

LOS ANGELES GRAND AVENUE AUTHORITY

ANNUAL FINANCIAL REPORT

June 30, 2021

LOS ANGELES GRAND AVENUE AUTHORITY
June 30, 2021

TABLE OF CONTENTS

FINANCIAL SECTION

Independent Auditor’s Report 1

Management’s Discussion and Analysis (Unaudited) 3

Basic Financial Statements:

 Statement of Net Position 5

 Statement of Revenues, Expenses, and Changes in Net Position 6

 Statement of Cash Flows 7

 Notes to the Basic Financial Statements 8

Supplemental Information:

 Combining Statement of Net Position 16

 Combining Statement of Revenues, Expenses, and Changes
 in Net Position 17

 Combining Statement of Cash Flows 18



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Independent Auditor's Report

To the Honorable Board of Directors
Los Angeles Grand Avenue Authority
Los Angeles, California

Report on the Financial Statements

We have audited the accompanying financial statements of the Los Angeles Grand Avenue Authority (Authority), as of and for the fiscal year ended June 30, 2021, and the related notes to the financial statements, which collectively comprise the Authority'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 accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free 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 auditor's 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 the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting 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 Authority as of June 30, 2021, and the changes in financial position and cash flows for the fiscal year then ended in conformity with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis on pages 3 and 4, 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 Information

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Authority's basic financial statements. The combining financial statements are presented for purposes of additional analysis and are not required parts of the basic financial statements. The combining financial statements are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated April 4, 2022 on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control over financial reporting and compliance.

Moss, Levy & Hartzheim

Moss, Levy & Hartzheim, LLP
Culver City, California
April 4, 2022

**LOS ANGELES GRAND AVENUE AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
FOR THE FISCAL YEAR ENDED JUNE 30, 2021**

The Management's Discussion and Analysis (MD&A) of the financial activities of the Los Angeles Grand Avenue Authority (the Authority) provides a narrative overview of the Authority's financial activities for the fiscal year ended June 30, 2021. Please read it in conjunction with the accompanying financial statements, footnotes, and supplementary information. Amounts contained in this discussion have been rounded to facilitate their readability.

Financial Highlights

- During the fiscal year ended June 30, 2021, the Authority's net position increased by \$4.33 million to \$25.48 million. Cash deposited in the County Treasury Pool increased by \$0.47 million to \$2.24 million.
- Operating revenues increased by \$1.96 million to \$8.00 million while operating expenses increased by \$0.17 million to \$4.23 million.
- The Authority has no capital assets.
- The Authority has no long-term debt.

Overview of Financial Statements

This MD&A serves as an introduction to the Authority's basic financial statements. The basic financial statements include five components: 1) Statement of Net Position; 2) Statement of Revenues, Expenses, and Changes in Net Position; 3) Statement of Cash Flows; 4) Notes to the Financial Statements, and 5) Supplemental information.

- The Statement of Net Position presents all of the Authority's assets and liabilities, with the difference reported as net position. Over time, increases or decreases in net position may serve as a useful indicator to determine whether the financial position of the Authority is improving or deteriorating.
- The Statement of Revenues, Expenses, and Changes in Net Position presents information showing how the Authority's net position changed during the fiscal year. All changes in net position (revenues and expenses) are reported when the underlying event giving rise to the change occurs, regardless of the timing of the related cash flows. Accordingly, revenues and expenses are reported in this statement for items that will result in cash flows in future fiscal periods (e.g., accrued but unpaid contract and professional service fees).
- The Statement of Cash Flows presents information regarding the Authority's use of cash during the fiscal year and is an indicator of whether or not sufficient cash flow is being generated during the fiscal year to meet the operating needs of the Authority.
- The notes provide additional information that is essential for a full understanding of the data provided in the financial statements.
- The supplemental information includes schedules in the format of the basic financial statements, showing the activity for each fund.

**LOS ANGELES GRAND AVENUE AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
FOR THE FISCAL YEAR ENDED JUNE 30, 2021**

Financial Statement Analysis

The Los Angeles Grand Avenue Authority was established between the County of Los Angeles (County) and the Community Redevelopment Agency of the City of Los Angeles (CRA) to provide for the development of certain properties owned by the County and the CRA located in the vicinity of Grand Avenue in downtown Los Angeles. Operating revenues consist primarily of transfers of \$3.40 million from the CRA and \$4.60 million from the County. Operating expenses consist primarily of contract grants given to developers.

