#### BASE REUSE FUNDS OF THE CITY OF ALAMEDA

#### BASIC FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2024



# BASE REUSE FUNDS OF THE CITY OF ALAMEDA BASIC FINANCIAL STATEMENTS FISCAL YEAR ENDED JUNE 30, 2024

#### **Table of Contents**

INTRODUCTORY SECTION	Page
Table of Contents i	
FINANCIAL SECTION	
Independent Auditor's Report	
Fund Financial Statements:	
Fund Financial Statements:	
Balance Sheet6	
Statement of Revenues, Expenditures, and Changes in Fund Balance7	
Statement of Revenues, Expenditures, and Changes in Fund Balance – Budget and Actual:	
Special Revenue Fund8	
Notes to Basic Financial Statements	





#### INDEPENDENT AUDITOR'S REPORT

To the Honorable Members, Mayor and the Council Members of the City of Alameda
Base Reuse Funds of the City of Alameda, California

#### **Opinions**

We have audited the accompanying financial statements of the Base Reuse Special Revenue Fund, Base Reuse Debt Service Fund and Alameda Point Capital Projects Fund (Funds) of the City of Alameda, California (City), as of and for the year ended June 30, 2024, and the related notes to the financial statements, which collectively comprise the Funds' basic financial statements as listed in the Table of Contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Funds of the City as of June 30, 2024, and the respective changes in financial position and the budgetary comparison listed in the Table of Contents as part of the basic financial statements for the year then ended in accordance with accounting principles generally accepted in the United States of America.

#### **Basis for Opinions**

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. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the City and to meet our other ethical responsibilities, in accordance with the relevant ethical requirement relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

#### Responsibilities of Management 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, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Funds' ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

#### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards and Government Auditing Standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 City's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Funds' ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

#### Required Supplementary Information

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing 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. Our opinions on the basic financial statements are not affected by the missing information.

#### Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 30, 2024 on our consideration of the City'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 effectiveness of the City's 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 City's internal control over financial reporting and compliance.

Pleasant Hill, California

Maze & Associates

December 30, 2024



#### BASE REUSE FUNDS OF THE CITY OF ALAMEDA For the Year Ended June 30, 2024

#### FUND FINANCIAL STATEMENTS

#### BASE REUSE SPECIAL REVENUE FUND

This fund accounts for the revenues from leasing activities, revenues and grants. Expenditures are made for base reuse activities.

#### BASE REUSE DEBT SERVICE FUND

The 2003 Variable Rate Demand Revenue Bonds were issued in December 2003 by the Alameda Public Financing Authority to refund the 1999 Base Reuse Revenue Bonds and to finance professional land use planning and other activities required in the redevelopment process at Alameda Point. The debt will be repaid solely from lease revenues related to base reuse.

#### ALAMEDA POINT CAPITAL PROJECTS FUND

This fund accounts for revenues and expenditures related to construction, improvements and capital maintenance projects within Alameda Point.

### BASE REUSE FUNDS OF THE CITY OF ALAMEDA BALANCE SHEET JUNE 30, 2024

	Special Revenue Fund		Debt Service Fund		Alameda Point Capital Projects Fund		Total Governmental Funds	
ASSETS								
Cash and investments Restricted cash and investments Accounts receivable Leases receivable	\$	41,390,131 100,000 598,596 74,574,007	\$	236,010 75,805	\$	2,509,057	\$	44,135,198 175,805 598,596 74,574,007
Total Assets	\$	116,662,734	\$	311,815	\$	2,509,057	\$	119,483,606
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCE								
Liabilities: Accounts payable Accrued payroll Unearned revenue Refundable deposits	\$	289,077 90,600 596,824 1,654,159	\$	-	\$	41,442	\$	330,519 90,600 596,824 1,654,159
Total Liabilities		2,630,660		-		41,442		2,672,102
Deferred Inflows of Resources: Related to leases Total Deferred Inflows of Resources		70,781,902 70,781,902				<u>-</u>		70,781,902 70,781,902
Fund Balance: Restricted for Base Reuse		43,250,172		311,815		2,467,615		46,029,602
Total Liabilities, Deferred Inflows of Resources and Fund Balance	\$	116,662,734	\$	311,815	\$	2,509,057	\$	119,483,606

