

*The Auditor's Communication With Those Charged
With Governance*

Guam Housing Corporation
(A Component Unit of the Government of Guam)

Year ended September 30, 2015





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March 3, 2016

The Board of Directors
Guam Housing Corporation

We have performed an audit of the financial statements of Guam Housing Corporation, a component unit of the Government of Guam, as of and for the year ended September 30, 2015, in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, and have issued our report thereon dated March 3, 2016.

This report summarizes our communications with those charged with governance as required by our professional standards to assist you in fulfilling your obligation to oversee the financial reporting and disclosure process.

REQUIRED COMMUNICATIONS

Overview of the planned scope and timing of the audit

Our audit scope and timing is consistent with the plan communicated in our engagement letter dated August 15, 2013 and at our audit planning meeting with management.

Auditor's responsibility under professional standards, including discussion of the type of auditor's report we are issuing and if there are any events or conditions that cause us to conclude that there is substantial doubt about the entity's ability to continue as a going concern

The financial statements, required supplementary information and supplementary information are the responsibility of management as prepared with the oversight of those charged with governance. Our audit was designed in accordance with auditing standards generally accepted in the United States, as established by the American Institute of Certified Public Accountants, to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether the supplementary information is fairly stated, in all material respects, in relation to the financial statements as a whole.

An audit of financial statements includes consideration of internal control over financial reporting as a basis for designing 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 over financial reporting. Accordingly, we will express no such opinion.

An audit also includes the evaluation of the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as the evaluation of the overall presentation of the financial statements.

Our responsibilities are included in our audit engagement letter.

Sensitive Accounting Estimates

A discussion of sensitive accounting estimates has been included in footnote 1 of the financial statements.

We determined that those charged with governance is informed about management's process for formulating particularly sensitive estimates and about the basis to our conclusions regarding the reasonableness of those estimates.

Sensitive Accounting Estimates, continued

Management's judgment is called upon in:

- Determining the adequacy of the recorded valuation of loans receivable, including the need for any reserve.
- Preparing budgets that are used to administer and monitor the Corporation's operations. These budgets include determining how existing financial resources will be used in the Corporation's operations.
- Determining the valuation of investments.
- Determining the impairment loss on long-lived assets.
- Determining useful lives in the calculation of depreciation expense.
- Determining the assumptions utilized in measuring pension and other employee-related reserves and related costs for financial accounting purposes.

Our views about the qualitative aspects of the entity's significant accounting practices

As discussed in Note 1 to the financial statements, the Corporation changed its method for accounting for pensions as a result of the adoption of GASB Statement No. 68, "*Accounting and Financial Reporting for Pensions*" and GASB Statement No. 71, "*Pension Transition for Contributions Made Subsequent to the Measurement Date*" effective October 1, 2014. Our opinion is not modified with respect to this matter.

The implementation of GASB No. 68 and 71, required the Corporation to record a deferred outflow of resources for pension, deferred inflow of resources for pension and net pension liability totaling \$319,153, \$199,067 and \$3,330,515, respectively, with a \$3,210,429 charge to beginning net position as of October 1, 2014.

The Board of Directors
Guam Housing Corporation

The effects of implementing GASB 68 on the Corporation's net position as of October 1, 2014 have been restated as follows:

	<u>As Previously Reported</u>	<u>Adjustment</u>	<u>Restated</u>
Net position, October 1, 2014	\$40,941,484	\$(3,210,429)	\$37,731,055

We are not aware of any significant accounting policies used by the Corporation in controversial or emerging areas or for which there is a lack of authoritative guidance.

We are not aware of any significant unusual transactions recorded by the Corporation.

A discussion of significant accounting policies has been included in footnote 1 of the financial statements.

Uncorrected misstatements, related to accounts and disclosures, considered by management to be immaterial

There were no uncorrected misstatements, related to accounts or disclosures, for the 2015 audit.

Material corrected misstatements, related to accounts and disclosures

Refer to "Schedule of Corrected Misstatements" in Appendix B.

