

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
ANNUAL FINANCIAL REPORT
AS OF JUNE 30, 2013
WITH
INDEPENDENT AUDITORS' REPORT

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
ANNUAL FINANCIAL REPORT
JUNE 30, 2013

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INDEPENDENT AUDITORS' REPORT

Board Members
Tri-Valley Transportation Council
Alameda, California

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities of the Tri-Valley Transportation Council (TVTC), as of and for the year ended June 30, 2013, and the related notes to the financial statements, which collectively comprise the TVTC's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions 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 from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities of the TVTC, as of June 30, 2013, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that management's discussion and analysis on pages 3-4 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Cropper Accountancy Corporation
CROPPER ACCOUNTANCY CORPORATION

Walnut Creek, CA
April 25, 2014

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
Management's Discussion and Analysis
For the Year Ended June 30, 2013

THE PURPOSE OF THE TRI-VALLEY TRANSPORTATION COUNCIL:

In 1991, the seven jurisdictions of Alameda County, Contra Costa County, Dublin, Pleasanton, Livermore, Danville, and San Ramon signed a Joint Powers Agreement (JPA) that established the Tri-Valley Transportation Council (TVTC). The purpose of the JPA was the joint preparation of a Tri-Valley Transportation Plan/Action plan (TVTC Action Plan) for Routes of Regional Significance (RRS) and cost sharing of recommended improvements. The TVTC Action Plan was prepared and presented to all member jurisdictions in April 1995 and updated in 2000. The TVTC Action Plan marked a common understanding and agreement on the Tri-Valley's transportation concerns and directions for improvements. Among its specific recommendations, the TVTC Action Plan presented 11 transportation improvement projects to be given high priority for funding and implementation.

THE BASIC FINANCIAL STATEMENTS

The Basic Financial Statements comprise the *Statement of Net Position* and *Statement of Activities* for the Combined Government-wide and Fund Financial Statements.

The statements present the TVTC financial activities as a whole. The *Statement of Net Position* and *Statement of Activities* include all assets and liabilities using the full accrual basis of accounting similar to the accounting model used by private sector firms.

2013 is the first year the Council's financial statements have been audited, therefore, comparative data is not available for analysis.

Statement of Net Position

The *Statement of Net Position* (Basic Financial Statements, page 5) is snapshot of TVTC's financial position at the end of the Fiscal Year (FY) 2012 – 2013. TVTC's assets are all current assets, i.e. cash and receivables. TVTC has no capital assets. For the year ended June 30, 2013, net position totaled \$8,868,494.

Table 1. Statement of Net Position as of June 30, 2013

Assets	
Cash and equivalents	\$ 8,084,011
Developer fee receivables	784,483
	\$ 8,868,494
 Fund Balance/Net Position	
Liabilities	\$ -
Assigned Fund Balance	8,868,494
	\$ 8,868,494

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Management's Discussion and Analysis
For the Year Ended June 30, 2013

Statement of Activities

The Statement of Activities (Basic Financial Statements, page 6) presents TVTC's revenue and incurred expenses for the year ended June 30, 2013. All financial activities incurred for TVTC are recorded here, including operational expenses, capital project costs, depreciation and accrued liabilities, when applicable. Since revenues are dependent on new construction, the Council's financial position is generally subject to the same fluctuations as the economy.

Table 2. Statement of Activities for the Fiscal Years Ended June 30, 2013

General expenditures/expenses	
Administrative	\$ 138
Total general expenditures	<u>138</u>
 General revenues	
Development fees	
Alameda County	23,093
Town of Danville	-
City of Dublin	1,633,764
City of Livermore	1,146,716
City of Pleasanton	307,559
Contra Costa County	548,193
Total general revenues	<u>3,659,325</u>
 Change in Fund Balance/Net Position	
	3,659,187
Beginning Fund Balance	<u>5,209,307</u>
Ending Fund Balance	<u>\$ 8,868,494</u>

CONTACTING THE COUNCIL'S FINANCIAL MANAGEMENT

This Management's Discussion and Analysis is intended to provide the reader with a narrative overview of TVTC's financial statements for the year ended June 30, 2013. Questions concerning any information provided in this report or requests for additional financial information should be directed to:

Tri-Valley Transportation Council
Paul Keener, TVTC Administrator
399 Elmhurst Street
Hayward, CA 94544

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
 Combined Government-Wide and Fund Financial Statements
 Statement of Net Position and Governmental Funds Balance Sheet
 June 30, 2013

