

**CITY OF SANTA CLARA
REQUIRED COMMUNICATIONS
FOR THE YEAR ENDED JUNE 30, 2025**

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REQUIRED COMMUNICATIONS

To the City Council of
the City of Santa Clara, California

We have audited the basic financial statements of the City of Santa Clara for the year ended June 30, 2025. We did not audit the component financial statements of the Santa Clara Stadium Authority as of and for the year ended March 31, 2025 which represent 35.3%, 8.1%, and 8.6% of the assets, net position and revenues, respectively, of the business-type activities. We also did not audit the components related to the Investment in Joint Ventures, which collectively include: Northern California Power Agency (NCPA), Transmission Agency of Northern California (TANC), M-S-R Energy Authority (MSR EA), M-S-R Public Power Agency (MSR PPA), and San Jose-Santa Clara Regional Wastewater Facility and Clean Water Financing Authority (SJSC) for the year ended June 30, 2025, which collectively represent 8.3%, 14.7%, and 0.3%, respectively, of the assets, net position and revenues of the business-type activities. These component unit financial statements and component financial statements were audited by other auditors, whose reports thereon have been furnished to us, and our opinions, insofar as it relates to the amounts included for these entities, is based solely on the reports of the other auditors.

Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards and *Government Auditing Standards* and the Uniform Guidance, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our meetings with the Mayor and the Chair of the Audit Committee on April 17, 2025. Professional standards also require that we communicate to you the following information related to our audit.

Significant Audit Matters

Qualitative Aspects of Accounting Practices

Accounting Policies – Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the City are described in Note 2 to the financial statements. No new accounting policies were adopted, and the application of existing policies was not changed during the year, except as follows:

Accounting for Loans Receivable – During fiscal year 2025, the City changed its accounting policy related to the accounting for certain long-term loans receivable in the governmental activities (entity-wide financial statements). Prior to fiscal year 2025, certain loans had been offset with an allowance for collectability in governmental activities. Effective July 1, 2024, those loans receivable are instead offset with net position in the governmental activities statement of net position. As a result of that change in accounting policy, beginning net position of governmental activities was increased and adjusted in the amount of \$25,183,246.

In addition, the following Governmental Accounting Standards Board (GASB) pronouncements became effective:

GASB 101 – Compensated Absences

The objective of this Statement is to better meet the information needs of financial statement users by updating the recognition and measurement guidance for compensated absences. That objective is achieved by aligning the recognition and measurement guidance under a unified model and by amending certain previously required disclosures.

This Statement requires that liabilities for compensated absences be recognized for (1) leave that has not been used and (2) leave that has been used but not yet paid in cash or settled through noncash means. A liability should be recognized for leave that has not been used if (a) the leave is attributable to services already rendered, (b) the leave accumulates, and (c) the leave is more likely than not to be used for time off or otherwise paid in cash or settled through noncash means. Leave is attributable to services already rendered when an employee has performed the services required to earn the leave. Leave that accumulates is carried forward from the reporting period in which it is earned to a future reporting period during which it may be used for time off or otherwise paid or settled. In estimating the leave that is more likely than not to be used or otherwise paid or settled, a government should consider relevant factors such as employment policies related to compensated absences and historical information about the use or payment of compensated absences. However, leave that is more likely than not to be settled through conversion to defined benefit postemployment benefits should not be included in a liability for compensated absences.

This Statement requires that a liability for certain types of compensated absences—including parental leave, military leave, and jury duty leave—not be recognized until the leave commences. This Statement also requires that a liability for specific types of compensated absences not be recognized until the leave is used.

This Statement also establishes guidance for measuring a liability for leave that has not been used, generally using an employee’s pay rate as of the date of the financial statements. A liability for leave that has been used but not yet paid or settled should be measured at the amount of the cash payment or noncash settlement to be made. Certain salary-related payments that are directly and incrementally associated with payments for leave also should be included in the measurement of the liabilities.

The pronouncement became effective and, as disclosed in Note 15E to the financial statements, required a prior period restatement for the cumulative effect on the financial statements.

The following pronouncement became effective, but did not have a material effect on the financial statements:

GASB 102 – Certain Risk Disclosures

Unusual Transactions, Controversial or Emerging Areas – We noted no transactions entered into by the City during the 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 – 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 estimates affecting the City’s financial statements were:

Estimated Net Pension Liabilities and Pension-Related Deferred Outflows and Inflows of Resources: Management’s estimate of the net pension liabilities and deferred outflows/inflows of resources are disclosed in Note 13 to the financial statements and are based on actuarial studies and accounting valuations determined by the California Public Employees Retirement System, which are based on the experience of the City. We evaluated the key factors and assumptions used to develop the estimate and determined that it is reasonable in relation to the basic financial statements taken as a whole.