Our responsibility, any procedures performed and the results relating to other information in documents containing audited financial statements

Our auditor's report on the financial statements relates only to the financial statements and the accompanying notes.

We have reviewed the Management Discussion and Analysis and found the information presented to be consistent with the information in the audited financial statements.

Fraud and illegal acts

We are not aware of any matters that require communication.

Independence matters

We are not aware of any matters that in our professional judgment would impair our independence.

Representations from management

We have obtained from management a representations letter related to the audit and a copy of the management representations letter is included in Appendix A.

Changes to the terms of the audit with no reasonable justification for the change

We are not aware of any matters that require communication.

Significant findings and issues arising during the audit relating to related parties

We are not aware of any matters that require communication.

Significant findings or issues, if any, arising from the audit that were discussed, or the subject of correspondence, with management

We are not aware of any matters that require communication. We have issued a separate management letter outlining control deficiencies and recommendations.

Significant difficulties encountered during the audit

There were no serious difficulties encountered in dealing with management in performing the audit.

Disagreements with management

There were no material disagreements with the Corporation's management on financial accounting and reporting matters during the audit.

Management's consultations with other accountants

We are not aware of any consultations made by management with other accountants or specialists.

AICPA ethics ruling regarding third-party service providers

Our responsibilities are included in our audit engagement letter.

Other findings or issues regarding the oversight of the financial reporting process

There are no other findings or issues arising from the audit that are, in our judgment, significant and relevant to those charged with governance regarding the oversight of the financial reporting process.

The Board of Directors
Guam Housing Corporation

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

Very truly yours,

A handwritten signature in black ink that reads "Ernst + Young LLP". The signature is written in a cursive, flowing style.

The Board of Directors
Guam Housing Corporation

Appendices

A – Management Representations Letter

B – Schedule of Corrected Misstatements



GUAM HOUSING CORPORATION

P.O. Box 3457, Hagåtña, Guam 96932

March 3, 2016

Ernst & Young LLP
231 Ypao Road, Suite 201
Ernst & Young Building
Tamuning, Guam 96913

In connection with your audits of the basic financial statements of the Guam Housing Corporation (the Corporation) as of September 30, 2015, and for the year then ended, we recognize that obtaining representations from us concerning the information contained in this letter is a significant procedure in enabling you to form an opinion whether the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of Guam Housing Corporation in conformity with US generally accepted accounting principles (US GAAP).

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

Accordingly, we make the following representations, which are true to the best of our knowledge and belief.

Management's responsibilities

We have fulfilled our responsibilities, as set forth in the terms of the audit engagement agreement dated August 15, 2013, for the preparation and fair presentation of the financial statements (including disclosures) in conformity with US GAAP applied on a basis consistent with that of the preceding periods.

We acknowledge our responsibility for 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. We have provided you with:

- Access to all information, of which we are aware, that is relevant to the preparation and fair presentation of the financial statements such as records, data, documentation and other matters
- Additional information that you have requested from us for the purpose of the audit

Appendix A – Management Representations Letter, continued

- Unrestricted access to persons within the Corporation from whom you determined it necessary to obtain evidence

We have no plans or intentions that may materially affect the carrying value or classification of assets and liabilities.

Uncorrected misstatements

There are no uncorrected misstatements (including the effects of correcting or reversing prior year uncorrected misstatements), or uncorrected misstatements in disclosures relating to the current year financial statements.

Internal control

There are no material transactions that have not been properly recorded in the accounting records underlying the financial statements.

We are not aware of any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting.

Minutes and contracts

The dates of meetings of shareholders, directors, committees of directors and important management committees are as follows:

November 5, 2014	April 28, 2015	August 25, 2015
November 25, 2014	May 26, 2015	September 24, 2015
January 21, 2015	June 16, 2015	October 7, 2015
February 25, 2015	June 30, 2015	November 16, 2015
March 24, 2015	July 28, 2015	November 24, 2015

We have made available to you all minutes of the meetings of shareholders, directors and committees of directors or summaries of actions of recent meetings for which minutes have not yet been prepared.

