



REPORT OF INDEPENDENT AUDITORS
AND FINANCIAL STATEMENTS
WITH REQUIRED SUPPLEMENTARY INFORMATION

**ALAMEDA CORRIDOR
TRANSPORTATION AUTHORITY**

June 30, 2018 and 2017



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Report of Independent Auditors

The Governing Board
Alameda Corridor Transportation Authority
Long Beach, California

Report on the Financial Statements

We have audited the accompanying financial statements of the Alameda Corridor Transportation Authority (the "Authority"), as of and for the years ended June 30, 2018 and 2017, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the California Code of Regulations, Title 2, Section 1131.2, State Controller's *Minimum Audit Requirements* for California Special Districts. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Alameda Corridor Transportation Authority as of June 30, 2018 and 2017, and the respective changes in its financial position and its cash flows for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the accompanying management's discussion and analysis on pages 3–9 and the schedule of proportionate share of the net pension liability, schedule of contributions – pensions, schedule of changes in the net other postemployment benefits asset and related ratios, schedule of contributions – other postemployment benefits on pages 48–51 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 25, 2018, on our consideration of the Authority's internal control over financial reporting 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 solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Authority's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control over financial reporting and compliance.

Mass Adams LLP

Irvine, California
October 25, 2018

Alameda Corridor Transportation Authority

Management's Discussion and Analysis

Description of Basic Financial Statements

The Alameda Corridor Transportation Authority (the "Authority") presents its basic financial statements using the economic resources measurement focus and full accrual basis of accounting. The Authority's basic financial statements include statements of net position; statements of revenues, expenses, and changes in net position; and statements of cash flows. The basic financial statements also include notes that explain the information presented in the basic financial statements.

Financial Highlights

The net deficit of the Authority at June 30, 2018 and 2017, respectively, was \$408,847,591 and \$390,223,232. Of this amount, \$21,972,470 and \$14,815,507, respectively, are invested in the Authority's capital assets, net of related debt, at June 30, 2018 and 2017. The Authority's net position decreased by \$18,624,359 and \$28,510,813 in the years ended June 30, 2018 and 2017, respectively.

The 2018 and 2017 fiscal years marked the sixteenth and fifteenth full years of operations for the Authority. The Authority earned \$117,922,729 and \$107,674,416 from use fees, container charges, and maintenance-of-way charges during fiscal years ended June 30, 2018 and 2017, respectively. The Authority's use fees and container charges for the year 2018 were more than the 2017 total by 9.9%. All of the use fee and container charges and all of the maintenance-of-way charges are received from the Union Pacific (UP) and Burlington Northern Santa Fe (BNSF) railroads that utilize the Authority's Alameda Corridor.

Condensed Financial Information

The following condensed financial information provides an overview of the Authority's financial position for the fiscal years ended June 30, 2018, 2017, and 2016:

	June 30			Change Between 2018 and 2017	Change Between 2017 and 2016
	2018	2017	2016		
Assets					
Capital assets, net	\$ 1,577,352,702	\$ 1,598,384,791	\$1,619,413,295	\$ (21,032,089)	\$ (21,028,504)
Other assets	216,764,667	217,131,724	208,455,018	(367,057)	8,676,706
Total assets	1,794,117,369	1,815,516,515	1,827,868,313	(21,399,146)	(12,351,798)
Deferred outflows of resources	19,209,398	20,464,996	21,550,240	(1,255,598)	(1,085,244)
Liabilities					
Long-term liabilities	2,163,077,951	2,171,477,106	2,170,567,053	(8,399,155)	910,053
Current liabilities	59,008,251	54,619,159	40,335,492	4,389,092	14,283,667
Total liabilities	2,222,086,202	2,226,096,265	2,210,902,545	(4,010,063)	15,193,720
Deferred inflows of resources	88,156	108,478	228,427	(20,322)	(119,949)
Net position					
Net investment in capital assets	21,972,470	14,815,507	14,319,910	7,156,963	495,597
Restricted for debt service	102,946,436	98,757,783	94,423,740	4,188,653	4,334,043
Restricted for capital projects	-	-	224,541	-	(224,541)
Restricted by Master Trust					
Indenture	71,551,248	66,146,811	57,688,600	5,404,437	8,458,211
Unrestricted (deficit)	(605,317,745)	(569,943,333)	(528,369,210)	(35,374,412)	(41,574,123)
Total net position	\$ (408,847,591)	\$ (390,223,232)	\$ (361,712,419)	\$ (18,624,359)	\$ (28,510,813)

Alameda Corridor Transportation Authority Management's Discussion and Analysis (continued)

Capital Assets

Capital assets, net, made up of infrastructure and equipment, decreased by \$21.0 million, or 1.3%, and \$21.0 million, or 1.3%, between 2018 and 2017, and 2017 and 2016, respectively. These decreases are due to depreciation of capital assets of \$21.0 million in both fiscal years 2018 and 2017.

Deferred Outflows of Resources

Deferred outflows of resources decreased by \$1.3 million, or 6.1%, primarily due to amortization of premiums and/or discounts of bond refundings which is offsets by the net difference between projected and actual earnings on pension plan investments and pension contributions. The deferred outflows on bond refundings are calculated as the difference between the reacquisition price (the amount paid on extinguishment including call premiums and miscellaneous costs of reacquisition) and the net carrying value (amount due at maturity, adjusted for unamortized premiums and/or discounts). The deferred outflows are being amortized over the shorter of the remaining life of the old debt or the new debt.

Other Assets

Other assets decreased by \$0.4 million, or 0.2%, during fiscal year 2018 primarily due to increases in restricted cash and investments due to lower debt service payments as a result of 2016 bond refunding but offset by the decrease of restricted investment held with a fiscal agent.

Current Liabilities

Current liabilities consist of the current portion of accrued interest and revenue bonds payable, accounts payable, unearned revenue, and other liabilities. Current liabilities increased by \$4.4 million, or 8.0%, and increased by \$14.3 million, or 35.4%, during the fiscal years ended June 30, 2018 and 2017, respectively.

The \$4.4 million increase in fiscal year 2018 is primarily due to an increase in accrued short-term debt of \$5.1 million, offset by a decrease in accounts payable of \$0.6 million.

The \$14.3 million increase in fiscal year 2017 is primarily due to an increase in accrued short-term debt.

Long-Term Liabilities

Long-term liabilities decreased by \$8.4 million, or 0.4%, in fiscal year 2018 compared to fiscal year 2017. The 2018 decrease was primarily due to the removal of the collateral deposit of \$8.1 million.

Long-term liabilities increased by \$0.9 million, or 0%, in fiscal year 2017 compared to fiscal year 2016. The 2017 increase was due to the increase in bonds payable.

Alameda Corridor Transportation Authority Management's Discussion and Analysis (continued)

The Master Trust Indenture

In conjunction with the sale of project revenue and refunding bonds in 1999, 2004, 2012, 2013A, and 2016 (Bonds), the Authority entered into a Master Trust Indenture (MTI) with U.S. Bank, the bond trustee (Trustee), pursuant to which the Authority assigned all of its rights, title, and interest in and to the Corridor, including the receipt of certain use fees and container charges and other revenues known as "Authority Revenues" to the Trustee as security for the repayment of the Bonds. Pursuant to the terms of the MTI, the Trustee is required to establish certain funds and accounts and to apply the Authority's revenues for the purposes specifically set forth therein. The MTI establishes debt service funds, debt service reserve funds, construction funds, maintenance and capital reserve funds, and certain other restricted funds. The MTI also establishes a priority of payments, which restricts the manner, timing, and sequence of transfers into and out of such funds and accounts, and among such funds and accounts. The MTI requires that the Authority comply with certain operational and financial covenants, restricts the types of investments the Trustee and Authority may make, and requires regular financial reporting and disclosure.

Net Position

Net position, the difference between assets, deferred outflows of resources, liabilities, and deferred inflows of resources, decreased by \$18.6 million, or 4.8%, and \$28.5 million, or 7.9%, during the years ended June 30, 2018 and 2017, respectively. The change in net position was primarily the result of interest and operating expenses continuing to exceed operating income. In fiscal years 2018 and 2017, operating revenues of \$117.9 million and \$107.7 million, respectively, were sufficient to cover the interest expense of \$105.4 million in 2018 and \$104.6 million in 2017. The change was less between 2018 and 2017 due to the increased use fees and container charges received in 2018. The remaining change is the result of depreciation of \$21.0 million in fiscal years 2018 and 2017.

**Alameda Corridor Transportation Authority
Management's Discussion and Analysis (continued)**

Summary of Changes in Net Position

The table below summarizes the changes in net position for the years ended June 30, 2018, 2017, and 2016:

	Year Ended June 30			Change Between 2018 and 2017	Change Between 2017 and 2016
	2018	2017	2016		
Operating revenues					
Use fees and container charges	\$ 112,933,239	\$ 102,802,942	\$ 103,551,936	\$ 10,130,297	\$ (748,994)
Maintenance-of-way charges	4,989,490	4,871,474	5,052,440	118,016	(180,966)
Total operating revenues	<u>117,922,729</u>	<u>107,674,416</u>	<u>108,604,376</u>	<u>10,248,313</u>	<u>(929,960)</u>
Operating expenses					
Salaries and benefits	2,298,361	1,877,585	1,742,411	420,776	135,174
Administrative expenses and professional services	3,112,760	3,636,088	2,735,999	(523,328)	900,089
Maintenance-of-way charges	6,866,376	6,956,695	7,154,542	(90,319)	(197,847)
Depreciation	21,032,089	21,034,560	21,053,229	(2,471)	(18,669)
Total operating expenses	<u>33,309,586</u>	<u>33,504,928</u>	<u>32,686,181</u>	<u>(195,342)</u>	<u>818,747</u>
Operating income	<u>84,613,143</u>	<u>74,169,488</u>	<u>75,918,195</u>	<u>10,443,655</u>	<u>(1,748,707)</u>
Nonoperating revenues (expenses)					
Interest and investment income, net	2,011,208	1,635,412	3,375,680	375,796	(1,740,268)
Interest expense	(105,444,950)	(104,578,086)	(138,639,697)	(866,864)	34,061,611
Grant revenues	1,149,402	1,323,195	1,949,517	(173,793)	(626,322)
Miscellaneous revenues	556,347	621,419	1,009,872	(65,072)	(388,453)
Expenses for public benefit	(1,509,509)	(1,682,241)	(2,028,509)	172,732	346,268
Carrying value adjustment to assets held for transfer	-	-	(99,546,017)	-	99,546,017
Bond issuance costs	-	-	(11,059,040)	-	11,059,040
Total nonoperating expenses	<u>(103,237,502)</u>	<u>(102,680,301)</u>	<u>(244,938,194)</u>	<u>(557,201)</u>	<u>142,257,893</u>
Changes in net position	<u>(18,624,359)</u>	<u>(28,510,813)</u>	<u>(169,019,999)</u>	<u>9,886,454</u>	<u>140,509,186</u>
Net position, beginning of the year,	<u>(390,223,232)</u>	<u>(361,712,419)</u>	<u>(192,692,420)</u>	<u>(28,510,813)</u>	<u>(169,019,999)</u>
Net position, end of year	<u>\$ (408,847,591)</u>	<u>\$ (390,223,232)</u>	<u>\$ (361,712,419)</u>	<u>\$ (18,624,359)</u>	<u>\$ (28,510,813)</u>

Alameda Corridor Transportation Authority Management's Discussion and Analysis (continued)

Operating Revenues

Use fees and container charges revenues, representing 95.8% and 95.5% of operating revenues, increased by \$10.1 million and decreased by \$0.7 million, or 9.9% and (0.7%), in 2018 and 2017, respectively. The 2018 increase represents a recovery from the 2014/2015 productivity and labor disruption.

Operating Expenses

Operating expenses consist of salaries and benefits, administrative expenses, professional services, maintenance of way charges, and depreciation. During the year ended June 30, 2018, operating expenses decreased by \$0.2 million or 0.6%. The decrease in 2018 is the result of an increase in salaries and benefits, administrative expenses offset by decreases in maintenance-of-way charges and professional services. During the year ended June 30, 2017, operating expenses increased by \$0.8 million or 2.5%. The increase in 2017 was the result of an increase in salaries and benefits, administrative expenses, and professional services offset by a decrease in maintenance-of-way charges.

Nonoperating Revenues and Expenses

Nonoperating revenues and expenses consist of interest and investment earnings, interest expense, grant revenues, miscellaneous revenues, carrying value adjustment for assets held for transfer, expenses for public benefit, and bond issuance costs.

The 2018 increase in nonoperating expenses of \$0.6 million was primarily due to an increase in interest expenses offset by an increase in interest and investment income.

