

City of Pleasanton

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

**Financial Statements and
Independent Auditor's Reports**

For the year ended June 30, 2012

CITY OF PLEASANTON

**ALAMEDA COUNTY TRANSPORTATION COMMISSION -
MEASURE B FUNDS
FOR THE YEAR ENDED JUNE 30, 2012**

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

VALUE THE DIFFERENCE

INDEPENDENT AUDITOR’S REPORT

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

We have audited the accompanying basic financial statements of the Alameda County Transportation Commission – Measure B Funds (the Program) of the City of Pleasanton, California (City), as of and for the year ended June 30, 2012. These financial statements are the responsibility of the City’s management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As discussed in Note 1, the financial statements of the Alameda County Transportation Commission - Measure B Funds are intended to present the financial position and changes in financial position of only that portion of the City of Pleasanton, California, that is attributable to Program. They do not purport to, and do not, present fairly the financial position of the City as of June 30, 2012 and changes in its financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Program of the City as of June 30, 2012, and the respective changes in financial position and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated December 21, 2012, on our consideration of the City’s internal control over financial reporting of the Program and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Vavrinek, Trine, Day & Co., LLP.
Pleasanton, California
December 21, 2012

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

**COMBINED BALANCE SHEET
JUNE 30, 2012**

| | <u>Special Revenue Funds</u> | | |
|-------------------------------------|----------------------------------------------------|----------------------------------------------------------|---------------------|
| | Measure B Local Streets and Roads Program | Measure B Bicycle and Pedestrian Safety Program | Total |
| ASSETS | | | |
| Cash and investments | \$ 1,092,244 | \$ 1,239,158 | \$ 2,331,402 |
| Receivables: | | | |
| Taxes | 108,993 | 30,612 | 139,605 |
| Interest | 2,796 | 3,132 | 5,928 |
| Total assets | <u>\$ 1,204,033</u> | <u>\$ 1,272,902</u> | <u>\$ 2,476,935</u> |
| LIABILITIES AND FUND BALANCE | | | |
| Liabilities: | | | |
| Accounts payable | <u>\$ 74,617</u> | <u>\$ 44,263</u> | <u>\$ 118,880</u> |
| Total liabilities | <u>74,617</u> | <u>44,263</u> | <u>118,880</u> |
| Fund Balances: | | | |
| Restricted | <u>1,129,416</u> | <u>1,228,639</u> | <u>2,358,055</u> |
| Total fund balances | <u>1,129,416</u> | <u>1,228,639</u> | <u>2,358,055</u> |
| Total liabilities and fund balances | <u>\$ 1,204,033</u> | <u>\$ 1,272,902</u> | <u>\$ 2,476,935</u> |

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

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

**COMBINED STATEMENT OF REVENUES, EXPENDITURES AND CHANGES
IN FUND BALANCES
FOR THE YEAR ENDED JUNE 30, 2012**

| | Special Revenue Funds | | Total |
|-------------------------------------------|------------------------------------|---------------------------------------------|---------------------|
| | Measure B | Measure B | |
| | Local Streets and Roads Program | Bicycle and Pedestrian Safety Program | |
| REVENUES: | | | |
| Use of money and property | \$ 8,929 | \$ 10,515 | \$ 19,444 |
| Taxes other than property | 667,979 | 187,611 | 855,590 |
| Total revenues | <u>676,908</u> | <u>198,126</u> | <u>875,034</u> |
| EXPENDITURES: | | | |
| Current: | | | |
| Operations Services | 32,518 | - | 32,518 |
| Capital Outlay | 567,085 | 45,690 | 612,775 |
| Total operating expenditures | <u>599,603</u> | <u>45,690</u> | <u>645,293</u> |
| REVENUES OVER/(UNDER) EXPENDITURES | <u>77,305</u> | <u>152,436</u> | <u>229,741</u> |
| FUND BALANCES: | | | |
| Beginning of year | <u>1,052,111</u> | <u>1,076,203</u> | <u>2,128,314</u> |
| End of year | <u>\$ 1,129,416</u> | <u>\$ 1,228,639</u> | <u>\$ 2,358,055</u> |

