

City of Union City

Measure B Funds

Union City, California

*Financial Statements and
Independent Auditors' Reports*

For the year ended June 30, 2013

City of Union City
Alameda County Transportation Commission – Measure B Funds
Financial Statements
For the year ended June 30, 2013

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INDEPENDENT AUDITORS' REPORT

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

Report on the Financial Statements

We have audited the accompanying financial statements of the Alameda County Transportation Commission – Measure B Funds (Measure B Funds) of the City of Union City, California (City), as of and for the year ended June 30, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management of the City 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 opinions.

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Measure B Funds 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.

Emphasis of Matter

As discussed in Note 1, the financial statements present only the Measure B Funds and do not purport to, and do not, present fairly the financial positions of the City as of June 30, 2013, and the changes in its financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

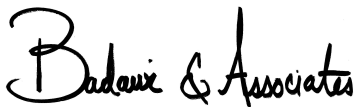
Other Matters

Supplementary Information

We have applied certain limited procedures to the budgetary comparison 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.

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 in relation to Measure B Funds 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 City's internal control over financial reporting and compliance in relation to Measure B Funds.



Badawi & Associates
Certified Public Accountants
Oakland, California
December 23, 2013

City of Union City
Alameda County Transportation Commission - Measure B Funds
Combined Balance Sheets and Statements of Net Position
June 30, 2013

	Special Revenue Fund		Enterprise Fund		Total
	ACTIA	ACTIA	Measure B	Measure B	
	Streets & Roads	Bike & Pedestrian	ACTIA Paratransit	Bike & Pedestrian	
ASSETS					
Cash and investments	\$ 843,958	\$ 312,402	\$ -	\$ -	\$ 1,156,360
Receivables:					
Taxes	167,200	50,762	-	-	217,962
Total assets	\$ 1,011,158	\$ 363,164	\$ -	\$ -	\$ 1,374,322
LIABILITIES AND NET POSITION/FUND BALANCES					
Accounts payable	\$ 145,435	\$ -	\$ -	\$ -	\$ 145,435
Accrued payroll	169	-	-	-	169
Other liabilities	15,372	-	-	-	15,372
Due to other agencies	13	-	-	-	13
Due to other funds	422	332	-	-	754
Total liabilities	161,411	332	-	-	161,743
Net Position/Fund Balance					
Fund Balance:					
Restricted for:					
- Street Maint/Improvement	849,747	362,832	-	-	1,212,579
Total fund balance/net position	849,747	362,832	-	-	1,212,579
Total liabilities and fund balance/ net position	\$ 1,011,158	\$ 363,164	\$ -	\$ -	\$ 1,374,322

See accompanying Notes to Financial Statements.

City of Union City

Alameda County Transportation Commission - Measure B Funds

Combined Statement of Revenues, Expenditures and Changes in Fund Balances

For the year ended June 30, 2013

	Special Revenue Fund		
	ACTIA	ACTIA	
	Streets &	Bike &	
	Roads	Pedestrian	Total
REVENUES:			
Measure B pass-through revenue	\$ 655,288	\$ 198,947	\$ 854,235
Intergovernmental	11,306	-	11,306
Investment income	5,118	2,832	7,950
Total revenues	671,712	201,779	873,491
EXPENDITURES:			
Planning and public works	27,203	-	27,203
Capital outlay	1,095,046	815,782	1,910,828
Total expenditures	1,122,249	815,782	1,938,031
NET CHANGE IN FUND BALANCE	(450,537)	(614,003)	(1,064,540)
FUND BALANCES:			
Beginning of year	1,300,284	976,835	2,277,119
End of year	\$ 849,747	\$ 362,832	\$ 1,212,579

See accompanying Notes to Financial Statements.

City of Union City
Alameda County Transportation Commission - Measure B Funds
Statement of Revenues, Expenses and Changes in Net Position
For the year ended June 30, 2013

	Enterprise Fund		
	ACTIA	ACTIA	Total
	Mass Transit	Paratransit	
OPERATING EXPENSES:			
Purchased transportation	\$ 391,196	\$ 284,210	\$ 675,406
Total operating expenses	391,196	284,210	675,406
OPERATING LOSS:	(391,196)	(284,210)	(675,406)
NONOPERATING REVENUES:			
Measure B pass-through revenue	391,196	284,210	675,406
Total nonoperating revenues	391,196	284,210	675,406
Change in net position	-	-	-
NET POSITION:			
Beginning of year	-	-	-
End of year	\$ -	\$ -	\$ -

See accompanying Notes to Financial Statements.

