

City of Pleasanton

**Alameda County
Transportation Commission-
Measure B Funds
Pleasanton, California**

**Financial Statements and
Independent Auditors' Reports**

For the year ended June 30, 2013

CITY OF PLEASANTON

**ALAMEDA COUNTY TRANSPORTATION COMMISSION -
MEASURE B FUNDS
FOR THE YEAR ENDED JUNE 30, 2013**

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VAVRINEK, TRINE, DAY
& COMPANY, LLP
Certified Public Accountants

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INDEPENDENT AUDITORS' REPORT

To the Honorable Mayor and Members of City Council
of the City of Pleasanton
Pleasanton, California

Report on the Financial Statements

We have audited the accompanying financial statements of the Alameda County Transportation Commission – Measure B Funds (the Program) of the City of Pleasanton, California (City), as of and for the year ended June 30, 2013, and the related notes to the financial statements, which collectively comprise the Program's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Measure B Program as of June 30, 2013, results of operations, and changes in the financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Emphasis of Matter

Individual Fund Financial Statements

As discussed in Note 1, the financial statements of the Alameda County Transportation Commission - Measure B Funds are intended to present the financial position and changes in financial position of only that portion of the City of Pleasanton, California, that is attributable to the Program. They do not purport to, and do not, present fairly the financial position of the City as of June 30, 2013 and changes in its financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Lack of Comparability

As discussed in Note 1, for the year ended June 30, 2013 the City changed the presentation of the financial statements to conform with the fiscal year 2013 change in the Program presentation format mandated by the Alameda County Transportation Commission. As a result of this change, Measure B Paratransit fund was converted from an enterprise fund to a special revenue fund to be combined with other Measure B funds. The June 30, 2013 financial statements are not comparable to the June 30, 2012 financial statements. Our opinion is not modified with respect to this matter.

Other Reporting Required By Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 23, 2013, on our consideration of the City's internal control over financial reporting of the Program and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the City's internal control over financial reporting and compliance of the Program.

Vavrinek, Trine, Day & Co., LLP.
Pleasanton, California
December 23, 2013

**CITY OF PLEASANTON
ALAMEDA COUNTY TRANSPORTATION COMMISSION – MEASURE B FUNDS**

**BALANCE SHEETS
JUNE 30, 2013**

	Bicycle and Pedestrian	Local Streets and Roads	Paratransit	Totals
ASSETS				
Cash and Cash Equivalents	\$ 1,326,233	\$ 763,811	\$ -	\$ 2,090,044
Sales Tax Receivable	51,210	183,050	42,885	277,145
Interest Receivable	2,322	1,367	-	3,689
Total Assets	\$ 1,379,765	\$ 948,228	\$ 42,885	\$ 2,370,878
LIABILITIES				
Accounts Payable	\$ 19,827	\$ 18,265	\$ 94	\$ 38,186
Due to General Fund - City of Pleasanton	-	-	42,791	42,791
Total Liabilities	19,827	18,265	42,885	80,977
FUND BALANCES				
Restricted for Measure B Programs and Projects	1,359,938	929,963	-	2,289,901
Total Fund Balances	1,359,938	929,963	-	2,289,901
TOTAL LIABILITIES AND FUND BALANCE	\$ 1,379,765	\$ 948,228	\$ 42,885	\$ 2,370,878

The accompanying notes are an integral part of these financial statements.

