2008 MEASURE E FUND ANNUAL FINANCIAL REPORT AND PERFORMANCE AUDIT

FOR THE YEAR ENDED JUNE 30, 2014

2008 MEASURE E FUND ANNUAL FINANCIAL REPORT

FOR THE YEAR ENDED JUNE 30, 2014

Summary Schedule of Prior Audit Findings

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INDEPENDENT AUDITOR'S REPORT

Governing Board and Citizens Oversight Committee East Side Union High School District San Jose, California

Report on the Financial Statements

We have audited the accompanying financial statements of the East Side Union High School District's (the District), 2008 Measure E Fund (the Fund), as of and for the year ended June 30, 2014, and the related notes to the financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of 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 financial statements, whether due to error or fraud. 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 principles used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall financial statement presentation.

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

Opinion

In our opinion, the financial statements referred to previously present fairly, in all material respects, the financial position of the 2008 Measure E Fund of the East Side Union High School District as of June 30, 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.

Emphasis of Matter

As discussed in Note 1, the financial statements present only the financial activities of the 2008 Measure E Fund, as of June 30, 2014, and are not intended to present fairly the financial position and the results of operations of East Side Union High School District in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Reporting Required by Government Auditing Standards

Davsinek, Trine, Day & Co, LIP

In accordance with *Government Auditing Standards*, we have also issued our report dated December 2, 2014, on our consideration of the Fund's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is 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 with the results of our audit.

Palo Alto, California December 2, 2014

2008 MEASURE E FUND BALANCE SHEET JUNE 30, 2014

ASSETS Deposits and investments Interest receivable Total Assets	\$ 67,641,345 69,663 \$ 67,711,008
LIABILITIES AND FUND BALANCES	
LIABILITIES Vendor payable	\$ 2,748,230
FUND BALANCE Restricted for capital projects Total Liabilities and Fund Balance	64,962,778 \$ 67,711,008

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

2008 MEASURE E FUND STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE FOR THE YEAR ENDED JUNE 30, 2014

REVENUES Investment income	\$ 349,327
EXPENDITURES	
Current Expeditures	
Classified salaries	1,113,494
Employees benefits	520,935
Supplies	3,296,960
Services and other operating expenses	2,546,369
Capital Outlay	25,444,825
Total Expenditures	 32,922,583
EXCESS OF EXPENDITURES OVER REVENUES	(32,573,256)
FUND BALANCE - BEGINNING	 97,536,034
FUND BALANCE - ENDING	\$ 64,962,778

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

2008 MEASURE E FUND NOTES TO FINANCIAL STATEMENTS JUNE 30, 2014

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the 2008 Measure E Fund (the Fund) of the East Side Union High School District (the District) conform to accounting principles generally accepted in the United States of America as prescribed by the Governmental Accounting Standards Board (GASB).

Financial Reporting Entity

The financial statements include the financial activity of the Fund only. The Fund was established to account for the expenditures of general obligation bonds issued under the 2008 Measure E Election (the Measure). These financial statements are not intended to present the financial position and results of operations of the District as a whole, in conformity with accounting principles generally accepted in the United States of America. The authorized issuance amount of the bonds is \$349,000,000. The first series of bonds, Series A, in the amount of \$50,000,000 were sold on June 12, 2008. The second series of bonds, Series B, in the amount of \$100,000,000, were sold on March 24, 2010. The third series of bonds, Series C, in the amount of \$20,026,088, were sold on July 14, 2011. The fourth series of bonds, Series D, in the amount of \$100,000,000 were sold on April 17, 2012.

Fund Accounting

The operations of the Fund are accounted for in a separate set of self-balancing accounts that comprise its assets, liabilities, fund balance, revenues, and expenditures. Resources are allocated to and accounted for in the fund based upon the purpose for which they are to be spent and the means by which spending activities are controlled.

Basis of Accounting

Basis of accounting refers to when revenues and expenditures or expenses are recognized in the accounts and reported in the financial statements. Basis of accounting relates to the timing of measurement made, regardless of the measurement focus applied.

