



San Gabriel Valley Council of Governments

AGENDA AND NOTICE OF THE MEETING OF THE SGVCOG EXECUTIVE COMMITTEE

Monday, April 1, 2019 – 12:00 PM

SGVCOG Office

1000 S. Fremont Ave., Building 10, Suite 10210, Alhambra, California 91803

Thank you for participating in today's meeting. The Executive Committee encourages public participation and invites you to share your views on agenda items.

President
Cynthia Sternquist

1st Vice President
Margaret Clark

2nd Vice President
Becky Shevlin

3rd Vice President
Tim Hepburn

Past President
Vacant

Transportation Chair
John Fasana

Homelessness Chair
Becky Shevlin

EENR Chair
Denis Bertone

Water Policy Chair
Judy Nelson

ACE Chair
Victoria Martinez-Muela

MEETINGS: *Regular Meetings of the Executive Committee are held the first Monday of every month at 12:00 p.m. at the SGVCOG Office (1000 S. Fremont Ave., Building 10, Suite 10210, Alhambra, California 91803).* The Executive Committee agenda packet is available at the San Gabriel Valley Council of Government's (SGVCOG) Office, 1000 South Fremont Avenue, Suite 10210, Alhambra, CA, and on the website, www.sgvkog.org. Copies are available via email upon request (sgv@sgvcog.org). Documents distributed to a majority of the Board after the posting will be available for review in the SGVCOG office and on the SGVCOG website. Your attendance at this public meeting may result in the recording of your voice.

PUBLIC PARTICIPATION: Your participation is welcomed and invited at all Executive Committee meetings. Time is reserved at each regular meeting for those who wish to address the Board. SGVCOG requests that persons addressing the Executive Committee refrain from making personal, slanderous, profane or disruptive remarks.

TO ADDRESS THE EXECUTIVE COMMITTEE: At a regular meeting, the public may comment on any matter within the jurisdiction of the Board during the public comment period and may also comment on any agenda item at the time it is discussed. At a special meeting, the public may only comment on items that are on the agenda. Members of the public wishing to speak are asked to complete a comment card or simply rise to be recognized when the Chair asks for public comments to speak. We ask that members of the public state their name for the record and keep their remarks brief. If several persons wish to address the Board on a single item, the Chair may impose a time limit on individual remarks at the beginning of discussion. **The Executive Committee may not discuss or vote on items not on the agenda.**

AGENDA ITEMS: The Agenda contains the regular order of business of the Executive Committee. Items on the Agenda have generally been reviewed and investigated by the staff in advance of the meeting so that the Executive Committee can be fully informed about a matter before making its decision.

CONSENT CALENDAR: Items listed on the Consent Calendar are considered to be routine and will be acted upon by one motion. There will be no separate discussion on these items unless a Board member or citizen so requests. In this event, the item will be removed from the Consent Calendar and considered after the Consent Calendar. If you would like an item on the Consent Calendar discussed, simply tell Staff or a member of the Executive Committee.



In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the SGVCOG office at (626) 457-1800. Notification 48 hours prior to the meeting will enable the SGVCOG to make reasonable arrangement to ensure accessibility to this meeting.



PRELIMINARY BUSINESS

1. Call to Order
2. Roll Call
3. Public Comment (*If necessary, the President may place reasonable time limits on all comments*)
4. Changes to Agenda Order: Identify emergency items arising after agenda posting and requiring action prior to next regular meeting (*It is anticipated that the Executive Committee may take action on these matters*)

CONSENT CALENDAR (*It is anticipated that the Executive Committee may take action on the following matters*)

5. Executive Committee Meeting Minutes – Page 1
Recommended Action: Approve Executive Committee minutes.

UPDATE ITEMS

- 2nd Quarter Financial Report / Treasurer's Report – Page 3
- FY 2017-2018 Financial Audit – Page 3
- Draft FY 2019-2020 Budget – Page 137

PRESIDENT'S REPORT

EXECUTIVE DIRECTOR'S REPORT

GENERAL COUNSEL'S REPORT

ACTION ITEMS (*It is anticipated that the Executive Committee may take action on the following matters*)

6. Draft Governing Board Agenda – Page 157
Recommended Action: Approve draft Governing Board agenda.
7. Legal Services Contract Extension – Page 161
Recommended Action: Authorize the Executive Director to extend contract with Jones & Mayer for legal services through September 30, 2019.

CLOSED SESSION

8. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION – Significant exposure to litigation pursuant to paragraph (2) of subdivision (d) of Section 54956.9: (Three cases)
Recommended Action: Discuss and provide direction.
9. Closed Session Pursuant to California Government Code Section 54957(B)(1) – Performance Evaluation. Position: Executive Director
Recommended Action: Discuss and provide direction.

ANNOUNCEMENTS

ADJOURN



SGVCOG
Executive Committee Special Meeting Minutes
March 4, 2019
12:00 PM
SGVCOG Alhambra Office

PRELIMINARY BUSINESS

1. Call to Order

The meeting was called to order at 12:01 P.M.

2. Roll Call

Members Present

- C. Sternquist, President
- M. Clark, 1st Vice President
- T. Hepburn, 3rd Vice President
- J. Fasana, Transportation Chair
- V. Martinez-Muela, ACE Chair
- D. Bertone, EENR Chair

Members Absent

- J. Nelson, Water Policy Chair
- B. Shevlin, 2nd Vice President

Staff/Guests:

- M. Creter, Executive Director
- K. Ward, Staff
- M. Ramos, Staff

- K. Barlow, Jones & Mayer
- R. Graves, CliftonLarsonAllen

3. Public Comment

There were no comments from the public.

4. Changes to Agenda Order:

There was a request to move Closed Session after the Treasurer’s Report.

CONSENT CALENDAR

5. Executive Committee Meeting Minutes

There was a motion to approve the consent calendar (M/S: D. Bertone/T. Hepburn).

[MOTION PASSES]

AYES:	C. Sternquist, T. Hepburn, D. Bertone, V. Martinez-Muela, M. Clark
NOES:	
ABSTAIN:	
ABSENT:	J. Nelson, J. Fasana, B. Shevlin

UPDATE ITEMS

- 1st Quarter Financial Report / Treasurer’s Report
R. Graves reported on this item.
- SGVCOG State and Federal Legislative Agenda
M. Creter reported on this item.

PRESIDENT’S REPORT

- C. Sternquist reported on this item. She reminded that May SGVCOG elections are approaching and for members to think about which positions they would consider.

EXECUTIVE DIRECTOR’S REPORT

- M. Creter reported on this item. She announced the results of the SCAG Sustainable Communities program with several SGV cities being recommended for funding.

GENERAL COUNSEL’S REPORT

- No reported given.

ACTION ITEMS

- 6. Draft Governing Board Agenda

M. Creter reported on this item.

There was a motion to approve the Governing Board agenda (M/S: J. Fasana/ T. Hepburn).

[MOTION PASSES]

AYES:	C. Sternquist, T. Hepburn, D. Bertone, V. Martinez-Muela, M. Clark, J. Fasana
NOES:	
ABSTAIN:	
ABSENT:	J. Nelson, B. Shevlin

CLOSED SESSION

- 7. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION – Significant exposure to litigation pursuant to paragraph (2) of subdivision (d) of Section 54956.9: (Three cases)

No action was reported.

ANNOUNCEMENTS

ADJOURN

The meeting adjourned at 1:34 PM.

REPORT

DATE: March 21, 2019

TO: Executive Committee
Governing Board

FROM: Marisa Creter, Executive Director

RE: **2ND QUARTER FINANCIAL REPORT / TREASURER'S REPORT**

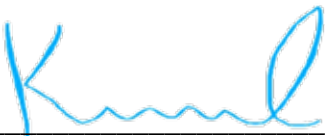
RECOMMENDED ACTION

Receive and file.

BACKGROUND

Staff is recommending to receive and file the Treasurer's report. The full 2nd Quarter Financial Reports for the SGVCOG and the ACE Project are included as attachments to the Treasurer's report. The Treasurer's report was prepared by the SGVCOG's Treasurer, CliftonLarsonAllen LLP. Renee Graves from CliftonLarsonAllen will present on this item.

Prepared by: _____



Katie Ward
Senior Management Analyst

Approved by: _____



Marisa Creter
Executive Director

ATTACHMENTS

Attachment A – 2nd Quarter Treasurer's Report

**San Gabriel Valley Council
of Governments
and
Alameda Corridor – East
Construction Authority**

Quarterly Report Ended December 31, 2018

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I. Executive Summary

Background and Objective

CliftonLarsonAllen LLP (CLA) was retained by the San Gabriel Valley Council of Governments (SGVCOG) to perform consulting services related to the San Gabriel Valley Council of Governments (COG) and the Alameda Corridor-East Construction Authority (ACE). The objective is for CLA to read and assess SGVCOG's quarterly reports, perform selective ratio analysis, and report to the Board accordingly. Throughout the consulting engagement, CLA maintained regular contact with SGVCOG's Executive Director, Marisa Creter and ACE's Director of Finance, Maritza Ramos.

Professional Standards

CLA performed this engagement in accordance with the American Institute of Certified Public Accountants (AICPA) Statements on Standards for Consulting Services. In consulting engagements, the nature and scope of work is determined solely by the agreement between the practitioner (CLA) and the client. The analysis and report does not constitute an audit, compilation, review, agreed-upon procedures or examination in accordance with Standards of the AICPA, the objective of which would be the expression of an opinion on any specified elements, accounts, or items. Accordingly, CLA does not express any such assurance.

Scope of Engagement

General

CLA reviewed the bank reconciliations, trial balance, and quarterly reports regarding financial position for the quarter ended December 31, 2018. CLA created or obtained various electronic files in order to prepare this report to the Executive Committee; the electronic files are available upon request.

