



DATE: November 29, 2011

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

FROM: Douglas A. Thiessen, Executive Director

SUBJECT: Financial Audit – Fiscal Year Ended June 30, 2010

KPMG LLC has completed the financial audit of the Joint Powers Authority for the fiscal year ended June 30, 2010. Their audit has determined that for the fiscal year ended June 30, 2010, the financial position, changes in financial position, and cash flows are presented fairly.

Operating revenues for the fiscal year decreased 22.2% to \$4,593,000. Net assets decreased by 15.6% to \$18.7 million, due in part to increased on-dock rail capacity at the Ports and the continued slow-down in global economic activity. Container volume at the San Pedro Bay Ports decreased 1% to 12,755,771 TEU's for the 12-month period ending June 30, 2010. In addition, the volume of containers moved through the ICTF gates also decreased by 22.8% to 400,866 containers.

It is recommended that the Governing Board receive and file the financial audit report for the fiscal year ended June 30, 2010.

It is also recommended that the Board make the following finding:

“The Board finds the activity is administrative activity that will not result in direct or indirect physical changes in the environment, and, as such, is not a “project” as defined by CEQA Guidelines section 15378.”

Douglas A. Thiessen
Executive Director



**INTERMODAL CONTAINER TRANSFER FACILITY
JOINT POWERS AUTHORITY**

Financial Statements

June 30, 2010

(With Independent Auditors' Report Thereon)

**INTERMODAL CONTAINER TRANSFER FACILITY
JOINT POWERS AUTHORITY**

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KPMG LLP
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Los Angeles, CA 90071-1568

Independent Auditors' 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 year ended June 30, 2010 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 audit. The June 30, 2009 financial statements were audited by other auditors whose report thereon, dated October 28, 2009, expressed an unqualified opinion.

We conducted our audit 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 audit provides 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, 2010 and the changes in its net assets and its cash flows for the year then ended, in conformity with U.S. generally accepted accounting principles.

The management's discussion and analysis on pages 2 through 5, is not a required part of the basic financial statements but is supplementary information required by U.S. generally accepted accounting principles. 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.

KPMG LLP

October 20, 2010

**INTERMODAL CONTAINER TRANSFER FACILITY
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Management's Discussion and Analysis

June 30, 2010

(Unaudited)

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, 2010 and 2009. 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 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, 2010, 2009, and 2008

| | <u>2010</u> | <u>2009</u> | <u>2008</u> |
|----------------------------|----------------------|-------------------|-------------------|
| Current and other assets | \$ 15,876,850 | 19,360,869 | 21,119,670 |
| Capital assets | <u>2,843,070</u> | <u>2,951,100</u> | <u>3,059,130</u> |
| Total assets | <u>18,719,920</u> | <u>22,311,969</u> | <u>24,178,800</u> |
| Other liabilities | <u>38,949</u> | <u>171,546</u> | <u>27,129</u> |
| Total liabilities | <u>38,949</u> | <u>171,546</u> | <u>27,129</u> |
| Net assets: | | | |
| Invested in capital assets | 2,843,069 | 2,951,100 | 3,059,130 |
| Unrestricted | <u>15,837,902</u> | <u>19,189,323</u> | <u>21,092,541</u> |
| Total net assets | <u>\$ 18,680,971</u> | <u>22,140,423</u> | <u>24,151,671</u> |

Fiscal Year 2010

The 18% decrease in current and other assets reflects the decrease in investments offset by an increase in accounts receivable from tenant. The value of investments decreased by \$3.4 million, a decrease of 28.7% compared to last year. Accounts receivable from tenant increased from \$7.2 million last year to \$7.3 million this year, or an increase of 0.8%.

Net assets of the Authority decreased by 15.6% to \$18.7 million at June 30, 2010. Of the \$18.7 million net assets, \$2.8 million, or 15.2%, 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 \$15.9 million, or 84.8%, of the net assets are classified as unrestricted and they may be used to meet the Authority's ongoing obligations.

