DATE: October 19, 2009

TO: Governing Board, Intermodal Container Transfer Facility Joint Powers Authority

FROM: Douglas A. Thiessen, Executive Director

SUBJECT: Financial Audit – Fiscal Year Ended June 30, 2008

Macias Gini and O'Connell have completed the financial audit of the Joint Powers Authority for the fiscal year ended June 30, 2008. Their audit has determined that for the fiscal year ended June 30, 2008, the financial position, changes in financial position, and cash flows are presented fairly.

Operating revenues for the fiscal year decreased 6.2% to $8,339,856. Net assets increased 58% to $24,151,671, due in large part to a delay in cash distributions to the Port of Los Angeles and Port of Long Beach. Container volume at the San Pedro Bay Ports decreased 5.0% to 15.1 million TEU's for the 12-month period ending June 30, 2008. In addition, the volume of containers moved through the ICTF gates also decreased by 4.9% to 679,993 containers.

It is recommended that the Governing Board receive and file the financial audit report for the fiscal year ended June 30, 2008.

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Executive Director

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INTERMODAL CONTAINER TRANSFER FACILITY
JOINT POWERS AUTHORITY

Financial Statements

June 30, 2008 and 2007

(With Independent Auditor's Report Thereon)

INTERMODAL CONTAINER TRANSFER FACILITY
JOINT POWERS AUTHORITY

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Certified Public Accountants & Management Consultants

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SACRAMENTO
OAKLAND
WALNUT CREEK
NEWPORT BEACH
SAN MARCOS
SAN DIEGO

Independent Auditor's Report

The Board of Directors
Intermodal Container Transfer Facility
Joint Powers Authority:

We have audited the accompanying financial statements of the Intermodal Container Transfer Facility Joint Powers Authority (the Authority) as of and for the years ended June 30, 2008 and 2007, as listed in the table of contents. These financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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 audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Authority as of June 30, 2008 and 2007, and the changes in its financial position and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The management's discussion and analysis on pages 2 through 6, is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Macias Gini & O'Connell LLP

Certified Public Accountants

Los Angeles, California
April 15, 2009

This section of the Intermodal Container Transfer Facility Joint Powers Authority (the Authority) annual financial report presents the management's discussion and analysis of the Authority's financial performance during the years ended June 30, 2008 and 2007. Please read it in conjunction with the Authority's financial statements, which follow this section.

Overview of the Financial Statements

The financial statements comprise two components, the Authority's financial statements and the notes to the financial statements. This section is intended to serve as an introduction to the Authority's financial statements.

Condensed Financial Position Information

Summary of Net Assets

June 30, 2008, 2007, and 2006

		2008	2007	2006
Current and other assets	$	21,119,670	20,144,858	14,364,491
Capital assets		3,059,130	3,167,160	3,275,190
Total assets		24,178,800	23,312,018	17,639,681
Other liabilities		27,129	8,042,218	3,524,138
Total liabilities		27,129	8,042,218	3,524,138
Net assets:				
Invested in capital assets		3,059,130	3,167,160	3,275,190
Unrestricted		21,092,541	12,102,640	10,840,353
Total net assets	$	24,151,671	15,269,800	14,115,543

Fiscal Year 2008

The 4.8% increase in current and other assets reflects the increase in cash and investments. The Board delayed the consideration of the $8.0 million distribution of funds received from fiscal year 2008 to the Ports during the Board meeting on June 24, 2008; hence the increase in net assets. On September 3, 2008, the Board approved a cash distribution of $4.0 million each to Port of Los Angeles and Port of Long Beach. Accounts receivable decreased from $9.0 million last year to $8.7 million this year, or a decrease of 3.9%. There was a 4.9% decline in container throughput this year.

Net assets of the Authority increased 58.2% to $24.2 million at June 30, 2008. Of the $24.2 million net assets, $3.1 million, or 12.7%, are invested in capital assets. There is no debt outstanding that is related to these capital assets. There are no net assets that are subject to external restrictions on how it may be used. The remaining $21.1 million, or 87.3%, of the net assets are classified as unrestricted and they may be used to meet the Authority's ongoing obligations.

