

**City of
Berkeley**
Alameda County
**Transportation Commission -
Measure B Funds**
Berkeley, California

*Financial Statements and
Independent Auditors' Reports*

For the year ended June 30, 2013

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City of Berkeley
Alameda County Transportation Commission – Measure B Funds

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INDEPENDENT AUDITORS' REPORT

To the Honorable Mayor and Members of City Council
of the City of Berkeley
Berkeley, 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 Berkeley, 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 Berkeley
Berkeley, California
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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 position of the City, as of June 30, 2013, and the changes in its financial position, for the year then ended in conformity with accounting principles generally accepted in the United States of America.


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 20, 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 and Associates
Certified Public Accountants
Oakland, California
December 20, 2013

City of Berkeley
Alameda County Transportation Commission- Measure B Funds
Combining Balance Sheet
June 30, 2013

	Special Revenue Funds			Total
	ACTC Streets and Roads	ACTC Bike and Pedestrian	ACTC Paratransit	
ASSETS				
Cash and investments	\$ 939,558	\$ 395,342	\$ 130,749	\$ 1,465,649
Taxes receivable	249,272	30,099	23,048	302,419
Other receivable	672	-	-	672
Total assets	\$ 1,189,502	\$ 425,441	\$ 153,797	\$ 1,768,740
LIABILITIES, DEFERRED INFLOW OF RESOURCES AND FUND BALANCES				
Liabilities:				
Accounts payable	\$ 163,808	\$ -	\$ 15,319	\$ 179,127
Accrued salaries and fringe	34,070	4,118	2,081	40,269
Total liabilities	197,878	4,118	17,400	219,396
Deferred Inflows of Resources:				
Unavailable revenues	672	-	-	672
Total Deferred Inflows of Resources	672	-	-	672
Fund Balances:				
Restricted for:				
Highway and streets	990,952	421,323	-	1,412,275
Transportation	-	-	136,397	136,397
Total fund balances	990,952	421,323	136,397	1,548,672
Total liabilities, deferred inflows of resources and fund balances	\$ 1,189,502	\$ 425,441	\$ 153,797	\$ 1,768,740

See accompanying Notes to Financial Statements.

City of Berkeley
Alameda County Transportation Commission- Measure B Funds
Combining Statement of Revenues, Expenditures and Changes in Fund Balances
June 30, 2013

	Special Revenue Funds			Total
	ACTC Streets and Roads	ACTC Bike and Pedestrian	ACTC Paratransit	
REVENUES:				
Measure B sales taxes	\$ 2,677,911	\$ 323,348	\$ 247,601	\$ 3,248,860
Grant revenue	-	-	-	-
Interest income	1,980	761	140	2,881
Total Revenues	2,679,891	324,109	247,741	3,251,741
EXPENDITURES:				
General government	\$ 83,799	\$ 40,343	\$ -	\$ 124,142
Highway and streets	3,495,751	365,733	-	3,861,484
Transportation	-	-	189,599	189,599
Total Expenditures	3,579,550	406,076	189,599	4,175,225
REVENUES OVER (UNDER)				
EXPENDITURES	(899,659)	(81,967)	58,142	(923,484)
FUND BALANCES:				
Beginning of year	1,890,611	503,290	78,255	2,472,156
End of year	\$ 990,952	\$ 421,323	\$ 136,397	\$ 1,548,672

See accompanying Notes to Financial Statements.

City of Berkeley
Alameda County Transportation Commission – Measure B Funds
Notes to the 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 Berkeley, California (City), are included as separate special revenue 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 and capital programs. The accompanying financial statements are for Measure B Funds only and are not intended to fairly present the financial position of the City.

B. Basis of Accounting

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current periods. For this purpose, revenues are considered to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting.

Sales taxes and interest associated with the current fiscal period are all considered to be susceptible to accrual and so have been recognized as revenues of the current fiscal period. Revenues for expenditure driven grants are recognized when the qualifying expenditures are incurred.

C. Fund Accounting

The operations of the Measure B Funds are accounted for in three separate special revenue funds, ACTIA Streets and Roads, ACTIA Bike and Pedestrian, and ACTIA Paratransit. The funds are separate accounting entities with a set of self-balancing accounts which comprise their assets, liabilities, fund equity, revenues, and expenditures.

D. Fund Balance

When both restricted and unrestricted resources are available for use, it is the City’s policy to use restricted resources first, then use unrestricted resources as needed.

When expenditures are incurred for purposes where only unrestricted fund balances are available, the City uses the unrestricted resources in the following order: committed, assigned, and unassigned.

City of Berkeley
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

E. Cash and Investments

Cash and Investments of the Measure B Special Revenue Funds are pooled with other funds of the City. The City pools cash resources from all funds in order to facilitate and maximize the management of cash. The balance in the pooled cash account is available to meet current operating requirements. Cash in excess of current requirements is invested in various interest-bearing accounts and other investments for varying terms.

