

**CITY OF SAN JOSE  
SOUTH BAY WATER RECYCLING  
PROGRAM AND SYSTEM**  
(A Program of the City of San José, California)

Independent Auditor's Report and  
Schedule of Net Operating Revenues

Year Ended June 30, 2017



Certified  
Public  
Accountants

**CITY OF SAN JOSE**  
**SOUTH BAY WATER RECYCLING PROGRAM AND SYSTEM**  
Year Ended June 30, 2017

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## Independent Auditor's Report

Recycled Water Policy Advisory Committee  
City of San José, California

We have audited the accompanying schedule of net operating revenues (Schedule) of the South Bay Water Recycling Program and System (Program), a program of the City of San José (City), for the year ended June 30, 2017, and the related notes to the Schedule.

### Management's Responsibility for the Schedule

Management is responsible for the preparation and fair presentation of the Schedule in accordance with the terms of the Integration Agreement between the City and the Santa Clara Valley Water District dated March 2, 2010 (Agreement); this includes determining that the accounting method specified in the Agreement referred to above is an acceptable basis for the preparation of the presentation of the Schedule in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the Schedule that is free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Schedule based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Schedule is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Schedule. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Schedule, 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 Schedule 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 Schedule.

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

### Opinion

In our opinion, the Schedule referred to above presents fairly, in all material respects, the net operating revenues of the Program for the year ended June 30, 2017 in accordance with the basis of accounting specified in the Agreement as described in Note 2 to the Schedule.

**Emphasis of Matters**

We draw attention to Note 2 to the Schedule, which describes the basis of accounting. The Schedule was prepared by the City in accordance with the terms of the Agreement, which is a basis of accounting other than accounting principles generally accepted in the United States of America.

As discussed in Note 3, the Program's Schedule is intended to present the net operating revenues of only that portion of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of the City that is attributable to the transactions of the Program. They do not purport to, and do not, present fairly the changes in the financial position of the City for the year ended June 30, 2017 in accordance with accounting principles generally accepted in the United States of America.

Our opinion is not modified with respect to these matters.

**Restriction on Use**

This report is intended solely for the information and use of the Recycled Water Policy Advisory Committee and management of the City and the Santa Clara Valley Water District and is not intended to be and should not be used by anyone other than these specified parties.

A handwritten signature in black ink that reads "Macias Gini & O'Connell LLP". The signature is written in a cursive, flowing style.

Walnut Creek, California  
March 16, 2018

**CITY OF SAN JOSE**  
**SOUTH BAY WATER RECYCLING PROGRAM AND SYSTEM**

(A Program of the City of San José, California)

Schedule of Net Operating Revenues

Year Ended June 30, 2017

Revenues:

Wholesale recycled water sales:

City of Santa Clara	\$ 3,290,389
City of Milpitas	847,514
San Jose Water Company	1,887,698
San Jose Muni Water	3,635,468
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Total revenues	9,661,069
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Expenses:

Program administration, permitting and compliance	2,930,029
System operations and maintenance	3,180,684
Communication and outreach	15,924
Overhead and capitated services	621,774
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Total expenses	6,748,411
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Net operating revenues	\$ 2,912,658
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See accompanying notes to the schedule of net operating revenues.

**CITY OF SAN JOSE**  
**SOUTH BAY WATER RECYCLING PROGRAM AND SYSTEM**

Notes to the Schedule of Net Operating Revenues  
Year Ended June 30, 2017

**(1) GENERAL**

On March 2, 2010, the City of San José (“City”) and the Santa Clara Valley Water District (“District”) entered into a Recycled Water Facilities and Programs Integration Agreement (“Integration Agreement”).

The City, as the administering agency for the San José/Santa Clara Water Pollution Control Plant (“Plant”), a joint powers agency of the State of California, manages and operates the South Bay Water Recycling Program and System (“Program”).

The District is the primary water management agency for Santa Clara County, providing wholesale water supply, groundwater management, and flood management.

In 1990, the City developed the South Bay Action Plan (“Action Plan”), which was designed to reduce flows from the Plant to South San Francisco Bay to avoid converting the salt marsh habitat of two endangered species, the Salt Marsh Harvest Mouse and the California Clapper Rail. The Action Plan had three main components: water recycling, marsh mitigation, and water conservation. It was approved by the San Francisco Bay Regional Water Quality Control Board and adopted by the City in 1991.

In 1997, the Action Plan was revised to call for expansion of the water recycling and conservation programs as well as several new flow reduction programs. The Revised Plan was approved by the Regional Board in 1997 and incorporated into the City’s Plant National Pollutant Discharge Elimination System (NPDES) permit in 1998.

The City began development of the Program in 1994. The Program currently consists of 110 miles of pipe, four pump stations, and three reservoirs and serves nearly 600 customers with an average of approximately 10,000 acre-feet annually of recycled water.

The District Board of Directors is committed to ensuring that the water supply for Santa Clara County meets or exceeds all applicable water quality regulatory standards. The District, as the groundwater management agency for the County, aggressively protects the groundwater basins from contamination and the threat of contamination.

