



**THE METROPOLITAN WATER DISTRICT
OF SOUTHERN CALIFORNIA**

Basic Financial Statements

Years ended June 30, 2013 and 2012

(With Independent Auditors' Report Thereon)

TABLE OF CONTENTS

June 30, 2013 and 2012

| | |
|--|----|
| Independent Auditors' Report | 1 |
| Management's Discussion and Analysis | 3 |
| Basic Financial Statements: | |
| Statements of Net Position | 14 |
| Statements of Revenues, Expenses and Changes in Net Position | 17 |
| Statements of Cash Flows | 18 |
| Notes to Basic Financial Statements | 21 |
| Required Supplementary Information - Unaudited | 73 |



KPMG LLP
Suite 700
20 Pacifica
Irvine, CA 92618-3391

Independent Auditors' Report

The Board of Directors
The Metropolitan Water District of Southern California:

We have audited the accompanying financial statements of the Metropolitan Water District of Southern California (Metropolitan) as of and for the years ended June 30, 2013 and 2012, and the related notes to the financial statements, which collectively comprise Metropolitan'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 U.S. generally accepted accounting principles; 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits 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 auditors' 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 Metropolitan'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 Metropolitan'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 opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Metropolitan Water District of Southern California as of June 30, 2013 and 2012, the changes in its financial position and its cash flows for the years then ended, in accordance with U.S. generally accepted accounting principles.



Other Matters

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis and the pension plan and other postemployment benefits supplementary information on pages 3 to 13 and 73 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 October 15, 2013 on our consideration of Metropolitan'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 Metropolitan's internal control over financial reporting and compliance.

KPMG LLP

October 15, 2013

MANAGEMENT'S DISCUSSION AND ANALYSIS

June 30, 2013 and 2012

The following discussion and analysis of The Metropolitan Water District of Southern California's (Metropolitan) financial performance provides an overview of the financial activities for the fiscal years ended June 30, 2013 and 2012. This discussion and analysis should be read in conjunction with the basic financial statements and accompanying notes, which follow this section.

DESCRIPTION OF BASIC FINANCIAL STATEMENTS

Metropolitan operates as a utility enterprise and maintains its accounting records in accordance with generally accepted accounting principles for proprietary funds as prescribed by the Governmental Accounting Standards Board (GASB). The basic financial statements include statements of net position, statements of revenues, expenses and changes in net position, and statements of cash flows. The statements of net position include all of Metropolitan's assets, deferred outflows and liabilities, with the difference reported as net position, some of which is restricted in accordance with bond covenants or other commitments. The statements of revenues, expenses and changes in net position report all of Metropolitan's revenues and expenses during the periods indicated. The statements of cash flows show the amount of cash received and paid out for operating activities, as well as cash received from taxes, debt financing, and investment income, and cash used for construction projects and principal and interest payments on borrowed money.

CONDENSED FINANCIAL INFORMATION*Condensed Schedule of Net Position*

| (Dollars in millions) | June 30, | | |
|---|-------------------|----------------------|----------------------|
| | 2013 | 2012 As Adjusted* | 2011 As Adjusted* |
| Assets and deferred outflows | | | |
| Capital assets, net | \$ 8,625.4 | \$ 8,624.4 | \$ 8,573.5 |
| Other assets and deferred outflows | 3,531.8 | 3,350.5 | 3,169.5 |
| Total assets and deferred outflows | 12,157.2 | 11,974.9 | 11,743.0 |
| Liabilities | | | |
| Long-term liabilities, net of current portion | 4,810.6 | 5,042.7 | 4,921.3 |
| Other liabilities | 546.4 | 505.1 | 569.5 |
| Total liabilities | 5,357.0 | 5,547.8 | 5,490.8 |
| Net position | | | |
| Invested in capital assets and State Water Project costs, net of related debt | 5,430.2 | 5,324.9 | 5,309.8 |
| Restricted | 498.0 | 500.7 | 475.7 |
| Unrestricted | 872.0 | 601.5 | 466.7 |
| Total net position | \$ 6,800.2 | \$ 6,427.1 | \$ 6,252.2 |

* Related to the adoption of Governmental Accounting Standards Board Statement No. 65, *Items Previously Reported as Assets and Liabilities* (GASB 65).

Capital Assets, Net

Net capital assets include plant, participation rights, and construction work in progress, net of accumulated depreciation and amortization.

Fiscal Year 2013 Compared to 2012. At June 30, 2013, net capital assets totaled \$8.6 billion, or 70.9 percent of total assets and deferred outflows, which was \$1.0 million higher than prior year. This net increase represents

MANAGEMENT'S DISCUSSION AND ANALYSIS**(CONTINUED)**

June 30, 2013 and 2012

Metropolitan's continued expenditures on the capital investment plan (CIP), partially offset by depreciation and amortization. CIP expenditures during fiscal year 2013 totaled \$131.3 million (including \$18.8 million of capitalized interest) and are described in the capital assets section on page 10.

Fiscal Year 2012 Compared to 2011. At June 30, 2012, net capital assets totaled \$8.6 billion, or 72.0 percent of total assets and deferred outflows, which represents an increase of \$50.9 million, or 0.6 percent, over the prior year due primarily to continued expenditures on the CIP, partially offset by depreciation and amortization. CIP expenditures during fiscal year 2012 totaled \$194.8 million (including \$57.3 million of capitalized interest).

Other Assets and Deferred Outflows

Other assets and deferred outflows include prepaid State Water Project costs, accounts receivable, inventories, deferred charges, deferred outflow of effective interest rate swaps, and cash and investments.

Fiscal Year 2013 Compared to 2012. At June 30, 2013, other assets and deferred outflows totaled \$3.5 billion and were \$181.3 million higher than the prior year. Prepaid State Water Project costs totaled \$1.5 billion while cash and investments totaled \$1.3 billion. Included in the increase from prior year were \$170.0 million of higher cash and investments due primarily to \$158.5 million, or 120.9 thousand-acre-feet (TAF) of increased water sales, \$29.9 million higher deferred charges which included \$14.7 million of higher Bay Delta Habitat expenses and \$12.7 million more of water supply and storage programs cost due to Metropolitan taking advantage of storing surplus water at a reduced price, and \$31.6 million increased water sales receivable as a result of higher water sales over prior year. These increases were partially offset by a \$53.6 million lower deferred outflow of effective swaps due to an increase in fair value of interest rate swaps.

Fiscal Year 2012 Compared to 2011. At June 30, 2012, other assets and deferred outflows totaled \$3.4 billion and were \$181.0 million higher than the prior year. Prepaid State Water Project costs totaled \$1.5 billion while cash and investments totaled \$1.2 billion. Included in the increase from prior year was \$33.3 million higher water sales receivable as a result of a Board-approved rate increase, and \$44.5 million higher deferred charges related primarily to water supply and storage programs due to a higher allocation from the State Water Project. In addition, deferred outflow of effective swaps increased by \$86.0 million due to a decrease in fair value of interest rate swaps.

Long-term Liabilities, Net of Current Portion

Long-term liabilities, net of current portion include long-term debt, net of current portion, postemployment benefits other than pensions, and fair value of interest rate swaps.

Fiscal Year 2013 Compared to 2012. At June 30, 2013, long-term liabilities, net of current portion, totaled \$4.8 billion and were \$232.1 million lower than the prior year. Long-term debt, net of current portion, decreased by \$163.9 million due primarily to a \$149.2 million paydown of bond principal. In addition, the fair value of interest rate swaps liability decreased by \$53.0 million due to an increase in the fair value of swaps. See the long-term debt section below for additional information.

Fiscal Year 2012 Compared to 2011. Long-term liabilities, net of current portion, totaled \$5.0 billion at June 30, 2012 and were \$121.4 million higher than the prior year. Long-term debt, net of current portion, increased by \$55.3 million due to the refunding of the 1999 Series B and C Variable Rate Water Revenue Bonds, which were

MANAGEMENT'S DISCUSSION AND ANALYSIS**(CONTINUED)**

June 30, 2013 and 2012

classified as current in the prior year, offset by a \$57.9 million paydown of bond principal. In addition, post-employment benefits other than pension (OPEB) increased by \$32.3 million as the contributions made were less than the annual OPEB cost. Finally, the fair value of interest rate swaps liability increased by \$39.4 million due to an \$86.0 million decrease in the fair value of swaps, partially offset by a reduction of \$38.0 million from a swap termination.

Other Liabilities

Other liabilities represent current liabilities that are due within one year. They include accounts payable, accrued liabilities, and the current portion of long-term liabilities.

Fiscal Year 2013 Compared to 2012. At June 30, 2013, other liabilities totaled \$546.4 million, which were \$41.3 million more than the prior year due primarily to a \$35.1 million increase in postemployment benefits (OPEB) other than pensions due to OPEB costs exceeding contributions during fiscal year 2013.

Fiscal Year 2012 Compared to 2011. At June 30, 2012, other liabilities totaled \$505.1 million, which were \$64.4 million less than the prior year due to the defeasance of \$100.0 million of 1999 Series B and C Variable Rate Water Revenue Bonds offset by a \$30.4 million increase in the amount due to the Department of Water Resources for variable power resulting from higher water deliveries.

Invested in Capital Assets and State Water Project Costs, Net of Related Debt

Invested in capital assets and State Water Project costs, net of related debt include amounts expended on the Capital Investment Program and State Water Project, offset by debt issued for these purposes.

Fiscal Year 2013 Compared to 2012. At June 30, 2013, invested in capital assets and State Water Project costs, net of related debt totaled \$5.4 billion and increased \$105.3 million over the prior year due to Metropolitan's continued efforts in its capital investment plan. Current year CIP expenditures are described in the capital assets section below.

Fiscal Year 2012 Compared to 2011. Invested in capital assets and State Water Project costs, net of related debt totaled \$5.3 billion and increased \$15.1 million over the prior year due to Metropolitan's continued efforts in its capital investment plan.

Restricted Net Position

Restricted net position includes amounts restricted for debt service payments and operating expenses, both of which are required by bond covenants.

Fiscal Year 2013 Compared to 2012. At June 30, 2013, restricted net position totaled \$498.0 million which was \$2.7 million lower than fiscal year 2012.

Fiscal Year 2012 Compared to 2011. Restricted net position totaled \$500.7 million at June 30, 2012, which was \$25.0 million higher than fiscal year 2011. Included in the increase were \$16.0 million and \$10.0 million more set aside for principal and interest payments and operations and maintenance costs, respectively, partially offset by approximately \$6.0 million of lower other restricted amounts.

MANAGEMENT'S DISCUSSION AND ANALYSIS**(CONTINUED)**

June 30, 2013 and 2012

Unrestricted Net Position

Unrestricted net position consists of net position items that do not meet the definition of "restricted" or "invested in capital assets and State Water Project costs, net of related debt". Certain unrestricted net position items have been designated for purposes authorized by the Board.

Fiscal Year 2013 Compared to 2012. Unrestricted net position of \$872.0 million increased \$270.5 million from the prior year.

Fiscal Year 2012 Compared to 2011. Unrestricted net position of \$601.5 million increased \$134.8 million from the prior year.

Condensed Schedule of Revenues, Expenses, and Changes in Net Position

| (Dollars in millions) | Year Ended June 30, | | |
|---|---------------------|----------------------|----------------------|
| | 2013 | 2012 As Adjusted* | 2011 As Adjusted* |
| Water sales | \$ 1,311.2 | \$ 1,156.3 | \$ 1,035.4 |
| Readiness-to-serve charges | 144.0 | 135.5 | 119.5 |
| Power recoveries | 24.5 | 31.5 | 22.9 |
| Operating revenues | 1,479.7 | 1,323.3 | 1,177.8 |
| Taxes, net | 94.8 | 79.2 | 79.3 |
| Investment income (loss) | (.4) | 4.1 | 2.0 |
| Other, net | 6.1 | .6 | 22.0 |
| Nonoperating revenues | 100.5 | 83.9 | 103.3 |
| Total revenues | 1,580.2 | 1,407.2 | 1,281.1 |
| Power and water costs | (371.3) | (384.0) | (364.8) |
| Operations and maintenance | (419.8) | (433.5) | (394.9) |
| Depreciation and amortization | (265.4) | (290.1) | (286.4) |
| Operating expenses | (1,056.5) | (1,107.6) | (1,046.1) |
| Bond interest, net of amount capitalized | (150.2) | (135.8) | (135.7) |
| Interest and adjustments on off-aqueduct power facilities | (2.1) | (2.6) | (3.0) |
| Nonoperating expenses | (152.3) | (138.4) | (138.7) |
| Total expenses | (1,208.8) | (1,246.0) | (1,184.8) |
| Contributed capital | 1.7 | 13.6 | 17.7 |
| Cumulative effect of change in accounting principle | — | — | (8.2) |
| Change in net position | \$ 373.1 | \$ 174.8 | \$ 105.8 |

* Related to the adoption of GASB 65.

MANAGEMENT’S DISCUSSION AND ANALYSIS

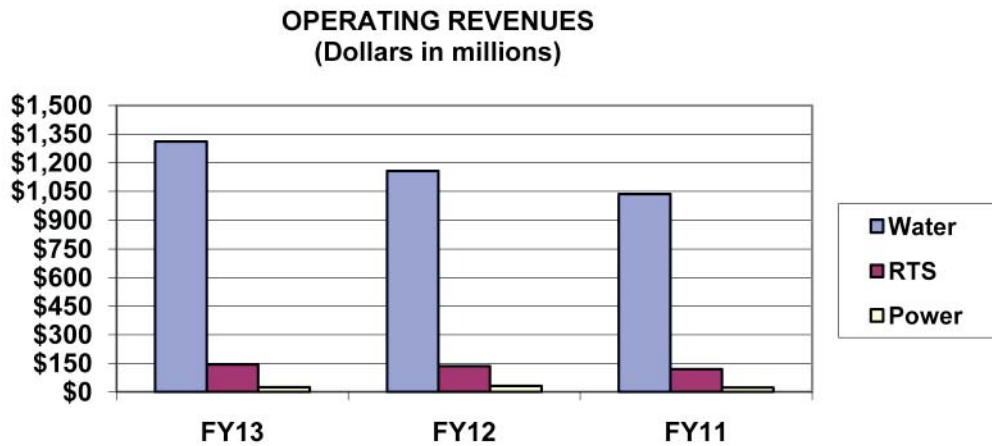
(CONTINUED)

June 30, 2013 and 2012

CHANGE IN NET POSITION

Operating Revenues

Metropolitan’s principal source of revenue is from water sales, which typically accounts for approximately 90 percent of operating revenues. Metropolitan’s primary sources of water supply are the Colorado River and the State Water Project.



Analytical Review of Operating Revenues

Fiscal Year 2013 Compared to 2012. Fiscal year 2013 operating revenues were \$1.5 billion or \$156.4 million higher than the prior year due primarily to \$154.9 million of higher water sales as a result of additional sales of 144.2 TAF.

Fiscal Year 2012 Compared to 2011. Fiscal year 2012 operating revenues were \$1.3 billion or \$145.5 million higher than the prior year due to \$120.9 million of higher water sales as a result of a Board approved rate increase along with a special program to sell groundwater replenishment to member agencies. In addition, a Board approved increase to the readiness-to-serve (RTS) charge resulted in \$16.0 million of higher RTS revenues, and \$8.6 million of higher power sales resulted from an increased allocation from the State Water Project.

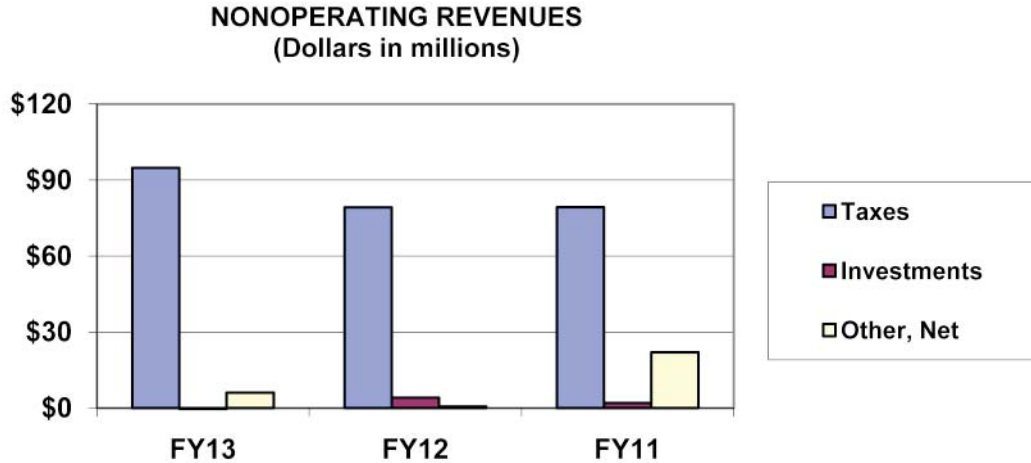
MANAGEMENT’S DISCUSSION AND ANALYSIS

(CONTINUED)

June 30, 2013 and 2012

Nonoperating Revenues

The primary source of nonoperating revenues is taxes.



Analytical Review of Nonoperating Revenues

Fiscal Year 2013 Compared to 2012. Nonoperating revenues for fiscal year 2013 totaled \$100.5 million and were \$16.6 million higher than the prior year due primarily to \$15.6 million of additional property tax revenue resulting from the collection of delinquent taxes.

Fiscal Year 2012 Compared to 2011. Nonoperating revenues for fiscal year 2012 totaled \$83.9 million and were \$19.4 million lower than the prior year due to gains in fiscal year 2011 that did not occur in fiscal year 2012. The gains in fiscal year 2011 resulted from a sale of surplus land of \$7.9 million and \$4.3 million from deferred water delivery contract settlement.

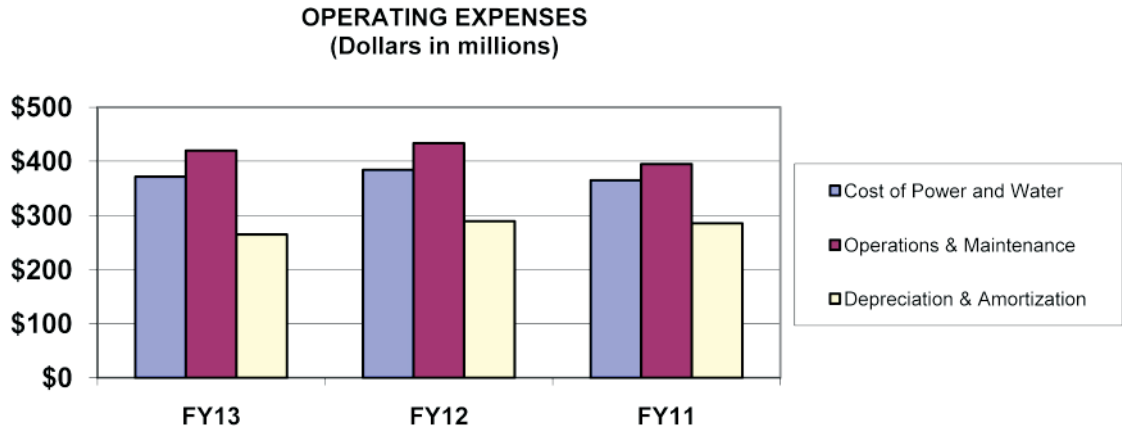
MANAGEMENT’S DISCUSSION AND ANALYSIS

(CONTINUED)

June 30, 2013 and 2012

Operating Expenses

Operating expenses fall into three primary cost areas: power and water, operations and maintenance (O&M), and depreciation and amortization.



Analytical Review of Operating Expenses

Fiscal Year 2013 Compared to 2012. Fiscal year 2013 operating expenses of \$1.1 billion were \$51.1 million lower than prior year operating expenses and included \$24.7 million of lower amortization expenses related to the Reid Gardner generating plant because it was taken out of service in fiscal year 2013, \$13.8 million less in O&M due primarily to the one-time \$9.6 million negotiated lump-sum payout in fiscal year 2012, and \$12.7 million of lower power and water costs due to higher credits received from the Department of Water Resources.

Fiscal Year 2012 Compared to 2011. Fiscal year 2012 operating expenses of \$1.1 billion were \$61.5 million higher than prior year operating expenses and included \$19.2 million of higher power and water costs, and \$38.6 million more in O&M.

Power and water costs increased \$19.2 million over the prior year due primarily to lower credits received from the Department of Water Resources. The \$38.6 million increase in O&M included approximately \$29.3 million of costs related to negotiated labor contracts: a lump-sum payout and additional OPEB and benefits costs.

MANAGEMENT’S DISCUSSION AND ANALYSIS

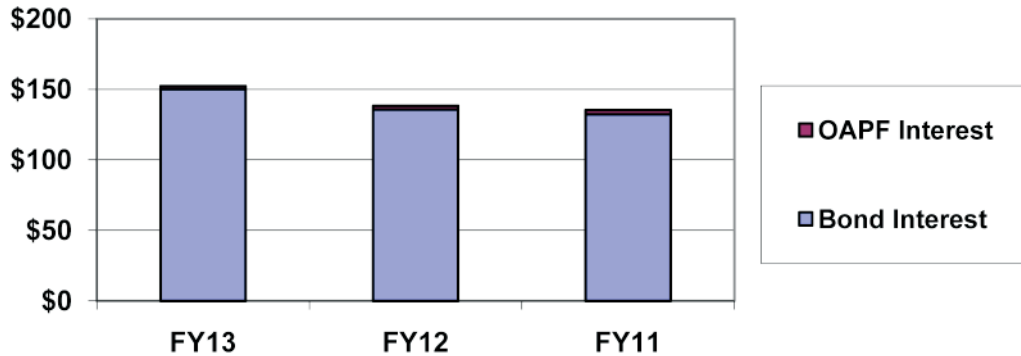
(CONTINUED)

June 30, 2013 and 2012

Nonoperating Expenses

Nonoperating expenses include interest expense on both bonds and debt related to the off-aqueduct power facilities (OAPF) (see Note 9e of Notes to Basic Financial Statements).