As of June 30, 2021, the Authority's net position was \$25.48 million compared to \$21.15 million as of June 30, 2020. Assets consisted primarily of a \$6.00 million loan to the developer for financing of affordable housing development to be constructed at 237 South Grand Avenue, a \$3.83 million loan to the developer for the development of Offsite Publicly Owned Improvements of certain real property adjacent to the Los Angeles downtown Civic Center and Music Center (Parcel Q), \$6.68 million loan to the developer for financing of affordable housing development to be constructed on Parcel Q, \$4.60 million held in escrow to be disbursed as part of the grant for On-Site Public Improvement on Parcel Q, and cash deposited in the County's Treasury Pool of \$2.24 million. Liabilities as of June 30, 2021 were less than \$0.01 million compared to \$0.02 million as of June 30, 2020 and consisted of accounts payable.

Capital Assets

As of June 30, 2021, the Authority had no capital assets.

Economic Factors

In November 2016, the Authority board approved documents, including the revised Scope of Development related to the Development for Parcel Q. Construction began December 2018 and is estimated to be completed in May 2022.

Contacting the Authority's Financial Management

This financial report is designed to provide our citizens and other interested parties with a general overview of the Authority's finances and to demonstrate the Authority's accountability for the money it receives. If you have any questions about this report or need additional financial information, contact the County of Los Angeles, Department of Auditor-Controller, 500 West Temple Street, Room 525, Los Angeles, CA 90012.

LOS ANGELES GRAND AVENUE AUTHORITY
Statement of Net Position
As of June 30, 2021

Assets

Cash deposited with County Treasurer (Note 3)	\$ 2,240,114
Funds held in Escrow (Note 3)	4,600,000
Receivables:	
Accounts receivable	5,292
Accrued Interest	5,340
Loans (Note 5)	18,627,331

Total Assets 25,478,077

Liabilities

Accounts payable	<u>693</u>
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Total Liabilities 693

Net Position

Restricted for projects (Note 4)	<u>25,477,384</u>
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Total Net Position \$ 25,477,384

See accompanying notes to the basic financial statements

LOS ANGELES GRAND AVENUE AUTHORITY
Statement of Revenues, Expenses, and Changes in Net Position
For the Fiscal Year Ended June 30, 2021

Operating Revenues:	
Other governmental agencies	\$ 7,997,221
Contributions from developers	7,299
Total Operating Revenues	8,004,520
 Operating Expenses:	
Contract and professional service fees	41,793
Settlement expense (Note 6)	684,305
Grant to developers	3,500,000
Total Operating Expenses	4,226,098
 Operating Income	 3,778,422
 Non-Operating Revenues:	
Interest	546,744
Total Non-Operating Revenues (Expenses)	546,744
 Change in Net Position	 4,325,166
 Net Position, beginning of the fiscal year	 21,152,218
 Net Position, end of the fiscal year	 \$ 25,477,384

See accompanying notes to the basic financial statements

LOS ANGELES GRAND AVENUE AUTHORITY
Statement of Cash Flows
For the Fiscal Year Ended June 30, 2021

Cash Flows from Operating Activities:

Cash received from developers	\$	15,012
Cash received from other governmental agencies		7,997,221
Cash paid to suppliers for goods and services		(740,471)
Cash transferred to escrow account for grant disbursement		(4,600,000)
Net Cash Provided (Used) by Operating Activities		2,671,762

Cash Flows from Investing Activities:

Interest received		23,494
Funds to escrow for loan disbursement		(2,225,000)
Net Cash Provided (Used) by Investing Activities		(2,201,506)

Net Increase/(Decrease) in Cash 470,256

**Cash Deposited with County Treasurer,
Beginning of Fiscal Year** 1,769,858

**Cash Deposited with County Treasurer,
End of Fiscal Year** \$ 2,240,114

**Reconciliation of Operating Income to Net Cash
Provided (Used) by Operating Activities:**

Operating Income	\$	3,778,422
Adjustments to reconcile operating income to net cash provided (used) by operating activities:		
Decrease in accounts receivable		7,713
(Increase) in escrow account		(4,600,000)
Decrease in prepaid expenses		3,500,000
(Decrease) in accounts payable		(14,373)
Net Cash Provided (Used) by Operating Activities	\$	2,671,762