The 2017 decrease in nonoperating expenses of \$142.3 million was primarily due to a \$99.6 million carrying value adjustment to assets held for transfer and an \$11.1 million debt issuance cost expense that occurred in 2016, but not 2017. Interest expense decreased by \$34.1 million as a result of the May 2016 bond transaction, which resulted in additional capital appreciation bonds (CAB) interest on the 2004A defeased bonds and new 2016 bonds. Additionally, investment income decreased by \$1.7 million.

Capital Assets and Debt Administration

At June 30, 2018 and 2017, the Authority had approximately \$1.58 billion and \$1.60 billion, respectively, of capital assets, net of accumulated depreciation, and approximately \$2.2 billion and \$2.2 billion, respectively, in outstanding long-term debt.

Alameda Corridor Transportation Authority Management's Discussion and Analysis (continued)

Long-Term Debt

As of June 30, 2018 and 2017, the Authority's total long-term debt in revenue bonds was \$1.646 billion and \$1.689 billion; respectively. In addition, accrued interest payable was \$502.5 million and \$460.8 million, during fiscal years 2018 and 2017, respectively.

As of June 30, 2018, the Authority's credit ratings for the Senior Bonds (1999A, 1999C, 2012, and 2013A) are A3, A-, and A by Moody's Investor Service, Standard & Poor's, and Fitch Ratings, respectively. For the first subordinated debt (2004A, 2004B, and 2016A), the ratings are Baa2, BBB+, and BBB+ by Moody's Investor Service, Standard & Poor's, and Fitch Ratings, respectively, and for the second subordinated debt (2016B), the ratings are Baa2, BBB+, and BBB by Moody's Investor Service, Standard & Poor's, and Fitch Ratings respectively.

Additional debt information can be found in Note 6 to the basic financial statements.

Other Developments

The Authority's Alameda Corridor Project opened on April 15, 2002. On that date, the Authority commenced operations and began collecting revenues for intermodal containers and rail cars using the Corridor, as authorized in the Use and Operating Agreement between the Authority and the participating railroads (Use and Operating Agreement). The Authority's bonds are payable solely from and secured by a pledge of, among other revenues, use fees, container charges to be paid by the railroads, and shortfall advances to be paid under certain circumstances by the ports of Los Angeles and Long Beach (collectively known as the Ports). To the extent that the revenues from use and container charges are not sufficient to meet the Authority's obligations, the Ports have agreed to advance the funds necessary to pay up to the maximum amount of 20% each for any debt service payment. From inception until the fiscal year ended June 30, 2018, approximately \$1.443 billion has been received from the railroads. These revenues, combined with remaining interest income and other surplus cash balances, have been sufficient to meet debt services, fund reserve account required deposits, and pay the cost of revenue collections, monitoring, and administrative fees, except for in fiscal years 2012 and 2013, when shortfall advances totaling \$11.8 million were needed.

The Authority's program manager, Alameda Corridor Engineering Team (ACET), together with the Authority's staff are actively working to close out the remaining completed projects from the original Corridor projects as well as to support Caltrans on the SR-47 Project as outlined in cooperative agreements. Remaining work involves property transfers, right-of-way closeouts, and support on the SR-47 Project.

Alameda Corridor Transportation Authority Management's Discussion and Analysis (continued)

Other Developments (continued)

The Authority's Governing Board (the Board) modified the Corridor to include the addition of several Corridor-related projects, consistent with the Authority's Joint Powers Agreement, Use and Operating Agreement between the Authority and participating railroads (the Use and Operating Agreement), and its bond-related documents. Significant among those projects are the Pacific Coast Highway (PCH) and SR-47 Projects. The PCH project was completed in August 2004. The SR-47 Project has progressed, and the Authority is currently working in conjunction with Caltrans to advance the Heim Bridge portion of the project. The National Environmental Policy Act (NEPA) Record of Decision was approved on August 12, 2009; the Notice of Determination was received on August 17, 2009. The final design for replacement of the Bridge was completed in October 2010. Construction of the bridge is being administered by Caltrans and is underway. Construction is expected to be completed in November 2020, with full closeout set to occur in late 2021.

In May 2016, the Authority issued bonds in order to reduce debt service costs in the short-term by refinancing a portion of its outstanding debt. The Authority has continued to engage in activities to prevent further decline in its net position and improve the overall financial condition of the Authority. Although the Authority does not expect to require shortfall advances from the Ports within the next fiscal year based upon current revenue projections, the ability to request advances remains an option to the Authority. The Authority has forecasted that cargo volumes will increase in the future based on cargo volumes projected from the Ports, resulting in greater revenues for the Authority to fund future debt service requirements.

Contacting the Authority's Financial Management

The financial report is designed to provide a general overview of the Authority's finances for all those with an interest. Questions concerning any of the information provided in this report or request for additional financial information should be addressed to the Chief Financial Officer, Alameda Corridor Transportation Authority, 3760 Kilroy Airport Way, Suite 200, Long Beach, California, 90806.

Alameda Corridor Transportation Authority
Statements of Net Position

	June 30,	
	2018	2017
ASSETS AND DEFERRED OUTFLOWS OF RESOURCES		
CURRENT ASSETS		
Restricted cash and cash equivalents	\$ 45,448,126	\$ 29,891,291
Restricted investments	64,829,282	83,094,736
Receivables	11,977,208	11,370,587
Prepaid expenses	1,178,951	1,127,821
Total current assets	<u>123,433,567</u>	<u>125,484,435</u>
Restricted investments held with fiscal agent	-	8,136,078
Restricted investments	79,752,122	69,783,691
Assets held for transfer	13,347,625	13,347,625
Net OPEB asset	231,353	379,895
Capital assets not being depreciated	438,148,732	438,148,732
Capital assets, net of accumulated depreciation	<u>1,139,203,970</u>	<u>1,160,236,059</u>
Total assets	1,794,117,369	1,815,516,515
DEFERRED OUTFLOWS OF RESOURCES		
Charges on refunding	18,325,981	19,820,392
Pension and OPEB related items	883,417	644,604
Total assets and deferred outflows of resources	<u>\$ 1,813,326,767</u>	<u>\$ 1,835,981,511</u>
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND NET POSITION		
CURRENT LIABILITIES		
Accounts payable	\$ 1,993,677	\$ 2,631,015
Unearned revenue	1,266,841	1,329,353
Accrued interest payable, current portion	22,204,169	20,685,602
Revenue bonds payable, current portion	32,995,584	29,444,651
Other liabilities	547,980	528,538
Total current liabilities	59,008,251	54,619,159
Collateral deposit	-	8,136,078
Shortfall advances to Ports	12,099,503	11,934,966
Net pension liability	2,105,587	1,842,521
Accrued interest payable, net of current portion	502,457,879	460,752,146
Revenue bonds payable, net of current portion and unamortized discount	<u>1,646,414,982</u>	<u>1,688,811,395</u>
Total liabilities	<u>2,222,086,202</u>	<u>2,226,096,265</u>
DEFERRED INFLOWS OF RESOURCES		
	<u>88,156</u>	<u>108,478</u>
NET POSITION		
Net investments in capital assets	21,972,470	14,815,507
Restricted, expendable for		
Debt service	102,946,436	98,757,783
Master Trust Indenture	71,551,248	66,146,811
Unrestricted (deficit)	<u>(605,317,745)</u>	<u>(569,943,333)</u>
Total net position	<u>(408,847,591)</u>	<u>(390,223,232)</u>
Total liabilities, deferred inflows of resources, and net position	<u>\$ 1,813,326,767</u>	<u>\$ 1,835,981,511</u>

Alameda Corridor Transportation Authority
Statements of Revenues, Expenses, and Changes in Net Position

	Years Ended June 30,	
	2018	2017
OPERATING REVENUES		
Use fees and container charges	\$ 112,933,239	\$ 102,802,942
Maintenance-of-way charges	4,989,490	4,871,474
Total operating revenues	117,922,729	107,674,416
OPERATING EXPENSES		
Salaries and benefits	2,298,361	1,877,585
Administrative expenses	2,114,554	2,100,338
Professional services	998,206	1,535,750
Maintenance of way	6,866,376	6,956,695
Depreciation	21,032,089	21,034,560
Total operating expenses	33,309,586	33,504,928
Operating income	84,613,143	74,169,488
NONOPERATING REVENUES (EXPENSES)		
Interest and investment revenue, net	2,011,208	1,635,412
Grant revenues	1,149,402	1,323,195
Miscellaneous revenue	556,347	621,419
Interest expense	(105,444,950)	(104,578,086)
Expenses for public benefit	(1,509,509)	(1,682,241)
Total nonoperating expenses, net	(103,237,502)	(102,680,301)
Changes in net position	(18,624,359)	(28,510,813)
NET POSITION, beginning of the year	(390,223,232)	(361,712,419)
NET POSITION, end of year	\$ (408,847,591)	\$ (390,223,232)

Alameda Corridor Transportation Authority
Statements of Cash Flows

	Years Ended June 30,	
	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers for services	\$ 117,093,131	\$ 107,258,423
Payment to suppliers for goods and services	(10,667,604)	(10,466,628)
Payments to employees	(2,126,446)	(1,970,447)
Net cash provided by operating activities	104,299,081	94,821,348
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES		
Grant receipts	1,340,769	1,590,360
Payments for expenses for public benefit	(1,509,509)	(1,682,241)
Receipts for miscellaneous income	556,347	621,419
Net cash provided by noncapital financing activities	387,607	529,538
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Purchases of capital assets	-	(6,056)
Principal paid on notes and bonds payable	(28,101,727)	(21,827,076)
Interest payments on debt	(71,305,455)	(64,798,379)
Net cash used in capital and related financing activities	(99,407,182)	(86,631,511)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of investments	(439,853,178)	(242,896,932)
Sales of investments	448,150,201	235,776,327
Interest received	1,980,306	1,652,568
Net cash provided by (used in) investing activities	10,277,329	(5,468,037)
NET INCREASE IN RESTRICTED CASH AND CASH EQUIVALENTS	15,556,835	3,251,338
RESTRICTED CASH AND CASH EQUIVALENTS, beginning of year	29,891,291	26,639,953
RESTRICTED CASH AND CASH EQUIVALENTS, end of year	\$ 45,448,126	\$ 29,891,291

Alameda Corridor Transportation Authority
Statements of Cash Flows

	Years Ended June 30,	
	2018	2017
RECONCILIATION OF OPERATING INCOME TO NET		
CASH PROVIDED BY OPERATING ACTIVITIES		
Operating income	\$ 84,613,143	\$ 74,169,488
Adjustments to reconcile operating income to net cash provided by operating activities		
Depreciation expense	21,032,089	21,034,560
Changes in operating assets, deferred outflows of resources, liabilities, and deferred inflows of resources		
Receivables	(829,598)	(415,993)
Prepaid expenses	(51,130)	140,889
Net OPEB asset	148,542	(14,176)
Deferred outflows/inflows of resources	(259,135)	(529,117)
Accounts payable	(637,338)	(14,734)
Net pension liability	263,066	396,933
Other liabilities	19,442	53,498
Net cash provided by operating activities	<u>\$ 104,299,081</u>	<u>\$ 94,821,348</u>

Alameda Corridor Transportation Authority

Notes to Financial Statements

Note 1 – Organization and Summary of Significant Accounting Policies

Reporting entity – The Alameda Corridor Transportation Authority (the “Authority”) was established in August 1989 through a Joint Exercise of Powers Agreement (JPA) between the cities of Los Angeles and Long Beach, California. The purpose of the Authority is to acquire, construct, finance, and operate a consolidated transportation corridor; including an improved railroad expressway between the ports of Los Angeles and Long Beach (collectively known as the Ports) and downtown Los Angeles (the route between the two locations has become known as the Alameda Corridor).

The Authority’s independent Governing Board has seven members, comprising two members each from the Ports, one member each from the cities of Los Angeles and Long Beach, and one member representing the Los Angeles County Metropolitan Transportation Authority (LACMTA).

As of June 30, 2018, the members of the Authority’s Governing Board were the following:

- Chairperson – Ms. Suzie Price, Council member, City of Long Beach
- Vice Chairperson – Mr. Joe Buscaino, Council member, City of Los Angeles
- Member – Hon. Janice Hahn, Supervisor, County of Los Angeles and Chairperson, LACMTA
- Member – Mr. Frank Colonna, Commissioner, Port of Long Beach
- Member – Mr. Edward Renwick, Commissioner, Port of Los Angeles
- Member – Mr. Eugene Seroka, Executive Director, Port of Los Angeles
- Member – Mr. Mario Cordero, Executive Director, Port of Long Beach

The Authority is empowered to explore alternative methods of financing, to develop existing property, and to coordinate other governmental efforts necessary for a consolidated transportation corridor, including the completion of the Alameda Corridor Project (the “Project”). The Authority may issue revenue bonds to carry out its obligations under the JPA. Such bonds will be payable from revenues generated from the Alameda Corridor, from one or more pledges of revenues from the Authority, the Board of Harbor Commissioners of Long Beach and Los Angeles, from pledges of revenues from other responsible agencies, or from any other legally available funds.