(Continued)

Fiscal Year 2007

The 40.2% increase in current and other assets reflects the increase in cash and investments as well as the increase in accrued accounts receivable from the Union Pacific Railroad Company (Tenant). The Board approved cash distribution of $3.5 million to the Port of Los Angeles in fiscal year 2006 was only remitted in fiscal year 2007. At June 30, 2007, there was an accrued cash distribution of $4.0 million each to Port of Los Angeles and Port of Long Beach, but payment was not made prior to June 30, 2007; hence the increase in cash and investments. Accounts receivable increased from $8.4 million last year to $9.0 million this year, or an increase of 7.6%. There was a 1.5% growth in container throughput this year.

Net assets of the Authority increased 8.2% to $15.3 million at June 30, 2007. Of the $15.3 million net assets, $3.2 million, or 20.7%, are invested in capital assets. There is no debt outstanding that is related to these capital assets. There are no net assets that are subject to external restrictions on how it may be used. The remaining $12.1 million, or 79.3%, of the net assets are classified as unrestricted and they may be used to meet the Authority's ongoing obligations.

Summary of Operations and Changes in Net Assets

The following is a summary of the Authority's changes in net assets for the years ended June 30, 2008, 2007, and 2006:

Summary of Changes in Net Assets

Years ended June 30, 2008, 2007, and 2006

		2008	2007	2006
Operating revenue:				
Facility rental	$	8,339,856	8,894,072	8,717,190
Operating expense:				
Depreciation		108,030	108,030	108,030
Total operating income		8,231,826	8,786,042	8,609,160
Nonoperating revenue (expense):				
Interest income		650,045	368,215	189,002
Distribution to Venturers		—	(8,000,000)	(7,000,000)
Changes in net assets		8,881,871	1,154,257	1,798,162
Total net assets, beginning of year		15,269,800	14,115,543	12,317,381
Total net assets, end of year	$	24,151,671	15,269,800	14,115,543

Container Volume

	2008	2007	2006
Containers moved through the gate	676,993	711,653	701,172

(Continued)

Fiscal Year 2008

The 6.2% decrease in facility rental mainly reflects the 4.9% decline in containers that moved through the gate during the year ended June 30, 2008.

Interest income increased 76.5% due to the improved yield as well as the increased average cash balance in the investment account. On June 24, 2008, the Board agreed to hold over for the next Board meeting, the recommendation of the Authority's Executive Director, regarding the distribution of funds received in Fiscal Year 2007-2008, in the amount of $8.0 million, to be shared equally by the Port of Los Angeles and the Port of Long Beach. The Board noted that in light of the potential need for immediate improvements to the intermodal container transfer facility, the Board may have a need for the $8.0 million. The Board concurred to postpone the distribution of funds until more information was available on possible immediate improvements. On September 3, 2008, the Board approved cash distribution of $4.0 million each to Port of Los Angeles and Port of Long Beach. In summary, there was a positive $8.9 million in net assets change for fiscal year 2008, which represents 669.5% more than the net assets change for fiscal year 2007.

Fiscal Year 2007

The 2.0% increase in facility rental mainly reflects the 1.5% increase in containers that moved through the gate during the year ended June 30, 2007.

Interest income increased 94.8% due to the improved yield as well as the increased average cash balance in the investment account. Fiscal year 2007 also saw an increase of $1 million, or 14.3%, in distribution to the two venturer ports comprised of the Ports. In summary, there was a positive $1.2 million in net assets change for fiscal year 2007, which represents 35.8% less than the net assets change for fiscal year 2006.

Notes to the Financial Statements

The notes provide additional information that is essential to a full understanding of the data provided in the financial statements. The notes to the financial statements can be found on pages 10-16 of this report.

Capital Assets and Debt Administration

Capital Assets

The Authority's investment in capital assets as of June 30, 2008, 2007 and 2006 amounted to $3,059,130, $3,167,160, and $3,275,190, respectively (net of accumulated depreciation). Construction of the intermodal container transfer facility was completed in 1986. Construction funds were provided by the venturer ports ($5.4 million), Southern Pacific Transportation Company ($36.2 million), and revenue bonds issued by the Authority ($53.9 million). At June 30, 2008, 2007, and 2006, capital assets consisted of the following:

Capital Assets, Net

June 30, 2008, 2007, and 2006

		2008	2007	2006
Authority's interest in facility:				
Property and equipment	$	5,401,520	5,401,520	5,401,520
Furniture and fixtures		10,650	10,650	10,650
		5,412,170	5,412,170	5,412,170
Less accumulated depreciation		(2,353,040)	(2,245,010)	(2,136,980)
	$	3,059,130	3,167,160	3,275,190

The Authority's interest in the facility only reflects the $5.4 million in combined contributions from the Ports. There has been no addition to capital assets since the facility construction was completed in 1986. Reduction in net capital assets of $108,030 in 2008, 2007, and 2006 reflects depreciation for the respective years.

