

DEPARTMENT OF WATER RESOURCES

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February 28, 2018

Filed with the Municipal Securities Rulemaking Board (MSRB) through the Electronic Municipal Market Access (EMMA) website of the MSRB

Enclosed per the Continuing Disclosure Certificates and Continuing Disclosure Agreement referenced in the immediately following paragraph is the State of California Department of Water Resources' Annual Report for the fiscal year ended June 30, 2017.

The annual report is consistent with the requirements of the Continuing Disclosure Certificates with respect to State of California Department of Water Resources Central Valley Project Water System Revenue Bonds, Series V, Dated December 1, 1998, Series AE, Dated May 1, 2008, Series AF, Dated March 19, 2009, Series AG, Dated December 2, 2009, Series AH, Dated November 9, 2010, Series AI, Dated September 7, 2011, Series AJ, Dated October 13, 2011, Series AK, Dated March 13, 2012, Series AL, Dated September 5, 2012, Series AN, Dated September 27, 2012, Series AM, Dated March 5, 2013, Series AP, Dated March 26, 2013, Series AQ, Dated June 18, 2013, Series AR, Dated March 6, 2014, Series AS, Dated October 30, 2014, Series AT, Dated November 16, 2014, Series AU, Dated September 2, 2015, Series AV, Dated May 24, 2016, Series AW, Dated October 20, 2016, Series AX, Dated December 19, 2017, and Series AY, Dated December 19, 2017. The annual report is also consistent with the requirements of (1) the Continuing Disclosure Certificate applicable to the Department of Water Resources with respect to the Kings River Conservation District Pine Flat Power Refunding Bonds, Series G, Dated January 20, 2010 and (2) the Continuing Disclosure Agreement applicable to the Department of Water Resources with respect to the Northern California Power Agency Lodi Energy Center Revenue Bonds, Issue Two (California Department of Water Resources), 2010 Series A and 2010 Series B, both series dated June 24, 2010.

The report contains the audited financial statements of the Department of Water Resources and updates of certain information contained in the Official Statements for the above mentioned series of bonds.

If you require additional information, please contact me at (916) 653-9836 or Antonio Perez at (916) 653-7925.

Sincerely,

A handwritten signature in blue ink, appearing to read 'V. Behl'.

Vinay Narjit Singh Behl, Chief
Division of Fiscal Services

bcc: L. Toms
L. Lay
A. Perez

**State of California,
Department of Water Resources
Annual Report as of June 30, 2017**

The State of California Department of Water Resources (the "Issuer") hereby provides its annual report for the fiscal year ended June 30, 2017 in connection with (1) the below described bonds issued by the Department of Water Resources, (2) the below described Pine Flat Power Revenue Refunding Bonds issued by the Kings River Conservation District, and (3) the below described Lodi Energy Center Revenue Bonds, Issue Two, issued by the Northern California Power Agency:

Bond Issues:

A. Bonds Issued by the Department of Water Resources that are covered by the Continuing Disclosure Certificate, dated December 1, 1995 and its supplements.

State of California Department of Water Resources Central Valley Project Water System Revenue Bonds, Series V, dated December 1, 1998 (the "Series V Bonds")

CUSIPs: 13067WLD2

State of California Department of Water Resources Central Valley Project Water System Revenue Bonds, Series AE, dated May 1, 2008 (the "Series AE Bonds")

CUSIPs: 13066EXL2 13066EXM0

State of California Department of Water Resources Central Valley Project Water System Revenue Bonds, Series AF, dated March 19, 2009 (the "Series AF Bonds")

CUSIPs: 13066K6D6 13066K6E4 13066K6F1 13066KYP8

State of California Department of Water Resources Central Valley Project Water System Revenue Bonds, Series AG, dated December 2, 2009 (the "Series AG Bonds")

CUSIPs: 13066KZU6 13066KZV4

State of California Department of Water Resources Central Valley Project Water System Revenue Bonds, Series AH, dated November 9, 2010 (the "Series AH Bonds")

CUSIPs: 13067WLH3 13067WDG4 13067WDH2 13067WDV1 13067WDW9
13067WDX7 13067WDY5

B. Bonds Issued by the Department of Water Resources that are covered by the Continuing Disclosure Certificate, dated September 7, 2011 and its supplements.