Dollar values included in this report have been rounded; therefore the numbers included here may differ slightly when comparing the values included in this report to the underlying detail.

Results of Procedures Performed

This section summarizes our findings from the analyses and procedures performed. The applicable sections of the report include a more detailed discussion of each area, specific observations, and recommendations, if applicable.

Review of ACE Investments and Cash Balances

CLA was provided with a Fixed Income Investments Portfolio Summary report dated December 31, 2018. The report included the current book value and market values for ACE's: Government Securities, Certificates of Deposit, Corporate Bonds, Government Mortgages, Municipals, and Cash and Cash Equivalents. The portfolio's total market value of \$26,138,070 per ACE's Fixed Income Investments Portfolio report was verified against the Citizens Trust investment statement for the period ending December 31, 2018. The book value and market value of the Local Agency Investment Fund (LAIF) was substantiated through review of the LAIF balance confirmation as of December 2018. The amounts reported as current book value and market value on the December 31, 2018 Fixed Income Investments Portfolio report were reconciled.

ACE's bank account reconciliations and coordinating bank statements were reviewed and corroborated with the trial balance for the quarter ended December 31, 2018.

Review of ACE 2nd Quarter 2019 Reports

Expenditures vs. Reimbursements (Exhibit V): Approximately 98% of ACE's Income-to-Date (ITD) Expenditures have been reimbursed, a decrease of 1% from the 99% reimbursement rate at the prior quarter ended September 30, 2018.

The remaining receivables total \$26,883,726 of which \$23,353,845 or 87%, was to be billed after the December 31 balance sheet date. Ratio analysis showed expenditures and reimbursements to be consistent with the prior quarter ended September 2018. Cash decreased by 29%. The decrease can be largely attributed to the increase in the amount of receivables from the prior quarter.

Treasury/Banking Investments (Exhibit VII): Report amounts were agreed to the trial balance. Below is a summary of changes from current year Q1 to Q2.

	<u>Q2</u> 12.31.18	<u>Q1</u> 09.30.18	% Increase/ (Decrease)
Cash	\$23,285,372	\$32,778,835	-29.0%
Investments	\$28,306,924	\$28,168,811	0.5%
Receivables	\$26,883,726	\$16,581,429	62.1%
Other Receivables, Prepaids and Deferred Costs	\$29,238,342	\$29,380,466	-0.5%
Liabilities	\$94,338,640	\$93,492,512	0.9%
Fund Balance before PERS Liability	\$13,375,724	\$13,417,029	-0.3%

Review of COG Cash Balances, including LAIF

CLA was provided a Comparative Summary Balance Sheet for Q2 and Q1. Cash balances and Local Agency Investment Fund (LAIF) were verified with the Citizens Business Bank account statements for the period ended December 31, 2018 and the LAIF statement as of December 2018. Overall, COG's cash and cash equivalents decreased 3% since prior quarter from \$1,666,676 at the end of Q1 to \$1,609,441 for the period ended December 31.

COG's bank account reconciliations and coordinating bank statements were reviewed and corroborated with the trial balance for the quarter ended December 31, 2018.

Review of COG 2nd Quarter 2019 Reports

All balances on the Comparative Summary Balance Sheet as of December 31, 2018 were verified against the period trial balance as of December 31, 2018. The Grants Receivable Aging Detail report as of December 2018 was also verified to the trial balance.

Conclusion

As discussed herein, no instances that would cause concern that the quarterly reports prepared by ACE and COG are inaccurate or inadequate to meet the governance needs of the Executive Committee and the Board of Directors were noted, specifically related to the sections of the Joint Powers Agreement effective March 12, 2007 included herein.

- Section 4. Purpose and Powers of the Council. The Council shall have, and may exercise the powers to:
 - Subsection b(4) utilize member resources or presently existing single purpose public and public/private groups to carry out its programs and projects;
 - Subsection b(8) serve as a mechanism for obtaining state, federal and regional grants to assist in financing the expenditures of the Council;
 - Subsection b(9) make and enter into contracts, including contracts for the services of engineers, consultants, planners, attorneys and single purpose public/private groups;
 - Subsection b(11) apply for, receive and administer a grant or grants under any federal, state, or regional programs;
 - Subsection b(12) receive gifts, contributions and donations of property, funds, services and other forms of financial assistance from persons, firms, corporations and any governmental entity;
- Section 6. Use of Public Funds and Property. The Council shall be empowered to utilize for its purposes, public and/or private funds, property and other resources received from the Members and/or from other sources.

- Section 17. Control and Investment of Council Funds. The Governing Board shall adopt a policy for the control and investment of its funds and shall require strict compliance with such policy. The policy shall comply, in all respects, with all provisions of applicable law.

A handwritten signature in black ink, appearing to read "Renee S. Graves". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Renee S. Graves, CPA, CGFM

Principal

CliftonLarsonAllen LLP

II. Background and Scope of Engagement

A. Engagement Background and Objectives

CliftonLarsonAllen LLP (CLA), was retained by the San Gabriel Valley Council of Governments. Throughout the engagement, CLA maintained regular contact with Director of Finance Marisa Creter and ACE's Director of Finance Maritza Ramos.

B. Professional Standards

CLA performed this engagement in accordance with the American Institute of Certified Public Accountants (AICPA) Statements on Standards for Consulting Services. In consulting engagements, the nature and scope of work is determined solely by the agreement between the practitioner (CLA) and the client. The analysis and report does not constitute an audit, compilation, review, agreed-upon procedures or examination in accordance with Standards of the AICPA, the objective of which would be the expression of an opinion on any specified elements, accounts, or items. Accordingly, CLA does not express any assurance.

C. Scope of Engagement

Attachment A to our agreement includes possible consulting procedures to be performed on a monthly basis. Correspondence between Renee Graves of CLA and SGVCOG's Director of Finance Marisa Creter, and ACE's Director of Finance Maritza Ramos, occurred to clarify the scope of the engagement for the quarter ending December 31, 2018. The following areas were agreed to regarding 2nd Quarter 2019 Reports prepared as of December 31, 2018.

ACE

1. Investments and Cash Balances
2. Review the 2nd Quarter 2019 Report as of December 31, 2018
2. Information reported in the Quarterly Report reconciles to the general ledger

COG

1. Cash Balances, including LAIF
2. Review the 2nd Quarter 2019 Report as of December 31, 2018
3. Information reported in the Quarterly Report reconciles to the general ledger

D. General Disclosures

CLA created or obtained various electronic files in order to prepare this report to the Executive Committee; the electronic files are available upon request.

Dollar values included in this report have been rounded; therefore the numbers included here may differ slightly when comparing the values included in this report to the underlying detail.

E. Background Information

San Gabriel Valley Council of Governments (COG)

The San Gabriel Valley Council of Governments (SGVCOG) is a joint powers authority made up of representatives from 31 cities, three Los Angeles County Supervisorial Districts, and the three Municipal Water Districts located in the San Gabriel Valley. The SGVCOG serves as a regional voice for its member agencies and works to improve the quality of life for the more than two million residents living in the San Gabriel Valley. The SGVCOG works on issues of importance to its member agencies, including transportation, housing, economic development, the environment, and water, and seeks to address these regionally.

The SGVCOG is the largest and most diverse sub-regional council of governments in Los Angeles County. It encompasses more than 374 square miles and has more than two million residents.

While each of the communities has a unique character and history, they have also many shared issues and have developed a unified voice to maximize resources, achieve sustainable solutions, and advocate for regional and member interests to improve the quality of life in the San Gabriel Valley.

Alameda Corridor-East Construction Authority (ACE)

The Alameda Corridor-East (ACE) Construction Authority is a single purpose construction authority established by the San Gabriel Valley Council of Governments in 1998 to implement a construction program intended to mitigate the adverse impacts at rail-roadway crossings in the San Gabriel Valley of increasing rail traffic along the nationally significant ACE Trade Corridor. Train counts through the Valley are projected to nearly double by the year 2035 as increasing numbers of freight trains carry freight to and from the nation's busiest container ports in the San Pedro Bay.

The ACE Project is a comprehensive program of constructing grade separations, where the road goes over or under the railroad, and safety and mobility upgrades at 53 crossings in the San Gabriel Valley. Construction has been completed on 8 rail-roadway grade separations. Eight grade separations are under construction with four grade separations and pedestrian crossing safety program at four crossings starting in two years. Jump Start safety improvements have been completed at 40 at-grade crossings.

F. Acronyms Used

ACE - Alameda Corridor-East Construction Authority
CM – Construction Management
COG – San Gabriel Valley Council of Governments
LAIF – Local Agency Investment Fund
MTA – Metropolitan Transit Authority
PERS – Public Employee’s Retirement System
ROW – Right of Way

III. Review of identified areas for ACE

A. Review of Investments and Cash Balances

The December 31, 2018 Fixed Income Investments Portfolio report was verified with the Citizens Trust statement for the period of December 1, 2018 through December 31, 2018 and the LAIF statements as of December 31, 2018. The amounts reported as the market value and the current book value on the December 31, 2018 Fixed Income Investments Portfolio report were reconciled. The allocation of investments within the pool by the type of investment is consistent with the current Investment Policy.

Due to the daily volatility of investments, the balance is reported on a cost basis during the fiscal year and adjusted to fair value as of the fiscal year end. The applicable balances for the fiscal year ending December 31, 2018 are:

- Trial balance amount of \$25,974,691 offset by a “change in market value” account balance of \$703,452 for a balance of \$26,678,143.
- Book value and market value per Citizens Trust Investment Statement is \$26,678,143 and \$26,138,070, respectively.
- Exhibit VII Treasury/ Banking Investments Report amount of \$26,678,143.