See accompanying notes to the basic financial statements

LOS ANGELES GRAND AVENUE AUTHORITY
NOTES TO THE BASIC FINANCIAL STATEMENTS
June 30, 2021

NOTE 1 ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Organization

The Los Angeles Grand Avenue Authority (Authority), a separate public entity, was formed on September 2, 2003, as a joint powers authority by the County of Los Angeles (County) and the Community Redevelopment Agency of the City of Los Angeles (CRA), now named the CRA/LA, a designated local Authority. The Authority was established for the purpose of coordinating the development of certain properties owned by the County and the CRA located in the vicinity of Grand Avenue in downtown Los Angeles.

The Authority is governed by a Board of Directors composed of five directors: the County Supervisor for the First District where the properties are located, the County's Chief Executive Officer, the Councilperson for the City Council District where the CRA properties are located, the Administrator from the CRA/LA, and one Governor-appointed person to serve as a non-voting Director.

The Authority is legally separate and fiscally independent from each of the member entities. This means it can make and enter into contracts, land lease or sales agreements, employ agents and employees, take all actions necessary for the development of the properties, issue requests for qualifications and/or proposals, and evaluate developer responses.

The accompanying financial statements reflect the financial activities of the Authority. The Authority has no component units.

B. Significant Accounting Policies

The Authority's financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America as applied to governmental agencies. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

Basis of Accounting and Measurement Focus

The Authority is accounted for as enterprise funds (proprietary fund type). A fund is an accounting entity with a self-balancing set of accounts established to record the financial position and results of operations of a specific governmental activity. The activities of enterprise funds closely resemble those of ongoing businesses in which the purpose is to conserve and add to basic resources while meeting operating expenses from current revenues. Enterprise funds account for operations that provide services on a continuous basis and are substantially financed by revenues derived from user charges. The Authority utilizes the accrual basis of accounting. Revenues are recognized when earned and expenses are recognized when the liability is incurred.

LOS ANGELES GRAND AVENUE AUTHORITY
NOTES TO THE BASIC FINANCIAL STATEMENTS
June 30, 2021

NOTE 1 ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

B. Significant Accounting Policies (Continued)

Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenue of the Authority is contributions from other governmental agencies. Operating expenses include grants to developers. All other revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

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

The following are descriptions of the Authority's funds:

- **The Los Angeles Grand Avenue Authority Fund** is the Authority's primary operating fund. It accounts for all financial resources of the Authority, except those required to be accounted for in another fund.
- **The Phase II Affordable Housing Fund** is used to deposit funds related to the Phase II Affordable Housing project.
- **The Phase IIB Affordable Housing Parcel M Fund** is used to hold the deposits by CRA.
- **The Phase I Lease Parcel Q Fund** is used to deposit advanced payments of incentive rent and extension payments for Phase I of the Parcel Q project.

The Authority's financial statements are presented in accordance with the provisions of GASB Statement No. 34, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments* and GASB Statement No. 63 – *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*. Statement No. 34 established standards for external financial reporting for all state and local governmental entities and Statement No. 63 established standards for reporting deferred outflows of resources, deferred inflows of resources, and net position in a statement of financial position. The net position is required to classify into three components – net investment in capital assets; restricted; and unrestricted. These classifications are defined as follows:

Net investment in capital assets – This component of net position consists of capital assets, including restricted capital assets, net of accumulated depreciation and is reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets. If there are significant unspent related debt proceeds at fiscal year-end, the portion of the debt attributable to the unspent proceeds is not included in the calculation of net investment in capital assets. Rather, that portion of the debt is included in the same net position component as the unspent proceeds.

LOS ANGELES GRAND AVENUE AUTHORITY
NOTES TO THE BASIC FINANCIAL STATEMENTS
June 30, 2021

NOTE 1 ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

B. Significant Accounting Policies (Continued)

Restricted net position – This component of net position represents restricted assets net of liabilities that relate to those specific restricted assets. A restricted asset is an asset for which constraints have been placed on the asset’s use by creditors, contributors, laws, or regulations of other governments, or as a consequence of a restriction established by the reporting government’s own governing body at the time a particular fee, charge, levy, or assessment was approved. These restrictions must be narrower than the general purposes for which the reporting government can use its resources. As of June 30, 2021, the Authority had \$25,477,384 of Restricted net position.