## BASE REUSE FUNDS OF THE CITY OF ALAMEDA STATEMENT OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE FOR THE YEAR ENDING JUNE 30, 2024

	Special Revenue Debt Service Fund Fund		Alameda Point Capital Projects Fund	Total Governmental Funds	
REVENUES Lease revenues Rent revenues Interest and other use of property Total Revenues	\$ 14,094,160 1,937,017 2,373,657 18,404,834	\$ - 1,976 1,976	\$ - 6,448 6,448	\$ 14,094,160 1,937,017 2,382,081 18,413,258	
EXPENDITURES Current: Building rehabilitation Landscaping and grading Utility construction Transportation management facilities Planning/marketing of redevelopment/reuse Operations and maintenance of NAS Alameda Debt service: Principal	4,194,713 67,925 102,287 5,248,029 1,716,600	93,922 600,000	8,914,371 652	4,194,713 67,925 8,914,371 102,287 5,248,681	
Interest  Total Expenditures	11,329,554	288,992 982,914	8,915,023	288,992 19,416,969	
REVENUES OVER/(UNDER) EXPENDITURES	7,075,280	(980,938)	(8,908,575)	(1,003,711)	
OTHER FINANCING SOURCES (USES) Transfer to the City of Alameda Transfers in Transfers out	(111,032) (9,905,023)	990,000	8,915,023	(111,032) 9,905,023 (9,905,023)	
Total Other Financing Sources (Uses)	(10,016,055)	990,000	8,915,023	(111,032)	
Net Change in Fund Balance	(2,940,775)	9,062	6,448	(2,925,265)	
Fund Balance at Beginning of Period	46,190,947	302,753	2,461,167	48,954,867	
Fund Balance at End of Period	\$ 43,250,172	\$ 311,815	\$ 2,467,615	\$ 46,029,602	

# BASE REUSE FUNDS OF THE CITY OF ALAMEDA STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL FOR THE YEAR ENDING JUNE 30, 2024

	SPECIAL REVENUE FUND					
	Budget	Actual	Variance Favorable (Unfavorable)			
REVENUES						
Lease revenues	\$ 11,980,000	\$ 14,094,160	\$ 2,114,160			
Rent revenues	1,936,000	1,937,017	1,017			
Interest and other use of property	6,000	2,373,657	2,367,657			
Total Revenues	13,922,000	18,404,834	4,482,834			
EXPENDITURES						
Current:						
Building rehabilitation	4,276,000	4,194,713	81,287			
Landscaping and grading	45,000	67,925	(22,925)			
Transportation management facilities	350,000	102,287	247,713			
Planning/marketing of redevelopment/reuse	11,899,208	5,248,029	6,651,179			
Operations and maintenance of NAS Alameda	2,034,034	1,716,600	317,434			
Total Expenditures	18,604,242	11,329,554	7,274,688			
EXCESS (DEFICIENCY) OF REVENUES						
OVER EXPENDITURES	(4,682,242)	7,075,280	(2,791,854)			
OTHER FINANCING SOURCES (USES)						
Transfer to the City of Alameda	(4,200,000)	(111,032)	(4,088,968)			
Transfers out	(2,990,000)	(9,905,023)	6,915,023			
Total Other Financing Sources (Uses)	(7,190,000)	(10,016,055)	2,826,055			
NET CHANGE IN FUND BALANCE	\$ (11,872,242)	(2,940,775)	\$ 34,201			
BEGINNING FUND BALANCES (DEFICITS)		46,190,947				
ENDING FUND BALANCES (DEFICITS)		\$ 43,250,172				

For the Year Ended June 30, 2024

#### **NOTE 1 – REPORTING ENTITY**

The Alameda Reuse and Redevelopment Authority (ARRA) was formed in April 1994 by the City and County of Alameda. The purpose of ARRA was to ensure the effective transition of the Alameda Naval Air Station (NAS) from federal to local ownership. ARRA was responsible for the development of an Interim Reuse Strategy, taking title to base lands, and implementation of the Community Reuse Plan. ARRA is recognized by the Department of Defense as the responsible entity for submitting and completing the Community Reuse Plan for the 1997 decommission of the NAS.