The financial statements of the Fund are accounted for using the flow of current financial resources measurement focus and the modified accrual basis of accounting. Using this measurement focus, only current assets and current liabilities are included in the balance sheet. Long-term debt is not included as a liability of the Fund, but is disclosed separately in the notes to financial statements. Under the modified accrual basis of accounting, revenues are recognized in the accounting period in which they become both measurable and available to finance expenditures of the current fiscal period. Expenditures are recognized in the accounting period in which the liability is incurred.

Fund Balance - Governmental Funds

As of June 30, 2014, fund balance of the Fund is classified as restricted.

Restricted funds can only be spent for specific purposes because of constitutional provisions or enabling legislation or because of constraints that are externally imposed by creditors, grantors, contributors, or the laws or regulations of other governments.

2008 MEASURE E FUND NOTES TO FINANCIAL STATEMENTS JUNE 30, 2014

NOTE 2 - INVESTMENTS

Policies and Practices

The District, alongside with the Fund, is authorized under the California Government Code to make direct investments in local agency bonds, notes, or warrants within the State: U.S. Treasury instrument; registered State warrants or treasury notes: securities of the U.S. Government, or its agencies; bankers acceptances; commercial paper; certificates of deposit placed with commercial banks and/or savings and loan companies; repurchase or reverse repurchase agreement; medium term corporate notes; shares of beneficial interest issued by diversified management companies, certificates of participation, obligations with first priority security, and collateralized mortgage obligations.

Investment in County Treasury

The District, alongside with the Fund, is considered to be an involuntary participant in an external investment pool as the District is required to deposit all receipts and collections of monies with their County Treasurer (*Education Code* Section 41001). The fair value of the District's investment in the pool is reported in the accounting financial statement at amounts based upon the District's pro-rata share of the fair value provided by the County Treasurer for the entire portfolio (in relation to the amortized cost of that portfolio). The balance available for withdrawal is based on the accounting records maintained by the County Treasurer, which is recorded on the amortized cost basis.

Deposits with county treasurer	\$ 67,641,345	\$ 67,717,103
	Amount	Value
	Reported	Fair

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 value is to changes in market interest rates. The Fund manages its exposure to interest rate risk by depositing substantially all of its funds in the County Treasury Pool. The fair value of this investment is approximately \$67,717,103 with an average maturity of 416 days.

2008 MEASURE E FUND NOTES TO FINANCIAL STATEMENTS JUNE 30, 2014

NOTE 3 - GENERAL LONG-TERM DEBT

The combined general obligation debt of the 2002 Measure G and 2008 Measure E bond programs, are outstanding as follows:

				Bonds			Bonds
	Maturity	Interest	Original	Outstanding	Accreted/		Outstanding
Issue Title	Date	Rate	Issue	July 1, 2013	Issued	Redeemed	June 30, 2014
Current Interest E	ond						
2003 Refunding	2022	3.0-4.6%	\$ 36,795,000	\$ 1,995,000	\$ -	\$ 1,995,000	\$ -
2003 Refunding	2025	2.0-5.3%	97,160,000	70,055,000	-	2,570,000	67,485,000
2002 Series D	2030	3.5-5.0%	70,000,000	58,005,000	-	58,005,000	-
2002 Series F	2036	4.0-5.0%	50,000,000	44,230,000	-	43,020,000	1,210,000
2006 Refunding	2036	4.0-5.3%	42,665,000	42,665,000	-	1,390,000	41,275,000
2007 Refunding	g 2020	4.0-5.0%	11,545,000	10,445,000	-	1,670,000	8,775,000
2008 Series A	2039	4.0-5.0%	50,000,000	47,010,000	-	915,000	46,095,000
2002 Series H	2034	5.1-6.0%	18,000,000	17,425,000	-	275,000	17,150,000
2008 Series B	2040	3.0-5.0%	100,000,000	96,840,000	-	1,700,000	95,140,000
2010 Refunding	2028	2.0-5.0%	46,160,000	43,370,000	-	2,230,000	41,140,000
2008 Series C	2026	4.0%	20,026,088	17,966,390	-	1,108,644	16,857,746
2008 Series D	2043	2.0-5.0%	100,000,000	100,000,000	-	-	100,000,000
2011 Refunding	2022	3.8-4.6%	20,135,000	19,995,000	-	1,125,000	18,870,000
2012 Refunding	2029	2.0-5.0%	36,735,000	36,735,000	-	1,630,000	35,105,000
2013 Refunding	2029	3.0-5.0%	88,145,000	-	88,145,000	-	88,145,000
2014 Refunding	2035	2.0-5.0%	41,400,000		41,400,000		41,400,000
Sub-Total			828,766,088	606,736,390	129,545,000	117,633,644	618,647,746
Capital Appreciat	ion						
2002 Series E	2030	4.2-5.1%	29,999,529	46,304,668	718,922	36,263,296	10,760,294
2002 Series G	2032	4.6-6.9%	19,997,739	26,854,425	1,427,691		28,282,116
Sub-Total			49,997,268	73,159,093	2,146,613	36,263,296	39,042,410
Total Gener	al Obliga	tion Bonds	\$ 878,763,356	\$ 679,895,483	\$ 131,691,613	\$ 153,896,940	\$ 657,690,156