City of Union City
Alameda County Transportation Commission - Measure B Funds
Statement of Cash Flows
For the year ended June 30, 2013

	Enterprise Fund		
	ACTIA	ACTIA	Total
	Mass Transit	Paratransit	
CASH FLOWS FROM OPERATING ACTIVITIES:			
Cash payment to employees for services	\$ (391,196)	\$ (284,210)	\$ (675,406)
Net cash (used) by operating activities	(391,196)	(284,210)	(675,406)
CASH FLOWS FROM NONCAPITAL AND RELATED FINANCING ACTIVITIES			
Measure B pass-through revenue	391,196	284,210	675,406
Net cash provided by noncapital and related financing activities	391,196	284,210	675,406
Change in cash and cash equivalents	-	-	-
CASH AND CASH EQUIVALENTS:			
Beginning of year	-	-	-
End of year	\$ -	\$ -	\$ -
CASH FLOWS FROM OPERATING ACTIVITIES:			
Operating (loss)	(391,196)	(284,210)	(675,406)
Net cash provided (used) by operating activities	\$ (391,196)	\$ (284,210)	\$ (675,406)

See accompanying Notes to Financial Statements.

City of Union City
Alameda County Transportation Commission – Measure B Funds
Notes to Financial Statements
For the year ended June 30, 2013

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Reporting Entity

All transactions of the Alameda County Transportation Commission – Measure B Funds (Measure B Funds) of the City of Union City, California (City), are included as separate special revenue and enterprise funds in the basic financial statements of the City. Measure B Funds are used to account for the City’s share of revenues earned and expenditures incurred under the City’s paratransit, transit and capital programs. The accompanying financial statements are for Measure B Funds only and are not intended to fairly present the financial position or results of operation of the City.

B. Basis of Accounting

Governmental Fund Financial Statements

The accompanying financial statements of the 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.

Proprietary Fund Financial Statements

The financial statements of the enterprise funds are prepared on the accrual basis of accounting. Revenues are recognized in the period in which they are earned while expenses are recognized in the period in which the liability is incurred.

All proprietary funds are accounted for using the “*economic resources*” measurement focus. Accordingly, all assets and liabilities (whether current or noncurrent) are included on the Statement of Net Position. The Statement of Revenues, Expenses and Changes in Net Position present increases (revenues) and decreases (expenses) in total net position. Operating revenues in the proprietary fund are those revenues that are generated from the primary operations of the fund. All other revenues are reported as non-operating revenues. Operating expenses are those expenses that are essential to the primary operations of the fund. All other expenses are reported as non-operating expenses.

City of Union City
Alameda County Transportation Commission – Measure B Funds
Notes to Financial Statements, Continued
For the year ended June 30, 2013

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

C. Fund Accounting

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

The following funds are used:

Special Revenue Fund – To account for the proceeds of specific revenues (other than for capital projects) that are legally restricted to be expended for specified purposes.

Enterprise Fund – To account for operations that are financed and operated in a manner similar to private business enterprises, where the intent of the governing body is that the costs of providing goods and services to the general public on a continuing basis be recovered through user charges.

D. Fund Balance/Net Position

Fund balances of governmental funds are classified in one of five categories:

Nonspendable Fund Balance- That portion of fund balance that includes amounts that are either 1) not in a spendable form; or 2) legally or contractually required to be maintained intact. Amounts considered “not in a spendable form” include items that are not expected to be converted to cash such as prepaid items and long-term notes receivable.

Restricted Fund Balance – That portion of fund balance that reflects constraints placed on the use of resources (other than nonspendable items) that are either 1) externally imposed by creditors, such as through debt covenants, grantors, contributors or the laws and regulations of other governments; or 2) imposed by law through constitutional provisions or enabling legislation. These restrictions may be effectively changed only with the consent of the resource provider.

Committed Fund Balance – That portion of fund balance that includes amounts that can only be used for specific purposes pursuant to constraints imposed by formal action of the City Council, the City’s government’s highest level decision making authority. In order for funds to be considered committed, an ordinance must be introduced at a City Council meeting describing the proposed action. At the following City Council meeting, a second reading of the ordinance is made and the ordinance is adopted. The ordinance must be published in the City’s official newspaper of publication within 15 days of adoption. Ordinances are then codified in the City’s municipal code. Those funds collected and expended for specific purposes defined in the City’s municipal code report committed fund balances. The established constraints remain binding until City Council takes action to amend the applicable section of municipal code.

