

**THE NATOMAS BASIN
CONSERVANCY**

**FINANCIAL STATEMENTS
WITH INDEPENDENT AUDITOR'S
REPORT**

YEAR ENDED DECEMBER 31, 2014

THE NATOMAS BASIN CONSERVANCY

TABLE OF CONTENTS FOR THE YEAR ENDED DECEMBER 31, 2014

	<u>PAGE</u>
FINANCIAL SECTION	
INDEPENDENT AUDITOR'S REPORT	1
MANAGEMENT'S DISCUSSION AND ANALYSIS	3
BASIC FINANCIAL STATEMENTS:	
Statement of Net Position and Governmental Funds Balance Sheet	9
Statements of Activities and Governmental Funds Revenues, Expenditures and Changes in Fund Balances	11
Notes to Financial Statements	13
REQUIRED SUPPLEMENTARY INFORMATION	
Budgetary Comparison Schedule – Administration Fund	24
Budgetary Comparison Schedule – Restoration and Enhancement Special Revenue Fund	25
Budgetary Comparison Schedule – SAFCA NLIP Special Revenue Fund	26
ADDITIONAL INFORMATION	
Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i> - Independent Auditor's Report	27

FINANCIAL SECTION

INDEPENDENT AUDITOR'S REPORT

**To the Board of Directors
The Natomas Basin Conservancy
Sacramento, California**

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of the Natomas Basin Conservancy (the Conservancy), as of and for the year ended December 31, 2014, and the related notes to the financial statements, which collectively comprise the Conservancy's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the Conservancy, as of December 31, 2014, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis on pages 3 through 8 and the budgetary comparison information on pages 24 through 26 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated March 23, 2015, on our consideration of the Conservancy's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Conservancy's internal control over financial reporting and compliance.

Gilbert Associates, Inc.

GILBERT ASSOCIATES, INC.
Sacramento, California

March 23, 2015

THE NATOMAS BASIN CONSERVANCY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2014

As management of The Natomas Basin Conservancy (the Conservancy), we offer readers of the Conservancy's financial statements this narrative overview and analysis of the financial activities of the Conservancy for the year ended December 31, 2014. We encourage readers to consider the information presented here in conjunction with the Conservancy's financial statements, which begin on page 9.

FINANCIAL HIGHLIGHTS

- The Conservancy's net position for 2014 is \$63,866,627, of which \$33,898,333 is invested in capital assets, \$16,310,886 is invested in the Conservancy's Endowment fund and the balance of \$13,657,408 is invested in the Conservancy's non-Endowment funds.
- Unrestricted net position for 2014 totaled \$12,691,981.
- Total cash and investments at December 31, 2014, were \$30,154,510.
- Investment income from all funds in 2014 was \$1,041,329.
- Farm rent revenue increased by \$111,437, totaling \$750,028.
- Conservancy expenses decreased by \$429,474, totaling \$2,989,184.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the Conservancy's basic financial statements which have the following components, in addition to management's discussion and analysis: 1) Conservancy-wide financial statements, 2) fund financial statements, 3) notes to the financial statements, and 4) required supplementary schedules. The Conservancy-wide and fund financial statements are presented in a combined format on pages 9 through 12.

As the Conservancy's Board of Directors is appointed by governmental agencies, the Conservancy follows Governmental Accounting Standards Board (GASB). The Conservancy has only governmental-type funds and all are major.

THE NATOMAS BASIN CONSERVANCY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2014

CONSERVANCY-WIDE FINANCIAL STATEMENTS

The Conservancy-wide financial statements are designed to provide readers with a broad overview of the Conservancy's finances, in a manner similar to a private-sector business.

The *statement of net position* presents information on all of the Conservancy's assets and liabilities, with the difference between the two reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the Conservancy is improving or deteriorating.

The *statement of activities* presents information showing how the Conservancy's net position changed during the most recent fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., earned but unused vacation leave).

FUND FINANCIAL STATEMENTS

A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The Conservancy uses fund accounting. The Conservancy has six funds (Land Acquisition, Restoration & Enhancement, Endowment, Supplemental Land & Contingency, Administration, and SAFCA), all of which are governmental-type funds.

NOTES TO THE FINANCIAL STATEMENTS

The notes provide additional information that is essential to a full understanding of the data provided in the Conservancy-wide and fund financial statements. The notes to the financial statements can be found on pages 13 through 23 of this report.

THE NATOMAS BASIN CONSERVANCY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2014

CONSERVANCY-WIDE FINANCIAL ANALYSIS

The Natomas Basin Conservancy
Summary of Net Position
Conservancy-wide Activities
As of December 31, 2014 and 2013

	<u>December 31, 2014</u>	<u>December 31, 2013</u> <u>(restated)</u>	<u>Increase/Decrease</u>
Current and other assets	\$ 30,349,865	\$ 31,052,656	\$ (702,791)
Capital assets	<u>33,898,333</u>	<u>34,180,274</u>	<u>(281,941)</u>
Total assets	<u>64,248,198</u>	<u>65,232,930</u>	<u>(984,732)</u>
Current liabilities	330,582	508,060	(177,478)
Non-Current liabilities	<u>50,989</u>	<u>54,081</u>	<u>(3,092)</u>
Total liabilities	<u>381,571</u>	<u>562,141</u>	<u>(180,570)</u>
Net position:			
Net investment in capital assets	33,898,333	34,180,274	(281,941)
Restricted for giant garter snakes	204,808	204,808	-
Restricted for SAFCA NLIP	760,619	759,890	729
Restricted for endowment – permanent	9,481,280	9,481,280	-
Restricted for endowment - temporary	6,829,606	6,043,356	786,250
Unrestricted	<u>12,691,981</u>	<u>14,001,181</u>	<u>(1,309,200)</u>
Total net position	<u>\$ 63,866,627</u>	<u>\$ 64,670,789</u>	<u>\$ (804,162)</u>

Net position represents the difference between the Conservancy's resources and its obligations. At December 31, 2014, approximately 53% of the Conservancy's net position is invested in land and land improvements. These lands are acquired and enhanced to provide habitat for protected plant and animal species. At present the Conservancy has no outstanding debt obligations.