2008 MEASURE E FUND NOTES TO FINANCIAL STATEMENTS JUNE 30, 2014

The combined debt service requirements of the 2002 Measure G and 2008 Measure E bond programs is outstanding as follows:

		Interest to	
Fiscal Year	Principal	Maturity	Total
2015	\$ 19,195,070	\$ 29,139,212	\$ 48,334,282
2016	19,933,043	27,761,177	47,694,220
2017	21,889,642	27,896,102	49,785,744
2018	23,543,164	27,243,868	50,787,032
2019	25,682,851	27,185,197	52,868,048
2020-2024	162,353,775	114,526,279	276,880,054
2025-2029	167,517,651	71,840,108	239,357,759
2030-2035	97,476,759	53,530,579	151,007,338
2036-2040	73,275,000	16,656,558	89,931,558
2041-2044	33,505,000	2,679,338	36,184,338
Total	644,371,955	\$ 398,458,418	\$ 1,042,830,373
Accretions to date	13,318,201		
Total	\$ 657,690,156		

Debt Service Requirements

The general obligation bonds mature through 2044. Repayment of the bonds will be funded by a separate property tax override levied on property residing within the District boundaries. Property tax revenues will be collected and disbursed out of a separate Bond Interest and Redemption Fund accounted for by the Santa Clara County Controller's Office. This fund is not included as part of these financial statements. General school district revenues will not be required to fund the debt service on the bonds.

2008 MEASURE E FUND NOTES TO FINANCIAL STATEMENTS JUNE 30, 2014

NOTE 4 - COMMITMENTS AND CONTINGENCIES

Construction Commitments

As of June 30, 2014, the District had construction commitments which are partially funded by the Fund as follows:

	Remaining	Expected
	Construction	Date of
<u>Capital Project</u>	Commitment	Completion
Andrew Hill - AH Addition/New - Science Bldg	\$ 5,814,227	6/30/2015
District Program Cost & Program Management Services Cost	1,322,258	12/30/2017
Evergreen Valley - Misc Bldg Improvements	274,445	6/30/2015
Independence Mod - Bldgs N1-2	1,006,716	6/30/2015
Independence Mod - Performing Arts Center Bldg F	403,608	6/30/2016
Independence Mod - Visual Arts Complex Bldg G	13,628	6/30/2015
Oak Grove Mod - Building U	206,311	6/30/2016
Oak Grove Mod - Theater Building I	202,078	6/30/2016
Piedmont Hills - Small Gym	783,105	6/30/2015
WC Overfelt - Mod - Special Ed Bldg J	319,788	6/30/2016
	\$ 10,346,164	- -

Litigation

The Fund is involved in various litigation arising from the normal course of business. In the opinion of management and legal counsel, the disposition of all litigation pending is not expected to have a material adverse effect on the overall financial position of the Fund as of June 30, 2014.