City of Union City
Alameda County Transportation Commission – Measure B Funds
Notes to Financial Statements, Continued
For the year ended June 30, 2013

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

D. Fund Balance/Net Position, continued

Assigned Fund Balance – Represents that portion of fund balance that includes amounts that are constrained by the City’s intended use of the resources but are neither restricted nor committed. Such intent needs to be established at the highest level of decision making, or by an official designated for that purpose. The City Council has given the City Manager the authority to assign amounts to be used for specific purposes.

Unassigned Fund Balance – Represents that portion of fund balance that includes amounts that are not contained in any of the other fund balance categories. The General Fund is the only governmental fund that may report a positive amount as unassigned fund balance. For all other governmental funds, only negative balances may be reported as unassigned fund balance.

Net position is classified in the following categories:

Net Investment in Capital Assets – Consists of capital assets net of accumulated depreciation reduced by outstanding debt attributed to the acquisition, construction, or improvement of the assets.

Restricted Net Position – Consists of funds restricted by external creditors, grantors, contributors, laws or regulations of other governments.

Unrestricted Net Position – Consists of any amounts that do meet the definition of net investment in capital assets or restricted net position.

In circumstances when an expenditure is made for a purpose for which amounts are available in multiple fund balance classifications, fund balance is generally depleted in the order of restricted, committed, assigned and then unassigned.

In circumstances when an expense is made for a purpose for which amounts are available in multiple net position classifications, net position is generally depleted in the order of restricted and then unrestricted.

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.

City of Union City
Alameda County Transportation Commission – Measure B Funds
Notes to Financial Statements, Continued
For the year ended June 30, 2013

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

F. Statement of Cash Flows

For purposes of the statement of cash flows, cash equivalents are defined as investments with original maturities of 90 days or less, which are readily convertible to known amounts of cash. The City considers all pooled cash and investments (consisting of cash and investments and restricted cash and investments) held by the City as cash and cash equivalents because the pool is used essentially as a demand deposit account from the standpoint of the funds. The City also considers all non-pooled cash and investments (consisting of cash with fiscal agent and restricted cash and investments held by fiscal agent) as cash and cash equivalents because investments meet the criteria for cash equivalents defined above.

2. MEASURE B FUNDS

Under Measure B, approved by the voters of Alameda County in 1986 (ACTA Old Measure B) and in 2000, (ACTIA 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.

Major projects funded by Measure B were as follows:

Paratransit Program – To help fund ADA (Americans with Disabilities Act) mandated service; to help fund the Union City “Paratransit Plus” program which offers an expanded service area, group trips for seniors and the disabled, as well as urgent medical trips; and to help fund extended weekday service hours.

Mass Transit Program – To help fund the operations of the City’s own bus system, Union City Transit. This system operates daily (except for holidays) and provides local transit service to major destinations within the City. Union City Transit makes connections with other transit systems including BART, AC Transit and the Dumbarton Express.

Streets and Roads Program – To help fund several small projects including the GIS program, paving maintenance and slurry seal, audible pedestrian signals, a new traffic signal and wheelchair ramps.

Bike and Pedestrian Program – To help fund pedestrian and bicycle access around the Union City BART Station area as part of the 11th Street Enhancement/Decoto Road Connector Project. In addition, funds were used towards development of a master bike and pedestrian path plan. Funding for this project was provided from Measure B sales tax and an ACTIA Bike and Pedestrian Path Discretionary grant.

City of Union City
Alameda County Transportation Commission – Measure B Funds
Notes to Financial Statements, Continued
For the year ended June 30, 2013

3. CASH AND INVESTMENTS

Measure B funds are pooled with the City’s cash and investments in order to generate optimum interest income.

The City pools its available cash for investment purposes. The City’s cash and cash equivalents are considered to be cash on hand, demand deposits, and short-term investments with original maturity of three months or less from date of acquisition. Cash and cash equivalents are combined with investments and displayed as Cash and Investments.

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

Cash and Investments \$1,156,360

A. Investments

Under the provisions of the City’s investment policy, and in accordance with California Government Code, the following investments are authorized:

Authorized Investment Type	Maximum Maturity	Minimum Credit Quality	Maximum Percentage of Portfolio
U.S. Agency and U.S. Government	5 years	N/A	No Limit
State of California Obligations	5 years	N/A	No Limit
CA Local Agency Obligations	5 years	N/A	No Limit
Prefunded Municipal Obligations	N/A	AAA	No Limit
Banker Acceptances	365 days	AAA	No Limit
Commercial Paper	270 days	AAAm	No Limit
Negotiable Certificates of Deposit	365 days	AAA	No Limit
Repurchase Agreements	1 year	AAA	No Limit
Money Market Mutual Funds	N/A	AAAm	No Limit
Collateralized Bank Deposits	5 years	None	No Limit
Mortgage Pass-Through Securities	5 years	AA	20%
Time Deposits	365 days	AAA	No Limit
Guaranteed Investment Contracts	N/A	AA	No Limit
California Local Agency Investment Fund	N/A	N/A	No Limit