Program management agreement – In January 1996, the Authority’s Governing Board entered into a 10-year Program Management Agreement (Agreement) with the Alameda Corridor Engineering Team (ACET), a joint venture comprising Daniel, Mann, Johnson, and Mendenhall (now AECOM); Moffatt and Nichol Engineers; Jenkins, Gales, and Martinez, Inc.; and TELACU Construction Management, Inc., to provide the broad program management services necessary to assist the Authority in implementing the Alameda Corridor. The Agreement calls for ACET to provide the Authority with professional services related to management, engineering, construction support, procurement, coordination, and administration of the Alameda Corridor Project Construction Program. This Agreement was amended twice by the Governing Board and is now extended through June 30, 2019.

Alameda Corridor Transportation Authority

Notes to Financial Statements

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Use and Operating Agreement – In October 1998, the cities of Long Beach and Los Angeles, the Authority, Union Pacific Railroad Company (UP), and Burlington Northern Santa Fe Railway Company (BNSF) entered into a use and operating agreement (the Use and Operating Agreement or UOA), which outlines the provisions for the construction, operation, and use of the Rail Corridor (as defined in the UOA). Specifically, it grants UP and BNSF the right to use the Rail Corridor constructed by the Authority for all Through Train (as defined in the UOA) movements upon substantial completion in exchange for paying maintenance, operating charges, container charges, and use fees to the Authority. Proceeds of the container charges and use fees will be used to repay the revenue bonds. The Use and Operating Agreement was amended in 2006 to resolve a dispute involving application of the container charge and use fee provisions of the Agreement to transloaded cargo. On December 15, 2016, an Amended and Restated Alameda Corridor Use and Operating Agreement was executed by and among the Ports, the Railroads, and the Authority, which, among other things, incorporates the amendments set forth in the First Amendment dated as of July 5, 2006; replaces the Operating Committee with direct decision making authority by the Ports and Railroads for the management of Alameda Corridor maintenance and operations; and removes construction related provisions and updates certain other provisions to reflect current conditions and practices. Dissolving the Operating Committee and modifying the decision making process did not have any impact on the day-to-day operation of the Alameda Corridor or the collection of the Authority's revenues. The UOA requirements are to be in effect until the earlier of April 15, 2062, or repayment of all obligations under the UOA.

Master trust indenture – In conjunction with the sale of project revenue and refunding bonds in 1999, 2004, 2012, 2013A, and 2016 ("Bonds"), the Authority entered into a Master Trust Indenture (MTI) with U.S. Bank, the bond trustee ("Trustee"), pursuant to which the Authority assigned all of its rights, title, and interest in and to the Project, including the receipt of certain use fees and container charges and other revenues known as "the Authority revenues" to the Trustee as security for the repayment of the Bonds. Pursuant to the terms of the MTI, the Trustee is required to establish certain funds and accounts and to apply the Authority's revenues for the purposes specifically set forth therein, which include the payment of most operating expenses and debt service payments. The MTI establishes debt service funds, debt service reserve funds, construction funds, maintenance and capital reserve funds, and certain other restrictive funds. The MTI also establishes a priority of payments, which restricts the manner, timing, and sequence of transfers into and out of such funds and accounts, and among such funds and accounts. The MTI requires that the Authority comply with certain operational and financial covenants, restricts the types of investments the Trustee and Authority may make, and requires regular financial reporting and disclosure. The Authority's net position restricted by the MTI included in the accompanying statements of net position of \$71,551,248 and \$66,146,811 as of June 30, 2018 and 2017, respectively, represents the accumulation of the Authority's revenues in excess of operating expenses and debt payments that can only be used for the aforementioned purposes noted in the MTI.

Basis of presentation – The basic financial statements of the Authority have been prepared in conformity with U.S. generally accepted accounting principles (GAAP) as applied to governmental units and the State Controller's Minimum Audit Requirements and Reporting Guidelines. The Governmental Accounting Standards Board (GASB) is the recognized standard-setting body for establishing governmental accounting and financial reporting principles for state and local governments within the United States of America.

Alameda Corridor Transportation Authority

Notes to Financial Statements

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

In accordance with GAAP, the Authority's operations are accounted for as a business-type activity. In this regard, the Authority follows the economic resources measurement focus and the accrual basis of accounting, whereby revenues are recognized when they are earned, and expenses are recorded when they are incurred, irrespective of when paid.

Restricted cash and cash equivalents – The Authority has defined, for purposes of the preparation of its statements of cash flows, that cash and cash equivalents include deposits, money market accounts, and investments with an original maturity date of three months or less, including investments in the State of California Local Agency Investment Fund (LAIF). The Authority participates in the State of California's LAIF, a non-Securities and Exchange Commission registered investment pool open to all government units in the State of California and is able to withdraw amounts from LAIF on demand without penalty.

Investments – Investments are stated at fair value. The value of each investment security has been determined based on the published closing price of the security as of June 30, 2018 and 2017. The net changes in fair value of investments, consisting of realized gains or losses and the unrealized appreciation/depreciation on those investments, have been included in interest and investment revenue as shown in the accompanying statements of revenues, expenses, and changes in net position.

The Authority's investment practices are governed by the MTI investment policy. The investment policy was amended by the Authority's Governing Board in April 2018, segregating non-bond funds which are controlled by the Board from bond funds which are controlled by the MTI investment policy. The types of investment authorized by the policies are described further in Note 2.

Assets held for transfer – Remaining right-of-way parcels or easements that require a transfer are valued based upon the known costs paid at the time the parcel was originally acquired. These assets are not held for investment purposes. The carrying value of these assets is further described in Note 4.

Capital assets – Capital assets purchased or constructed are carried at cost, including capitalized interest during construction. Donated assets are valued at the estimated fair value on the date received. Depreciation is provided over the estimated useful life of each asset and computed on a straight-line basis beginning with the fiscal year after the asset is placed in service. Trench structures, tracks and signals, rail bridge structures, and highway bridge structures include both depreciable and nondepreciable components. Costs associated with construction and building of the structures, track and signal systems of the Corridor are depreciable. Nondepreciable components include the demolition, excavation, backfill, embankment fill, removal of contaminated soil, construction delay costs, and utility relocations.

Estimated useful lives of classes of capital assets are as follows:

Automotive vehicles	5 years
Office equipment	3-5 years
Buildings	30 years
Revenue assessment and verification system and other software	5 years
Tracks and signal systems	40 years
Highway bridge structures	100 years
Trench structures	100 years
Rail bridge structures	100 years

Alameda Corridor Transportation Authority Notes to Financial Statements

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Infrastructure and equipment acquired with state and local grants are also included in capital assets. Depreciation on these assets is recorded as an operating expense.

Restricted assets and net position – Certain proceeds of the Authority's revenue bonds, as well as certain resources set aside for their repayment, are classified as restricted assets on the statements of net position because their use is limited by applicable bond covenants. The revenue bonds' accrued interest, debt service reserve, and revenue fund accounts have been classified as restricted assets, because these accounts are first restricted to the payment of interest and principal on the outstanding revenue bonds. These amounts, offset by any related outstanding debt, are reported as net position restricted for debt service. After payment of debt service, remaining revenues, if any, are restricted to the payment of the Authority's other costs and legal obligations (including repayment of Port Shortfall Advances) as defined by the Authority's Use and Operating Agreement. The Reserve Account has also been classified as restricted assets, because the amount in this account is restricted for specific purposes under the Use and Operating Agreement and the revenue bond covenants. These amounts, offset by any related outstanding liabilities, are reported as net position restricted by the Master Trust Indenture.

Remaining long-term debt proceeds that have been set aside for capital projects are also reported as restricted assets. The monies restricted for capital projects have been fully expended. When both restricted and unrestricted resources are available for use, it is the Authority's practice to use restricted resources first, and then unrestricted resources as they are needed.

The Authority's net position as of June 30, 2018, is a negative \$408.8 million because total liabilities and deferred inflows of resources were greater than total assets and deferred outflows of resources due to accumulating accreted interest on revenue bonds payable. The Authority's interest cash payments are lower than recorded interest expense because the bonds are capital appreciation bonds (CABs), which compound interest until final maturity. As a result, the Authority is able to maintain a liquid financial position. Management believes that it will be able to sustain its liquidity based on the terms of the bonds payable and through shortfall advances from the Ports, if necessary, as discussed further in Note 6.

Compensated absences – All Authority employees accumulate time off for vacation and sick leave each pay period. While sick leave hours are accrued at a uniform rate among all employees, vacation accrual is based on length of service. Vacation hours are payable to employees when used at the individual employee's current rate of pay. Any unused vacation remaining at the time of termination is also payable to the employee at his/her then rate of pay. All vacation hours that have been earned but not paid as of June 30, 2018 and 2017, have been accrued in the accompanying statements of net position in other liabilities. Sick hours are paid to employees when used. The Authority's sick leave policy also provides that employees will be paid 50% of the remaining value of their sick leave hours upon termination. Consequently, 50% of all unused sick hours for all employees totaling \$283,942 and \$250,502 as of June 30, 2018 and 2017, respectively, have also been accrued in other liabilities of the accompanying statement of net position.

Alameda Corridor Transportation Authority

Notes to Financial Statements

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Collateral deposit – In conjunction with the 1999, 2012, and 2013A series bonds issued by the Authority, the Authority also entered into a Forward Delivery Agreement (FDA) for debt service funds with a Trustee and a Provider. As noted in the FDA, the Provider guarantees a rate of return on debt service funds deposited with the Trustee. The FDA also includes a provision, which requires that, in the event of a downgrade of the Provider's long-term unsecured credit rating, the Provider is required to (i) procure a guarantor, (ii) assign its rights to another higher-rated financial institution, or (iii) deliver collateral to the Trustee in the name of the Authority and the Trustee. In 2011, the Provider's credit rating was downgraded and the Provider elected to deliver collateral to comply with the FDA. As a result, several years ago the Authority received the collateral in the form of approximately \$11.0 million in U.S. Treasury securities. In December 2017, the Provider's long-term unsecured credit rating was upgraded and the Authority returned the U.S. Treasury securities held as collateral. As of June 30, 2018 and 2017, the carrying value of the collateral deposit was \$0 and \$8,136,078, respectively, and recorded within restricted investments held with fiscal agent on the statements of net position.

Pensions – For purposes of measuring the net pension liability and deferred outflows/inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the Agency of California Public Employees' Retirement System (CalPERS) plans ("Plans"), and additions to/deductions from the Plans' fiduciary net position have been determined on the same basis as they are reported by CalPERS. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value. Pension information is further described in Note 9.

Postemployment Benefits Other Than Pensions (OPEB) – For purposes of measuring the net OPEB asset, deferred outflows of resources and deferred inflows of resources related to OPEB, and OPEB expense, information about the fiduciary net position of the Authority's OPEB plan and additions to and deductions from the OPEB's plan fiduciary net position have been determined on the same basis. For this purpose, benefit payments are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value. OPEB information is further described in Note 10.

Operating revenues and expenses – Operating revenues and expenses generally result from the operation of the Rail Corridor. The principal operating revenues of the Authority are fees assessed to the railroads for use and maintenance of the Rail Corridor. These fees are recognized in the period earned. Operating expenses include revenue collection and other administrative expenses, maintenance, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

Use of estimates – The preparation of basic financial statements in conformity with GAAP requires that management make estimates and assumptions that may affect the reported amount of assets, deferred outflows of resources, liabilities, deferred inflows of resources, and disclosure of contingent assets and liabilities at the date of the basic financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Alameda Corridor Transportation Authority Notes to Financial Statements

Note 2 – Restricted Cash, Cash Equivalents, and Investments

Cash, cash equivalents, and investments as of June 30, 2018 and 2017, are classified in the accompanying basic financial statements as follows:

	June 30, 2018	June 30, 2017
Current restricted cash and cash equivalents	\$ 45,448,126	\$ 29,891,291
Current restricted investments	64,829,282	83,094,736
Noncurrent restricted investments held with fiscal agent	-	8,136,078
Noncurrent restricted investments	79,752,122	69,783,691
Total restricted cash, cash equivalents, and investments	\$ 190,029,530	\$ 190,905,796

Deposits – At June 30, 2018 and 2017, the net carrying amount of the Authority's deposit account with Bank of America was \$503,612 and \$430,367, while the corresponding bank balance was \$526,561 and \$457,947, respectively. Outstanding checks account for the respective differences between the carrying amounts and bank balances. Of the aforementioned bank balance, \$250,000 is covered by the Federal Deposit Insurance Corporation, with the excess being secured with collateral of securities held by the pledging financial institution's trust or agent in the Authority's name.