Unrestricted net position – This component of net position consists of net position that does not meet the definition of “restricted” or “net investment in capital assets.”

C. Revenue

The Authority’s major source of revenue is contributions from developers, contributions from other governmental agencies and interest on deposited funds.

D. Capital Assets

Capital assets, which include land and buildings and improvements, would be reported in the statement of net position. Capital assets will be recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets will be recorded at estimated fair value at the date of donation. As of June 30, 2021, the Authority did not have any capital assets.

E. Estimates

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

F. Cash and Cash Equivalents

For the purposes of the statement of cash flows, cash represents balances that can be readily withdrawn without substantial notice or penalty. Cash equivalents are defined as short-term, highly liquid investments that are both readily convertible to known amounts of cash or so near their maturity that they present insignificant risk of changes in value because of changes in interest rates and have an original maturity date of three months or less.

LOS ANGELES GRAND AVENUE AUTHORITY
NOTES TO THE BASIC FINANCIAL STATEMENTS
June 30, 2021

NOTE 2 RELATED PARTY TRANSACTIONS

The County of Los Angeles maintains the books and records of the Authority, including the investment with the County Treasurer and Tax Collector (TTC).

NOTE 3 CASH DEPOSITED WITH COUNTY TREASURER AND FUNDS HELD IN ESCROW

In accordance with the California Government Code, cash balances of the Authority are deposited with and pooled and invested by the TTC for the purpose of increasing interest earnings through investment activities. Interest earned on pooled investments is deposited to participating funds based upon each fund's average daily balance during the allocation period.

California Government Code Sections 53601 and 53635 authorize the Treasurer to invest the External Investment Pool (Pool) and SPI funds in obligations of the United States Treasury, federal agencies, municipalities, asset-backed securities, bankers' acceptances, commercial paper, negotiable certificates of deposit, medium-term notes, corporate notes, repurchase agreements, reverse repurchase agreements, forwards, futures, options, shares of beneficial interest of a Joint Powers Authority (JPA) that invests in authorized securities, shares of beneficial interest issued by diversified management companies known as money market mutual funds (MMF) registered with the Securities and Exchange Commission (SEC), securities lending agreements, the State of California's Local Agency Investment Fund (LAIF), and supranational institutions. California Government Code Section 53534 authorizes the Treasurer to enter into interest rate swap agreements. However, these agreements should only be used in conjunction with the sale of the bonds approved by the Board. As permitted by the California Government Code, the Treasurer developed, and the Board adopted, an Investment Policy that further defines and restricts the limits within which the Treasurer may invest. The investments are managed by the Treasurer, which reports investment activity to the Board on a monthly basis. In addition, the Treasurer's investment activity is subject to an annual investment policy review, compliance oversight, quarterly financial review, and annual financial reporting. The Treasurer also maintains Other Specific Investments, which are invested pursuant to Section 1300.76.1, Title 28, California Code of Regulations. The County has not provided nor obtained any legally binding guarantees during the fiscal year ended June 30, 2021, to support the value of shares in the Pool.

Investments are stated at fair value and are valued on a monthly basis. The TTC categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. Securities classified in Level 1 of the fair value hierarchy are valued using prices quoted in active markets for those securities. Securities classified in Level 2 of the fair value hierarchy are valued using other observable inputs such as matrix pricing techniques or based on quoted prices for assets in markets that are not active. Matrix Pricing is used to value securities based on the securities' relationship to benchmark quoted prices. Level 3 inputs are significant unobservable inputs. Securities classified in Level 3 are valued using the income approach such as discounted cash flow techniques. Investments in an external government investment pool are not subject to reporting within the level hierarchy.

LOS ANGELES GRAND AVENUE AUTHORITY
NOTES TO THE BASIC FINANCIAL STATEMENTS
June 30, 2021

NOTE 3 CASH DEPOSITED WITH COUNTY TREASURER AND FUNDS HELD IN ESCROW (Continued)

See the County of Los Angeles' Annual Comprehensive Financial Report for the fiscal year ended June 30, 2021 for the disclosures related to cash and investments and the related interest rate risk, credit rate risk, custodial risk, and concentration risk.

Funds held in Escrow amounted to \$4,600,000 as of June 30, 2021. This amount represents a pending grant disbursement.