NONOPERATING EXPENSES
(Dollars in millions)



Analytical Review of Nonoperating Expenses

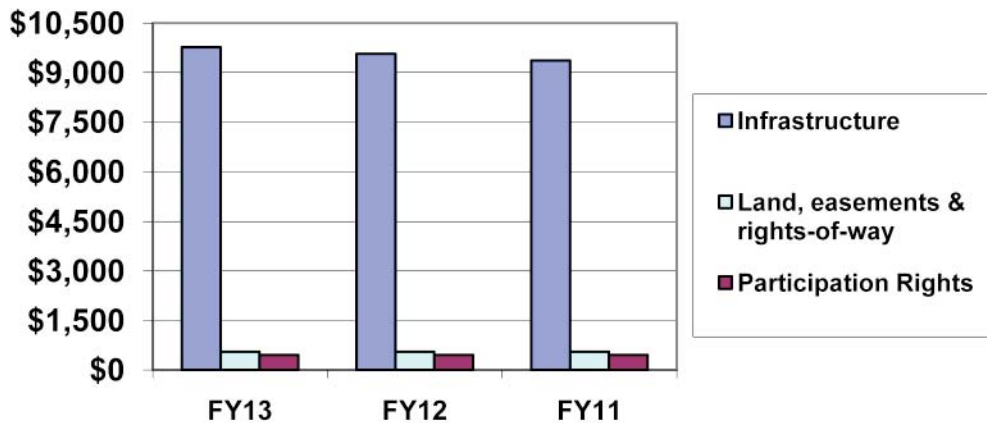
Fiscal Year 2013 Compared to 2012. Fiscal year 2013 nonoperating expenses of \$152.3 million were \$13.9 million higher than the prior year due primarily to a decrease in capitalized interest on assets constructed.

Fiscal Year 2012 Compared to 2011. Fiscal year 2012 nonoperating expenses of \$138.4 million were \$0.3 million lower than the prior year.

Capital Assets and Debt Administration

Capital assets include Metropolitan’s water infrastructure, land and buildings, as well as participation rights in various water programs.

GROSS CAPITAL ASSETS
(Dollars in millions)



MANAGEMENT'S DISCUSSION AND ANALYSIS**(CONTINUED)**

June 30, 2013 and 2012

Schedule of Capital Assets

| (Dollars in millions) | June 30, | | |
|--|------------|------------|------------|
| | 2013 | 2012 | 2011 |
| Land, easements, and rights-of-way | \$ 555.7 | \$ 554.4 | \$ 554.0 |
| Construction in progress | 1,531.3 | 1,585.7 | 1,783.4 |
| Parker power plant and dam | 13.0 | 13.0 | 13.0 |
| Power recovery plants | 177.1 | 176.8 | 176.7 |
| Other dams and reservoirs | 1,435.8 | 1,435.1 | 1,431.8 |
| Water transportation facilities | 3,329.0 | 3,177.2 | 3,050.4 |
| Pumping plants and facilities | 229.8 | 228.5 | 227.9 |
| Treatment plants and facilities | 2,038.0 | 1,994.1 | 1,786.2 |
| Other plant assets | 923.3 | 915.6 | 849.4 |
| Pre-operating expenses original aqueduct | 44.6 | 44.6 | 44.6 |
| Participation rights in other facilities | 456.1 | 456.1 | 456.1 |
| Gross capital assets | 10,733.7 | 10,581.1 | 10,373.5 |
| Less accumulated depreciation and amortization | (2,108.3) | (1,956.7) | (1,800.0) |
| Capital assets, net | \$ 8,625.4 | \$ 8,624.4 | \$ 8,573.5 |
| Net increase from prior year | \$ 1.0 | \$ 50.9 | \$ 109.3 |
| Percent increase | 0.0% | 0.6% | 1.3% |

Fiscal year 2013 Compared to 2012. Net capital assets totaled approximately \$8.6 billion and increased \$1.0 million over the prior year due primarily to \$131.3 million in new construction activity, partially offset by increased accumulated depreciation and amortization of \$153.5 million.

The major capital asset additions for the current year, excluding capitalized interest, included:

- \$36.2 million for the oxidation retrofit program at the filtration plants; this program is designed to reduce the level of disinfection byproducts in the treated water supplied by these plants in order to meet state and federal standards.
- \$26.7 million for the improvements in infrastructure reliability at the treatment plants.
- \$17.9 million for the Colorado River Aqueduct (CRA) reliability and containment programs; these programs were established to provide infrastructure reliability and regulatory compliance throughout the CRA conveyance system.
- \$13.4 million for the distribution system's rehabilitation program.

Metropolitan's fiscal year 2014 capital budget includes plans to spend \$294.6 million principally for the water treatment plants improvements program, the distribution system and rehabilitation projects, and the Colorado River Aqueduct reliability and containment programs. More detailed information about Metropolitan's capital assets is provided in Notes 2, 4, and 9f of the Notes to Basic Financial Statements.

Fiscal year 2012 Compared to 2011. Net capital assets totaled approximately \$8.6 billion and increased \$50.9 million over the prior year due primarily to \$194.8 million in new construction activity, partially offset by increased accumulated depreciation and amortization of \$156.7 million.

MANAGEMENT'S DISCUSSION AND ANALYSIS**(CONTINUED)**

June 30, 2013 and 2012

The major capital asset additions for the current year, excluding capitalized interest, included:

- \$48.1 million for the oxidation retrofit program at the filtration plants; this program is designed to reduce the level of disinfection byproducts in the treated water supplied by these plants in order to meet state and federal standards.
- \$35.3 million for the improvements in infrastructure reliability at the treatment plants.
- \$15.9 million for the distribution system's rehabilitation program.

LONG-TERM DEBT

Schedule of Long-term Debt, Including Current Portion

| (Dollars in millions) | June 30, | | |
|-------------------------------------|-------------------|----------------------|----------------------|
| | 2013 | 2012 As Adjusted* | 2011 As Adjusted* |
| General obligation bonds (a) | \$ 165.1 | \$ 196.5 | \$ 225.3 |
| Revenue bonds (a) | 4,450.6 | 4,607.1 | 4,731.1 |
| Other long-term debt | 12.2 | 13.1 | 14.1 |
| Other, net (b) | 56.8 | 32.4 | (66.4) |
| | <u>\$ 4,684.7</u> | <u>\$ 4,849.1</u> | <u>\$ 4,904.1</u> |
| Increase/(decrease) from prior year | \$ (164.4) | \$ (55.0) | \$ 134.4 |
| Percent change | (3.4)% | (1.1)% | 2.8% |

(a) Includes refunding bonds.

(b) Consists of amortized bond discount, premiums, and deferred amounts on refunding debt.

* Related to the adoption of GASB65.

Fiscal Year 2013 Compared to 2012. At June 30, 2013, there was \$4.7 billion in bonds outstanding and other long-term obligations, a net decrease of \$164.4 million or 3.4 percent over the prior year. The decrease was due primarily to the paydown of bond principal and refunding transactions (see Notes 5 and 6 of Notes to Basic Financial Statements).

Fiscal Year 2012 Compared to 2011. At June 30, 2012, there was \$4.8 billion in bonds outstanding and other long-term obligations, a net decrease of \$55.0 million or 1.1 percent over the prior year. The decrease was due primarily to refunding transactions and maturities of existing debt.

MANAGEMENT’S DISCUSSION AND ANALYSIS

(CONTINUED)

June 30, 2013 and 2012

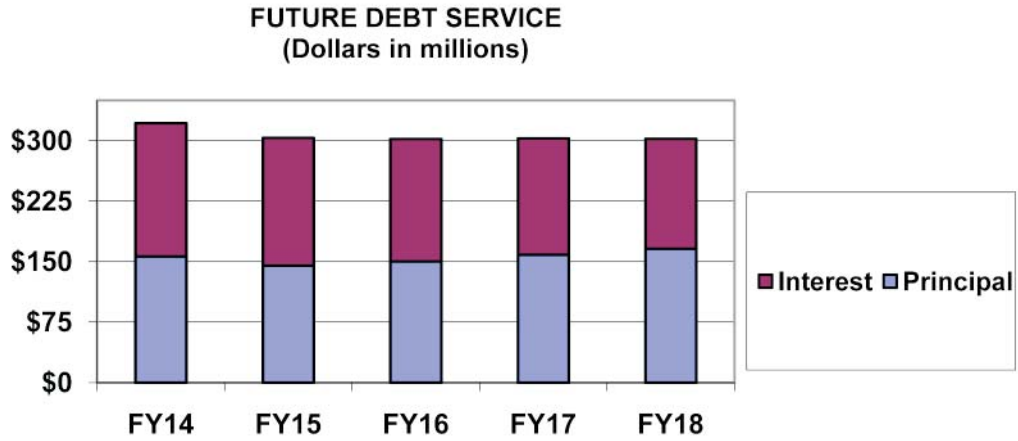
CREDIT RATINGS

Metropolitan’s credit ratings at June 30, 2013 are shown below.

| | Moody’s Investors Service | Standard & Poor’s | Fitch Ratings |
|-----------------------------------|------------------------------|----------------------|------------------|
| General obligation bonds | Aaa | AAA | AAA |
| Water revenue bonds-fixed rate | Aa1 | AAA | AA+ |
| Water revenue bonds-variable rate | VMIG 1 | A-1+ | F1+ |

FUTURE DEBT SERVICE

Metropolitan’s future debt service requirements through June 30, 2018 are shown on the following table.



STATEMENTS OF NET POSITION

| | June 30, | |
|---|----------------------|--------------------------------|
| | 2013 | 2012 As Adjusted Note 1r |
| (Dollars in thousands) | | |
| ASSETS AND DEFERRED OUTFLOWS | | |
| Current Assets: | | |
| Cash and investments, at fair value (Notes 1b and 3): | | |
| Unrestricted (cost: \$80,436 and \$34,090 for 2013 and 2012, respectively) | \$ 80,145 | \$ 34,396 |
| Restricted (cost: \$463,610 and \$520,996 for 2013 and 2012, respectively) | 461,933 | 525,669 |
| Total cash and investments | 542,078 | 560,065 |
| Receivables, net: | | |
| Water sales | 256,803 | 225,197 |
| Annexation charges-current portion (Note 1e) | 166 | 314 |
| Interest on investments | 5,944 | 4,961 |
| Other (Note 1f) | 19,696 | 25,539 |
| Total receivables | 282,609 | 256,011 |
| Inventories (Note 1g) | 116,138 | 111,900 |
| Prepaid State Water Project costs-current portion (Notes 1h and 10) | 111,952 | 128,187 |
| Deposits, deferred charges, and other-current portion (Note 11) | 2,554 | 6,317 |
| Total current assets | 1,055,331 | 1,062,480 |
| Noncurrent Assets: | | |
| Cash and investments, at fair value (Notes 1b and 3): | | |
| Unrestricted (cost: \$607,723 and \$423,884 for 2013 and 2012, respectively) | 605,525 | 427,687 |
| Restricted (cost: \$165,831 and \$152,369 for 2013 and 2012, respectively) | 173,343 | 163,195 |
| Total cash and investments | 778,868 | 590,882 |
| Capital Assets (Note 2): | | |
| Plant and equipment (Notes 1i and 9f) | 10,277,629 | 10,125,002 |
| Participation rights (Notes 1j and 4) | 456,109 | 456,109 |
| Total capital assets | 10,733,738 | 10,581,111 |
| Less accumulated depreciation and amortization | (2,108,292) | (1,956,723) |
| Total capital assets, net | 8,625,446 | 8,624,388 |
| Other assets, net of current portion: | | |
| Prepaid State Water Project costs, net (Notes 1h and 10) | 1,344,014 | 1,323,875 |
| Deposits, deferred charges, and other (Note 11) | 296,790 | 263,102 |
| Annexation charges, net (Note 1e) | 383 | 235 |
| Total other assets | 1,641,187 | 1,587,212 |
| Total noncurrent assets | 11,045,501 | 10,802,482 |
| Deferred Outflows | | |
| Deferred outflow of effective swaps | 56,348 | 109,898 |
| Total Assets and Deferred Outflows | \$ 12,157,180 | \$ 11,974,860 |

See accompanying notes to basic financial statements.

STATEMENTS OF NET POSITION

| (Dollars in thousands) | June 30, | |
|--|----------------------|--------------------------------|
| | 2013 | 2012 As Adjusted Note 1r |
| LIABILITIES AND NET POSITION | | |
| Current Liabilities: | | |
| Accounts payable and accrued expenses (Note 1k) | \$ 104,354 | \$ 116,240 |
| Current portion of long-term debt (Notes 5 and 6) | 258,216 | 258,767 |
| Current portion of obligations for off-aqueduct power facilities (Notes 6 and 9e) | 8,100 | 10,177 |
| Current portion of accrued compensated absences (Notes 1l and 6) | 18,600 | 18,813 |
| Current portion of customer deposits and trust funds (Note 6) | 15,833 | 10,973 |
| Current portion of postemployment benefits other than pensions (Notes 6 and 8) | 40,000 | — |
| Current portion of workers' compensation and third party claims (Notes 6 and 14) | 16,200 | 8,314 |
| Current portion of other long-term debt obligations (Note 6) | 57 | 20 |
| Accrued bond interest | 83,152 | 79,937 |
| Matured bonds and coupons not presented for payment | 1,878 | 1,883 |
| Total current liabilities | 546,390 | 505,124 |
| Noncurrent Liabilities (Note 6): | | |
| Long-term debt, net of current portion (Note 5) | 4,426,532 | 4,590,391 |
| Obligations for off-aqueduct power facilities, net of current portion (Note 9e) | 22,083 | 30,469 |
| Accrued compensated absences, net of current portion (Note 1l) | 25,356 | 25,990 |
| Customer deposits and trust funds, net of current portion | 53,288 | 48,176 |
| Postemployment benefits other than pensions, net of current portion (Note 8) | 156,349 | 161,222 |
| Worker's compensation and third party claims, net of current portion (Note 14) | 11,039 | 18,341 |
| Fair value of interest rate swaps (Note 5f) | 112,759 | 165,810 |
| Other long-term debt obligations, net of current portion | 3,204 | 2,299 |
| Total noncurrent liabilities | 4,810,610 | 5,042,698 |
| Total liabilities | 5,357,000 | 5,547,822 |
| Commitments and Contingencies (Note 9) | | |
| Net Position (Note 13): | | |
| Invested in capital assets and State Water Project costs, net of related debt | 5,430,218 | 5,324,930 |
| Restricted for: | | |
| Debt service | 327,851 | 325,748 |
| Other | 170,138 | 174,823 |
| Unrestricted | 871,973 | 601,537 |
| Total net position | 6,800,180 | 6,427,038 |
| Total Liabilities and Net Position | \$ 12,157,180 | \$ 11,974,860 |

This page intentionally left blank.

**STATEMENTS OF REVENUES, EXPENSES AND
CHANGES IN NET POSITION**

| | Year Ended June 30, | |
|--|---------------------|--------------------------------|
| | 2013 | 2012 As Adjusted Note 1r |
| (Dollars in thousands) | | |
| Operating Revenues (Note 1c): | | |
| Water Sales | \$ 1,311,232 | \$ 1,156,317 |
| Readiness-to-serve charges | 144,000 | 135,500 |
| Power recoveries | 24,507 | 31,533 |
| Total operating revenues | <u>1,479,739</u> | <u>1,323,350</u> |
| Operating Expenses: | | |
| Power and water costs | 371,270 | 384,041 |
| Operations and maintenance | 419,761 | 433,548 |
| Total operating expenses | <u>791,031</u> | <u>817,589</u> |
| Operating income before depreciation and amortization | 688,708 | 505,761 |
| Less depreciation and amortization (Note 2) | <u>(265,392)</u> | <u>(290,098)</u> |
| Operating income | <u>423,316</u> | <u>215,663</u> |
| Nonoperating Revenues (Expenses): | | |
| Taxes, net (Note 1d) | 94,803 | 79,241 |
| Bond interest, net of \$18,815 and \$57,288 of interest capitalized in fiscal years 2013 and 2012, respectively (Note 1i) | (150,224) | (135,795) |
| Investment income (loss), net | (392) | 4,153 |
| Interest and adjustments on off-aqueduct power facilities obligations (Note 9e) | (2,143) | (2,609) |
| Other, net | 6,095 | 559 |
| Total nonoperating expenses, net | <u>(51,861)</u> | <u>(54,451)</u> |
| Income before Contributions | 371,455 | 161,212 |
| Capital contributions, net (Note 1m) | 1,687 | 13,588 |
| Change in net position | 373,142 | 174,800 |
| Net position, beginning of year before restatement | 6,427,038 | 6,263,722 |
| Less: Cumulative effect of change in accounting principle (Note 1r) | — | (11,484) |
| Net Position, End of Year | <u>\$ 6,800,180</u> | <u>\$ 6,427,038</u> |

See accompanying notes to basic financial statements.

STATEMENTS OF CASH FLOWS

| (Dollars in thousands) | Year Ended June 30, | |
|--|---------------------|------------------|
| | 2013 | 2012 |
| Cash Flows from Operating Activities: | | |
| Cash received from water sales | \$ 1,184,987 | \$ 1,000,392 |
| Cash received from readiness-to-serve charges | 144,985 | 133,943 |
| Cash received from capacity charges | 29,189 | 33,149 |
| Cash received from power recoveries | 26,251 | 31,045 |
| Cash received from wheeling/exchange transactions | 65,935 | 89,632 |
| Cash paid for operating and maintenance expenses | (199,230) | (199,893) |
| Cash paid to employees | (192,589) | (195,419) |
| Cash paid for power and water costs | (404,622) | (396,770) |
| Other cash flows from (for) operating activities | (18,678) | 2,021 |
| Net Cash Provided by Operating Activities | 636,228 | 498,100 |
| Cash Flows from Noncapital Financing Activities: | | |
| Proceeds from other collections | 7,960 | 6,160 |
| Cash paid for swap termination payment | — | (47,151) |
| Net Cash Provided (Used) by Noncapital Financing Activities | 7,960 | (40,991) |
| Cash Flows from Capital and Related Financing Activities: | | |
| Acquisition and construction of capital assets | (119,691) | (143,798) |
| Payments for State Water Project costs | (117,271) | (150,453) |
| Proceeds from long-term debt | — | 47,151 |
| Proceeds from capital grants | 1,063 | 17,608 |
| Principal paid on long-term debt | (149,250) | (131,910) |
| Interest paid on long-term debt | (176,308) | (189,745) |
| Payments for other long-term obligations | (13,996) | (10,547) |
| Proceeds from tax levy | 96,491 | 90,068 |
| Transfer from escrow trust accounts | 7,669 | 5,210 |
| Payment of rebatable arbitrage | (6) | (22) |
| Proceeds from real estate sales | — | 9 |
| Collection of notes receivable - land sales | 139 | 139 |
| Net Cash Used in Capital and Related Financing Activities | (471,160) | (466,290) |
| Cash Flows from Investing Activities: | | |
| Purchase of investment securities | (11,078,801) | (9,918,278) |
| Proceeds from sales and maturities of investment securities | 10,895,943 | 9,904,420 |
| Investment Income | 9,381 | 13,914 |
| Net Cash Provided (Used) by Investing Activities | (173,477) | 56 |
| Net change in Cash and Cash Equivalents | (449) | (9,125) |
| Cash and Cash Equivalents, Beginning of Year | 599 | 9,724 |
| Cash and Cash Equivalents, End of Year (Note 1b) | \$ 150 | \$ 599 |

See accompanying notes to basic financial statements.

STATEMENTS OF CASH FLOWS

| (Dollars in thousands) | Year Ended June 30, | |
|---|---------------------|-------------------|
| | 2013 | 2012 |
| RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES | | |
| Operating Income | \$ 423,316 | \$ 215,663 |
| Adjustments to reconcile Operating Income to Net Cash Provided by Operating Activities: | | |
| Depreciation and amortization expense | 265,392 | 290,098 |
| Increase in accounts receivable | (27,676) | (24,915) |
| (Increase) decrease in inventories | (4,231) | 5,794 |
| Increase in deferred charges | (34,557) | (53,631) |
| Increase in accounts payable | 15,973 | 64,085 |
| Increase in other | (1,989) | 1,006 |
| Total adjustments | 212,912 | 282,437 |
| Net Cash Provided by Operating Activities | \$ 636,228 | \$ 498,100 |
| Significant Noncash Investing, Capital, and Financing Activities: | | |
| Refunding bond proceeds received in escrow trust fund | \$ 305,838 | \$ 882,148 |
| Debt refunded through escrow trust fund with refunding bonds | \$ (298,055) | \$ (777,345) |
| Recognition of capital grants to be received | \$ 11,253 | \$ 10,629 |
| Deferred loss on refunding debt | \$ (6,066) | \$ (36,687) |
| RECONCILIATION OF CASH AND INVESTMENTS TO CASH AND CASH EQUIVALENTS | | |
| Unrestricted cash and investments (at June 30, 2013 and 2012 include \$150 and \$599 of cash, respectively) | \$ 685,670 | \$ 465,886 |
| Restricted cash and investments | 635,276 | 685,061 |
| Total cash and investments, at fair value | 1,320,946 | 1,150,947 |
| Less: Carrying value of investments | (1,320,796) | (1,150,348) |
| Total Cash and Cash Equivalents | \$ 150 | \$ 599 |

This page intentionally left blank.

NOTES TO BASIC FINANCIAL STATEMENTS

June 30, 2013 and 2012

I. REPORTING ENTITY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**(a) Reporting Entity**

The Metropolitan Water District of Southern California (Metropolitan), a special district of the State of California, was organized in 1928 by vote of the electorates of several Southern California cities following adoption of the Metropolitan Water District Act (Act) by the California Legislature. Metropolitan's primary purposes under the Act are to develop, store and distribute water, at wholesale, to its member public agencies for domestic and municipal purposes. Surplus water is sold for other beneficial uses, including agricultural use. Metropolitan's service area comprises approximately 5,200 square miles and includes portions of the six counties of Los Angeles, Orange, Riverside, San Bernardino, San Diego, and Ventura. There are 26 independent member agencies of Metropolitan, consisting of 14 cities, 11 municipal water districts, and one county water authority. Metropolitan has no financial accountability for its member agencies. Metropolitan is governed by a 37-member Board of Directors (Board) comprised of representatives of the member agencies. Representation and voting rights are based on assessed valuations of property. Each member agency is entitled to have at least one representative on the Board plus an additional representative for each full five percent of the assessed valuation of real property within the jurisdictional boundary of each member agency. Changes in relative assessed valuation do not terminate any director's term. Accordingly, the Board may, from time to time, have more than 37 directors. No single member agency has a voting majority.