The California Government Code Section 53601 requires California banks and savings and loan associations to secure a public agency's deposits not covered by federal depository insurance by pledging government securities as collateral. The carrying amount of pledged securities must equal at least 110% of the agency's deposits. California law also allows financial institutions to secure agency deposits by pledging first trust deed mortgage notes having a value of 150% of the Authority's total deposits. The collateral must be held at the pledging bank's trust department or other bank acting as the pledging bank's agent in the Authority's name.

Investments – The Authority's investments are invested pursuant to the investment policy guidelines included in the MTI for bond funds and adopted by the Governing Board of the Authority for non-bond funds. The objectives of the policies are, in order of priority, preservation of capital, liquidity, and yield. The policies address the types of investment instruments and the percentage of the portfolio in which the Authority may invest its funds as permitted by the California Government Code. Generally, investments shall be made in the context of the "prudent investor" rule.

Investment in State of California Local Agency Investment Pool – The Authority is a voluntary participant in the LAIF that is regulated by the California Government Code under the oversight of the Treasurer of the State of California. The carrying value of the Authority's investment in this pool is reported in the accompanying statements of net position as restricted cash equivalents at amounts based upon the Authority's pro rata share of the fair value provided by LAIF for the entire LAIF portfolio. The balance available for withdrawal is based on the accounting records maintained by LAIF. Amounts up to \$10 million can be withdrawn on demand. At June 30, 2018 and 2017, the balance of such deposits is \$8,396,268 and \$8,439,596, respectively.

Alameda Corridor Transportation Authority

Notes to Financial Statements

Note 2 – Restricted Cash, Cash Equivalents, and Investments (continued)

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 its fair value is to changes in market interest rates. One of the ways that the Authority manages its exposure to interest rate risk is by purchasing a combination of short-term and medium-term investments, and by timing cash flows from maturities so that a portion of the portfolio is maturing or coming close to maturity evenly over time as necessary to provide the cash flow and liquidity needed for operations. The Authority monitors the interest rate risk inherent in its portfolio by measuring the weighted-average maturity of its portfolio. The Authority has no specific limitations with respect to this metric.

Under provision of the Authority's MTI investment policy, and in accordance with Section 53601 of the California Government Code, the Authority may invest in the following types of investments:

Authorized Investment Type	Maximum Maturity	Maximum Percentage of Portfolio	Maximum Investment in One Issuer
U.S. Treasury bills, notes, or bonds	5 years	None	None
Federal Agency obligations	5 years	None	None
U.S. local agency bonds, notes, or warrants	5 years	None	None
State warrants or bonds	5 years	None	None
Authority bonds	N/A	None	N/A
Commercial paper	180 days	30%	10%
Negotiable certificates of deposit	2 years	30%	None
Medium-term maturity corporate notes	3 years	30%	8%
Money market funds	None	20%	10%
State of California Local Agency Investment Fund (LAIF)	N/A	None	None
L.A. County Treasurer Investment Pool	N/A	None	None
Mortgage- or asset-backed securities	5 years	20%	None
Repurchase agreements	90 days	50%	None
Guaranteed investment contracts and investment agreements	5 years	50%	20%
Bankers' acceptances	270 days	40%	10%

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 2 – Restricted Cash, Cash Equivalents, and Investments (continued)

In April 2018, the Governing Board adopted a modified Investment Policy for investments not controlled by MTI. Such investments represent approximately 7.2% of the Authority's investments of \$190,029,530 as of June 30, 2018.

Under the provisions of the Authority's non-MTI related Investment Policy, and in accordance with Section 53601 of the California Government Code, the Authority's non-MTI related funds may be invested in the following types of investments:

<u>Authorized Investment Type</u>	<u>Maximum Maturity</u>	<u>Maximum Percentage of Portfolio</u>	<u>Maximum Investment in One Issuer</u>
U.S. Treasury bills, notes, or bonds	5 years	None	None
Federal Agency Obligations	5 years	50%	None
U.S. local agency bonds, notes, or warrants	5 years	5%	N/A
Supranationals - U.S. Denominated	5 years	30%	10%
State warrants or bonds	5 years	5%	none
Authority bonds	None	20%	none
Commercial paper	270 days	25%	5%
Negotiable certificates of deposits	2 years	20%	5%
Time deposits	1 year	15%	5%
Medium-term maturity corporate notes	5 years	30%	5%
Money market funds	None	20%	10%
State of California Local Agency Investment Fund (LAIF)	N/A	None	None
Los Angeles County Treasurer Investment Pool	N/A	None	None
Mortgage- or asset-backed securities	5 years	20%	5%

Prohibited: Repurchase agreements, Reverse Repurchase agreements, Bankers' Acceptance, Common stocks; Inverse floaters, Range notes, Interest-only strips from a pool of mortgages, Zero interest accrual securities

Weighted Average Duration: 3 years
Maximum maturity: 5 years

Alameda Corridor Transportation Authority

Notes to Financial Statements

Note 2 – Restricted Cash, Cash Equivalents, and Investments (continued)

The following schedules indicate the combined distribution of the Authority's investments as of June 30:

	2018		2017	
	Reported Amount	Weighted-Average Maturity (in Years)	Reported Amount	Weighted-Average Maturity (in Years)
Cash and investment type				
Cash	\$ 504,111	-	\$ 430,867	-
Money market fund	16,330,434	-	13,192,963	-
LAIF	8,396,268	-	8,439,596	-
U.S. Treasury notes	68,871,443	1.06	61,103,224	1.36
U.S. corporate notes	20,066,466	1.58	19,782,872	1.66
Commercial paper	1,314,457	0.27	1,699,468	0.20
Federal agency obligations	74,546,351	1.53	86,256,806	1.54
	<u>\$ 190,029,530</u>		<u>\$ 190,905,796</u>	

Disclosure relating to credit risk – Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. Presented below is the distribution of investment amounts by type of investment and rating category as of June 30, 2018 and 2017.

Investment type	Ratings as of June 30, 2018								Total
	AAA / AA+	AA	AA- / A+	A	A-	A-1+	A-1	NR	
Cash and money market	\$ 14,880,730	\$ -	\$ -	\$ -	\$ -	\$ 599,999	\$ 849,705	\$ 504,111	\$ 16,834,545
LAIF	-	-	-	-	-	-	-	8,396,268	8,396,268
U.S. Treasury notes	53,077,562	-	-	-	-	15,793,881	-	-	68,871,443
U.S. corporate notes	-	847,218	9,404,366	7,999,512	838,075	-	-	977,295	20,066,466
Commercial paper	-	-	-	-	-	570,370	744,087	-	1,314,457
Federal agency obligations	44,594,125	-	-	-	-	29,952,226	-	-	74,546,351
Total	<u>\$ 112,552,417</u>	<u>\$ 847,218</u>	<u>\$ 9,404,366</u>	<u>\$ 7,999,512</u>	<u>\$ 838,075</u>	<u>\$ 46,916,476</u>	<u>\$ 1,593,792</u>	<u>\$ 9,877,674</u>	<u>\$ 190,029,530</u>

Investment type	Ratings as of June 30, 2017								Total
	AAA / AA+	AA	AA- / A+	A	A-	A-1+	A-1	NR	
Cash and money market	\$ 13,192,963	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 430,867	\$ 13,623,830
LAIF	-	-	-	-	-	-	-	8,439,596	8,439,596
U.S. Treasury notes	55,329,401	-	-	-	-	5,773,823	-	-	61,103,224
U.S. corporate notes	1,535,718	1,597,725	8,951,018	7,698,411	-	-	-	-	19,782,872
Commercial paper	-	-	-	-	-	566,115	1,133,353	-	1,699,468
Federal agency obligations	51,652,676	-	-	-	-	34,604,130	-	-	86,256,806
Total	<u>\$ 121,710,758</u>	<u>\$ 1,597,725</u>	<u>\$ 8,951,018</u>	<u>\$ 7,698,411</u>	<u>\$ -</u>	<u>\$ 40,944,068</u>	<u>\$ 1,133,353</u>	<u>\$ 8,870,463</u>	<u>\$ 190,905,796</u>

Alameda Corridor Transportation Authority Notes to Financial Statements

Note 2 – Restricted Cash, Cash Equivalents, and Investments (continued)

Concentration of credit risk – The Authority’s investment policies contains no limitations on the amount that can be invested in any one issuer beyond that stipulated by the California Government Code. Investments in any one issuer (other than U.S. Treasury securities, mutual funds, and external investment pools) that represent 5% or more of the total Authority’s investments are as follows:

		June 30	
		2018	2017
Federal Home Loan Bank	Federal agency obligations	\$ 25,158,756	\$ 23,189,107
Federal National Mortgage Association	Federal agency obligations	38,013,856	45,513,391
Federal Home Loan Mortgage Corporation	Federal agency obligations	9,941,614	15,132,420
		\$ 73,114,226	\$ 83,834,918

Investment valuation and revenue recognition – Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Authority’s fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quote prices in active markets for identical assets (Level 1 measurements) and the lowest priority measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities

Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the asset or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

Following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis and recognized in the accompanying statements of net position, as well as the general classification of such instruments pursuant to the valuation hierarchy. There have been no changes in the methodologies used at June 30, 2018 and 2017.

Alameda Corridor Transportation Authority

Notes to Financial Statements

Note 2 – Restricted Cash, Cash Equivalents, and Investments (continued)

U.S. government securities, mortgage-backed securities and other debt and equity securities – Valued at the closing price reported on the major market on which the individual securities are traded or have reported broker trades which may be considered indicative of an active market. Where quoted prices are available in an active market, the investments are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available for the specific security, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics, discounted cash flows, and other observable inputs. Such securities are classified within Level 2 of the valuation hierarchy.

Commercial paper – Valued using pricing models maximizing the use of observable inputs for similar securities, which includes basing value on yields currently available on comparable securities of issuers with similar credit ratings.

Fair values of investments have been determined by the Authority from observable market quotations, as reflected below. The following tables present the Authority's fair value hierarchy for those assets measured at fair value on a recurring basis as of June 30, 2018 and 2017.

	June 30, 2018			
	Total	Level 1	Level 2	Level 3
Investments				
Commercial paper				
Domestic	\$ 1,314,457	\$ -	\$ 1,314,457	\$ -
Federal agencies and municipalities				
U.S. Treasury notes	68,871,443	-	68,871,443	-
U.S. corporate notes	20,066,466	-	20,066,466	-
Federal agency obligations	74,546,351	-	74,546,351	-
	<u>164,798,717</u>	<u>\$ -</u>	<u>\$ 164,798,717</u>	<u>\$ -</u>
Cash and equivalents not measured at fair value				
Cash	504,111			
LAIF	8,396,268			
Money market fund	16,330,434			
	<u>\$ 190,029,530</u>			

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 2 – Restricted Cash, Cash Equivalents, and Investments (continued)

	June 30, 2017			
	Total	Level 1	Level 2	Level 3
Investments				
Commercial paper				
Domestic	\$ 1,699,468	\$ -	\$ 1,699,468	\$ -
Federal agencies and municipalities				
U.S. Treasury notes	61,103,224	-	61,103,224	-
U.S. corporate notes	19,782,872	-	19,782,872	-
Federal agency obligations	86,256,806	-	86,256,806	-
	168,842,370	\$ -	\$ 168,842,370	\$ -
Cash and equivalents not measured at fair value				
Cash	430,867			
LAIF	8,439,596			
Money market fund	13,192,963			
	<u>\$ 190,905,796</u>			

Note 3 – Receivables

Receivables consist of grants, use fees, and other amounts due from private entities. The following provides a summary of the amounts of accounts and other receivables:

	June 30	
	2018	2017
Grants receivable	\$ 478,534	\$ 732,413
Interest receivable	709,794	678,892
Use fees and other receivables	10,788,880	9,959,282
Total	<u>\$ 11,977,208</u>	<u>\$ 11,370,587</u>

Alameda Corridor Transportation Authority

Notes to Financial Statements

Note 4 – Assets Held for Transfer

Assets held for transfer represent right-of-way land and land improvements that were acquired by the Authority. Hundreds of parcels and easement rights were acquired in order to complete the construction of the Alameda Corridor. The Authority, under the terms of the joint powers agreement, is not permitted to own any land or land easement rights. The Ports own the land that the trench was built on and the Authority has the right to use and occupy the property under the terms of a Use Permit that was executed between the Ports and the Authority on October 12, 1998. Title to all land and easement rights necessary to operate the Alameda Corridor is in the process of being deeded to the Ports, as tenants in common. No transfers took place during fiscal years 2018 and 2017 that had an associated monetary value.