B. Review of Information Provided by ACE

Exhibit V ACE Expenditures vs. Reimbursements and Exhibit VII Treasury/ Banking Investments reports as of December 31, 2018 were obtained and verified against the preliminary trial balance as of December 31, 2018.

Exhibit V ACE Expenditures vs. Reimbursements Report

Amounts shown under the reimbursement status for the categories of 1) *Current/ 30 days or less* of \$0; 2) *Aged Receivable* of \$2.070m; 3) *To be billed* of \$23.354m; and 4) *MTA retention* of \$1.459m were verified against the accounts listed on the trial balance. The *Current/ 30 days or less* and *MTA retention* balances are each in a separate general ledger account. The *To be billed* amount is the aggregate balance of approximately 30 accounts for each individual project by various phases (CM, ROW, Design, Construction, Construction Management and Betterment). These amounts were verified with the accounts listed on the trial balance.

Exhibit VII Treasury/ Banking Investments Report

Each of the accounts listed on Exhibit VII were verified with the trial balance. Consistent with the previous quarterly report, Exhibit VII presents *other receivables, prepaids, surplus property and deferred costs* at the gross aggregate amount of \$29.24m from approximately 14 separate accounts, the most significant accounts being Surplus Property of \$27.27m. The applicable balances for the quarter ending December 31, 2018 are as shown herein.

Other receivables	\$ (9,583)
Notes receivable	150,000
Unbilled receivables	1,439,685
Prepaid expenses	248,420
Surplus property	27,272,058
Deferred costs - indirect	841,214
Unrealized change in investments	(703,452)
	<u>\$ 29,238,342</u>

The PERS unfunded termination liability of \$6.347m was obtained from the September 30, 2016 CalPERS Actuarial Valuation Report. This liability is not reflected on the trial balance, but is a post-closing entry to reflect financial data that complies with Government Accounting Standards. The PERS net pension liability is reported on the June 30, 2017 audited financial statements in accordance with applicable GASB standards.

IV. Review of identified areas for COG

A. Review of Cash Balances, including LAIF

The December 31, 2018 Bank and LAIF balances reported on the Comparative Summary Balance Sheet were verified against each Citizens Business Bank statement and LAIF statement as of December 31, 2018.

B. Review of Second Quarter 2019 Reports

As of December 31, 2018, the Comparative Summary Balance Sheet report was verified to the trial balance. Individual balances on the trial balance were verified to reconciled bank statements and to the LAIF statement at December 31, 2018. All amounts reported were verified to the trial balance. The allocation of investments within the pool by the type of investment is consistent with the current Investment Policy.

Grants Receivable Aging Detail Report

The Grants Receivable Aging Detail report was reconciled to the trial balance. As of December 31, the receivable balance was \$376,260. As reported by ACE's Director of Finance, 8.20% or \$30,852 of the reported balance was collected subsequent to the December 31 quarter end. Of the \$345,408 remaining receivables, 87% are aged 90+ days; management believes that all amounts are reasonably expected to be collected.

The balance of the remaining receivables of \$345,408 as of the date of this report have decreased 41% compared to the amount of remaining receivables in the first quarter report (\$586,222).

CitiCard Credit Card Charges

The CitiCard Credit Card Charges report provides a breakdown of the types of purchases made by credit card. Purchases for the period of September 2018 to December 2018 totaled \$8,474. During the quarter, \$3,891 was expended on meetings and travel, a minimal increase from last year's Q2 meetings and travel spending of \$3,760.

Quarterly purchases by credit card compared to the prior year quarter and a breakdown of fiscal year cumulative credit card purchases through December 31, 2018 is shown herein.

	<u>Q2</u> 12.31.18	<u>Q2</u> 12.31.17	% Increase/ (Decrease)
COG Total Credit Card Expenditures	\$8,474	\$23,005	-63.2%

	<u>YTD</u> 12.31.18	<u>YTD</u> 12.31.17	% Increase/ (Decrease)
COG Total Credit Card Expenditures	\$24,192	\$34,332	-29.5%

	<u>Q2</u> <u>12.31.18</u>	<u>Q2</u> <u>12.31.17</u>
Energy Wise - Gas Co	\$ 108	\$ 70
Energy Wise - SCE	162	105
Equipment & Soft Acquisition	-	1,305
General Assembly Event	200	13,505
Maintenance & Operating Expenses	-	171
Meetings/Travel	2,945	2,589
Meetings/Travel - Board	946	1,171
Office Supplies	560	1,075
Postage	40	-
Postage - Board	34	120
Prepaid expenses	1,385	785
Recruitment	525	-
Subscriptions	-	25
Utilities	918	1,489
Webpage/ Software Services	651	595
	<u>\$ 8,474</u>	<u>\$ 23,005</u>

Purchases by credit card are utilized for efficiencies in procurement of goods and services.

Budget to Actual Comparison Report

Budget v. Actual

Actual balances through December 31, 2018 were reconciled to the trial balance. In the fiscal year, COG had year-to-date expenses totaling 28% of the 2019 fiscal budget, ending the quarter with \$66,020 net income. Member dues comprise approximately 95% of the operating revenue budget for FY 2019. As of December 31, Member Dues revenue was 48% of the 2019 fiscal budget.

A comparison of the quarterly budget, fiscal budget and percent of fiscal budget is presented herein.

	Q2 Actual 2018-2019	FY 2019 Revised Budget 2018-2019	Year-To-Date % of Budget 2018-19	FY 2019 Adopted Budget 2018-2019
Membership Dues	\$ 361,104	\$ 754,007	48%	\$ 754,007
Transportation Administration (Local)	48,774	96,611	50%	96,611
Sponsorships	17,350	50,000	35%	50,000
Hero Program	2,340	12,000	20%	12,000
Interest	1,326	2,050	65%	2,050
Grants & Special Projects	177,101	2,043,071	9%	1,033,071
Total Revenue	\$ 607,995	\$ 2,957,739	21%	\$ 1,947,739
Personnel	\$ 172,080	\$ 529,780	32%	\$ 529,780
Board & Employee Expenses	18,812	60,000	31%	60,000
Professional Services	106,719	346,980	31%	346,980
Other Expenses	87,150	198,927	44%	198,927
Total Indirect Expenses	\$ 384,761	\$ 1,135,687	34%	\$ 1,135,687
Personnel	\$ 127,674	\$ 322,707	40%	\$ 322,707
Program Management	29,540	468,071	6%	468,071
Total Direct Expenses	\$ 157,214	\$ 790,778	20%	\$ 790,778
Total Expenditures	\$ 541,975	\$ 1,926,465	28%	\$ 1,926,465
Net Income (Loss)	\$ 66,020	\$ 1,031,274	6%	\$ 21,274

V. List of Exhibits

ACE – Exhibit V – Expenditures vs. Reimbursements as of December 31, 2018

ACE – Exhibit VII – Treasury/ Banking Investments, Investments Portfolio and
Summary as of December 31, 2018

COG –2018 4th Quarter Reports as of December 31, 2018 – Comparative
Summary Balance Sheet, Grants Receivable Aging Detail, CitiCard
Charges and Budget Report

Exhibit V

ACE Expenditures vs. Reimbursements

As of December 31 , 2018

Projects	Reimbursement Status (\$ 000)					
	ITD Expenditures	Received	Current / 30 Days or less	Aged Receivable	To Be Billed	MTA Retention
At Grade Crossing	\$ 3,053	\$ 2,450	\$ -	\$ -	\$ 599	\$ 4
Durfee	29,672	27,970	-	-	1,628	74
Fairway Drive	103,098	95,016	-	-	7,939	143
Fairway-Lemon Betterment	21,083	19,000	-	-	2,083	-
Fullerton	70,167	65,189	-	-	4,592	386
Montebello	8,100	6,266	-	-	1,819	15
Maple Ave.	97	-	-	-	97	-
Montebello At Grade	125	-	-	-	125	-
Nogales (LA)	119,170	115,512	-	2,070	1,129	460
Puente Ave.	86,326	85,269	-	-	985	72
SG Trench	287,404	285,883	-	-	1,506	16
Temple	94,691	94,472	-	-	1	219
Turnbull Cyn.	2,535	1,783	-	-	683	69
Baldwin	70,365	70,363	-	-	-	2
Brea Canyon	73,459	73,459	-	-	-	-
Crossing Safety / IRRIS	34,343	34,343	-	-	-	-
EE/Reservoir	78,960	78,960	-	-	-	-
Hamilton	1,789	1,789	-	-	-	-
Nogales (AH)	49,797	49,797	-	-	-	-
Ramona	53,091	53,091	-	-	-	-
Sunset	93,794	93,794	-	-	-	-
Sub-total Projects	\$ 1,281,119	\$ 1,254,405	\$ -	\$ 2,070	\$ 23,184	\$ 1,459
Project Administration	20,293	20,135	-	-	157	-
Total ACE	\$ 1,301,411	\$ 1,274,541	\$ -	\$ 2,070	\$ 23,342	\$ 1,459
Non-Grade Separation						
Rio Hondo	12	-	-	-	12	-
	\$ 1,301,424	\$ 1,274,541	\$ -	\$ 2,070	\$ 23,354	\$ 1,459