Funds deposited in the Los Angeles County Treasury Pool amounted to \$2,240,114 as of June 30, 2021. This amount represents less than 0.1% of the total balance of the Los Angeles County Treasury Pool.

NOTE 4 NET POSITION

Net position at June 30, 2021, consisted of the following:

Restricted for projects	<u>\$ 25,477,384</u>
Total Net Position	<u>\$ 25,477,384</u>

NOTE 5 LOANS RECEIVABLE

On December 12, 2012, the Authority loaned \$5,626,000 to Grand Avenue M Housing Partners, LLC as part of the financing for an affordable housing development to be constructed at 237 South Grand Avenue, in relation to the Bunker Hill Redevelopment Project. On September 4, 2014, the Authority loaned an additional \$369,000 to Grand Avenue M Housing Partners, LLC as part of the financing for the same affordable housing development. The term of the loan is 55 years, commencing December 12, 2012. The outstanding balance of the loan, including principal and interest, shall be due and payable in full upon the first to occur of the following: (a) the occurrence of a transfer (other than a permitted transfer) without the prior written consent of the Authority, which shall be granted or denied in the sole and absolute discretion of the Authority; (b) an unsecured Event of Default by the Borrower; or (c) expiration of the term of the loan. Interest on the loan is 3% per annum, simple interest on the principal amount.

The loan is secured by a deed of trust, which is subordinated to any senior loan approved by the Authority and any deed of trust in favor of a senior lender in connection therewith, any security instrument securing the letter of credit, and any regulatory agreement to be recorded in connection with financing the project and/or low-income housing tax credits. The loan is senior to the \$7.7 million loan that Grand Avenue M Housing Partners, LLC has outstanding with Urban Funding, Inc.

The loan shall be repaid from annual payments equal to the Authority's share of residual receipts, if any. The Authority's share of residual receipts shall be equal to fifty percent (50%) of residual receipts.

LOS ANGELES GRAND AVENUE AUTHORITY
NOTES TO THE BASIC FINANCIAL STATEMENTS
June 30, 2021

NOTE 5 LOANS RECEIVABLE (Continued)

The outstanding balance of the loan was \$7,513,678 at June 30, 2021.

Principal	\$	5,995,000
Accrued Interest		1,518,678
Outstanding Balance	\$	7,513,678

On February 11, 2019, and July 31, 2019, the Authority loaned \$2,275,000 and \$1,552,779, respectively, to Core/Related Gala Parking, LLC as part of the financing to cause the development of certain real property adjacent to the Los Angeles downtown Civic Center and Music Center with retail, hotel, office, and housing (including affordable housing). The term of the loans are 55 years which shall expire 55 years after the recordation of the Certificate of Completion pursuant to the Public Improvement Agreement. Commencing on the first March 1st following the first full calendar year of operation of the Garage improvements, the borrower shall pay to the Authority an amount equal to 100% of their net parking revenue. The entire unpaid principal balance and any accrued but unpaid interest shall be due and payable upon the first to occur of the following: (a) the occurrence of a transfer (other than a permitted transfer) without the prior written consent of the Authority, which shall be granted or denied in the sole and absolute discretion of the Authority; (b) an unsecured Event of Default by the Borrower; or (c) expiration of the term of the loan. Interest on the loan is 5% per annum, simple interest on the principal amount.

The loans are secured by a deed of trust, which is subordinated to any senior loan approved by the Authority and any deed of trust in favor of a senior lender in connection therewith, any security instrument securing the letter of credit, and any regulatory agreement to be recorded in connection with financing the project and/or low income housing tax credits.

The outstanding balance of the loan was \$4,247,806 at June 30, 2021.

Principal	\$	3,827,779
Accrued Interest		420,027
Outstanding Balance	\$	4,247,806

On January 23, 2020, the Authority loaned \$2,225,000 for the development of affordable housing to Core/Related Gala Parking, LLC as part of the financing to cause the development of certain real property adjacent to the Los Angeles downtown Civic Center and Music Center with retail, hotel, office, and housing (including affordable housing). On July 17, 2020 and January 19, 2021, the Authority loaned an additional \$2,225,000 and \$2,225,000, respectively, to Core/Related Gala Parking, LLC as part of the financing for the same affordable housing development. The term of the loan is 55 years which shall expire 55 years after the recordation of the Certificate of Completion pursuant to the Affordable Housing Agreement. Commencing on the first March 1st following the first full calendar year of operation of the Affordable Housing units, the borrower shall pay to the Authority an amount equal to 50% of the rental fees