The Metropolitan Water District Asset Financing Corporation (MWDAFC) was incorporated on June 19, 1996. The MWDAFC is a California nonprofit public benefit corporation formed to assist Metropolitan by acquiring, constructing, operating and maintaining facilities, equipment, or other property needed by Metropolitan and leasing or selling such property to Metropolitan. The MWDAFC is governed by a board of five directors, each of whom must be a member of Metropolitan's Board. MWDAFC had no financial operations during fiscal years 2013 or 2012. MWDAFC is a component unit of Metropolitan and its activities will be blended with those of Metropolitan for financial reporting purposes when it commences operations.

(b) Principles of Presentation

Metropolitan operates as a utility enterprise and the accompanying basic financial statements reflect the flow of economic resources measurement focus and the full accrual basis of accounting. Under full accrual accounting, revenues are recorded when earned and expenses are recorded at the time liabilities are incurred regardless of the timing of related cash flows.

Metropolitan is accounted for as an enterprise fund and applies all applicable Governmental Accounting Standards Board (GASB) pronouncements in its accounting and reporting.

For purposes of the statements of cash flows, Metropolitan defines cash and cash equivalents as demand account balances, cash on hand, and non-negotiable time deposits. Metropolitan utilizes the direct method to present cash flows from operating activities.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

All investments are stated at fair value, which is based on quoted market price or amortized cost, which approximates fair value.

Certain immaterial amounts reported in fiscal year 2012 have been reclassified to conform to the fiscal year 2013 presentation. Such reclassifications had no effect on the previously reported change in net position.

(c) Revenue Policies

Metropolitan's principal source of revenue is from water sales, which include all revenues received from charges for the sale and availability of water, including water rates, a capacity charge, and wheeling/exchange transactions. Other sources of operating revenue include readiness-to-serve charges and hydroelectric power sales. Other revenues include ad valorem property taxes and investment income.

Beginning fiscal year 2011, water rates were established by the Board on a biennial basis. Water rates are supported by cost of service studies. Water rates are not subject to regulation by the California Public Utilities Commission or by any other local, state, or federal agency. Water is delivered to the member agencies on demand and revenue is recognized at the time of sale.

Metropolitan's rate structure includes separate rates for supply, treatment, conveyance and distribution, power, and demand management. It is designed to improve regional water resources management and accommodate a water transfer market. The rate structure also includes tiered pricing for supply, a capacity charge, a readiness-to-serve charge, and a financial commitment from Metropolitan's member agencies in the form of a purchase order.

Revenues from the capacity charge totaled \$28.7 million and \$33.0 million in fiscal years 2013 and 2012, respectively. Wheeling/exchange-type arrangements are transacted through Board-approved agreements. During fiscal years 2013 and 2012, wheeling/exchange revenues totaled \$74.5 million and \$90.9 million, respectively.

(d) Taxing Authority

Metropolitan is expressly empowered under the Act to levy and collect taxes on all taxable property within its boundaries for the purpose of carrying on its operations and paying its obligations, subject to certain limitations in the Act, the California Revenue and Taxation Code, and the California Constitution. Property taxes are levied annually by the Board as of July 1, using a lien date of March 1, and are payable by property owners in two equal installments that are due on November 1 and February 1, and become delinquent after December 10 and April 10, respectively. Property taxes levied by Metropolitan are billed and collected by the counties in its service area and are remitted to Metropolitan periodically throughout the year.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

Property tax revenue is used to pay Metropolitan's general obligation bond debt service and a portion of its obligations under its contract with the state for a water supply (the State Water Contract). Special taxes collected pursuant to pre-1978 annexation proceedings are also used for payments under the State Water Contract. In developing the annual tax levy, Metropolitan takes into account potential delinquencies, tax allocations to redevelopment agencies, and supplemental tax collections. Metropolitan recognizes property taxes receivable on July 1 of each fiscal year and recognizes revenue over the following 12-month period beginning July 1 through June 30 (the period for which the tax is levied). The property tax receivable is included in the basic financial statements, net of an allowance for doubtful accounts.

As a result of legislation enacted in 1984, tax levies in fiscal year 1991 and subsequent years, other than special annexation taxes, are restricted to the amount needed to pay debt service on Metropolitan's general obligation bonds and Metropolitan's proportionate share of general obligation bond debt service of the state under the State Water Contract. However, under the terms of the 1984 legislation, tax levies may exceed the limitation prescribed therein during periods of financial necessity. During fiscal year 2013, the Board suspended the tax rate limitations and maintained the tax rate for fiscal year 2014.

(e) Annexation Charges

Charges are collected for areas that annex to Metropolitan unless the areas annex to cities which are member agencies, in which case no charge is collected. Since fiscal year 1978, such charges have been paid in cash before completion of an annexation. Effective May 1996, the Board adopted regulations permitting payment of annexation fees in installments subject to Board approval. No annexations have yet been completed utilizing this payment method.

Prior to fiscal year 1978, annexation charges were primarily collected in installments, including interest on unpaid balances, through the levy of special ad valorem taxes. In May 2011, Metropolitan's Board approved writing-off the balance of certain annexations where the tax levies have lasted longer and/or resulted in higher cumulative payments than originally anticipated due to factors including low assessed values, parcels becoming exempt from property taxes and the effect of interest charges compounding on prior interest charges. During fiscal year 2012, Metropolitan wrote-off \$16.9 million of gross annexation receivables and reversed \$11.8 million previously recorded as an allowance for uncollectible receivables, for a net write-off of \$5.1 million. Prior to the May 2011 Board action, it was Metropolitan's policy to record an allowance for uncollectible receivables on pre-1978 annexations when the principal and interest thereon cannot be collected within 50 years following the date of annexation. Accordingly at June 30, 2013 and 2012, annexation receivables of \$549,300 were reflected in the basic financial statements, which are net of allowances of \$154,000 and \$0, respectively.

(f) Other Receivables

Other receivables include amounts for taxes, hydroelectric power sales, the capacity and readiness-to-serve charges, and other billings.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

(g) Inventories

Metropolitan's inventories are valued based on a moving-average cost. Expenditures are recorded when inventories are used. Components of inventories at June 30, 2013 and 2012 were as follows:

| (Dollars in thousands) | June 30, | |
|------------------------|------------|------------|
| | 2013 | 2012 |
| Water in storage | \$ 104,617 | \$ 100,218 |
| Operating supplies | 11,521 | 11,682 |
| Total inventories | \$ 116,138 | \$ 111,900 |

(h) Prepaid State Water Project Costs

Metropolitan participates in the State Water Project through cash payments, which provide Metropolitan prepaid capacity rights. Certain amounts of these cash payments are required to be made through 2035, but provide capacity rights through 2052. These payments are recorded as prepaid State Water Project costs and are amortized through June 30, 2052. Maintenance costs are expensed as incurred (see Note 10).

(i) Plant and Equipment

Metropolitan's capital assets include plant and equipment, which are recorded at cost. Construction costs are capitalized if they exceed \$50,000 and the asset has a useful life of at least five years. The cost of constructed assets includes labor, materials, certain general and administrative expenses, and interest incurred during construction periods. Depreciation is calculated using the straight-line method based on the estimated average useful lives of the assets, which are 25 to 80 years for storage and distribution facilities, 25 to 50 years for treatment plants and hydroelectric power recovery facilities, and 10 to 50 years for miscellaneous assets. Improvements or overhauls with aggregated costs that meet capitalization thresholds and that extend the useful life of an existing asset by at least five years are capitalized.

Major computer systems software, whether purchased or internally developed, is capitalized if the cost exceeds \$250,000 and the useful life is at least three years. Vehicles and operating equipment are capitalized if the cost equals or exceeds \$5,000 and the useful life is at least four years. Depreciation is calculated using the straight-line method based on the estimated useful lives and ranges from four to ten years.

(j) Participation Rights

Metropolitan participates in various storage and water management programs entitling it to certain water rights. Metropolitan's participation in these projects is through cash payments. Amounts spent for the construction of capital assets, such as pipelines, pumping facilities, storage facilities, etc., are recorded as participation rights, included in capital assets, and amortized over the life of the agreements. Certain projects also require payments for ongoing maintenance; those payments are charged to expense as incurred. (See Note 4.)

NOTES TO BASIC FINANCIAL STATEMENTS*(CONTINUED)*

June 30, 2013 and 2012

(k) Disaggregation of Payable Balances

Accounts payable and accrued expenses at June 30, 2013 and 2012 were as follows:

| (Dollars in thousands) | June 30, | |
|--|------------|------------|
| | 2013 | 2012 |
| Department of Water Resources (State Water Project): | | |
| Capital, operating, maintenance, power, replacement | \$ 22,077 | \$ 33,432 |
| Variable power | 31,371 | 38,146 |
| Vendors | 31,784 | 31,449 |
| Accrued power costs | 2,029 | 2,152 |
| Accrued salaries | 3,667 | 3,890 |
| Readiness-to-serve overcollection | 2,717 | 1,187 |
| Conservation credits | 10,709 | 5,984 |
| Total accounts payable and accrued expenses | \$ 104,354 | \$ 116,240 |

(l) Compensated Absences

Metropolitan's employees earn vacation, sick, and compensatory leave in varying amounts depending primarily on length of service. Upon termination from Metropolitan service, employees are entitled to full payment for accrued vacation and compensatory leave at their final pay rates, and are entitled to payment for approximately one-half of their accrued sick leave at such rates. Metropolitan records its obligations for vacation, sick, and compensatory leave when earned by eligible employees based on current pay rates. The allocations to the current and long-term portions of these vested obligations were based on experience and projections of turnover.

(m) Capital Contributions

Capital contributions are comprised of federal, state, and private grants. These grants are typically of a reimbursable nature: Metropolitan first pays for the project and then the granting agency reimburses Metropolitan for its eligible expenses. The portion of the grants used for capital purposes are reflected as capital contributions in the statements of revenues, expenses and changes in net assets when they are earned, irrespective of the timing of the receipts. Examples of capital projects where grants are received include water treatment plant improvements, such as fluoridation, and water storage programs.

(n) Operating and Nonoperating Revenues and Expenses

Metropolitan's primary purpose is to provide a supplemental supply of water for domestic and municipal uses. Accordingly, Metropolitan defines operating revenues as water sales, readiness-to-serve charges, and hydroelectric power recovery sales. Operating expenses include the cost of sales and services, administrative expenses, and depreciation and amortization on capital assets.

Revenues from property taxes and investment income, as well as interest expense on outstanding debt, are related to capital and financial activities and are defined as nonoperating revenues and expenses.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

(o) Restricted and Unrestricted Resources

When both restricted and unrestricted resources are available for use, it is Metropolitan's practice to use restricted resources first, then unrestricted resources as they are needed.

(p) Use of Estimates

The preparation of basic financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the basic financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(q) Deferred Outflows and Implementation of Accounting Principle

In June 2011, GASB issued Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources and Net Position* (GASB 63). The statement requires that the difference between assets and liabilities be reported as net position. In addition, the impact of a deferred outflow of resources on net position must be explained as is done in the following paragraph. Metropolitan implemented GASB 63 in fiscal year 2012.

The unrestricted net position amount of \$871,973,000 and \$601,537,000 at June 30, 2013 and 2012, respectively, includes the effect of deferring the recognition of losses from the decline in market value of Metropolitan's interest rate swaps. The deferred outflows of \$56,348,000 and \$109,898,000 at June 30, 2013 and 2012, respectively, would be recognized as an investment loss upon the early termination of the swaps. Metropolitan currently has no intention of terminating its interest rate swap agreements in advance of the contractual termination dates other than as described in footnote 5(f). The deferred outflow would also be recognized as an investment loss if the swaps were determined to no longer be effective hedges. Finally, if the bond associated with a swap is refunded, the deferred outflow would be reduced and the deferred loss on refunding increased by the same amount. The deferred loss on refunding would be amortized as a component of interest expense over the life of the old debt or the new debt, whichever is shorter.

(r) Bond Issuance and Marketing Costs and Implementation of Accounting Principle

In June 2012, GASB issued Statement No. 65, *Items Previously Reported as Assets and Liabilities* (GASB 65). This statement establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities. GASB 65 requires debt issuance costs (except prepaid insurance costs) to be recognized as an expense in the period incurred. Previously, these costs were amortized over the life of the related debt issuance. Metropolitan implemented GASB 65 in fiscal year 2013 and restated its fiscal year 2012 basic financial statements. The cumulative impact of implementation of GASB 65 was a decrease of \$14,684,000 and \$11,484,000 on beginning net position for fiscal years 2013 and 2012, respectively.

(s) New Accounting Pronouncements

Management has evaluated new accounting pronouncements and determined that GASB Statement No. 68, *Accounting and Financial Reporting for Pensions—An Amendment of GASB Statement No. 27* (GASB 68) will have an impact on Metropolitan's basic financial statements. The provisions of this statement are required to be implemented in fiscal year 2015. This statement provides requirements for how pension costs and

obligations are measured and reported in the basic financial statements. When an organization's pension liability exceeds the pension plan's net assets available for paying benefits, there is a net pension liability. Governments will now be required to report that amount as a liability in their basic financial statements. In addition, GASB 68 requires that projected benefit payments be discounted to their actuarial present value using a single rate that reflects (1) a long-term expected rate of return on pension plan investments to the extent that the pension plan's fiduciary net position is projected to be sufficient to pay benefits and pension plan assets are expected achieve that rate and (2) a tax-exempt, high-quality municipal bond rate to the extent that the conditions under (1) are not met.

NOTES TO BASIC FINANCIAL STATEMENTS*(CONTINUED)*

June 30, 2013 and 2012

2. CAPITAL ASSETS

Capital asset activity for the fiscal years ended June 30, 2013 and 2012 was as follows:

| (Dollars in thousands) | June 30, 2011 | Additions |
|--|---------------|------------|
| Capital assets not being depreciated: | | |
| Land, easements and rights-of-way | \$ 553,965 | \$ 540 |
| Construction in progress | 1,783,381 | 194,751 |
| Total capital assets not being depreciated | 2,337,346 | 195,291 |
| Other capital assets: | | |
| Parker power plant and dam | 13,009 | — |
| Power recovery plants | 176,752 | — |
| Other dams and reservoirs | 1,431,833 | 3,307 |
| Water transportation facilities | 3,050,389 | 127,162 |
| Pumping plants and facilities | 227,873 | 635 |
| Treatment plants and facilities | 1,786,198 | 210,853 |
| Power lines and communication facilities | 33,517 | — |
| Computer systems software | 95,948 | 1,927 |
| Miscellaneous | 638,091 | 63,106 |
| Major equipment | 81,869 | 3,189 |
| Pre-operating interest and other expenses of original aqueduct | 44,595 | — |
| Participation rights in other facilities (Note 4) | 456,109 | — |
| Total other capital assets at historical cost | 8,036,183 | 410,179 |
| Accumulated depreciation and amortization: | | |
| Parker power plant and dam | (10,379) | (163) |
| Power recovery plants | (74,729) | (3,532) |
| Other dams and reservoirs | (230,646) | (18,328) |
| Water transportation facilities | (599,301) | (48,192) |
| Pumping plants and facilities | (66,012) | (3,027) |
| Treatment plants and facilities | (414,344) | (47,759) |
| Power lines and communication facilities | (8,405) | (412) |
| Computer systems software | (76,334) | (5,463) |
| Miscellaneous | (110,806) | (13,678) |
| Major equipment | (66,961) | (5,522) |
| Pre-operating interest and other expenses of original aqueduct | (34,240) | (1,036) |
| Participation rights in other facilities (Note 4) | (107,831) | (13,651) |
| Total accumulated depreciation and amortization | (1,799,988) | (160,763) |
| Other capital assets, net | 6,236,195 | 249,416 |
| Total capital assets, net | \$ 8,573,541 | \$ 444,707 |

Depreciation and amortization was charged as follows:

Depreciation of water related assets

Amortization of participation rights (Note 4)

Depreciation and amortization expense related to capital assets

Amortization of prepaid State Water Project costs (Note 10)

Plus: Net retirements adjusted to expense

Total depreciation and amortization expense

NOTES TO BASIC FINANCIAL STATEMENTS*(CONTINUED)*

June 30, 2013 and 2012

| Reductions | June 30, 2012 | Additions | Reductions | June 30, 2013 |
|--------------|---------------|------------|--------------|---------------|
| \$ (103) | \$ 554,402 | \$ 1,982 | \$ (683) | \$ 555,701 |
| (392,407) | 1,585,725 | 131,303 | (185,774) | 1,531,254 |
| (392,510) | 2,140,127 | 133,285 | (186,457) | 2,086,955 |
| — | 13,009 | — | — | 13,009 |
| — | 176,752 | 302 | — | 177,054 |
| — | 1,435,140 | 694 | — | 1,435,834 |
| (331) | 3,177,220 | 151,816 | — | 3,329,036 |
| — | 228,508 | 1,293 | — | 229,801 |
| (2,970) | 1,994,081 | 43,938 | — | 2,038,019 |
| — | 33,517 | — | — | 33,517 |
| — | 97,875 | 2,205 | — | 100,080 |
| (212) | 700,985 | 345 | — | 701,330 |
| (1,865) | 83,193 | 7,152 | (1,946) | 88,399 |
| — | 44,595 | — | — | 44,595 |
| — | 456,109 | — | — | 456,109 |
| (5,378) | 8,440,984 | 207,745 | (1,946) | 8,646,783 |
| — | (10,542) | (163) | — | (10,705) |
| — | (78,261) | (3,554) | — | (81,815) |
| — | (248,974) | (17,904) | — | (266,878) |
| 307 | (647,186) | (46,173) | — | (693,359) |
| — | (69,039) | (2,946) | — | (71,985) |
| 1,314 | (460,789) | (38,778) | — | (499,567) |
| — | (8,817) | (412) | — | (9,229) |
| — | (81,797) | (6,479) | — | (88,276) |
| 557 | (123,927) | (17,400) | — | (141,327) |
| 1,850 | (70,633) | (5,019) | 1,946 | (73,706) |
| — | (35,276) | (1,036) | — | (36,312) |
| — | (121,482) | (13,651) | — | (135,133) |
| 4,028 | (1,956,723) | (153,515) | 1,946 | (2,108,292) |
| (1,350) | 6,484,261 | 54,230 | — | 6,538,491 |
| \$ (393,860) | \$ 8,624,388 | \$ 187,515 | \$ (186,457) | \$ 8,625,446 |
| | \$ 147,112 | | | \$ 139,864 |
| | 13,651 | | | 13,651 |
| | 160,763 | | | 153,515 |
| | 128,187 | | | 111,952 |
| | 1,148 | | | (75) |
| | \$ 290,098 | | | \$ 265,392 |

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

3. CASH AND INVESTMENTS

As a public agency, Metropolitan's investment practices are prescribed by various provisions of the California Government Code and the Act, as well as by administrative policies. Metropolitan's statement of investment policy is approved annually by the Board and describes the Treasurer's investment authority, practices, and limitations. The basic investment policy objectives, in order of importance, are safety of principal, liquidity, and return on investment.

Cash and investments may or may not be restricted as to use, depending on the specific purposes for which such assets are held (see Notes 3d and 13).

A summary of Metropolitan's deposit and investment policies, information on interest and credit risks, and restricted cash and investments is provided below.

(a) Deposits

The California Government Code requires California banks and savings and loan associations to secure a local government agency's deposits by pledging government securities as collateral.

As of June 30, 2013 and June 30, 2012, Metropolitan's deposits with financial institutions were \$145,000 and \$594,000, respectively, and cash on hand was \$5,000.

(b) Investments

Metropolitan is permitted by State law and Board policy to invest in a variety of instruments including U.S. Treasury securities, federal agencies, repurchase agreements, negotiable certificates of deposit, bankers' acceptances, prime commercial paper, asset and mortgage-backed securities, California local agency securities, including securities issued by Metropolitan, corporate notes, time deposits, investment contracts, shares of beneficial interest, and Local Agency Investment Fund (LAIF). As of June 30, 2013 and 2012, Metropolitan had the following investments at fair value:

| (Dollars in thousands) | June 30, | |
|---------------------------------------|---------------------|---------------------|
| | 2013 | 2012 |
| U.S. Treasury securities | \$ 215,836 | \$ 204,897 |
| U.S. Guarantees—GNMAs | 11 | 13 |
| Federal agency securities | 448,694 | 348,805 |
| Bankers' acceptances | 116 | — |
| Prime commercial paper | 174,179 | 202,033 |
| Corporate notes | 98,303 | 150,711 |
| Negotiable certificates of deposit | 168,917 | 40,000 |
| Shares of beneficial interest | 409 | 660 |
| Asset and mortgaged-backed securities | 66,194 | 55,455 |
| Municipal bonds | 101,721 | 97,774 |
| Local Agency Investment Fund | 46,415 | 50,000 |
| Total investments | \$ 1,320,795 | \$ 1,150,348 |

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

Interest rate risk. In accordance with Metropolitan's investment policy, interest rate risk was managed by limiting the duration of the various portfolio segments. Each segment has limitations on the amount of duration exposure (see the following for specific durations).