State of California Department of Water Resources Central Valley Project Water System Revenue Bonds, Series AI, dated September 7, 2011 (the "Series AI Bonds")

CUSIPs: 13067WFD9 13067WFE7 13067WFF4 13066KC80

State of California Department of Water Resources Central Valley Project Water System Revenue Bonds, Series AJ, dated October 13, 2011 (the "Series AJ Bonds")

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CUSIPs: 13066KM22 13067WFL1 13067WFM9 13067WFN7 13067WFP2
13067WFQ0 13067WFR8 13067WFZ0 13067WGA4 13067WGB2 13067WGC0
13067WBM3 13067WBN1 13067WBP6 13067WMV1 13067WMW9

State of California Department of Water Resources Central Valley Project Water System
Revenue Bonds, Series AK, dated March 13, 2012 (the "Series AK Bonds")

CUSIPs: 13066KQ44 13066KQ51 13066KQ69 13067WHA3 13067WGE6
13067WLK6 13067WGF3 13067WNF5 13067WBX9 13067WNG3 13067WMY5
13067WMX7

State of California Department of Water Resources Central Valley Project Water System
Revenue Bonds, Series AL, dated September 5, 2012 (the "Series AL Bonds")

CUSIPs: 13067WHF2 13067WHG0 13067WHH8 13067WHJ4 13067WHK1
13067WHL9 13067WHM7

**C. Bonds Issued by the Department of Water Resources that are covered by the
Continuing Disclosure Certificate, dated September 27, 2012 and its supplements.**

State of California Department of Water Resources Central Valley Project Water System
Revenue Bonds, Series AN, dated September 27, 2012 (the "Series AN Bonds")

CUSIPs: 13067WHP0 13067WHQ8 13067WHR6 13067WHS4 13067WHT2
13067WCB6 13067WCC4 13067WCD2 13067WMZ2 13067WNA6 13067WNB4
13067WNC2

State of California Department of Water Resources Central Valley Project Water System
Revenue Bonds, Series AM, dated March 5, 2013 (the "Series AM Bonds")

CUSIPs: 13066KU80 13066KU98 13066KV22 13066KV30 13066KV48
13066KV55 13066KV63 13066KV71

State of California Department of Water Resources Central Valley Project Water System
Revenue Bonds, Series AP, dated March 26, 2013 (the "Series AP Bonds")

CUSIPs: 13066K2J7 13066K2K4 13066K2L2 13066K2M0 13066K2N8
13066K3A5 13066K3B3

State of California Department of Water Resources Central Valley Project Water System
Revenue Bonds, Series AQ, dated June 18, 2013 (the "Series AQ Bonds")

CUSIPs: 13066K3F4 13066K3G2 13066K3H0 13066K3J6 13066K3K3
13066K3T4 13066K3U1

State of California Department of Water Resources Central Valley Project Water System
Revenue Bonds, Series AR, dated March 6, 2014 (the "Series AR Bonds")

CUSIPs: 13066K3Y3 13066K3Z0 13066K4A4 13066K4B2 13066K4C0
13066K4D8 13066K4N6 13066K4P1 13066K4Q9 13066K4R7

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State of California Department of Water Resources Central Valley Project Water System Revenue Bonds, Series AS, dated October 30, 2014 (the "Series AS Bonds")

CUSIPs:	13067WKK7	13067WKX9	13067WKY7	13067WKL5	13067WKZ4
	13067WKM3	13067WKN1	13067WKP6	13067WKQ4	13067WKR2
	13067WKT8	13067WKU5	13067WKV3	13067WKW1	13066K5E5
				13066K5F2	