**CITY OF PLEASANTON
ALAMEDA COUNTY TRANSPORTATION COMMISSION – MEASURE B FUNDS**

**STATEMENTS OF REVENUES, EXPENDITURES, AND CHANGES IN FUND
BALANCE
FOR THE YEAR ENDED JUNE 30, 2013**

	Bicycle and Pedestrian	Local Streets and Roads	Paratransit	Totals
REVENUES				
Measure B Pass-through Revenue				
Pass-through Allocation	\$ 200,701	\$ 717,406	\$ 91,815	\$ 1,009,922
Subtotal Pass-through Revenues	<u>200,701</u>	<u>717,406</u>	<u>91,815</u>	<u>1,009,922</u>
Other Measure B Revenue				
Investment Earnings (Losses)	(4,449)	(3,327)	-	(7,776)
Gap Funds	-	-	41,871	41,871
Subtotal Other Measure B Revenues	<u>(4,449)</u>	<u>(3,327)</u>	<u>41,871</u>	<u>34,095</u>
Total Revenues	<u>196,252</u>	<u>714,079</u>	<u>133,686</u>	<u>1,044,017</u>
EXPENDITURES				
Measure B Pass-through Expenditures				
Construction	63,342	878,940	-	942,282
Printing	1,611	-	-	1,611
Interfund Expenditures	-	34,592	-	34,592
Salaries and Benefits	-	-	121,566	121,566
Travel	-	-	7,788	7,788
Transportation and Operations	-	-	4,332	4,332
Subtotal Pass-through Expenditures	<u>64,953</u>	<u>913,532</u>	<u>133,686</u>	<u>1,112,171</u>
Total Expenditures	<u>64,953</u>	<u>913,532</u>	<u>133,686</u>	<u>1,112,171</u>
REVENUES OVER (UNDER) EXPENDITURES / EXCESS NET CHANGE IN FUND BALANCE	131,299	(199,453)	-	(68,154)
FUND BALANCES				
Beginning Fund Balances	1,228,639	1,129,416	-	2,358,055
Ending Fund Balances	<u>\$ 1,359,938</u>	<u>\$ 929,963</u>	<u>\$ -</u>	<u>\$ 2,289,901</u>

The accompanying notes are an integral part of these financial statements.

**CITY OF PLEASANTON
ALAMEDA COUNTY TRANSPORTATION COMMISSION –
MEASURE B FUNDS**

**NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Reporting Entity

All transactions of the Alameda County Transportation Commission – Measure B Funds (the Program) of the City of Pleasanton, California (City), are included as separate special revenue and enterprise funds in the basic financial statements of the City. For the fiscal year ended June 30, 2013, Alameda County Transportation Commission mandated that the City of Pleasanton present the Program's balance sheet and statement of revenues, expenditures, and changes in fund balance in a prescribed format that, for the purpose of this Program, no longer considers the Paratransit Fund as an enterprise fund.

Measure B Funds are used to improve the quality of existing roads by reconditioning existing pavement surfaces. Every two years, the City's street pavements are evaluated and reconditioning decisions are managed through the City's computerized Pavement Management System. Measure B Funds are also used for bicycle and pedestrian pathways and for paratransit programs. The accompanying financial statements are for the Program only and are not intended to fairly present the financial position of the City and the results of its operations and cash flows of its proprietary fund type.

B. Basis of Accounting

Governmental Fund Financial Statements

The accompanying financial statements of special revenue funds are prepared on the modified accrual basis of accounting. Revenues are generally recorded when measurable and available, and expenditures are recorded when the related liabilities are incurred.

The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. All governmental funds are accounted for using a "*current financial resources*" measurement focus, wherein only current assets and current liabilities generally are included on the balance sheets. Operating statements of governmental funds present increases (revenues and other financing sources) and decreases (expenditures and other financing uses) in net current assets.

C. Description of Funds

The Program funds are Special Revenue Funds. The Program accounts are maintained on the basis of fund accounting. A fund is a separate accounting entity with a self-balancing set of accounts.

Special Revenue Fund are used to account for the proceeds of specific revenue sources that are restricted or committed to expenditure for specified purposes other than debt service or capital projects.

D. Cash and Cash Equivalents

Cash amounts are pooled with the cash and investments of the City. The pooled funds are invested in accordance with the City's investment policy established pursuant to State law.

**CITY OF PLEASANTON
ALAMEDA COUNTY TRANSPORTATION COMMISSION –
MEASURE B FUNDS**

**NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

E. Use of Estimates

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

F. Fund Balances

Measure B fund balance is restricted. A restricted fund balance represents amounts that can be spent only for specific purposes because of constitutional provisions or enabling legislation or because of constraints that are externally imposed by creditors, grantors, contributors, or the laws or regulations of other governments.