In accordance with GASB Statement No. 40, Deposit and Investment Disclosures (Amendment of GASB No. 3), certain disclosure requirements for Deposits and Investment Risks were made in the following areas:

- Interest Rate Risk
- Credit Risk
 - Overall
 - Custodial Credit Risk
 - Concentrations of Credit Risk

In accordance with GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*, All investments are stated at fair value. Market value is used as fair value for those securities for which market quotations are readily available. Interest earned on investments is allocated to all funds on the basis of daily cash and investment balances.

F. Receivables

Receivables include amounts due from other governments. Receivables are recorded and revenues are recognized as earned or as specific program expenditures are incurred.

G. Deferred Inflows of Resources

Deferred inflows of resources arise when potential revenues do not meet both the “measurable” and “available” criteria for recognition in the current period. Deferred inflows of resources also arise when the government receives resources before it has a legal claim to them, as when grant monies are received prior to incurring qualifying expenditures.

H. 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 Berkeley
Alameda County Transportation Commission – Measure B Funds
Notes to the Financial Statements
For the year ended June 30, 2013

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.

3. CASH AND INVESTMENTS

Measure B Funds' cash and investments are part of the City's pooled cash and investments. 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. The pool consists of U.S. Agency Securities, Medium Term Notes, Money Market Funds and Guaranteed Investment Contracts. The Measure B Funds' share of the pool is \$1,465,649.

A. Investments

The table below identifies the investment types that are authorized for the City of Berkeley's pooled investment policies.

Authorized Investment Type	Maximum Maturity	Maximum Percentage/Dollar of Portfolio	Maximum Investment in one issuer
Local Agency bonds	5 years	5%	N/A
U.S. Treasury Securities	5 years	25%	N/A
U.S. Agency Securities	5 years	100%	N/A
Banker's Acceptances	180 days	40%	30%
Commercial Paper	180 days	25%	\$5M or 2%
Negotiable Certificates of Deposit	5 years	30%	N/A
Repurchase Agreements	1 year	10%	N/A
Medium-Term Notes	5 years	30%	N/A
Guaranteed Investment Contracts	5 years	25%	N/A
Money Market funds	N/A	100%	N/A
Mortgage pass-Through Securities	5 years	20%	N/A
County Pooled Investment Funds	N/A	N/A	N/A
JPA Pools (other investment pools)	N/A	N/A	N/A

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.

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

3. CASH AND INVESTMENTS, Continued

B. Risk Disclosure

Interest Risk – Interest rate risk is that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, there is the greater the sensitivity of its fair value to changes in market interest rates. One of the way that the City manages its exposures to interest rate risk is by purchasing a combination of shorter term and longer term investments and by timing cash flows from maturities so that a portion of the portfolio is maturing or coming close to maturity evenly over time as necessary to provide the cash flow and liquidity needed for operations. The City has the intention to hold all investments to maturity. The average maturity of the City’s pooled investments governed by the Investment Policies was approximately 29.16 months as of June 30, 2013.

Credit Risk – 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. The City requires the issuer to have the highest rating from two nationally recognized rating agencies. Purchases of corporate notes shall be limited to securities rated “A” or higher by Moody’s and “A” or higher by Stand and Poor’s. The U.S. Agency Securities and Medium Term Notes in the pool are rated AAA and A/AA, respectively. The Money Market Funds and Guaranteed Investment Contracts are not rated.

Concentration of Credit Risk- The investment policies of the City contain no limitation on the amount that can be invested in any one issuer beyond that stipulated by the California Government Code.

Custodial Credit Risk – The custodial credit risk for an investment 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. All of the City’s investments except money market mutual funds and guaranteed investment contracts are subject to custodial risk.

4. COMMITMENTS AND CONTINGENCIES

The Measure B Special Revenue Funds have received grant funds for specific purposes that are subject to review by the grantor agencies. These programs are subject to further audit by the grantor agencies and upon further examination by the grantors, certain costs could be disallowed. The City expects that such amounts if any to be immaterial.

SUPPLEMENTARY INFORMATION

City of Berkeley
Alameda County Transportation Commission- Measure B Funds
Schedule of Revenues, Expenditures and Changes in Fund Balances- Budget and Actual
June 30, 2013

	ACTC Streets and Roads			Variance with
	Original Budget	Final Budget	Actual	Final Budget
	Amount	Amount	Amounts	Positive/ (Negative)
REVENUES:				
Measure B sales taxes	\$ 2,414,131	\$ 2,476,992	\$ 2,835,445	\$ 358,453
Interest income	-	-	1,980	1,980
Total Revenues	2,414,131	2,476,992	2,837,425	360,433
EXPENDITURES:				
Operating Expenditures	\$ 2,738,154	\$ 3,766,190	\$ 3,562,346	\$ 203,844
Total Expenditures	2,738,154	3,766,190	3,562,346	203,844
REVENUES OVER (UNDER)				
EXPENDITURES	(324,023)	(1,289,198)	(724,921)	564,277
FUND BALANCES:				
Beginning of year			1,890,611	
End of year			\$ 1,165,690	
Explanation of differences between budgetary basis to modified accrual basis:				
Net change in fund balances - budgetary basis to modified accrual basis:				\$ (724,921)
Receivable accrual				\$ (157,534)
Accounts Payable Accrual				\$ (17,204)
Net change in fund balances - GAAP basis				\$ (899,659)