	<u>ASSETS</u>		
	<u>General Fund</u>	<u>Adjustments (Note 2)</u>	<u>Statement of Net Position</u>
Cash and cash equivalents (Note 3)	\$ 8,084,011	\$ -	\$8,084,011
Development fees receivable (Note 1E)	<u>468,586</u>	<u>315,897</u>	<u>784,483</u>
 Total assets	 <u>\$ 8,552,597</u>	 <u>\$ 315,897</u>	 <u>\$8,868,494</u>

LIABILITIES AND NET POSITION

Accounts payable	\$ -	\$ -	\$ -
 Total liabilities	 <u>-</u>	 <u>-</u>	 <u>-</u>
Net position			
Assigned (Note 4)	<u>8,552,597</u>	<u>315,897</u>	<u>8,868,494</u>
 Total liabilities and net position	 <u>\$ 8,552,597</u>	 <u>\$ 315,897</u>	 <u>\$8,868,494</u>

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

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
 Combined Government-Wide and Fund Financial Statements
 Statement of Activities and
 Governmental Fund Statement of Revenues, Expenditures, and Changes in Fund Balance
 For the Year Ended June 30, 2013

	<u>General Fund</u>	<u>Adjustments (Note 2)</u>	<u>Statement of Activities</u>
General expenditures/expenses			
Administrative expenses	\$ 138	\$ -	\$ 138
Total general expenditures/expenses	138	-	138
General revenues:			
Development fees			
Alameda County	23,093	-	23,093
Town of Danville	-	-	-
City of Dublin	1,633,764	-	1,633,764
City of Livermore	1,146,716	-	1,146,716
City of Pleasanton	307,559	-	307,559
City of San Ramon	-	-	-
Contra Costa County	232,296	315,897	548,193
Total general revenues	3,343,428	315,897	3,659,325
Change in fund balance/net position	3,343,290	315,897	3,659,187
Fund balance/net position July 1, 2012	5,209,307	-	5,209,307
Fund balance/net position June 30, 2013	\$8,552,597	\$ 315,897	\$8,868,494

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

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
Notes to the Financial Statements
June 30, 2013

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Reporting Entity

The Tri-Valley Transportation Council (TVTC; Authority) is a joint powers authority (JPA) organized by the Counties of Alameda and Contra Costa, the Town of Danville, and the Cities of Dublin, Livermore, Pleasanton, and San Ramon. The TVTC accounting records are currently administered by the County of Alameda (County). The Council was created to administer development fees for the planning and implementation of sub-regional transportation facilities. This fee was adopted by the seven jurisdictions pursuant to Government Code 6502, and is paid to each of the member agencies by project developers. There are no separate legal entities that are a part of the Council's reporting entity.

The financial statements of the TVTC have been prepared in conformity with generally accepted accounting principles (GAAP). The Governmental Accounting Standards Board (GASB) is responsible for establishing GAAP for state and local governments through its pronouncements (Statements and Interpretations). Governments are also required to follow the pronouncements of the Financial Accounting Standards Board (FASB) issued through November 30, 1989 (when applicable) that do not conflict with or contradict GASB pronouncements. The accounting and reporting framework and the more significant accounting policies are discussed in subsequent subsections of these notes.

B. Basis of Presentation

Government-wide Financial Statements:

The Statement of Net Position and Statement of Activities display information about the reporting government as a whole. They include all funds of the reporting entity except for fiduciary funds. Governmental activities generally are financed through taxes, intergovernmental revenues, and other nonexchange revenues. The Council has one governmental activity as described below:

Governmental Funds

General Fund – The General Fund is the general operating fund of the Council and is always classified as a major fund. It is used to account for all activities except those legally or administratively required to be accounted for in other funds.

TRI-VALLEY TRANSPORTATION COUNCIL
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Notes to the Financial Statements
June 30, 2013

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fund Financial Statements:

Fund financial statements of the reporting entity are organized into funds, each of which is considered to be separate accounting entities. Each fund is accounted for by providing a separate set of self-balancing accounts that constitute its assets, liabilities, fund equity, revenues, and expenditures/expenses. Funds are organized into three major categories: governmental, proprietary, and fiduciary. An emphasis is placed on major funds within the governmental and proprietary categories. A fund is considered major if it is the primary operating fund of the Council or meets the following criteria:

1. Total assets, liabilities, revenues or expenditures/expenses of that individual governmental or enterprise fund are at least 10 percent of the corresponding total for all funds of that category or type; and
2. Total assets, liabilities, revenues, or expenditures/expenses of the individual governmental fund or enterprise fund are at least 5 percent of the corresponding total for all governmental and enterprise funds combined.