We also have made available to you all significant contracts, including amendments, and agreements and have communicated to you all significant oral agreements. We have complied with all aspects of contractual agreements that would have a material effect on the financial statements in the event of noncompliance, including all covenants, conditions or other requirements of all outstanding debt.

Significant assumptions

Significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable and supportable.

Appendix A – Management Representations Letter, continued

Ownership and pledging of assets

There are no properties capitalized under capital leases. The Corporation has satisfactory title to all assets appearing in the statement of net position. No security agreements have been executed under the provisions of the Uniform Commercial Code, and there are no liens or encumbrances on assets, nor has any asset been pledged, except as disclosed in the financial statements. All assets to which the Corporation has satisfactory title appear in the statement of net position.

Loans and allowance for credit losses in the loan portfolio

Appropriate provision has been made for credit losses inherent in the Corporation's loan portfolio that has been incurred as of the statement of net position dates. Significant assumptions used by us in estimating the allowance for credit losses are reasonable and supportable.

The Corporation has no loans in the financial statements that should be classified as held for sale. The Corporation has the positive intent and ability to hold for the foreseeable future or until maturity or payoff all loans that are classified as held for investment.

Loans are correctly described in the financial statements, in all material respects, and represent valid claims against the debtors indicated arising on or before the dates indicated in the financial statements. Our disclosures related to the credit quality of financing receivables and the allowance for credit losses are complete and adequate.

Long-lived assets to be held and used, including amortizable intangible assets

No events or changes in circumstances have occurred that indicate the carrying amounts of long-lived assets to be held and used, including intangible assets that are subject to amortization, may not be recoverable.

Related party relationships and transactions

We have made available to you the names of all related parties and all relationships and transactions with related parties.

Related party transactions, continued

The substance of transactions with related parties as defined in GASB Statement No. 56, has been considered and appropriate adjustments or disclosures are made in the basic financial statements, and information concerning these transactions and amounts have been made available to you.

Arrangements with financial institutions

Arrangements with financial institutions involving compensating balances or other arrangements involving restrictions on cash balances and line-of-credit or similar arrangements have been properly recorded or disclosed in the financial statements.

Appendix A – Management Representations Letter, continued

Events of default under debt agreements

No events of default have occurred with respect to any of the Corporation's debt agreements.

Contingent liabilities

There are no unasserted claims or assessments, including those our lawyers have advised us of, that are probable of assertion and must be disclosed in accordance with GASB Statement No. 62.

There have been no violations or possible violations of laws or regulations in any jurisdiction whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency.

There have been no internal investigations or communications from regulatory agencies or government representatives concerning investigations or allegations of noncompliance with laws or regulations in any jurisdiction, noncompliance with or deficiencies in financial reporting practices, or other matters that could have a material effect on the financial statements.

There are no other liabilities or gain or loss contingencies considered material, individually or in the aggregate, that are required to be accrued or disclosed by GASB Statement No. 62, other than those disclosed in the financial statements, nor are there any accruals for loss contingencies included in the statement of net position or gain contingencies reflected in earnings that are not in conformity with the provisions of GASB Statement No. 62.

Oral or written guarantees

There are no oral or written guarantees, including guarantees of the debt of others.

Purchase commitments

At September 30, 2015, the Corporation had no purchase commitments for inventories in excess of normal requirements or at prices that were in excess of market at that date.

There were no agreements or commitments to repurchase assets previously sold. There were no material commitments outstanding at September 30, 2015 as a result of being a party to futures or forwards contracts, short sales or hedge transactions.

Fraud

We acknowledge our responsibility for the design, implementation and maintenance of programs and internal control to prevent and detect fraud.

We have no knowledge of any fraud or suspected fraud involving management or other employees who have a significant role in the Corporation's internal control over financial reporting. In

Appendix A – Management Representations Letter, continued

addition, we have no knowledge of any fraud or suspected fraud involving other employees where the fraud could have a material effect on the financial statements.