LOS ANGELES GRAND AVENUE AUTHORITY
NOTES TO THE BASIC FINANCIAL STATEMENTS
June 30, 2021

NOTE 5 LOANS RECEIVABLE (Continued)

for the affordable housing units. The entire unpaid principal balance and any accrued but unpaid interest shall be due and payable upon the first to occur of the following: (a) the occurrence of a transfer (other than a permitted transfer) without the prior written consent of the Authority, which shall be granted or denied in the sole and absolute discretion of the Authority; (b) an unsecured Event of Default by the Borrower; or (c) expiration of the term of the loan. Interest on the loan is 3% per annum, simple interest on the principal amount.

The outstanding balance of the loan was \$6,865,847 at June 30, 2021:

Principal	\$ 6,675,000
Accrued Interest	190,847
Outstanding Balance	\$ 6,865,847

NOTE 6 SETTLEMENT EXPENSES

On August 10, 2020, the Authority entered into an agreement with Grand Avenue Parcel IIC Owner, LLC and Grand Avenue Parcel III Owner, LLC, the County, and Related for partial termination of Phases IIC and III of Disposition and Development Agreement and its amendments. The agreement stipulated that Grand Avenue Parcel IIC Owner, LLC be reimbursed for actual out-of-pocket third-party costs incurred in connection with Phase IIC, in the amount of \$162,500 in legal expenses and \$50,000 in design expenses paid by Related. The agreement also stipulated that the Authority make a one-time payment of \$471,805 to Related for reimbursement of certain costs of Phase III negotiations.

NOTE 7 COMMITMENTS AND CONTINGENCIES

On March 5, 2007, the Authority entered into a Disposition and Development Agreement (DDA) with the Grand Avenue LA, LLC (GALA) (the "Developer") to fulfill the purposes of the Joint Powers Agreement, dated as of September 2, 2003 by and between the County of Los Angeles (the "County") and the Community Redevelopment Agency of the City of Los Angeles, California (the "CRA"), to cause the development of certain real property adjacent to the Los Angeles downtown Civic Center and Music Center with retail, hotel, office, and housing (including affordable housing), all with an estimated development potential of approximately 3,200,000 square feet, together with destination urban park uses and remaking of Grand Avenue into active and inviting pedestrian uses. The DDA was subsequently amended with the most recent amendment being adopted November 22, 2016. This 5th amendment required the Developer to pay the Authority a \$7 million extension fee to be used at a later time, at the discretion of the Authority, for construction of public improvements and/or affordable housing on the Phase I site. The Authority received \$3 million in December 2016 and \$4 million in March 2017. These funds were distributed in two installments to Core/Related Gala Rentals, LP for affordable housing projects. The first installment of \$3,500,000 was paid on January 23, 2020, and the second installment of \$3,500,000 was paid on October 21, 2020.

LOS ANGELES GRAND AVENUE AUTHORITY
NOTES TO THE BASIC FINANCIAL STATEMENTS
June 30, 2021

NOTE 8 SUBSEQUENT EVENTS

On August 10, 2021, the Board of Supervisors of the County voted to terminate the Grand Lease Agreement between the County and CRA/LA and assign the Parcel Q Sub-Ground Lease to the County. The Board of Supervisors also voted to amend and restate the Joint Exercise of Powers Agreement to change Board of Directors of the Authority from representatives of the County, CRA/LA and the City, to the Board of Supervisors. The agreement is pending final signatures.

LOS ANGELES GRAND AVENUE AUTHORITY
Combining Statement of Net Position
As of June 30, 2021

	Los Angeles Grand Avenue Authority	Phase II Affordable Housing	Phase IIB Affordable Housing Parcel M	Phase I Ground Lease Parcel Q	Total
Assets					
Cash deposited with County Treasurer	\$ 655,654	\$ 22,948	\$ 14,104	\$ 1,547,408	\$ 2,240,114
Funds held in Escrow				4,600,000	4,600,000
Receivables:					
Accounts receivable	5,292				5,292
Accrued interest	1,102	36	22	4,180	5,340
Loans			7,513,678	11,113,653	18,627,331
Total Assets	<u>662,048</u>	<u>22,984</u>	<u>7,527,804</u>	<u>17,265,241</u>	<u>25,478,077</u>
Liabilities					
Accounts payable	693				693
Total Liabilities	<u>693</u>				<u>693</u>
Net Position					
Restricted for projects	661,355	22,984	7,527,804	17,265,241	25,477,384
Total Net Position	<u>\$ 661,355</u>	<u>\$ 22,984</u>	<u>\$ 7,527,804</u>	<u>\$ 17,265,241</u>	<u>\$ 25,477,384</u>