The Conservancy presently holds 4,131 acres in the Natomas Basin, of which 4,104 acres are owned in fee simple title and 27 acres are held in easements. All land purchases and land dedications are recorded at their purchase price. Land assets currently booked are \$32,488,554. However, if the Conservancy's total land assets were booked at the value estimated in the Natomas Basin Habitat Conservation Plan (NBHCP) Finance Model, they would be booked at \$92,947,500. The NBHCP Finance Model is an economic analysis of the Conservancy's operations and a projection of revenue and expense through the 50-year life of the NBHCP.

THE NATOMAS BASIN CONSERVANCY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2014

The Natomas Basin Conservancy
Changes in Net Position
Conservancy-wide Activities
As of December 31, 2014 and 2013

	<u>December 31, 2014</u>	<u>December 31, 2013</u> (restated)	<u>Increase/Decrease</u>
Revenues			
Program revenues:			
Mitigation fees	\$ -	\$ 156,952	\$ (156,952)
Rent revenue	750,028	638,591	111,437
Land Management	244,768	240,705	4,063
Investment income	848,704	2,266,258	(1,417,554)
General revenues:			
Mitigation fees contributed to Endowment Fund	-	41,233	(41,233)
Investment income	192,625	481,769	(289,144)
Other	148,897	186,654	(37,757)
Total revenues	<u>2,185,022</u>	<u>4,012,162</u>	<u>(1,827,140)</u>
Expenses			
Conservancy operations	<u>2,989,184</u>	<u>3,418,658</u>	<u>(429,474)</u>
Increase (Decrease) in net position	(804,162)	593,504	(1,397,666)
Net Position, beginning of period	<u>64,670,789</u>	<u>64,077,285</u>	<u>593,504</u>
Net Position, end of period	<u>\$ 63,866,627</u>	<u>\$ 64,670,789</u>	<u>\$ (804,162)</u>

The NBHCP mitigation fee per acre increased in 2014 to \$32,259 per disturbed acre (\$21,009 with land dedication) from \$27,419 per disturbed acre (\$18,669 with land dedication) in 2013. However, no mitigation fees were collected in 2014.

Investment income decreased \$1,706,698, from \$2,748,027 in 2013 to \$1,041,329 in 2014 due to market fluctuations. Farm rent revenues increased \$111,437, from \$638,591 in 2013 to \$750,028 in 2014 due to strong agricultural markets and higher crop yields. The Conservancy was also reimbursed for certain water costs from tenant farmers.

Conservancy expenses decreased \$429,474 from \$3,418,658 in 2013 to \$2,989,184 in 2014 due to savings in water costs, savings on the final phase of the BKS North Course channel clearing project and lower land management costs.

THE NATOMAS BASIN CONSERVANCY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2014

CONSERVANCY BUDGET ANALYSIS

Conservancy management presented a draft annual 2014 budget to the Conservancy's Board of Directors in October 2013 and a final proposed budget in December 2013, which was approved by the Board. The Board of Directors approved a mid-year budget revision in August 2014. In the budget revision, expenses were decreased due to savings on the final phase of the BKS North Course channel clearing project as well as savings on water costs due to a groundwater exchange program operated by the Natomas Central Mutual Water Company. The budget-to-actual schedules for the year are shown on pages 24 - 26.

FINANCIAL ANALYSIS OF THE CONSERVANCY'S FUNDS

As of December 31, 2014, the Conservancy's fund balances totaled \$30,019,283, a decrease of \$525,313 compared to fund balances of \$30,544,596 at December 31, 2013, as restated. The decrease is largely due to a lack of mitigation fee revenue. The Conservancy's major source of revenue is typically from mitigation fees but in 2014 the major sources of revenue were investment income and rent revenue. The Conservancy's typical major expenditures are for the acquisition and management of habitat land, including but not limited to property taxes, water and biological monitoring.

CAPITAL ASSETS

As of December 31, 2014, the Conservancy's investment in capital assets was \$33,898,333. Capital assets are stated at cost, net of accumulated depreciation. This investment in capital assets includes land and land improvements. Additional information on the Conservancy's capital assets can be found in note 6 on page 21 of this report.

ECONOMIC FACTORS AND NEXT YEAR'S BUDGET

The combined impact of the soft real estate economy and a building moratorium due to federal government flood risk determinations have had significant impacts on the Conservancy's budget. Without at least 100-year flood protection designation by the federal government, urban development in the Natomas Basin has stopped, with only minor exception. With this moratorium, the need to mitigate for NBHCP-covered species impacts has slowed to a virtual halt.

The Sacramento Area Flood Control Agency (SAFCA) embarked on a construction project in 2009, known as the Natomas Levee Improvement Project (NLIP), intended to ultimately provide 200-year flood protection in the Natomas Basin. Mitigation for impacts on species covered in the NBHCP has been required for this work. The Conservancy has entered into agreements with SAFCA for this mitigation and related activity. These efforts generate modest revenue for the Conservancy.

