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Thanks to: Raymond Yin, Sharmin Wellington, Xiaowen Zhao, and Aaron Louie

Audit of Financial Statements of Havasu Water Company For the Years Ended December 31, 2016 and 2015

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PUBLIC UTILITIES COMMISSION

505 VAN NESS AVENUE SAN FRANCISCO, CA 94102-3298



Report of Independent Auditors

Jennifer Hodges, Acting President Havasu Water Company 25108 Marguerite Parkway, Suite A-252 Mission Viejo, California 92692

Report on the Financial Statements

The Utility Audit, Finance and Compliance Branch (UAFCB) of the California Public Utilities Commission (Commission) was engaged to audit the accompanying financial statements of Havasu Water Company (HWC), which are comprised of the balance sheets as of December 31, 2016 and 2015, and the related statements of income, retained earnings and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

HWC's management is responsible for the preparation and fair presentation of the financial statements presented in the 2016 and 2015 annual reports filed with the Commission. The Commission requires that the statements be in accordance with the accounting requirements of the Commission as set forth in the Uniform System of Accounts (USOA) for Water Utilities, as described in Note 1 in the Notes to the Financial Statements attached herein. Management is also responsible for the design, implementation, and maintenance of internal controls 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

The responsibility of the UAFCB is to express an opinion on HWC's financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters described in the Basis for Disclaimer of Opinion paragraph, however, UAFCB was not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

UAFCB has requested HWC to submit a Management Representation Letter to ensure that HWC has disclosed all necessary information, including the fair presentation of the financial information on the financial statements, to the Commission. As of the date of this report, HWC has not provided UAFCB with the requested Management Representation Letter. During our audit, UAFCB also became aware that HWC was implicated in legal issues over the easement rights and obligations with the Chemehuevi Indian Tribe. UAFCB was unable to obtain sufficient information on the legal matters to assess the potential impact, if any, on HWC's

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financial statements. Due to the restriction of scope by HWC and the lack of sufficient supporting documents, UAFCB was unable to determine if HWC's financial statements were presented fairly, nor we consider HWC's disclosures are adequate.

Disclaimer of Opinion

Because of the significance of the matters described in the Basis for Disclaimer of Opinion paragraph, UAFCB has not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, UAFCB does not express an opinion on these financial statements.

Basis of Accounting

We draw attention to Note 1 of the financial statements, which describes the basis of accounting. The financial statements are prepared by HWC on the basis of the accounting requirements of the California Public Utilities Commission as set forth in the Uniform System of Accounts for Water Utilities, which is a basis of accounting other than accounting principles generally accepted in the United States of America.

Use of Report

The report is intended solely for the information and use by the Commission and Havasu Water Company. It should not be used by anyone other than the specified parties.

Raymond Yin, CPA

Program and Project Supervisor

Utility Audit, Finance and Compliance Branch

Audit of Financial Statements of Havasu Water Company For the Years Ended December 31, 2016 and 2015

Balance Sheets

	As of December 31	for the Year
	2016	2015
ASSETS	*	
UTILITY PLANT		
Water Plant in Service (Note 1)	\$472,594	\$472,594
Accumulated Depreciation of Water Plant (Note 1)	(296,387)	(284,395)
Net Utility Plant	176,207	188,199
CURRENT AND ACCRUED ASSETS		
Cash	104,062	69,825
Accounts Receivable	17,167	18,556
Materials and Supplies	500	500
Other Current Assets	5,351	5,130
Total Current and Accrued Assets	127,080	94,011
Total Assets	\$303,287	\$282,210
CAPITALIZATION AND LIABILITIES CORPORATE CAPITAL AND SURPLUS		
Common Stock	\$40,990	\$40,990
Other Paid-in Capital	600,078	600,078
Retained Earnings (Note 1)	(431,307)	(451,733)
Total Corporate Capital and Surplus	209,761	189,335
CURRENT AND ACCRUED LIABILITIES		
Accounts Payable	10,799	7,857
Customer Deposits	5,070	5,870
Other Current Liability	672	0
Total Current and Accrued Liabilities	16,541	13,727
CONTRIBUTIONS IN AID OF CONSTRUCTION	*	
Contributions In Aid of Construction	108,000	108,000
Accumulated Amortization of Contributions	(31,015)	(28,852)
Net Contributions In Aid of Construction	76,985	79,148
Total Equity and Liabilities	\$303,287	\$282,210

(The accompanying notes and the appendices are an integral part of these Financial Statements)