LOS ANGELES GRAND AVENUE AUTHORITY
Combining Statement of Revenues, Expenses, and Changes in Net Position
For the Fiscal Year Ended June 30, 2021

	Los Angeles Grand Avenue Authority	Phase II Affordable Housing	Phase IIB Affordable Housing Parcel M	Phase I Ground Lease Parcel Q	Total
Operating Revenues:					
Other governmental agencies	\$ -	\$ -	\$ -	\$ 7,997,221	\$ 7,997,221
Contributions from developers	7,299				7,299
Total Operating Revenues	<u>7,299</u>			<u>7,997,221</u>	<u>8,004,520</u>
Operating Expenses:					
Contract and professional service fees	41,793				41,793
Settlement expense	684,305				684,305
Grant to developers				3,500,000	3,500,000
Total Operating Expenses	<u>726,098</u>			<u>3,500,000</u>	<u>4,226,098</u>
Operating Income (Loss)	(718,799)			4,497,221	3,778,422
Non-Operating Revenues:					
Interest	4,667	123	179,678	362,276	546,744
Total Non-Operating Revenues (Expenses)	<u>4,667</u>	<u>123</u>	<u>179,678</u>	<u>362,276</u>	<u>546,744</u>
Change in Net Position	(714,132)	123	179,678	4,859,497	4,325,166
Net Position, beginning of the fiscal year	<u>1,375,487</u>	<u>22,861</u>	<u>7,348,126</u>	<u>12,405,744</u>	<u>21,152,218</u>
Net Position, end of the fiscal year	<u>\$ 661,355</u>	<u>\$ 22,984</u>	<u>\$7,527,804</u>	<u>\$ 17,265,241</u>	<u>\$25,477,384</u>

LOS ANGELES GRAND AVENUE AUTHORITY
Combining Statement of Cash Flows
For the Fiscal Year Ended June 30, 2021

	Los Angeles Grand Avenue Authority	Phase II Affordable Housing	Phase IIB Affordable Housing Parcel M	Phase I Ground Lease Parcel Q	Total
Cash Flows from Operating Activities:					
Cash received from developers	\$ 15,012	\$ -	\$ -	\$ -	\$ 15,012
Cash received from other governmental agencies				7,997,221	7,997,221
Cash paid to suppliers for goods and services	(740,471)				(740,471)
Cash transferred to escrow account for grant disbursement				(4,600,000)	(4,600,000)
Net Cash Provided (Used) by Operating Activities	<u>(725,459)</u>			<u>3,397,221</u>	<u>2,671,762</u>
Cash Flows from Investing Activities:					
Interest received	7,613	154	95	15,632	23,494
Funds to escrow for loan disbursement				(2,225,000)	(2,225,000)
Net Cash Provided (Used) by Investing Activities	<u>7,613</u>	<u>154</u>	<u>95</u>	<u>(2,209,368)</u>	<u>(2,201,506)</u>
Net Increase/(Decrease) in Cash	(717,846)	154	95	1,187,853	470,256
Cash Deposited with County Treasurer, Beginning of Fiscal Year	<u>1,373,500</u>	<u>22,794</u>	<u>14,009</u>	<u>359,555</u>	<u>1,769,858</u>
Cash Deposited with County Treasurer, End of Fiscal Year	<u>\$ 655,654</u>	<u>\$ 22,948</u>	<u>\$ 14,104</u>	<u>\$ 1,547,408</u>	<u>\$ 2,240,114</u>
Reconciliation of Operating Income (Loss) to Net Cash Provided (Used) by Operating Activities:					
Operating Income (Loss)	\$ (718,799)	\$ -	\$ -	\$ 4,497,221	\$ 3,778,422
Adjustments to reconcile operating income (loss) to net cash provided (used) by operating activities:					
Decrease in accounts receivable	7,713				7,713
(Increase) in escrow account				(4,600,000)	(4,600,000)
Decrease in prepaid expenses				3,500,000	3,500,000
(Decrease) in accounts payable	(14,373)				(14,373)
Net Cash Provided (Used) by Operating Activities	<u>\$ (725,459)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,397,221</u>	<u>\$ 2,671,762</u>