The Conservancy's Board of Directors approved a budget for 2015, which projects a small amount of mitigation revenue for the year. The 2015 budget also projects expenses for updating the NBHCP's Site-Specific Management Plans for all Conservancy properties.

THE NATOMAS BASIN CONSERVANCY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2014

At present, based on reports from flood control authorities and its representatives in Congress, the Conservancy is projecting that NBHCP and Metro Air Park Habitat Conservation Plan (MAPHCP) mitigation fee activity could resume in 2015 or 2016. However, this projection depends on the achievement of at least a 100-year flood protection designation for the Natomas Basin by the federal government.

CONTACTING THE CONSERVANCY'S MANAGEMENT

This financial report is designed to provide a general overview of the Conservancy's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Executive Director, The Natomas Basin Conservancy, 2150 River Plaza Drive, Suite 460, Sacramento, CA 95833 or call (916) 649-3331.

THE NATOMAS BASIN CONSERVANCY

STATEMENT OF NET POSITION AND GOVERNMENTAL FUNDS BALANCE SHEET DECEMBER 31, 2014

	<u>Administration</u>	<u>Restoration & Enhancement</u>	<u>SAFCA NLIP</u>	<u>Supplemental Land and Contingency</u>	<u>Land Acquisition</u>
ASSETS:					
Current Assets:					
Cash and investments held by fiscal agent	\$ 5,892,205	\$ 1,706,565	\$ 956,419	\$ 2,686,889	\$ 2,524,222
Cash and investments held by City of Sacramento	61,297				
Receivables:					
Account	113,933		17,795		
Interest	18,526	14,260	5,791		8,668
Prepaid items	16,382				
Due from other funds	46,353				
Non-Current Assets:					
Restricted cash and investments held by fiscal agent					
Land					
Capital assets, net					
Total Assets	<u>\$ 6,148,696</u>	<u>\$ 1,720,825</u>	<u>\$ 980,005</u>	<u>\$ 2,686,889</u>	<u>\$ 2,532,890</u>
LIABILITIES:					
Current Liabilities:					
Accounts payable	\$ 138,885		\$ 854	\$ 2,637	
Unearned revenue			172,179		
Due to other funds			46,353		
Non-Current Liabilities:					
Compensated absences					
Total Liabilities	<u>138,885</u>	<u></u>	<u>219,386</u>	<u>2,637</u>	<u></u>
FUND BALANCE/NET POSITION:					
Fund Balances/Net Position					
Net investment in capital assets					
Nonspendable:					
Prepaid expenses	16,382				
Endowment					
Restricted:					
Giant garter snakes	204,808				
Brookfield property			760,619		
Endowment					
Committed:					
Restoration & enhancement		\$ 1,720,825			
Supplemental land acquisition				2,684,252	
Land acquisition					\$ 2,532,890
Unassigned/Unrestricted	5,788,621				
Total Fund Balances/Net Position	<u>6,009,811</u>	<u>1,720,825</u>	<u>760,619</u>	<u>2,684,252</u>	<u>2,532,890</u>
Total Liabilities, Fund Balances and Net Position	<u>\$ 6,148,696</u>	<u>\$ 1,720,825</u>	<u>\$ 980,005</u>	<u>\$ 2,686,889</u>	<u>\$ 2,532,890</u>

THE NATOMAS BASIN CONSERVANCY

STATEMENT OF NET POSITION AND GOVERNMENTAL FUNDS BALANCE SHEET (CONTINUED) DECEMBER 31, 2014

<u>Endowment</u>	<u>Total Fund Balance</u>	<u>Adjustments (Notes 4 & 10)</u>	<u>Statement of Net Position</u>	
	\$ 13,766,300		\$ 13,766,300	ASSETS:
	61,297		61,297	Current Assets:
				Cash and investments held by fiscal agent
	131,728		131,728	Cash and investments held by City of Sacramento
	47,245		47,245	Receivables:
	16,382		16,382	Account
	46,353	\$ (46,353)		Interest
				Prepaid items
				Due from other funds
\$ 16,326,913	16,326,913		16,326,913	Non-Current Assets:
		32,488,554	32,488,554	Restricted cash and investments held by fiscal agent
		1,409,779	1,409,779	Land
\$ 16,326,913	\$ 30,396,218	\$ 33,851,980	\$ 64,248,198	Capital assets, net
				Total Assets
				LIABILITIES:
\$ 16,027	\$ 158,403		\$ 158,403	Current Liabilities:
	172,179		172,179	Accounts payable
	46,353	\$ (46,353)		Unearned revenue
				Due to other funds
		50,989	50,989	Non-Current Liabilities:
16,027	376,935	4,636	381,571	Compensated absences
				Total Liabilities
				FUND BALANCE/NET POSITION:
		33,898,333	33,898,333	Fund Balances/Net Position
				Net investment in capital assets
	16,382	(16,382)		Nonspendable:
9,481,280	9,481,280	(9,481,280)		Prepaid expenses
				Endowment
	204,808		204,808	Restricted:
	760,619		760,619	Giant garter snakes
6,829,606	6,829,606	9,481,280	16,310,886	Brookfield property
				Endowment
	1,720,825	(1,720,825)		Committed:
	2,684,252	(2,684,252)		Restoration & enhancement
	2,532,890	(2,532,890)		Supplemental land acquisition
	5,788,621	6,903,360	12,691,981	Land acquisition
16,310,886	30,019,283	33,847,344	63,866,627	Unassigned/Unrestricted
				Total Fund Balances/Net Position
\$ 16,326,913	\$ 30,396,218	\$ 33,851,980	\$ 64,248,198	Total Liabilities, Fund Balances and Net Position