C. Measurement Focus and Basis of Accounting

Measurement focus is a term used to describe "which" transactions are recorded within the various financial statements. Basis of accounting refers to "when" revenues and expenditures or expenses are recognized in the accounts and reported in the financial statements regardless of the measurement focus applied.

Measurement Focus

On the government-wide Statement of Net Position and the Statement of Activities, governmental activities are presented using the economic resources measurement focus. The accounting objective of this measurement focus is the determination of operating income, changes in net position (or cost recovery) and financial position. All assets and all liabilities (whether current or noncurrent) associated with the operation of these funds are reported.

In the fund financial statements, the "current financial resources" measurement focus is used for all Governmental Funds; with this measurement focus, only current assets and current liabilities generally are included on their balance sheets. Their operating statements present sources and uses of available spendable financial resources during a given period. These funds use fund balance as their measure of available spendable financial resources at the end of the period.

TRI-VALLEY TRANSPORTATION COUNCIL
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Notes to the Financial Statements
June 30, 2013

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of Accounting

In the government-wide Statement of Net Position and Statement of Activities, governmental activities are presented using the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recorded when the liability is incurred or economic asset used. Revenues, expenses, gains, losses, assets and liabilities resulting from exchange and exchange-like transactions are recognized when the exchange takes place.

In the fund financial statements, governmental funds are presented on the modified accrual basis of accounting. Under this modified accrual basis of accounting, revenues are recognized when "measurable and available". Measurable means knowing or being able to reasonably estimate the amount. Available means collectible within the current period or soon enough thereafter to pay current liabilities. The Council defines available to be within 60 days of year-end.

D. Cash and Investments

The Council does not commingle its cash and investments with the City or County JPA members. The pooled funds are invested in accordance with the State Investment Policy established pursuant to the State Law. All monies not required for immediate expenditure are invested or deposited to earn maximum yield consistent with safety and liquidity.

E. Receivables

Receivables recorded in the financial statements are net of any allowance for doubtful accounts. Any doubtful accounts at June 30, 2013, were not considered material.

F. Revenue Recognition - Development Fees

Development fees are assessed according to a set fee schedule for new construction. The fees collected under the Council from new construction will be used to mitigate the increased traffic congestion.

G. Budget Comparison

Under GASB No. 34, budgetary comparison information is required to be presented for the general fund and each major special revenue fund with a legally adopted budget. The Council is not legally required to adopt a budget for the general fund. Therefore, budget comparison information is not included in the Council's financial statements.

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
Notes to the Financial Statements
June 30, 2013

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

H. Equity Classifications

Government-wide Statements

Net position is the excess of all the Council's assets over all its liabilities, regardless of fund. Net position is divided into three categories under GASB Statement 34. These categories apply only to net position, which is determined at the Government-wide level, and are described below:

1. Invested in capital assets, net of related debt - Consists of capital assets including restricted capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, mortgages, notes or other borrowings that are attributable to the acquisition, construction, or improvement of those assets.
2. Restricted net position - Consists of net position with constraints place on the use either by (1) external groups such as creditors, grantors, contributors, or laws or regulations of other governments; or (2) law through constitutional provisions or enabling legislation.
3. Unrestricted net position - All other components of net position that do not meet the definition of "restricted" or "invested in capital assets, net of related debt."

Fund Statements

The governmental fund financial statements present fund balances based on classifications that comprise a hierarchy that is based primarily on the extent to which the Council is bound to honor constraints on the specific purposes for which amounts in the respective governmental funds can be spent. The classifications used in the governmental fund financial statements are as follows:

1. Nonspendable- Amounts that cannot be spent because they are either (a) not in spendable form or (b) legally or contractually required to be maintained intact.
2. Restricted - Amounts that are restricted for specific purposes when constraints placed on the use of resources are either (a) externally imposed by creditors, grantors, contributors, laws, or regulations of other governments or (b) imposed by law through constitutional provisions or enabling legislation.
3. Committed - Amounts that can only be used for specific purposes pursuant to constraints imposed by formal action of the government's highest level of decision-making authority.
4. Assigned - Amounts that are constrained by the government's intent to be used for specific purposes, but are neither restricted or committed.