Internally Managed Segment

This segment of the portfolio was managed against the Bank of America Merrill Lynch 3-Month Treasury Bill Index approved by the Finance and Insurance Committee. For fiscal years 2013 and 2012, the benchmark was 0.24 and the portfolio weighted average duration was permitted to vary from the duration by plus or minus 0.20. As of June 30, 2013 and 2012, Metropolitan's investments and portfolio durations for this segment were as follows:

| (Dollars in thousands) | June 30, | | | |
|------------------------------------|------------|----------|------------|----------|
| | 2013 | | 2012 | |
| | Fair Value | Duration | Fair Value | Duration |
| U.S. Treasury securities | \$ 10,036 | 7.92 | \$ 10,397 | 8.95 |
| Federal agency securities | \$ 416,002 | 0.24 | \$ 293,368 | 0.61 |
| Bankers' acceptances | \$ 116 | 0.01 | \$ — | — |
| Prime commercial paper | \$ 174,179 | 0.01 | \$ 202,033 | — |
| Corporate notes | \$ 36,382 | 0.06 | \$ 89,810 | 0.22 |
| Negotiable certificates of deposit | \$ 168,917 | 0.01 | \$ 40,000 | — |
| Municipal bonds | \$ 17,474 | 0.07 | \$ 6,930 | 0.02 |
| Local Agency Investment Fund | \$ 46,415 | — | \$ 50,000 | — |
| Weighted average duration | | 0.21 | | 0.25 |

Externally Managed Segment

This segment of the portfolio was managed against the Bank of America Merrill Lynch, U.S. Corporate and Government, one to five years, A-Rated and above index approved by the Finance and Insurance Committee. For fiscal years 2013 and 2012, the benchmarks were 2.74 and 2.69, respectively, and the portfolio weighted average duration was permitted to vary from the duration by plus or minus 1.50. As of June 30, 2013 and 2012, Metropolitan's investments and portfolio durations for this segment were as follows:

| (Dollars in thousands) | June 30, | | | |
|---------------------------------------|------------|----------|------------|----------|
| | 2013 | | 2012 | |
| | Fair Value | Duration | Fair Value | Duration |
| U.S. Treasury securities | \$ 168,729 | 2.35 | \$ 156,328 | 1.94 |
| U.S. Guarantees-GNMAs | \$ 11 | 4.65 | \$ 13 | 5.00 |
| Federal agency securities | \$ 28,190 | 4.34 | \$ 50,518 | 3.73 |
| Corporate notes | \$ 61,521 | 2.86 | \$ 60,800 | 2.46 |
| Shares of beneficial interest | \$ 409 | — | \$ 660 | — |
| Asset and mortgaged-backed securities | \$ 66,194 | 2.72 | \$ 55,455 | 3.54 |
| Weighted average duration | | 2.69 | | 2.59 |

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

Bond Reserves and Lake Mathews Segment

Investments in the bond reserves were managed based on the requirements, of each of the bond issues. The Lake Mathews trust funds were managed in a manner that preserved the principal and provided the necessary liquidity to pay its operating expenses. Per Board authorization, the Treasurer was authorized to invest these monies in excess of five years. As of June 30, 2013 and 2012, Metropolitan's investments and portfolio durations for this segment were as follows:

| (Dollars in thousands) | June 30, | | | |
|---------------------------|------------|----------|------------|----------|
| | 2013 | | 2012 | |
| | Fair Value | Duration | Fair Value | Duration |
| U.S. Treasury securities | \$ 37,071 | 6.41 | \$ 38,172 | 7.46 |
| Federal agency securities | \$ 4,502 | 0.30 | \$ 4,919 | 0.29 |
| Corporate notes | \$ 400 | 0.04 | \$ 101 | 0.16 |
| Municipal bonds | \$ 84,247 | 7.66 | \$ 90,844 | 6.94 |
| Weighted average duration | | 7.01 | | 6.84 |

Credit risk. Credit risk was managed by purchasing investments with the nationally recognized credit ratings specified in Metropolitan's investment policy. Additionally, the policy required monitoring the credit ratings of securities held in the portfolio, and if the securities' credit ratings were downgraded, evaluating for potential sale. For certain securities, additional requirements included consideration of net worth, length of time in business, and specified market values.

Presented below is the minimum rating required, if applicable, by investment type pursuant to Metropolitan's investment policy.

U.S. Government and Agencies – not applicable.

Bankers' Acceptances, Prime Commercial Paper, Negotiable Certificates of Deposits, and Time Deposits – prime quality of the highest ranking or highest letter and numerical rating (A1, P1, F1 or higher) as provided by Moody's Investors Service, Inc., Standard and Poor's Ratings Services, and Fitch Ratings. Credit requirement may be waived for the maximum deposit that is insured by the Federal Deposit Insurance Corporation.

Repurchase Agreements – only with primary dealers in government securities or financial institutions with a Moody's Investor's Service, Inc. or equivalent, rating of "A" or better.

Investment Contracts – not applicable. Limited to guaranteed investment contracts, or agreements collateralized with U.S. Treasury or agency securities.

Corporate Notes – rating category of at least "A" or its equivalent or better by a nationally recognized rating service.

Asset and Mortgage-Backed Securities – issuer must have an "A" or higher rating for the issuer's debt as provided by a nationally recognized rating service and the security must be rated in a category of "AAA" by a nationally recognized rating service.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

Local Agency Investment Fund – not applicable.

Shares of Beneficial Interest – highest ranking of the highest letter and numerical rating provided by not less than two nationally recognized rating agencies.

California Local Agency Securities – securities with a maturity in excess of five years must have credit rating of at least “AA” (may be insured) and an underlying credit rating of “A” or better by a nationally recognized rating service.

At June 30, 2013 and 2012, Metropolitan’s portfolio was invested in the following securities by rating:

| (Dollars in thousands) | Rating | June 30, | |
|---------------------------------------|-----------------------|---------------------|---------------------|
| | | 2013 | 2012 |
| | | Fair Value | Fair Value |
| U.S. Treasury securities | AAA ⁽⁴⁾ | \$ 215,836 | \$ 204,897 |
| U.S. Guarantees - GNMA's | AAA | 11 | 13 |
| Federal agency securities | AAA ⁽¹⁾⁽⁴⁾ | 448,694 | 348,805 |
| Shares of beneficial interest | AAA | 409 | 660 |
| Asset and mortgaged-backed securities | AAA | 66,194 | 55,455 |
| Corporate notes | A ⁽²⁾⁽⁵⁾ | 98,303 | 150,711 |
| Prime commercial paper | A1/P1 ⁽²⁾ | 174,179 | 202,033 |
| Negotiable certificates of deposit | F1 ⁽²⁾ | 168,917 | 40,000 |
| Bankers' acceptances | F1 ⁽²⁾ | 116 | — |
| Municipal bonds | A ⁽²⁾ | 101,721 | 97,774 |
| Local Agency Investment Fund | ⁽³⁾ | 46,415 | 50,000 |
| Total portfolio | | \$ 1,320,795 | \$ 1,150,348 |

⁽¹⁾ Included \$7.221 million posted collateral with Morgan Stanley, and \$36.868 million posted as collateral with Morgan Stanley and JP Morgan Chase, pursuant to various agreements, at June 30, 2013 and 2012, respectively.

⁽²⁾ A or better e.g. F1+, A1+, AA, or AAA.

⁽³⁾ Local Agency Investment Fund is not rated.

⁽⁴⁾ United States Treasuries and Federal Agencies are rated “AAA” by two nationally recognized rating agencies and “AA” by one nationally recognized rating agency.

⁽⁵⁾ Included security, “A3” and “BBB+”, Hartford Life with book value of \$2.204 million and fair value \$2.224 million, rated by Moody’s and Standard and Poor’s, respectively.

Concentration of credit risk. In accordance with Metropolitan’s investment policy, the minimum requirements for limiting concentration of credit risk defined the maximum percent allowable for investment in each security type as well as the percent allowable for investment by issuer per type. Generally, the maximum allowable for investment by security type varied from 20 percent, for asset and mortgaged-backed securities, to 100 percent for U.S. Treasury and agency securities. The percentages of investments that can be purchased by a single issuer, within each security type, ranged from 5 percent, for asset-backed securities, to 10 percent for bankers’ acceptances.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

The following table identifies Metropolitan's limits and the percent invested by security type at fair value as of June 30, 2013 and 2012.

| | Investment Policy Limits | Percent of Portfolio | |
|---------------------------------------|--------------------------------|----------------------|---------|
| | | 2013 | 2012 |
| U.S. Treasury securities | 100% | 16.34% | 17.81% |
| U.S. Guarantees - GNMA's | 100% | — | — |
| Federal agency securities | 100% | 33.97 | 30.32 |
| Shares of beneficial interest | 20% | 0.03 | 0.06 |
| Asset and mortgaged-backed securities | 20% | 5.01 | 4.82 |
| Corporate notes | 30% | 7.44 | 13.10 |
| Prime commercial paper | 25% | 13.19 | 17.56 |
| Negotiable certificates of deposit | 30% | 12.79 | 3.48 |
| Bankers' acceptances | 40% | 0.01 | — |
| Municipal bonds | 30% | 7.70 | 8.50 |
| Local Agency Investment Fund | N/A | 3.52 | 4.35 |
| Total portfolio | | 100.00% | 100.00% |

At June 30, 2013 and 2012, Metropolitan had the following investments (obligations of the U.S. government or obligations explicitly guaranteed by the U.S. government not listed) representing five percent or more of its net investments:

| (Dollars in thousands) | June 30, | | | |
|--|------------|--------|------------|--------|
| | 2013 | | 2012 | |
| Federal Farm Credit Bank | \$ — | 0.00% | \$ 77,686 | 6.87% |
| Federal National Mortgage Association | \$ 208,355 | 15.82% | \$ 146,225 | 12.93% |
| Federal Home Loan Mortgage Corporation | \$ 197,645 | 15.00% | \$ 106,533 | 9.42% |

Custodial credit risk. At June 30, 2013 and 2012, Metropolitan's investments were insured, registered or held, in Metropolitan's name, in safekeeping at Metropolitan's bank, which was not a counterparty to the investment transactions. Exceptions were \$46.4 million and \$50.0 million in deposits in the California State managed Local Agency Investment Fund as of June 30, 2013 and 2012. Exceptions also included \$7.221 million posted as collateral with Morgan Stanley, and \$36.868 million posted as collateral with Morgan Stanley and JP Morgan Chase, pursuant to various swap agreements, at June 30, 2013 and 2012, respectively.

The LAIF, created by California statute, is part of a pooled money investment account. The LAIF has oversight by the Local Investment Advisory Board, which consists of five members designated by statute. The Chairman is the State Treasurer, or his designated representative. Securities held with Morgan Stanley are required pursuant to various swap agreements.

NOTES TO BASIC FINANCIAL STATEMENTS

(CONTINUED)

June 30, 2013 and 2012

(c) Reverse Repurchase Agreements

Metropolitan was permitted, subject to conditions imposed by State law, to sell securities owned under written agreements and to buy back the securities on or before a specified date for a specified amount. No such reverse repurchase agreements were entered into during the fiscal years ended June 30, 2013 and 2012.

(d) Restricted Cash and Investments

Metropolitan has established a number of separate accounts, also referred to as funds, to provide for specific activities in accordance with special regulations, bond covenants, and trust arrangements. The accounts were classified as "restricted." Most restricted accounts had minimum cash and investment balance requirements and all were nondiscretionary in terms of the use of assets. Among other things, the restricted amounts provided for payments of debt service on Metropolitan's bonds; reserves for principal and interest on outstanding bonds; payments for arbitrage tax rebate; construction of capital assets; payment of Metropolitan's operations and maintenance expenses; and payment of the costs related to the closure and postclosure maintenance of Metropolitan's solid waste landfill facility.

NOTES TO BASIC FINANCIAL STATEMENTS*(CONTINUED)*

June 30, 2013 and 2012

4. PARTICIPATION RIGHTS

Participation rights activity for the fiscal years ended June 30, 2013 and 2012 was as follows:

| (Dollars in thousands) | June 30, 2011 | Additions |
|-------------------------------------|---------------|-------------|
| Participation rights: | | |
| Imperial Irrigation District | \$ 112,313 | \$ — |
| Palo Verde Irrigation District | 82,804 | — |
| Kern Water District | 39,007 | — |
| South County Pipeline | 72,371 | — |
| Semitropic Water Storage District | 31,319 | — |
| Arvin-Edison Water Storage District | 47,187 | — |
| Chino Basin | 27,500 | — |
| Orange County | 23,000 | — |
| Conjunctive Use Programs | 20,608 | — |
| Total | 456,109 | — |
| Accumulated amortization: | | |
| Imperial Irrigation District | (43,071) | (2,270) |
| Palo Verde Irrigation District | (14,676) | (2,343) |
| Kern Water District | (2,084) | (2,172) |
| South County Pipeline | (16,722) | (912) |
| Semitropic Water Storage District | (11,529) | (813) |
| Arvin Edison Water Storage District | (11,484) | (1,467) |
| Chino Basin | (3,271) | (1,454) |
| Orange county | (2,688) | (1,195) |
| Conjunctive Use Programs | (2,306) | (1,025) |
| Total | (107,831) | (13,651) |
| Participation rights, net | \$ 348,278 | \$ (13,651) |

NOTES TO BASIC FINANCIAL STATEMENTS*(CONTINUED)*

June 30, 2013 and 2012

| Reductions | June 30, 2012 | Additions | Reductions | June 30, 2013 |
|------------|---------------|-------------|------------|---------------|
| \$ — | \$ 112,313 | \$ — | \$ — | \$ 112,313 |
| — | 82,804 | — | — | 82,804 |
| — | 39,007 | — | — | 39,007 |
| — | 72,371 | — | — | 72,371 |
| — | 31,319 | — | — | 31,319 |
| — | 47,187 | — | — | 47,187 |
| — | 27,500 | — | — | 27,500 |
| — | 23,000 | — | — | 23,000 |
| — | 20,608 | — | — | 20,608 |
| — | 456,109 | — | — | 456,109 |
| — | (45,341) | (2,270) | — | (47,611) |
| — | (17,019) | (2,342) | — | (19,361) |
| — | (4,256) | (2,172) | — | (6,428) |
| — | (17,634) | (912) | — | (18,546) |
| — | (12,342) | (814) | — | (13,156) |
| — | (12,951) | (1,467) | — | (14,418) |
| — | (4,725) | (1,454) | — | (6,179) |
| — | (3,883) | (1,195) | — | (5,078) |
| — | (3,331) | (1,025) | — | (4,356) |
| — | (121,482) | (13,651) | — | (135,133) |
| \$ — | \$ 334,627 | \$ (13,651) | \$ — | \$ 320,976 |

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

(a) Imperial Irrigation District

In December 1988, Metropolitan and the Imperial Irrigation District (IID) entered into a water conservation agreement that became effective in December 1989. Under the terms of the conservation agreement, Metropolitan paid for capital costs and continues to pay annual costs for specific conservation projects within IID. From 1998 to 2003, Metropolitan diverted from the Colorado River a quantity of water equal to the amount of water conserved by the conservation projects, which totaled between 104,940 and 109,460 acre-feet annually. Under the October 2003 amendment to an agreement and at the request of the Coachella Valley Water District (CVWD), 20,000 acre-feet of the total conserved volume was made available to CVWD. Under the May 2007 amendment to the agreement, at least 93,677 and 85,000 acre-feet will be/was available in calendar years 2013 and 2012, respectively (see Note 9b). The water must be used in the calendar year the water is conserved, unless stored in a Colorado River reservoir pursuant to a separate agreement.

As capital projects were completed, the costs contributed by Metropolitan were capitalized as participation rights in Metropolitan's accounting records. The construction phase of this program was completed as of September 30, 1998, and the operation and maintenance phase commenced on October 1, 1998. The October 2003 amendment to the agreement extended the term through December 31, 2041 or 270 days beyond the termination of the Quantification Settlement Agreement plus any extension applicable over the agreement (see Note 9d). Participation rights for this project totaled \$112,313,000 as of June 30, 2013 and 2012, and are amortized using the straight-line method over the remaining life of the agreement. Amortization expense totaled \$2,270,000 in fiscal years 2013 and 2012.

(b) Palo Verde Irrigation District

In August 2004, Metropolitan entered into an agreement with Palo Verde Irrigation District (PVID) to implement a 35-year land management, crop rotation, and water supply program. This following program commenced in January 2005 and will extend through July 2040 and will make available up to 130,000 acre-feet of water in certain years for transfer to Metropolitan from PVID.

Under the terms of the agreement, Metropolitan paid for all program start-up costs that have been capitalized as participation rights. These costs included sign-up payments to individual landowners, funding for a community improvement program and program setup costs.

Participation rights for this program totaled \$82,804,000 as of June 30, 2013 and 2012, and are being amortized using the straight-line method over 35 years. Amortization expense totaled \$2,342,000 and \$2,343,000 in fiscal years 2013 and 2012, respectively.

(c) Kern Water District

Metropolitan entered into an agreement with the Kern Water District for the development of a water management program. The agreement includes a Regulation Program and a Transportation Program. Under the terms of the Regulation Program, Kern Delta will regulate the storage and delivery for Metropolitan of up to 250,000 acre-feet of water and currently has 178,013 acre-feet in the program. The program is intended to provide a minimum recharge and return capability of 50,000 acre-feet annually. Construction of infrastructure is required in order to meet the program's dry year minimum return. The transportation program provides Metropolitan with priority rights to convey water acquired by Metropolitan from third parties through the Kern-Delta facilities to the California Aqueduct for ultimate delivery to Metropolitan. This program terminates on December 31, 2029. The facilities became operational in June 2010.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

Participation rights for the Kern Delta totaled \$39,007,000 as of June 30, 2013 and 2012, and are being amortized using the straight-line method over the remaining life of the agreement. Amortization expense totaled \$2,172,000 in fiscal years 2013 and 2012.

(d) South County Pipeline

In 1989, Metropolitan entered into an agreement with two member agencies and one of their subagencies to participate in the construction of an upsized version of a 26-mile long pipeline serving the south Orange County portion of its service area. Participation in this project provides Metropolitan capacity to transport its water in the central part of its service area. Participation rights for this project totaled \$72,371,000 as of June 30, 2013 and 2012. These participation rights are amortized using the straight-line method over 80 years. Amortization expense totaled \$912,000 in fiscal years 2013 and 2012.

(e) Semitropic Water Storage District

In December 1994, Metropolitan entered into a water banking and exchange program with Semitropic Water Storage District and its improvement districts that entitles it to storage, withdrawal, and exchange rights for its State Water Project supplies. The agreement terminates in November 2035.

In 1999, Metropolitan became fully vested for 35 percent of the one million acre-foot banking project. Metropolitan has a storage allocation of 350,000 acre-feet and currently has 285,125 acre-feet in the program. Metropolitan is entitled to a minimum of 31,500 acre-feet per year of pump back capacity. In addition, assuming a 100 percent State Water Project allocation, Metropolitan is entitled to a minimum of 46,550 acre-feet per year of entitlement exchange rights. Finally, Metropolitan has the ability to use other banking partners' rights when they are not being used. As a result, the potential maximum return capability for Metropolitan is estimated at 223,000 acre-feet per year assuming an 100 percent State Water Project allocation and usage of the other banking partners' rights.

Participation rights for this program totaled \$31,319,000 as of June 30, 2013 and 2012. These participation rights are amortized using the straight-line method over the remaining life of the agreement. Amortization expense totaled \$814,000 and \$813,000 in fiscal years 2013 and 2012, respectively.

(f) Arvin-Edison Water Storage District

In December 1997, Metropolitan entered into an agreement for a water management program with Arvin-Edison Water Storage District (Arvin-Edison). The agreement includes a regulation program, a transportation program, and a water quality exchange program. Under the terms of the regulation program, Arvin-Edison will regulate the storage and delivery for Metropolitan of up to 350,000 acre-feet of water and currently has 200,805 acre-feet in the program. The minimum estimated return capability for the Arvin-Edison program varies from 40,000 acre-feet per year to 75,000 acre-feet per year depending on hydrologic/groundwater conditions. Return water will be delivered to Metropolitan upon request through a new intertie pipeline to the California Aqueduct and by exchange of existing Arvin-Edison supplies in the California Aqueduct. In 2008, Metropolitan amended the agreement to construct the south canal improvement project that will improve the operational flexibility of the program as well as increase the ability to return high quality water to the California Aqueduct. The project was completed in early 2009. The agreement terminates on November 4, 2035 with provisions for automatic extension if all stored water has not been returned.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

The agreement also provides a transportation program whereby Metropolitan is provided priority rights to convey water acquired by Metropolitan from third parties through the Arvin-Edison facilities to the California Aqueduct for ultimate delivery to Metropolitan.

Participation rights for the Arvin-Edison program totaled \$47,187,000 as of June 30, 2013 and 2012. These participation rights are amortized using the straight-line method over the longer life of the transportation program. Amortization expense totaled \$1,467,000 in fiscal years 2013 and 2012.

(g) Chino Basin

In June 2003, Metropolitan entered into a groundwater storage agreement with Inland Empire Utilities Agency, Three Valleys Municipal Water District, and the Chino Basin Watermaster. Under the terms of the agreement, Metropolitan may store up to 25,000 acre-feet per year to a maximum of 100,000 acre-feet and may withdraw up to 33,000 acre-feet per year for overlying demand during dry, drought or emergency conditions. The facilities became operational during fiscal year 2009. As of June 2013, Metropolitan had no water in storage. The agreement terminates on March 1, 2028, unless the parties agree to extend for an additional maximum period of 25 years.

Participation rights in the Chino groundwater storage program totaled \$27,500,000 as of June 30, 2013 and 2012. These participation rights are amortized using the straight-line method over the remaining life of the agreement. Amortization expense totaled \$1,454,000 in fiscal years 2013 and 2012.

(h) Orange County

In 2003, Metropolitan entered into a groundwater storage agreement with the Orange County Water District and the Municipal Water District of Orange County to allow Metropolitan to store 66,000 acre-feet in the Orange County Basin. Metropolitan may store up to 16,500 acre-feet per year and withdraw up to 22,000 acre-feet for overlying demand during dry, drought, or emergency conditions. The facilities became operational during fiscal year 2009. As of June 2013, Metropolitan had 49,054 acre-feet in storage. The program included the construction of wells and barrier improvements for protection of groundwater supplies from seawater intrusion. The agreement terminates in June 2028, unless the parties agree to extend for an additional maximum period of 25 years.

Participation rights in the Orange County groundwater storage program totaled \$23,000,000 as of June 30, 2013 and 2012. These participation rights are amortized using the straight-line method over the remaining life of the agreement. Amortization expense totaled \$1,195,000 in fiscal years 2013 and 2012.