City of Union City
Alameda County Transportation Commission – Measure B Funds
Notes to Financial Statements, Continued
For the year ended June 30, 2013

3. CASH AND INVESTMENTS, Continued

In accordance with GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*, investments were stated at fair value using the aggregate method in all funds and component units. The City's investments are carried at fair market value as required by generally accepted accounting principles. The City accounts for all changes in fair value that occurred during the year and are reflected in the fund balance for the fiscal year. These investment value changes are unrealized since the City's policy is to hold and buy investments until maturity dates.

B. Risk Disclosures

Interest Risk: Interest rate risk is the market value fluctuation due to overall changes in the interest rates. It is mitigated by limiting the average maturity of the City's portfolio not to exceed five years.

Credit Risk. The risk of loss of value of an investment due to a downgrade of its rating or the failure or impairment of its issuer. It is the City's policy to limit its investments in these investment types to the top rating issued by nationally recognized statistical rating organizations (NRSROs), including raters Standard & Poor's and Moody's Investor's Service.

Custodial Credit Risk: For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the City will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. None of the City's investments were subject to custodial credit risk.

B. Local Agency Investment Fund

The City is a voluntary participant in the Local Agency Investment Fund (LAIF) that is regulated by California Government Code Section 16429 under the oversight of the Treasurer of the State of California. The balance is available for withdrawal on demand. The City's investments with LAIF at June 30, 2012, include a portion of the pool funds invested in Structured Notes and Asset-Backed Securities. These investments include the following:

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 Collateralized Mortgage Obligations) or credit card receivables.

As of June 30 2013, the City invested in LAIF, which had invested 1.96% of the pool investment funds in Structured Notes and Asset-Backed Securities. The City reports its investment in LAIF at amortized cost, which approximates the fair value. (The fair value factor of LAIF is 1.000273207.)

City of Union City
Alameda County Transportation Commission – Measure B Funds
Notes to Financial Statements, Continued
For the year ended June 30, 2013

4. TAXES RECEIVABLES

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

5. COMMITMENTS AND CONTINGENCIES

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

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SUPPLEMENTARY INFORMATION

City of Union City
Alameda County Transportation Commission – Measure B Funds
Supplementary Information
For the year ended June 30, 2013

1. BUDGETARY BASIS OF ACCOUNTING

A. Budgetary Control and Budgetary Accounting

The City Council adopts a two-year operating budget for the General Fund, Special Revenue funds and Debt Service funds. Each year the operating budget is effective July 1 and lapses the following June 30. Budgets are adopted on a basis consistent with generally accepted accounting principles. The budget is controlled at the department level in the General Fund and at the fund level for all other funds. The City's five-year capital improvement plan serves as the basis for the capital project budgets. Appropriations for Capital Project Funds are approved at the same time operating budgets are adopted. These appropriations are made in the fiscal year the capital project is scheduled to commence and are effective for the life of the project. Amendments to capital budgets may be approved by Council at any time during the project's life. As a result, budget to actual schedules are not presented.

The City Council may amend the budget by resolution during the fiscal year. The City Manager is authorized to transfer budgeted amounts between departments within any fund; however, any revisions which alter the total appropriations of any fund must be approved by the City Council. Transfers between funds must be approved by the City Council. There were certain amendments made to the budget during the year for changes in employee compensation plans and to address variances between the original budget and actual activities. These adjustments are reflected in the final budget information presented in the comparison schedules.

Under encumbrance accounting, purchase orders, contracts and other commitments for the expenditures of monies are recorded in order to reserve that portion of the applicable appropriation. Encumbrance accounting is employed as an extension of the formal budgetary process. Encumbrances outstanding at year-end are carried forward into the following fiscal year.