Exhibit VII

Treasury / Banking Investments

As of December 31, 2018

	<u>12.31.2018</u>	<u>Change</u>	<u>09.30.2018</u>
Cash on hand			
Operating Account	\$ 2,881,961	\$ 274,778	\$ 2,607,184
Money Market Account (2)	12,667,693	(9,775,209)	22,442,902
Money Market (UPRR Contributions)	7,735,718	6,969	7,728,750
Total cash on hand	<u>23,285,372</u>	<u>(9,493,463)</u>	<u>32,778,835</u>
Investments			
LAIF	1,628,781	8,802	1,619,979
CBT - Fixed Income at cost	26,678,143	129,311	26,548,832
Total investments	<u>28,306,924</u>	<u>138,113</u>	<u>28,168,811</u>
Current - 30 days or less	-	-	-
Aged Receivable	2,070,123	-	2,070,123
To Be Billed	23,353,845	10,258,496	13,095,349
MTA Retention	1,459,758	43,801	1,415,957
Total Exhibit V	<u>26,883,726</u>	<u>10,302,297</u>	<u>16,581,429</u>
Other receivables, unsold surplus properties, and deferred costs	29,238,342	(142,124)	29,380,466
Total Cash, Cash Equivalents & Receivables	<u>107,714,364</u>	<u>804,823</u>	<u>106,909,541</u>
Liabilities			
Payables & other Accruals	2,187,455	(3,429,205)	5,616,661
Unearned revenues	47,151,184 (a.)	4,275,333	42,875,851
MTA Working Capital Loan	45,000,000	-	45,000,000
Total liabilities	<u>94,338,640</u>	<u>846,128</u>	<u>93,492,512</u>
Fund balance			
Resources net of actual liabilities	13,375,724	(41,305)	13,417,029
Less estimated:			
CalPERS - Hypothetical termination liability	6,347,036 (b.)	-	6,347,036
Resources net of estimated liabilities	<u>\$ 7,028,688 (c.)</u>	<u>\$ (41,305)</u>	<u>\$ 7,069,993</u>

- a.) Represents surplus property appraised value, net proceeds from sale of ROW surplus properties, advanced UPRR funding, disallowed retention, and Betterment funds billed in advance to City of Industry for Fairway Drive and Fullerton projects.
- b.) Updated based on CalPERS's annual valuation report as of June 30, 2017.
- c.) Decrease represents increase in 06/30/2018 hypothetical termination liability and effect of prior year's deficiency of expenses over revenues

Exhibit VII

Treasury / Banking Investments

As of December 31, 2018

Deposit/ Investment Amount 12.31.18	% of Invest- ments	Bank Deposits	Maximum Maturity	Maximum Percent of Portfolio	Maximum Investment in One Issuer
		Ace deposits are held by Citizens Business Bank (CBB) under a deposit agreement in amounts not to exceed \$50 million. Under the agreement, CBB maintains collateral deposits of at least 110% of the value of all ACE deposits at Bank of New York Mellon in eligible securities. The CBB deposits accounts are:			
\$ 2,881,961		Checking Account			
20,403,411		Money Market Accounts (3) *			
23,285,372		Total Deposits			
		Permitted Investments **			
13,351,514	47.17%	Government Securities (2.00 - 5.00 years)	5 years	50%	15%<=
7,500,616	26.50%	Corporate Bonds (0.83 - 4.99 years)	5 years	30%	10%<=
1,108,452	3.92%	Gov't Mortgages (4.13 - 4.80 years)	5 years	15%	None stated
656,622	2.32%	Municipals (1.42 - 4.27 years)	None stated	None stated	None stated
3,183,682	11.25%	CDs (2.95 - 5.00 years)	5 years	30%	10%<=
877,258	3.10%	Cash and Cash Equivalents	None stated	None stated	None stated
26,678,143	94.25%	Subtotal Investments - Book value *			
1,628,781	5.75%	State's Local Agency Investment Fund	None stated	None stated	None stated
28,306,924	100.00%	Total Investments			
\$ 51,592,297		Total			

* Note: Includes \$19,673,852 of available unearned revenues

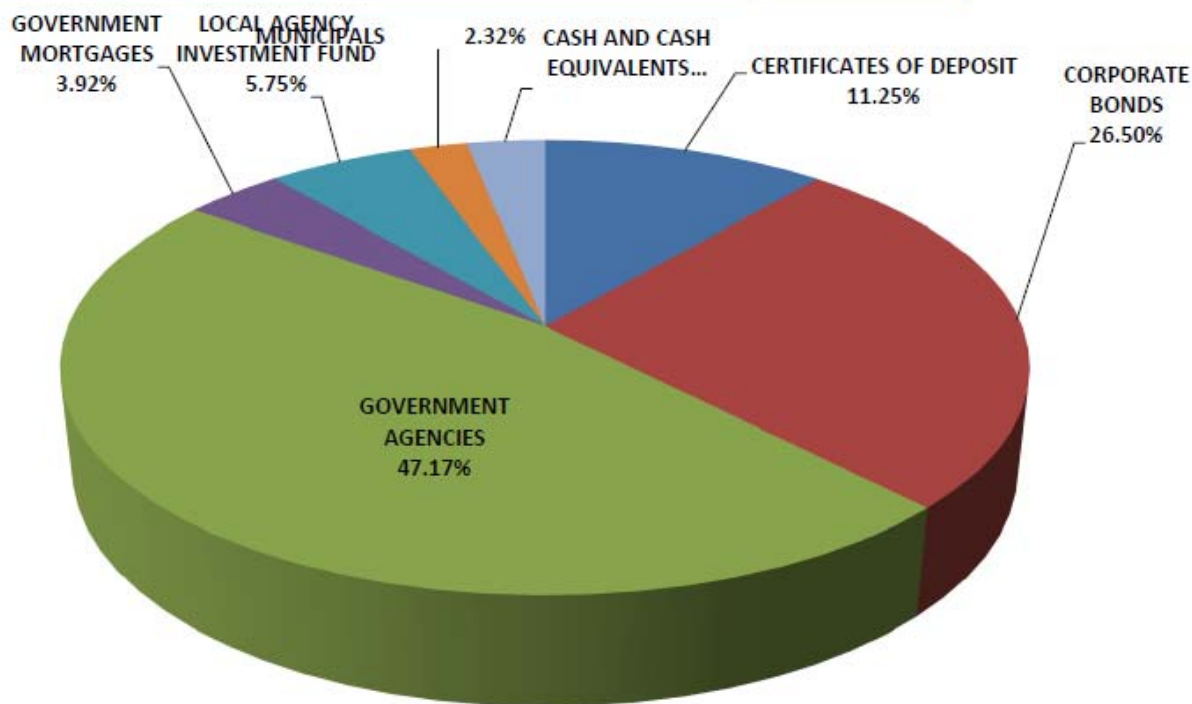
Fixed Income Investments Portfolio
December 31, 2018