**INTERMODAL CONTAINER TRANSFER FACILITY
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Management's Discussion and Analysis

June 30, 2010

(Unaudited)

Fiscal Year 2009

The 8.3% decrease in current and other assets reflects the decrease in accounts receivable from tenant and investments. Accounts receivable decreased from \$8.7 million last year to \$7.2 million this year, or a decrease of 16.9%. The value of investments decreased by \$0.43 million from last year, a decrease of 3.5% compared to last year. There was a 23.3% decline in container throughout this year.

Net assets of the Authority decreased by 8.3% to \$22.1 million at June 30, 2009. Of the \$22.1 million net assets, \$3.0 million, or 13.3%, 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 \$19.1 million, or 86.7%, 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, 2010, 2009, and 2008:

| Summary of Changes in Net Assets | | | |
|--|---------------|-------------|-------------|
| Years ended June 30, 2010, 2009, and 2008 | | | |
| | 2010 | 2009 | 2008 |
| Operating revenue: | | | |
| Facility rental | \$ 4,593,000 | 5,901,089 | 8,339,856 |
| Operating expense: | | | |
| Depreciation | 108,030 | 108,030 | 108,030 |
| Total operating income | 4,484,970 | 5,793,059 | 8,231,826 |
| Nonoperating revenue (expense): | | | |
| Interest income | 55,578 | 195,693 | 650,045 |
| Distribution to Venturers | (8,000,000) | (8,000,000) | — |
| Changes in net assets | (3,459,452) | (2,011,248) | 8,881,871 |
| Total net assets, beginning of year | 22,140,423 | 24,151,671 | 15,269,800 |
| Total net assets, end of year | \$ 18,680,971 | 22,140,423 | 24,151,671 |

The following is a summary of container volume for the years ended June 30, 2010, 2009, and 2008:

| | 2010 | 2009 | 2008 |
|-----------------------------------|-------------|-------------|-------------|
| Containers moved through the gate | 400,866 | 519,173 | 676,993 |

**INTERMODAL CONTAINER TRANSFER FACILITY
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Management's Discussion and Analysis

June 30, 2010

(Unaudited)

Fiscal Year 2010

The 22.2% decrease in facility rental income is consistent with the 22.8% decline in containers that moved through the Authority's facility during the year ended June 30, 2010.

Interest income decreased 71.6% due to declining yield on the average daily cash balance in the investment account and lower balances maintained due to declining container movement through the Authority's facility.

Fiscal Year 2009

The 29.2% decrease in facility rental income mainly reflects the 23.3% decline in containers that moved through the Authority's facility during the year ended June 30, 2009.

Interest income decreased 69.9% due to the declining yield on the average cash balance in the investment account.

Notes to 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 financial statements can be found on pages 9 – 15 of this report.

Capital Assets and Debt Administration

Capital Assets

The Authority's investment in capital assets as of June 30, 2010, 2009, and 2008 amounted to \$2,843,069, \$2,951,100, and \$3,059,130, 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, 2010, 2009, and 2008, capital assets consisted of the following:

| Capital Assets, Net | | | |
|-----------------------------------|--------------|-------------|-------------|
| June 30, 2010, 2009, and 2008 | | | |
| | 2010 | 2009 | 2008 |
| 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 | (2,569,100) | (2,461,070) | (2,353,040) |
| | \$ 2,843,070 | 2,951,100 | 3,059,130 |

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June 30, 2010

(Unaudited)

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 2010, 2009, and 2008 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 has resulted 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. Container movement decreased in fiscal year 2009 by 23.3% in comparison to the previous fiscal year. A total of 400,866 containers were moved through the facility in fiscal year 2010, or a decline of 22.8% as compared to 519,173 containers in the previous fiscal year. The Authority has been impacted by the on-dock rail facilities, compounded by a slow-down in economic activity in the last three fiscal years.

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 90801-0570.