Note 5 – Capital Assets

The following schedule summarizes capital assets for the years ended June 30, 2018 and 2017:

	Balance, June 30, 2017	Additions	Deletions	Balance, June 30, 2018
Buildings and equipment				
Office equipment	\$ 288,302	\$ -	\$ -	\$ 288,302
Buildings	1,102,594	-	-	1,102,594
Revenue assessment and verification system and other software	7,050,307	-	-	7,050,307
Total buildings and equipment	8,441,203	-	-	8,441,203
Alameda Corridor Project Infrastructure				
Capital assets, being depreciated				
Trench structures	715,581,463	-	-	715,581,463
Track and signals	196,509,123	-	-	196,509,123
Rail bridge structures	408,972,328	-	-	408,972,328
Highway bridge structures	147,175,088	-	-	147,175,088
Capital assets, not being depreciated				
Trench structures	224,167,723	-	-	224,167,723
Track and signals	66,493,773	-	-	66,493,773
Rail bridge structures	101,783,053	-	-	101,783,053
Highway bridge structures	45,704,183	-	-	45,704,183
Alameda Corridor Project Infrastructure	1,906,386,734	-	-	1,906,386,734
Total capital assets	1,914,827,937	-	-	1,914,827,937
Less accumulated depreciation for				
Trench structures	(156,251,744)	(10,430,222)	-	(166,681,966)
Track and signals	(45,356,399)	(3,309,085)	-	(48,665,484)
Rail bridge structures	(78,832,977)	(5,292,827)	-	(84,125,804)
Highway bridge structures	(28,102,293)	(1,948,030)	-	(30,050,323)
Office equipment	(276,568)	(9,107)	-	(285,675)
Buildings	(584,987)	(36,753)	-	(621,740)
Revenue assessment and verification system and other software	(7,038,178)	(6,065)	-	(7,044,243)
Total accumulated depreciation	(316,443,146)	(21,032,089)	-	(337,475,235)
Capital assets, net	\$ 1,598,384,791	\$ (21,032,089)	\$ -	\$ 1,577,352,702

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 5 – Capital Assets (continued)

The following schedule summarizes capital assets for the years ended June 30, 2017 and 2016:

	Balance, June 30, 2016	Additions	Deletions	Balance, June 30, 2017
Buildings and equipment				
Automotive vehicles	\$ 20,524	\$ -	\$ (20,524)	\$ -
Office equipment	305,860	6,056	(23,614)	288,302
Buildings	1,102,594	-	-	1,102,594
Revenue assessment and verification system and other software	7,050,307	-	-	7,050,307
Total buildings and equipment	8,479,285	6,056	(44,138)	8,441,203
Alameda Corridor Project				
Infrastructure				
Capital assets, being depreciated				
Trench structures	715,581,463	-	-	715,581,463
Track and signals	196,509,123	-	-	196,509,123
Rail bridge structures	408,972,328	-	-	408,972,328
Highway bridge structures	147,175,088	-	-	147,175,088
Capital assets, not being depreciated				
Trench structures	224,167,723	-	-	224,167,723
Track and signals	66,493,773	-	-	66,493,773
Rail bridge structures	101,783,053	-	-	101,783,053
Highway bridge structures	45,704,183	-	-	45,704,183
Alameda Corridor Project Infrastructure	1,906,386,734	-	-	1,906,386,734
Total capital assets	1,914,866,019	6,056	(44,138)	1,914,827,937
Less accumulated depreciation for				
Trench structures	(145,821,522)	(10,430,222)	-	(156,251,744)
Track and signals	(42,047,314)	(3,309,085)	-	(45,356,399)
Rail bridge structures	(73,540,150)	(5,292,827)	-	(78,832,977)
Highway bridge structures	(26,154,263)	(1,948,030)	-	(28,102,293)
Automotive vehicles	(20,524)	-	20,524	-
Office equipment	(288,604)	(11,578)	23,614	(276,568)
Buildings	(548,234)	(36,753)	-	(584,987)
Revenue assessment and verification system and other software	(7,032,113)	(6,065)	-	(7,038,178)
Total accumulated depreciation	(295,452,724)	(21,034,560)	44,138	(316,443,146)
Capital assets, net	\$ 1,619,413,295	\$ (21,028,504)	\$ -	\$ 1,598,384,791

Alameda Corridor Transportation Authority

Notes to Financial Statements

Note 6 – Bonds Payable

The 1999A Series Senior Lien Tax-Exempt Bonds (1999A Bonds), the 1999C Senior Lien Taxable Bonds (1999C Bonds), the 2004A Series Subordinate Lien Tax-Exempt Bonds (2004A Bonds), the 2004B Subordinate Lien Taxable Bonds (2004B Bonds), the 2012 Series Taxable Senior Lien Bonds (2012 Bonds), the 2013A Series Tax-Exempt Senior Lien Bonds (2013A Bonds), the 2016A Series Subordinate Lien Tax-Exempt Bonds (2016A Bonds), and 2016B Series Second subordinate Lien Tax-Exempt Bonds (2016B Bonds) are payable solely from and secured by a pledge of, among other revenues, use fees and container charges to be paid by the UP and BNSF for use of the Project and from shortfall advances to be paid under certain circumstances by the City of Long Beach, acting by and through its Board of Harbor Commissioners, and the City of Los Angeles, acting by and through its Board of Harbor Commissioners.

As of June 30, 2018 and 2017, the unamortized premium and discount balance on the 1999A and 1999C, 2004A and 2004B, 2013A, and 2016A and 2016B Bonds was \$105,465,539 and \$114,866,369, respectively.

Long-term liability activity for the years ended June 30, 2018 and 2017, was as follows:

	Balance, June 30, 2017	Additions	Payments	Balance, June 30, 2018	Due Within One Year
Revenue bonds payable					
1999A Bonds	\$ 50,453,617	\$ -	\$ -	\$ 50,453,617	\$ -
1999C Bonds	449,863,396	-	(25,175,000)	424,688,396	27,315,000
2004A Bonds	48,765,254	-	(4,269,650)	44,495,604	5,680,584
2004B Bonds	131,132,410	-	-	131,132,410	-
2012 Bonds	83,710,000	-	-	83,710,000	-
2013A Bonds	248,325,000	-	-	248,325,000	-
2016A Bonds	34,280,000	-	-	34,280,000	-
2016B Bonds	556,860,000	-	-	556,860,000	-
Total revenue bonds payable	1,603,389,677	-	(29,444,650)	1,573,945,027	32,995,584
Less unamortized bond premium	114,866,369	-	(9,400,830)	105,465,539	-
Accrued interest payable	481,437,748	113,186,832	(69,962,532)	524,662,048	22,204,169
Net revenue bonds payable	<u>\$ 2,199,693,794</u>	<u>\$ 113,186,832</u>	<u>\$ (108,808,012)</u>	<u>\$ 2,204,072,614</u>	<u>\$ 55,199,753</u>

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 6 – Bonds Payable (continued)

	Balance, June 30, 2016	Additions	Payments	Balance, June 30, 2017	Due Within One Year
Revenue bonds payable					
1999A Bonds	\$ 50,453,617	\$ -	\$ -	\$ 50,453,617	\$ -
1999C Bonds	473,033,396	-	(23,170,000)	449,863,396	25,175,000
2004A Bonds	48,765,254	-	-	48,765,254	4,269,651
2004B Bonds	131,132,410	-	-	131,132,410	-
2012 Bonds	83,710,000	-	-	83,710,000	-
2013A Bonds	248,325,000	-	-	248,325,000	-
2016A Bonds	34,280,000	-	-	34,280,000	-
2016B Bonds	556,860,000	-	-	556,860,000	-
Total revenue bonds payable	1,626,559,677	-	(23,170,000)	1,603,389,677	29,444,651
Less unamortized bond premium	124,262,549	-	(9,396,180)	114,866,369	-
Accrued interest payable	432,474,047	112,419,156	(63,455,455)	481,437,748	20,685,602
Net revenue bonds payable	\$ 2,183,296,273	\$ 112,419,156	\$ (96,021,635)	\$ 2,199,693,794	\$ 50,130,253

1999 Series A Capital Appreciation Bonds – The 1999A Capital Appreciation Bonds (CABs) were issued by the Authority in the aggregate amount of \$50,453,617 on February 2, 1999. Proceeds from the sale of these insured 1999A CABs were used to finance a portion of the cost of design and construction of the Project.

The first maturity of the bonds will commence on October 1, 2030. The 1999A CABs, which mature between October 1, 2030 and October 1, 2037, have an accretion yield to maturity at rates ranging from 5.25% to 5.27%. The principal and accrued interest balance outstanding on the 1999A CABs at June 30, 2018 and 2017, are \$50,453,617 and \$88,346,324, and \$50,453,617 and \$81,297,625, respectively. The 1999A CABs are not subject to optional redemption.

The remaining debt service of the 1999A CABs is as follows:

	Annual Debt Service Requirement		
	Principal	Interest	Total
Fiscal year(s) ending June 30:			
2029 - 2033	\$ 20,988,875	\$ 93,016,125	\$ 114,005,000
2034 - 2038	29,464,742	168,280,258	197,745,000
Total	\$ 50,453,617	\$ 261,296,383	\$ 311,750,000

1999 C Bonds – The 1999C Bonds include both current interest bonds (CIBs) and capital appreciation bonds (CABs).

1999 Series C Current Interest Bonds – The 1999C CIBs were issued by the Authority in the aggregate amount of \$430,155,000 on January 1, 1999. Proceeds from the sale of these insured 1999C CIBs were used to finance a portion of the cost of the design and construction of the Project.

Alameda Corridor Transportation Authority

Notes to Financial Statements

Note 6 – Bonds Payable (continued)

Interest on the 1999C CIBs is payable semiannually on April 1 and October 1 of each year commencing April 1, 1999, with principal payments commencing October 1, 2014. The 1999C CIBs Series, which mature annually each October 1, from 2015 through 2029, bear interest at rates ranging from 6.50% to 6.60%. The principal balance outstanding on the 1999C CIBs is \$357,390,000 at June 30, 2018. The 1999C CIBs are not subject to optional redemption. The remaining debt service of the Authority's 1999C CIBs is as follows:

Fiscal year(s) ending June 30:	Annual Debt Service Requirement		
	Principal	Interest	Total
2019	\$ 27,315,000	\$ 22,643,093	\$ 49,958,093
2020	29,595,000	20,793,517	50,388,517
2021	-	19,831,680	19,831,680
2022	-	19,831,680	19,831,680
2023	-	19,831,680	19,831,680
2024 - 2028	197,775,000	68,537,865	266,312,865
2029 - 2033	102,705,000	6,904,755	109,609,755
Total	\$ 357,390,000	\$ 178,374,270	\$ 535,764,270

1999C CABs – The 1999C CABs were issued by the Authority in the aggregate amount of \$67,298,396 on February 9, 1999. Proceeds from the sale of these insured 1999C CABs were used to finance a portion of the cost of the design and construction of the Project.

The first maturity of the bonds will commence on October 1, 2020. The 1999C CABs, which mature between October 1, 2020 and October 1, 2037, have an accretion yield to maturity at rates ranging from 6.69% to 6.83%. The principal balance and accrued interest outstanding on the 1999C CABs at June 30, 2018 and 2017, are \$67,298,396 and \$179,989,855 and \$67,298,396 and \$163,967,127, respectively. The 1999C CABs are not subject to optional redemption.

The Authority's remaining debt service on the 1999C CABs is as follows:

Fiscal year(s) ending June 30:	Annual Debt Service Requirement		
	Principal	Interest	Total
2021	\$ 7,709,136	\$ 24,390,864	\$ 32,100,000
2022	7,350,591	25,269,409	32,620,000
2023	6,993,264	26,151,736	33,145,000
2024 - 2028	-	-	-
2029 - 2033	19,430,060	154,424,940	173,855,000
2034 - 2038	25,815,345	275,724,655	301,540,000
Total	\$ 67,298,396	\$ 505,961,604	\$ 573,260,000

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 6 – Bonds Payable (continued)

2004A Bonds – The 2004A Bonds include both Capital Appreciation Bond – Non Convertible (CABs) and Capital Appreciation Bonds – Convertible (CCIBs).

2004 Series A Capital Appreciation Bonds – Non Convertible – The 2004A Bonds were initially all capital appreciation bonds. Of the total, \$475,292,386, \$274,992,286 were convertible and converted to current interest bonds on October 1, 2012, and were callable on October 1, 2017 (CCIBs). \$200,300,100 are not convertible or callable (CABs). The 2004 Bonds were issued by the Authority in the aggregate amount of \$475,292,386 on April 22, 2004. Proceeds from the sale of these insured 2004A Bonds were used to refund a portion of the U.S. Department of Transportation Loan. The 2004A CABs mature between fiscal years 2012 and 2031 and have an accretion yield to maturity at rates ranging from 4.30% to 5.72%.