TRI-VALLEY TRANSPORTATION COUNCIL
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Notes to the Financial Statements
June 30, 2013

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

H. Equity Classifications (continued)

5. Unassigned - Amounts that do not meet classifications 1 – 4 above.

Further detail about the Council's fund balance classification is described in Note 4.

NOTE 2. ADJUSTMENTS

There was one adjustment to the financial statements to comply with GASB 34. Development fees receivable due at June 30 but not paid within 60 days increased by \$315,897; this amount was received within 6 months.

NOTE 3. CASH AND INVESTMENTS

The cash and investments of the Council are maintained separately from with the funds of the City or County JPA members. The Council considers cash and investment amounts with original maturities of three months or less to be cash equivalents.

Cash and Investments as of June 30, 2013, consisted of the following:

Cash in banks	\$ 8,084,011
Total cash and investments	<u>\$ 8,084,011</u>

Investments Authorized by the Council's Investment Policy

The Council is authorized to invest in obligations of the U.S. Treasury, agencies, commercial paper with certain minimum ratings, certificates of deposit, bankers' acceptances, repurchase agreements and the State Treasurer's Investment pool ("LAIF").

Deposits/Credit Risk

The California Government Code requires California banks and savings and loan associations to secure Public Agencies' deposits by pledging government securities as collateral. The market value of pledged securities must equal at least 110% of deposits. California law also allows financial institutions to secure such deposits by pledging first trust deed mortgage notes having a value of 150% of the total deposits. The first \$250,000 of each institution's deposits are covered by FDIC insurance. At June 30, 2013, the balance of \$8,084,011 was held in one bank and exceeded the FDIC limit by \$7,834,403.

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
Notes to the Financial Statements
June 30, 2013

NOTE 3. CASH AND INVESTMENTS (continued)

Disclosures Relating to Credit Risk

Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization.

Custodial Credit Risk

Custodial credit risk for *deposits* is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The California Government Code and the Council's investment policy do not contain legal or policy requirements that would limit the exposure to custodial credit risk for deposits, other than the following provision for deposits: The California Government Code requires that a financial institution secure deposits made by state or local governmental units by pledging securities in an undivided collateral pool held by a depository regulated under state law (unless so waived by the governmental unit). The market value of the pledged securities in the collateral pool must equal at least 110% of the total amount deposited by the public agencies.

Custodial credit risk for *investments* is the risk that, in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, a government will not be able to recover its deposits or will not be able to recover the value of its investment or collateral securities that are in the possession of another party. The California Government Code and the Council's investment policy do not contain legal or policy requirements that would limit the exposure to custodial credit risk for investments. With respect to investments, custodial credit risk generally applies only to direct investments in marketable securities. Custodial credit risk does not apply to a local government's indirect investment in securities through the use of mutual funds or government investment pools.

NOTE 4: FUND BALANCE

The Council has implemented GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*. This Statement provides more clearly defined fund balance categories to make the nature and extent of the constraints placed on a government's fund balances more transparent.

The Tri-Valley Transportation Council have established the following fund balance policies:

- Assigned Fund Balance: The Council exists to fund Tri-Valley transportation projects, therefore, all amounts remaining in the fund balance at year-end are assigned for this purpose.

TRI-VALLEY TRANSPORTATION COUNCIL
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June 30, 2013

The accounting policies of the Council consider restricted fund balance to have been spent first when an expenditure is incurred for purposes for which both restricted and unrestricted fund balance is available. Similarly, when an expenditure is incurred for purposes for which amounts in any of the unrestricted classifications of fund balance could be used, the Council considers committed amounts to be reduced if first, followed by assigned amounts, and unassigned amounts.

NOTE 6: SUBSEQUENT EVENTS

Management has evaluated subsequent events through April 25, 2014, the date on which the financial statements were available to be issued.

**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**

The Board Members
Tri-Valley Transportation Council
Alameda, 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 governmental activities of the Tri-Valley Transportation Council (TVTC) as of and for the year ended June 30, 2013, and the related notes to the financial statements, which collectively comprise TVTC's basic financial statements, and have issued our report thereon dated April 25, 2014.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered TVTC's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of TVTC's internal control. Accordingly, we do not express an opinion on the effectiveness of TVTC'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 over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control over financial reporting that we 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 TVTC's financial statements are free from 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 control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control 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.

Cropper Accountancy Corporation
CROPPER ACCOUNTANCY CORPORATION

Walnut Creek, CA
April 25, 2014