City of Union City
Alameda County Transportation Commission - Measure B Funds
ACTIA Streets & Roads Special Revenue Fund
Budgetary Comparison Schedule
For the year ended June 30, 2013

	Budgeted Amounts		Actual Amounts	Variance with Final Budget Favorable (Unfavorable)
	Original	Final		
REVENUES:				
Taxes and special assessments	\$ 564,000	\$ 606,122	\$ 655,288	\$ 49,166
Intergovernmental	-	-	11,306	11,306
Investment income	39,700	4,000	5,118	1,118
Total revenues	\$ 603,700	\$ 610,122	\$ 671,712	\$ 61,590
EXPENDITURES:				
Planning and public works	-	18,474	27,203	(8,729)
Capital outlay	1,866,951	2,689,690	1,095,046	1,594,644
Total expenditures	\$ 1,866,951	\$ 2,708,164	\$ 1,122,249	\$ 1,585,915
NET CHANGE IN FUND BALANCE	\$ (1,263,251)	\$ (2,098,042)	(450,537)	\$ 1,647,505
FUND BALANCES:				
Beginning of year			1,300,284	
End of year			\$ 849,747	

City of Union City
Alameda County Transportation Commission - Measure B Funds
ACTIA Bike & Pedestrian Paths Special Revenue Fund
Budgetary Comparison Schedule
For the year ended June 30, 2013

	Budgeted Amounts		Actual Amounts	Variance with Final Budget Favorable (Unfavorable)
	Original	Final		
REVENUES:				
Taxes and special assessments	\$ 100,000	\$ 184,020	\$ 198,947	\$ 14,927
Investment income	10,000	10,000	2,832	(7,168)
Total revenues	\$ 110,000	\$ 194,020	\$ 201,779	\$ 7,759
EXPENDITURES:				
Capital outlay	212,827	1,111,981	\$ 815,782	\$ 296,199
Total expenditures	\$ 212,827	\$ 1,111,981	\$ 815,782	\$ 296,199
NET CHANGE IN FUND BALANCE	\$ (102,827)	\$ (917,961)	(614,003)	\$ 303,958
FUND BALANCES:				
Beginning of year			<u>976,835</u>	
End of year			<u>\$ 362,832</u>	



**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 Union City
Union City, California

We have audited, in accordance with the 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 (Measure B Funds) of the City of Union City, California (City), as of and for the year ended June 30, 2013, and the related notes to the financial statements, and have issued our report thereon dated December 23, 2013.

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 in relation to Measure B Funds (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 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 consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

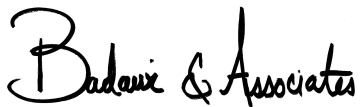
Honorable Mayor and Members of City Council
of the City of Union City
Union City, California
Page Two

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the City's Measure B Funds' 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.



Badawi & Associates
Certified Public Accountants
Oakland, California
December 23, 2013



INDEPENDENT AUDITORS' REPORT ON MEASURE B COMPLIANCE

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

Report on Compliance

We have audited the City of Union City, California (City)'s compliance with the types of compliance requirements described in the agreement between the City and Alameda County Transportation Commission applicable to Measure B 2000, that could have a direct and material effect on the City's Measure B Funds, for the year ended June 30, 2013.

Management's Responsibility

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

Auditor's Responsibility

Our responsibility is to express an opinion on 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 agreement between the City and Alameda County Transportation Commission applicable to Measure B 2000. Those standards and the agreement require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on the Measure B Funds. 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 for Measure B Funds. However, our audit does not provide a legal determination of the City's compliance.

Opinion on Measure B Funds

In our opinion, the City complied, in all material respects, with the types of compliance requirements related to the agreement between the City and Alameda County Transportation Commission applicable to Measure B 2000 for the year ended June 30, 2013.

Other Matter

Under Measure B, approved by the voters of Alameda County in 2000, the City has received under Alameda County Transportation Commission Measure B a total of 12 months of revenue from July 2012 through June 2013. The Local Street and Roads program has received \$655,288, the Bike and Pedestrian program has received \$198, 947, the Mass Transit program has received \$391,196, and the Paratransit program has received \$284,210. These financial statements reflect twelve months of revenue for the Local Streets and Roads, the Bike and Pedestrian, the Mass Transit, and the Paratransit programs.

Report on Internal Control Over Compliance

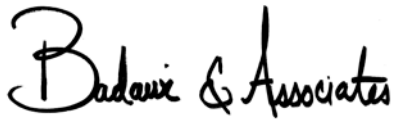
Management of City is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the City's internal control over compliance to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of City's internal control over compliance.

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

Our consideration of internal control over compliance 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 compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

To the Honorable Mayor and Members of City Council
of the City of Union City
Union City, California
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The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of agreement between the City and Alameda County Transportation Commission applicable to Measure B 2000. Accordingly, this report is not suitable for any other purpose.

A handwritten signature in black ink that reads "Badawi & Associates". The signature is written in a cursive, flowing style.

Badawi & Associates
Certified Public Accountants
San Francisco, California
December 23, 2013