INDEPENDENT AUDITOR'S REPORT



VALUE THE DIFFERENCE



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

Board of Trustees and Citizens Oversight Committee East Side Union High School District San Jose, 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 East Side Union High School District's (the District) 2008 Measure E Fund (the Fund), as of and for the year ended June 30, 2014, and the related notes to the financial statements, which collectively comprise the Fund's basic financial statements, and have issued our report thereon dated December 2, 2014.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Fund'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 Fund's internal control. Accordingly, we do not express an opinion on the effectiveness of the Fund'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 Fund'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.

Palo Alto, California December 2, 2014

Javsinek Trine Day & Co, LLD

SCHEDULE OF FINDINGS AND QUESTIONED COSTS

2008 MEASURE E FUND FINANCIAL STATEMENT FINDINGS JUNE 30, 2014

None reported.

2008 MEASURE E FUND SUMMARY SCHEDULE OF PRIOR AUDIT FINDINGS JUNE 30, 2014

None reported.

2008 MEASURE E FUND PERFORMANCE AUDIT

FOR THE YEAR ENDED JUNE 30, 2014

EAST SIDE UNION HIGH SCHOOL DISTRICT 2008 MEASURE E FUND

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INDEPENDENT AUDITOR'S REPORT ON PERFORMANCE

Governing Board and Citizens Oversight Committee East Side Union High School District San Jose, California

We were engaged to conduct a performance audit of the East Side Union High School District's (the District), 2008 Measure E Fund (the Fund) for the year ended June 30, 2014.

We conducted this performance audit in accordance with the standards applicable to performance 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 sufficient, appropriate evidence to provide a reasonable basis for our conclusion based on our audit objectives. We believe that the evidence obtained provides a reasonable basis for our conclusions based on our audit objectives.

Our audit was limited to the objectives listed within the report, which includes determining the Fund's compliance with the performance requirements as referred to in the 2008 Measure E and outlined in Article XIIIA, Section 1(b)(3)(C) of the California Constitution. Management is responsible for the Fund's compliance with those requirements.

In planning and performing our performance audit, we obtained an understanding of the Fund's internal control in order to determine if the internal controls were adequate to help ensure the Fund's compliance with the requirements referred to in the 2008 Measure E and outlined in Article XIIIA, Section 1 (b)(3)(C) of the California Constitution. Accordingly, we do not express an opinion on the effectiveness of the District's internal control.

The results of our tests indicated that the District expended 2008 Measure E Funds only for the specific projects approved by the voters in accordance with 2008 Measure E, and outlined in Article XIIIA, Section 1 (b)(3)(C) of the California Constitution.

Palo Alto, California December 2, 2014

awsinek, Trine, Day & Co, LLD

2008 MEASURE E FUND JUNE 30, 2014

AUTHORITY FOR ISSUANCE

The 2008 Measure E Bonds are issued pursuant to the Constitution and laws of the State of California (the State), including the provisions of Chapters 1 and 1.5 of Part 10 of the California Education Code, and other applicable provisions of law.

The 2008 general obligation bonds were authorized by an election of the registered voters of the East Side Union High School District held on February 5, 2008. The total amount authorized was \$349,000,000. The proceeds are to be used for the financing of site improvements and modernization of school facilities. The first series of bonds, Series A, in the amount of \$50,000,000 were sold on June 12, 2008. The second series of bonds, Series B, in the amount of \$100,000,000 were sold on March 24, 2010. The third series of the bonds, Series C, in the amount of \$20,026,088 were sold on July 14, 2011. The fourth series of the bonds, Series D, in the amount of \$100,000,000, were sold on April 17, 2012.

PURPOSE OF ISSUANCE

The net proceeds of the bonds and any other series of general obligation bonds issued under the authorization will be used for the purposes specified in the Measure E submitted at the 2008 election, which include upgrading classrooms and libraries, providing safety improvements, modernizing lighting, roofs, windows, and plumbing and technology upgrades and removing hazardous materials.

Per the Measure, the scope of "Bond proceeds will be expended to modernize, replace, renovate, construct, equip, furnish, rebuild and otherwise improve District facilities. The specific school facilities projects include all related and incidental costs, including costs of design, engineering, architect and other professional services, site preparation, utilities, landscaping and other incidental costs, and construction management. Bond proceeds may also be expended to acquire real property for future educational facilities and to acquire and install furniture, fixtures and equipment at any classrooms and other facilities of the District. The District may alter the scope and nature of any of the specific projects, as required by conditions that arise during the course of design and construction, including unforeseen conditions such as dry rot, mold and faulty engineering."