When an expenditure is incurred for purposes for which both restricted and unrestricted fund balance is available, the City considers restricted funds to have been spent first.

2. CASH AND INVESTMENTS

Cash and investments are maintained on a pooled basis with those of other funds of the City. Pooled cash and investments consist of U.S. government securities, deposits with banks, money market funds, certificates of deposit and participation in the California Local Agency Investment Fund. All investments are stated at fair value. Pooled investment earnings are allocated based on the average cash and investment balances of the various funds and related entities of the City.

Measure B Funds had the following cash and investments at June 30, 2013:

Cash and Investments	\$2,090,044
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Investments

Under the provisions of the City's investment policy, and in accordance with Section 53601 of California Government Code, the City may invest or deposit in the following:

- Bankers' acceptances
- Commercial paper
- Local Agency Investment Fund
- Mutual funds
- Medium-term corporate notes
- Money market funds
- Negotiable certificates of deposit
- Repurchase agreements
- Securities of the Federal government or its agencies

**CITY OF PLEASANTON
ALAMEDA COUNTY TRANSPORTATION COMMISSION –
MEASURE B FUNDS**

**NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013**

2. CASH AND INVESTMENTS, CONTINUED

Investments, continued

GASB Statement No. 31, Accounting and Financial Reporting for Certain Investments and for External Investment Pools, requires that the City's investments be carried at fair market value instead of cost. Accordingly, the City adjusts the carrying value of its investments to reflect their fair value at each fiscal year-end and the effects of these adjustments are included in income for that fiscal year.

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. The City's investment policy limits investments to a maximum maturity of five years.

Credit Risk

State law limits investments in commercial papers and corporate bonds to the top two ratings issued by nationally recognized statistical rating organizations (NRSROs). It is the City's policy to limit its investments in these investment types to the top rating issued by NRSROs, including raters Standards & Poor's and Moody's Investor's Service.

Concentration of Credit Risk

The City's policy has the same maturity limits as the California Government Code. The City is allowed to purchase mutual funds up to 20% of the value of the portfolio. There are no specified maximum percentages for U.S. Treasury Obligations, U.S. Agencies, and the external investment pool.

External Investment Pool

The City is a participant in LAIF which is regulated by California Government Code Section 16429 under the oversight of the Treasurer of the State of California. At June 30, 2013 the City's investments with LAIF included a portion of the pooled funds invested in structured notes and asset-backed securities:

Structured Notes are debt securities (other than asset-backed securities) whose cash flow characteristics (coupon rate, redemption amount, or stated maturity) depend upon one or more indices and/ or that have embedded forwards or options.

Asset-Backed Securities, the bulk of which are mortgage-backed securities, entitle their purchasers to receive a share of the cash flows from a pool of assets such as principal and interest repayments from a pool of mortgages (such as CMS) or credit card receivables.

At June 30 2013, 1.88% of LAIF's portfolio was invested in structured notes and asset-backed securities. Fair value of LAIF was calculated by applying a factor of 1.000273207 to total investments held by LAIF. The City's fair value position in the pool is materially equivalent to the value of the pool share.

**CITY OF PLEASANTON
ALAMEDA COUNTY TRANSPORTATION COMMISSION –
MEASURE B FUNDS**

**NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013**

3. TAXES RECEIVABLES

The taxes receivables represent the Measure B sales tax revenues for the fiscal year received from the Alameda County Transportation Commission after June 30, 2013.

4. COMMITMENTS AND CONTINGENCIES

The City participates in several grant programs. These programs may be subject to further examination by the grantors and the amount of expenditures, if any, which may be disallowed by the granting agencies cannot be determined at this time. The City expects such amounts, if any, to be immaterial.

5. MEASURE B FUNDS

Under Measure B, approved by the voters of Alameda County in 1986 (Old Measure B) and in 2000, ACTC Measure B, the City receives a portion of the proceeds of an additional one-half cent sales tax to be used for transportation-related expenditures. This measure was adopted with the intention that the funds generated by the additional sales tax will not fund expenditures previously paid for by property taxes but, rather, would be used for additional projects and programs.