Cusip	Name	Coupon	Yield to Maturity	Purchase Date	Maturity Date	Current Price	Par Value	Market Value	Current Book Value
3130ABEN9	Federal Home Loan Bank	1.64	2.098	8/14/2016	8/14/2021	97.934	100,000	97,834	100,000
3130A8NT6	Federal Home Loan Bank	1.48	2.025	7/28/2016	7/13/2021	97.441	200,000	194,882	200,000
3130A9GS4	Federal Home Loan Bank	1.70	2.189	10/12/2016	10/12/2021	97.693	600,000	586,158	600,000
3130AA2S6	Federal Home Loan Bank	1.80	2.257	11/30/2016	11/26/2021	97.852	300,000	293,556	299,727
3130ADZ88	Federal Home Loan Bank	3.00	2.992	4/17/2018	4/17/2023	100.035	200,000	200,070	200,000
3133EFZ91	Federal Farm Credit Bank	1.62	2.060	4/12/2016	4/12/2021	97.917	500,000	489,585	499,545
3133EJZR9	Federal Farm Credit Bank	2.75	2.576	12/14/2018	12/14/2020	100.338	200,000	200,676	199,724
3134GSJ71	Freddie Mac	3.00	2.927	12/27/2018	9/27/2021	100.192	250,000	250,480	249,988
3134G93Q8	Freddie Mac	1.68	2.155	8/25/2016	8/25/2021	97.757	400,000	391,028	400,000
3134G96L7	Freddie Mac	1.60	2.115	8/25/2016	8/25/2021	97.569	700,000	682,983	700,000
3134GAEE0	Freddie Mac	1.50	2.039	9/30/2016	3/30/2021	97.696	1,000,000	976,960	999,480
3134GAHK3	Freddie Mac	1.60	2.190	9/30/2016	9/30/2021	97.221	800,000	777,768	799,480
3134GAR82	Freddie Mac	1.60	2.143	10/27/2016	10/27/2021	97.436	300,000	292,308	300,000
3134GAZR8	Freddie Mac	2.05	2.441	12/30/2016	12/30/2021	98.169	200,000	196,338	200,000
3134GBUJ9	Freddie Mac	2.15	2.490	6/29/2017	6/29/2022	98.408	500,000	492,400	500,000
3134GB3D2	Freddie Mac FHLMC	2.20	2.491	11/29/2017	5/25/2022	98.772	500,000	493,860	500,000
3134GB7F3	Freddie Mac	2.50	2.679	12/29/2017	12/29/2022	99.165	400,000	396,660	400,000
3137B04Y7	FHLMC Series KSMC Class	2.62	2.968	9/19/2018	1/25/2023	98.569	680,000	670,271	664,063
3137B04Y7	Fannie Mae Pool AM2508	2.37	2.718	9/14/2018	3/1/2023	98.547	150,000	147,821	145,008
3130AEYC8	FHLB DTD	2.84	2.742	9/25/2018	9/25/2020	100.190	100,000	100,190	99,975
3134GSE04	Freddie Mac	3.00	2.995	4/23/2018	3/15/2023	100.021	300,000	300,063	299,175
3134GBF56	Freddie Mac	2.00	2.646	5/31/2018	9/21/2022	97.385	170,000	165,555	164,460
3134GSKR5	Freddie Mac	3.13	3.120	5/31/2018	5/16/2023	100.024	800,000	800,192	799,680
3134GSPD1	Freddie Mac	3.32	3.313	6/14/2018	6/14/2023	100.030	100,000	100,030	100,000
3135G0N86	Fannie Mae	1.40	2.050	8/25/2016	8/25/2021	98.926	400,000	387,704	400,000
3136G1C98	Fannie Mae	1.42	1.760	5/11/2016	2/5/2020	98.773	150,000	148,160	150,676
3136G35G6	Fannie Mae	1.55	2.142	9/23/2016	9/23/2021	97.205	1,000,000	972,050	998,730
3136G37G4	Fannie Mae	1.60	2.219	9/30/2016	9/30/2021	97.086	900,000	873,774	899,487
3136G4GF4	Fannie Mae	1.55	2.159	10/31/2016	10/29/2021	97.132	200,000	194,264	200,000
3136G3XZ3	Fannie Mae	1.50	2.148	7/28/2016	7/28/2021	96.942	300,000	290,826	300,000
3136G4EV1	Fannie Mae	1.63	2.342	10/28/2016	10/28/2021	96.636	250,000	241,590	249,898
3136G3C78	Fannie Mae	1.65	2.217	7/28/2016	7/28/2021	96.858	200,000	193,716	200,000
880591EL2	Tenn Valley Authority DTD	3.88	3.230	9/19/2016	2/15/2021	102.630	500,000	513,150	531,430
47.17% Government Securities (2.00 - 5.00 years)							13,350,000	13,112,541	13,351,514
87164YML5	Synchrony Bank DTD	1.55	2.108	6/29/2016	6/29/2021	97.366	250,000	243,414	249,463
05580AFA7	BMW Bank North America	1.20	1.588	9/13/2016	8/26/2019	98.887	250,000	247,218	250,000
02006LM42	Ally Bank Medium	1.30	1.695	9/15/2016	9/16/2019	98.849	250,000	247,123	250,000
140420QF0	Capital One Bank USA	2.15	2.305	7/7/2015	10/16/2019	99.373	163,000	161,978	163,231
02587DWR0	American Expr Centurion	2.20	2.366	7/1/2015	11/29/2019	99.307	170,000	168,822	170,312
05580ACZ5	BMW Bk North America DTD	2.20	2.414	10/8/2015	9/30/2020	99.003	250,000	247,508	249,950
140420F21	Capital One Bank	1.65	2.189	9/14/2016	9/14/2021	97.457	250,000	243,643	250,000
140420YS3	Capital One Bank Medium	1.60	2.104	5/4/2016	5/4/2021	97.621	250,000	244,051	250,296
949763AW6	Wells Fargo Bank	1.30	1.696	9/14/2016	9/16/2019	98.846	250,000	247,115	250,000
619165GX5	Morton Community Bank	1.60	2.145	12/16/2016	6/16/2020	98.171	200,000	196,342	200,000
14042RAR2	Capital One NA Medium	2.20	2.405	10/8/2015	10/7/2020	99.041	200,000	198,082	199,230
254672W20	Discover Bank DTD	1.85	2.275	12/14/2016	12/14/2020	98.383	200,000	196,767	200,000
9497485W3	Wells Fargo Bank CD	1.75	2.202	6/17/2016	6/17/2021	97.868	250,000	244,670	251,199
949763AZ9	Wells Fargo Bank	1.65	2.192	9/14/2016	9/14/2021	97.447	250,000	243,618	250,000
11.25% CDs (2.95 - 5.00 years)							3,183,000	3,130,350	3,183,682
69353REX2	PNC Bank NA Series	1.45	2.500	9/28/2018	7/29/2019	99.140	500,000	495,700	494,884
06406HCW7	Bank of NY Mellon Corp	2.30	2.841	9/18/2018	9/11/2019	99.490	500,000	497,400	498,360
713448BN7	PepsiCo Inc	4.50	4.092	1/29/2015	1/15/2020	101.816	100,000	101,816	103,838
94985J5L7	Wells Fargo Bank NA	2.40	3.073	9/28/2018	1/15/2020	99.149	250,000	247,873	248,085
291011BC7	Emerson Electric Co	4.25	3.261	9/28/2018	1/15/2020	102.023	280,000	285,664	285,947
911312AMB	United Parcel Service DTD	3.13	2.933	6/10/2016	1/15/2021	100.819	185,000	186,515	192,048
440452AE0	Hormel Foods Corp	4.13	3.476	1/21/2017	4/15/2021	102.518	500,000	512,590	521,845
14912L6U0	Caterpillar Financial Serv Corp	1.70	2.573	9/9/2016	8/9/2021	95.990	1,748,000	1,675,985	1,735,545
02665WBG5	American Honda Finance	1.70	2.530	9/15/2016	9/9/2021	96.136	1,400,000	1,345,904	1,392,034
06406RAA5	Bank of NY Mellon Corp	2.60	3.041	10/18/2017	2/7/2022	98.230	1,011,000	993,105	1,020,903
168764AT7	Chevron	2.60	3.093	7/26/2017	3/3/2022	97.897	370,000	362,219	372,902
244199BE4	Deere & Co	2.60	3.074	7/26/2017	6/8/2022	97.871	150,000	146,807	152,162
037833DC1	Apple Inc	2.10	3.008	9/25/2016	9/12/2022	96.627	500,000	483,135	479,445
26.50% Corporate Bonds (0.83 - 4.99 years)							7,492,000	7,334,713	7,500,616
31407RTU8	Fannie Mae Pool #838563	5.00	4.547	4/29/2016	10/1/2020	101.798	32,471	33,055	34,480
3137A8B27	Freddie Mac	4.33	3.738	9/7/2016	10/25/2020	102.261	155,458	158,973	171,733
3137A8PP7	Freddie Mac	4.19	3.617	9/7/2016	12/25/2020	102.246	321,608	328,832	355,226
3137ABFH9	Freddie Mac	3.99	3.428	9/7/2016	6/25/2021	102.472	496,000	508,262	547,013
3.92% Gov't Mortgages (4.13 - 4.80 years)							1,005,537	1,029,122	1,108,452
91412GS71	Univ of California	1.61	1.878	12/13/2017	5/15/2019	99.627	310,000	308,844	309,544
13068YTZ2	California State Dept of Water Resources PWI	2.00	2.717	1/22/2017	5/1/2022	97.126	150,000	145,689	146,965
13063DFZ6	California State Dept of Water Resources PWI	2.60	2.792	4/25/2018	4/1/2020	99.641	100,000	99,641	100,110
13063DGA0	California State Dept of Water Resources PWI	2.80	2.831	4/25/2018	4/1/2021	99.912	100,000	99,912	100,004
2.32% Municipals (1.42 - 4.27 years)							660,000	654,086	656,622
31607A208	Fidelity Prime Mon Mar-Ins	1.00		10/7/2015		100.000	877,258	877,258	877,258
3.10% Cash and Cash Equivalents							877,258	877,258	877,258
TOTAL (Dollars)							\$ 26,567,795	\$ 26,138,070	\$ 26,678,143

Fixed Income Investments at 12-31-2018 - Summary

ASSET ALLOCATION

Assets (Dollars)	Current Book Value		Market Value	Mkt/Book
CERTIFICATES OF DEPOSIT	3,183,682	11.25%	3,130,350	98.32%
CORPORATE BONDS	7,500,616	26.50%	7,334,713	97.79%
GOVERNMENT AGENCIES	13,351,514	47.17%	13,112,541	98.21%
GOVERNMENT MORTGAGES	1,108,452	3.92%	1,029,122	92.84%
LOCAL AGENCY INVESTMENT FUND	1,628,781	5.75%	1,628,781	100.00%
MUNICIPALS	656,622	2.32%	654,086	99.61%
CASH AND CASH EQUIVALENTS	877,258	3.10%	877,258	100.00%
Totals (Dollars)	28,306,924		27,766,851	98.09%