LOS ANGELES GRAND AVENUE AUTHORITY

**MANAGEMENT REPORT
AND
AUDITOR'S COMMUNICATION LETTER**

June 30, 2021

LOS ANGELES GRAND AVENUE AUTHORITY

**MANAGEMENT REPORT
AND
AUDITOR'S COMMUNICATION LETTER**

June 30, 2021

Required Communication under Statement on Auditing Standards No. 114	1
Independent Auditor's Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed In Accordance with <i>Government Auditing Standards</i>	4
Current Year Recommendations	6
Status of Prior Year Recommendations	7



MOSS, LEVY & HARTZHEIM LLP

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April 4, 2022

To the Honorable Board of Directors
Los Angeles Grand Avenue Authority
Los Angeles, California

We have audited the financial statements of the Los Angeles Grand Avenue Authority (“the Authority”) for the fiscal year ended June 30, 2021. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards and *Government Auditing Standards*, as well as certain information related to the planned scope and timing of our audit. Such information has been communicated in Work Order No. 9-16A. Professional standards also require that we communicate to you the following information related to our audit.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Authority are described in Note 1 to the financial statements. No new accounting policies were adopted, and the application of existing policies were not changed during the fiscal year ended June 30, 2021. We noted no transactions entered into by the Authority during the fiscal year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management’s knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected.

The most sensitive estimate affecting the financial statements were the collectability of the accounts receivable, loan receivable, and interest receivable. These estimates are based on the historical data and information from Authority staff. We evaluated the key factors and assumptions used to develop this estimate and determined that it is reasonable in relation to the financial statements taken as a whole.

Difficulties Encountered in Performing the Audit

We encountered no difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. Management has corrected all such misstatements. In addition, none of the misstatements detected as a result of audit procedures and corrected by management were material, either individually or in the aggregate, to each opinion unit's financial statements taken as a whole.

Disagreements with Management

For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated April 4, 2022.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Authority's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Authority's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Other Matters

We applied certain limited procedures to the Management's Discussion and Analysis, which is required supplementary information (RSI) that supplements the basic financial statements. Our procedures consisted of inquiries of management regarding 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 did not audit the RSI and do not express an opinion or provide any assurance on the RSI.

We were engaged to report on the Combining Statement of Net Position, Combining Statement of Revenues, Expenses, and Changes in Net Position, and Combining Statement of Cash Flows, which accompany the financial statements but are not RSI. With respect to this supplementary information, we made certain inquiries of management and evaluated the form, content, and methods of preparing the information to determine that the information complies with accounting principles generally accepted in the United States of America, the method of preparing it has not changed from the prior period, and the information is appropriate and complete in relation to our audit of the financial statements. We compared and reconciled the supplementary information to the underlying accounting records used to prepare the financial statements or to the financial statements themselves.

Restriction on Use

This information is intended solely for the use of the Board of Directors and management of the Authority and is not intended to be and should not be used by anyone other than these specified parties.

Very truly yours,

Moss, Levy & Hartzheim

MOSS, LEVY & HARTZHEIM, LLP
Culver City, California



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**Independent Auditor's Report on Internal Control Over Financial Reporting and on Compliance
and Other Matters Based on an Audit of Financial Statements Performed
In Accordance with Government Auditing Standards**

To the Honorable Board of Directors
Los Angeles Grand Avenue Authority
Los Angeles, California

We have audited, 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, the financial statements of the Los Angeles Grand Avenue Authority (the Authority), as of and for the fiscal year ended June 30, 2021, and the related notes to the basic financial statements, which collectively comprise the Authority's basic financial statements and have issued our report thereon dated April 4, 2022.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Authority's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under Government Auditing Standards.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Moss, Levy & Hartzheim

Moss, Levy & Hartzheim, LLP
Culver City, California
April 4, 2022

CURRENT YEAR RECOMMENDATIONS

No findings noted in the current fiscal year.

STATUS OF PRIOR YEAR RECOMMENDATIONS

No findings noted in the prior fiscal year.