On February 7, 2012, ARRA was dissolved and became a department of the City of Alameda (City). ARRA's activities are now accounted for in the following three funds for the City. The Base Reuse Special Revenue Fund, Base Reuse Debt Service Funds and Alameda Point Capital Projects Fund (Funds) of the City are integral parts of the reporting entity. These Funds are included in the basic financial statements of the City. Governmental funds are used to account for operations.

#### NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### A. Basis of Presentation

The Funds Financial Statements are prepared in conformity with accounting principles generally accepted in the United States of America. The Government Accounting Standards Board is the acknowledged standard setting body for establishing accounting and financial reporting standards followed by governmental entities in the United States of America.

#### B. Major Funds

#### BASE REUSE SPECIAL REVENUE FUND

The fund accounts for the revenues from leasing activities, revenues and grants. Expenditures are made for base reuse activities.

#### BASE REUSE DEBT SERVICE FUND

The 2003 Variable Rate Demand Revenue Bonds were issued in December 2003 by the Alameda Public Financing Authority to refund the 1999 Base Reuse Revenue Bonds and to finance professional land use planning and other activities required in the redevelopment process at Alameda Point. The debt will be repaid solely from lease revenues related to base reuse.

#### ALAMEDA POINT CAPITAL PROJECTS FUND

This fund accounts for revenues and expenditures related to construction, improvements and capital maintenance projects within Alameda Point.

For the Year Ended June 30, 2024

#### NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### C. Basis of Accounting

Governmental funds are reported using the *current financial resources* measurement focus and the *modified accrual* basis of accounting. Under this method, revenues are recognized when *measurable* and *available*. The City considers all revenues reported in the governmental funds to be available if the revenues are collected within forty-five days after year-end. Expenditures are recorded when the related fund liability is incurred, except for principal and interest on general long-term debt, claims and judgments, and compensated absences, which are recognized as expenditures to the extent they have matured. Governmental capital asset acquisitions are reported as *expenditures* in governmental funds. Proceeds of governmental long-term debt and acquisitions under capital leases are reported as *other financing sources*.

Those revenues susceptible to accrual are grants and leases. Expenditures are generally recognized under the modified accrual basis of accounting when the related fund liability is incurred.

In addition to assets, the statement of net position or balance sheet will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net assets or fund balance that applies to a future period(s) and so will *not* be recognized as an outflow of resources (expense/expenditure) until then. In addition to liabilities, the statement of financial position or balance sheet will sometimes report a separate section for deferred inflows or resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net assets or fund balance that applies to a future period(s) and so will *not* be recognized as an inflow of resources (revenue) until that time.

#### D. Grant Revenues

The City obtains grants from public, private and private non-profit organizations. Under the terms of these grant agreements, funds are advanced to finance program expenditures. Revenues from grants are recognized throughout the grant period, or as allowable costs are incurred for the purposes specified in the grant.

#### E. Leases

A lease is defined as a contract that conveys control of the right to use another entity's nonfinancial asset (the underlying asset) as specified in the contract for a period of time in an exchange or exchange like transaction. Examples of nonfinancial assets include buildings, land, vehicles and equipment. The City recognizes lease receivables or liabilities for contracts with \$50,000 or more in total future lease payments from July 1, 2021 (or the date the lease begins if after July 1, 2021) to the end of the lease term. Short-term leases and contracts that transfer ownership will be excluded.

Lessor – The City is a lessor for noncancelable leases of commercial space. The City recognizes a lease receivable and a deferred inflow of resources in its Base Reuse Special Revenue Fund financial statements.

