

CITY OF FREMONT

Alameda County Transportation Commission -
Measure B Funds

Independent Auditor's Reports,
Financial Statements,
and Independent Accountant's Report

For the Year Ended June 30, 2013

CITY OF FREMONT
Alameda County Transportation Commission -
Measure B Funds
For the Year Ended June 30, 2013

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Independent Auditor's Report

Honorable Mayor and Members
of the City Council
City of Fremont, California

Report on the Financial Statements

We have audited the accompanying financial statements of the Alameda County Transportation Commission – Measure B Funds (Funds) of the City of Fremont, California (City), as of and for the year ended June 30, 2013, and the related notes to the financial statements, which collectively comprise the Funds' 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 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 an opinion on these financial statements based on our audit. We conducted our audit 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. 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 financial position of the Funds 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.

Emphasis of a Matter

As discussed in Note 2 to the financial statements, the financial statements present only the Funds and do not purport to, and do not, present fairly the financial position 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

Required Supplementary Information

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the financial statements. Such missing information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. Our opinion on the financial statements is not affected by this missing information.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 13, 2013, on our consideration of the City's internal control over financial reporting related to the 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 the 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 related to the Funds and compliance.

Macias Gini & Connell LLP

Walnut Creek, California
December 13, 2013

CITY OF FREMONT
Alameda County Transportation Commission - Measure B Funds
Combining Balance Sheet
June 30, 2013

	Special Revenue Fund	Capital Project Funds		Total
	ACTC Measure B Paratransit	ACTC-2000 Streets & Roads	ACTC-2000 Bike & Pedestrian	
Assets				
Cash and investments	\$ 21,088	\$ 1,503,573	\$ 1,666,038	\$ 3,190,699
Accounts receivable:				
Measure B sales taxes	198,633	526,349	156,428	881,410
Others	222,044	-	27,619	249,663
Total assets	<u>\$ 441,765</u>	<u>\$ 2,029,922</u>	<u>\$ 1,850,085</u>	<u>\$ 4,321,772</u>
Liabilities and Fund Balances				
Liabilities:				
Accounts payable and other accrued liabilities	\$ 59,573	\$ 2,958	\$ 65,237	\$ 127,768
Deferred revenue	132,428	-	27,619	160,047
Total liabilities	<u>192,001</u>	<u>2,958</u>	<u>92,856</u>	<u>287,815</u>
Fund Balances:				
Restricted for:				
Social services programs	249,764	-	-	249,764
Street improvements	-	2,026,964	1,757,229	3,784,193
Total fund balances	<u>249,764</u>	<u>2,026,964</u>	<u>1,757,229</u>	<u>4,033,957</u>
Total liabilities and fund balances	<u>\$ 441,765</u>	<u>\$ 2,029,922</u>	<u>\$ 1,850,085</u>	<u>\$ 4,321,772</u>

See accompanying Notes to Financial Statements.

CITY OF FREMONT

Alameda County Transportation Commission - Measure B Funds
 Combining Statement of Revenues, Expenditures, and Changes in Fund Balances
 For the Year Ended June 30, 2013

	Special			Total
	Revenue Fund	Capital Project Funds		
	ACTC Measure B Paratransit	ACTC-2000 Streets & Roads	ACTC-2000 Bike & Pedestrian	
Revenues				
Measure B sales tax	\$ 778,478	\$ 2,062,855	\$ 613,067	\$ 3,454,400
Grants	89,616	-	-	89,616
Investment earnings	3,008	17,748	19,908	40,664
Total revenues	<u>871,102</u>	<u>2,080,603</u>	<u>632,975</u>	<u>3,584,680</u>
Expenditures				
Human Services - social services programs	866,139	-	27,619	893,758
Capital assets maintenance and operation - street improvements	-	2,479,301	978,641	3,457,942
Total expenditures	<u>866,139</u>	<u>2,479,301</u>	<u>1,006,260</u>	<u>4,351,700</u>
Net change in fund balance	4,963	(398,698)	(373,285)	(767,020)
Fund balance - beginning	244,801	2,425,662	2,130,514	4,800,977
Fund balance - ending	<u>\$ 249,764</u>	<u>\$ 2,026,964</u>	<u>\$ 1,757,229</u>	<u>\$ 4,033,957</u>

See accompanying Notes to Financial Statements.

CITY OF FREMONT
Alameda County Transportation Commission -
Measure B Funds
Notes to Financial Statements
For the Year Ended June 30, 2013

NOTE 1 – DESCRIPTION OF REPORTING ENTITY

Under Measure B approved by the voters of Alameda County in 2000, the City of Fremont (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.