(i) Conjunctive Use Programs

Conjunctive use is the operation of a groundwater basin in coordination with a surface water system to increase total water supply availability, thus improving the overall reliability of supplies. Metropolitan has entered into seven agreements with its member agencies for conjunctive use programs whereby Metropolitan provides funding for construction of water storage and related facilities in exchange for water storage and withdrawal rights. The conjunctive use programs were funded with State Proposition 13 grant dollars. The seven projects are with Long Beach, Long Beach-Lakewood, Compton, Three Valleys, Three Valleys MWD-La Verne, Foothill MWD, and Western MWD-Elsinore Valley MWD. Collectively, these seven projects allow Metropolitan to store up to 45,889 acre-feet with storage of 11,472 acre-feet per year and withdrawal of

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

15,296 acre-feet per year for overlying demand during dry, drought or emergency conditions. As of June 2013, Metropolitan had a total of 17,891 acre-feet in storage in these seven accounts. The term of each agreement is 25 years, unless the parties agree to extend for an additional maximum period of 25 years. Termination dates range from July 2027 to December 2031. The programs became operational during fiscal year 2009. Participation rights in these projects totaled \$20,608,000 at June 30, 2013 and 2012. These participation rights are amortized using the straight-line method over the remaining lives of the agreements. Amortization expense totaled \$1,025,000 in fiscal years 2013 and 2012.

5. Short-term and Long-term Debt

Metropolitan's enabling Act specifies that its indebtedness shall be limited to 15 percent of the assessed value of all taxable property within Metropolitan's service area. Existing outstanding debt of \$4.628 billion and \$4.817 billion at June 30, 2013 and 2012, respectively, represents less than one percent of the 2013-14 and 2012-13 total taxable assessed valuation of \$2,183 billion and \$2,097 billion, respectively.

Metropolitan's long-term debt consists of general obligation and revenue bond issues as well as other obligations. The general obligation bonds are secured by Metropolitan's authority to levy ad valorem property taxes in an unlimited amount for such purposes. The revenue bond obligations are special limited obligations of Metropolitan and are secured by a pledge of Metropolitan's net operating revenues. Such obligations contain certain restrictive covenants, with which Metropolitan has complied. Substantially all of the bond issues contain call provisions. Substantially all of the debt proceeds have been, and are expected to continue to be, utilized to fund new facilities, improvements and betterments, and to refund outstanding bonds.

(a) Short-term Debt

Metropolitan may issue up to \$400 million in commercial paper to fund a portion of its capital plan. As of and during the years ended June 30, 2013 and 2012, there were no commercial paper notes outstanding. Metropolitan may also issue other forms of short-term debt such as variable rate water revenue bonds (see Note 5c).

(b) General Obligation Bonds

In 1966, voters authorized Metropolitan to incur up to \$850.0 million of general obligation bond indebtedness to finance a portion of Metropolitan's capital plan. The original amounts, issued as Series A through H under the 1966 authorization, totaled \$850.0 million at June 30, 2013 and 2012. Metropolitan has refunded a portion of these general obligation bond issues through the issuance of refunding bonds. A total of \$165.1 million and \$196.5 million in general obligation bonds and general obligation refunding bonds were outstanding at June 30, 2013 and 2012, respectively.

The general obligation and general obligation refunding bond issues include both serial and term bonds that mature in varying amounts through March 2037 at interest rates ranging from 0.5 percent to 5.0 percent. The term bonds are subject to mandatory redemption prior to maturity. All general obligation bonds maturing on or after the earliest applicable call date are subject to optional redemption prior to maturity, callable on interest payment dates, and subject to early redemption premiums.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

No general obligation bonds were issued during the fiscal years ended June 30, 2013 or 2012.

(c) Revenue Bonds

Pursuant to a 1974 voter authorization, additional funds, primarily for funding the capital investment plan, are obtained through the sale of water revenue bonds. Revenue bonds may be issued subject to certain conditions, including a requirement that the total of revenue bonds outstanding does not exceed the equity (net position) of Metropolitan as of the fiscal year end prior to such issuance. Metropolitan has refunded some of these revenue bonds through the issuance of refunding bonds. A total of \$4.451 billion and \$4.607 billion of revenue bonds and revenue refunding bonds were outstanding at June 30, 2013 and 2012, respectively.

Each fixed rate revenue and revenue refunding bond issue consists of either serial or term bonds or both that mature in varying amounts through July 2040 at interest rates ranging from 0.45 percent to 6.95 percent. The term bonds are subject to mandatory redemption prior to maturity. Substantially all revenue bonds maturing on or after the earliest applicable call date are subject to optional redemption prior to maturity, callable on interest payment dates, and subject to early redemption premiums.

No revenue bonds were issued during fiscal years ended June 30, 2013 or 2012.

(d) Bond Refundings and Defeasances

Metropolitan has issued Waterworks General Obligation Refunding Bonds, Water Revenue Refunding Bonds, and Special Variable Rate Water Revenue Refunding bonds to refund various issues of Waterworks General Obligation Bonds, Waterworks General Obligation Refunding Bonds, Water Revenue Bonds, and Water Revenue Refunding Bonds previously issued. The net proceeds from these sales were used to redeem the refunded bonds or to purchase U.S. Treasury securities that were deposited in irrevocable escrow trust accounts with a bank acting as an independent fiscal agent to provide for all future debt service on the bonds being refunded. As a result, those bonds are considered defeased and the related liabilities have been excluded from Metropolitan's basic financial statements. At June 30, 2013 and 2012, outstanding general obligation bonds and revenue bonds (including prior year's refundings) of \$446,940,000 and \$697,190,000, respectively, are considered to be defeased.

Refunding and defeasance transactions during fiscal year 2013 were as follows:

- On October 4, 2012, Metropolitan issued \$60,035,000 of Water Revenue Refunding Bonds, 2012 Series F at a true interest cost of 2.56 percent, to refund \$30,225,000 of Water Revenue Bonds, 2003 Authorization Series B-3 and \$41,325,000 of Water Revenue Refunding Bonds, 2006 Series A-1 and 2006 Series A-2. Their maturities extend to July 1, 2028 and are subject to optional redemption provisions.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

- On December 27, 2012, Metropolitan issued \$111,890,000 of Water Revenue Refunding Bonds, 2012 Series G at a true interest cost of 2.78 percent, to refund \$50,000,000 of Water Revenue Bonds, 1997 Authorization, Series B, \$50,000,000 of Water Revenue Bonds, 1997 Authorization, Series C and \$37,705,000 of Water Revenue Bonds, 2003 Authorization Series B-4. Their maturities extend to July 1, 2031 and are subject to optional redemption provisions.
- On June 3, 2013, Metropolitan issued \$87,445,000 of Special Variable Rate Water Revenue Refunding Bonds, 2013 Series D, at variable rates, to refund \$88,800,000 of Water Revenue Bonds, 2000 Authorization Series B-2. Their maturities extend to July 1, 2035 and are subject to optional and mandatory redemption provisions.

Refunding and defeasance transactions during fiscal year 2012 were as follows:

- On September 27, 2011, Metropolitan issued \$157,100,000 of Water Revenue Refunding Bonds, 2011 Series C at a true interest cost of 3.15 percent, to refund \$8,300,000 of Water Revenue Bonds, 2003 Authorization Series B-1, \$94,420,000 of Water Revenue Bonds, 2003 Authorization Series B-2 and \$60,200,000 of Water Revenue Bonds, 2003 Authorization Series B-3. Their maturities extend to October 1, 2036 and are subject to optional redemption provisions, except for \$29,300,000 maturing on October 1, 2027.
- On March 20, 2012, Metropolitan issued \$181,180,000 of Water Revenue Refunding Bonds, 2012 Series A at a true interest cost of 3.48 percent, to refund \$97,280,000 of Water Revenue Bonds, 2003 Authorization Series B-1 and \$99,000,000 of Water Revenue Bonds, 2003 Authorization Series B-3. Their maturities extend to October 1, 2036 and are subject to optional redemption provisions.
- On April 27, 2012, Metropolitan issued \$98,585,000 of Water Revenue Refunding Bonds, 2012 Series B-1 and B-2 (SIFMA Index Mode) at variable rates, to refund \$100,000,000 of Water Revenue Bonds, 1999 Authorization, Series B and Series C. Their maturities extend to July 1, 2027 and are subject to an unscheduled mandatory tender, at Metropolitan's discretion, beginning November 1, 2014 and are subject to mandatory and optional redemption provisions.
- On June 28, 2012, Metropolitan issued \$190,600,000 of Water Revenue Refunding Bonds, 2012 Series C, \$39,520,000 of Water Revenue Refunding Bonds, 2012 Series D (Federally Taxable) and \$89,460,000 of Water Revenue Refunding Bonds, 2012 Series E-1, E-2, and E-3 (Term Mode), at a combined true interest costs of 4.84 percent, to refund \$60,340,000 of Water Revenue Refunding Bonds, 2004 Series A-1 and A-2, \$20,370,000 of Water Revenue Refunding Bonds, 2006 Series A-1 and A-2, \$158,965,000 of Water Revenue Refunding Bonds, 2008 Series A-1, \$52,155,000 of Water Revenue Refunding Bonds, 2008 Series A-2, \$26,350,000 of Water Revenue Refunding Bonds, 2010 Series A, and to fund \$47.15 million of swap termination payments. The maturities of the 2012 Series C, the 2012 Series D, and the 2012 Series E-1, E-2, and E-3 extend to July 1, 2021, January 1, 2016, July 1, 2032, July 1, 2035, and July 1, 2037, respectively.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

The 2012 Series C bonds are not subject to optional or mandatory redemption provisions. The 2012 Series D bonds are subject to optional redemption provisions. The 2012 Series E-1, E-2, and E-3 bonds are subject to an unscheduled mandatory tender, at Metropolitan's discretion, beginning July 1, 2014, July 1, 2015, and July 1, 2016, respectively, and are subject to mandatory and optional redemption provisions.

These refundings and defeasances were accomplished to take advantage of lower interest rates. In addition to realizing economic savings, Metropolitan also issued certain refunding bonds to eliminate or mitigate certain risks associated with managing its variable rate debt and interest rate swap portfolios. The transactions resulted in cash flow savings of \$29.0 million and \$55.4 million and economic gains (difference between the present values of the debt service payments on the old debt and new debt) of \$11.0 million and \$35.8 million for fiscal years 2013 and 2012, respectively. The difference between the book value of the old debt and the amount required to retire the debt is deferred and amortized over the original remaining life of the old debt or the life of the new debt, whichever is less.

(e) Other Long-term Debt

In November 2003, Metropolitan received \$20.0 million through the state Department of Water Resources for oxidation retrofit facilities at the Mills Water Treatment Plant in Riverside County. This 20-year State Revolving Fund loan carries interest at 2.39 percent with the final payment due July 1, 2024. At June 30, 2013 and 2012, the outstanding balance was \$12,161,000 and \$13,117,000, respectively.

NOTES TO BASIC FINANCIAL STATEMENTS

(CONTINUED)

June 30, 2013 and 2012

(f) Interest Rate Swaps

Metropolitan has entered into 22 separate interest rate swap agreements of which 13 were outstanding as of June 30, 2013. Eleven of the agreements require that Metropolitan pay fixed interest rates and receive interest at variable interest rates which are Metropolitan's hedging derivative instruments, and two require that Metropolitan pay a variable rate based on a tax-exempt index and receive a variable rate payment based on a taxable index, which are Metropolitan's investment derivative instruments.

The table on the following page summarizes Metropolitan's interest rate swap portfolio as of June 30, 2013, 2012, and 2011.

NOTES TO BASIC FINANCIAL STATEMENTS

(CONTINUED)

June 30, 2013 and 2012

(Dollars in thousands)

| Associated Bond Issue ¹ | Notional Amount | Effective Date | Fixed Rate Paid | Variable Rate Received | Counterparty Credit Rating ² |
|--|-----------------|----------------|--------------------|---|---|
| 2001 Payor | \$ — | 09/06/01 | 4.219% | SIFMA ³ less 35 basis points | N/A |
| 2001 Payor | — | 09/06/01 | 4.219% | SIFMA less 35 basis points | N/A |
| 2002 A Payor | 88,695 | 09/12/02 | 3.300% | 57.74% of 1MoLIBOR ⁵ | Baa1/A-/A |
| 2002 B Payor | 33,180 | 09/12/02 | 3.300% | 57.74% of 1MoLIBOR | Aa3/A+/A+ |
| 2003 Payor C-1 - C-3 | 163,987 | 12/18/03 | 3.257% | 61.20% of 1 MoLIBOR | A2/A+/A+ |
| 2003 Payor C-1 - C-3 | 163,987 | 12/18/03 | 3.257% | 61.20% of 1 MoLIBOR | Aa3/A+/A+ |
| 2004 Payor A-1 - A-2 | 94,530 | 02/19/04 | 2.917% | 61.20% of 1 MoLIBOR | Baa1/A-/A |
| 2004 C Payor | 57,312 | 11/16/04 | 2.980% | 61.55% of 1 MoLIBOR | Baa1/A-/A |
| 2004 C Payor | 46,892 | 11/16/04 | 2.980% | 61.55% of 1 MoLIBOR | Baa2/A-/A |
| 2005 Payor | 58,548 | 07/06/05 | 3.360% | 70.00% of 3 MoLIBOR | Aa3/A+/A+ |
| 2005 Payor | 58,548 | 07/06/05 | 3.360% | 70.00% of 3 MoLIBOR | Baa2/A-/A |
| 2006 Payor | 20,698 | 04/04/06 | 3.210% | 63.00% of 3 MoLIBOR | A2/A+/A+ |
| 2006 Payor | 20,698 | 04/04/06 | 3.210% | 63.00% of 3 MoLIBOR | Aa3/A+/A+ |
| 2006 Payor | — | 04/04/06 | 2.911% | 63.00% of 3 MoLIBOR | N/A |
| 2006 Payor | — | 04/04/06 | 2.911% | 63.00% of 3 MoLIBOR | N/A |
| Sub-total pay-fixed receive-variable | 807,075 | | | | |
| 2004 Basis | 125,000 | 05/19/04 | SIFMA ⁶ | 70% of 1MoLIBOR +31.5 basis points | Aa3/A+/A+ |
| 2004 Re-Amended basis | 125,000 | 05/19/04 | SIFMA ⁶ | 70% of 1MoLIBOR +31.5 basis points | Aa3/A+/A+ |
| Sub-total pay-variable, receive-variable | 250,000 | | | | |
| Total swaps | \$ 1,057,075 | | | | |

¹ These swaps lock in a fixed rate for an equivalent amount of variable rate debt.

² Credit Ratings—Moody's Investors Service, Standard & Poor's, and Fitch Ratings, respectively.

³ The Securities Industry and Financial Markets Municipal Swap Index, previously known as Bond Marketing Index.

⁴ Excludes accrued interest.

⁵ London Interbank Offered Rate.

⁶ Variable rate paid is based on the SIFMA index.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

| Swap Termination | Fair Value as of 6/30 ⁴ | | | Change in Fair Value in FY | |
|---------------------|------------------------------------|--------------|--------------|----------------------------|-------------|
| | 2013 | 2012 | 2011 | 2013 | 2012 |
| 07/01/20 | \$ — | \$ — | \$ (15,322) | \$ — | \$ 15,322 |
| 07/01/20 | — | — | (15,322) | — | 15,322 |
| 07/01/25 | (13,410) | (18,595) | (11,643) | 5,185 | (6,952) |
| 07/01/25 | (4,963) | (6,860) | (4,308) | 1,897 | (2,552) |
| 07/01/30 | (25,981) | (38,605) | (19,670) | 12,624 | (18,935) |
| 07/01/30 | (25,981) | (38,605) | (19,670) | 12,624 | (18,935) |
| 07/01/23 | (11,167) | (16,445) | (13,157) | 5,278 | (3,288) |
| 10/01/29 | (6,599) | (9,367) | (6,555) | 2,768 | (2,812) |
| 10/01/29 | (5,372) | (7,703) | (5,308) | 2,331 | (2,395) |
| 07/01/30 | (7,460) | (11,792) | (5,285) | 4,332 | (6,507) |
| 07/01/30 | (7,530) | (12,011) | (5,408) | 4,481 | (6,603) |
| 07/01/21 | (2,540) | (3,555) | (2,885) | 1,015 | (670) |
| 07/01/21 | (2,540) | (3,555) | (2,885) | 1,015 | (670) |
| 07/01/12 | — | — | (159) | — | 159 |
| 07/01/12 | — | — | (159) | — | 159 |
| | (113,543) | (167,093) | (127,736) | 53,550 | (39,357) |
| 07/01/14 | 392 | 641 | 679 | (249) | (38) |
| 07/01/14 | 392 | 642 | 679 | (250) | (37) |
| | 784 | 1,283 | 1,358 | (499) | (75) |
| | \$ (112,759) | \$ (165,810) | \$ (126,378) | \$ 53,051 | \$ (39,432) |

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

Pay-Fixed, Receive-Variable

Objective of the Swaps: In order to take advantage of low interest rates in the marketplace, Metropolitan entered into eleven separate pay-fixed, receive-variable interest rate swaps at costs that were less than what Metropolitan otherwise would have paid to issue fixed rate debt in the tax-exempt municipal bond market.

Terms: The notional amounts of the swaps match the principal amounts of the associated debt in total. Metropolitan's swap agreements contain scheduled reductions to outstanding notional amounts that are expected to approximately follow scheduled or anticipated reductions in the associated long-term debt (see Note 5g).

Fair Values: At June 30, 2013, all pay-fixed, receive-variable swaps had a negative fair value. Because the coupons on Metropolitan's variable rate bonds adjust to changing interest rates, the bonds do not have corresponding fair value changes. The fair values of the swaps were estimated using the zero-coupon method and exclude accrued interest. This method calculates the future net settlement payments required by the swap, assuming that the current forward rates implied by the yield curve correctly anticipate future spot interest rates. These payments are then discounted using spot rates implied by the current yield curve for hypothetical zero-coupon bonds due on the date of each future net settlement on the swaps.

Credit Risks: As of June 30, 2013, Metropolitan was not exposed to credit risk on the outstanding pay-fixed, receive-variable swaps that had negative fair values. However, should interest rates change and the fair values of the swaps become positive, Metropolitan would be exposed to credit risk to each swap counterparty in the amount of the derivatives' fair value. Should the counterparties to the transactions fail to perform according to the terms of the swap contract, Metropolitan would face a maximum possible loss equal to the fair market value of these swaps.

All swap agreements contain specific collateral requirements that are in effect for Metropolitan and the counterparties. The swaps require different collateral levels based on credit ratings and the fair value of the swap. Generally, the fair value threshold levels are also reduced as the credit ratings are reduced. Collateral on all swaps is to be in the form of U.S. government securities that may be held by the party posting the collateral. On June 30, 2013, Metropolitan had posted collateral of \$7.2 million with one counterparty.

Each swap contains cross-default provisions that allow the nondefaulting party to accelerate and terminate all outstanding transactions and to net the transactions' fair values into a single sum to be owed by, or owed to, the nondefaulting party.

As of June 30, 2013, Metropolitan has pay-fixed, receive-variable swap transactions with one counterparty in the amount of \$276.0 million or 34.2 percent of the notional amount of Metropolitan's outstanding pay-fixed, receive-variable swap transactions. This counterparty is rated Aa3/A+/A+ by Moody's, Standard & Poor's, and Fitch Ratings, respectively.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

Basis Risk: The interest rates on Metropolitan's variable rate bonds are expected to be equivalent, but not necessarily equal to the variable rate payments received from counterparties on pay-fixed, receive-variable interest rate swaps. To the extent these variable payments differ, Metropolitan is exposed to basis risk. When the rates received from the counterparties are less than the rates on variable rate bonds associated with the respective swap transactions there is a basis loss. When the rates received from the counterparties are greater than the rates on variable rate bonds associated with the respective swap transactions there is a basis gain. As of June 30, 2013, the interest rates of the variable rate debt associated with these swap transactions were 0.09 percent, 0.09 percent, 0.05 percent, 0.09 percent, 0.09 percent, and 0.09 percent, respectively. Metropolitan's variable rate payments received from the counterparties of these swaps were 0.11 percent, 0.12 percent, 0.12 percent, 0.12 percent, 0.17 percent, and 0.19 percent, respectively.

Termination Risk: Metropolitan may terminate any of the swaps if the other party fails to perform under the terms of the swap agreements. If any of the swaps are terminated, the associated variable rate bonds would no longer carry a synthetic fixed interest rate. Also, if at the time of termination the swap has a negative fair value, Metropolitan would be liable to the counterparty for a payment equal to the swap's fair value. On June 28, 2012, Metropolitan exercised its optional termination provisions and terminated two swaps in their entirety and partially terminated seven swaps for a total notional amount of \$322.2 million. The termination payment of \$47.2 million was funded from a portion of the proceeds of the 2012 Series C, D, and E Water Revenue Refunding Bonds.

Tax Risk: As with other forms of variable rate exposure and the relationship between the taxable and tax-exempt markets, Metropolitan is exposed to tax risk should tax-exempt interest rates on variable rate debt issued in conjunction with the swaps rise faster than taxable interest rates received by the swap counterparties, due particularly to reduced federal or state income tax rates, over the term of the swap agreement.

Pay-Variable, Receive-Variable

Objective of the Swaps: The low interest rate environment during fiscal years 2004 through 2006 enabled Metropolitan to reduce the cost of Metropolitan's debt obligations by taking advantage of the relationship between taxable and tax-exempt market indices. To take advantage of the market opportunity, Metropolitan currently has two SIFMA-to-LIBOR basis swap transactions to generate additional cash flow savings while preserving the call option value of its existing bonds. Metropolitan pays a variable rate based on the SIFMA or tax-exempt index and receives a variable rate based on a percentage of the LIBOR or taxable index.

Terms: On May 17, 2004, Metropolitan entered into two basis swap transactions (2004 Basis Swaps) with two counterparties. The terms of both swaps are 10 years and terminate in July 2014. The notional amount of each swap is \$125.0 million. Under the terms of the swaps, Metropolitan pays a variable rate equal to the SIFMA Index and receives a variable rate based on 70.0 percent of the one-month LIBOR plus 31.5 basis points.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

Fair Value: As of June 30, 2013, the two basis swaps each had a positive fair value of \$392,000. The fair values were estimated using the zero-coupon method and excludes accrued interest. This method calculates the future net settlement payments required by the swap, assuming that the current forward rates implied by the yield curve correctly anticipate future spot interest rates. These payments are then discounted using spot rates implied by the current yield curve for hypothetical zero-coupon bonds due on the date of each future net settlement on the swaps.