We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud. We have disclosed to you that there are no allegations of financial improprieties, including fraud or suspected fraud, coming to our attention (regardless of the source or form and including, without limitation, allegations by “whistle-blowers”) where such allegations could result in a misstatement of the financial statements or otherwise affect the financial reporting of the Corporation.

Independence

We are not aware of any capital lease, material cooperative arrangement or other business relationship between the Corporation and Ernst & Young LLP or any other member firm of the global Ernst & Young organization.

We are not aware of any reason that Ernst & Young LLP would not be considered to be independent for purposes of the Corporation’s audit.

Conflicts of interest

There are no instances where any officer or employee of the Corporation has an interest in a Corporation with which the Corporation does business that would be considered a “conflict of interest.” Such an interest would be contrary to Corporation policy.

Recipients of governmental financial assistance and/or audits performed in accordance with Government Auditing Standards

We recognize that we are responsible for the Corporation’s compliance with the laws, regulations, grant agreements and contracts that are applicable to it. We have identified and disclosed to your representatives all laws and regulations, grant agreements and contracts that have a direct and material effect on the determination of financial statement amounts or other financial data significant to the audit objectives.

There has been no noncompliance or possible noncompliance with provisions of contracts or grant agreements in any jurisdiction whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency.

We have a process to track the status of audit findings and recommendations.

We have provided views on your reported findings, conclusions, and recommendations, as well as management’s planned corrective actions, for the report.

Required supplementary information

We acknowledge our responsibility for the required supplementary information on the management’s discussion and analysis on pages 4 through 20, schedule of proportionate share of

Appendix A – Management Representations Letter, continued

net pension liability on page 49 and the schedule of defined benefit plan contributions on page 50 related to GASB Statement No. 68, which have been measured and presented in conformity with the guidelines established by the applicable GASB Statement. There have been no changes in the methods of measurement or presentation of the required supplementary information from those used in the prior period. There are no significant assumptions or interpretations underlying the measurement or presentation of the information. We are responsible for the significant assumptions and interpretations underlying the measurement and presentation of the required supplementary information. We believe that the significant assumptions and interpretations used are reasonable.

We omitted the Schedule of Funding Progress and Actuarial Accrued Liability – Post Employment Benefits Other Than Pension that U.S. generally accepted accounting principles require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board which 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 believe that the omission of this required supplementary information has no significant impact on the basic financial statements.

Supplementary information

We are responsible for the preparation and fair presentation of the following schedules (the “supplementary information”):

- Schedule 3 - Combining Statement of Net Position
- Schedule 4 – Combining Statement of Revenues, Expenses and Changes in Net Position
- Schedule 5 – Salaries, Wages and Benefits
- Schedule 6 – First-time Homeowner Assistance Program

We believe the supplementary information, including its form and content, is fairly stated in all material in relation to the basic financial statements as a whole.

There have been no changes in the methods of measurement or presentation of the supplementary information from those used in the prior period.

There are no significant assumptions or interpretations underlying the measurement or presentation of the information.

Restatement

The Corporation adopted GASB Statement No. 68 and GASB Statement No. 71 which required restatement of the Corporation’s financial statements as of October 1, 2014. The effect of the restatement was the recording of deferred outflow of resources, deferred inflow of resources and net pension liability totaling \$319,153, \$199,067 and \$3,330,515, respectively, with a \$3,210,429 charge to beginning net position as of October 1, 2014.

Appendix A – Management Representations Letter, continued

Other Representations

We have identified and disclosed to you all provisions of laws, and regulations that could have a direct and material effect on financial statement amounts, including legal and contractual provisions for reporting specific activities in separate funds.

We have followed all applicable laws and regulations in adopting, approving and amending budgets, tax or debt limits and covenants and secondary market disclosures, deposits and investments, including collateral requirements on depository accounts and investments.

All funds that meet the quantitative criteria in GASB Statement No. 34, as amended by GASB Statement No. 37 for presentation as major are identified and presented as such and all other funds that are presented as major are particularly important to financial statement users.

