FINANCIAL STATEMENTS WITH INDEPENDENT AUDITOR'S REPORT

FOR THE FISCAL YEAR ENDED JUNE 30, 2014

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INDEPENDENT AUDITOR'S REPORT

ScholarShare Investment Board Sacramento, California

Report on the Financial Statements

We have audited the accompanying financial statements of the ScholarShare Administrative Fund (the Fund) of the State of California, as of and for the year ended June 30, 2014, and the related notes to the financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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.

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Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of ScholarShare Administrative Fund of the State of California, as of June 30, 2014, and the changes in financial position and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1, the financial statements present only the ScholarShare Administrative Fund and do not purport to, and do not, present fairly the financial position of the State of California as of June 30, 2014 and the changes in its financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis, as listed in the table of contents, 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.

GILBERT ASSOCIATES, INC.

Millert associates, bu.

Sacramento, California

October 9, 2014

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR FISCAL YEAR ENDED JUNE 30, 2014

This section of the ScholarShare Investment Board's (SIB or Board) annual financial statements for the ScholarShare Administrative Fund (Fund) presents management's discussion and analysis of the Fund's financial performance during the fiscal year that ended June 30, 2014. Read it in conjunction with the financial statements that follow this section.

GENERAL BACKGROUND, OVERVIEW AND PROGRAMS

The California Legislature authorized creation of the Golden State ScholarShare College Savings Trust (Trust) in 1997 (Education Code Sections 69980-69994 (Act), establishing a "qualified tuition program" as defined in Section 529 (Section 529 of the Internal Revenue Code of 1986, as amended (Code))). The Act authorizes Trust investments for a specific beneficiary's advance savings for qualified higher education expenses at an eligible educational institution. The Board is the State entity responsible for administering the State's qualified tuition program, the ScholarShare 529 College Savings Plan (Plan).

The Act authorizes SIB to collect administrative fees in connection with transactions of the Plan. The fees collected make up the ScholarShare Administrative Fund (Fund). The Fund is used, upon appropriation by the State Legislature, for the purposes specified in the Act. This self-funding structure allows SIB to fund services as required in the Act, such as investments, marketing, and administrative services related to the Plan, including operating costs, without cost to the State's General Fund. All fees are deposited into the Fund and all expenses are paid from the Fund pursuant to the Act. In addition, interest earned from the investment of the Fund in the State's Surplus Money Investment Fund is deposited directly into the Fund.

FINANCIAL HIGHLIGHTS

- Total net position was \$7,527,443.
- Operating revenues were \$1,526,300.
- The total cost of operations was \$2,080,383.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR FISCAL YEAR ENDED JUNE 30, 2014

OVERVIEW OF REQUIRED FINANCIAL STATEMENTS

The financial statements of the Fund present information as an Enterprise Fund which uses accounting methods similar to those used by private sector companies. The financial statements include a Balance Sheet; Statement of Revenues, Expenses and Changes in Fund Net Position; Statement of Cash Flows; and notes to the financial statements.

■ The *Balance Sheet* includes all of the Fund's assets, liabilities, and net assets for the year ended June 30, 2014 and provides information about the nature and amounts of investments in resources (assets) and the obligations to the Fund's creditors (liabilities) (see Table 1).

Table 1 Balance Sheet June 30, 2014							
Assets Current Assets	Total Assets	June 30, 2013 \$ 8,718,333 \$ 8,718,333	<u>June 30, 2014</u> \$ 8,484,263 \$ 8,484,263				
Liabilities Current Liabilities Non-Current Liabilities	s Total Liabilities	\$ 153,816 503,076 656,892	\$ 421,023 535,797 956,820				
Net Position	Total Net Position	8,061,441 8,061,441	7,527,443 7,527,443				
Total Liab	ilities and Net Position	<u>\$ 8,718,333</u>	\$ 8,484,263				

The Fund's total liabilities and net position were \$8,484,263 as of June 30, 2014. In addition, as a result of an increase in operating expenses during fiscal year 2013-2014, the total current liabilities increased from the prior year by \$267,207.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR FISCAL YEAR ENDED JUNE 30, 2014

The *Statement of Revenues, Expenses, and Changes in Fund Net Position* accounts for all revenues earned and expenses incurred by the Fund for the year ended June 30, 2014. This statement reflects the results of the Fund's operations over the year (see Table 2).