Credit Risk: The swap's fair value represents Metropolitan's credit exposure to one counterparty as of June 30, 2013. Should the counterparty to this transaction fail to perform according to the terms of the swap contract, Metropolitan would face a maximum possible loss equivalent to the swap's fair value. As of June 30, 2013, the swap counterparty was rated Aa3/A+/A+ by Moody's, Standard & Poor's, and Fitch Ratings, respectively.

Basis Risk: Since the payments received by Metropolitan for the basis swap transactions are based on a percentage of a taxable index and the payments made by Metropolitan are based on a tax-exempt index, the trading relationship exposes Metropolitan to basis risk as payments received by Metropolitan could be less than payments made by Metropolitan to the counterparties.

Tax Risk: As with other forms of variable rate exposure and the relationship between the taxable and tax-exempt markets, Metropolitan is exposed to tax risk should tax-exempt interest rates rise faster than taxable interest rates thereby resulting in narrower spreads between taxable and tax-exempt indices over the term of the swap agreement.

(g) Swap Payments and Associated Debt

Using rates as of June 30, 2013, debt service requirements on Metropolitan's swap-related variable rate debt and net swap payments are as follows. As rates vary, variable rate bond interest payments and net swap payments will vary.

| (Dollars in thousands) | Variable Rate Bonds | | Interest Rate Swaps, Net | Total |
|------------------------|---------------------|-----------|--------------------------|--------------|
| | Principal | Interest | | |
| Year ending June 30: | | | | |
| 2014 | \$ 1,925 | \$ 904 | \$ 24,731 | \$ 27,560 |
| 2015 | 1,980 | 903 | 24,669 | 27,552 |
| 2016 | 7,565 | 897 | 24,445 | 32,907 |
| 2017 | 10,965 | 889 | 24,148 | 36,002 |
| 2018 | 11,445 | 880 | 23,789 | 36,114 |
| 2019-2023 | 359,140 | 3,631 | 90,769 | 453,540 |
| 2024-2028 | 341,665 | 2,107 | 33,660 | 377,432 |
| 2029-2031 | 72,390 | 354 | 2,925 | 75,669 |
| Total | \$ 807,075 | \$ 10,565 | \$ 249,136 | \$ 1,066,776 |

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

(h) Variable Rate Bonds

The variable rate bonds bear interest at daily and weekly rates ranging from 0.03 percent to 0.41 percent as of June 30, 2013 and 0.10 percent to 0.53 percent as of June 30, 2012. Metropolitan can elect to change the interest rate period of the bonds with certain limitations. With the exception of the Water Revenue Refunding Bonds, 2009 SIFMA Index Bonds Series A-1 and A-2, 2011 SIFMA Index Bonds Series A-1, A-2, A-3, and A-4, and the 2012 SIFMA Index Bonds Series 2012 B-1 and B-2, the bondholders have the right to tender bonds to the paying agent on any business day with either same day or seven days' prior notice. The current terms of the 2009 SIFMA Index Bonds and the 2011 SIFMA Index Bonds Series A-1 and A-3 provide bondholders a right to tender bonds to the paying agent annually, for the 2011 SIFMA Index Bonds Series A-2 and A-4, every two years, and for the 2012 SIFMA Index Bonds, every three years. Metropolitan has entered into standby bond purchase agreements (SBPA's) with several commercial banks to provide liquidity for six and eleven separate variable rate bond issues in the amount of \$459.5 million and \$702.8 million as of June 30, 2013 and 2012, respectively. In addition, Metropolitan has ten and nine series of variable rate bonds in the amount of \$723.2 million and \$636.6 million as of June 30, 2013 and 2012, respectively that are not supported by an SBPA.

The Bank Bonds that would be issued under the SBPA's would bear interest that is payable at a rate, depending on the agreement, that is the higher of the "base rate" which is based on the prime rate or Federal Funds rate or LIBOR, plus a spread, as designated in each SBPA. The base rate is then adjusted upwards by between 2.0 percent and 8.0 percent. The principal of the Bank Bonds would be payable, depending on the agreement, from between six to ten equal semi-annual installments commencing between 180 days and one year after purchase by the bank. For eight series of variable rate bonds not supported by SBPA's in the amount of \$535.8 million, if the purchase price is not paid from the proceeds of remarketing or other funds, such bonds then will bear interest at a rate equal to the lower of (i) 12.0 percent and (ii) the higher of 8.0 percent or Prime Rate plus 3.0 percent until purchased by Metropolitan or redeemed pursuant to a special mandatory redemption. The principal amount of these new bonds would be payable in three equal installments at 18 month increments from the conversion of the bonds to a fixed rate.

The two series of self-liquidity variable rate bonds that are not supported by a SBPA, the \$99.9 million, 2010 Series A, Special Variable Rate Water Revenue Refunding Bonds and the \$87.4 million, 2013 Series D, Special Variable Rate Water Revenue Refunding Bonds, have no long-term take out provisions. The entire principal amount of \$187.3 million may be tendered for purchase upon one week's notice from bondholders. However, on March 21, 2013, Metropolitan entered into a Revolving Credit Agreement ("RCA"), by which Metropolitan may borrow up to \$96.5 million to pay the purchase price (principal and accrued interest) of any self-liquidity bonds tendered for purchase. The RCA permits repayment of any borrowed funds over a term-out period beginning 90 days after the RCA's stated expiration date of March 31, 2016. As a result of the RCA, only \$90.8 million of these self-liquidity bonds have been classified as current liabilities.

The 2010 Series A and 2013 Series D bonds that may be purchased from borrowings under the RCA have been classified as long-term obligations on the balance sheet, the same as all other variable rate bonds. Metropolitan intends to either renew the SBPA's and RCA, or maintain the existing provisions of non-SBPA/RCA supported bonds, or exercise its right to require bond holders to tender the variable rate debt and issue refunding bonds.

NOTES TO BASIC FINANCIAL STATEMENTS*(CONTINUED)*

June 30, 2013 and 2012

(i) Long-term Debt Obligation Summary

Interest rates on all outstanding fixed-rate obligations range from 0.45 percent to 6.95 percent. Interest on the variable rate debt is reset either daily or weekly based upon market conditions. Future principal and interest payments as of June 30, 2013 are as follows:

| (Dollars in thousands) | Principal | Interest | Total |
|---|---------------------|---------------------|---------------------|
| Year ending June 30: | | | |
| 2014 | \$ 156,631 | \$ 165,223 | \$ 321,854 |
| 2015 | 145,256 | 158,546 | 303,802 |
| 2016 | 150,489 | 151,805 | 302,294 |
| 2017 | 158,694 | 144,407 | 303,101 |
| 2018 | 166,054 | 136,600 | 302,654 |
| 2019-2023 | 815,611 | 598,316 | 1,413,927 |
| 2024-2028 | 829,596 | 487,433 | 1,317,029 |
| 2029-2033 | 866,920 | 352,211 | 1,219,131 |
| 2034-2038 | 1,036,160 | 178,534 | 1,214,694 |
| 2039-2041 | 302,485 | 32,164 | 334,649 |
| | 4,627,896 | <u>\$ 2,405,239</u> | <u>\$ 7,033,135</u> |
| Unamortized bond discount, premium, and deferred amount on refundings, net | <u>56,852</u> | | |
| Total debt | 4,684,748 | | |
| Less current portion | <u>(258,216)</u> | | |
| Long-term portion of debt | <u>\$ 4,426,532</u> | | |

NOTES TO BASIC FINANCIAL STATEMENTS

(CONTINUED)

June 30, 2013 and 2012

6. Long-term Liabilities

Long-term liability activity for the fiscal years ended June 30, 2013 and 2012 is shown on the following table. Payments on the bonds are made from the restricted debt service funds; other long-term debt, the off-aqueduct power facilities obligation, and the compensated absences liability will be liquidated primarily with water revenues.

NOTES TO BASIC FINANCIAL STATEMENTS

(CONTINUED)

June 30, 2013 and 2012

| (Dollars in thousands) | Maturity Dates | Range of Interest Rates | June 30, 2011 | Additions As Adjusted Note 1r |
|---|-------------------|----------------------------|---------------|-------------------------------------|
| Waterworks general obligation refunding bonds (Note 5b): | | | | |
| 2002 Series A | 3/1/2012 | 4.00% | \$ 3,895 | \$ — |
| 2003 Series A | 3/1/2012 | 3.75%-5.00% | 13,355 | — |
| 2004 Series A | 3/1/12-3/1/15 | 3.75%-5.00% | 60,480 | — |
| 2005 Series A | 3/1/12-3/1/21 | 4.125%-5.000% | 64,335 | — |
| 2009 Series A | 3/1/12-3/1/28 | 3.00%-5.00% | 43,785 | — |
| 2010 Series A | 3/1/13-3/1/37 | 0.50%-5.00% | 39,485 | — |
| Total general obligation and general obligation refunding bonds | | | 225,335 | — |
| Water revenue bonds (Note 5c): | | | | |
| 1997 Series B-C | 7/1/28 | Variable | 100,000 | — |
| 1999 Series B-C | 7/1/23-7/1/27 | Variable | 100,000 | — |
| 2000 Series B-1-B-4 | 7/1/29-7/1/35 | Variable | 266,400 | — |
| 2003 Series B-1-B-2 | 10/1/23-10/1/36 | 5.00% | 200,000 | — |
| 2003 Series B-3-B-4 | 10/1/11-10/1/31 | 3.25%-5.00% | 259,105 | — |
| 2005 Series A | 7/1/11-7/1/35 | 4.00%-5.00% | 90,735 | — |
| 2005 Series C | 7/1/11-7/1/35 | 4.00%-5.00% | 181,620 | — |
| 2006 Series A | 7/1/11-7/1/37 | 4.00%-5.00% | 396,295 | — |
| 2008 Series A | 1/1/12-1/1/39 | 2.00%-5.00% | 200,000 | — |
| 2008 Series B | 7/1/12-7/1/20 | 2.00%-4.00% | 21,615 | — |
| 2008 Series C | 7/1/26-7/1/39 | 5.752%-6.250% | 78,385 | — |
| 2008 Series D | 7/1/21-7/1/39 | 5.906%-6.538% | 250,000 | — |
| 2010 Series A | 7/1/40 | 6.947% | 250,000 | — |
| Water revenue refunding bonds (Note 5c): | | | | |
| 1993 Series A-B | 7/1/14-7/1/21 | 5.750% | 105,185 | — |
| 2001 Series A | 7/1/11 | 4.00%-5.375% | 20,880 | — |
| 2003 Series A | 7/1/11-7/1/14 | 3.25%-5.00% | 28,360 | — |
| 2004 Series A-1-A-2 | 7/1/11-7/1/23 | Variable | 156,965 | — |
| 2004 Series B | 7/1/11-7/1/16 | 2.70%-5.00% | 192,145 | — |
| 2006 Series A-1-A-2 | 7/1/11-7/1/21 | Variable | 73,895 | — |
| 2006 Series B | 7/1/11-7/1/37 | 3.75%-5.00% | 35,190 | — |
| 2008 Series A-1-A-2 | 7/1/11-7/1/37 | Variable | 402,210 | — |
| 2008 Series B | 7/1/11-7/1/22 | 4.00%-5.00% | 128,070 | — |
| 2008 Series C | 7/1/11-7/1/23 | 3.00%-5.00% | 67,410 | — |
| 2009 Series A-1-A-2 | 7/1/20-7/1/30 | Variable | 208,365 | — |
| 2009 Series B | 7/1/20-7/1/30 | 4.00%-5.00% | 106,690 | — |
| 2009 Series C | 7/1/29-7/1/35 | 5.00% | 91,165 | — |
| 2009 Series D | 7/1/12-7/1/21 | 2.00%-5.00% | 81,065 | — |
| 2009 Series E | 7/1/12-7/1/20 | 3.75%-5.00% | 26,050 | — |
| 2010 Series A | 10/1/11-10/1/29 | Variable | 127,770 | — |
| 2010 Series B | 7/1/14-7/1/28 | 2.25%-5.00% | 88,845 | — |
| 2011 Series A-1-A-4 | 7/1/16-7/1/36 | Variable | 228,875 | — |
| 2011 Series B | 7/1/12-7/1/20 | 0.45%-5.00% | 167,855 | — |
| 2011 Series C | 10/1/13-10/1/36 | 2.00%-4.00% | — | 157,100 |
| 2012 Series A | 10/1/23-10/1/36 | 3.25%-5.00% | — | 181,180 |
| 2012 Series B-1-B-2 | 7/1/23-7/1/27 | Variable | — | 98,585 |
| 2012 Series C | 7/1/16-7/1/21 | 3.00%-5.00% | — | 190,600 |
| 2012 Series D | 1/1/13-1/1/16 | 0.616%-2.00% | — | 39,520 |
| 2012 Series E-1-E-3 | 7/1/27-7/7/37 | 2.50%-3.50% | — | 89,460 |
| 2012 Series F | 7/1/15-7/1/28 | 3.00%-5.00% | — | — |
| 2012 Series G | 7/1/20-7/1/31 | 3.00%-5.00% | — | — |
| 2013 Series D | 7/1/29-7/1/35 | Variable | — | — |
| Total water revenue and water revenue refunding bonds | | | 4,731,145 | 756,445 |
| Other long-term debt (Note 5e): | | | | |
| State revolving fund loans | 7/1/09—7/1/24 | 2.39%—2.80% | 14,051 | — |
| Unamortized bond discount, premiums, and deferred amount on refundings, net | | | (77,914) | 149,297 |
| Total long-term debt | | | 4,892,617 | 905,742 |
| Other long-term liabilities (see table next page) | | | 413,802 | 139,249 |
| Total long-term liabilities | | | \$ 5,306,419 | \$ 1,044,991 |

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

| Reductions As Adjusted Note 1r | June 30, 2012 As Adjusted Note 1r | Additions | Reductions | June 30, 2013 | Amounts Due Within One Year |
|--------------------------------------|---|------------|--------------|---------------|-----------------------------------|
| \$ (3,895) | \$ — | \$ — | \$ — | \$ — | \$ — |
| (13,355) | — | — | — | — | — |
| (10,570) | 49,910 | — | (22,575) | 27,335 | 20,245 |
| (695) | 63,640 | — | — | 63,640 | 3,535 |
| (275) | 43,510 | — | (4,835) | 38,675 | 5,025 |
| — | 39,485 | — | (4,050) | 35,435 | 4,005 |
| (28,790) | 196,545 | — | (31,460) | 165,085 | 32,810 |
| — | 100,000 | — | (100,000) | — | — |
| (100,000) | — | — | — | — | — |
| — | 266,400 | — | (88,800) | 177,600 | — |
| (200,000) | — | — | — | — | — |
| (166,675) | 92,430 | — | (75,730) | 16,700 | 8,160 |
| (4,845) | 85,890 | — | (5,035) | 80,855 | 5,235 |
| (6,620) | 175,000 | — | — | 175,000 | — |
| (325) | 395,970 | — | (1,140) | 394,830 | 1,670 |
| (3,975) | 196,025 | — | (4,055) | 191,970 | 4,140 |
| — | 21,615 | — | (2,150) | 19,465 | 2,190 |
| — | 78,385 | — | — | 78,385 | — |
| — | 250,000 | — | — | 250,000 | — |
| — | 250,000 | — | — | 250,000 | — |
| — | 105,185 | — | — | 105,185 | — |
| (20,880) | — | — | — | — | — |
| (1,250) | 27,110 | — | (1,200) | 25,910 | 14,130 |
| (61,375) | 95,590 | — | (1,060) | 94,530 | — |
| (34,830) | 157,315 | — | (36,495) | 120,820 | 32,875 |
| (20,440) | 53,455 | — | (53,455) | — | — |
| (11,135) | 24,055 | — | — | 24,055 | — |
| (214,830) | 187,380 | — | — | 187,380 | — |
| (185) | 127,885 | — | (190) | 127,695 | 285 |
| (6,015) | 61,395 | — | (6,285) | 55,110 | 6,530 |
| — | 208,365 | — | — | 208,365 | — |
| — | 106,690 | — | — | 106,690 | — |
| — | 91,165 | — | — | 91,165 | — |
| — | 81,065 | — | (5,240) | 75,825 | 5,435 |
| — | 26,050 | — | (2,465) | 23,585 | 2,565 |
| (27,085) | 100,685 | — | (765) | 99,920 | 3,374 |
| — | 88,845 | — | — | 88,845 | — |
| — | 228,875 | — | — | 228,875 | — |
| — | 167,855 | — | (30,840) | 137,015 | 31,370 |
| — | 157,100 | — | — | 157,100 | 500 |
| — | 181,180 | — | — | 181,180 | — |
| — | 98,585 | — | — | 98,585 | — |
| — | 190,600 | — | — | 190,600 | — |
| — | 39,520 | — | (940) | 38,580 | 8,250 |
| — | 89,460 | — | — | 89,460 | — |
| — | — | 60,035 | — | 60,035 | — |
| — | — | 111,890 | — | 111,890 | — |
| — | — | 87,445 | — | 87,445 | 87,445 |
| (880,465) | 4,607,125 | 259,370 | (415,845) | 4,450,650 | 214,154 |
| (934) | 13,117 | — | (956) | 12,161 | 486 |
| (39,012) | 32,371 | 54,593 | (30,112) | 56,852 | 10,766 |
| (949,201) | 4,849,158 | 313,963 | (478,373) | 4,684,748 | 258,216 |
| (52,447) | 500,604 | 90,846 | (108,582) | 482,868 | 98,790 |
| \$ (1,001,648) | \$ 5,349,762 | \$ 404,809 | \$ (586,955) | \$ 5,167,616 | \$ 357,006 |

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

| (Dollars in thousands) | June 30, 2011 | Additions | Reductions | June 30, 2012 | Additions | Reductions | June 30, 2013 | Amounts Due Within One Year |
|--|-------------------|-------------------|--------------------|-------------------|------------------|---------------------|-------------------|-----------------------------------|
| Off-aqueduct power facilities (Note 9e) | \$ 47,194 | \$ — | \$ (6,548) | \$ 40,646 | \$ — | \$ (10,463) | \$ 30,183 | \$ 8,100 |
| Compensated absences | 45,728 | 17,909 | (18,834) | 44,803 | 17,854 | (18,701) | 43,956 | 18,600 |
| Customer deposits and trust funds | 46,474 | 18,818 | (6,143) | 59,149 | 17,053 | (7,081) | 69,121 | 15,833 |
| Other postemployment benefits (Note 8) | 128,903 | 45,083 | (12,764) | 161,222 | 48,308 | (13,181) | 196,349 | 40,000 |
| Workers' Compensation and third-party claims (Note 14) | 16,790 | 17,983 | (8,118) | 26,655 | 6,611 | (6,027) | 27,239 | 16,200 |
| Fair value of interest rate swaps | 126,378 | 39,432 | — | 165,810 | — | (53,051) | 112,759 | — |
| Other long-term liabilities | 2,335 | 24 | (40) | 2,319 | 1,020 | (78) | 3,261 | 57 |
| Total other long-term liabilities | \$ 413,802 | \$ 139,249 | \$ (52,447) | \$ 500,604 | \$ 90,846 | \$ (108,582) | \$ 482,868 | \$ 98,790 |

7. PENSION PLAN**(a) Plan Description**

Metropolitan contributes to the California Public Employees' Retirement System (CalPERS), an agent multiple-employer public employee defined benefit pension plan. All full-time Metropolitan employees are required to participate in CalPERS. CalPERS provides retirement and disability benefits, annual cost-of-living adjustments, and death benefits to plan members and beneficiaries. CalPERS acts as a common investment and administrative agent for participating public entities within the State of California. A menu of benefit provisions as well as other requirements is established by State statutes within the Public Employee's Retirement Law. Metropolitan selects optional benefit provisions from the benefit menu by contract with CalPERS and adopts those benefits through Board approval. CalPERS issues a separate comprehensive annual report. Copies of CalPERS' annual financial report may be obtained from its Executive Office, 400 Q Street, Sacramento, CA 95811.

(b) Funding Policy

Active plan members are required to contribute 7.0 percent of their annual covered salary. Metropolitan contributes the full 7.0 percent for active plan members hired before January 1, 2012. Employees hired after January 1, 2012 contribute the full 7.0 percent. In addition, Metropolitan is required to contribute the actuarially determined remaining amount necessary to fund the benefits for its members. The actuarial methods and assumptions used are those adopted by the CalPERS Board of Administration. The required employer contribution rate for fiscal years 2013 and 2012 was 14.998 percent and 14.484 percent, respectively. The contribution requirements of the plan members are established by State statute and the employer contribution rate is established and may be amended by CalPERS.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

(c) Annual Pension Cost and Net Pension Obligation

Metropolitan's annual pension cost and net pension obligation to CalPERS for fiscal year 2013 and the two preceding fiscal years were as follows:

| (Dollars in thousands) | June 30, | | |
|--|-----------|-----------|-----------|
| | 2013 | 2012 | 2011 |
| Annual required contribution | \$ 40,736 | \$ 40,292 | \$ 36,444 |
| Interest on net pension obligation | — | — | — |
| Adjustment to annual required contribution | — | — | — |
| Annual pension cost | 40,736 | 40,292 | 36,444 |
| Less contributions made | (40,736) | (40,292) | (36,444) |
| Increase in net pension obligation | — | — | — |
| Net pension obligation beginning of year | — | — | — |
| Net pension obligation end of year | \$ — | \$ — | \$ — |

For fiscal year 2013, Metropolitan's annual pension cost and contribution made were \$40,736,000. The annual pension cost includes \$12,775,000 for Metropolitan's pickup of the employee's 7.0 percent share. The required contribution was based on CalPERS June 30, 2010 actuarial valuation using the entry-age-normal actuarial cost method with the contributions determined as a percent of pay. This is the latest information available from CalPERS relating to the current fiscal year. The actuarial assumptions included (a) a 7.75 percent investment rate of return (net of administrative expenses), (b) projected annual salary increases that vary by age and duration of service, and (c) an inflation component of 3.0 percent. Metropolitan's net pension obligation (asset) was being amortized as a level percentage of payroll on a closed 20-year period. Gains and losses that occurred in the operation of the plan were amortized over a 30 year rolling period. The actuarial value of CalPERS assets was determined using techniques that smooth the effect of short-term volatility in the market value of investments over a fifteen-year period (smoothed market value).