THE NATOMAS BASIN CONSERVANCY

STATEMENTS OF ACTIVITIES AND GOVERNMENTAL FUNDS REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES FOR THE YEAR ENDED DECEMBER 31, 2014

	<u>Administration</u>	<u>Restoration & Enhancement</u>	<u>SAFCA NLIP</u>	<u>Supplemental Land and Contingency</u>	<u>Land Acquisition</u>
REVENUES:					
Program revenues:					
Charges for services:					
Rent revenue	\$ 745,602		\$ 4,426		
Land management			244,768		
Operating grants and contributions:					
Investment income					
Total program revenues	<u>745,602</u>		<u>249,194</u>		
General revenues:					
Investment income	17,867	\$ 19,027	3,384	\$ 137,685	\$ 14,662
Other income	<u>148,897</u>				
Total general revenues	<u>166,764</u>	<u>19,027</u>	<u>3,384</u>	<u>137,685</u>	<u>14,662</u>
Total Revenues	<u>912,366</u>	<u>19,027</u>	<u>252,578</u>	<u>137,685</u>	<u>14,662</u>
EXPENDITURES:					
Land mitigation:					
Personnel services	482,904		8,027		
Materials and services	1,884,264		243,822	10,273	
Depreciation					
Loss on equipment disposal					
Capital outlay	<u>3,238</u>				<u>15,353</u>
Total Expenditures	<u>2,370,406</u>		<u>251,849</u>	<u>10,273</u>	<u>15,353</u>
Changes in Fund Balances/Net Position	(1,458,040)	19,027	729	127,412	(691)
Fund Balances/Net Position, beginning of period, as restated (Note 14)	<u>7,467,851</u>	<u>1,701,798</u>	<u>759,890</u>	<u>2,556,840</u>	<u>2,533,581</u>
Fund Balances/Net Position, end of period	<u>\$ 6,009,811</u>	<u>\$ 1,720,825</u>	<u>\$ 760,619</u>	<u>\$ 2,684,252</u>	<u>\$ 2,532,890</u>

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

THE NATOMAS BASIN CONSERVANCY

STATEMENTS OF ACTIVITIES AND GOVERNMENTAL FUNDS REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES (CONTINUED) FOR THE YEAR ENDED DECEMBER 31, 2014

<u>Endowment</u>	<u>Total Fund Balance</u>	<u>Adjustments (Note 5)</u>	<u>Statement of Activities</u>	
	\$ 750,028		\$ 750,028	REVENUES:
	244,768		244,768	Program revenues:
				Charges for services:
				Rent revenue
				Land management
				Operating grants and contributions:
				Investment income
\$ 848,704	848,704		848,704	
848,704	1,843,500		1,843,500	Total program revenues
	192,625		192,625	General revenues:
	148,897		148,897	Investment income
	341,522		341,522	Other income
				Total general revenues
848,704	2,185,022		2,185,022	Total Revenues
				EXPENDITURES:
	490,931	\$ (3,092)	487,839	Land mitigation:
62,454	2,200,813		2,200,813	Personnel services
		298,374	298,374	Materials and services
		2,158	2,158	Depreciation
	18,591	(18,591)		Loss on equipment disposal
62,454	2,710,335	278,849	2,989,184	Capital outlay
				Total Expenditures
786,250	(525,313)	(278,849)	(804,162)	Changes in Fund Balances/Net Position
15,524,636	30,544,596	34,126,193	64,670,789	Fund Balances/Net Position, beginning of period, as restated (Note 14)
<u>\$ 16,310,886</u>	<u>\$ 30,019,283</u>	<u>\$ 33,847,344</u>	<u>\$ 63,866,627</u>	Fund Balances/Net Position, end of period

THE NATOMAS BASIN CONSERVANCY

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014

1. ORGANIZATION

The Natomas Basin Conservancy (the Conservancy) is a California non-profit 501(c)(3) public benefit corporation formed in 1994. The Conservancy is responsible for collecting and managing mitigation fees required by the Natomas Basin Habitat Conservation Plan (NBHCP) and the Metro Air Park Habitat Conservation Plan (MAPHCP), together referred to as HCPs, using the fees to establish mitigation lands, and managing the mitigation lands for the benefit of the protected plant and animal species in the Natomas Basin.

The HCPs apply to the 53,341-acre interior of the Natomas Basin, located in the northern portion of Sacramento County and the southern portion of Sutter County. The Natomas Basin contains incorporated and unincorporated areas within the jurisdictions of the City of Sacramento, County of Sacramento and County of Sutter. The HCPs are designed to promote biological conservation while allowing urban development to proceed according to local land-use plans. The United States Fish and Wildlife Service and the California Department of Fish and Wildlife provide oversight and ensure compliance with the terms of the HCPs.

The Conservancy's Board of Directors is comprised of representatives of each of the two land-use agencies which have obtained incidental take permits under the NBHCP, the City of Sacramento and County of Sutter. Each participating local government appoints five members to the Conservancy's Board of Directors.

Funding

The Conservancy is primarily funded from mitigation fees established by the Conservancy and approved by local government ordinance. The mitigation fees include components for land acquisition, restoration and enhancement, endowment, supplemental endowment, and administration. The fees are to be adjusted each year as necessary to implement the HCPs. As the Conservancy acquires land, other funding sources include agricultural leasing and other sources of revenue.