For the Year Ended June 30, 2024

#### NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

At the commencement of a lease, the City initially measures the lease receivable as the present value of payments expected to be received during the lease term. Subsequently, the lease receivable is reduced by the principal portion of lease payments received. The deferred inflow of resources is initially measured as the initial lease amount of the lease receivable, adjusted for lease payments received at or before the lease commencement date. Subsequently, the deferred inflow of resources is recognized as revenue over the life of the lease term.

Key estimates and judgements related to leases include how the City determines (1) the discount rate it uses to discount the expected lease payments to present value, (2) lease term, and (3) lease receipts as follows:

- The City uses its incremental borrowing rate as the discount rate for leases.
- The lease term includes the noncancelable period of the lease plus any extension periods in which the City is reasonably certain the lessee will exercise.
- Lease receipts included in the measurement of the lease receivable are composed of fixed payments from the lessee.

The City monitors changes in circumstances that would require a remeasurement of its lease, and will remeasure the lease receivable and deferred inflows of resources if certain changes occur that are expected to significantly affect the amount of the lease receivable.

#### E. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Funds categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The fair value hierarchy categorizes the inputs to valuation techniques used to measure fair value into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 inputs are inputs – other than quoted prices included within level 1 – that are observable for an asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for an asset or liability.

If the fair value of an asset or liability is measured using inputs from more than one level of the fair value hierarchy, the measurement is considered to be based on the lowest priority level input that is significant to the entire measurement.

For the Year Ended June 30, 2024

#### NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### F. Estimates and Assumptions

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and deferred outflows/inflows of resources and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### **NOTE 3 – CASH AND INVESTMENTS**

The Fund's cash is pooled with other funds of the City in an unrated cash and investment pool, the details of which are presented in the City's Annual Comprehensive Financial Report. The City is primarily invested in the California Local Agency Investment Fund and investments of U.S. Government sponsored agencies. Investments are stated at fair market value as required by generally accepted accounting principles.

The City considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Interest income earned on pooled cash and investments is allocated monthly to the various funds of which the Funds is a participant, based on the month-end cash balances. Interest income from restricted cash and cash equivalents is credited directly.

The City must maintain required amounts of cash and investments with trustees or fiscal agents under the terms of certain debt issues. These funds are unexpended bond proceeds or are pledged reserves to be used if the City fails to meet its obligations under these debt issues. The California Government Code requires these funds to be invested in accordance with City resolutions, bond indentures or State statutes.

#### NOTE 4 – TRANSFERS BETWEEN THE CITY AND THE FUNDS

During the fiscal year ended June 30, 2024, the Fund made net cash transfers of \$111,032 to reimburse the City for capital expenditures for infrastructure improvements and its prorata share of operating expenditures incurred on behalf of the Fund, as determined by the City's approved Cost Allocation Plan.

The Base Reuse Special Revenue Fund transferred \$990,000 to the Base Reuse Debt Service Fund for debt repayment, and transferred \$8,915,023 to the Alameda Point Capital Projects Fund to fund projects within Alameda Point.

For the Year Ended June 30, 2024

#### NOTE 5 – LEASES

The Base Reuse Special Revenue Fund reports the following as of June 30, 2024 related to its leases receivable (as a Lessor):

	Lea	ses Receivable	Deferred Inflows of Resources		
Facilities Rentals	\$	74,574,007	\$	70,781,902	

The Funds lease commercial space to third parties. During the year ended June 30, 2024, the Funds had 27 leases at Alameda Point. These were all subject to being recorded as a lease receivable under generally accepted accounting principles. The original lease terms were from five years to sixty years. As of June 30, 2024, the 27 leases had 0.8 to 54 years remaining. 23 of the leases had optional extension periods ranging from 2.08 to 20 years. The City included extension periods that were reasonably certain to be exercised in the calculation of the lease receivable balances. The Base Reuse Special Revenue Fund recognized \$14,094,160 in lease revenue and \$2,373,655 in interest revenue during the current fiscal year related to these leases. Also, the City has deferred inflows of resources associated with these leases that will be recognized as revenue over the lease term.