Fixed Income Composition by Book Value

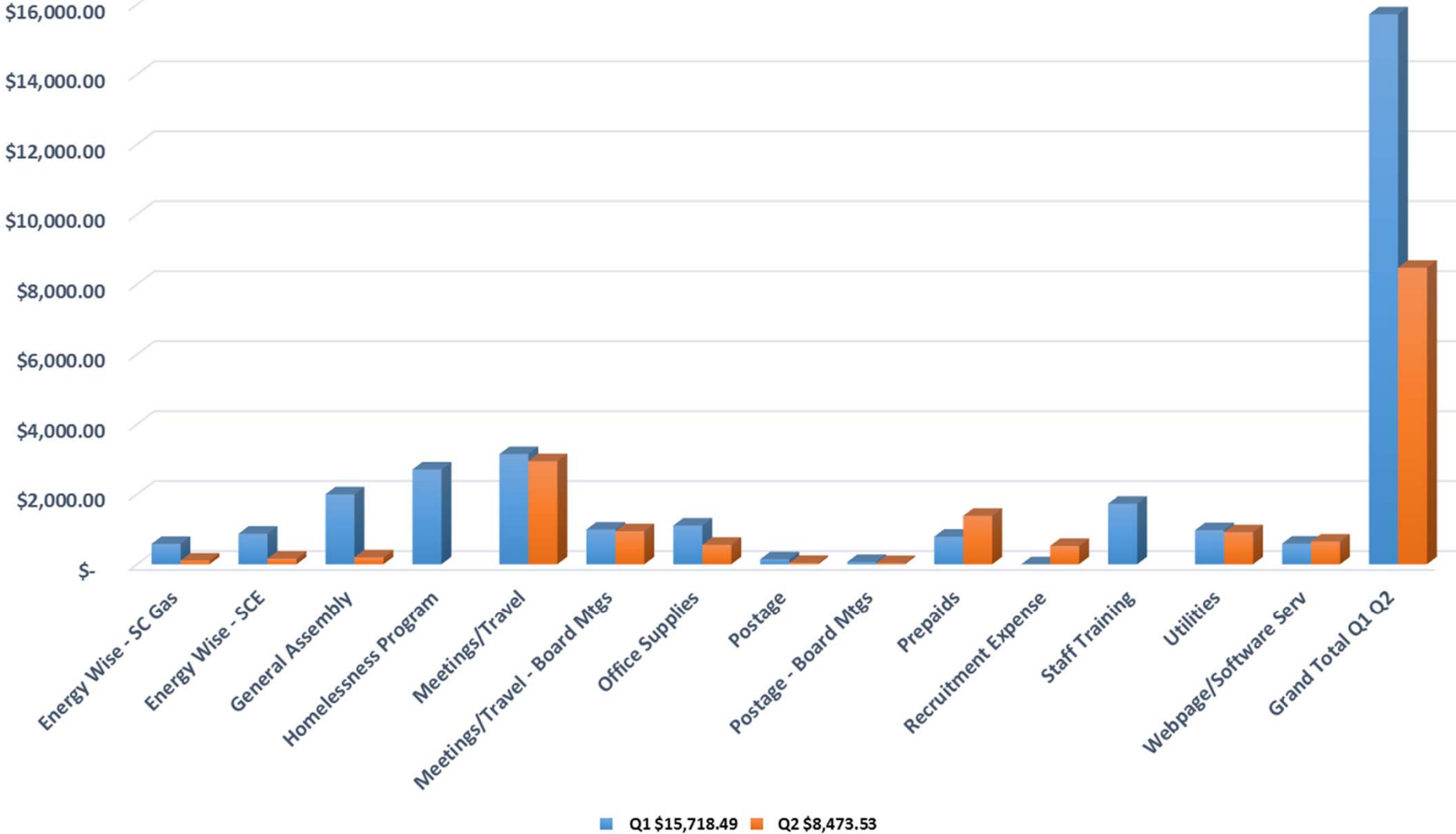
Comparative Summary Balance Sheet As of December 31, 2018

	12.31.2018	Change	09.30.18
CBB - Checking	\$ 1,261,918	\$ (58,534)	\$ 1,320,452
CBB- 242-034-325 CD	55,646	14	55,632
CBB - 2766 Savings	1,590	(0)	1,590
CBB -242-034-953 CD	54,879	15	54,864
Petty Cash	400	-	400
LAIF	234,923	1,270	233,653
LAIF Maket Value	86	(0)	86
Cash and equivalents	<u>1,609,441</u>	<u>(57,236)</u>	<u>1,666,677</u>
Member Receivable	-	-	-
Grants/Contracts Receivable	376,261	(307,749)	684,009
Sponsorships Receivable	5,350	12,218	(6,868)
Rental Deposit Receivable	5,489	-	5,489
Unbilled Grant Receivable	490	(18,199)	18,689
Receivables - other	68,174	56,650	11,524
Receivables	<u>455,765</u>	<u>(257,079)</u>	<u>712,844</u>
Prepays and deferrals	<u>156,279</u>	<u>(1,290)</u>	<u>157,569</u>
Total assets	<u>2,221,484</u>	<u>(315,606)</u>	<u>2,537,090</u>
Accounts Payable	29,760	29,760	-
Citi Bank Card	1,381	(2,763)	4,144
Payroll Payable	381	(1)	382
Accrued Vacation	32,361	4,176	28,185
Unearned Revenues - Member Cities Dues	392,903	(182,477)	575,380
Accruals, deferrals and other payables	740,248	(187,218)	927,466
Total liabilities	<u>1,197,034</u>	<u>(338,523)</u>	<u>1,535,557</u>
Net Position, beginning of period **	958,429	(0)	958,429
Change in net position	66,021	22,918	43,103
Net Position, end of period	<u>\$ 1,024,450</u>	<u>\$ 22,919</u>	<u>\$ 1,001,532</u>

Grants Receivable Aging Detail As of December 31, 2018

Month	So. California Edison - Energy Wise	So. California Gas - Energy Wise	MTA - Board Suppt	LA County - Homelessness Planing Grant	Various Cities - CIMP & EWMP	MTA - Measure M	Totals	Notes
Jul-18	-	-	-	-	301,947.00	-	\$ 301,947.00	
Aug-18	-	-	-	-	-	-	\$ -	
Sep-18	-	5,797.29	-	-	-	-	\$ 5,797.29	Gas \$5,797.29 rcv'd 1/23/19
Oct-18	-	5,519.11	-	13,166.66	-	-	\$ 18,685.77	Gas \$5,519.11 rcv'd 1/23/19
Nov-18	-	2,012.52	-	13,166.66	-	-	\$ 15,179.18	Gas \$2,012.52 rcv'd 1/3/19
Dec-18	3,095.52	865.31	8,129.08	13,166.66	-	9,393.76	\$ 34,650.33	MTA \$8,129.08 & \$9,393.76 rcv'd 1/22/19
	\$ 3,095.52	\$ 14,194.23	\$ 8,129.08	\$ 39,499.98	\$ 301,947.00	\$ 9,393.76	\$ 376,259.57	

CITICARD CHARGES



SAN GABRIEL VALLEY COUNCIL OF GOVERNMENTS
Consolidated Budget to Actual
 FY 2019 Second Quarter Report
 As of December 31, 2018

		Jul 18 - Dec 18 Actual		FY 2019 Budget	% of Budget
1	General Operating Income				
2	Member Dues	\$ 361,104	\$	754,007	48%
3	Sponsorships	17,350		50,000	35%
4	Hero Program	2,340		12,000	19%
5	Interest	1,326		2,050	65%
6	<i>Total General Operating Income</i>	\$ 382,120	\$	818,057	47%
7					
8	Grants & Special Project Income				
9	Transportation Administration (Local)	48,774		96,611	50%
10	Homelessness (Local)	70,500		158,000	45%
11	Energy Efficiency (Local)	61,378		340,000	18%
12	Measure M Subregional Administration (Local)	26,815		52,000	52%
13	Bike Share Grant	18,409		1,010,000	0%
14	Stormwater (Local)	-		483,071	0%
15	<i>Total Grants & Special Project Income</i>	\$ 225,875	\$	2,139,682	11%
16	Total Income	\$ 607,995	\$	2,957,739	21%
17					
18	Indirect Expenses				
19	Personnel	172,080		529,780	32%
20	Board & Employee Expenses	18,812		60,000	31%
21	Professional Services	106,719		346,980	31%
22	Other Expenses	87,150		198,927	44%
23	<i>Total Indirect Expenses</i>	\$ 384,761	\$	1,135,687	34%
24					
25	Direct Expenses				
26	Personnel	127,674		322,707	40%
27	Program Management	29,540		468,071	6%
28	<i>Total Direct Expenses</i>	\$ 157,214	\$	790,778	20%
29	Total Expenditures	\$ 541,975	\$	1,926,465	28%
30	Net income (Loss)	\$ 66,020	\$	1,031,274	N/A

REPORT

DATE: April 18, 2019

TO: Executive Committee
City Managers' Steering Committee
Governing Board

FROM: Marisa Creter, Executive Director

RE: FY 2017-2018 AUDIT

RECOMMENDED ACTION


Receive and file.

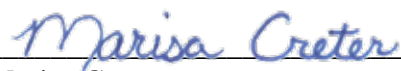
BACKGROUND

In March 2019, the SGVCOG's auditors Vasquez & Company LLP completed a comprehensive audit of the financial statements for the SGVCOG for fiscal year ending June 30, 2018. The auditors offered an unqualified opinion and there were no findings. The following attachments outline the auditor's full report:

- Attachment A – FY 2017-18 Financial Statement (Primary Government/SGVCOG)
- Attachment B – FY 2017-18 Financial Statement (ACE)

Representatives from Vasquez & Company LLP will present the audit report to the Executive Committee, City Managers' Steering Committee and Governing Board Members.

Prepared by: 
Katie Ward
Senior Management Analyst

Approved by: 
Marisa Creter
Executive Director

ATTACHMENTS

Attachment A – FY 2017-18 Financial Statement (Primary Government/SGVCOG)
Attachment B – FY 2017-18 Financial Statement (ACE)
Attachment C – Vasquez & Company FY 2017-18 Audit Presentation



**Audited Financial Statements
(Primary Government)
*As of and for the Year Ended June 30, 2018
with Report of Independent Auditors***

San Gabriel Valley Council of Governments
Audited Financial Statements
(Primary Government)
As of and for the Year Ended June 30, 2018
with Report of Independent Auditors

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Report of Independent Auditors

Members of the Governing Board San Gabriel Valley Council of Governments

Report on the Financial Statements

We have audited the accompanying financial statements of the primary government of San Gabriel Valley Council of Governments (SGVCOG), which comprise the statement of net position as of June 30, 2018, and the related statements of revenues, expenses and changes in net position and cash flows for the year then ended, and the related notes to the financial statements, which collectively comprise SGVCOG's basic financial statements.