Debt Administration

In November 1984, the Authority issued $53,915,000 of 1984 Series A Bonds on behalf of the Southern Pacific Transportation Company (Tenant/operator) in order to construct the intermodal container transfer facility. In May 1989, the Authority issued $52,315,000 of 1989 Series A Refunding Revenue Bonds in order to advance refund the 1984 Series A Bonds. In October 1999, the Authority issued $42,915,000 of 1999 Series A Bonds to advance refund $44,205,000 of outstanding 1989 Series A Bonds. The 1999 Series A Bonds will be due in November 2014.

The 1999 Series A Refunding Bonds are payable solely from payments by the Tenant under a long-term lease agreement for the use of the facility, and since such lease payments approximate the annual debt service, the nature of the bonds is such that the long-term indebtedness is that of the Tenant and not the Authority. All debt service payments on the bonds are paid by the bond trustee from cash accumulated in the revenue fund.

Additionally, payment of the principal of and interest on the 1999 Series A Refunding Bonds when due is insured by Ambac Assurance Corporation.

Factors that May Affect the Authority's Operations

Both the Ports have increased their on-dock rail capacity in the last years, which could result in an increase of containers being loaded onto or off of trains at the Ports' terminals and a reduction of containers passing through the Authority. Although container movement dropped in fiscal year 2006, the Authority was less impacted by the on-dock rail facilities in fiscal years 2008 and 2007. A total of 676,993 containers were moved through the facility in fiscal year 2008, or a decline of 4.9% as compared to 711,653 containers in the same period of the prior year.

Requests for Information

Questions about this report or requests for additional information should be addressed to the Executive Director, Intermodal Container Transfer Facility Joint Powers Authority, P.O. Box 570, Long Beach, CA 90801.

INTERMODAL CONTAINER TRANSFER FACILITY
JOINT POWERS AUTHORITY

Statements of Net Assets

June 30, 2008 and 2007

Assets		**2008**	**2007**
Current assets:			
Cash and investments (note 2)	$	12,434,923	11,111,700
Receivable from Tenant		8,684,747	9,033,158
Total current assets		21,119,670	20,144,858
Capital assets, at cost, less accumulated depreciation (note 5)		3,059,130	3,167,160
Total assets		24,178,800	23,312,018
Liabilities			
Liabilities:			
Accounts payable		4,517	39,000
Tenant reimbursements in excess of expenses (note 4)		22,612	3,218
Cash distribution payable to the Port of Los Angeles		—	4,000,000
Cash distribution payable to the Port of Long Beach		—	4,000,000
Total liabilities		27,129	8,042,218
Commitments and contingencies (notes 6 and 7)			
Net Assets			
Net assets (note 3):			
Invested in capital assets		3,059,130	3,167,160
Unrestricted		21,092,541	12,102,640
Total net assets	$	24,151,671	15,269,800

See accompanying notes to financial statements.

INTERMODAL CONTAINER TRANSFER FACILITY
JOINT POWERS AUTHORITY

Statements of Revenues, Expenses, and Changes in Net Assets

Years ended June 30, 2008 and 2007

		2008	2007
Operating revenue:			
Facility rental (note 1)	$	8,339,856	8,894,072
Operating expense:			
Depreciation		108,030	108,030
Operating income		8,231,826	8,786,042
Nonoperating revenue (expense):			
Interest income		650,045	368,215
Distribution to Venturers (note 3)		—	(8,000,000)
Changes in net assets		8,881,871	1,154,257
Total net assets at beginning of year		15,269,800	14,115,543
Total net assets at end of year	$	24,151,671	15,269,800

See accompanying notes to financial statements.