The supplemental endowment component does not meet the definition of a permanent fund type under generally accepted accounting principles. Therefore it is reported as the Supplemental Land and Contingency Fund in the financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Conservancy have been prepared in conformity with accounting principles generally accepted in the United States of America as applied to governmental agencies. The Governmental Accounting Standards Board is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The more significant accounting policies of the Conservancy are described below.

THE NATOMAS BASIN CONSERVANCY

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014

Conservancy-wide and fund financial statements

The Conservancy-wide financial statements (i.e., the statement of net position and the statement of activities) report information on all of the nonfiduciary fund types of the Conservancy.

The accounts of the Conservancy are organized on the basis of funds. A fund is a separate accounting entity with a self-balancing set of accounts. Each fund was established for the purpose of accounting for specific activities in accordance with applicable regulations, restrictions, or limitations. Major individual funds are reported as separate columns in the fund financial statements.

Measurement focus, basis of accounting, and financial statement presentation

The Conservancy-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. It is the Conservancy's policy to eliminate all internal activity in the Conservancy-wide statements.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the Conservancy considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures are generally recognized in the accounting period in which the related fund liability is incurred, if measurable. Allocations of cost, such as depreciation and amortization, are not recognized on governmental fund financial statements. Interfund payables and receivables are eliminated at the Conservancy-wide level.

The Conservancy reports the following major governmental funds:

General Fund – This fund is established to account for resources devoted to the administration of the activities of the Conservancy and excludes those resources required to be accounted for in another fund. The Conservancy presents this fund as the Administration Fund.

Special Revenue Funds – These funds are established to account for resources devoted to the restoration and enhancement of mitigation land owned by the Conservancy and Sacramento Area Flood Control Agency (SAFCA). The Conservancy presents these funds as the Restoration and Enhancement Fund, and the SAFCA NLIP Fund.

Capital Projects Funds – These funds are established to account for major capital expenditures of the Conservancy, primarily the acquisition of mitigation land. The Conservancy presents these funds as the Supplemental Land and Contingency Fund and the Land Acquisition Fund.

The Permanent Fund – This fund accounts for resources that are legally restricted, to the extent that only earnings, and not principal, may be used for purposes that support the Conservancy's programs. The Conservancy presents this fund as the Endowment Fund.

THE NATOMAS BASIN CONSERVANCY

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014

Amounts reported as program revenues include: 1) mitigation fees and farm rent, 2) contributions, 3) land management and 4) interest income in the endowment fund. Internally dedicated resources are reported as general revenues rather than as program revenue. The HCPs address the timing related to the use of restricted and then other less restricted classifications – committed, assigned and then unassigned fund balances.

Permanent Fund

In accordance with the Implementation Agreement for the HCPs, the Conservancy is required to segregate all endowment fees. The Endowment Fund is accounted for in a permanent fund. Interest earnings will be used to meet long-term operations and maintenance needs of the Conservancy at such time as mitigation fee income and farm rent income are no longer adequate.

Capital Assets

The Conservancy capitalizes all land, land improvements, furniture and fixtures, and equipment purchases with costs in excess of \$2,500 and a useful life of one year or more.

Capital asset acquisitions are recorded at cost. Contributions are recorded at the estimated fair value on the date of contribution. Non-monetary land trades are valued at the historical cost of the land relinquished.

Capital assets are depreciated using the straight-line method, half-year convention, over the following estimated useful lives:

Land improvements	15 years
Furniture and equipment	5 years

Compensated Absences

Accumulated unpaid employee vacation benefits are recognized as liabilities of the Conservancy on the Conservancy-wide financial statements. The Conservancy had a total of \$50,989 in accrued compensated absences as of December 31, 2014.

Fund Equity

The Conservancy-wide financial statements utilize a net position presentation. Net positions are categorized as net investment in capital assets, restricted, and unrestricted.

Net Investment in Capital Assets – This category groups all capital assets into one component of net position. Accumulated depreciation and the outstanding balances of debt, if any, that are attributable to the acquisition, construction, or improvement of these assets reduce the balance in this category.

Restricted Net Position – This category presents external restrictions imposed by creditors, grantors, contributors, or laws or regulations of other governments and restrictions imposed by law through constitutional provisions or enabling legislation.

THE NATOMAS BASIN CONSERVANCY

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014

Unrestricted Net Position – This category represents net position of the Conservancy not restricted for any project or other purpose.

The Conservancy's governmental fund statements utilize a fund balance presentation. Fund balances are categorized as nonspendable, restricted, committed, assigned, and unassigned.

Nonspendable Fund Balance – This category presents the portion of fund balance that cannot be spent because it is either not in a spendable form or it is legally or contractually required to be maintained intact. The Conservancy has prepaid expenses that meet the definition of nonspendable because the asset is not in a spendable form. The Conservancy also has the corpus of the Endowment fund that is legally required to remain intact and therefore meets the definition of nonspendable.

Restricted Fund Balance – This category presents the portion of the fund balance that is for specific purposes stipulated by constitution, external resource providers, laws and regulations, or enabling legislation.

Committed Fund Balance – This category presents the portion of the fund balance that is used for specific purposes determined by a formal action (Resolution) of the Conservancy's highest level of decision making authority and remains committed unless removed in the same manner. For the Conservancy, this level of authority lies with the Board of Directors.

Assigned Fund Balance – This category presents the portion of the fund balance that is intended to be used by the Conservancy for specific purposes but does not meet the criteria to be classified as restricted or committed. For the Conservancy, balances can be assigned by management or through the budget process.