State of California Department of Water Resources Central Valley Project Water System Revenue Bonds, Series AT, dated November 6, 2014 (the "Series AT Bonds")

CUSIPs: 13067WCE0

State of California Department of Water Resources Central Valley Project Water System Revenue Bonds, Series AU, dated September 2, 2015 (the "Series AU Bonds")

CUSIPs: 13067WCF7

State of California Department of Water Resources Central Valley Project Water System Revenue Bonds, Series AV, dated May 24, 2016 (the "Series AV Bonds")

CUSIPs:	13067WCG5	13067WCH3	13067WCJ9	13067WCK6	13067WCL4
	13067WCM2	13067WCN0	13067WCP5	13067WCQ3	13067WCR1
	13067WCT7	13067WCU4	13067WCV2	13067WCW0	13067WCX8
	13067WCZ3				13067WCY6

State of California Department of Water Resources Central Valley Project Water System Revenue Bonds, Series AW, dated October 20, 2016 (the "Series AW Bonds")

CUSIPs:	13067WLL4	13067WLM2	13067WLN0	13067WLP5	13067WLQ3
	13067WLR1	13067WLS9	13067WLT7	13067WLU4	13067WLW0
	13067WLX8	13067WLY6	13067WLZ3	13067WMA7	13067WMB5
	13067WMD1	13067WME9			13067WMC3

State of California Department of Water Resources Central Valley Project Water System Revenue Bonds, Series AX, dated December 19, 2017 (the "Series AX Bonds")

CUSIPs:	13067WNH1	13067WNJ7	13067WNK4	13067WNL2	13067WNM0
	13067WNN8	13067WNP3	13067WNQ1	13067WNR9	13067WNS7
	13067WNU2	13067WNV0	13067WNW8	13067WNX6	13067WNY4
	13067WPA4				13067WNZ1

State of California Department of Water Resources Central Valley Project Water System Revenue Bonds, Series AY, dated December 19, 2017 (the "Series AY Bonds")

CUSIPs:	13067WPB2	13067WPC0	13067WPD8	13067WPE6	13067WPF3
	13067WPG1	13067WPH9	13067WPJ5	13067WPK2	13067WPL0
					13067WPM8

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D. Pine Flat Power Bonds Issued by the Kings River Conservation District

Kings River Conservation District Pine Flat Power Refunding Bonds, Series G, dated January 20, 2010 (the "Pine Flat Power Bonds Series G")

CUSIPs: 496156EL0 496156EM8

E. Lodi Energy Center Bonds Issued by the Northern California Power Agency

Northern California Power Agency Lodi Energy Center Revenue Bonds, Issue Two (California Department of Water Resources), 2010 Series A dated June 24, 2010 (the "Lodi Energy Center Bonds Issue Two Series A")

CUSIPs: 664845DN1 664845DP6

Northern California Power Agency Lodi Energy Center Revenue Bonds, Issue Two (California Department of Water Resources), 2010 Series B dated June 24, 2010 (the "Lodi Energy Center Bonds Issue Two Series B"; together with the Lodi Energy Center Bonds Issue Two Series A, collectively the "Lodi Energy Center Bonds")

CUSIPs: 664845DF8 664845DG6

Note: The CUSIP numbers specified above are as of December 31, 2017. The CUSIP numbers are provided for the convenience of Bondholders. The Issuer is not responsible for the accuracy or completeness of such numbers.