	Table 2		
Statement of I	Revenues, Expenses, and Changes For the Year Ended June 30, 2		tion
	Tor the Tour Ended value 30, 1	2011	
		FY 2012-13	FY 2013-14
Operating Revenues			
Fees Revenue	Total Operating Revenues	\$ 2,384,658 2,384,658	\$ 1,526,300 1,526,300
Operating Expenses Operating Expenses		1,762,079	2,080,383
	Total Operating Expenses	1,762,079	2,080,383
Non-Operating Revenue Interest Income	Total Non-Operating Revenue	23,577 23,577	20,085 20,085
	Total Non-Operating Revenue	23,377	20,083
Change in Net Position		646,156	(533,998)
Net Position – Beginning		7,415,285	8,061,441
Net Position – Ending		\$ 8,061,441	\$ 7,527,443

In fiscal year 2013-2014, the Fund's change in net position was \$(533,998). Total operating revenue decreased and total operating expenses increased from the prior year by \$858,358 and \$318,304, respectively.

Although there was an increase in total Plan assets in fiscal year 2013-2014, there was a decrease in Fees Revenues over the past year due to a reduction in the total administrative fees collected by the Fund beginning in November 2013.

Similarly, total operating expenses increased during the fiscal year when compared to the prior fiscal year. Reasons for this increase include increases in personal services due to the fulfillment of staff vacancies and increases in consultants and professional services and facilities operation.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR FISCAL YEAR ENDED JUNE 30, 2014

The *Statement of Cash Flows* provides information about the Fund's cash receipts and cash payments during the year ended June 30, 2014. This statement reports cash receipts, cash payments, and net changes in cash resulting from operations, capital and related financing, noncapital financing and investment activities. The statement provides answers to questions of where cash came from, what cash was used for, and what caused changes in cash for the reporting period covered (see Table 3).

Table 3 Statement of Cash Flows For the Year Ended June 30, 2014								
<u>FY 2012-13</u> <u>FY 2013-14</u>								
Cash Flows Cash Flows from Operating Activities Net Cash Provided by Operating Activities Cash Flows from Investing Activities	\$	738,460 25,293	\$	(275,971) 20,410				
Net Increase/Decrease in Cash and Cash Equivalents Beginning Cash and Cash Equivalents		763,753 7,658,335		(255,561) 8,422,088				
Ending Cash and Cash Equivalents	\$	8,422,088	\$	8,166,527				

The net decrease in cash and cash equivalents of \$(255,561), which is a decrease of \$1,019,314 from the prior fiscal year, is due to the overall decrease in total operating revenues during fiscal year 2013-2014. The decrease in total operating revenues from the prior year is due to the decrease in fees revenue as a result of the elimination of the state administrative fee collected by the Fund for each of the passively-managed portfolios in the Plan and effective beginning in November 2013.

• The *Notes to Financial Statements* provide additional information that is essential to a full understanding of the data provided in the financial statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR FISCAL YEAR ENDED JUNE 30, 2014

FACTORS BEARING ON THE ENTITY NAME'S FUTURE

The Fund's operating revenues are directly related to the assets invested in the Plan. A number of factors affect these assets including, but not limited to, market conditions; the rate and amount of contributions from new and existing Plan participants, which may depend on the economic downturn from both a State and national perspective, as well as other issues such as unemployment; and withdrawals from Plan participants either for qualified and non-qualified expenses or rollovers out of the Plan. Anticipation of these factors remains unknown and may result in an increase or decrease in the Fund's operating revenues in future years.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the Fund's financial position and is intended for distribution to a variety of interested parties. Questions concerning any of the information provided in this report or requests for additional information should be addressed to the Executive Director, ScholarShare Investment Board, 915 Capitol Mall, Room 105, Sacramento, California 95814.