INTERMODAL CONTAINER TRANSFER FACILITY
JOINT POWERS AUTHORITY

Statements of Cash Flows

Years ended June 30, 2008 and 2007

		2008	2007
Cash flows from operating activities:			
Collection of net revenues from Tenant	$	8,688,267	8,256,074
Tenant (reimbursements) advances for goods and services in excess of payments		(15,089)	18,080
Net cash provided by operating activities		8,673,178	8,274,154
Cash flows from investing activities:			
Interest received		650,045	368,215
Distributions paid to Venturers		(8,000,000)	(3,500,000)
Net cash used in investing activities		(7,349,955)	(3,131,785)
Net increase in cash and cash equivalents		1,323,223	5,142,369
Cash and cash equivalents at beginning of year		11,111,700	5,969,331
Cash and cash equivalents at end of year	$	12,434,923	11,111,700
Reconciliation of operating income to net cash provided by operating activities:			
Operating income	$	8,231,826	8,786,042
Adjustments to reconcile operating income to net cash provided by operating activities:			
Depreciation		108,030	108,030
Change in receivable from Tenant		348,411	(637,998)
Change in Tenant reimbursements in excess of expenses and accounts payable		(15,089)	18,080
Total adjustments		441,352	(511,888)
Net cash provided by operating activities	$	8,673,178	8,274,154

See accompanying notes to financial statements.

(1) Organization and Summary of Significant Accounting Policies

(a) Organization

The Intermodal Container Transfer Facility Joint Powers Authority (the Authority) was formed in 1983 pursuant to an agreement between the Ports of Los Angeles and Long Beach, California (Venturers) for purposes of financing and constructing an intermodal container transfer facility (facility) and leasing the facility to Southern Pacific Transportation Company (subsequently, a wholly owned subsidiary of Union Pacific Corporation) (Tenant). The agreement has a term of 50 years. The facility commenced operations on November 17, 1986.

The Authority's principal source of income is from Tenant lease payments. Scheduled lease payments are allocated from "Net Facility Revenues" arising from the facility's operations. The term "Net Facility Revenues" is defined as revenues received (which are forwarded monthly by the Tenant to the bond trustee) less payments of principal, premiums, and interest on the bond debt (note 6), reimbursements of operating expenses of the Authority (up to $100,000 a year as adjusted for inflation), payments of trustee fees, registrar, paying agent fees, and fees charged by any credit facility obtained in connection with the bonds paid by the Tenant. Net Facility Revenues are distributed by the bond trustee each November based upon revenues received for the fiscal period from November 1 to October 31.

Net Facility Revenues are shared, in accordance with the lease, as follows:

Date	Portion of net revenue accruing to the Authority
Until contribution repayment date, determined to be May 1, 1992	In proportion to contributions made between the Tenant and the Authority, which are 88.09% and 11.91%, respectively
For the period from the repayment date until aggregate net revenues not paid to the Authority exceed by $12,300,000 the aggregate amount paid to the Authority (Minimum Aggregate Return):	
From the repayment date until the second anniversary after repayment	25%
From the second to the fourth anniversary after repayment	30
From the fourth to the sixth anniversary after repayment	35
From the sixth anniversary until the Minimum Aggregate Return is met	45
Remainder of lease term	50

The contribution repayment date is defined as the date at which Net Facility Revenues equaled the Tenant's contributions to the facility. The Minimum Aggregate Return was met on or about June 1, 1994; accordingly, Net Facility Revenues are now shared equally.

(b) Significant Accounting Policies

The Ports of Long Beach and Los Angeles, the two Venturers, provide administrative and financial services respectively at no cost to the Authority. At beginning of each fiscal year, Tenant advances funds to the Authority to cover the budgeted operating expenses for the year. Such advance is reimbursed to Tenant in the yearly Distribution of Net Revenues to the Authority and Tenant

Method of Accounting – The Authority is accounted for as an enterprise fund, and as such, its financial statements are presented using the economic resources measurement focus and the accrual method of accounting. Under this method of accounting, revenues are recognized when earned and expenses are recorded when liabilities are incurred without regard to receipt or disbursement of cash. The measurement focus is on determination of changes in net assets, financial position, and cash flows. Operating revenues consist of facility rental revenues from the Authority's Tenant, Union Pacific Railroad Company. Operating expenses consist of depreciation expense on the Authority's capital assets.

The Authority uses the accrual method of accounting. Accordingly, uncollected facility revenues are included in the determination of receivables due from Tenant in the accompanying financial statements. For purposes of estimating the allocation of Net Facility Revenues, such net revenues are presumed to occur evenly during the fiscal year.

In accordance with GASB Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Government Entities That Use Proprietary Fund Accounting*, for proprietary fund accounting, the Authority applies all applicable GASB pronouncements, as well as pronouncements of the Financial Accounting Standards Board and predecessor entities issued on or before November 30, 1989, unless those pronouncements conflict with or contradict GASB pronouncements. The Authority has elected not to apply private sector standards issued after November 30, 1989.