The accompanying financial statements are prepared from the accounts and financial transactions of the City for the Alameda County Transportation Commission – Measure B Funds (Funds). The Funds are used to account for the City’s share of revenues earned and expenditures incurred under the City’s paratransit program and for capital projects.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) *Basis of Presentation*

The Measure B Funds have been accounted for in a special revenue fund and two capital project funds, which are governmental fund types and are included in the City’s basic financial statements as nonmajor governmental funds. Special revenue funds are used to account for proceeds of specific revenues (other than for capital projects) that are legally restricted to be expended for specified purposes (specifically, the paratransit program). Capital projects funds are used to account for financial resources (e.g., sales tax, grants, and investment income) that are restricted, committed, or assigned to expenditures for capital outlays and activities.

The financial statements do not purport to, and do not, present the financial position or changes in financial position of the City. The projects represent a portion of the activities of the City and, as such, are included in the City’s basic financial statements.

(b) *Basis of Accounting*

The accompanying financial statements have been prepared on the modified accrual basis of accounting. Under the modified accrual basis of accounting, expenditures are recorded when the related governmental fund liabilities are incurred. Revenues, including sales taxes, grants, and investment earnings, are recognized when they become measurable and available (generally received within 90 days after year-end).

(c) *Fund Balance*

The City established a policy on Governmental Fund Balance Financial Reporting to provide necessary clarification on the terminology used in the fund balance classifications and assist with adhering to the requirements of Governmental Accounting Standards Board (GASB) Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*. GASB Statement No. 54 outlines the requirement to report the fund balance for governmental funds in specific classifications (nonspendable, restricted, committed, assigned and unassigned), which create a hierarchy primarily based on the

CITY OF FREMONT
Alameda County Transportation Commission -
Measure B Funds
Notes to Financial Statements
For the Year Ended June 30, 2013

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

extent to which the City is bound to the constraints on the specific purposes for which funds can be spent. The Funds only receive restricted revenues and have restricted fund balance at June 30, 2013. Restricted fund balance represents amounts that can be spent only for the specific purposes stipulated by external resource providers, constitutionally or through enabling legislation. Restrictions may effectively be changed or lifted only with the consent of resource providers.

(d) Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

NOTE 3 - CASH AND INVESTMENTS

Cash and investments represent the Funds' share of the City Treasury's pool. All of the Funds' cash and investments are deposited in the City Treasury's pool as described in the City's *Comprehensive Annual Financial Report*, which can be obtained from the City's Department of Finance. Investments in the pool are made in accordance with the City's investment policy as approved by the City Council. Investments are stated at fair value in accordance with Governmental Accounting Standards Board Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Pools*. However, the value of the pool shares in the City Treasury's pool that may be withdrawn is determined on an amortized cost basis, which is different from the fair value of the Funds' position in the pool. Interest earned from time deposits and investments is allocated monthly to the Funds based on its average daily cash balance. At June 30, 2013, the City Treasury's pool has a weighted average to maturity of 634 days and is unrated.

NOTE 4 – PROJECTS

Major projects funded by Measure B Funds are as follows:

Paratransit Program – Provide transit services for the elderly and the handicapped.

Citywide Street Overlays – Apply asphalt overlay on selected streets throughout the City.

Congestion Management Program – Update City's traffic model; implement the Traffic Demand Management programs; and establish the Priority Development Area.

Deep Creek Pedestrian Improvement – Intersection improvements including construction of new curb ramps and bulb-outs; raise crosswalks, striping and signing.

East Warren Avenue Sidewalk – Construction of new sidewalk totaled to 1,100 feet.

**Independent Auditor’s 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***

Honorable Mayor and Members
of the City Council
City of Fremont, 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 (Funds) of the City of Fremont, California (City), as of and for the year ended June 30, 2013, and the related notes to the financial statements, which collectively comprise the Funds’ financial statements, and have issued our report thereon dated December 13, 2013. Our report includes paragraphs describing the basis of presentation and the omission of the management’s discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the financial statements.

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 related to the Funds (internal control) 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 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.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the 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.

Macias Gini & Cannelo LLP

Walnut Creek, California
December 13, 2013

**Independent Accountant's Report on Compliance with
the Agreement Between the City of Fremont and the
Alameda County Transportation Commission Applicable to the Measure B 2000 Funds**

Honorable Mayor and Members
of the City Council
City of Fremont, California

We have examined the City of Fremont's (City) compliance with the types of compliance requirements described in the Agreement between the City and the Alameda County Transportation Commission applicable to the Measure B 2000 Funds (Agreement), for the year ended June 30, 2013. Management is responsible for the City's compliance with those requirements. Our responsibility is to express an opinion on the City's compliance based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included 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 examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on the City's compliance with specified requirements.

In our opinion, the City complied, in all material respects, with the aforementioned requirements that are applicable to the Measure B 2000 Funds as specified in the Agreement for the year ended June 30, 2013.

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

Macias Gini & Cannelo LLP

Walnut Creek, California
December 13, 2013