Projects funded by Measure B during Fiscal Year 2012-13 included:

Local Streets and Roads Program

- Application of asphalt overlay on selected streets throughout the City, providing safe and smooth driving conditions.
- Interchange improvements at Foothill Rd. and I-580 improving traffic congestion and providing safe pedestrian crossings.

Bicycle and Pedestrian Safety Program

- Update of the Pleasanton bikeways map, providing location of facilities and safety information.
- Paving of the Arroyo Mocho Canal trail, providing a year round surface for walking and biking.
- Installation of microwave pedestrian detectors at Sunol Blvd. and Mission Blvd. and the installation of audible pedestrian push buttons at West Las Positas Blvd. and Fairlands Dr.

Paratransit Program

- Transit services for the elderly and the handicapped.

From a pool of funds held by the County, 10.5% is allocated for distribution as a subsidy to cities with paratransit programs. Funds allocated to the City for the paratransit program are recorded in an enterprise fund in the City's financial statements.

**CITY OF PLEASANTON
ALAMEDA COUNTY TRANSPORTATION COMMISSION –
MEASURE B FUNDS**

**NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013**

5. MEASURE B FUNDS, CONTINUED

An additional 22.3% of the pool is allocated among the cities in the County, based on the cities' populations and the number of road miles within their city limits, for local streets and roads projects. 5% of the pool is allocated to cities and the County of Alameda for bicycle and pedestrian safety projects. Of this 5%, 75% is designated as local funds and is allocated among the cities in the County and the County of Alameda based on their populations. The remaining 25% is reserved for regional planning and regional projects. Funds allocated for the streets and roads and for the local bicycle and pedestrian safety programs are recorded as special revenue funds.



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**INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING
AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL
STATEMENTS PERFORMED IN ACCORDANCE WITH
GOVERNMENT AUDITING STANDARDS**

To the Honorable Mayor and Members of City Council
of the City of Pleasanton
Pleasanton, California

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of the Alameda County Transportation Commission – Measure B Funds (the Program) of the City of Pleasanton, California (City), as of and for the year ended June 30, 2013, and the related notes to the financial statements which collectively comprise the Program's basic financial statements, and have issued our report thereon dated December 23, 2013. Our report also included an emphasis of a matter stating that the financial statements present only the Program and do not purport to, and do not, present fairly the financial position of the City of Pleasanton, California as of June 30, 2013, and the changes in its financial position, and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America. Our report also included an emphasis of a matter paragraph regarding lack of comparability between the Program's financial statements for the fiscal years ended June 30, 2013 and 2012.

Internal Control Over Financial Reporting

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

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

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

Compliance and Other Matters

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

Purpose of this Report

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

Varrinek, Trine, Day & Co., LLP.

Pleasanton, California

December 23, 2013



INDEPENDENT AUDITORS' REPORT ON MEASURE B REQUIREMENTS

To the Honorable Mayor and Members of City Council
of the City of Pleasanton
Pleasanton, California

We have audited the Measure B Funds of the City of Pleasanton's (the City) compliance with the requirements described in the Measure B Sales Tax Master Program Funding agreement between the City and the Alameda County Transportation Commission (ACTC) that could have a direct and material effect to it Measure B Funds for the year ended June 30, 2013.

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts and grants applicable to its Measure B Funds.

Auditors' Responsibility

Our responsibility is to express an opinion on the City's compliance based on our audit. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the Guide. Those standards and the Guide require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the compliance requirements referred to above that could have a direct and material effect on the Measure B Funds occurred. An audit includes examining, on a test basis, evidence about the City's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance. However, our audit does not provide a legal determination on the City's compliance with those requirements.

Opinion

In our opinion, the City complied, in all material respects, with the requirements referred to above that are applicable to its Measure B Funds for the year ended June 30, 2013.

The purpose of this report on compliance is solely to describe the scope of our testing over compliance and the results of that testing based on Measure B Sales Tax Master Program Funding agreement between the City and the Alameda County Transportation Commission (ACTC). Accordingly, this report is not suitable for any other purpose.

Vavrinek, Trine, Day & Co., LLP.
Pleasanton, California
December 23, 2013