#### NOTE 6 - LONG-TERM DEBT

**2003 ARRA Variable Rate Demand Revenue Bonds** – On December 1, 2003, the Alameda Public Financing Authority issued Variable Rate Revenue Bonds in the original principal amount of \$13,440,000 at a variable rate of interest determined on a weekly basis. The proceeds from the bonds were used to refund the 1999 ARRA Revenue Bonds, which were issued to finance the costs of certain improvements at Alameda Point, and to finance professional services for land use planning and other activities required for the redevelopment process at Alameda Point. Repayment of these bonds is from lease revenues paid to ARRA from certain land, buildings, fixtures and equipment. Interest is payable on the first business day of each month.

The pledge of sublease revenues ends upon repayment of the \$6,900,000 in remaining debt service on the Bonds, which is scheduled to occur in 2034. As disclosed in the bond indenture documents, pledged future sublease revenues are expected to provide coverage over debt service of 1.5 during the life of the Bonds. For fiscal year 2023-24, sublease revenues amounted to \$14,010,084 which represented coverage of 1,897% over the \$833,700 in debt service.

For the Year Ended June 30, 2024

#### **NOTE 6 – LONG-TERM DEBT (Continued)**

The current year principal retirement is \$600,000. Repayment requirements for the Revenue Bonds were as follows at June 30, 2024:

For the Year						
Ending June 30,	]	Principal		Interest	Total	
2025	\$	600,000	\$	279,000	\$	879,000
2026		600,000		253,800		853,800
2027		600,000		228,600		828,600
2028		600,000		203,400		803,400
2029		600,000		178,200		778,200
2030-2034		3,900,000		424,800		4,324,800
	\$	6,900,000	\$	1,567,800	\$	8,467,800

#### **NOTE 7 – FUND BALANCE**

Governmental fund balances represent the net current assets of each fund. Net current assets generally represent a fund's cash and receivables, less its liabilities. Portions of a fund's balance may be reserved or designated for future expenditure.

The City's fund balances are classified in accordance with Governmental Accounting Standards Board Statement Number 54 (GASB 54), Fund Balance Reporting and Governmental Fund Type Definitions, which requires the City to classify its fund balances based on spending constraints imposed on the use of resources. For programs with multiple funding sources, the City prioritizes and expends funds in the following order: Restricted, Committed, Assigned, and Unassigned. Each category in the following hierarchy is ranked according to the degree of spending constraint:

*Nonspendables* represent balances set aside to indicate items that do not represent available, spendable resources, even though they are a component of assets. Fund balances required to be maintained intact, such as permanent funds, and assets not expected to be converted to cash, such as prepaids, notes receivable, and land held for redevelopment, are included. However, if proceeds realized from the sale or collection of nonspendable assets are restricted, committed or assigned, then Nonspendable amounts are required to be presented as a component of the applicable category.

Restricted fund balances have external restrictions imposed by creditors, grantors, contributors, laws, regulations, or enabling legislation which requires the resources to be used only for a specific purpose. Encumbrances and nonspendable amounts subject to restrictions are included along with spendable resources.

Committed fund balances have constraints imposed by formal action (through a resolution) of the City Council which may be altered only by formal action of the City Council. Encumbrances and nonspendable amounts subject to council commitments are included along with spendable resources.

# BASE REUSE FUND OF THE CITY OF ALAMEDA NOTES TO FINANCIAL STATEMENTS For the Year Ended June 30, 2024

#### **NOTE 7 – FUND BALANCE (Continued)**

Assigned fund balances are amounts constrained by the City's intent to be used for a specific purpose, but are neither restricted nor committed. Intent is expressed by the City Manager or its designee as authorized by an adopted City Council resolution and may be changed at the discretion of the City Council or its designee. This category includes encumbrances; Nonspendables, when it is the City's intent to use proceeds or collections for a specific purpose, and residual fund balances, if any, of Special Revenue, Capital Projects and Debt Service Funds which have not been restricted or committed through a council resolution, the City Council has designated the City Manager or his designee to determine the amount of assigned fund balance.

*Unassigned* fund balance represents residual amounts that have not been restricted, committed, or assigned. This includes the residual general fund balance and residual fund deficits, if any, of other governmental funds.

