and balances available for future loans as of June 30, 2008. Table 2 summarizes the state match amounts paid by the state and local entities as of June 30, 2008 and 2007. As of June 30, 2008 and 2007, the state match required is \$379,981 and \$354,426, respectively. As of June 30, 2008 and 2007, the state match available for potential future state match is \$194,544 and \$113,129, respectively.

TABLE 1

Year	Grant Award	Funds Drawn As of June 30, 2006	Funds Drawn During Year Ended June 30, 2007	Funds Drawn As of June 30, 2007	Funds Drawn During Year Ended June 30, 2008	Funds Drawn As of June 30, 2008	Available for Loans as of June 30, 2008
1989-2002	\$ 1,519,847	\$ 1,519,847	\$ -	\$ 1,519,847	\$ -	\$ 1,519,847	\$ -
2003	94,647	72,467	22,180	94,647	-	94,647	-
2004	94,613	800	93,813	94,613	-	94,613	-
2005	82,666	-	63,025	63,025	19,641	82,666	-
2006	46,384	-	-	-	46,384	46,384	-
2007	92,792	-	-	-	61,749	61,749	31,043
	<u>\$ 1,930,949</u>	<u>\$ 1,593,114</u>	<u>\$ 179,018</u>	<u>\$ 1,772,132</u>	<u>\$ 127,774</u>	<u>\$ 1,899,906</u>	<u>\$ 31,043</u>

TABLE 2

	State Match Paid As of June 30, 2006	State Match Paid During Year Ended June 30, 2007	State Match Paid As of June 30, 2007	State Match Paid During Year Ended June 30, 2008	State Match Paid As of June 30, 2008
State Disbursed	\$ 266,781	\$ 3,971	\$ 270,752	\$ 61,290	\$ 332,042
Local Disbursed	163,802	33,001	196,803	45,680	242,483
	<u>\$ 430,583</u>	<u>\$ 36,972</u>	<u>\$ 467,555</u>	<u>\$ 106,970</u>	<u>\$ 574,525</u>

CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
WATER POLLUTION CONTROL REVOLVING FUND
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June 30, 2008 and 2007
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NOTE 6 - CAPITAL CONTRIBUTIONS (CONTINUED)

Restricted Funds

State matching funds for the 1993 capitalization grant and portions of the 1994 and 1995 capitalization grants were provided by the transfer of \$34,316 of outstanding loans and loan interest earned from California Water Reclamation Loan Fund. In 2006, an additional \$3,545 of outstanding loans and loan interest was transferred to the Fund for future match requirements. Repayments of these loans are restricted for future water reclamation loans that are eligible under the SRF program.

NOTE 7 - RISK MANAGEMENT

The Fund participates in the State of California's Risk Management Program. The State has elected, with a few exceptions, to be self-insured against loss or liability. There have been no significant reductions in insurance coverage from the prior year. In addition, settled claims have not exceeded insurance coverage in the last three fiscal years. Refer to the State's Risk Management disclosure in the June 30, 2008 and 2007, Comprehensive Annual Financial Reports.

NOTE 8 - RETIREMENT PLAN

Plan Description

All of the employees of the Fund participate in the California Public Employees' Retirement System (CalPERS), which is included in the State of California's Comprehensive Annual Financial Report as a pension trust fund. CalPERS administers the Public Employees' Retirement Fund (PERF). PERF is an agent multiple-employer defined benefit retirement plan. CalPERS provides retirement and disability benefits, annual cost-of-living adjustments, and death benefits to plan members and beneficiaries. Departments and agencies within the State of California, including the Fund, are in a cost-sharing arrangement in which all risks and costs are shared proportionately by participating State agencies. CalPERS issues a publicly available financial report that includes financial statements and required supplementary information for this plan. This report may be obtained by writing California Public Employees' Retirement System, Central Supply, P.O. Box 942715, Sacramento, California 94229-2715.

The pension plan provides retirement benefits, survivor benefits, and death and disability benefits based upon the employee's years of credited service, age and final compensation. Vesting occurs after five or ten years of credited services depending on the benefit tier. Employees who retire at or after age 50 with five or more years of service are entitled to a retirement benefit, payable monthly for the remainder of their lives. Benefit provisions and all other requirements are established by State statute.

CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
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NOTE 8 - RETIREMENT PLAN (CONTINUED)

Funding Policy

The Fund is required to contribute the actuarially determined remaining amounts necessary to fund the benefits for its members. The actuarial methods and assumptions used are those adopted by the PERF Board of Administration. The required contribution rates for the years ended June 30, 2008, 2007 and 2006, were 16.633%, 16.997% and 15.942%, respectively, for State Miscellaneous First Tier and 16.565%, 16.778% and 15.890%, respectively, for State Miscellaneous Second Tier. The contribution requirements of the plan members are established by State statute and the employer contribution rate is established and may be amended by CalPERS.

Contributions, annual pension costs and trend information attributable to employees of the Fund for the fiscal year ended June 30, 2008, 2007 and 2006, are not determinable at the Fund level. However, this information is reported at a statewide level in the State of California's Comprehensive Annual Financial Report.

Post-Employment Benefits Other than Pension

In addition to the pension benefits provided by the State, the State also provides post-retirement health care benefits, in accordance with Section 22754(g) of the State Government Code, to all employees who retire from the State on or after attaining certain age and length of service requirements. The post-retirement health care benefits are funded by the State's General Fund on a pay-as-you-go basis. Refer to the State's Post-Employment Benefits Other than Pension disclosure in the June 30, 2008 and June 30, 2007 Comprehensive Annual Financial Reports for disclosure.

NOTE 9 - NET ASSETS

Governmental Accounting Standards Board Statement No. 34 provides for three components of net assets: invested in capital assets, net of related debt, restricted and unrestricted.

As of June 30, 2008 and 2007, the Fund had no net assets invested in capital assets, net of related debt.

Restricted net assets include net assets that are restricted for use, either externally imposed by creditors, grantors, contributors, or laws and regulations of other governments, or imposed by law through constitutional provisions or enabling legislation. At June 30, 2008 and 2007, the Fund had restricted net assets of \$26,000 and \$23,076, respectively, representing amounts received from borrower loan repayments on pledged loans, which are restricted for future bond debt service payments and \$511,710 and \$568,138, respectively, representing loans receivable pledged as security for the revenue bonds (see Note 5).

CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
WATER POLLUTION CONTROL REVOLVING FUND
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NOTE 9 - NET ASSETS (CONTINUED)

Unrestricted net assets consists of net assets that do not meet the definition of invested in capital assets, net of related debt or restricted. Although the Fund reports unrestricted net assets on the face of the statements of net assets, unrestricted net assets are to be used by the Fund for the payment of obligations incurred by the Fund in carrying out its statutory powers and duties and are to remain in the Fund.

NOTE 10 - LITIGATION

There is one lawsuit pending in regard to the Fund in which the Board is involved. Board management and its legal counsel estimate that the potential claims against the Board not covered by the State of California's Risk Management Program resulting from such litigation would be insignificant.

This information is an integral part of the accompanying financial statements.

**REPORTS REQUIRED BY THE
SINGLE AUDIT ACT AMENDMENTS OF 1996**

**CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
WATER POLLUTION CONTROL REVOLVING FUND
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
Year Ended June 30, 2008**

<u>Grantor and Program Title</u>	<u>Federal CFDA Number</u>	<u>Federal Expenditures</u>
<u>U.S. Environmental Protection Agency</u>		
Direct Programs:		
Capitalization Grants for State Revolving Funds	66.458	<u>\$ 127,773,707 (*)</u>

(*) Tested as a Major Program

**CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
WATER POLLUTION CONTROL REVOLVING FUND
NOTES TO THE SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
Year Ended June 30, 2008**

NOTE 1 - BASIS OF PRESENTATION

The accompanying schedule of expenditures of federal awards includes the federal grant activity of the California State Water Resources Control Board, Water Pollution Control Revolving Fund. The information in this schedule is presented in accordance with the requirements of the U.S. Office of Management and Budget (OMB) Circular A-133, *Audits of States, Local Governments and Non-Profit Organizations*.

NOTE 2 - LOANS TO SUBRECIPIENTS

Capitalization Grants for Clean Water State Revolving Fund CFDA# 66.458 include \$123,967,029 of expenditures that were disbursed as loan awards to qualifying subrecipients.

**Independent Auditor's Report on Internal Control
Over Financial Reporting and on Compliance and Other Matters Based on an Audit of
Financial Statements Performed in Accordance
with Government Auditing Standards**

California State Water Resources Control Board
Water Pollution Control Revolving Fund
Sacramento, California

We have audited the basic financial statements of the California State Water Resources Control Board, Water Pollution Control Revolving Fund (Water Pollution Control Revolving Fund) as of and for the year ended June 30, 2008 and have issued our report thereon dated September 30, 2008. 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.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the Water Pollution Control Revolving Fund's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the entity's internal control over financial reporting.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in internal control that might be significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

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

This report is intended solely for the information and use of the Water Pollution Control Revolving Fund's Management and the U.S. Environmental Protection Agency and is not intended to be and should not be used by anyone other than these specified parties.