Unassigned Fund Balance – This category presents the portion of the fund balance that does not fall into nonspendable, restricted, committed, or assigned categories and is spendable.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

THE NATOMAS BASIN CONSERVANCY

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014

3. CASH AND INVESTMENTS

Cash and investments as of December 31, 2014, are classified in the accompanying financial statements as follows:

Cash and investments held by City of Sacramento	\$ 61,297
Cash and investments held by fiscal agent	13,766,300
Restricted cash and investments held by fiscal agent	<u>16,326,913</u>
Total cash and investments	<u>\$ 30,154,510</u>

Investments Authorized by the Conservancy's Investment Policies

The Conservancy investment policy for the investments held by fiscal agent in the Endowment and Supplemental Land and Contingency Funds contains the following provisions relating to credit risk, interest rate risk, concentration of credit risk, and foreign currency risk:

No more than 5% shall be invested in any one common stock or debt instrument, and 30% in any diversified mutual fund and 25% in any broad-based index mutual fund. No more than 15% shall be invested in a hedge fund or hedge-like fund. Obligations of the U.S. government agencies are exempted from this allocation. Hedge funds or hedge-like funds may be used to minimize market risk and create a more stable stream of investment returns. Equity holdings shall be readily marketable securities traded on the major stock exchanges. International equity investments of similar quality and marketability will be permitted. Fixed income investments shall be readily marketable securities, including debt instruments of the U.S. Government and its agencies, corporations, and foreign denominated securities, so that the target average portfolio quality is investment grade. High-yield bond mutual funds may also be used when deemed appropriate provided the average portfolio quality remains investment grade or higher.

The Conservancy investment policy for the investments held by fiscal agent in the Administration, Restoration and Enhancement, Land Acquisition, and the SAFCA NLIP Funds contains the following provisions relating to credit risk, interest rate risk, concentration of credit risk, and foreign currency risk:

Allowable securities from approved issuers include money market mutual funds, commercial paper, master notes, funding agreements, certificates of deposit, repurchase agreements, bankers acceptances, obligations issued or guaranteed by United States Government agencies, U.S. treasury obligations, exchange traded funds, federal agency securities, corporate notes and bonds, and mortgage-backed securities.

An acceptable outstanding debt obligation from an approved issuer is one rated at least A-, A3, or A- or better by Standard & Poors, Moody's, or Fitch, respectively, or short term securities rated A-1, P-1 or F-1 or better by Standard & Poors, Moody's, or Fitch, respectively, at the time of purchase.

No more than 20% of the total investments made by the Conservancy should be invested in securities of any one approved issuer. No limit will be applied to securities issued or guaranteed by the United States Government or any of its agencies.

THE NATOMAS BASIN CONSERVANCY

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014

Investment Manager is permitted to invest in any of the allowable securities listed above. In addition to those securities, the Investment Manager may invest in a money market mutual fund that invests solely in the allowable securities listed above.

Average maturity of investments may range from one (1) day to twenty-four (24) months, depending on the individual portfolio by each manager. No portion of Conservancy funds will be invested in instruments issued outside of the United States, except in the case of international bonds in U.S. dollar denominations at a credit rating within the guidelines described above.

The Conservancy has adopted the City of Sacramento's investment policy for all fund investments held by the City of Sacramento. The required disclosure information regarding categorization of investments and other deposit and investment risk disclosures can be found in the City of Sacramento's comprehensive annual financial report and may be obtained by contacting the City of Sacramento Department of Finance, Accounting Division, 915 I Street, Sacramento, CA 95814.

Cash in City of Sacramento Pool

The Conservancy records investments at fair value, which is based on quoted market prices. The Conservancy participates in the City of Sacramento investment pool over which the City Treasurer has oversight. The City Treasurer pools cash with other City funds and investments to maximize income consistent with safe and prudent investment practices within the guidelines of the City's investment pool and reviews its investment policy on a quarterly basis. The fair value of the Conservancy's position in the pool is the same as the value of the pool shares.

Derivative Investments

The Conservancy did not directly enter into any derivative investments. The City of Sacramento Investment Pool A had no derivatives at December 31, 2014.

Investment Summary

At December 31, 2014, the Conservancy's investments consist of the following:

Equity mutual funds	\$ 21,943,250
External investment pool	61,297
Fixed income securities:	
Corporate bonds	5,189,902
Fixed income mutual funds	<u>2,000,189</u>
Total	<u>\$ 29,194,638</u>

THE NATOMAS BASIN CONSERVANCY

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014

Disclosures Relating to Interest Rate Risk

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

Information about the sensitivity of the fair values of the Conservancy's investments to market interest rate fluctuations is provided by the following table that shows the distribution of the Conservancy's investments by maturity:

	Maturity						Total
	Under 1 Year	1-5 Years	5-10 Years	10-15 Years	15-20 Years	Over 20 Years	
Equity mutual funds	\$ 21,943,250						\$ 21,943,250
External investment pool	61,297						61,297
Corporate bonds	3,517,890	\$1,672,012					5,189,902
Fixed income mutual funds	2,000,189						2,000,189
Total investments	\$ 27,522,626	\$1,672,012	\$	\$	\$	\$	\$ 29,194,638

Disclosures Relating to Credit Risk

Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. Presented below is the actual Standard & Poor's rating as of year end for each investment type.

	Rating as of End of Year	
City of Sacramento investment pool	Not rated	\$ 61,297
Equity mutual funds	Not rated	21,943,250
Government obligations	Not rated	2,000,189
Corporate bonds	AA+	177,710
Corporate bonds	AA	344,822
Corporate bonds	AA-	301,633
Corporate bonds	A+	1,493,572
Corporate bonds	A	1,215,615
Corporate bonds	A-	1,630,980
Corporate bonds	BBB+	25,570
Total		\$ 29,194,638

THE NATOMAS BASIN CONSERVANCY

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014

Concentration of Credit Risk

There were no investments in any one issuer (equity mutual funds and external investment pools) that represent 5% or more of the total Conservancy investments at December 31, 2014.