Annual Report

Attached hereto is the Issuer's "annual report" for the fiscal year ended June 30, 2017 as required by (1) the Continuing Disclosure Certificate, dated December 1, 1995, and all subsequent Supplemental Continuing Disclosure Certificates thereto and the Amended and Restated Continuing Disclosure Certificate dated December 2, 2009 and all subsequent Supplemental Continuing Disclosure Certificates thereto, (2) the Continuing Disclosure Certificate, dated September 7, 2011 and all subsequent Supplemental Continuing Disclosure Certificates thereto, and (3) the Continuing Disclosure Certificate, dated September 27, 2012 and all subsequent Supplemental Continuing Disclosure Certificates thereto (collectively the "Department's Bond Disclosure Certificates") for the above listed Department Bonds. The attached annual report also satisfies the Department of Water Resources requirements under the Continuing Disclosure Certificate, dated January 20, 2010, for the above listed Pine Flat Power Bonds Series G (the "Pine Flat Power Bond Disclosure Certificate"), and the Continuing Disclosure Agreement, dated June 24, 2010, for the above listed Lodi Energy Center Bonds (the "Lodi Energy Center Disclosure Certificate").

Other Matters

This annual report is provided solely for purposes of the Department's Bond Disclosure Certificates, the Pine Flat Power Bond Disclosure Certificate, and the Lodi Energy Center Disclosure Certificate. The filing of this annual report does not constitute or imply any representation (i) that all of the information provided is material to investors, (ii) regarding any other financial, operating or other information about the Issuer, the Series V, AE, AF, AG, AH, AI, AJ, AK, AL, AN, AM, AP, AQ, AR, AS, AT, AU, AV, AW, AX or AY Bonds, the Pine Flat Power Bonds, or the Lodi Energy Center Bonds, or

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(iii) that no changes, circumstances or events have occurred since the end of the fiscal year to which this report relates (other than as referred to in this report), or that no other information exists, which may have a bearing on the Issuer's financial condition, the security for the Series V, AE, AF, AG, AH, AI, AJ, AK, AL, AN, AM, AP, AQ, AR, AS, AT, AU, AV, AW, AX or AY Bonds, the Pine Flat Power Bonds, or the Lodi Energy Center Bonds, or an investor's decision to buy, sell, or hold the Series V, AE, AF, AG, AH, AI, AJ, AK, AL, AN, AM, AP, AQ, AR, AS, AT, AU, AV, AW, AX or AY Bonds, the Pine Flat Power Bonds, or the Lodi Energy Center Bonds. The information contained in this report has been obtained from sources which are believed to be reliable, but such information is not guaranteed as to accuracy or completeness. No statement in this annual report should be construed as a prediction or representation about future financial performance of the Issuer. The information provided herein may relate to bonds or other obligations of the Issuer in addition to the ones listed above.

Dated: February 28, 2018

STATE OF CALIFORNIA
DEPARTMENT OF WATER RESOURCES

By  _____
Chief, Division of Fiscal Services

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¹ Unless otherwise indicated, the information provided for each Continuing Disclosure Certificate item is responsive to each of the three categories of continuing Disclosure Certificates referred to in this report (the Department’s Bond Disclosure Certificates, the Pine Flat Power Bonds Disclosure Certificate, and the Lodi Energy Center Disclosure Certificate).

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AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2017 (Continuing Disclosure Certificate, Item 1)

The State Water Resources Development System audited Comprehensive Annual Financial Report for the years ended June 30, 2017 and 2016 is attached hereto in Appendix A and is incorporated herein by this reference.

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DEBT SERVICE RESERVE ACCOUNT (Continuing Disclosure Certificate, item 2a – Department's Bond Disclosure Certificates only)

As of December 31, 2017, the amount on deposit in the Debt Service Reserve Account was \$174,103,093.70, which is at least equal to the Reserve Account Requirement for the outstanding bonds. Of this amount, \$114,699,275 is invested in the State Treasurer's Pooled Money Investment Account (PMIA), and \$59,403,818 is invested in U.S. Government securities.