Management's Responsibility on 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.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating that 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 primary government of San Gabriel Valley Council of Governments as of June 30, 2018, and the changes in its financial position and cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1, the financial statements referred to above include only the primary government of the San Gabriel Valley Council of Governments, which consists of all funds and departments that comprise San Gabriel Valley Council of Governments' legal entity. These primary government financial statements do not include financial data for the San Gabriel Valley Council of Governments' component unit, the Alameda Corridor - East Construction Authority, which accounting principles generally accepted in the United States of America require to be reported with the financial data of the SGVCOG's primary government. As a result, the primary government's financial statements do not purport to, and do not, present fairly the financial position of the reporting entity of the San Gabriel Valley Council of Governments as of June 30, 2018, the changes in its financial position and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

We have audited in accordance with auditing standards generally accepted in the United States of America, the financial statements of the reporting entity of San Gabriel Valley Council of Governments as of and for the year ended June 30, 2018, and our report thereon, dated March 29, 2019, expressed an unmodified opinion on those financial statements.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 4 through 7 and the required supplementary information on pages 25 through 26 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 March 29, 2019 on our consideration of SGVCOG'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 SGVCOG'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 SGVCOG's internal control over financial reporting and compliance.

A handwritten signature in black ink that reads "Vagney & Company LLP". The signature is written in a cursive, flowing style.

**Glendale, California
March 29, 2019**

Our discussion and analysis of the San Gabriel Valley Council of Governments (the "SGVCOG") financial performance presents an overview of the SGVCOG's financial activities during the fiscal year ended June 30, 2018. We encourage readers to consider information presented here in conjunction with the financial statements (beginning on page 8). The financial statements, notes and this discussion and analysis were prepared by management and are the responsibility of management.

Background

The SGVCOG was created on March 17, 1994 by a Joint Powers Agreement (JPA) among various member San Gabriel Valley Cities to promote cooperation, exchange ideas, coordinate regional government programs and to provide recommendations and solutions to common problems and to general concern of member governments.

In 1998, the SGVCOG created the Alameda Corridor - East Construction Authority (ACE) to mitigate the effects of increasing Union Pacific Railroad (UPRR) train traffic in the San Gabriel Valley (Valley). There were 55 "at-grade" crossings in the Valley where vehicular and pedestrian traffic cross directly over railroad tracks and must stop while trains pass by. This creates congestion, degrades the local environment, and compromises safety. The ACE Project will separate 20 crossings at the busiest intersections – by either raising or lowering the railroad or the intersecting street – along the 35-mile freight rail corridor from East Los Angeles to Pomona.

Overview of Financial Statements

In FY 2018, operating revenues increased by 109% from the previous year. The increase was mainly attributable to the new Homelessness and MTA Open Streets grant revenues earned in 2018.

The financial statements present the financial picture of the SGVCOG from the economic resources measurement focus using the accrual basis of accounting. These statements include all recordable position of the SGVCOG as well as all liabilities. All of the current year's revenues and expenses are taken into account regardless of when cash is received or paid. The statement of cash flows provides information about the SGVCOG's cash receipts, cash payments, and net changes in cash resulting from operating, capital and related investing activities during the reporting period.

The statement of net position and the statement of revenues, expenses and changes in net position report the SGVCOG's net position and related changes. Net position is the difference between the recorded assets and deferred outflows of resources and liabilities and deferred inflows of resources. The recorded activities include all revenues from dues and operating expenses related to the operation of the SGVCOG. In addition, all of the SGVCOG's revenues and expenses related to its other programs and services are reflected in the statements.

Various disclosures accompany the financial statements in order to provide a full picture of the SGVCOG's finances. The notes to the financial statements are on pages 11-24.

**San Gabriel Valley Council of Governments
(Primary Government)
Management's Discussion and Analysis
Year ended June 30, 2018**

Financial Analysis

Statements of Net Position

The following table summarizes the assets and deferred outflows of resources, liabilities and deferred inflows of resources and net position of the SGVCOG as of June 30, 2018 and 2017:

	June 30		Variance	
	2018	2017	Amount	%
Current assets	\$ 1,729,391	\$ 866,566	\$ 862,825	100%
Deferred outflows of resources	226,431	148,753	77,678	52%
Total assets and deferred outflows of resources	<u>1,955,822</u>	<u>1,015,319</u>	<u>940,503</u>	93%
Liabilities	823,220	149,908	673,312	449%
Deferred inflows of resources	72,904	49,731	23,173	47%
Total liabilities and deferred inflows of resources	<u>896,124</u>	<u>199,639</u>	<u>696,485</u>	349%
Net position				
Restricted	110,469	110,358	111	0%
Unrestricted	949,229	705,322	243,907	35%
Total net position	<u>\$ 1,059,698</u>	<u>\$ 815,680</u>	<u>\$ 244,018</u>	30%

Current assets increased this year by \$862,825 or 100%, and liabilities increased by \$673,312 or 449%. Increase in current assets was largely due to higher cash and cash equivalents and grants receivable balances in 2018. The increase in current assets was offset by the higher balance in liabilities from the new Homelessness program.

As previously discussed, net position can serve as an indicator of financial health. The SGVCOG's assets and deferred outflows of resources exceeded liabilities and deferred inflows of resources by \$1,059,698 and \$815,680 as of June 30, 2018 and 2017, respectively.

**San Gabriel Valley Council of Governments
(Primary Government)
Management's Discussion and Analysis
Year ended June 30, 2018**

Statements of Revenues, Expenses and Changes in Net Position

The following table presents the SGVCOG's revenues, expenses and changes in net position for the years ended June 30, 2018 and 2017:

	Years ended June 30,		Variance	
	2018	2017	Amount	%
Operating revenues				
Dues:				
General Fund	\$ 414,757	\$ 564,716	\$ (149,959)	-27%
Transportation	346,041	180,394	165,647	92%
	<u>760,798</u>	<u>745,110</u>	<u>15,688</u>	<u>2%</u>
Sponsorships	56,676	12,551	44,125	100%
Grants and matches from other governments:				
Los Angeles County Metropolitan Transportation Authority	93,569	90,844	2,725	3%
Southern California Edison - Energywise	132,566	139,384	(6,818)	-5%
California Energy Efficiency Strategic Plan Implementation	26,272	44,291	(18,019)	-41%
Southern California Gas - Energywise	131,206	128,342	2,864	100%
LACPACE Program	37,022	14,202	22,820	161%
Homelessness Program	644,400	-	644,400	100%
MTA Open Street Program	548,705	-	548,705	100%
Western Riverside Council of Governments - California HERO	14,374	-	14,374	100%
MTA Measure M Program	4,303	-	4,303	100%
Others	196	-	196	100%
Total operating revenues	<u>2,450,087</u>	<u>1,174,724</u>	<u>1,275,363</u>	<u>109%</u>
Operating expenses				
Administrative	811,104	738,108	72,996	10%
Energywise	101,407	267,726	(166,319)	-62%
Transportation	122,947	105,832	17,115	16%
California Energy Efficiency Strategic Plan Implementation	9,755	44,291	(34,536)	-78%
LACPACE Program	37,427	-	37,427	100%
Homelessness Program	573,823	-	573,823	100%
MTA Open Street Program	548,705	-	548,705	100%
Measure M Program	4,303	-	4,303	100%
Total operating expenses	<u>2,209,471</u>	<u>1,155,957</u>	<u>1,053,514</u>	<u>91%</u>
Operating income	<u>240,616</u>	<u>18,767</u>	<u>221,849</u>	<u>1182%</u>
Nonoperating income				
Interest income	3,402	1,818	1,584	87%
Total nonoperating income	<u>3,402</u>	<u>1,818</u>	<u>1,584</u>	<u>87%</u>
Change in net position	244,018	20,585	223,433	1085%
Net position, beginning of year	815,680	795,095	20,585	3%
Net position, end of year	<u>\$ 1,059,698</u>	<u>\$ 815,680</u>	<u>\$ 244,018</u>	<u>30%</u>

During fiscal year 2018, total operating revenues increased by 109% from the previous year. The increase was mainly attributable to the new Homelessness and MTA Open Streets grant revenues earned in 2018.

Revenues for SGVCOG consist primarily of dues from 31 member cities, three Los Angeles County supervisorial districts, and a Joint Power Authority of the water agencies, which represents three municipal water districts, cost reimbursable grants from the LACPACE program, Homelessness program, Southern California Edison (SCE), a local utility, grant matching funds from Los Angeles County MTA, and fees on the aggregate cost for the bonds issued to fund installation of renewable energy efficiency improvements from the Home Energy Renovation Opportunity (HERO) program. Grants and matches from other governments and Sponsorships were \$1,689,289 in FY2018 compared to \$429,614 in FY2017, an increase of \$1,259,675 or 293%. The increase was mostly due to the new Homelessness and MTA Open Streets grant revenues earned in FY2018.

Operating expenses were \$2,209,471 in FY2018 compared to \$1,155,957 in FY 2017, an increase of \$1,053,514 or 91%. The increase is primarily attributable to program expenses from the new Homelessness and MTA Open Streets programs.

Next Year's Budget

The budget for fiscal year 2019 assumes that the on-hand net position as of June 30, 2018 will be required and available to fulfill the program and administrative expense requirements.

Further Information

This report has been designed to provide a general overview to our stakeholders of the SGVCOG's financial condition and related issues. Inquiries should be directed to Maritza Ramos, Director of Finance, 4900 Rivergrade Road, Suite A120 Irwindale, CA 91706.

San Gabriel Valley Council of Governments
 (Primary Government)
 Statement of Net Position
 June 30, 2018

ASSETS

Current assets

Cash and cash equivalents	\$	1,348,391
Grants receivable		356,896
Other receivables		13,811
Prepaid expenses		10,293
		1,729,391

Total current assets

Capital assets

Office equipment		8,645
Less accumulated depreciation		(8,645)
		-

Capital assets, net

Total assets 1,729,391

DEFERRED OUTFLOWS OF RESOURCES

Deferred outflows of resources related to pension		226,431
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LIABILITIES

Current liabilities

Accounts payable and accrued expenses		680,383
Unearned revenues		76,530
		756,913

Total current liabilities

Noncurrent liabilities

Compensated absences		27,374
Net pension liability		38,933
		66,307

Total noncurrent liabilities

Total liabilities 823,220

DEFERRED INFLOWS OF RESOURCES

Deferred inflows of resources related to pension		72,904
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NET POSITION

Restricted for :

Water Quality Improvement		55,618
MS4-National Pollutant Discharge Elimination System		54,851
Unrestricted		949,229
		1,059,698

Net position \$ 1,059,698

See notes to financial statements.