AUTHORITY FOR THE AUDIT

On November 7, 2000, California voters approved Proposition 39, the Smaller Classes, Safer Schools and Financial Accountability Act which amended portions of the California Constitution to provide for the issuance of general obligation bonds by school districts, community college districts, or county offices of education, "for the construction, reconstruction, rehabilitation, or replacement of school facilities, including the furnishing and equipping of school facilities, or the acquisition or lease of rental property for school facilities", upon approval by 55 percent of the electorate. In addition to reducing the approval threshold from two-thirds to 55 percent, Proposition 39 and the enacting legislation (AB 1908 and AB 2659) requires the following accountability measures as codified in Education Code Sections 15278-15282:

- 1. Requires that the proceeds from the sale of the bonds be used only for the purposes specified in Article XIIIA, Section 1(b)(3)(C) of the California Constitution, and not for any other purpose, including teacher and administrator salaries and other school operating expenses.
- 2. The school district must list the specific school facilities projects to be funded in the ballot measure, and must certify that the governing board has evaluated safety, class size reduction and information technology needs in developing the project list.

2008 MEASURE E FUND JUNE 30, 2014

- 3. Requires the school district to appoint a citizen's oversight committee.
- 4. Requires the school district to conduct an annual independent financial audit and performance audit in accordance with the Government Auditing Standards issued by the Comptroller General of the United States of the bond proceeds until all of the proceeds have been expended.
- 5. Requires the school district to conduct an annual independent performance audit to ensure that the funds have been expended only on the specific projects listed.

OBJECTIVES OF THE AUDIT

- 1. Determine whether expenditures charged to the Fund have been made in accordance with the bond project list approved by the voters through the approval of the 2008 Measure E.
- 2. Determine whether salary transactions charged to the Fund were in support of the 2008 Measure E and not for District general administration or operations.

SCOPE OF THE AUDIT

The scope of our performance audit covered the period of July 1, 2013 to June 30, 2014. The population of expenditures tested included all object and project codes associated with the bond projects. The propriety of expenditures for capital projects and maintenance projects funded through other State or local funding sources, other than proceeds of the bonds, were not included within the scope of the audit. Expenditures incurred subsequent to June 30, 2014 were not reviewed or included within the scope of our audit or in this report.

PROCEDURES PERFORMED

We obtained the general ledger and the project expenditure reports prepared by the District for the fiscal year ended June 30, 2014 for the 2008 Measure E Fund. Within the fiscal year audited, we obtained invoices and other supporting documentation for a sample of expenditures to ensure compliance with the requirements of Article XIIIA, Section 1(b)(3)(C) of the California Constitution and the 2008 Measure E as to the approved bond projects list. We performed the following procedures:

- 1. We selected a sample of expenditures for the period starting July 1, 2013 and ending June 30, 2014, and reviewed supporting documentation to ensure that such funds were properly expended on the specific projects listed in the ballot text.
- 2. Our sample included transactions totaling \$22,552,511. This represents 69 percent of the total expenditures of \$32,922,583.
- 3. We verified that funds were generally expended for the construction, renovation, furnishing and equipping of District facilities constituting authorized bond projects. In addition, we verified that funds held were used for salaries of administrators only to the extent they perform administrative oversight work on construction projects as allowable per Opinion 04-110 issued on November 9, 2004 by the State of California Attorney General.

2008 MEASURE E FUND JUNE 30, 2014

CONCLUSION

The results of our tests indicated that, in all significant respects, the East Side Union High School District has properly accounted for the expenditures held in the Fund and that such expenditures were made for authorized bond projects. Further, it was noted that funds held in the Fund, and expended by the District, were used for salaries of administrators only to the extent they perform administrative oversight work on construction projects as allowable per Opinion 04-110 issued on November 9, 2004 by the State of California Attorney General.

2008 MEASURE E FUND SCHEDULE OF FINDINGS AND QUESTIONED COSTS JUNE 30, 2014

None reported.