On April 7, 1998, the City and the District entered into an agreement titled “South Bay Water Recycling Reimbursement Agreement For Development And Utilization Of Non-potable Recycled Water Between The Santa Clara Valley Water District And City of San José”, providing for payment by the District to the City for water produced and distributed by the Program that offsets District supplies (the “1998 Reimbursement Agreement”). This 1998 Reimbursement Agreement, as extended by the City and the District, expired on June 30, 2009.

In 2000, the City began, and the District participated in, a multi-stakeholder process to develop a long-term master plan for the Program. The findings of that process confirmed the importance of the linkage between the Program and the District’s Integrated Water Resource Plan (“IWRP”) and the need for a long-term collaboration between the City and the District.

**CITY OF SAN JOSE**  
**SOUTH BAY WATER RECYCLING PROGRAM AND SYSTEM**

Notes to the Schedule of Net Operating Revenues  
Year Ended June 30, 2017

The District completed its second IWRP in 2003. The District Board of Directors adopted new Ends Policies in 2005 following completion of IWRP 2003. Some of these new policies recognized the need for all weather water supplies and placed value on local water supplies.

In 2003, the City and the District began collaborating on design, construction and operation of an advanced treated recycled water facility and related facilities (“AWTF”), to be located on lands owned by the Plant, in order to demonstrate the treatment capability of a local AWTF to produce highly purified water that will be blended with existing recycled water to expand irrigation and industrial uses.

The City and the District desire to financially support the production and use of recycled water in Santa Clara County consistent with each party’s separate and distinct interests: for wastewater treatment and disposal for the City, and water quality and supply for the District, as well as to coordinate and cooperate to achieve the most cost effective, environmentally beneficial utilization of recycled water to meet both water supply and wastewater treatment and disposal needs.

On March 2, 2010, the City and the District entered into the Integration Agreement. The signed Integration Agreement created the Recycled Water Policy Advisory Committee, approved the building of the new AWTF, and increased the use of recycled water in Santa Clara County. The role of the Advisory Committee is to annually make recommendations to the Board of Directors of the District and the City Council of the City on their respective proposed budgets for the ensuing fiscal year for the maintenance, expansion, replacement, improvement and operation of the Program and the AWTF.

The schedule of net operating revenues of Program is presented to comply with the Integration Agreement.

**(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of Presentation and Accounting*

The accompanying schedule of net operating revenues is intended to present the Program’s net operating revenues pursuant to the Integration Agreement and is not intended to be a complete presentation of the Program’s changes in financial position. The Program’s transactions are accounted for in accordance with the terms of the Integration Agreement. Revenues are recognized when earned and expenses are recognized when the liability is incurred.

*Program Revenues*

Program revenues for the year ended June 30, 2017 totaled \$9.7 million. The revenues are from recycled water sales to the following recycled water retailers: (1) the City of Milpitas Water and Sewer; (2) the City of Santa Clara Water and Sewer Utility; (3) the San José Municipal Water System; and (4) the San José Water Company.

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**SOUTH BAY WATER RECYCLING PROGRAM AND SYSTEM**

Notes to the Schedule of Net Operating Revenues  
Year Ended June 30, 2017

*Program Expenses*

The Program's expenses for the year ended June 30, 2017 totaled \$6.7 million. These expenses mainly included: program administration costs and system operations and maintenance costs. The expenses represent the City's allocations of the Wastewater Treatments System fund's expenses to the Program based on the Environmental Services Department personnel's direct and indirect levels of effort.

**(3) RELATIONSHIP TO THE BASIC FINANCIAL STATEMENTS**

The South Bay Water Recycling Program is a program of the City's Wastewater Treatment System fund. Accordingly, the Program revenues and expenses are reported in the City's basic financial statements as part of the Wastewater Treatment System enterprise fund. The schedule of net operating revenues (Schedule) is intended to present the net operating revenues of only that portion of the City that is attributable to the transactions of the Program. They do not purport to, and do not, present fairly the changes in the financial position of the City for the year ended June 30, 2017 in accordance with accounting principles generally accepted in the United States of America.

**(4) LITIGATION**

**Great Oaks Water Company**

In the action Great Oaks Water Company, Inc. et al vs. the City of San José, the San José Redevelopment Agency, Southbay Water Recycling, and Does One through One Hundred, the plaintiffs alleged unfair and unreasonable business practices. The action was dismissed without prejudice after the parties entered into an agreement to toll the statute of limitations. Settlement discussions have occurred intermittently over several years. While, the likelihood of an unfavorable result is possible, the City is not able to assess the amount of damages, if any, sustained by the plaintiffs.

**Tributary Agencies Claim**

Currently, two claims for breach of contract and inequity have been filed by the Tributary Agencies that share wastewater treatment services with the City of San Jose for the San Jose-Santa Clara Regional Wastewater Facility or "the RWF" (the City of San Jose is the Administrating Agency for the RWF as well as co-owner with the City of Santa Clara). Their claims were filed on January 22, 2016, and September 7, 2016, concerning disagreements regarding the interpretation of how the capital costs to rehabilitate the RWF as generally described in the Plant Master Plan should be apportioned, and whether the Master Agreements for wastewater treatment must be amended to require the Tributary Agencies to pay for their respective portions of the capital cost. The City cannot predict the outcome or timelines for resolution of these claims. For more detail on this matter, please refer to pages 150 and 151 in the City of San Jose 2017 Comprehensive Annual Financial Report.