Components of net positions (net investment in capital assets; restricted and unrestricted) are properly classified and, if applicable, approved.

Provisions for uncollectible receivables have been properly identified and recorded.

Other Representations, continued

Risk disclosures associated with deposits and investment securities are presented in accordance with GASB requirements.

Investments, and land and other real estate held are properly valued.

Capital assets, including infrastructure assets, are properly capitalized, reported and, if applicable, depreciated.

Our policy regarding whether to first apply restricted or unrestricted resources when an expense is incurred for purposes for which both restricted and unrestricted net assets are available is appropriately disclosed and net assets were properly recognized under the policy.

Guam Housing Corporation ability to continue as a going concern was evaluated.

The Corporation is in compliance with post issuance requirements as specified in the Internal Revenue Code, including but not limited to the areas of arbitrage and private business use, for each of its outstanding bond issues.

Effects of new accounting principles

As discussed in Note 1 to the financial statements, we have not completed the process of evaluating the effects that will result from adopting the amendments to the following codification provided in Governmental Accounting Standards Board (GASB):

- GASB Statement No.72

Appendix A – Management Representations Letter, continued

- GASB Statement No. 73
- GASB Statement No. 74
- GASB Statement No. 75
- GASB Statement No. 76
- GASB Statement No. 77
- GASB Statement No. 78
- GASB Statement No. 79
- GASB Statement No. 80

The Corporation is therefore unable to disclose the effects that adopting the amendments in the aforementioned GASB Statements will have on its financial position and the changes in its financial position when such statements are adopted.

Subsequent events

Subsequent to September 30, 2015, no events or transactions have occurred or are pending that would have a material effect on the basic financial statements at that date or for the period then ended, or that are of such significance in relation to the Corporation's affairs to require mention in a note to the basic financial statements in order to make them not misleading regarding the financial position, changes in financial position and, where applicable, cash flows of the Corporation.

We understand that your audit was conducted in accordance with auditing standards generally accepted in the United States as established by the American Institute of Certified Public Accountants and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States and was, therefore, designed primarily for the purpose of expressing an opinion on the basic financial statements of the Corporation as a whole, and that your tests of the accounting records and other auditing procedures were limited to those that you considered necessary for that purpose.

Very truly yours,


3-3-16
Mr. Martin Benavente, President


3/3/2016
Ms. Alysia Leon Guerrero, Accounting Manager

Appendix B – Schedule of Corrected Misstatements

Communication schedule for corrected misstatements

Entity: Guam Housing Corporation Period ended: 30-Sep-2015 Currency: USD

Corrected misstatements No.	WIP ref.	Account (misstatements are recorded as journal entries with a description)	Analysis of misstatements				Income statement effect of the current period	
			Assets Current	Assets Non-current	Liabilities Current	Liabilities Non-current		
			Debit/(Credit)	Debit/(Credit)	Debit/(Credit)	Debit/(Credit)	Debit/(Credit)	
AJE 01 - Housing	P10100	Recognize NPL in FY2013 - Housing Division						
		100-2050 Net Pension Liability- Actuary		190,096		(2,224,859)		
		100-1386 Deferred outflows - GHC level						
		100-3022 Net assets, unrestricted					2,034,803	
AJE 02 - Housing	P10100	Fiscal Year 2014 Entries - Housing Division		4,738				
		100-1386 Deferred outflows - GHC level				217,330		
		100-2050 Net Pension Liability- Actuary				(120,038)		
		100-2285 Deferred inflows - actuarial 60.4%						(230,185)
		100-5041 Retirement Expense						128,155
		100-5045 Pension Expense						
AJE 03 - Housing	P10100	Fiscal Year 2015 Adjustments - Housing Division						
		100-1386 Deferred outflows - Actuary		13,213				
		100-1386 Deferred outflows - GHC level		7,233				
		100-2050 Net Pension Liability- Actuary				225,290		
		100-2285 Deferred inflows - actuarial 60.4%				(65,031)		
		100-2286 Deferred inflows - GHC				(2,971)		
		100-5041 Retirement Expense						(199,533)
		100-5045 Pension Expense						21,799
AJE 01 - Rental	P10100	Recognize NPL FY2013 - Rental Division						
		200-3022 Net assets, unrestricted						1,051,169
		200-2050 Net Pension Liability- Actuary				(1,165,127)		
		200-1386 Deferred outflows - GHC level		105,968				
		300-1386 Deferred outflows - GHC level		21,293				
		300-3022 Net assets, unrestricted						217,347
AJE 02 - Rental	P10100	Fiscal Year 2014 Entries - Rental Division						
		200-1386 Deferred outflows - GHC level		(773)				
		200-2050 Net Pension Liability- Actuary				67,082		
		200-2285 Deferred inflows - actuarial				(65,594)		(70,749)
		200-5041 Retirement Expense						70,031
		200-5045 Pension Expense						
		300-1386 Deferred outflows - GHC level		(159)				
		300-2050 Net Pension Liability- Actuary				13,739		
		300-2285 Deferred inflows - actuarial				(13,435)		(14,485)
		300-5041 Retirement Expense						14,343