On May 24, 2016, all of the 2004A CABs maturing during fiscal year 2017 and a portion of the 2004A CABs maturing during fiscal years 2018 through 2021 were advance refunded, defeased, and escrowed to maturity. As a result, the Authority's remaining debt service on the 2004A CABs is as follows:

Fiscal year(s) ending June 30:	Annual Debt Service Requirement		
	Principal	Interest	Total
2019	\$ 5,680,584	\$ 6,019,416	\$ 11,700,000
2020	1,896,850	2,273,150	4,170,000
2021	568,750	766,250	1,335,000
2022	-	-	-
2023	-	-	-
2024 - 2028	-	-	-
2029 - 2033	36,349,420	121,330,580	157,680,000
Total	\$ 44,495,604	\$ 130,389,396	\$ 174,885,000

2004 Series A Capital Appreciation Bond – Convertible – On May 24, 2016, these bonds were advance refunded, defeased, and escrowed to October 1, 2017. The 2004A CCIBs were convertible and callable, and accreted to full face value of \$5,000 per bond on October 1, 2012. These bonds converted automatically and pay interest semiannually on April 1 and October 1 of each year commencing with April 1, 2013. The first maturity of the 2004A CCIBs will commence on October 1, 2021. The 2004 CCIBs mature between fiscal years 2021 and 2025, and bear interest at rates ranging from 5.25% to 5.45%. These bonds are callable at par, with accrued interest, if any, on October 1, 2017, or any date thereafter. As a result of the May 24, 2016, advance refunding, all 2004A CCIBs will be called on October 1, 2017. The principal balance outstanding on the 2004 CCIBs is \$0 at June 30, 2017 and 2016.

The Authority has no remaining debt service on the 2004A CCIBs.

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 6 – Bonds Payable (continued)

2004B Bonds – The 2004B Bonds are capital appreciation bonds that were issued by the Authority in the aggregate amount of \$210,731,703 on April 22, 2004. Proceeds from the sale of these insured 2004B Bonds were used to repay a portion of the U.S. Department of Transportation Loan.

The first maturity of the 2004B Bonds commenced October 1, 2006. The 2004B Bonds mature between October 1, 2006 and October 1, 2033, and have an accretion yield to maturity at rates ranging from 3.05% to 6.33%. The 2004B Bonds are not subject to optional redemption. The principal balance and accrued interest outstanding on the 2004B Bonds are \$131,132,410 and \$186,768,385 and \$131,132,410 and \$167,508,301, at June 30, 2018 and 2017, respectively.

The Authority's remaining debt service on the 2004B Bonds is as follows:

	Annual Debt Service Requirement		
	Principal	Interest	Total
Fiscal year(s) ending June 30:			
2024 - 2028	\$ 48,607,904	\$ 152,742,096	\$ 201,350,000
2029 - 2033	66,413,486	279,256,514	345,670,000
2034 - 2038	16,111,020	84,563,980	100,675,000
Total	\$ 131,132,410	\$ 516,562,590	\$ 647,695,000

2012 Bonds – The 2012 Bonds were issued by the Authority in the aggregate amount of \$83,710,000 on June 21, 2012. Proceeds from the sale of these 2012 Bonds were used on July 24, 2012, to call and refund all 1999A Bonds maturing on October 1, 2014 through 2018, and a portion of the 1999A Bonds maturing on October 1, 2019.

The 2012 Bonds are current interest bonds. Interest is payable semiannually on April 1 and October 1 of each year commencing October 1, 2012, with principal payments commencing October 1, 2023 through 2035, all at an interest rate of 2.46%. The principal balance on the 2012 Bonds is \$83,710,000 on June 30, 2018 and June 30, 2017. The 2012 Bonds are redeemable at par at the option of the Authority at any time, in whole or in part, from any available moneys that may be provided for such purpose.

The Authority's remaining debt service on the 2012 Bonds is a follows:

	Annual Debt Service Requirement		
	Principal	Interest	Total
Fiscal year(s) ending June 30:			
2019	\$ -	\$ 2,059,266	\$ 2,059,266
2020	-	2,062,087	2,062,087
2021	-	2,056,445	2,056,445
2022	-	2,059,266	2,059,266
2023	-	2,059,266	2,059,266
2024 - 2028	46,930,000	7,266,586	54,196,586
2029 - 2033	30,170,000	2,483,762	32,653,762
2034 - 2038	6,610,000	156,679	6,766,679
Total	\$ 83,710,000	\$ 20,203,357	\$ 103,913,357

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 6 – Bonds Payable (continued)

2013A Series Bonds – The 2013A Bonds were issued by the Authority in the aggregate amount of \$248,325,000 on February 12, 2013. Proceeds from the sale of these 2013A Bonds were used on February 14, 2013, to call and refund all remaining 1999A CIBs.

The 2013A Bonds are current interest bonds. Interest is payable semiannually on April 1 and October 1 of each year commencing April 1, 2013, with principal payments commencing October 1, 2019 through 2029, at interest rates ranging from 3.00% to 5.00%. The principal balance on the 2013A Bonds is \$248,325,000 on June 30, 2018 and June 30, 2017. The 2013A Bonds are redeemable at par at the option of the Authority at any time, in whole or in part, from any available moneys that may be provided for such purpose.

The Authority's remaining debt service on the 2013A Bonds is as follows:

Fiscal year(s) ending June 30:	Annual Debt Service Requirement		
	Principal	Interest	Total
2019	\$ -	\$ 11,786,950	\$ 11,786,950
2020	11,120,000	11,508,950	22,628,950
2021	17,490,000	10,793,700	28,283,700
2022	18,710,000	9,888,700	28,598,700
2023	19,990,000	8,921,200	28,911,200
2024 - 2028	121,495,000	27,923,075	149,418,075
2029 - 2033	59,520,000	2,635,781	62,155,781
Total	<u>\$ 248,325,000</u>	<u>\$ 83,458,356</u>	<u>\$ 331,783,356</u>

2016A and B Bonds – The 2016A and B Tax-Exempt Current Interest Bonds were issued on May 24, 2016.

2016A Bonds – The 2016A Bonds were issued by the Authority in the aggregate amount of \$34,280,000 on May 24, 2016. Proceeds from the sale of these first subordinate lien 2016A Bonds were used on May 24, 2016, to advance refund, defease, and escrow to maturity certain 2004A CABs.

The 2016A Bonds are current interest bonds. Interest is payable semiannually on April 1 and October 1 of each year commencing on October 1, 2016, with principal payments commencing October 1, 2021 through 2025 at interest rates ranging from 4.00% to 5.00%. The principal balance on the 2016A Bonds is \$34,280,000 on June 30, 2018 and June 30, 2017. The 2016A Bonds are not subject to optional redemption prior to stated maturity dates.

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 6 – Bonds Payable (continued)

The Authority's remaining debt service on the 2016A Bonds is as follows:

Fiscal year(s) ending June 30:	Annual Debt Service Requirement		
	Principal	Interest	Total
2019	\$ -	\$ 1,607,700	\$ 1,607,700
2020	-	1,607,700	1,607,700
2021	-	1,607,700	1,607,700
2022	5,685,000	1,494,000	7,179,000
2023	10,830,000	1,109,550	11,939,550
2024 - 2028	17,765,000	1,388,400	19,153,400
Total	\$ 34,280,000	\$ 8,815,050	\$ 43,095,050

2016B Bonds – The 2016B Bonds were issued by the Authority in the aggregate amount of \$556,860,000 on May 24, 2016. Proceeds from the sale of these second subordinate lien 2016B Bonds were used on May 24, 2016, to advance refund, defease, and escrow to October 1, 2017, all 2004A CCIBs. The difference between the cash flows required to service the old debt and that required to service the new debt and complete the refunding resulted in a loss of \$297,845,470. The economic loss on the refunding was \$35,511,343.

The difference between the reacquisition price (the amount paid on extinguishment including call premiums and miscellaneous costs of reacquisition) and the net carrying value (amount due at maturity, adjusted for unamortized premiums and/or discounts) resulted in deferred charges on these refundings, in the amount of \$21,466,292. These deferred outflows are being amortized over the remaining life of the old debt which is shorter than the remaining life of the new debt, as a component of interest expense. Amortization of these charges amounted to \$1,494,412 for both years ended June 30, 2018 and 2017. The remaining portion is included in deferred outflows of resources on the accompanying statements of net position, in the amount of \$18,325,981 and \$19,820,392 at June 30, 2018 and 2017, respectively.

The 2016B Bonds are current interest bonds. Interest is payable semiannually on April 1 and October 1 of each year commencing on October 1, 2016, with principal payments commencing on October 1, 2034 through 2037, at interest rates ranging from 3.125% to 5.00%. The principal balance on the 2016B Bonds is \$556,860,000 and \$556,860,000 on June 30, 2018 and June 20, 2017, respectively. The 2016B Bonds are redeemable at the option of the Authority on or after October 1, 2026, in whole or in part at any time, from any moneys that may be provided for such purpose and at a redemption price equal to 100% of the principal amount of the 2016B Bonds to be redeemed plus interest accrued to the date fixed for redemption.

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 6 – Bonds Payable (continued)

The Authority's remaining debt service on the 2016B Bonds is as follows:

Fiscal year(s) ending June 30:	Annual Debt Service Requirement		
	Principal	Interest	Total
2019	\$ -	\$ 26,174,250	\$ 26,174,250
2020	-	26,174,250	26,174,250
2021	-	26,174,250	26,174,250
2022	-	26,174,250	26,174,250
2023	-	26,174,250	26,174,250
2024 - 2028	-	130,871,250	130,871,250
2029 - 2033	-	130,871,250	130,871,250
2034 - 2038	556,860,000	80,382,375	637,242,375
Total	\$ 556,860,000	\$ 472,996,125	\$ 1,029,856,125

Accrued interest payable – The Authority's accrued interest payable is as follows:

	June 30, 2018		
	Current Interest Bond	Long-Term CABs	Total
1999A Bonds	\$ -	\$ 88,346,324	\$ 88,346,324
1999C Bonds	5,882,708	179,989,854	185,872,562
2004A Bonds	5,913,008	47,353,316	53,266,324
2004B Bonds	-	186,768,385	186,768,385
2012 Bonds	516,227	-	516,227
2013A Bonds	2,946,738	-	2,946,738
2016A Bonds	401,925	-	401,925
2016B Bonds	6,543,563	-	6,543,563
Total	\$ 22,204,169	\$ 502,457,879	\$ 524,662,048

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 6 – Bonds Payable (continued)

	June 30, 2017		
	Current Interest Bond	Long-Term CABs	Total
1999A Bonds	\$ -	\$ 81,297,625	\$ 81,297,625
1999C Bonds	6,291,800	163,967,127	170,258,927
2004A Bonds	3,985,349	47,979,094	51,964,443
2004B Bonds	-	167,508,300	167,508,300
2012 Bonds	516,227	-	516,227
2013A Bonds	2,946,738	-	2,946,738
2016A Bonds	401,925	-	401,925
2016B Bonds	6,543,563	-	6,543,563
Total	<u>\$ 20,685,602</u>	<u>\$ 460,752,146</u>	<u>\$ 481,437,748</u>

Combined on all outstanding bonds debt service – The Authority's debt service of the 1999A, 1999C, 2004A, 2004B, 2012, 2013A, 2016A, and 2016B Bonds in aggregate is as follows:

	Annual Debt Service Requirement		
	Principal	Interest	Total
Fiscal year(s) ending June 30:			
2019	\$ 32,995,584	\$ 70,290,675	\$ 103,286,259
2020	42,611,850	64,419,655	107,031,505
2021	25,767,886	85,620,889	111,388,775
2022	31,745,591	84,717,305	116,462,896
2023	37,813,264	84,247,682	122,060,946
2024 - 2028	432,572,904	388,729,272	821,302,176
2029 - 2033	335,576,841	790,923,707	1,126,500,548
2034 - 2038	634,861,107	609,107,946	1,243,969,053
Total	<u>\$ 1,573,945,027</u>	<u>\$ 2,178,057,131</u>	<u>\$ 3,752,002,158</u>

Alameda Corridor Transportation Authority Notes to Financial Statements

Note 7 – Operating Leases

The Authority leases office space, three vehicles, and a postage machine under operating lease agreements. Total lease expense amounted to approximately \$197,049 and \$243,324 in the fiscal years ended June 30, 2018 and 2017, respectively. There was a rent abatement for three months from September 2017 to November 2017, which represents the reduction in 2018. Minimum future lease payments on existing noncancelable leases, are as follows:

Years ending June 30	Amount
2019	\$ 252,789
2020	170,657
2021	2,302
2022	279
Total minimum lease payments	<u>\$ 426,027</u>

Note 8 – Pollution Remediation Obligations

On December 21, 2010, a crude oil release from a then-unknown origin was discovered in the Dominguez Channel and nearby storm water drainage system adjacent to the Alameda Corridor. On January 7, 2011, the Environmental Protection Agency (EPA) issued an order to the Port of Los Angeles, the Port of Long Beach, and the Authority, to assume responsibility for these activities effective January 14, 2011. The Authority and the Ports completed the work required by the EPA. After identifying an oil pipeline owned and operated by Crimson Pipeline Management Company (Crimson) as the source of the release, the EPA issued an Order. The Authority was notified that Crimson had responsibility for the oil release containment facilities effective June 15, 2011, and had assumed financial and operational responsibilities from that date. Crimson filed a lawsuit against the Authority, the City of Los Angeles, the City of Long Beach, and Herzog Contracting Corporation on April 27, 2012. In September 2015, settlement agreements were executed by all parties resolving the matter. No liability was recorded for the years ended June 30, 2018 and 2017.