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

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

**STATEMENT OF NET ASSETS
JUNE 30, 2012**

| | <u>Enterprise Fund</u> |
|-------------------------------------------------|------------------------|
| | <u>Transit</u> |
| ASSETS | |
| Current assets: | |
| Accounts receivable | \$ 64,756 |
| Total current assets | <u>64,756</u> |
| Noncurrent assets: | |
| Capital assets, net of depreciation | 146,402 |
| Total noncurrent assets | <u>146,402</u> |
| Total assets | <u>211,158</u> |
| LIABILITIES | |
| Current liabilities: | |
| Accounts payable | 346 |
| Payroll payable | 7,042 |
| Deferred revenue | 982 |
| Due to other funds | 56,386 |
| Total current liabilities | <u>64,756</u> |
| NET ASSETS | |
| Invested in capital assets, net of related debt | 146,402 |
| Total net assets | <u>\$ 146,402</u> |

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

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

**STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
FOR THE YEAR ENDED JUNE 30, 2012**

| | <u>Enterprise Fund</u> |
|----------------------------------------------|------------------------|
| | <u>Transit</u> |
| OPERATING REVENUES: | |
| Fare box revenue | \$ 36,393 |
| Total operating revenues | <u>36,393</u> |
| OPERATING EXPENSES: | |
| Personnel services: | |
| Salaries | 363,226 |
| Fringe benefits | 181,585 |
| Transportation | 60,332 |
| Repairs and maintenance | 4,095 |
| Materials, supplies and services | 7,597 |
| Depreciation | 64,067 |
| Total operating expenses | <u>680,902</u> |
| Operating loss | <u>(644,509)</u> |
| NONOPERATING REVENUES: | |
| Program contributions - City of Pleasanton | 330,416 |
| Metropolitan Transportation Commission grant | 51,445 |
| Measure B Paratransit Gap grant | 112,127 |
| Measure B Paratransit pass-through funds | 86,454 |
| Total nonoperating revenues | <u>580,442</u> |
| Change in net assets | <u>(64,067)</u> |
| NET ASSETS: | |
| Beginning of year | 210,469 |
| End of year | <u>\$ 146,402</u> |

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

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

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2012**

| | <u>Enterprise Fund</u> |
|-----------------------------------------------------------------------------------------------|------------------------|
| | <u>Transit</u> |
| CASH FLOWS FROM OPERATING ACTIVITIES: | |
| Receipt from customers | \$ 50,523 |
| Payments to employees | (556,716) |
| Payments to suppliers and vendors | (74,249) |
| Net cash used in operating activities | <u>(580,442)</u> |
| CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES: | |
| City of Pleasanton program contribution receipts | 330,416 |
| Metropolitan Transportation Commission grant received | 51,445 |
| Measure B Paratransit Gap grant received | 112,127 |
| Measure B Paratransit pass-through funds received | 86,454 |
| Net cash provided by noncapital financing activities | <u>580,442</u> |
| Net increase (decrease) in cash and cash equivalents | - |
| CASH AND CASH EQUIVALENTS: | |
| Beginning of year | - |
| End of year | <u>\$ -</u> |
| RECONCILIATION OF OPERATING LOSS TO NET CASH USED IN OPERATING ACTIVITIES: | |
| Operating loss | \$ (644,509) |
| Adjustments to reconcile operating income (loss) to net cash used in operating activities: | |
| Depreciation | 64,067 |
| Decrease (increase) in accounts receivables | 13,209 |
| Increase (decrease) in accounts payable | (111) |
| Increase (decrease) in payroll payable | (11,905) |
| Increase (decrease) in due to other funds | (2,114) |
| Increase (decrease) in deferred revenue | 921 |
| Net cash used in operating activities | <u>\$ (580,442)</u> |

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

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

**NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2012**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Reporting Entity

All transactions of the Alameda County Transportation Commission – Measure B Funds (the Program) of the City of Pleasanton, California (City), are included as separate special revenue and enterprise funds in the basic financial statements of the City. Measure B Funds are used to improve the quality of existing roads by reconditioning existing pavement surfaces. Every two years, the City's street pavements are evaluated and reconditioning decisions are managed through the City's computerized Pavement Management System. Measure B Funds are also used for bicycle and pedestrian pathways and for paratransit programs. The accompanying financial statements are for the Program only and are not intended to fairly present the financial position of the City and the results of its operations and cash flows of its proprietary fund type.

B. Basis of Accounting

Governmental Fund Financial Statements

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

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

Proprietary Fund Financial Statements

The financial statements of the enterprise fund 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.

The City has elected under GASB Statement No, 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities that use Proprietary Fund Accounting*, to apply all applicable GASB pronouncements, as well as any applicable pronouncements of the Financial Accounting Standards Board (FASB), the Accounting Principles Board or any Accounting Research Bulletins issued on or before November 30, 1989, unless those pronouncements conflict with or contradict GASB pronouncements. The GASB periodically updates its codification of the existing Governmental Accounting and Financial Reporting Standards which, along with subsequent GASB pronouncements (Statements and Interpretations), constitutes GAAP for governmental units. The City has elected not to follow subsequent private-sector guidance of FASB after November 30, 1989.