INVESTMENTS (Continuing Disclosure Certificate, item 2b)

The Department uses the State's Centralized Treasury System. Moneys on deposit in the State's Centralized Treasury System are invested by the Treasurer in the Pooled Money Investment Account (the "PMIA"). As of December 31, 2017, the PMIA held approximately \$53.1 billion of State moneys, and \$21.2 billion of moneys invested for about 2,429 local governmental entities through the Local Agency Investment Fund. The assets of the PMIA as of December 31, 2017, are shown in the following table:

Type of Security	Amount (in millions)	Percent of Total
U.S. Treasury Bills and Notes	\$ 36,468	49.10%
Federal Agency Debentures	2,792	3.76%
Certificates of Deposit	11,750	15.82%
Bank Notes	600	0.81%
Federal Agency Discount Notes	8,395	11.30%
Time Deposits	5,307	7.15%
Commercial Paper (corporate)	7,261	9.78%
FHLMC/REMICs	32	0.04%
AB 55 Loans	623	0.84%
Loans Per Government Code	844	1.14%
Other	200	0.27%
Total	\$ 74,272	100.00%

WATER SUPPLY (Continuing Disclosure Certificate, items 2c, 2d)

In the year ending December 31, 2016, the State Water Project delivered 60 percent of Contractor water requests. As of April 14, 2017, the Department approved deliveries for 85 percent of requested deliveries for the calendar year ending December 31, 2017.

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SOURCE OF POWER FOR OPERATING THE STATE WATER PROJECT FOR THE YEAR ENDED DECEMBER 31, 2017 (Continuing Disclosure Certificate, item 2e)

(In Gigawatt Hours)

SOURCES:

State Water Project Hydroelectric Plants		
Gianelli (San Luis)	170	
Castaic	494	
Devil Canyon	1,494	
William E. Warne (Pyramid)	294	
Hyatt-Thermalito (Oroville)	2,362	
Alamo	103	
Thermalito Diversion Dam	11	
Mojave Siphon	98	
Total	5,026	
State Water Project Thermal Plant (Reid Gardner)		0
Power Purchases		2,783
Energy via Exchanges		0
TOTAL SOURCES		7,809
LESS POWER SALES		1,883
LESS NET TRANSACTIONS THROUGH CAISO*		(3,729)
SWP LOAD		9,655

*A negative amount implies net purchase transactions while a positive amount implies net sales transactions.

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**CONTRACTOR WATER DELIVERIES FROM AND PAYMENTS TO STATE WATER PROJECT
FOR THE YEAR ENDED DECEMBER 31, 2017 (Continuing Disclosure Certificate, Items 2f, 2g)**

	Deliveries (in acre-feet)	Payments (in thousands)
Alameda County Flood Control and Water Conservation District, Zone 7	62,109	\$41,231
Alameda County Water District	29,036	8,677
Antelope Valley-East Kern Water Agency	130,071	38,346
Castaic Lake Water Agency	83,622	26,087
City of Yuba City	1,746	781
Coachella Valley Water District	83,908	56,001
County of Butte	2,320	2,236
County of Kings	6,645	1,134
Crestline-Lake Arrowhead Water Agency	294	2,060
Desert Water Agency	31,636	20,056
Dudley Ridge Water District	64,309	5,949
Empire West Side Irrigation District	1698	350
Kern County Water Agency	1,190,228	139,496
Littlerock Creek Irrigation District	-	350
The Metropolitan Water District of Southern California	1,624,548	615,093
Mojave Water Agency	34,815	27,072
Napa County Flood Control and Water Conservation District	8,225	10,215
Oak Flat Water District	2,893	594
Palmdale Water District	13,858	6,560
Plumas County Flood Control and Water Conservation District	363	240
San Bernardino Valley Municipal Water District	78,496	56,696
San Gabriel Valley Municipal Water District	22,056	10,111
San Geronio Pass Water Agency	14,946	22,617
San Luis Obispo County Flood Control and Water Conservation District	2,845	7,835
Santa Barbara County Flood Control and Water Conservation District	45,324	43,514
Santa Clara Valley Water District	127,155	28,340
Solano County Water Agency	28,265	11,881
Tulare Lake Basin Water Storage District	61,920	11,114
Ventura County Flood Control District	14,251	4,044
	<u>3,767,582</u>	<u>\$1,198,680</u>
Total	<u>3,767,582</u>	<u>\$1,198,680</u>