**INTERMODAL CONTAINER TRANSFER FACILITY
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Statements of Net Assets

June 30, 2010 and 2009

| Assets | <u>2010</u> | <u>2009</u> |
|---|----------------------|--------------------|
| Current assets: | | |
| Cash and investments (note 2) | \$ 8,599,309 | 12,143,286 |
| Receivable from Tenant | <u>7,277,541</u> | <u>7,217,583</u> |
| Total current assets | 15,876,850 | 19,360,869 |
| Capital assets, at cost, less accumulated depreciation (note 5) | <u>2,843,070</u> | <u>2,951,100</u> |
| Total assets | <u>18,719,920</u> | <u>22,311,969</u> |
| Liabilities | | |
| Liabilities: | | |
| Tenant reimbursements in excess of expenses (note 4) | 38,949 | 31,207 |
| Accounts payable – Port of Los Angeles | — | 89,218 |
| Accounts payable – Port of Long Beach | <u>—</u> | <u>51,121</u> |
| Total liabilities | <u>38,949</u> | <u>171,546</u> |
| Commitments and contingencies (notes 6 and 7) | | |
| Net Assets | | |
| Net assets (note 3): | | |
| Invested in capital assets | 2,843,069 | 2,951,100 |
| Unrestricted | <u>15,837,902</u> | <u>19,189,323</u> |
| Total net assets | <u>\$ 18,680,971</u> | <u>22,140,423</u> |

See accompanying notes to financial statements.

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JOINT POWERS AUTHORITY**

Statements of Revenues, Expenses, and Changes in Net Assets

Years ended June 30, 2010 and 2009

| | 2010 | 2009 |
|---------------------------------------|---------------|-------------|
| Operating revenue: | | |
| Facility rental (note 1) | \$ 4,593,000 | 5,901,089 |
| Operating expense: | | |
| Depreciation | 108,030 | 108,030 |
| Operating income | 4,484,970 | 5,793,059 |
| Nonoperating revenue (expense): | | |
| Interest income | 55,578 | 195,693 |
| Distribution to Venturers (note 3) | (8,000,000) | (8,000,000) |
| Changes in net assets | (3,459,452) | (2,011,248) |
| Total net assets at beginning of year | 22,140,423 | 24,151,671 |
| Total net assets at end of year | \$ 18,680,971 | 22,140,423 |

See accompanying notes to financial statements.

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Statements of Cash Flows

Years ended June 30, 2010 and 2009

| | <u>2010</u> | <u>2009</u> |
|--|---------------------|--------------------|
| Cash flows from operating activities: | | |
| Collection of net revenues from Tenant | \$ 4,392,703 | 7,508,592 |
| Tenant (reimbursements) advances for goods and services in excess of payments | <u>7,742</u> | <u>4,078</u> |
| Net cash provided by operating activities | <u>4,400,445</u> | <u>7,512,670</u> |
| Cash flows from investing activities: | | |
| Interest received | 55,578 | 195,693 |
| Distributions paid to Venturers | <u>(8,000,000)</u> | <u>(8,000,000)</u> |
| Net cash used in investing activities | <u>(7,944,422)</u> | <u>(7,804,307)</u> |
| Net decrease in cash and cash equivalents | (3,543,977) | (291,637) |
| Cash and cash equivalents at beginning of year | <u>12,143,286</u> | <u>12,434,923</u> |
| Cash and cash equivalents at end of year | <u>\$ 8,599,309</u> | <u>12,143,286</u> |
| Reconciliation of operating income to net cash provided by operating activities: | | |
| Operating income | <u>\$ 4,484,970</u> | <u>5,793,059</u> |
| Adjustments to reconcile operating income to net cash provided by operating activities: | | |
| Depreciation | 108,030 | 108,030 |
| Change in receivable from Tenant | (59,958) | 1,467,164 |
| Increase (decrease) in Tenant reimbursements in excess of expenses and accounts payable | <u>(132,597)</u> | <u>144,417</u> |
| Total adjustments | <u>(84,525)</u> | <u>1,719,611</u> |
| Net cash provided by operating activities | <u>\$ 4,400,445</u> | <u>7,512,670</u> |

See accompanying notes to financial statements.