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

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
JUNE 30, 2012**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

B. Basis of Accounting, Continued

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 Assets. The Statement of Revenues, Expenses and Changes in Fund Net Assets present increases (revenues) and decreases (expenses) in total net assets. 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.

C. Description of Funds

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 revenue sources that are restricted or committed to expenditure for specified purposes other than debt service or capital projects.

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. Cash and Cash Equivalents

Cash amounts are pooled with the cash and investments of the City. The pooled funds are invested in accordance with the City's investment policy established pursuant to State law. For purposes of the Statement of Cash Flows of the Program, cash and cash equivalents include all investments, as the City operates an internal cash management pool which maintains the general characteristics of a demand deposit account.

E. Vehicles and Equipment

Vehicles and equipment purchases are capitalized at historical cost. Depreciation is provided on such equipment using the straight-line method over estimated lives as follows:

| | |
|-----------|------------|
| Vehicles | 8 years |
| Equipment | 5-20 years |

F. Deferred Revenue

Deferred revenue consists of unredeemed bus ride vouchers. Revenue is recognized at the time services are provided.

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

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
JUNE 30, 2012**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

G. Statement of Cash Flows

For purposes of the Statement of Cash Flows, the Program considers all cash deposited in the City's investment pool to be cash and cash equivalents.

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.

I. Fund Balances

The City's governmental fund balances are reported under five classifications: nonspendable, restricted, committed, assigned, and unassigned based on the relative strength of the constraints that control how specific amounts can be spent.

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

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

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

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
JUNE 30, 2012**

2. CASH AND INVESTMENTS

Cash and investments are maintained on a pooled basis with those of other funds of the City. Pooled cash and investments consist of U.S. government securities, deposits with banks, money market funds, certificates of deposit and participation in the California Local Agency Investment Fund. All investments are stated at fair value. Pooled investment earnings are allocated based on the average cash and investment balances of the various funds and related entities of the City. For purposes of the Statement of Cash Flows of the Measure B Funds, cash and cash equivalents include all investments, as the City operates an internal cash management pool which maintains the general characteristics of a demand deposit account.

Measure B Funds had the following cash and investments at June 30, 2012:

| | |
|----------------------|-------------|
| Cash and Investments | \$2,331,402 |
|----------------------|-------------|

Investments

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

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

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

Disclosures Relating to Interest Rate Risk

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

Disclosures Relating to Credit Risk

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

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

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
JUNE 30, 2012**

2. CASH AND INVESTMENTS, CONTINUED

Concentration of Credit Risk

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

External Investment Pool

The City is a participant in LAIF which is regulated by California Government Code Section 16429 under the oversight of the Treasurer of the State of California. The City's investments with LAIF at June 30, 2012 included a portion of the pooled funds invested in structured notes and asset-backed securities:

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

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

As of June 30 2012, 3.47% of LAIF's portfolio was invested in structured notes and asset-backed securities. Fair value of LAIF was calculated by applying a factor of 1.001219643 to total investments held by LAIF. The fair value of the City's position in the pool is substantially equivalent to the value of the pool share.

3. TAXES RECEIVABLES

The taxes receivables represent the Measure B sales tax revenues for the fiscal year received from the Alameda County Transportation Commission after June 30, 2012.

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

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
JUNE 30, 2012**

4. CAPITAL ASSETS

A summary of the Program’s capital assets at June 30, 2012 and 2011 is as follows:

| | Balance July 1, 2011 | Additions | Retirements | Balance June 30, 2012 |
|------------------------------------------------|-------------------------|--------------------|-----------------|--------------------------|
| Capital assets, being depreciated: | | | | |
| Vehicles | \$ 535,809 | \$ - | \$ (52,158) | \$ 483,651 |
| Equipment | 33,223 | - | - | 33,223 |
| Total capital assets, being depreciated | <u>569,032</u> | <u>-</u> | <u>(52,158)</u> | <u>516,874</u> |
| Less accumulated depreciation for: | | | | |
| Vehicles | (341,120) | (57,423) | 52,158 | (346,385) |
| Equipment | (17,443) | (6,644) | - | (24,087) |
| Total accumulated depreciation | <u>(358,563)</u> | <u>(64,067)</u> | <u>52,158</u> | <u>(370,472)</u> |
| Total capital assets, being depreciated | <u>\$ 210,469</u> | <u>\$ (64,067)</u> | <u>\$ -</u> | <u>\$ 146,402</u> |
| | | | | |
| | Balance July 1, 2010 | Additions | Retirements | Balance June 30, 2011 |
| Capital assets, being depreciated: | | | | |
| Vehicles | \$ 535,809 | \$ - | \$ - | \$ 535,809 |
| Equipment | 33,223 | - | - | 33,223 |
| Total capital assets, being depreciated | <u>569,032</u> | <u>-</u> | <u>-</u> | <u>569,032</u> |
| Less accumulated depreciation for: | | | | |
| Vehicles | (280,664) | (60,456) | - | (341,120) |
| Equipment | (10,798) | (6,645) | - | (17,443) |
| Total accumulated depreciation | <u>(291,462)</u> | <u>(67,101)</u> | <u>-</u> | <u>(358,563)</u> |
| Total capital assets, being depreciated | <u>\$ 277,570</u> | <u>\$ (67,101)</u> | <u>\$ -</u> | <u>\$ 210,469</u> |

5. COMMITMENTS AND CONTINGENCIES

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

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

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
JUNE 30, 2012**

6. MEASURE B FUNDS

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

Projects funded by Measure B during Fiscal Year 2011-12 included:

Local Streets and Roads Program

- Application of asphalt overlay on selected streets throughout the City, providing safe and smooth driving conditions.
- Installation of traffic signals at the intersections of West Las Positas Boulevard and Muirwood Drive and at Stoneridge Drive and Stoneridge Mall Road, improving traffic congestion and safety at those two locations.

Bicycle and Pedestrian Safety Program

- Update of the Pleasanton bikeways map, providing location of facilities and safety information.
- Installation of an access ramp, providing ADA compliant pedestrian access to the Arroyo Mocho bicycle and pedestrian path for the Val Vista neighborhood.

Paratransit Program

- Transit services for the elderly and the handicapped.

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

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



VAVRINEK, TRINE, DAY
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Certified Public Accountants

VALUE THE DIFFERENCE

**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**

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

We have audited the basic financial statements of the Alameda County Transportation Commission – Measure B Funds (the Program) of the City of Pleasanton, California (City), as of and for the year ended June 30, 2012, and have issued our report thereon dated December 21, 2012. 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.

Internal Control Over Financial Reporting

Management of the City is responsible for establishing and maintaining effective internal control over compliance with the requirements of laws, regulations, contracts, and grants applicable to federal programs. In planning and performing our audit, we considered the City's internal control over financial reporting of the Program as a basis for designing our auditing procedures 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 over financial reporting of the Program. Accordingly, we do not express an opinion on the effectiveness of the City's internal control over financial reporting of the Program.

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.

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 deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

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

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

Varrinek, Trine, Day & Co., LLP.

Pleasanton, California
December 21, 2012



INDEPENDENT AUDITOR’S REPORT ON MEASURE B COMPLIANCE

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

We have audited the accompanying basic financial statements of the Alameda County Transportation Commission - Measure B Funds (the Program) of the City of Pleasanton, California (City), as of and for the year ended June 30, 2012, and have issued our report thereon dated December 21, 2012. Compliance with laws, regulations, contracts and grants applicable to the Program is the responsibility of the City’s management.

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

As part of obtaining reasonable assurance about whether the financial statements are free of material misstatement, we performed tests of the City’s compliance with Measure B grant regulations as specified in the agreement between the City and Alameda County Transportation Commission (ACTC) pertaining to various capital improvement projects which incurred project expenditures of \$645,293 for the year ended June 30, 2012. We believe that our audit provides a reasonable basis for our opinion. Our audit does not provide a legal determination on the City of Pleasanton, California’s compliance with those requirements.

Under Measure B, approved by the voters of Alameda County in 2000, the City has received under ACTC Measure B a total of 12 months of revenue from July 1, 2011 through June 30, 2012. The paratransit program received \$86,454, Local Streets and Roads program received \$667,979, and the Bicycle and Pedestrian Safety program received \$187,611.

In our opinion, the City of Pleasanton is materially in compliance with the laws and regulations, contracts and grant requirements related to Measure B funds as specified in the agreement between the City and Alameda County Transportation Commission. Our opinion is covering the period from July 1, 2011 through June 30, 2012.

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

Vavrinek, Trine, Day & Co., LLP.
Pleasanton, California
December 21, 2012