Note 9 – Pension Plan

Plan description – All qualified employees are eligible to participate in the Authority's Miscellaneous Employee Pension Plan (Plan), cost-sharing multiple employer defined benefit pension plan administered by the California Public Employees' Retirement System (CalPERS). Benefit provisions under the Plan are established by State statute and Local Government resolution. CalPERS issues publicly available reports that include a full description of the pension plan regarding benefit provisions, assumptions, and membership information that can be found on the CalPERS website.

Benefits provided – CalPERS provides service retirement and disability benefits, annual cost of living adjustments, and death benefits to plan members, who must be public employees and beneficiaries. Benefits are based on years of credited service, equal to one year of full-time employment. Members with five years of total service are eligible to retire at age 50 (age 52 for members hired after 2012) with statutorily reduced benefits. All members are eligible for non-duty disability retirement benefits after five years of service. The death benefit is one of the following: the Post Retirement Basic Lump Sum Death Benefit or the Pre-Retirement Optional Settlement 2W Death Benefit and, if applicable, the 1959 Survivor

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 9 – Pension Plan (continued)

Benefit Level 3. The cost of living adjustments for each plan are applied as specified by the Public Employees' Retirement Law.

The Plans' provisions and benefits in effect at June 30, 2018, are summarized as follows:

Hire date	Miscellaneous	
	Prior to January 1, 2013 (Classic Employees)	On or after January 1, 2013 (PEPRA Employees)
Benefit formula	2% @ 55	2% @ 62
Benefit vesting schedule	5 years service	5 years service
Benefit payments	monthly for life	monthly for life
Retirement age	50 - 63+	52 - 67+
Monthly benefits, as a % of eligible compensation	1.426% to 2.418%	1.0% to 2.5%
Required employee contribution rates	7%	6.250%
Required employer contribution rates	8.921%	6.533%
Employer annual lump sum prepayment	\$ 142,091	\$ -

Contributions – Section 20814(c) of the California Public Employees' Retirement Law requires that the employer contribution rates for all public employers be determined on an annual basis by the actuary and shall be effective on the July 1 following notice of a change in the rate. Funding contributions for both Plans are determined annually on an actuarial basis as of June 30 by CalPERS. The actuarially determined rate is the estimated amount necessary to finance the costs of benefits earned by employees during the year, with an additional amount to finance any unfunded accrued liability. The Authority is required to contribute the difference between the actuarially determined rate and the contribution rate of employees.

For the years ended June 30, 2018 and 2017, the contributions recognized as part of pension expense for the Plan were \$124,431 and \$112,143, respectively.

The Authority reported net pension liability for its proportionate shares of the net pension liability of each Plan as follows:

	June 30, 2018 Proportionate Share of Net Pension Liability	June 30, 2017 Proportionate Share of Net Pension Liability
Net pension liability as reported by CalPERS	\$ 2,105,587	\$ 1,842,521
Total net pension liability	\$ 2,105,587	\$ 1,842,521

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 9 – Pension Plan (continued)

The Authority's net pension liability is measured as the proportionate share of the Plan's net pension liability. The net pension liability of the Plan is measured as of June 30, 2017, and the total pension liability for the Plan used to calculate the net pension liability was determined by an actuarial valuation as of June 30, 2016, rolled forward to June 30, 2017, using standard update procedures. The Authority's proportion of the net pension liability was based on a projection of the Authority's long-term share of contributions to the pension plan relative to the projected contributions of all participating employers, actuarially determined. The Authority's proportionate share of the net pension liability for each Plan as of June 30, 2018 and 2017, was as follows:

	Plan Total Pension Liability (a)	Plan Fiduciary Net Position (b)	Increase Plan Net Pension Liability/(Asset) (c) = (a) - (b)	Adjustment Report to Value	Adjusted Value
Balance at June 30, 2017	\$ 7,826,401	\$ 5,983,880	\$ 1,842,521	\$ -	\$ 1,842,521
Balance at June 30, 2018	8,761,051	6,655,464	2,105,587	-	2,105,587
Net changes during 2017-18	934,650	671,584	263,066	-	263,066

For the years ended June 30, 2018 and 2017, the Agency recognized pension expense of \$386,809 and \$111,033, respectively. At June 30, 2018, the Authority reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ 2,946	\$ (42,212)
Changes in assumptions	365,580	(27,876)
Net difference between projected and actual earnings on Plan investments	82,679	-
Change in employer's proportion	49,334	(10,474)
Differences between the employer's contributions and the employer's proportionate share of contributions	-	(7,594)
Pension contributions subsequent to measurement date	270,374	-
Total	<u>\$ 770,913</u>	<u>\$ (88,156)</u>

Alameda Corridor Transportation Authority

Notes to Financial Statements

Note 9 – Pension Plan (continued)

The \$270,374 reported as deferred outflows of resources related to contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability in the year ended June 30, 2019. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized as pension expense as follows:

Fiscal year ending June 30	Amount
2019	\$ 92,718
2020	228,340
2021	140,412
2022	(49,087)
2023	-

Actuarial assumptions – The total pension liabilities in the June 30, 2016, actuarial valuations were determined using the following actuarial assumptions:

	Miscellaneous
Actuarial Cost Method	Entry Age Normal in accordance with the requirements of GASB 68
Actuarial Assumptions	
Discount Rate	7.15%
Inflation	2.75%
Projected Salary Increase	Varies by Entry Age and Service
Mortality Rate Table (1)	Derived using CalPERS' Membership Data for all Funds
Post Retirement Benefit Increase	Contract COLA up to 2.75% until Purchasing Power Protection Allowance Floor on Purchasing Power applies, 2.75% thereafter.
Investment rate of return	7.15%

- 1) The mortality table includes 20 years of mortality improvements using Society of Actuaries Scale BB. The underlying mortality assumption and all other actuarial assumptions used in the June 30, 2015, valuation were based on the results of a January 2014 actuarial experience study for the period of 1997 to 2011. Further details of the Experience Study can be found on the CalPERS website.

Discount rate – The discount rate CalPERS used to measure the total pension liability was 7.15%. To determine whether the municipal bond rate should be used in the calculation of the discount rate for public agency plans, CalPERS stress-tested plans that would most likely result in a discount rate that would be different from the actuarially assumed discount rate. Based on the testing of the plans, the tests revealed the assets would not run out. Therefore, the current 7.15% discount rate is appropriate and the use of the municipal bond rate calculation is not deemed necessary. The long-term expected discount rate of 7.15% is applied to all plans in the Public Employees Retirement Fund (PERF). The stress-test results are presented in a detailed report that can be obtained from the CalPERS website.

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 9 – Pension Plan (continued)

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimate ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class.

In determining the long-term expected rate of return, CalPERS took into account both short-term and long-term market return expectations, as well as the expected pension fund (Public Employees' Retirement Fund) cash flows. Using historical returns of all the funds' asset classes, expected compound returns were calculated over the short-term (first 10 years) and the long-term (11–60 years) using a building-block approach. Using the expected nominal returns for both short-term and long-term, the present value of benefits was calculated for each fund. The expected rate of return was set by calculating the single equivalent expected return that arrived at the same present value of benefits for cash flows as the one calculated using both short-term and long-term returns. The expected rate of return was then set equivalent to the single equivalent rate calculated above and rounded down to the nearest one quarter of one percent.

The table below reflects the long-term expected real rate of return by asset class. The rate of return was calculated using the capital market assumptions applied to determine the discount rate and asset allocation. These rates of return are net of administrative expenses.

Asset Class	New Strategic Allocation	Real Return Years 1 - 10(a)	Real Return Years 11+(b)
Global equity	47.00%	4.90%	5.38%
Global fixed income	19.00%	0.80%	2.27%
Inflation sensitive	6.00%	0.60%	1.39%
Private equity	12.00%	6.60%	6.63%
Real estate	11.00%	2.80%	5.21%
Infrastructure and forestland	3.00%	3.90%	5.36%
Liquidity	2.00%	-0.40%	-0.90%
Total	<u>100%</u>		

(a) An expected inflation of 2.5% used for this period.

(b) An expected inflation of 3.0% used for this period.

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 9 – Pension Plan (continued)

Sensitivity of the proportionate share of the net pension liability to changes in the discount rate –
 The following presents the Authority’s proportionate share of the net pension liability for the Plan, calculated using the discount rate for the Plan, as well as what the Authority’s proportionate share of the net pension liability would be if it were calculated using a discount rate that is 1 percentage point lower or 1 percentage point higher than the current rate:

	<u>Miscellaneous</u>
1% decrease	6.15%
Net pension liability	\$ 3,310,643
Current discount rate	7.15%
Net pension liability, as adjusted	\$ 2,105,587
1% increase	8.15%
Net pension liability	\$ 1,107,539

Pension plan fiduciary net position – Detailed information about the Plan’s fiduciary net position is available in the separately issued CalPERS financial reports.

Note 10 – Other Postemployment Benefits (OPEB)

Plan description (OPEB) – The Alameda Corridor Transportation Authority has established a Retiree Healthcare Plan (HC Plan) and participates in an agent multiple-employer defined-benefit health care plan. The plan provides health care benefits to eligible retirees and their dependents. Employees must retire directly from the Authority under a CalPERS disability retirement or service retirement (age 50 and five years of service for Classic employees, but age increases to 52 for PEPRAs employees hired after 1/1/2013). Benefit provisions are established and may be amended through agreements and memorandums of understanding between the Authority, its management employees, and unions representing Authority employees.

The Authority provides retiree medical benefits through the California Public Employees’ Retirement System Healthcare Program (PEMHCA). The Authority contributes, for eligible retirees and their dependents, using the Los Angeles Regional Kaiser rate structure at 5% of the active member contribution amount multiplied by years in PEMHCA (increase each year not greater than \$100 per month, total amount not to exceed the active amount). The Authority joined PEMHCA in 2000 for all bargaining units, and contributes up to the Kaiser premium based on coverage level for active employees.

Alameda Corridor Transportation Authority
Notes to Financial Statements

10 – Other Postemployment Benefits (OPEB) (continued)

The Authority participates in the California Employers' Retiree Benefit Trust (CERBT) Fund, which is administered by CalPERS. CERBT is a tax-qualified irrevocable trust organized under Internal Revenue Code Section 115 and established to prefund retiree health care benefits. CERBT, an agent multiple-employer trust, issues a publicly available financial report including GASB Statement No. 74, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*, disclosure information in aggregate with the other CERBT participating employers. That report can be obtained from the CalPERS website at www.calpers.ca.gov.

Generally accepted accounting principles require that the reported results must pertain to liability and asset information within certain defined timeframes. For the information contained in this Note, the following timeframes were utilized:

Valuation Date	June 30, 2017
Measurement Date	June 30, 2017
Measurement Period	July 1, 2016 to June 30, 2017

Covered Participants (OPEB) – As of the June 30, 2017 measurement date, the following current and former employees were covered by the benefit terms under the HC Plan:

	Number of Covered Participants
Inactives currently receiving benefits	2
Inactives entitled to but not yet receiving benefits	6
Active employees	10
Total	<u>18</u>

Contributions (OPEB) – The HC Plan and its contribution requirements are established by the Authority and may be amended at any time. The annual contribution is based on the actuarially determined contribution (ADC). The ADC is an amount actuarially determined in accordance with the parameters of GASB Statement No. 75, *Accounting and Financial Reporting by Employers for Postemployment Benefit Other Than Pensions*. The ADC represents a level of funding that, if paid on an ongoing basis, is projected to cover the normal cost each year and amortize any unfunded actuarial liabilities (of funding excess) over a period not to exceed 30 years. The Authority contracts with CalPERS CERBT for purposes of prefunding its OPEB obligations in a trust.