BALANCE SHEET JUNE 30, 2014

CURRENT ASSETS:	
Cash and cash equivalents in state treasury	
Accounts receivable	
Due from other funds	
Interest receivable	

 Capital assets, net
 2,839

 Total assets
 \$ 8,484,263

LIABILITIES

ASSETS

CURRENT LIABILITIES:

Accounts payable	\$ 323,792
Due to other funds	9,852
Accrued vacation	87,379
Total current liabilities	421 023

NONCURRENT LIABILITIES:

Accrued vacation	170,797
OPEB obligation	365,000
Total noncurrent liabilities	535,797

Total liabilities 956,820

NET POSITION:

Net investment in capital assets	2,839
Unrestricted	7,524,604
Total net position	7,527,443

TOTAL LIABILITIES AND NET POSITION \$ 8,484,263

\$ 8,166,527

156,345 153,791 4,761

STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET POSITION FOR THE FISCAL YEAR ENDED JUNE 30, 2014

OPERATING REVENUES:	
Fees revenue	\$ 1,526,300
OPERATING EXPENSES:	
Salaries, wages, and benefits	921,849
Consultants and professional services	993,070
Travel	53,207
General expenses	49,035
Facilities operation	46,735
Printing	6,024
Communications	3,331
Training	2,900
Depreciation expense	2,839
Postage	1,393
Total operating expenses	2,080,383
OPERATING LOSS	(554,083)
NON-OPERATING REVENUE:	
Interest income	20,085
CHANGE IN NET POSITION	(533,998)
NET POSITION, Beginning of Year	8,061,441
NET POSITION, End of Year	\$ 7,527,443

STATEMENT OF CASH FLOWS FOR THE FISCAL YEAR ENDED JUNE 30, 2014

CASH FLOWS FROM OPERATING ACTIVITIES:		
Receipts from fees	\$	1,589,386
Receipts from interfund services provided	Ψ	(87,741)
Payments to employees		(827,949)
Payments to suppliers		(673,709)
Payments for interfund services used		(275,958)
Net cash used by operating activities		(275,971)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Interest receipts from Surplus Money Investment Fund		20,410
NET DECREASE IN CASH AND CASH EQUIVALENTS		(255,561)
BEGINNING CASH AND CASH EQUIVALENTS		8,422,088
ENDING CASH AND CASH EQUIVALENTS	\$	8,166,527
RECONCILIATION OF OPERATING LOSS TO NET CASH PROVIDED		
BY OPERATING ACTIVITIES:		
Operating income (deficit)	\$	(554,083)
ADJUSTMENTS TO RECONCILE OPERATING LOSS TO NET		
CASH USED BY OPERATIONS:		
Depreciation expense		2,839
(Increase) decrease in:		
Accounts receivable		63,086
Due from other funds		(87,741)
Increase (decrease) in:		
Accounts payable		197,121
Due to other funds		8,907
Accrued vacation		5,900
OPEB obligation		88,000

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2014

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. GENERAL

The Golden State ScholarShare College Savings Trust (the Trust) was formed by California Law in April 1999, to help individuals save for the costs of higher education. Under the Trust, an individual (Account Owner) opens an account on behalf of a designated beneficiary that the Account Owner names and the contributions can be allocated among a number of investment options. The California Law that formed the Trust also established the ScholarShare Administrative Fund (the Administrative Fund) to administer the Trust activities. The oversight of the Trust and the Administrative Fund is the responsibility of the ScholarShare Investment Board (the Board).

The Board entered into management agreements with TIAA-CREF Tuition Financing, Inc. (TFI) until November 10, 2006, with Fidelity Brokerage Services, LLC (Fidelity) until November 6, 2011, and with TFI thereafter to serve as Program Managers of the Trust's accounts until the Account Owner requests funds. These accounts are not included in the financial statements of the Administrative Fund. Other auditors audit the financial statements of these accounts and a copy of the Trust's audited financial statements can be obtained from the ScholarShare Investment Board.

B. THE REPORTING ENTITY

These financial statements present information on the financial activities of the Administrative Fund. The Administrative Fund is a fund of the State of California and its financial information is included in the totals for the Enterprise Funds of the State of California's basic financial statements.

C. BASIS OF PRESENTATION

The Administrative Fund is a public instrumentality of the State of California and is treated as an Enterprise Fund. The accrual basis of accounting is utilized whereby revenues are recorded when earned and expenses are recognized in the accounting period in which the liability is incurred (when goods are received or services rendered). The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. As a governmental entity, the Administrative Fund follows the accounting standard hierarchy established by the GASB.