Capital Assets – Capital assets represent the Authority's initial contribution toward the development and construction of the intermodal transfer facility. No further contributions are required. All additional costs will be paid by the Tenant. Depreciation of the facility is computed using the straight-line method over the estimated useful life of the asset. The estimated useful life of the facility is 50 years.

Cash and Investments – In order to maximize investment return, the Authority invests its excess cash in the City of Long Beach's cash and investment pool. Investment decisions are made by the City Treasurer of the City of Long Beach, California.

Interest income and realized gains and losses arising from the pooled cash and investments are apportioned to each participant of the City of Long Beach's cash and investment pool on a pro rata basis based on average daily balances. The change in fair value of the pooled investments is also allocated to each participant based on average daily balances.

The Authority's investments, including its equity in the City of Long Beach's cash and investment pool, are stated at fair value. Fair value is determined based upon market closing prices or bid/asked prices for regularly traded securities. The fair value of guaranteed investment contracts (participating) and other investments with no regular market is estimated based on similar traded investments. Guaranteed investments contracts (nonparticipating) are reported at cost. The fair value of mutual funds, government sponsored investment pools, and other similar investment is stated at share value or appropriate allocation of fair value of the pool, if separately reported. Certain money market investments with initial maturities at the time of purchase of less than one year are recorded at cost. The calculation of realized gains is independent of the calculation of the net increase in the fair value of investments. Realized gains and losses on investments that have been held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in fair value of investments reported in the prior year.

Statements of Cash Flows – For purposes of the statements of cash flows, the Authority considers investments with an initial maturity of three months or less, including its investment in the City of Long Beach's cash and investment pool, to be cash equivalents.

Use of Estimates – The preparation of the financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

(2) Cash and Investments

At June 30, 2008 and 2007, the cash and investments balance consisted of the following:

		2008	2007
Cash	$	34,363	49,453
City of Long Beach's cash and investment pool		12,400,560	11,062,247
Total cash and investments	$	12,434,923	11,111,700

(a) Investments Authorized

The Authority does not have its own investment policy, instead the Authority uses the City of Long Beach's investment policy. At June 30, 2008 and 2007 as permitted by the California Government Code Section 53635, a portion of the Authority's cash balance totaling $12,400,560 and $11,062,247, respectively, was on deposit in the City of Long Beach's Investment Pool. The table below identifies the investment types that are authorized by the City of Long Beach's investment policy. The City of Long Beach's investment policy also requires the diversification of investment instruments in accordance with the guidelines of Government Code Section 53600 et seq. to avoid incurring unreasonable risks inherent in over investing in specific instruments, individual financial institutions, or maturities.

	Maximum maturities	**Maximum concentration**	**Maximum investment in one issuer**
Bonds issued by the city	5 years*	30%	None
U.S. Treasury obligations (bills, notes, and bonds)	5 years*	None	None
Registered state warrants or treasury notes or bonds of the State of California	5 years*	30	None
Local agency bonds	5 years*	30	None
Federal agency securities	5 years*	40	None
Bankers' acceptances	180 days	40	30
Commercial paper	270 days	25	10
Negotiable certificates of deposit	5 years*	30	10
Time certificates of deposit	5 years*	100	10
Repurchase agreements	90 days	100	None
Reverse repurchase agreements	92 days	20	None
Securities lending program	92 days	20	None
Medium-term notes	5 years*	30	10
Money market funds	N/A	20	10
Local Agency Investment Fund (LAIF)	N/A	None	**
Asset-backed securities	5 years	20	None
Mortgage-backed securities	5 years	20	None

* Maximum maturity of five years unless a longer maturity is approved by the City Council, either specifically or as part of an investment program, at least three months prior to purchase.

** $40 million per account.

The Authority's equity in the City of Long Beach's cash and investment pool does not consist of specifically identified cash deposits or securities. Such investments are stated at fair value. Interest from this pool is allocated to the Authority on a pro rata basis of the Authority's share of total interest in the pool based on average daily balances.

(b) Pooled Funds

A significant portion of the Authority's cash balance is deposited with the City of Long Beach's investment pool. At June 30, 2008 and 2007, the Authority had $12,400,560 and $11,062,247, respectively deposited with the City of Long Beach's Investment Pool. The weighted average maturity of investments in the City of Long Beach's Investment Pool was 1.61 and 1.79 years at

September 30, 2008 and 2007. The City of Long Beach's Investment Pool does not maintain a credit rating.