Custodial Credit Risk

Custodial credit risk for *deposits* is the risk that, in the event of the failure of a depository financial institution, an organization will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for *investments* is the risk that, in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, an organization will not be able to recover the value of its investment or collateral securities that are in the possession of another party. The Conservancy's investment policies do not contain requirements that limit exposure to custodial credit risk for deposits or investments.

The Conservancy's investments of \$61,297 in the City of Sacramento investment pool are supported by the value of the pool's underlying investments. The Conservancy's equity mutual funds of \$21,943,250 are registered in the Conservancy's name, and \$7,734,019 of cash equivalents and investments held by fiscal agents are uninsured and not registered in the name of the Conservancy. Cash balances held in banks are fully insured up to \$250,000 by the Federal Depository Insurance Corporation. The amount of excess deposits was \$168,307 as of December 31, 2014.

4. EXPLANATION OF DIFFERENCES BETWEEN THE BALANCE SHEET AND THE STATEMENT OF NET POSITION

Fund balances \$ 30,019,283

Capital assets used in Conservancy activities are not financial resources and therefore are not reported in the governmental funds.

Capital assets	\$ 36,964,561	
Less: accumulated depreciation	<u>(3,066,228)</u>	
		33,898,333

Long-term liabilities are not due and payable in the current period and therefore are not reported in the governmental funds.

Accrued compensated absences	<u>(50,989)</u>
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Net position \$ 63,866,627

THE NATOMAS BASIN CONSERVANCY

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014

5. EXPLANATION OF DIFFERENCES BETWEEN THE STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES AND THE STATEMENT OF ACTIVITIES

Net change in fund balances \$ (525,313)

Governmental funds report capital outlays as expenditures. In the statement of activities however, the cost of capital assets is allocated over their estimated useful lives as depreciation expense.

Capital outlay	18,591
Depreciation expense	(298,374)

The net effect of equipment disposals is a decrease in net position. (2,158)

Some expenses reported in the statement of activities do not require the use of current financial resources and therefore are not reported as expenditures in governmental funds.

Compensated absences	3,092
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Change in net position \$ (804,162)

6. CAPITAL ASSETS

A summary of changes in capital assets for the year ended December 31, 2014, is as follows:

	1/1/14	Additions	Deletions	12/31/14
Capital assets not being depreciated:				
Land	\$ 32,488,554			\$ 32,488,554
Capital assets being depreciated:				
Land improvements	4,408,404	\$ 15,353	\$ (3,435)	4,420,322
Office and other equipment	90,579	3,238	(38,132)	55,685
	4,498,983	18,591	(41,567)	4,476,007
Accumulated depreciation:				
Accumulated depreciation, land improvements	(2,730,734)	(293,401)	1,545	(3,022,590)
Accumulated depreciation, office equipment	(76,529)	(4,973)	37,864	(43,638)
	(2,807,263)	(298,374)	39,409	(3,066,228)
Total capital assets, net	\$ 34,180,274	\$ (279,783)	\$ (2,158)	\$ 33,898,333

THE NATOMAS BASIN CONSERVANCY

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014

7. RELATED PARTY TRANSACTIONS

During the year ended December 31, 2014, the Conservancy paid \$2,543 to the City of Sacramento for investment services.

8. OPERATING LEASE

The Conservancy leases office space in Sacramento under a lease expiring November 30, 2015. Total future minimum operating lease payments are presented as follows:

<u>Year Ending December 31,</u>	
2015	\$ <u>67,978</u>
	\$ <u>67,978</u>

Rent expense for the year ended December 31, 2014, was \$76,257.

9. LINE OF CREDIT

The Conservancy has a revolving non-interest-bearing line of credit with the City of Sacramento. The maximum amount the Conservancy is permitted to borrow is \$4,000,000. There was no outstanding principal balance at December 31, 2014.

10. INTERFUND ACTIVITY

Interfund balances as of December 31, 2014, consisted of the following:

<u>Receivable Fund</u>	<u>Payable Fund</u>	<u>Amount</u>
Administration	SAFCA NLIP	\$ <u>46,353</u>

11. RISK MANAGEMENT

The Conservancy is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The Conservancy purchases insurance coverage for commercial property, commercial general liability, boiler and machinery, fiduciary liability, directors' and officers' liability, employment practices liability, umbrella coverage, workers' compensation, and employee dishonesty. There have been no significant reductions in insurance coverage from the prior year by major categories of risk and there have been no claims or settlements for each of the past four years.

THE NATOMAS BASIN CONSERVANCY

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014

12. RETIREMENT PLAN

The Conservancy offers retirement benefits in the form of a Simplified Employee Pension-Individual Retirement Account defined contribution plan (the Plan) under Internal Revenue Code Section 408(k). The Plan covers all eligible employees who have completed at least one year of service and are at least 21 years of age. Employer contributions to the Plan are discretionary. Plan provisions are established and may be amended by the Internal Revenue Service. Retirement expense incurred for the year ended December 31, 2014, was \$37,427.