D. ACCOUNTS RECEIVABLE

Receivables consist of administrative fees collected and interest earned on investments.

E. INTERFUND TRANSACTIONS

Interfund receivables and payables typically result from the time lag between the dates that (1) interfund goods and services are provided or reimbursable expenses occur, (2) transactions are recorded in the accounting system, or (3) payments between funds are made. As of June 30, 2014, the interfund receivables and payables are indicative of short-term cash flow borrowings.

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2014

At June 30, 2014, the Administrative Fund had an amount due to the State Department of General Services Revolving Fund of \$5,203 and an amount due to the State General Fund of \$9 for expenses paid by the funds on behalf of the Administrative Fund. In addition, the Administration Fund had an amount due to the State Compensation Insurance Fund of \$4,640 for insurance premiums.

At June 30, 2014, the Administrative Fund had an amount due from the Governor's Scholarship Programs, General Fund (Program) of \$153,791 for expenses paid by the Administrative Fund on behalf of the Program.

F. CAPITAL ASSETS AND DEPRECIATION

Capital assets are defined as assets with a useful life of at least one year and a unit acquisition cost of at least \$5,000. Equipment is depreciated using the straight-line method over five years.

G. REVENUES

Monthly, the Administrative Fund collects from the Trust fund a fee for the purpose of paying for its operating costs associated with administering the Trust. In addition, the Administrative Fund earns interest on its funds pooled with the State of California's Surplus Money Investment Fund.

The Administrative Fund distinguishes operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from the administration of trust activities.

When both restricted and unrestricted net positions are available, unrestricted resources are used only after the restricted resources are depleted.

H. VACATION AND SICK LEAVE

The accrued liability for the vacation compensation is recognized as an expense and liability in the Administrative Fund's financial statements. Additionally, accumulated sick-leave balances are not recorded as compensated absences because they do not vest to employees. However, unused sick-leave balances convert to service credits upon retirement.

I. RISK MANAGEMENT

The Administrative Fund is a fund of the State of California, which is primarily self-insured against loss or liability. The State generally does not maintain reserves; losses are covered by appropriations in the year in which the payment occurs or it becomes fixed and determinable. The Administrative Fund has not had any claims subject to this coverage. Additional disclosures are presented in the basic financial statements of the State of California.

J. USES OF ESTIMATES

Management uses estimates and assumptions in preparing financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were assumed in preparing the financial statements.

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2014

K. FUTURE GASB IMPLEMENTATION

In June of 2012, GASB issued GASB Statement 68 (GASB 68), Accounting and Financial Reporting for Pensions, with required implementation for the Administrative Fund during the June 30, 2015 fiscal year-end. GASB 68 is an amendment of GASB Statement 27, Accounting for Pensions by State and Local Governmental Employers. The primary objective of GASB 68 is to improve accounting and financial reporting by state and local governments for pensions by establishing standards for measuring and recognizing liabilities, deferred outflows of resources, deferred inflows of resources, and expenses/expenditures. It will require employers to report a net pension liability for the difference between the present value of projected pension benefits for past service and restricted resources held in trust for the payment of benefits. GASB 68 identifies the methods and assumptions that should be used to project benefit payments, discount projected benefit payments to their actuarial present value, and attribute that present value to periods of employee service. GASB 68 is required to be implemented retroactively and will require a restatement of beginning net position.

2. CASH AND CASH EQUIVALENTS IN STATE TREASURY

The Administrative Fund considers all short-term investments with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents in state treasury at June 30, 2014 were as follows:

Deposits in Surplus Money Investment Fund	\$ 8,166,000
Cash in State Treasury	 527
Cash and Cash Equivalents in State Treasury	\$ 8,166,527

The investments held must be allowable under California Government Code Section 53601. Allowable investments are as follows:

- Passbook Savings Account Demand Deposits
- Certificates of Deposit (or Time Deposits) placed with commercial banks and/or savings and loan companies
- Securities of the U.S. Government, or its agencies
- Bankers' Acceptances
- Commercial Paper
- Medium Term Corporate Notes
- Investments in Repurchase Agreements
- Local Agency Investment Fund (State Pool) Demand Deposits

The Administrative Fund invests excess cash funds in the Surplus Money Investment Fund (SMIF). All of the resources of SMIF are invested through the Pooled Money Investment Account (PMIA). The PMIA investment program is designated by the Pooled Money Investment Board and is administered by the office of the State Treasurer. As of June 30, 2014, the Administrative Fund has invested funds in SMIF in the amount of \$8,166,000.