Three-Year Trend Information for CalPERS

| (Dollars in thousands) | Annual Pension Cost (APC) | Percentage of APC Contributed | Net Pension Obligation (Asset) |
|------------------------|------------------------------|----------------------------------|-----------------------------------|
| Year ended June 30: | | | |
| 2011 | \$ 36,444 | 100% | \$ — |
| 2012 | \$ 40,292 | 100% | \$ — |
| 2013 | \$ 40,736 | 100% | \$ — |

(d) Funded Status and Funding Progress

As of June 30, 2011, the most recent actuarial valuation date, the plan was 84.5 percent funded. The actuarial accrued liability for benefits was \$1,674.3 million, and the actuarial value of assets was \$1,415.6 million, resulting in an unfunded actuarial accrued liability (UAAL) of \$258.7 million. The covered payroll (annual payroll of active employees covered by the plan) was \$190.7 million, and the ratio of the UAAL to the covered payroll was 135.6 percent. This valuation reflects changes to the method for calculating the actuarial value of assets. These changes phase in over a three year period the impact of the 24.0 percent investment loss experienced by CalPERS in fiscal year 2009.

The schedule of funding progress, presented as required supplementary information (RSI) following the notes to the basic financial statements, presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

8. POSTEMPLOYMENT BENEFITS OTHER THAN PENSIONS**(a) Plan Description**

Through CalPERS, Metropolitan offers medical insurance to active and retired employees, as well as their qualified dependents. The CalPERS plan is an agent multiple-employer plan governed by the Public Employees' Medical & Hospital Care Act (PEMHCA). Under PEMHCA, health coverage for the employee continues into retirement. Current plans offered are PERS Care PPO, PERS Choice PPO, Blue Shield HMO, and Kaiser HMO. Benefit provisions are established through negotiations between Metropolitan and its various bargaining units, which also apply to retirees. This benefit was provided to 1,473 and 1,404 retired Metropolitan employees at June 30, 2013 and 2012, respectively. CalPERS issues a separate comprehensive annual report that includes financial statements for its Health Care Fund. Copies of CalPERS' annual financial report may be obtained from its Executive Office, 400 Q Street, Sacramento, CA 95811.

(b) Funding Policy

Contribution requirements are negotiated between Metropolitan and its various bargaining units. During fiscal year 2013, Metropolitan contributed up to 90% of the PERS Care PPO Los Angeles regional basic plan rate towards all plans. Funding was on a pay-as-you-go basis for fiscal year 2013 and 2012. During fiscal years 2013 and 2012, Metropolitan contributed, net of participant contributions as determined by CalPERS, \$13,181,000 and \$12,764,000, respectively.

In its budget for fiscal years 2013 and 2014 the Board approved contributions to an irrevocable OPEB trust fund of \$5.0 million and \$10.0 million, respectively. During fiscal year 2013 the Board approved funding of an additional \$25.0 million. Accordingly, Metropolitan established a trust with CalPERS in September of 2013 with an initial deposit of \$40.0 million. Subject to Board approval, it is Metropolitan's intent to fund the full annual required contribution (ARC) for all future years.

(c) Annual OPEB Cost and Net OPEB Obligation

Metropolitan's annual other postemployment benefit (OPEB) cost is calculated based on the ARC of the employer, an amount actuarially determined in accordance with the parameters of GASB Statement 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities over a defined period. In fiscal year 2008, a 30-year fresh start amortization replaced the previous fiscal year's 20-year amortization period. Gains and losses were amortized over an open 15 year period.

The annual OPEB cost and net OPEB obligation at June 30, 2013, and the two preceding fiscal years, were as follows:

| (Dollars in thousands) | June 30, | | |
|--|------------|------------|------------|
| | 2013 | 2012 | 2011 |
| Annual required contribution | \$ 53,457 | \$ 49,200 | \$ 37,184 |
| Interest on net OPEB obligation | 7,255 | 5,800 | 5,254 |
| Adjustment to annual required contribution | (12,404) | (9,917) | (7,888) |
| Annual OPEB cost | 48,308 | 45,083 | 34,550 |
| Contributions made | (13,181) | (12,764) | (11,927) |
| Increase in net OPEB obligation | 35,127 | 32,319 | 22,623 |
| Net OPEB obligation, beginning of year | 161,222 | 128,903 | 106,280 |
| Net OPEB obligation, end of year | \$ 196,349 | \$ 161,222 | \$ 128,903 |

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

For fiscal year 2013, Metropolitan's annual OPEB cost was \$48,308,000. Contributions made were equal to the pay-as-you-go amount and represented 27.3, 28.3, and 34.5 percent of the annual OPEB cost in fiscal 2013, 2012, and 2011, respectively. Adjustments to the annual required contribution include amortization of the unfunded UAAL and actuarial gains and losses. The amortization period for the unfunded UAAL is closed while the amortization period of actuarial gains and losses is open. The required contribution was based on the January 1, 2011 actuarial valuation using the entry-age-normal actuarial cost method with contributions determined as a level percent of pay. The actuarial assumptions included (a) a 4.5 percent investment rate of return, (b) a 3.0 percent inflation component, and (c) healthcare cost trend rates as follows: (i) Medicare – starting at 9.4 percent, grading down to 5.0 percent over nine years, (ii) Non-Medicare – starting at 9.0 percent, grading down to 5.0 percent over nine years. The assumptions used in the actuarial valuation are subject to future revisions as actual results are compared to past expectations and new assumptions are made about the future.

(d) Funded Status and Funding Progress

The funded status of the plan at January 1, 2011, was as follows:

(Dollars in thousands)

| | |
|---|-------------------|
| Actuarial accrued liability (AAL) | \$ 545,476 |
| Actuarial value of plan assets | — |
| Unfunded actuarial accrued liability (UAAL) | <u>\$ 545,476</u> |
| Funded ratio (actuarial value of plan assets / AAL) | 0.0% |
| Covered payroll (active plan members) | \$ 187,368 |
| UAAL as a percentage of covered payroll | <u>291.1%</u> |

Actuarial valuations of the ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend.

The schedule of funding progress, presented as RSI following the notes to basic financial statements, presents multiyear trend information that shows whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

9. COMMITMENTS AND CONTINGENCIES**(a) State Water Contract (see Note 10)**

Estimates of Metropolitan's share of the projected fixed costs of the State Water Project (SWP) are provided annually by the State. The estimates are subject to future increases or decreases resulting from changes in planned facilities, refinements in cost estimates, and inflation. During the next five years, payments under the State Water Contract, exclusive of variable power costs, are currently estimated by the State to be as follows:

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

| (Dollars in thousands) | State Water Contract Payments |
|------------------------|----------------------------------|
| Year ending June 30: | |
| 2014 | \$ 399,973 |
| 2015 | \$ 368,468 |
| 2016 | \$ 357,877 |
| 2017 | \$ 359,515 |
| 2018 | \$ 351,465 |

According to the State's latest estimates, Metropolitan's long-term commitments under the contract, for capital and minimum operations and maintenance costs, including interest to the year 2035, are as follows:

| (Dollars in thousands) | State Water Contract Long-Term Commitments |
|---|---|
| Transportation facilities | \$ 3,651,584 |
| Conservation facilities | 1,848,882 |
| Off-aqueduct power facilities (see Note 9e) | 77,416 |
| East Branch enlargement | 495,166 |
| Revenue bond surcharge | 655,816 |
| Total long-term SWP contract commitments | <u>\$ 6,728,864</u> |

Metropolitan intends to exercise its option to extend its agreement with the State through 2052, which will result in annual minimum operations and maintenance costs through 2052. In addition, the amounts shown above do not contain any escalation for inflation, are subject to significant variation over time because the amounts are based on a number of assumptions, and are contingent on future events. None of the estimated long-term commitments, other than the \$30.2 million obligation related to loss accruals on certain off-aqueduct power facilities (see Note 9e), are recorded as liabilities in the accompanying basic financial statements.

Bay/Delta Regulatory and Planning Activities. The State Water Resources Control Board (State Board) is the agency responsible for setting water quality standards and administering water rights throughout California. Decisions of the State Board can affect the availability of water to Metropolitan and other water users throughout California. The State Board exercises its regulatory authority over Bay/Delta watershed supplies by means of public proceedings leading to regulations and decisions.

In September 2006, Governor Schwarzenegger established a Delta Vision Process to identify a strategy for managing the Delta as a sustainable resource. The process was tied to legislation that created a Blue Ribbon Task Force (BRTF) and cabinet-level committee (Delta Vision Committee) tasked with developing a durable vision for sustainable management of the Delta over the long term. The Delta Vision is anticipated to broaden the focus of past efforts and recommend actions that will address the full array of natural resource, infrastructure, land use, and governance issues necessary to achieve a sustainable Delta. The BRTF released its final Delta Vision Strategic Plan in October 2008. The Delta Vision Committee considered the BRTF's final strategic plan and submitted its final implementation report to the Governor in January 2009. Subsequently, the Delta Reform Act of 2009 was enacted which created the Delta Stewardship Council, a seven member

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

appointed body charged with developing a Delta Plan to support carrying out the Delta Vision. The Delta Stewardship Council completed the Delta Plan on September 1, 2013.

The Bay Delta Conservation Plan (BDCP), which began in 2007, is a voluntary collaboration of state, federal, and local water agencies, state and federal fish agencies, environmental organizations, and other interested parties to provide a comprehensive habitat conservation and restoration program for the Delta. In addition, the BDCP will provide the basis for permits under federal and state endangered species laws for activities covered by the plan based on the best available science, identify sources of funding, and provide for an adaptive management and monitoring program. It is expected that the final BDCP and associated environmental documentation will be released in 2014, and a permit decision in 2015.

Other issues such as the recent decline of some fisheries in the Delta and surrounding regions and certain operational actions in the Delta have significantly impacted Metropolitan's water supply from the Delta. While the impact on future revenues of such potential actions is not known at this time, pumping restrictions in the Delta are in place to protect certain endangered species.

(b) Imperial Irrigation District

As of June 30, 2013, Metropolitan had advanced to the Imperial Irrigation District (IID) a total of \$276.1 million for construction costs, operations and maintenance costs, and indirect costs of the conservation projects. Metropolitan remains obligated to pay IID for actual operation and maintenance costs for the remainder of this agreement through at least 2041, approximately \$11.9 million in 2013. In return, Metropolitan will receive between 85,000-105,000 acre-feet of water annually depending upon the amount used by Coachella Valley Water District. A total of at least 93,677 and 85,000 acre-feet will be/was available in calendar years 2013 and 2012, respectively, for diversion by Metropolitan (see Note 4a).

(c) Sale of Water by the Imperial Irrigation District to San Diego County Water Authority

In April 1998, the San Diego County Water Authority (SDCWA) and IID executed an agreement (Transfer Agreement) for SDCWA's purchase from IID of Colorado River water that is conserved within IID. SDCWA is a Metropolitan member agency and the largest water purchaser from Metropolitan. In October 2003 the Transfer Agreement was revised as part of the Quantification Settlement Agreement (QSA) (see Note 9d). The amended Transfer Agreement sets the maximum transfer amount at 205,000 acre-feet in 2021, with the transfer gradually ramping up to that amount over an approximately twenty-year period, stabilizing at 200,000 acre-feet per year beginning in 2023.

No facilities exist to provide for delivery of water directly from IID to SDCWA. The Transfer Agreement provides that IID water be delivered to SDCWA through existing facilities owned by Metropolitan. On November 10, 1998, the boards of directors of Metropolitan and SDCWA authorized execution of an exchange contract, pursuant to which SDCWA makes available to Metropolitan at its intake at Lake Havasu on the Colorado River the conserved Colorado River water acquired by SDCWA from IID and water allocated to SDCWA that has been conserved as a result of the lining of the All-American and Coachella Canals. Metropolitan delivers an equal volume of water from its own sources of supply through portions of its delivery system to SDCWA. The deliveries to both Metropolitan and SDCWA are deemed to be made

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

in equal monthly increments. In consideration for the conserved water made available to Metropolitan by SDCWA, a lower rate is paid by SDCWA for the exchange water delivered by Metropolitan. The price payable by SDCWA is calculated using the charges set by Metropolitan's Board from time to time to be paid by its member agencies for the conveyance of water through Metropolitan's facilities (see Note 1c). SDCWA has challenged the validity of Metropolitan's charges for conveyance of water that became effective January 1, 2011 and January 1, 2012, in *San Diego County Water Authority v. Metropolitan Water District of Southern California; et al.* On June 8, 2012, SDCWA filed a new lawsuit challenging the rates adopted by Metropolitan on April 10, 2012 and effective on January 1, 2013 and January 1, 2014 (see Note 9g). The Exchange Agreement requires Metropolitan to pay the disputed portion of the amount paid by SDCWA under the Exchange Agreement and interest thereon to SDCWA, if SDCWA prevails in a dispute over the price payable by SDCWA under the Exchange Agreement.

The QSA agreements provided for delivery of 80,000 acre-feet of water conserved by IID in 2011. The delivery of conserved water fell short by 16,722 acre-feet. In accordance with the terms of the exchange contract, Metropolitan served SDCWA with a Notice of Default. The exchange contract provides that SDCWA will pay the lower water rate based on deliveries of exchange water that match the value of conserved water made available by IID in each calendar year. Metropolitan has invoiced SDCWA for its higher water rate on the 16,722 acre-feet of additional non-exchange water delivered in 2011. SDCWA paid this invoice under protest. Metropolitan has agreed to exchange with SDCWA up to an additional 16,722 acre-feet in 2012 if IID delivers that volume of conserved water after IID has met its 2012 obligation of 90,000 acre-feet. Metropolitan has issued a credit to SDCWA for its higher water rate on the 16,722 acre-feet of additional water delivered in 2012.

(d) Quantification Settlement Agreement

The Quantification Settlement Agreement (QSA) is part of the California Plan, which is a plan to reduce California's use of Colorado River water to its basic apportionment of 4.4 million acre-feet per year when necessary through water conservation, transfers from higher priority agricultural users to Metropolitan's service area, and storage programs. The QSA was executed in October 2003 and establishes Colorado River water use limits for IID, the Coachella Valley Water District (CVWD), and Metropolitan. It also provides for specific acquisitions of conserved water and water supply arrangements for up to 75 years and restores the opportunity for Metropolitan to receive any special surplus water.

On February 11, 2010, the Sacramento Superior Court issued its judgment in consolidated cases filed to determine or challenge the validity of the QSA and associated agreements. The court ruled that the QSA Joint Powers Agreement (pursuant to which IID, CVWD and SDCWA agreed to commit \$163 million toward certain mitigation and restoration costs associated with implementation of the QSA and related agreements, and the State agreed to be responsible for any costs exceeding this amount) was invalid because the State's commitment was unconditional in nature and, as such, violated the State's debt limitation under the California Constitution. The court also invalidated eleven other agreements, including the QSA, because they were inextricably interrelated with the QSA Joint Powers Agreement.

In March 2010, Metropolitan, IID, CVWD, SDCWA, the State and others filed notices of appeal challenging various aspects of the trial court's ruling. On December 7, 2011, the court of appeal issued its ruling reversing, in part, the trial court's ruling. In particular, the court of appeal held the QSA Joint Powers Agreement to be constitutional. The court of appeal also rejected other challenges to this agreement and remanded the matter back to the trial court for further proceedings on the claims that had been dismissed as moot. A two-day bench trial was held on November 13, 2012. On June 4, 2013 the trial court issued its ruling, holding

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

that IID had acted within its authority in executing these agreements and had complied with all substantive and procedural requirements imposed under State law. In addition, the court held that the environmental reviews conducted in support of the QSA and related agreements complied with CEQA and its implementing regulations in all respects. In short, the trial court rejected all of the claims asserted by opponents of the QSA. The court issued a final statement of decision and entered a final judgment on July 31, 2013. A number of parties, including the County of Imperial and the Imperial County Air Pollution Control District, have filed appeals challenging this decision on various grounds. Briefing on these appeals is expected to be complete in late spring or early summer 2014. The impact, if any, that this litigation might have on Metropolitan's water supplies cannot be determined at this time.

(e) Abandoned Off-Aqueduct Power Facilities

The state Department of Water Resources (DWR) has financed the construction of certain off-aqueduct power facilities in order to provide power for water transportation purposes for the State Water Project system. Two geothermal facilities have been abandoned by DWR due to insufficient steam supply to operate the plants at their planned capacities. As a result of these actions by DWR, Metropolitan recorded losses of \$204.1 million in prior fiscal years. Metropolitan's estimated remaining long-term contractual obligations for these facilities as of June 30, 2013, which are based on the State's latest estimates, including average interest of 5.2 percent through the year 2027, are shown in the following table (see Note 6):

| (Dollars in thousands) | Principal | Interest | Total |
|----------------------------------|------------------|-----------------|------------------|
| Year ending June 30: | | | |
| 2014 | \$ 8,100 | \$ 1,603 | \$ 9,703 |
| 2015 | 4,035 | 1,165 | 5,200 |
| 2016 | 3,286 | 948 | 4,234 |
| 2017 | 3,191 | 770 | 3,961 |
| 2018 | 1,230 | 600 | 1,830 |
| 2019-2023 | 8,694 | 1,883 | 10,577 |
| 2024-2027 | 1,647 | 134 | 1,781 |
| Total obligations | 30,183 | <u>\$ 7,103</u> | <u>\$ 37,286</u> |
| Less current portion | <u>(8,100)</u> | | |
| Long-term portion of obligations | <u>\$ 22,083</u> | | |

(f) Construction Programs and Contracts

The estimated cost, excluding contingencies, of Metropolitan's capital program for fiscal years 2013/14 through 2017/18 totals approximately \$1.5 billion.

Over the next three years, approximately \$901.5 million dollars is budgeted in the capital program, with over \$397.0 million planned for the Weymouth Oxidation Retrofit Program (ORP), Chlorine Containment at the Chemical Unloading Facility, Diemer Basin Rehabilitation, Lakeview Pipeline repair, Weymouth Plant Filter Rehabilitation and Filter Building No. 1 Valve Replacement, Palos Verdes Reservoir Floating Cover Replacement, Second Lower Feeder PCCP Refurbishment, Jensen and Mills Plants Electrical System Improvements, and the Wadsworth Pumping Plant Control and Protection Upgrade.

The capital program also includes \$137.6 million of estimated costs for facilities that may be required to meet current water quality standards (see Note 9h).

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

Metropolitan had commitments under construction contracts in force as follows:

| (Dollars in thousands) | June 30, | |
|---|-------------------|-------------------|
| | 2013 | 2012 |
| Oxidation retrofit project | \$ 82,422 | \$ 104,008 |
| Weymouth plant power system upgrade | 59 | 1,531 |
| Diemer plant filter media replacement | — | 1,102 |
| La Verne maintenance shops upgrade | 12,284 | 17,678 |
| Copper basin reservoir outlet structure rehabilitation | 1,876 | 2,820 |
| Eagle Rock tower and puddingstone spillway gates rehabilitation | 17 | 2,298 |
| Colorado River aqueduct pumping plants disconnect switches | — | 1,661 |
| Weymouth plant emergency broadcast system rehabilitation | 450 | 1,438 |
| Colorado River aqueduct transition structures and manhole cover replacement | — | 1,234 |
| Yorba Linda power plant turbine-generator | 2,936 | 3,303 |
| Jensen plant filter effluent chlorination | — | 1,200 |
| Jensen module no. 1 filter surface wash system upgrade | 10,403 | — |
| Diemer finished water reservoir & east washwater tank seismic upgrade | 5,409 | — |
| Diemer butterfly valve replacement | 3,033 | — |
| Jensen butterfly valve replacement | 1,913 | — |
| Weymouth filter outlet chemical trench | 1,140 | — |
| Other | 3,173 | 1,032 |
| Total | \$ 125,115 | \$ 139,305 |

These commitments are being financed with operating revenues and revenue bonds secured by Metropolitan's net operating revenues.

(g) Claims and Litigation

On April 25, 2005, a group of 14 State Water Project contractors filed suit against the Department of Water Resources challenging the manner in which it allocates certain energy costs and revenues related to operation of the State Water Project. Among other things, these contractors alleged that the Department of Water Resources has been and is administering certain provisions of State Water Contract incorrectly, depriving them of "all benefits" derived from the sale or other disposal of electrical energy generated at the Hyatt-Thermalito power facility. The plaintiffs did not allege specific amounts for damages; however, success by plaintiffs could have resulted in shifting tens of millions of dollars in annual costs from State Water Project contractors located north of the Tehachapi Mountains to State Water Project contractors located south of the Tehachapi Mountains and on the Central Coast, including Metropolitan. Metropolitan and 12 other State Water Project contractors intervened in the litigation. After a trial limited to contract interpretation issues, on September 14, 2009, the court rejected all of the plaintiffs' assertions and on April 19, 2010, the court dismissed all remaining claims without leave to amend. The court entered its final statement of decision and final judgment in favor of defendants on May 3, 2010. Plaintiffs filed a notice of appeal on July 1, 2010. The Court of Appeal affirmed the trial court's judgment in favor of defendants on February 15, 2013. In its ruling, the Court of Appeal held that the Department of Water Resources acted within its statutory authority in the manner in which it treated Hyatt-Thermalito power revenues and that any contractual ambiguity regarding this treatment was properly resolved against the plaintiffs. The plaintiffs did not petition for review by the California Supreme Court.

SDCWA filed *San Diego County Water Authority v. Metropolitan Water District of Southern California; et al.* on June 11, 2010. The complaint alleges that the rates adopted by the Board on April 13, 2010, which became

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

effective January 1, 2011 and January 1, 2012, misallocate State Water Contract costs to the System Access Rate and the System Power Rate, and thus to charges for transportation of water, and that this results in an overcharge to SDCWA by at least \$24.5 million per year. The complaint alleges that all State Water Project costs should be allocated instead to Metropolitan's Supply Rate, even though under the State Water Contract Metropolitan is billed separately for transportation, power and supply costs. It states additionally that Metropolitan will overcharge SDCWA by another \$5.4 million per year by including the Water Stewardship Rate in transportation charges.