Additional information regarding the Pool, including the investment portfolio and related interest rate, custodial credit, credit and concentration of credit risks, is presented in Note 4 of the City of Long Beach Comprehensive Annual Financial Report (CAFR).

(c) Deposits

At June 30, 2008, the Authority's cash and cash equivalents consisted of deposits with the City of Long Beach's Treasury, and deposits with an independent financial institution, all of which are presented in the accompanying basic financial statements at fair value.

At June 30, 2008 and 2007, the Authority's carrying amount of cash in checking accounts is equal to the bank balance and is covered by federal depository insurance.

(3) Net Assets

Pursuant to the agreement creating the Authority, the Venturers were required to make a capital contribution totaling $5.0 million. In addition, the Port of Los Angeles contributed services and other direct costs amounting to approximately $358,000 in 1988. During fiscal year 2007, a total of $8.0 million, was distributed in equal shares to the Venturers, while distribution for fiscal year 2008 was deferred by the Board during its annual meeting on June 28, 2008.

At June 30, 2008 and 2007, the joint venture change in net assets before distributions is as follows:

		Port of Los Angeles	Port of Long Beach	Total
Balance at June 30, 2006		7,237,089	6,878,454	14,115,543
Net income		4,577,129	4,577,128	9,154,257
Distribution to Venturers		(4,000,000)	(4,000,000)	(8,000,000)
Balance at June 30, 2007	$	7,814,218	7,455,582	15,269,800
Net income		4,440,936	4,440,935	8,881,871
Distribution to Venturers		—	—	—
Balance at June 30, 2008	$	12,255,154	11,896,517	24,151,671

(4) Excess Tenant Advances

The Authority has received advances from the Tenant to cover expenses incurred for the years ended June 30, 2008 and 2007. Advances have exceeded expenses and have been recorded as liabilities due to the Tenant in the amounts of $22,612 and $3,218 as of June 30, 2008 and 2007, respectively.

(5) Capital Assets

At June 30, 2008 and 2007, capital assets consisted of the following:

		2008	2007
Authority's interest in facility:			
Property and equipment	$	5,401,520	5,401,520
Furniture and fixtures		10,650	10,650
		5,412,170	5,412,170
Less accumulated depreciation		(2,353,040)	(2,245,010)
	$	3,059,130	3,167,160

(6) Bonds Issued on Behalf of Tenant

Pursuant to an indenture of trust dated November 1, 1984, the Authority issued $53,915,000 of 1984 Series A Bonds on behalf of the Tenant in order to construct the Intermodal Container Transfer Facility. In May 1989, the Authority issued $52,315,000 of 1989 Series A Refunding Revenue Bonds in order to advance refund the 1984 Series A Bonds.

In October 1999, the Authority issued $42,915,000 of Intermodal Container Transfer Facility Refunding Revenue Bonds, 1999 Series A (1999A Bonds) to advance refund $44,205,000 of outstanding 1989 Series A Refunding Revenue Bonds.

The bonds are payable solely from payments by the Tenant under a long-term lease agreement for the use of the facility. Such lease payments approximate the annual debt service costs on the outstanding bonds. The bonds do not constitute an obligation of either the Port of Los Angeles or the Port of Long Beach. The nature of the bonds is such that the long-term indebtedness is that of the Tenant and not the Authority, Port of Los Angeles, or Port of Long Beach. Accordingly, no obligation is reported in the accompanying financial statements. All debt service payments on the bonds are paid by the Bond Trustee from cash accumulated in the revenue fund (see note 1).

As of June 30, 2008, Refunding Revenue Bonds, 1999 Series A had an outstanding balance of $23,715,000.

(7) Additional Street Improvements Contingency

Concurrent with the issuance of a conditional use permit and parcel map by the City of Carson for that portion of the facility located in the City of Carson, the Authority, the Tenant, and the City of Carson entered into an agreement dated December 3, 1984, whereby the Authority and Tenant are required to make certain street improvements to certain Carson streets that adjoin the facility. During fiscal year 1996, the City of Carson received grants for a number of these street improvements, reducing the obligation of the Authority for such improvements. The Authority revised its estimate of its share of the cost of the street improvements (including maintenance costs) to approximately $1 million. For the years ended June 30, 2008 and 2007, the Tenant made payments for maintenance fees of $115,338 and $101,738, respectively, directly to the City of Carson.

(8) Subsequent Event

On September 3, 2008, the Board approved a cash distribution of $4.0 million each to the Port of Los Angeles and the Port of Long Beach.