Income Statements

	For the Year of		
	2016	2015	
OPERATING REVENUES			
Metered Water Revenue (Note 1)	\$214,381	\$188,305	
Other Water Revenue	1,175	1,228	
Total Operating Revenue	215,556	189,533	
OPERATING EXPENSES			
Plant Operation and Maintenance Expenses			
Purchased Water	2,526	0	
Power	13,497	14,505	
Other Volume Related Expenses	3,380	3,385	
Employee Labor	33,075	26,038	
Materials	3,048	7,511	
Contract Work	9,036	7,285	
Transportation Expenses	3,469	4,368	
Total Plant Operation and Maintenance Expenses	68,031	63,082	
Administrative and General Expenses			
Office Salaries	35,895	34,365	
Management Salaries	12,000	12,909	
Employee Pensions and Benefits	9,292	21,093	
Office Services and Rentals	11,366	11,153	
Office Supplies and Expenses	8,322	7,729	
Professional Services	4,575	4,191	
Insurance	11,318	9,107	
Regulatory Commission Expense	2,505	2,741	
General Expenses	5,766	1,861	
Total Administrative and General Expenses	101,039	105,149	
Total Operating Expenses	169,070	168,231	
Depreciation Expense (Note 1)	9,829	9,829	
Taxes Other Than Income Taxes	12,784	12,578	
State Corporate Income Tax Expense	800	800	
Total Operating Revenue Deductions	192,483	191,438	
Total Utility Operating Income/ <loss></loss>	23,073	(1,905)	
OTHER INCOME AND DEDUCTIONS			
Non-utility Income	3,662	51	
Interest Expenses	(311)	(49)	
Total Other Income and Deductions	3,351	2	
Net Income/ <loss></loss>	\$26,424	(\$1,903)	

(The accompanying notes and the appendices are an integral part of these Financial Statements)

Statements of Retained Earnings

	For the Year of		
	2016	2015	
Retained Earnings, Beginning of Year	(\$451,733)	(\$449,830)	
CREDITS:			
Net Income	26,424	(1,903)	
Total Credits	26,424	(1,903)	
DEBITS:			
UAFCB Cumulative Adjustment to Beginning Balance ¹	(5,998)	0	
Total Debits	(5,998)	0	
Retained Earnings, End of Year ²	(\$431,307)	(\$451,733)	

(The accompanying notes and appendices are an integral part of these Financial Statements)

¹These amounts represent the cumulative adjustments to the reported beginning balance of Retained Earnings as of January 1, 2016. Detailed computation is shown below:

Retained Earnings as of 12/31/2016 reported:	(\$430,635)
Less: HWC reported net income in 2016:	27,096
Retained Earnings as of 01/01/2016 supposed to be:	(457,731)
Retained Earnings as of 01/01/2016 reported:	(451,733)
UAFCB Cumulated Adjustments to 2016 beginning balance according to reported information	(\$5,998)
reported information	(\$3,330)

[&]quot;UAFCB Cumulated Adjustments to 2016 beginning balance according to reported information" represented those unreported transactions. Auditor observed that HWC per their reconciliation worksheet is using the Retained Earnings account as a reconciliation account to reconcile the general ledger to the Annual Report amounts.

²The Retained Earnings balances were not audited but were the results of UAFCB compiled audit adjustments and net income of 2016. UAFCB could not attest to the accuracy of the Retained Earnings balances due to lack of historical information on the account.

Statements of Cash Flows

	For the Year of		
	2016	2015	
CASH FLOW FROM OPERATING ACTIVITIES:			
Net Income/(Loss)	\$26,424	(\$1,903)	
Adjustments to Reconcile Net Income to Cash			
Provided by Operating Activities			
Depreciation (Note 1)	11,992	11,992	
Decrease (Increase) in Accounts Receivable - Customers	1,389	(4,029)	
Decrease (Increase) in Other Current Assets	(221)	(54)	
Increase (Decrease) in Accounts Payable	2,942	2,398	
Increase (Decrease) in Customer Deposits	(800)	900	
Increase (Decrease) in Other Current Liability	672	0	
UAFCB Adjustments to Retained Earnings	(5,998)	0	
Net Cash Provided (Used) by Operating Activities	36,400	9,304	
CASH FLOWS FROM INVESTING ACTIVITIES:			
Decrease (Increase) in Accumulated Amortization of Contributions	(2,163)	(2,163)	
Net Cash Provided (Used) for Investing Activities	(2,163)	(2,163)	
CASH FLOWS FROM FINANCING ACTIVITIES:			
Increase (Decrease) in Common Stock	0	(177,501)	
Increase (Decrease) in Other Paid-in Capital	0	177,501	
Net Cash Provided (Used) for Financing Activities	0	0	
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	34,237	7,141	
CASH AT BEGINNING OF YEAR	69,825	62,684	
CASH AT END OF YEAR	\$104,062	\$69,825	