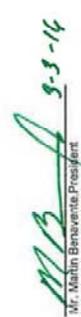


Appendix B – Schedule of Corrected Misstatements, continued

Entity: Guam Housing Corporation Period ended: 31-Sep-2015 Currency: USD

Communication schedule for corrected misstatements

Corrected misstatements No.	W/P ref.	Account (misstatements are recorded as journal entries with a description)	Analysis of misstatements Debit/(Credit)						Income statement effect of the current period	
			Assets Current	Assets Non-current	Liabilities Current	Liabilities Non-current	Equity components	Effect on the current period OCI	Debit/(Credit)	Non-issuable
			Debit/(Credit)	Debit/(Credit)	Debit/(Credit)	Debit/(Credit)	Debit/(Credit)	Debit/(Credit)	Debit/(Credit)	
AJE 03 - Rental	P10100	Fiscal Year 2015 Adjustments - Rental Division		7,181						
		200-1385 Deferred outflows - Actuary		27,201						
		300-1385 Deferred outflows - GHC level		1,473						
		300-1386 Deferred outflows - Actuary		5,572						
		300-1386 Deferred outflows - GHC level			129,895					
		200-2050 Net Pension Liability - Actuary			(35,387)					
		300-2050 Net Pension Liability - Actuary			6,817					
		200-2285 Deferred inflows - GHC			20,999					
		300-2285 Deferred inflows - actuarial			(7,248)					
		300-2286 Deferred inflows - GHC			(331)					
		200-5041 Retirement Expense							(139,115)	
		300-5041 Retirement Expense							11,862	
		200-5045 Pension Expense							(28,483)	
		300-5045 Pension Expense							2,426	
AJE 4 - Combined	P10100	To set up NPL, deferred inflows and deferred outflows, beginning in FY 2015 - Housing and Rental Division						1,932,779		
		100-3022 Net assets, unrestricted						(2,007,569)		
		100-2050 Net Pension Liability - Actuary		134,934						
		100-1386 Deferred outflows - GHC level						(120,036)		
		100-2285 Deferred inflows - actuarial 60.4%							1,277,656	
		200-3022 Net assets, unrestricted								
		200-2050 Net Pension Liability - Actuary								
		200-1386 Deferred outflows - GHC level		134,319						
		200-2285 Deferred inflows - actuarial							(79,029)	
Total of corrected misstatements before income tax			0	790,189	0	(6,780,936)	6,523,748	0	433,392	
Financial statement amounts			12,427,822	34,641,304	(1,703,129)	(7,757,283)	(37,609,714)		122,241	
Effect of corrected misstatements on FS amounts			0.0%	2.0%	0.0%	8.9%	87.5%	-17.3%	-384.7%	

Approved by:

Mr. Martin Benavente, President


Mr. Alvaro Leon Guerrero, Accounting Manager