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SELECTED FINANCIAL DATA FOR CERTAIN CONTRACTORS FOR THE YEAR ENDED JUNE 30, 2017 (Continuing Disclosure Certificate, Item 2h – Department's Bond Disclosure Certificates and Pine Flat Power Bond Disclosure Certificate only)

B-1: Audited Financial Statements of Certain Contractors

The audited financial statements of the Metropolitan Water District of Southern California, Santa Barbara County Flood Control, Water Conservation District/Central Coast Water Authority for the year ended June 30, 2017, and Kern County Water Agency for the year ended June 30, 2016 are attached in **Appendix B-1**. These financial statements are incorporated herein by this reference.

DWR did not prepare or assist in the preparation of such financial statements. No expressed or implied representation is made hereby as to the relative importance of the financial condition of any such water contractor to the creditworthiness of any of DWR's Central Valley Project Water System Revenue Bonds. Please refer to the most recent official statement relating to such bonds for a description of such relative importance.

B-2: Estimated Direct and Overlapping Debt of Certain Contractors

The data presented in **Appendix B-2** summarize certain information regarding taxes and tax-supported debt outstanding within the service territory of each of the three Contractors that are expected to provide the largest amounts of Revenue for payment of the Bonds based on projected payments to the Department through the final maturity of the Bonds. These three Contractors and the expected percentage contribution of each to such Revenues over the term of the Bonds are as follows (these percentages may change over time).

CVP Contractor	Projected Percentage Contribution
The Metropolitan Water District of Southern California	40%
Santa Barbara County Flood Control and Water Conservation District/Central Coast Water Authority	15%
Kern County Water Agency	9%
Twenty-six other Contractors	36%
Total	100%

The Department has made no independent verification of the data contained in the Appendix and makes no representations as to its correctness, completeness, or comparability.

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SELECTED FINANCIAL DATA FOR CERTAIN CONTRACTORS FOR THE YEAR ENDED JUNE 30, 2017 (Continuing Disclosure Certificate, Item 2i – Lodi Energy Center Disclosure Certificate only)

C-1: Audited Financial Statements of Certain Contractors

The audited financial statements of the Metropolitan Water District of Southern California for the year ended June 30, 2017 and Kern County Water Agency for the year ended June 30, 2016 are attached in **Appendix B-1**. The audited financial statements of the Coachella Valley Water District, for the year ended June 30, 2017 are attached in **Appendix C-1**. These financial statements are incorporated herein by this reference.

DWR did not prepare or assist in the preparation of such financial statements. No expressed or implied representation is made hereby as to the relative importance of the financial condition of any such water contractor to the creditworthiness of any of the Lodi Energy Center Bonds. Please refer to the most recent official statement relating to such bonds for a description of such relative importance.

C-2: Estimated Direct and Overlapping Debt of Certain Contractors

The data presented in **Appendix B-2** relating to the Metropolitan Water District of Southern California and Kern County Water Agency, and **Appendix C-2** relating to Coachella Valley Water District, summarize certain information regarding taxes and tax-supported debt outstanding within the service territory of each of the three Contractors that are expected to provide the largest payments (other than payments allocable to CVP Revenue Bond financed facilities) to the Department under the Water Supply Contracts. These three Contractors and their expected percentage of such payment to the Department under the Water Supply Contracts are as follows:

Lodi Energy Center

Contractor	Projected Percentage Contribution	Appendix Reference
The Metropolitan Water District of Southern California	54%	B-2
Kern County Water Agency	13%	B-2
Coachella Valley Water District	5%	C-2
Twenty-six other Contractors	28%	
Total	100%	

The Department has made no independent verification of the data contained in the Appendix and makes no representations as to its correctness, completeness, or comparability.