The complaint requests a court order invalidating the rates and charges adopted April 13, 2010, and that Metropolitan be mandated to allocate costs associated with State Water Project supplies and the Water Stewardship Rate to water supply charges. Rates in effect in prior years are not challenged in this lawsuit. Metropolitan contends that its rates are reasonable, equitably apportioned among its member agencies and lawful. Nevertheless, to the extent that a court invalidates Metropolitan's adopted rates and charges, Metropolitan will be obligated to adopt rates and charges that comply with any mandates imposed by the court. Metropolitan expects that such rates and charges would still recover Metropolitan's cost of service. As such, revenues would not be affected. If Metropolitan's rates are revised in the manner proposed by SDCWA in the complaint, other member agencies may pay higher rates unless other actions are taken by the Board.

SDCWA filed its First Amended Petition for Writ of Mandate and Complaint on October 27, 2011, adding five new claims to this litigation, two of which were eliminated from the case on January 4, 2012. The three remaining new claims are for breach of the water exchange agreement between Metropolitan and SDCWA (see Note 9d) based on allegedly illegal calculation of rates; improper exclusion of SDCWA's payments under this exchange agreement from calculation of SDCWA's preferential rights to purchase Metropolitan supplies and illegality of "rate structure integrity" provisions in conservation and local resources incentive agreements between Metropolitan and SDCWA. SDCWA filed a Second Amended Petition for Writ of Mandate and Complaint on April 17, 2012, which contains additional allegations but no new causes of action. While believing that the three surviving claims added to the rate challenge lack merit, Metropolitan is unable to assess at this time the likelihood of success of these or any future claims or the potential impact on Metropolitan's revenues or operations.

On June 8, 2012, SDCWA filed a new lawsuit challenging the rates adopted by Metropolitan on April 10, 2012 to become effective January 1, 2013 and January 1, 2014. The complaint contains allegations similar to those in the Second Amended Petition for Writ of Mandate and Complaint and new allegations asserting Metropolitan's rates violate Proposition 26. Metropolitan contends that its rates adopted on April 10, 2012 are reasonable, equitably apportioned among its member agencies and lawful and were adopted under a valid rate structure and cost of service approach. Metropolitan is unable to assess at this time the likelihood of success of this litigation or any future claims or the potential impact on Metropolitan's revenues or operations.

The Navajo Nation filed litigation against the Department of the Interior, specifically the Bureau of Reclamation and the Bureau of Indian Affairs, in 2003, alleging that the Bureau of Reclamation has failed to determine the extent and quantity of the water rights of the Navajo Nation in the Colorado River and that the Bureau of Indian Affairs has failed to otherwise protect the interests of the Navajo Nation. The complaint challenges the adequacy of the environmental review for the Interim Surplus Guidelines (adopted by the Secretary of the Interior in January 2001 for use through 2016 in determining if there is surplus Colorado River water available for use in California, Arizona and Nevada) and seeks to prohibit the Department of the

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

Interior from allocating any “surplus” water until such time as a determination of the rights of the Navajo Nation is completed. Metropolitan and other California water agencies intervened in this action. In October 2004 the court stayed the litigation to allow negotiations among the Navajo Nation, federal defendants, Central Arizona Water Conservation District, State of Arizona and Arizona Department of Water Resources. After years of negotiations, a tentative settlement was proposed in 2012 that would provide the Navajo Nation with specified rights to water from the Little Colorado River and groundwater basins under the reservation, along with federal funding for development of water supply systems on the tribe’s reservation. The proposed agreement was rejected by tribal councils for both the Navajo and the Hopi, who are now seeking to intervene. On May 16, 2013, the stay of proceedings was lifted. On June 3, 2013, the Navajo Nation filed for leave to file a first amended complaint. The amended complaint added a legal challenge to guidelines adopted by the Secretary of the Interior in 2007 that allow Metropolitan, and other Colorado River water users, to store water in Lake Mead. Metropolitan has used these new guidelines to store over 500,000 acre-feet of water in Lake Mead that may be delivered at Metropolitan’s request in future years. Metropolitan will actively participate in the litigation to defend its rights under the Secretary of the Interior’s guidelines governing operation of the Colorado River. The impact of the litigation on Metropolitan, if any, cannot be adequately determined at this time.

A number of other suits and claims arising in the normal course of business are pending against Metropolitan. In the opinion of Metropolitan’s General Counsel, the adverse results, if any, of such legal actions on these suits and claims will not have a material effect on Metropolitan’s financial position, changes in net position, or liquidity.

(h) Drinking Water Quality Standards

Under the Safe Drinking Water Act Amendments of 1996, Congress required the United States Environmental Protection Agency to set new drinking water quality standards. New standards to control microbial pathogens and disinfection byproducts (DBPs) became effective in 2002. These rules are known as the Interim Enhanced Surface Water Treatment Rule and the Stage 1 Disinfectants/Disinfection By-Product Rule. These standards became more stringent in a second set of regulations effective 2006. The second set of regulations (the Stage 2 Disinfectants/Disinfection Byproducts Rule and the Long-Term 2 Enhanced Surface Water Treatment Rule) did not require additional capital investment by Metropolitan.

Metropolitan identified ozone disinfection as the most cost-effective option to minimize the production of DBPs and achieve other water quality objectives. Ozone is being installed as the primary disinfectant at all five of Metropolitan’s treatment plants. Ozone is in various stages of implementation. It is operational at the Mills, Jensen, and Skinner plants, is under construction at the Diemer and Weymouth plants. Construction should be completed at these two remaining plants in 2013 and 2016, respectively. The estimated cost of implementing ozone treatment at all five plants is approximately \$1.2 billion.

(i) Reid Gardner Generating Station

Reid Gardner Generating Station (Plant) is a 557 megawatt coal-fired plant located near Moapa, Nevada. The Plant is owned and operated by Nevada Power Company (NPC). In 1983, the California Department of Water Resources (DWR) entered in to a Participation Agreement to import power from the Plant to serve the State Water Project energy needs. DWR’s interest in the Plant was set to terminate on July 25, 2013, but the parties have not yet completed negotiation of the termination agreement. DWR is finalizing negotiations with

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

NPC to establish the terms of the divestiture including DWR's obligations to mitigate any environmental impacts associated with the electricity generated for DWR over the past thirty years. Metropolitan pays approximately 75% of DWR's costs associated with the generation of electricity at the Plant and will pay this proportion of the mitigation costs. The parties are also awaiting approval of the divestiture by the Federal Energy Regulatory Commission

(j) Landfill Obligation

Federal and State laws and regulations require that Metropolitan perform certain maintenance and monitoring functions at its sole landfill site for 30 years after closure. They further require that a separate funding mechanism be established to ensure that sufficient funds are available for closure and postclosure costs. In October 1995, the landfill was closed and management's estimate of closure and postclosure costs for this site totaled approximately \$2.0 million. The required thirty-year postclosure maintenance and monitoring of the landfill officially started in January 1998, after the installation of the landfill's final cover was completed. During fiscal year 2013, \$21,000 was expended for postclosure maintenance and monitoring activities.

The actual cost of postclosure care may be higher due to inflation, changes in technology, or changes in landfill laws or regulations. Funding of these costs has been derived from a separate trust account that has been established for closure and postclosure costs. The balance of the trust account is sufficient to cover the landfill liability. At June 30, 2013 and 2012, approximately \$838,000 and \$859,000 net of interest receipts and disbursements were available, respectively, in this account.

(k) Purchase Commitments

Metropolitan has no firm obligations in the forward power markets.

10. PREPAID STATE WATER PROJECT COSTS

State Water Project activity for the fiscal years ended June 30, 2013 and 2012 was as follows:

| (Dollars in thousands) | June 30, 2011 | Additions | Reductions | June 30, 2012 | Additions | Reductions | June 30, 2013 |
|--------------------------------|------------------|------------|-------------|------------------|------------|-------------|------------------|
| State Water Project costs | \$ 4,299,037 | \$ 204,792 | \$ (54,745) | \$ 4,449,084 | \$ 164,348 | \$ (48,492) | \$ 4,564,940 |
| Accumulated amortization | (2,868,835) | (128,187) | — | (2,997,022) | (111,952) | — | (3,108,974) |
| State Water Project costs, net | \$ 1,430,202 | \$ 76,605 | \$ (54,745) | 1,452,062 | \$ 52,396 | \$ (48,492) | 1,455,966 |
| Less current portion | | | | (128,187) | | | (111,952) |
| Noncurrent portion | | | | \$ 1,323,875 | | | \$ 1,344,014 |

Metropolitan is one of 29 water suppliers contracting with the State of California for a system to provide water throughout much of California. Under the terms of the State Water Contract, as amended, Metropolitan is obligated to pay allocable portions of the cost of construction of the system and ongoing operations and maintenance costs through at least the year 2035, regardless of the quantities of water available from the project (see Note 9a). Metropolitan and the other contractors may also be responsible to the State for certain obligations of any contractor who defaults on its payments to the State.

Approximately 35 percent and 33 percent of Metropolitan's total expenditures during fiscal years 2013 and 2012, respectively, pertained to its net payment obligations for the State Water Project. These payments were primarily based on the contractual water delivery request, the annually requested and actual deliveries received, and the cost of power required for such deliveries, offset by credits received from the project.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

Management's present intention is to exercise Metropolitan's option to extend the contractual period to at least 2052, under substantially comparable terms. This corresponds to an estimated 80-year service life for the original facilities. The State is obligated to provide specified quantities of water throughout the life of the contract, subject to certain conditions.

The State has power generation facilities associated with its reservoirs and aqueducts. In addition to these power facilities, the State has, either on its own or through joint venture, financed certain off-aqueduct power facilities (OAPF). The power generated is utilized by the system for water transportation purposes. Power generated in excess of system needs is marketed to various utilities and California's power market. The revenues resulting from sales of excess power reduce the costs of pumping. Metropolitan and the other water contractors are responsible for repaying the capital and operating costs of the OAPF regardless of the amount of power generated (see Note 9e).

Metropolitan defers its share of system construction costs as prepaid State Water Project costs when such costs are billed by the State (see Note 9a). Unamortized prepaid State Water Project costs essentially represent a prepayment for future water deliveries through the State system. Metropolitan's share of system operations and maintenance costs is charged to expense.

Metropolitan amortizes a portion of prepaid State Water Project costs each month using a formula that considers the total estimated cost of the project, the estimated useful life, and estimated production capacity of the assets based upon information provided by the State of California. In fiscal year 2006, the formula was modified to use entitlements in place of deliveries as the production capacity estimate. Amortization expense totaled \$112.0 million and \$128.2 million in fiscal years 2013 and 2012, respectively.

II. DEPOSITS, DEFERRED CHARGES, AND OTHER

Balances at June 30, 2013 and 2012 were as follows:

| (Dollars in thousands) | June 30, | |
|--|------------|------------|
| | 2013 | 2012 |
| Deferred water rights | \$ 220,687 | \$ 203,176 |
| Deferred charges-Delta Habitat | 51,306 | 36,636 |
| Deferred charges-Bay/Delta | 2,575 | 2,669 |
| Prepaid expenses | 3,594 | 4,780 |
| Feasibility studies | 12,921 | 15,354 |
| Other | 8,261 | 6,804 |
| Total deposits, deferred charges and other | 299,344 | 269,419 |
| Less current portion | (2,554) | (6,317) |
| Noncurrent portion | \$ 296,790 | \$ 263,102 |

(a) Deferred Water Rights

Metropolitan has entered into several water exchange and storage agreements with other agencies. These agreements provide Metropolitan with additional reliable water supplies to supplement deliveries of Colorado River and State Water Project water. Metropolitan is also actively pursuing other agreements, both within and outside its service area, to provide additional water supplies. The exchange and storage agreements generally provide for advance delivery of water during periods when water is available. At a later time when water is needed, these programs can then return water to improve Metropolitan's reliability. Expenditures associated

NOTES TO BASIC FINANCIAL STATEMENTS*(CONTINUED)*

June 30, 2013 and 2012

with these agreements have been recorded as deferred charges and are charged to cost of water as the rights are exercised. At June 30, 2013 and 2012, deferred water rights totaled approximately \$220.7 million and \$203.2 million, respectively, based on volumes of 1,147,000 acre-feet and 1,024,000 acre-feet, as of such dates.

(b) Delta Habitat Conservation and Conveyance

In March 2009, Metropolitan, other State Water Project contractors, federal Central Valley Project contractors, and the U.S. Department of Interior's Bureau of Reclamation entered into funding agreements with the California Department of Water Resources. The agreements are known collectively as the Delta Habitat Conservation and Conveyance Program (DHCCP) Funding Agreement and the Bay Delta Conservation Plan and Delta Habitat Conservation and Conveyance Plan (BDCP - DHCCP) Supplemental Funding Agreement. Metropolitan's three-year DHCCP agreement provides funding of approximately \$35.0 million for Metropolitan's share (24 percent). Metropolitan's two-year BDCP-DHCCP agreement provides funding of approximately \$25.0 million (25 percent). The funding provided by both agreements supports development of the BDCP through environmental analysis, planning and design of Delta conservation measures including Delta water conveyance options. If the BDCP is approved, including construction of new Delta water conveyance facilities, DWR intends to issue revenue bonds in an amount sufficient to reimburse Metropolitan for funds advanced through these agreements for planning and environmental studies. If the BDCP is not approved to proceed with construction, no reimbursement will occur.

(c) Deferred Charges—Bay/Delta

In December 1994, representatives from state and federal resource agencies, and urban, agricultural, and environmental agencies agreed to a set of principles to implement a protection plan for the San Francisco Bay/Delta Estuary. Among the principles was a commitment by agricultural and urban water agencies to fund \$60.0 million to help initiate a comprehensive program to address nonoutflow-related impacts to the Bay/Delta environment. The Secretary of the Interior requested Metropolitan to guarantee \$10.0 million annually for three years, for a total of \$30.0 million, to be made available for the restoration fund created by the principles. Metropolitan's final payment of its \$30.0 million commitment was made in June 1998. Metropolitan's contributions are accounted for as deferred charges that are charged to expense based on expenses by the restoration fund. The amount charged to expense totaled \$160,000 and \$549,000 for fiscal years ended June 30, 2013 and 2012, respectively. During fiscal year 2001, Metropolitan became trustee for the unspent funds, which totaled \$2.6 million and \$2.7 million at June 30, 2013 and 2012, respectively.

(d) Feasibility Studies/Reimbursable Projects

Metropolitan conducts studies to determine if construction projects are feasible. The costs of these studies are recorded as deferred charges until the study has been completed. If the study shows that the project is feasible, the study costs are capitalized as project costs. Otherwise, the study costs are charged to operating expense.

Reimbursable projects include work Metropolitan is contracted to perform for outside, non-related parties, and is subsequently billed for reimbursement.

12. DEFERRED COMPENSATION AND SAVINGS PLANS

For the benefit of its employees, Metropolitan has adopted a deferred compensation plan in accordance with Section 457 of the Internal Revenue Code. Generally, eligible employees may defer receipt of a portion of

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

their salary until termination, retirement, death, or unforeseeable emergency. Until the funds are paid or otherwise made available to the employee, the employee is not obligated to report the deferred salary for income tax purposes.

Prior to November 2003, Metropolitan managed the investment of the funds. The plan assets, together with the corresponding liability, were included in the basic financial statements. In November 2003, the plan assets were transferred to a third-party administrator. Accordingly, at June 30, 2013 and 2012, neither the plan assets nor the related liability were included in the accompanying basic financial statements.

The third-party administrator coordinates the investment of the deferred amounts in available investment vehicles per the instructions of each participant. Metropolitan's Treasurer serves as Trustee for the deferred compensation plan. Metropolitan is not liable to its employees for any losses that may be incurred in connection with their participation in this plan.

Metropolitan has established another compensation deferral arrangement in accordance with Section 401(k) of the Internal Revenue Code. The 401(k) Consolidated Savings Plan is available to substantially all employees. At June 30, 2013 and 2012, 1,473 and 1,559 employees participated in the consolidated 401(k) plan. Amounts deferred by participants, Metropolitan matching contributions, and accumulated earnings thereon are fully vested. Deferred amounts and matching contributions are transferred by Metropolitan each pay period to a third-party administrator who coordinates the investment of such proceeds in a variety of investment vehicles in accordance with the instructions of each participant. The Treasurer serves as Trustee for the savings plan. Metropolitan is not liable to its employees for any losses that may be incurred in connection with their participation in this plan.

Metropolitan has established a matching contribution program on behalf of each participating employee in the savings plan. Metropolitan's contribution is subject to a maximum of 4.5 percent of the employee's total cash compensation.

Contributions to the savings plan were as follows:

| (Dollars in thousands) | June 30, | |
|---|------------------|------------------|
| | 2013 | 2012 |
| Employees | \$ 18,562 | \$ 20,146 |
| Metropolitan | 7,433 | 7,585 |
| | <u>\$ 25,995</u> | <u>\$ 27,731</u> |
| Eligible payroll | \$ 190,555 | \$ 201,593 |
| Employee contributions as percent of eligible payroll | 9.7% | 10.0% |

13. NET POSITION

Net position is classified as either restricted, unrestricted, or invested in capital assets and State Water Project Costs, net of related debt.

NOTES TO BASIC FINANCIAL STATEMENTS**(CONTINUED)**

June 30, 2013 and 2012

Net position that is invested in capital assets and State Water Project costs, net of related debt consist of capital assets, net of accumulated depreciation and amortization, and reduced by the outstanding balances of any bonds, notes, or other borrowings attributable to the acquisition or construction of those assets. Metropolitan's capital assets and State Water Project costs include plant and equipment, and participation rights (see Notes 2 and 4) and prepaid State Water Project costs (Notes 1h and 10). Approximately \$5.4 billion and \$5.3 billion were invested in capital assets and State Water Project costs, net of related debt at June 30, 2013 and 2012, respectively.

The restricted component of net position are those items that have external constraints placed on them by creditors, grantors, contributors, or laws or regulations of other governments, or imposed by law through constitutional provisions of enabling legislation. Restricted net position totaled \$498.0 million and \$500.6 million at June 30, 2013 and 2012, respectively, of which \$5.7 million and \$6.3 million were restricted by enabling legislation at June 30, 2013 and 2012, respectively.

The unrestricted component of net position are those items that do not meet the definition of "restricted" or "invested in capital assets and State Water Project costs, net of related debt." Unlike the restricted net position, the Board has discretion in determining the use and establishing minimum/maximum balance requirements for the unrestricted cash and investment portion of net position. The Board may at any time change or eliminate amounts established for these purposes. Unrestricted net position totaled \$872.0 million and \$601.5 million at June 30, 2013 and 2012, respectively.

14. RISK MANAGEMENT

Liabilities are reported when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated. Liabilities include an estimated amount for claims that have been incurred but not reported (IBNR). Claims liabilities are calculated considering the effects of inflation, recent claim settlement trends including frequency and amount of payouts, and other economic and social factors. Changes in the balances of claims liabilities during the past two fiscal years were as follows:

| (Dollars in thousands) | June 30, | | |
|---|-----------|-----------|-----------|
| | 2013 | 2012 | 2011 |
| Unpaid claims, beginning of fiscal year | \$ 26,655 | \$ 16,790 | \$ 16,684 |
| Incurred claims (including IBNR) | 6,611 | 17,983 | 5,243 |
| Claim payments and adjustments | (6,027) | (8,118) | (5,137) |
| Unpaid claims, end of fiscal year | 27,239 | 26,655 | 16,790 |
| Less current portion | (16,200) | (8,314) | (5,559) |
| Noncurrent portion | \$ 11,039 | \$ 18,341 | \$ 11,231 |

NOTES TO BASIC FINANCIAL STATEMENTS

(CONTINUED)

June 30, 2013 and 2012

15. SUBSEQUENT EVENT

On July 2, 2013, Metropolitan issued \$104,820,000 of Special Variable Rate Water Revenue Refunding Bonds, 2013 Series E (Flexible Index Mode), at variable rates, to refund \$104,185,000 Water Revenue Refunding Bonds, 2009 Series A-1. Their maturities extend to July 1, 2030. The 2013 Series E bonds are subject to an unscheduled mandatory tender, at Metropolitan's discretion, beginning September 30, 2013, and are subject to mandatory and optional redemption provisions.

THE METROPOLITAN WATER DISTRICT OF SOUTHERN CALIFORNIA
REQUIRED SUPPLEMENTARY INFORMATION—UNAUDITED
 June 30, 2013 and 2012

Funding Progress of Pension Plan

The table below provides a three-year history of the funded status of Metropolitan's pension plan. The information reflects the most recent actuarial valuation and the two preceding valuations from CalPERS.

(Dollars in thousands)

| Actuarial Valuation Date | Entry Age Normal Accrued Liability | Actuarial Asset Value | Unfunded Liability/ (Excess Assets) | Funded Ratio | Covered Payroll | Unfunded Actuarial Liability/ (Excess Assets) as Percentage of Covered Payroll |
|--------------------------|------------------------------------|-----------------------|-------------------------------------|--------------|-----------------|--|
| June 30: | | | | | | |
| 2009 | \$ 1,478,336 | \$ 1,287,444 | \$ 190,892 | 87.1% | \$ 195,181 | 97.8% |
| 2010 | \$ 1,563,506 | \$ 1,351,073 | \$ 212,433 | 86.4% | \$ 192,519 | 110.3% |
| 2011 | \$ 1,674,274 | \$ 1,415,596 | \$ 258,678 | 84.5% | \$ 190,711 | 135.6% |

Funding Progress of Other Postemployment Benefits

The table below provides a history of the funded status of Metropolitan's OPEB obligation. The information reflects the most recent biennial actuarial valuation and the preceding biennial valuations.

(Dollars in thousands)

| Actuarial Valuation Date | Accrued Liability | Actuarial Asset Value | Unfunded Liability | Funded Ratio | Covered Payroll | Unfunded Actuarial Liability as Percentage of Covered Payroll |
|--------------------------|-------------------|-----------------------|--------------------|--------------|-----------------|---|
| 6/30/07 | \$ 393,476 | \$ — | \$ 393,476 | 0.00% | \$ 170,059 | 231.4% |
| 1/1/09 | \$ 404,172 | \$ — | \$ 404,172 | 0.00% | \$ 192,816 | 209.6% |
| 1/1/11 | \$ 545,476 | \$ — | \$ 545,476 | 0.00% | \$ 187,368 | 291.1% |

See accompanying independent auditors' report.