(The accompanying notes and appendices are an integral part of these Financial Statements)

Notes to Financial Statements

(1) Summary of Significant Accounting Policies

Havasu Water Company (HWC) is a Class D water utility that provides water service to the community of Havasu and its vicinity, located approximately 28 miles south of Needles, in San Bernardino County. Havasu Water Company currently serves 212 metered-rate customers in the southeast desert basin. Ninety-six percent (96%) of the customers are residences and the balance is industrial/commercial customers.

The Company has prepared the accompanying financial statements on the basis of accounting set forth in the Uniform System of Accounts (USOA) for Water Utilities adopted and prescribed by the Commission, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under that basis of accounting, certain transactions, such as adjustments of certain estimated operating expenses related to prior years and gains on the sale of property rights, have been recorded directly in the statements of retained earnings. Accounting principles generally accepted in the United States of America would require such transactions to be recorded in the statement of income.

(a) Appendices

The accompanying Appendices are an integral part of the financial statements. Appendix A and Appendix B present the net financial impact resulting from audit adjustments by Utility Audit, Finance and Compliance Branch (UAFCB) for years 2016 and 2015, respectively. Appendix C and Appendix D summarize the UAFCB detail audit adjustments for Years 2016 and 2015, respectively.

(b) Water Plant in Service

Utility plant is recorded at original cost when first constructed or purchased. Retired utility plant assets are removed from utility plant accounts based on estimated cost and charged against accumulated depreciation.

(c) Accumulated Depreciation and Depreciation Expense of Water Plant
Depreciation is computed on a straight-line composite rate of 2.1% (equivalent to a
50 years depreciation period) in order to depreciate all plant assets for ratemaking
purposes and for reporting the depreciation expense in HWC's Annual Reports filed
with the Commission.

(d) Operating Water Revenue

HWC customers are metered and billed on a monthly basis. HWC computed its metered water revenues based on tariffs approved by the Commission.

(e) Retained Earnings

UAFCB could not attest to the accuracy of the Retained Earnings balances due to lack of historical information on them. Expressing an opinion on the Retained Earnings Balances as of December 31, 2016 and 2015 would require auditing the Retained Earnings balances from the inception of the company. Due to limitation of

Financial Audit of Havasu Water Company Financial Statements For the Years Ended December 31, 2016 and 2015

our audit scope, we cannot and do not express an opinion on those balances.

(2) Annual Reports

Per California Public Utilities Code, Sections 581, 582, and 584, HWC is required to file an annual report with the Commission every year. For the years being audited, HWC has complied with these requirements.

Appendix A

Summary of Net Financial Impact Resulting from UAFCB's Audit Adjustments for Year 2016

The following is a summary of net financial impact resulting from UAFCB's audit adjustments for Year 2016:

Audit		Annual Report		t		For the Y	ear 2016
Adjustment				Acct.			
Number	Sch.	Line	Col.	No.	Description	Debit	Credit
					Net Financial Impact on Balance Sheets Items:		
1	A	27	C	201	Common Stock	\$177,501	
1	Α	29	C	211	Other Paid-in Capital		\$177,501
8	Α	38	C	241	Other Current Liability		672
					Net Financial Impact on Income Statements Items:		
2	F	5	C	470	Metered Water Revenue	\$1,175	
2	F	7	C	480	Other Metered Revenues		\$1,175
3	F	16	C	630	Employee Labor		3,280
4, 5	F	17	C	640	Materials		4,166
5	F	18	C	650	Contract Work	3,266	
4	F	19	C	660	Transportation Expenses	900	
3, 7	F	23	C	674	Employee Pensions and Benefits	9,292	
6	F	25	C	678	Office Services and Rentals	2,366	
6	F	26	C	681	Office Supplies and Expenses		2,366
7	F	28	C	684	Insurance		6,012
8	F	30	C	689	General Expense	672	

Appendix B

Summary of Net Financial Impact Resulting from UAFCB's Audit Adjustments for Year 2015

The following is a summary of net financial impact resulting from UAFCB's audit adjustments for Year 2015:

Audit	>	Annual	Repor	t		For the Y	Year 2015
Adjustment				Acct.			
Number	Sch.	Line	Col.	No.	Description	Debit	Credit
	12						
					Net Financial Impact on Balance Sheets Items:		
1	Α	27	C	201	Common Stock	\$177,501	
1	Α	29	C	211	Other Paid-in Capital		\$177,501
					Net Financial Impact on Income Statements Item	ns:	
2	F	5	C	470	Metered Water Revenue	\$1,120	
2	F	7	C	480	Other Water Revenue		\$1,120
3	F	16	C	630	Employee Labor		3,192
4	F	17	C	640	Materials		1,860
4	F	19	C	660	Transportation Expenses	1,860	
5	F.	22	C	671	Management Salaries		8,091
3,5,7	F	23	C	674	Employee Pensions and Benefits	21,093	
6	F	25	\mathbf{C}_{i}	678	Office Services and Rentals	1,953	
6	F	26	C	681	Office Supplies and Expenses		1,953
7	F	28	С	684	Insurance		9,810

Appendix C

Summary of Audit Adjustments for Year 2016

Audit	Annual Report			t		For the !	Year 2016
Adj.				Acct.			
No.	Sch.	Line	Col.	No.	Description	Debit	Credit
1	A	27	C	201	Common Stock	\$177,501	
	A	29	С	211	Other Paid-in Capital To reclassify the Common Stock value to agree with the audited par value.		\$177,501
2	F	5	С	470	Metered Water Revenue	\$1,175	
	F	7	С	480	Other Water Revenue To reclassify Late Charge to Acct 480 - Other Water Revenue.		\$1,175
3	F	23	C	674	Employee Pensions and Benefits	\$3,280	
	F	16	С	630	Employee Labor To reclassify 125 Health Insurance to Employee Pensions and Benefits.		\$3,280
4	F	19	С	660	Transportation Expense	\$900	
	F	17	С	640	Materials To reclassify equipment rental expenses to Transportation Expense Account.		\$900
5	F	18	С	650	Contract Work	\$3,266	
	F	17	С	640	Materials To reclassify repair pump expenses to Contract Work Account.		\$3,266

Audit		Annual Report		rt		For the Y	ear 2016
Adj.				Acct.			
No.	Sch.	Line	Col.	No.	Description	Debit	Credit
6	F	25	C	678	Office Services and Rentals	\$2,366	
	F	26	С	681	Office Supplies and Expense To reclassify the partial amount of Office Supplies and Expense to Office Services and Rentals Account.		\$2,366
7	F	23	С	674	Employee Pensions and Benefits	\$6,012	
	F	28	С	684	Insurance To reclassify Health Insurance to Employee Pensions and Benefits Account.		\$6,012
8	F	30	С	689	General Expense	\$672	
	A	38	С	241	Other Current Liability To accrue six months' SWRCB annual Fee (07/01/2016 through 12/31/2016) that was not billed or paid as of 06/30/2016.		\$672

Appendix D

Summary of Audit Adjustments for Year 2015

Audit		Annual Report		rt	,	For the Y	ear 2015
Adj.				Acct			
No.	Sch.	Line	Col.	No.	Description	Debit	Credit
1	A	27	C	201	Common Stock	\$177,501	
	A	29	С	211	Other Paid-in Capital To reclassify the Common Stock value to agree with the audited par value.		\$177,501
2	F	5	С	470	Metered Water Revenue	\$1,120	
	F	7	С	480	Other Water Revenue To reclassify Late Charge to Acct 480 - Other Water Revenue.		\$1,120
3	F	23	С	674	Employee Pensions and Benefits	\$3,192	
	F	16	С	630	Employee Labor To reclassify 125 Health Insurance to Employee Pensions and Benefits.		\$3,192
4	F	19	C	660	Transportation Expense	\$1,860	
	F	17	С	640	Materials To reclassify equipment rental expenses to Transportation Expense Account.		\$1,860
5	F	23	C	674	Employee Pensions and Benefits	\$8,091	
	F	22	С	671	Management Salaries To reclassify 125 Health Insurance to Employee Pensions and Benefits.		\$8,091
6	F	25	С	678	Office Services and Rentals	\$1,953	
	F	26	С	681	Office Supplies and Expense To reclassify the partial amount of Office Supplies and Expense to Office Services and Rentals Account.		\$1,953
7	F	23	С	674	Employee Pensions and Benefits	\$9,810	
	F	28	С	684	Insurance To reclassify Health Insurance to Employee Pensions and Benefits Account.		\$9,810