Clifton Henderson LLP

Greenwood Village, Colorado
September 30, 2008

**Independent Auditor's Report on Compliance with Requirements
Applicable to the Major Program and on Internal Control
Over Compliance in Accordance with OMB Circular A-133**

California State Water Resources Control Board
Water Pollution Control Revolving Fund
Sacramento, California

Compliance

We have audited the compliance of California State Water Resources Control Board, Water Pollution Control Revolving Fund (Water Pollution Control Revolving Fund) with the types of compliance requirements described in OMB *Circular A-133 Compliance Supplement* that are applicable to its major federal program for the year ended June 30, 2008. Water Pollution Control Revolving Fund's major federal program is identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs. Compliance with the requirements of laws, regulations, contracts and grants applicable to its major federal program is the responsibility of Water Pollution Control Revolving Fund's management. Our responsibility is to express an opinion on Water Pollution Control Revolving Fund's compliance based on our audit.

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Those standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about Water Pollution Control Revolving Fund's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion. Our audit does not provide a legal determination on Water Pollution Control Revolving Fund's compliance with those requirements.

In our opinion, Water Pollution Control Revolving Fund complied, in all material respects, with the requirements referred to above that are applicable to its major federal program for the year ended June 30, 2008.

Internal Control Over Compliance

The management of California State Water Resources Control Board, Water Pollution Control Revolving Fund is responsible for establishing and maintaining effective internal control over compliance with requirements of laws, regulations, contracts and grants applicable to federal programs. In planning and performing our audit, we considered Water Pollution Control Revolving Fund's internal control over compliance with requirements that could have a direct and material effect on a major federal program in order to determine our auditing procedures for the purpose of expressing our opinion on compliance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Water Pollution Control Revolving Fund's internal control over compliance.

A *control deficiency* in an entity's internal control over compliance exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect noncompliance with a type of compliance requirement of a federal program on a timely basis. A *significant deficiency* is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to administer a federal program such that there is more than a remote likelihood that noncompliance with a type of compliance requirement of a federal program that is more than inconsequential will not be prevented or detected by the entity's internal control.

A *material weakness* is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that material noncompliance with a type of compliance requirement of a federal program will not be prevented or detected by the entity's internal control.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in internal control that might be significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above.

This report is intended solely for the information and use of the Water Pollution Control Revolving Fund's management and the U.S. Environmental Protection Agency and is not intended to be and should not be used by anyone other than these specified parties.

Clifton Henderson LLP

Greenwood Village, Colorado
September 30, 2008

**CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
WATER POLLUTION CONTROL REVOLVING FUND
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
Year Ended June 30, 2008**

PART I - SUMMARY OF AUDITOR'S RESULTS

Financial Statements

Type of auditor's report issued: Unqualified
Internal control over financial reporting:
Material weakness(es) identified? _____ yes √ no
Significant deficiency(ies) identified
not considered to be material weaknesses? _____ yes √ none reported
Noncompliance material to financial statements
noted? _____ yes √ no

Federal Awards

Internal control over major program:
Material weakness(es) identified? _____ yes √ no
Significant deficiency(ies) identified
not considered to be material weaknesses? _____ yes √ none reported
Type of auditor's report issued on compliance
for major program: Unqualified
Any audit findings disclosed that are required
to be reported in accordance with section 510 (a)
of OMB Circular A-133? _____ yes √ no

Identification of major programs:

CFDA Number(s)	Name of Federal Program or Cluster
66.458	Capitalization Grants for State Revolving Funds

Dollar threshold used to distinguish between
Type A and Type B programs: \$3,000,000
Auditee qualified as low-risk auditee? _____ yes √ no

PART II - FINDINGS RELATED TO FINANCIAL STATEMENTS

There were no findings required to be reported under generally accepted *Government Auditing Standards*.

PART III - FINDINGS RELATED TO FEDERAL AWARDS

There were no findings required to be reported under OMB *Circular A-133*.

**CALIFORNIA STATE WATER RESOURCES CONTROL BOARD
WATER POLLUTION CONTROL REVOLVING FUND
SUMMARY SCHEDULE OF PRIOR YEAR AUDIT FINDINGS
Year Ended June 30, 2008**

There were no prior audit findings required to be reported under generally accepted government auditing standards or OMB *Circular A-133*.