13. NATOMAS CENTRAL MUTUAL WATER COMPANY STOCK

The Conservancy holds 3,366 shares of Natomas Central Mutual Water Company (NCMWC) stock or approximately 11% of NCMWC's outstanding shares (31,706). The shares are attached to each land parcel owned by the Conservancy within the NCMWC's territory. When land is traded or sold, the stock associated with that land is automatically transferred. Ownership of this stock has costs associated with rights for delivery of water service for which the Conservancy pays NCMWC upon receipt of invoice. In the event the Conservancy wishes to cancel its shares and thereby cancel obligation for future assessments, water tolls, and services, the Conservancy must apply for cancellation, obtain NCMWC's board approval, and pay a cancellation fee of \$3,500 per share. At December 31, 2013, the most recent information available, the par value of the NCMWC stock held was \$10.00 per share or \$33,660. However, NCMWC's share price is not published, shares are not merchantable in and of themselves, since the shares are appurtenant to the land owned and NCMWC remains a non-profit organization. The estimated value and potential liability have not been recorded in these financial statements.

14. RESTATEMENT OF BEGINNING NET POSITION

The Conservancy recorded a restatement to its December 31, 2013 revenues and beginning net position to recognize reimbursement revenue from farmers earned in 2013. The effect of this restatement to recognize revenue earned is as follows:

	<u>Administration</u>	<u>Statement of Activities</u>
December 31, 2013 net position, as previously reported	\$ 7,370,601	\$ 64,572,999
Increase to other Revenue	97,790	97,790
December 31, 2013 net position, as restated	<u>\$ 7,467,851</u>	<u>\$ 64,670,789</u>

REQUIRED SUPPLEMENTARY INFORMATION

THE NATOMAS BASIN CONSERVANCY

**BUDGETARY COMPARISON SCHEDULE - ADMINISTRATION FUND
FOR THE YEAR ENDED DECEMBER 31, 2014**

	Budget Amounts		Actual	Variance with Final Budget
	Original	Final		
REVENUES				
Mitigation fees	\$ 130,606	\$ 130,606		\$ (130,606)
Rent revenue	450,000	450,000	\$ 745,602	295,602
Investment income	132,906	132,906	17,867	(115,039)
Other income	<u>50,000</u>	<u>50,000</u>	<u>148,897</u>	<u>98,897</u>
Total Revenues	<u>763,512</u>	<u>763,512</u>	<u>912,366</u>	<u>148,854</u>
EXPENDITURES				
Conservancy operations:				
Personnel services	535,751	535,751	482,904	52,847
Materials and services	2,658,497	2,605,747	1,884,264	721,483
Capital outlay	<u> </u>	<u> </u>	<u>3,238</u>	<u>(3,238)</u>
Total Expenditures	<u>3,194,248</u>	<u>3,141,498</u>	<u>2,370,406</u>	<u>771,092</u>
Excess (Deficiency) of Revenues				
Over (Under) Expenditures	<u>\$ (2,430,736)</u>	<u>\$ (2,377,986)</u>	<u>\$ (1,458,040)</u>	<u>\$ 919,946</u>

THE NATOMAS BASIN CONSERVANCY
BUDGETARY COMPARISON SCHEDULE -
RESTORATION AND ENHANCEMENT SPECIAL REVENUE FUND
FOR THE YEAR ENDED DECEMBER 31, 2014

	<u>Budget Amounts</u>		<u>Actual</u>	<u>Variance with Final Budget</u>
	<u>Original</u>	<u>Final</u>		
REVENUES				
Investment income	\$ 28,319	\$ 28,319	\$ 19,027	\$ (9,292)
Total Revenues	<u>28,319</u>	<u>28,319</u>	<u>19,027</u>	<u>(9,292)</u>
EXPENDITURES				
Total Expenditures	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Excess (Deficiency) of Revenues Over (Under) Expenditures	<u>\$ 28,319</u>	<u>\$ 28,319</u>	<u>\$ 19,027</u>	<u>\$ (9,292)</u>

THE NATOMAS BASIN CONSERVANCY

BUDGETARY COMPARISON SCHEDULE - SAFCA NLIP SPECIAL REVENUE FUND FOR THE YEAR ENDED DECEMBER 31, 2014

	<u>Budget Amounts</u>		<u>Actual</u>	<u>Variance with Final Budget</u>
	<u>Original</u>	<u>Final</u>		
REVENUES				
Land management	\$ 250,000	\$ 250,000	\$ 244,768	\$ (5,232)
Investment income	21,763	21,763	3,384	(18,379)
Rent revenue and other income	<u>93,560</u>	<u>93,560</u>	<u>4,426</u>	<u>(89,134)</u>
Total Revenues	<u>365,323</u>	<u>365,323</u>	<u>252,578</u>	<u>(112,745)</u>
EXPENDITURES				
Land mitigation:				
Personnel services			8,027	(8,027)
Materials and services	<u>323,560</u>	<u>323,560</u>	<u>243,822</u>	<u>79,738</u>
Total Expenditures	<u>323,560</u>	<u>323,560</u>	<u>251,849</u>	<u>71,711</u>
Excess (Deficiency) of Revenues				
Over (Under) Expenditures	<u>\$ 41,763</u>	<u>\$ 41,763</u>	<u>\$ 729</u>	<u>\$ (41,034)</u>

ADDITIONAL INFORMATION

**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***

Independent Auditor's Report

**To the Board of Directors
The Natomas Basin Conservancy
Sacramento, California**

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities and each major fund of the Natomas Basin Conservancy (the Conservancy), as of and for the year ended December 31, 2014, and the related notes to the financial statements, which collectively comprise the Conservancy's basic financial statements, and have issued our report thereon dated March 23, 2015.

Internal Control Over Financial Reporting

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

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

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

Compliance and Other Matters

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

Purpose of this Report

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



GILBERT ASSOCIATES, INC.
Sacramento, California

March 23, 2015