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2014

Additional disclosure detail required by Government Accounting Standards Board Statement No. 3, No. 31, and No. 40, regarding cash deposits and investments is presented in the financial statements of the State of California for the year ended June 30, 2014.

3. CAPITAL ASSETS

Capital asset activity for the year ended June 30, 2014 was as follows:

	Balance July 1, 2013		Additions		Reductions		Balance June 30, 2014	
Capital assets, being depreciated: Equipment	\$	26,080	\$	-	\$	-	\$	26,080
Less accumulated depreciation for: Equipment		(20,402)		(2,839)		_		(23,241)
Total capital assets, being depreciated	\$	5,678	\$	(2,839)	\$	<u>-</u>	\$	2,839

4. ACCRUED VACATION

Administrative Fund employees are granted vacation and sick leave in varying amounts, depending upon the employee. These hours are accrued for all employees on the basis of monthly payrolls. Upon separation, employees are paid for accumulated vacation days up to specified limits. Accrued vacation and sick leave follow State employees from agency to agency and are not necessarily earned since the inception of the Administrative Fund. Accrued vacation activity for the year ended June 30, 2014, was as follows:

	Balance June 30, 2013 A			Additions		Reductions		Balance June 30, 2014		Due Within One Year	
Accrued vacation	\$	252,276	\$	91,333	\$	(87,379)	\$	258,176	\$	87,379	

5. DEFINED BENEFIT PLAN

Eligible Administrative Fund employees participate in the California Public Employees' Retirement System of the State of California (CalPERS), an agent multiple-employer retirement system that acts as a common investment and administrative agent for participating State and Local Government Agencies.

Since all State agencies are considered collectively to be a single employer, the actuarial present value of vested and non-vested accumulated plan benefits attributable to the Fund's employees cannot be determined. The significant actuarial assumptions used to compute the actuarially determined State contribution requirements are the same as those used to compute the State pension benefit obligation as defined by CalPERS. The State charges the Administrative Fund for its share of the required

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2014

contributions. For the year ended June 30, 2014, the Administrative Fund's contributions to CalPERS were \$97,603. Participant contributions range from zero to six percent of their salary depending on the tier of participation.

Generally, full-time and permanent part-time employees are eligible to participate in CalPERS. Depending upon the plan option selected, benefits vest after five or ten years of service. Participants are eligible for service retirement after age 50 or 55 and must have five or ten years of CalPERS credited service, depending upon the tier of participation. Upon retirement, participants are entitled to an annual retirement benefit payable monthly for life based on their highest average monthly salary over any 12-month period within their last 36 months of employment, times a benefit factor of .50 to 2.418 percent depending on retirement age, years of credited service and the tier of participation. CalPERS also provides death and disability benefits to covered participants. These benefit provisions and all other requirements are established and may be amended by State statute.

CalPERS issues a separate comprehensive annual financial report that includes financial statements and required supplementary information. Copies of the CalPERS annual financial report may be obtained from the CalPERS Executive Office, 400 P Street, Sacramento, California 95814.

Additional disclosure detail required by Government Accounting Standards Board Statement No. 25, No. 27, and No. 50, regarding the defined benefit plan are presented in the financial statements of the State of California for the year ended June 30, 2014.

6. OTHER POST-EMPLOYMENT BENEFITS (OPEB)

The State of California (the State) provides health care and dental benefits to annuitants of retirement systems to which the State contributes as an employer. A portion of the State's post-retirement benefit costs have been allocated to the Administrative fund as follows:

Annual required contribution	\$	133,000
Interest on net OPEB obligation		20,000
Adjustment to annual required contribution		(17,000)
Annual OPEB cost (expense)		136,000
Contributions made		(48,000)
Increase in net OPEB obligation	'	88,000
Net OPEB obligation – beginning of year		277,000
Net OPEB obligation – end of year	\$	365,000

Additional disclosure detail required by Government Accounting Standards Board Statement No. 45, regarding post-retirement benefits are presented in the financial statements of the State of California for the year ended June 30, 2014.