For fiscal year 2018, the Authority contributed \$93,762 to the Plan, including \$13,762 for current benefit payments and administrative fees, and \$80,000 to prefund plan benefits.

Net OPEB asset – The Authority's net OPEB asset was measured as of June 30, 2017 and the total OPEB asset used to calculate the net OPEB asset was determined by an actuarial valuation dated June 30, 2017, based on the following actuarial methods and assumptions:

Alameda Corridor Transportation Authority

Notes to Financial Statements

Note 10 – Other Postemployment Benefits (OPEB) (continued)

Actuarial Assumptions:

Actuarial Valuation Date:	June 30, 2017
Contribution Policy:	Pre-funded through CalPERS CERBT, asset allocation #3
Discount Rate:	5.50% at June 30, 2017 5.50% at June 30, 2016 Same as expected long term rate of return. Expected Authority contributions projected to keep sufficient plan assets to pay all benefits from trust.
General Inflation:	2.75%
Mortality, Retirement, Disability, Termination Rates:	CalPERS' 1997-2011 Experience Study
Mortality Improvement:	Mortality projected fully generational with Society of Actuaries Scale MP-16
Salary Increases:	3.0%, in aggregate; CalPERS 1997-2011 Experience Study for merit increases
Medical Trend Rate:	Non-Medicare - 7.5% for 2019, decreasing to an ultimate rate of 4.0% in 2076 and later years Medicare – 6.5% for 2019, decreasing to an ultimate rate of 4.0% in 2076 and later years
Healthcare participation:	100%
Medical Plan at retirement:	Currently covered: same as current election Currently waived: weighted average of retiree premiums

The long-term expected rate of return on OPEB plan investments was determined using a building-block method in which expected future real rates of return (expected returns, net of OPEB plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. The target allocation and best estimates of geometric real rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation CERBT-Strategy 3	Expected Real Rate of Return
Global equity	24.00%	4.82%
Fixed income	39.00%	1.47%
TIPS	26.00%	1.29%
Commodities	3.00%	0.84%
REITs	8.00%	3.76%
Total	100%	

- (a) An expected long-term rate of inflation of 2.75% used for this period.
 (b) An expected long-term net rate of return of 5.50% used for this period.

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 10 – Other Postemployment Benefits (OPEB) (continued)

Discount Rate – The discount rate used to measure the total OPEB asset was 5.50 percent. The projection of cash flows used to determine the discount rate assumed that Authority contributions will be made at rates equal to the actuarially determined contribution rates. Based on those assumptions, the OPEB plan's fiduciary net position was projected to be available to make all projected OPEB payments for current active and inactive employees and beneficiaries. Therefore, the long-term expected rate of return on OPEB plan investments was applied to all periods of projected benefit payments to determine the total OPEB asset.

Changes in the OPEB asset – The changes in the net OPEB asset for the HC Plan are as follows:

	OPEB Liability (a)	Fiduciary Net Position (b)	Net OPEB Liability/ (Asset) (a) – (b)
Balances reported at June 30, 2017 (June 30, 2016 measurement date)	\$ 1,162,944	\$ 1,542,839	\$ (379,895)
Changes for the year:			
Service cost	86,494	-	86,494
Interest	76,285	-	76,285
Benefit changes	-	-	-
Actual vs. expected experience	-	-	-
Assumptions changes	-	-	-
Contributions—employer *	-	94,915	(94,915)
Contributions—member	-	-	-
Net investment income (loss)	-	65,171	(65,171)
Benefit payments - Cash	(8,915)	(8,915)	-
Benefit payments – Implied Subsidy	(6,000)	(6,000)	-
Administrative expense	-	(835)	835
Other changes	145,014	-	145,014
Net changes	292,878	144,336	148,542
Balances reported at June 30, 2018 (June 30, 2017 measurement date)	\$ 1,455,822	\$ 1,687,175	\$ (231,353)

* Includes contributions to trust of \$80,000 plus \$8,915 cash benefit payments and \$6,000 implied subsidy benefit payments by the Authority.

Sensitivity of the Net OPEB Asset to Changes in the Discount Rate – The following presents the net OPEB asset of the Authority if it were calculated using a discount rate that is one percentage point lower or one percentage point higher than the current rate, for the measurement period ended June 30, 2017:

1% decrease	4.50%
Net OPEB asset	\$ (7,643)
Current discount rate	5.50%
Net OPEB asset, as adjusted	\$ (231,353)
1% increase	6.50%
Net OPEB asset	\$ (414,630)

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 10 – Other Postemployment Benefits (OPEB) (continued)

Sensitivity of the Net OPEB Asset to Changes in the Healthcare Cost Trend Rates – The following presents the net OPEB asset of the Authority if it were calculated using health care cost trend rates that are one percentage point lower or one percentage point higher than the current rate, for measurement period ended June 30, 2017:

1% decrease in healthcare trend		
Net OPEB asset	\$	(452,269)
Current healthcare trend		
Net OPEB asset	\$	(231,353)
1% increase in healthcare trend		
Net OPEB liability	\$	44,266

OPEB Plan Fiduciary Net Position – CalPERS issues a publicly available financial report that may be obtained from the CalPERS website at www.calpers.ca.gov.

Recognition of Deferred Outflows and Deferred Inflows of Resources – Gains and losses related to changes in total OPEB liability and fiduciary net position are recognized in OPEB expense systematically over time. Amounts are first recognized in OPEB expense for the year the gain or loss occurs. The remaining amounts are categorized as deferred outflows and deferred inflows of resources related to OPEB and are to be recognized in future OPEB expense. The recognition period differs depending on the source of the gain or loss. The “Net difference between projected and actual earnings on OPEB plan investments” is recognized over 5 years; all other amounts are recognized over the expected average remaining service lifetime.

For the fiscal year ended June 30, 2018, the Authority recognized OPEB expense of \$224,715. As of fiscal year ended June 30, 2018, the Authority reported deferred outflows of resources related to OPEB from the following sources:

	June 30, 2018	
	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ -	\$ -
Changes in assumptions	-	-
Net difference between projected and actual earnings on Plan investments	18,742	-
Employer contributions made subsequent to the measurement date	93,762	-
Total	\$ 112,504	\$ -

Alameda Corridor Transportation Authority
Notes to Financial Statements

Note 10 – Other Postemployment Benefits (OPEB) (continued)

The \$93,762 reported as deferred outflows of resources related to contributions subsequent to the June 30, 2017 measurement date will be recognized as a reduction of the net OPEB asset during the fiscal year ending June 30, 2019. Other amounts reported as deferred outflows of resources related to OPEB will be recognized as expense as follows:

Fiscal Year Ending	Deferred Outflows/ (Inflows) of Resources
<u>June 30</u>	
2019	\$ 4,686
2020	4,686
2021	4,686
2022	4,684

Note 11 – Commitments and Contingencies

The Authority is subject to claims and lawsuits arising in the normal course of business. Such claims are routinely evaluated by the Authority's legal counsel. Management may make provisions for probable losses if deemed appropriate on advice of legal counsel. To the extent that provisions for damages are considered necessary, appropriate amounts are reflected in the accompanying basic financial statements. As of June 30, 2018 there are no pending claims or suits.

The Authority is also exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets, errors, and omissions; and natural disasters for which the Authority carries commercial insurance. In each of the past three fiscal years, the Authority has experienced no losses that have not been covered by existing insurance policy limits, beyond applicable deductible amounts.

As a recipient of federal and state grant funds, the Authority is subject to periodic audits and compliance reviews by, or on behalf of, the granting agencies to determine whether the expenditure of granted funds has been made in accordance with grant provisions. Such audits and compliance reviews could result in the potential disallowance of expenditures claimed by the Authority. The Authority's management believes that the Authority has complied with the terms of its grant agreements and that the possible adverse effects, if any, of disallowed grant expenditures that may be determined by the granting agencies upon the Authority would not be material to the Authority.

Required Supplementary Information

Alameda Corridor Transportation Authority
Schedule of Proportionate Share of the Net Pension Liability
June 30, 2018

	6/30/2018	6/30/2017	6/30/2016	6/30/2015
Plan's proportion of the net pension liability/(asset)	0.02123%	0.02129%	0.02106%	0.02327%
Plan's proportionate share of the net pension liability/(asset)	\$ 2,105,587	\$ 1,842,521	\$ 1,445,588	\$ 1,438,008
Plan's covered-employee payroll	\$ 1,337,670	\$ 1,318,017	\$ 1,259,844	\$ 1,207,037
Plan's proportionate share of the net pension liability/(asset) as a percentage of its covered-employee payroll	157.41%	139.79%	114.74%	119.14%
Plan's proportionate share of the fiduciary net position as a percentage of the Plan's total pension liability	73.31%	74.06%	78.40%	79.44%
Plan's proportionate share of aggregate employer contributions	\$ 251,819	\$ 222,835	\$ 202,570	\$ 151,265

Note: GASB 68 requires ten years of historical information. Fiscal year 2015 was the first year of implementation; therefore, only information for the year ended June 30, 2015, and later has been presented.

Alameda Corridor Transportation Authority
Schedule of Contributions – Pensions
June 30, 2018

	6/30/2018	6/30/2017	6/30/2016	6/30/2015
Actuarially determined contribution	\$ 270,374	\$ 243,216	\$ 222,836	\$ 196,611
Contributions in relation to the actuarially determined contribution	(270,374)	(243,216)	(222,836)	(196,611)
Contribution deficiency/(excess)	\$ -	\$ -	\$ -	\$ -
Covered-employee payroll	\$ 1,437,994	\$ 1,337,670	\$ 1,318,017	\$ 1,259,844
Contributions as a percentage of covered-employee payroll	18.80%	18.18%	16.91%	15.61%

Note: GASB 68 requires ten years of historical information. Fiscal year 2015 was the first year of implementation; therefore, only information for the year ended June 30, 2015, and later has been presented.

Alameda Corridor Transportation Authority
Schedule of Changes in the Net Other Postemployment Benefits Asset and Related Ratios
June 30, 2018

	2017
Measurement Period Ended June 30,	
Total OPEB Liability	
Service cost	\$ 86,494
Interest on the total OPEB asset	76,285
Actual and expected experience difference	-
Changes in assumptions	-
Changes in benefit terms	-
Other changes	145,014
Benefit payments	(14,915)
Net change in total OPEB asset	292,878
Total OPEB liability - beginning	1,162,944
Total OPEB liability - ending (a)	\$ 1,455,822
 Plan Fiduciary Net Position	
Contribution - employer	\$ 94,915
Net investment income	65,171
Benefit payments	(14,915)
Administrative expense	(835)
Other changes	-
Net change in plan fiduciary net position	144,336
Plan fiduciary net position - beginning	1,542,839
Plan fiduciary net position - ending (b)	\$ 1,687,175
Net OPEB asset - ending (a) - (b)	\$ (231,353)
Plan fiduciary net position as a percentage of the total OPEB liability	115.9%
Covered-employee payroll	\$ 1,348,523
Net OPEB asset as a percentage of covered-employee payroll	17.2%

Note: GASBS 75 requires ten years of historical information. Fiscal year ending June 30, 2018 (measurement period ending June 30, 2017) was the first year of implementation; therefore, only information for the Measurement Period ended June 30, 2017 has been presented.

**Alameda Corridor Transportation Authority
 Schedule of Contributions – Other Postemployment Benefits
 June 30, 2018**

	<u>2018</u>
Fiscal Year Ended June 30	
Actuarially Determined Contribution (ADC)	\$ 66,000
Contributions in relation to the ADC	93,762
Contribution excess	<u>\$ (27,762)</u>
Covered-employee payroll	\$ 1,443,796
Contributions as a percentage of covered-employee payroll	6.50%

Methods and Assumptions Used to Determine Contributions:

Actuarial Cost Method:	Entry Age Normal
Amortization Method/Period:	Level percent of payroll; 12-years average remaining fixed period
Asset Valuation Method:	Investment gains and losses spread over a 5-year rolling period
Discount Rate:	5.50%
General Inflation:	2.75%
Medical Trend Rate:	Non-Medicare - 7.5% for 2019, decreasing to an ultimate rate of 4.0% in 2076 and later years Medicare -- 6.5% for 2019, decreasing to an ultimate rate of 4.0% in 2076 and later years
Mortality, Retirement, Disability, Termination Rates:	CalPERS' 1997-2011 Experience Study
Mortality Improvement:	Mortality projected fully generational with Society of Actuaries Scale MP-16

Note: GASBS 75 requires ten years of historical information. Fiscal year ending June 30, 2018 (measurement period ending June 30, 2017) was the first year of implementation; therefore, only information for the Measurement Period ended June 30, 2017 has been presented.