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Notes to Financial Statements

June 30, 2010

(1) Organization and Summary of Significant Accounting Policies

(a) Organization

The Intermodal Container Transfer Facility Joint Powers Authority (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:

| <u>Date</u> | <u>Portion of net revenue accruing to the Authority</u> |
|---|---|
| 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 |

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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.

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 Governmental Accounting Standards Board (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 container 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

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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, 2010 and 2009, the cash and investments balance consisted of the following:

| | 2010 | 2009 |
|---|--------------|-------------|
| Cash | \$ 69,029 | 176,355 |
| City of Long Beach's cash and investment pool | 8,530,280 | 11,966,931 |
| Total cash and investments | \$ 8,599,309 | 12,143,286 |

(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, 2010 and 2009 as permitted by the California Government Code Section 53635, a portion of the Authority's cash balance totaling \$8,530,279 and \$11,966,931, 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

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unreasonable risks inherent in over investing in specific instruments, individual financial institutions, or maturities.

| | <u>Maximum maturities</u> | <u>Maximum concentration</u> | <u>Maximum investment in one issuer</u> |
|---|-------------------------------|----------------------------------|---|
| Bonds issued by the city | 5 years* | 30% | None |
| U.S. Treasury notes, bonds or bills | 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, 2010 and 2009, the Authority had \$8,530,280 and \$11,966,931, respectively, deposited with the City of Long Beach's investment pool. The City of Long Beach's investment pool does not maintain a credit rating.

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Additional information regarding the pool, including the investment portfolio and related interest rate, weighted average maturity of investments, custodial credit, credit, and concentration of credit risks, is presented in the City of Long Beach Comprehensive Annual Financial Report (CAFR).

(c) Deposits

At June 30, 2010, 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, 2010 and 2009, 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 2010, a total of \$8.0 million was distributed in equal shares to the Venturers. A total of \$8.0 million was also distributed to the Venturers, in equal shares, for the fiscal year 2009.

At June 30, 2010 and 2009, the joint venture change in net assets is as follows:

| | <u>Port of Los Angeles</u> | <u>Port of Long Beach</u> | <u>Total</u> |
|---------------------------------------|--------------------------------|-------------------------------|--------------------|
| Balance at June 30, 2008 | \$ 12,255,154 | 11,896,517 | 24,151,671 |
| Operating income and interest revenue | 2,994,376 | 2,994,376 | 5,988,752 |
| Distribution to Venturers | <u>(4,000,000)</u> | <u>(4,000,000)</u> | <u>(8,000,000)</u> |
| Balance at June 30, 2009 | 11,249,530 | 10,890,893 | 22,140,423 |
| Operating income and interest revenue | 2,270,274 | 2,270,274 | 4,540,548 |
| Distribution to Venturers | <u>(4,000,000)</u> | <u>(4,000,000)</u> | <u>(8,000,000)</u> |
| Balance at June 30, 2010 | <u>\$ 9,519,804</u> | <u>9,161,167</u> | <u>18,680,971</u> |

(4) Excess Tenant Advances

The Authority has received advances from the Tenant to cover expenses incurred for the years ended June 30, 2010 and 2009. Advances have exceeded expenses and have been recorded as liabilities due to the Tenant in the amounts of \$38,949 and \$31,207 as of June 30, 2010 and 2009, respectively.

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June 30, 2010

(5) Capital Assets

At June 30, 2010 and 2009, capital assets consisted of the following:

| | 2010 | 2009 |
|-----------------------------------|---------------------|------------------|
| 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 | (2,569,100) | (2,461,070) |
| | \$ 2,843,070 | 2,951,100 |

(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. As of June 30, 2010, Refunding Revenue Bonds, 1999 Series A, had an outstanding balance of \$17,750,000.

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 (note 1).

(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, 2010 and 2009, the Tenant made payments for maintenance fees of \$108,538 and \$99,850, respectively, directly to the City of Carson.

**INTERMODAL CONTAINER TRANSFER FACILITY
JOINT POWERS AUTHORITY**

Notes to Financial Statements

June 30, 2010

(8) Subsequent Events

The Authority has evaluated subsequent events from the balance sheet date through October 20, 2010, the date on which the financial statements were issued.