Estimated Net OPEB Liability and OPEB-Related Deferred Outflows and Inflows of Resources: Management’s estimate of the net OPEB liability and deferred outflows/inflows of resources is disclosed in Note 16 to the financial statements and is based on actuarial study determined by a consultant, which is based on the experience of the City. We evaluated the key factors and assumptions used to develop the estimate and determined that it is reasonable in relation to the basic financial statements taken as a whole.

Estimated Fair Value of Investments: As of June 30, 2025, the City held approximately \$1.8 billion of cash and investments as measured by fair value as disclosed in Note 7 to the financial statements. Fair value is essentially market pricing in effect as of June 30, 2025. These fair values are not required to be adjusted for changes in general market conditions occurring subsequent to June 30, 2025.

Estimated Investment in Joint Ventures: Management’s estimate of the investment in joint ventures is disclosed in Note 12 to the financial statements and is based on the audited financial statements of the entities for the prior fiscal year. We evaluated the key factors and assumptions used to develop the investment in joint ventures in determining that it is reasonable in relation to the financial statements taken as a whole.

Estimate of Depreciation: Management’s estimate of the depreciation is based on useful lives determined by management. These lives have been determined by management based on the expected useful life of assets as disclosed in Note 2I to the financial statements. We evaluated the key factors and assumptions used to develop the depreciation estimate in Note 9 to the financial statements and determined that it is reasonable in relation to the basic financial statements taken as a whole.

Estimated Leases Receivable, Right-to-Use Lease Assets, Leases Payable and Deferred Inflows of Resources Related to Leases: Management’s estimates of leases receivable, right-to-use lease assets and leases payable in Notes 4, 9 and 10H are based on the agreement term, including any assumptions related to whether extensions may be exercised, and the discount rate net present value calculation is based on the estimated borrowing rate at the measurement date. We evaluated the key factors and assumptions used to develop the leases receivable, right-to-use lease assets, leases payable and deferred inflows of resources related to leases estimates and determined that they are reasonable in relation to the basic financial statements taken as a whole.

Estimated Subscription Assets and Subscription Liabilities: Management’s estimate of right-to-use subscription based IT arrangements (subscription assets) and subscription liabilities in Notes 9 and 10I are based on the agreement term, including any assumptions related to whether extensions may be exercised, and the discount rate used in the net present value calculation is based on the estimated borrowing rate at the measurement date. We evaluated the key factors and assumptions used to develop the subscription assets and subscription liabilities estimates and determined that they are reasonable in relation to the basic financial statements taken as a whole.

Estimate of Compensated Absences: Accrued compensated absences which are comprised of accrued vacation, holiday, sick leave and certain other compensating time is estimated using accumulated unpaid leave hours and hourly pay rates in effect at the end of the fiscal year as disclosed in Note 2L to the financial statements. We evaluated the key factors and assumptions used to develop the accrued compensated absences and determined that it is reasonable in relation to the basic financial statements taken as a whole.

Estimated Landfill Closure Liability: Management's estimate of the landfill closure liability is disclosed in Note 11 to the financial statements and is based on the City's estimate of future post-closure maintenance and corrective action costs required by its agreement with CalRecycle. We evaluated the key factors and assumptions used to develop the landfill closure liability in determining that it is reasonable in relation to the financial statements taken as a whole.

Estimated Claims Liabilities: Management's estimate of the claims liabilities payable is disclosed in Note 19 to the financial statements and is based on actuarial studies determined by a consultant, which are based on the claims experience of the City. We evaluated the key factors and assumptions used to develop the estimate and determined that it is reasonable in relation to the basic financial statements taken as a whole.

Disclosures – The financial statement disclosures are neutral, consistent and clear.

Difficulties Encountered in Performing the Audit

We encountered no significant 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 clearly 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, except the post-closing entry to correct expenditures and unavailable revenue in the amount of \$5.2 million in the Santa Clara Housing Successor Special Revenue Fund.

Professional standards require us to accumulate all known and likely uncorrected misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. We have no such misstatements to report to the City Council.

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 a management representation letter dated **DATE**, 2025.

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 the application of an accounting principle to the City’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 City’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 required supplementary information that accompanies and 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 required supplementary information and do not express an opinion or provide any assurance on the required supplementary information.

We were engaged to report on the supplementary information that accompanies the financial statements, but is not required supplementary information. 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.

We were not engaged to report on the Introductory and Statistical Sections which accompany the financial statements, but are not required supplementary information. Such information has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance them.

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

Pleasant Hill, California
DATE, 2025

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