See accompanying Notes to Supplementary Information

City of Berkeley
Alameda County Transportation Commission- Measure B Funds
Schedule of Revenues, Expenditures and Changes in Fund Balances- Budget and Actual
June 30, 2013

	ACTC Bike and Pedestrian			Variance with Final Budget Positive/ (Negative)
	Original Budget Amount	Final Budget Amount	Actual Amount	
REVENUES:				
Measure B sales taxes	\$ 290,983	\$ 299,088	\$ 342,283	\$ 43,195
Grant revenue	-	-	-	-
Interest income	-	-	761	761
Total Revenues	290,983	299,088	343,044	43,956
EXPENDITURES:				
Operating Expenditures	\$ 456,577	\$ 657,111	\$ 406,076	\$ 251,035
Total Expenditures	456,577	657,111	406,076	251,035
REVENUES OVER (UNDER) EXPENDITURES	(165,594)	(358,023)	(63,032)	294,991
FUND BALANCES:				
Beginning of year			503,290	
End of year			\$ 440,258	
Explanation of differences between budgetary basis to modified accrual basis:				
Net change in fund balances - budgetary basis to modified accrual basis:				\$ (63,032)
Receivable accrual				\$ (18,935)
Net change in fund balances - GAAP basis				\$ (81,967)

See accompanying Notes to Supplementary Information

City of Berkeley
Alameda County Transportation Commission- Measure B Funds
Schedule of Revenues, Expenditures and Changes in Fund Balances- Budget and Actual
June 30, 2013

	ACTC Paratransit			Variance with Final Budget Positive/ (Negative)
	Original Budget Amount	Final Budget Amount	Actual Amount Paratransit	
REVENUES:				
Measure B sales taxes	\$ 224,009	\$ 224,009	\$ 254,482	\$ 30,473
Grant revenue	-	-	-	-
Interest income	-	-	140	140
Total Revenues	224,009	224,009	254,622	30,613
EXPENDITURES:				
Operating Expenditures	\$ 224,007	\$ 260,188	\$ 189,599	\$ 70,589
Total Expenditures	224,007	260,188	189,599	70,589
REVENUES OVER (UNDER)				
EXPENDITURES	2	(36,179)	65,023	101,202
FUND BALANCES:				
Beginning of year			78,255	
End of year			\$ 143,278	
Explanation of differences between budgetary basis to modified accrual basis:				
Net change in fund balances - budgetary basis to modified accrual basis:				\$ 65,023
Receivable accrual				\$ (6,881)
Net change in fund balances - GAAP basis				\$ 58,142

See accompanying Notes to Supplementary Information

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

1. BUDGETARY BASIS OF ACCOUNTING

A. Budgetary Control and Budgetary Accounting

Prior to June 1, the City Manager submits to the City Council a proposed operating budget for the upcoming fiscal year. The proposed budget includes a summary of proposed expenditures and forecasted revenues of the City's special revenue funds.

The City Council adopts the budget prior to July 1 of each fiscal year. The annual budget indicates appropriations by fund. The Council may adopt supplemental appropriations during the year. Any unused funds are re-appropriated to the following fiscal year until the project is completed. The budget is adopted on a modified cash basis, which is not consistent with generally accepted accounting principles (GAAP).

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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 Berkeley
Berkeley, 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 Berkeley, 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 20, 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.

To the Honorable Mayor and Members of City Council
of the City of Berkeley
Berkeley, California
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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.

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

Badawi and Associates
Certified Public Accountants
Oakland, California
December 20, 2013



INDEPENDENT AUDITORS' REPORT ON MEASURE B COMPLIANCE

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

Report on Compliance

We have audited the City of Berkeley, 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 a total of 12 months of revenue from July 2012 through June 2013. The Local Street and Roads program has received \$2,677,911, the Bike and Pedestrian program has received \$323,348, and the Paratransit program has received \$247,601. These financial statements reflect twelve months of revenue for the Local Streets and Roads, the Bike and Pedestrian, and the Paratransit programs.

Report on Internal Control Over Compliance

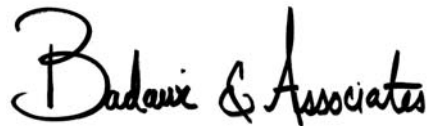
Management of City is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the City's internal control over compliance to determine the auditing 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 Berkeley
Berkeley, California
Page 3

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 and Associates
Certified Public Accountants
Oakland, California
December 20, 2013