**San Gabriel Valley Council of Governments
(Primary Government)
Statement of Revenues, Expenses and Changes in Net Position
Year ended June 30, 2018**

Operating revenues

Dues:	
General Fund	\$ 414,757
Transportation	346,041
	760,798
Sponsorships	56,676
Grants and matches from other governments:	
Los Angeles County Metropolitan Transportation Authority	93,569
Southern California Edison - Energywise	132,566
California Energy Efficiency Strategic Plan Implementation	26,272
Southern California Gas - Energywise	131,206
LACPACE Program	37,022
Homelessness Program	644,400
MTA Open Street Program	548,705
Western Riverside Council of Governments - California HERO	14,374
MTA Measure M Program	4,303
Others	196
Total operating revenues	2,450,087

Operating expenses

Administrative	811,104
Energywise	101,407
Transportation	122,947
California Energy Efficiency Strategic Plan Implementation	9,755
LACPACE Program	37,427
Homelessness Program	573,823
MTA Open Street Program	548,705
Measure M Program	4,303
Total operating expenses	2,209,471

Operating income 240,616

Nonoperating income

Interest income	3,402
Total nonoperating income	3,402

Change in net position 244,018

Net position, beginning of year 815,680

Net position, end of year \$ 1,059,698

See notes to financial statements.

San Gabriel Valley Council of Governments
(Primary Government)
Statement of Cash Flows
Year ended June 30, 2018

Cash flows from operating activities

Cash receipts from cities	\$	837,328
Cash receipts from all other services		1,409,047
Cash paid for operating expenses		(1,206,077)
Cash paid for employee compensation and related costs		(459,578)
Net cash provided by operating activities		<u>580,720</u>

Cash flows from investing activities

Cash receipts from interest		2,828
Cash provided by investing activities		<u>2,828</u>
Change in cash and cash equivalents		583,548
Cash and cash equivalents - beginning of year		<u>764,843</u>
Cash and cash equivalents - end of year	\$	<u>1,348,391</u>

Reconciliation of operating income to net cash provided by operating activities:

Operating income	\$	240,616
Adjustment to reconcile operating income to net cash provided by operating activities:		
Changes in operating assets and liabilities:		
Other receivables		872
Grants receivable		(281,114)
Prepaid expenses		1,539
Deferred outflows of resources		(77,678)
Accounts payable and accrued expenses		640,783
Unearned revenues		76,530
Compensated absences		2,764
Net pension liability (asset)		(46,765)
Deferred inflows of resources		23,173
Net cash provided by operating activities	\$	<u>580,720</u>

See notes to financial statements.

NOTE 1 SUMMARY OF SIGNIFICANT POLICIES

Organization and Activities

The San Gabriel Valley Council of Governments (the "SGVCOG") was created effective March 17, 1994 by a Joint Powers Agreement (JPA) among various San Gabriel Valley Cities to promote cooperation, exchange ideas, coordinate regional government programs and to provide recommendations and solutions to common problems and to general concern of member governments. It is the immediate successor to the San Gabriel Valley Association of Cities, an unincorporated association. Its members organized the SGVCOG because they recognized a need for a more permanent and formalized structure.

The SGVCOG is supported by contributions from its members and also receives grant funds to conduct regional studies on Transportation, Air Quality, Environmental Matters, as a sub-grantee of other governmental entities. The SGVCOG is a non-profit California Public Agency and it is tax exempt.

The Reporting Entity

The accompanying financial statements do not include the financial statements of a component unit, the Alameda Corridor - East Construction Authority (ACE) and do not purport to, and do not, present the financial position of the reporting entity of San Gabriel Valley Council of Governments as of June 30, 2018, the changes in its financial position and cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

On August 17, 2017, the SGVCOG governing board approved the integration of ACE into SGVCOG to accomplish the following objectives:

- Restructure ACE so it will be an ongoing operation as a division of SGVCOG, and not expire at the end of its mission (currently estimated to be in fiscal year 2022-23).
- Expand the jurisdiction of ACE as a construction and projects entity that can serve all of the San Gabriel Valley.
- Restructure the ACE Board so that it has representation from the entire San Gabriel Valley and revise its role so it is no longer a separate Board with management control over ACE but instead will be a standing committee advisory to the Governing Board regarding the ACE operation.
- Integrate SGVCOG and ACE staff under a single personnel system reporting to the Executive Director of SGVCOG.

As of June 30, 2018, completion of certain actions necessary to implement the full integration of ACE into SGVCOG is underway.

NOTE 1 SUMMARY OF SIGNIFICANT POLICIES (CONTINUED)

Basis of Accounting

The financial statements are prepared using the accrual basis of accounting. Revenues are recognized when earned, and expenses are recognized when incurred.

The following are SGVCOG's major revenue components:

California Energy Efficiency Strategic Plan Implementation - Funds for the implementation of certain energy efficiency programs under the Decision 09-09-47 and 12-11-015 of the California Public Utilities Commission including the Energy Leader Partnership Program.

Energywise - Funds to implement a program to reduce energy usage in the region by providing enhanced rebates for installing energy efficiency measures in municipal facilities, technical assistance, and various training and educational opportunities.

Homelessness – Funds to provide coordination services among the San Gabriel Valley cities, homeless providers, and community stakeholders relative to the implementation of the Homeless Initiative and the delivery of homeless services within the San Gabriel Valley.

MTA Open Streets – Funds to provide a series of regional car-free events. It aims to provide: (a) opportunities for riding transit, walking, and riding a bike possibly for the first time; (b) encourage future mode shift to more sustainable transportation modes; and, (c) for civic engagement to foster the development of multi-modal policies and infrastructure at the city/community level.

Cash and Cash Equivalents

The SGVCOG considers money market funds and all equivalent liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Grants Receivable

Grants receivable relate to expense reimbursement from governmental and other agencies and are expected to be fully collectible. Accordingly, an allowance for doubtful accounts is not provided.

Office Equipment

Office equipment is carried at historical cost. Depreciation is provided using the straight-line method over the individual assets' estimated useful life, usually five years for computers, copiers and other electronic equipment, ten years for cabinets, desks and furniture.

NOTE 1 SUMMARY OF SIGNIFICANT POLICIES (CONTINUED)

Pension

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 SGVCOG's California Public Employees' Retirement System (CalPERS) plan (Plan) and additions to/deductions from the Plan's 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.

Use of Estimates

The presentation of financial statements in conformity with generally accepted accounting principles (GAAP) requires the use of estimates in many areas. Estimates used in these financial statements relate primarily to fixing estimated useful lives to depreciable assets. Based upon the preceding information, estimates do not have a material effect on these financial statements.

NOTE 2 CASH AND CASH EQUIVALENTS

Cash and cash equivalents as of June 30, 2018 consist of the following:

Deposits with financial institution	\$ 1,115,755
Short-term investments	<u>232,636</u>
Total cash and cash equivalents	<u>\$ 1,348,391</u>

Investments Authorized by the California Government Code and San Gabriel Valley Council of Governments' Investment Policy

The table below identifies the investment types that are authorized for SGVCOG by the California Government Code (or SGVCOG's investment policy, where more restrictive). The table also identifies certain provisions of the California Government Code (or SGVCOG's investment policy, where more restrictive) that address interest rate risk, credit risk, and concentration of credit risk.

<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 Notes	5 years	100%	None
Treasury Notes of the State of California	5 years	25%	None
Indebtness of Any Local Agency within CA	5 years	25%	None
U.S. Government Agencies	5 years	50%	15%
Banker's Acceptances	180 days	40%	10%
Commercial Paper	270 days	10%	10%
Negotiable Certificates of Deposit	5 years	30%	10%
Repurchase Agreements	90 days	20%	None
Medium-Term Notes	5 years	30%	10%
Shares of Beneficial Interest Issued by Diversified Companies Registered with the SCE	None	20%	10%
State of CA Local Agency Investment Fund (LAIF)	None	None	None
Mortgage-backed Securities	5 years	15%	None

NOTE 2 CASH AND CASH EQUIVALENTS (CONTINUED)

Disclosures Relating to Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment the greater the sensitivity of its fair value to changes in market interest rates. One of the ways that the SGVCOG manages its exposure to interest rate risk is by purchasing a combination of shorter-term and longer-term investments and by timing cash flows from maturities so that a portion of the portfolio is maturing or coming due over time as necessary to provide the cash flow and liquidity needed for operations.

Information about the sensitivity of the fair values of SGVCOG's investments to market interest rate fluctuations is provided by the following table that shows the distribution of the SGVCOG's investments by maturity.

Investment Type	Total	12 Months or less
LAIF	\$ 232,636	\$ 232,636
Total	\$ 232,636	\$ 232,636

Investment with Fair Values Highly Sensitive to Interest Rate Fluctuations

The SGVCOG has no investments that are highly sensitive to interest rate fluctuations (to a greater degree than already indicated in the information provided above).

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 minimum rating required by (where applicable) the California Government Code, SGVCOG's investment policy, or debt agreements, and the actual rating as of year-end for each investment type.

Investment Type	Amount	Minimum Legal Rating	Rating as of Year End Not Rated
LAIF	\$ 232,636	N/A	\$ 232,636
Total	\$ 232,636		\$ 232,636

NOTE 2 CASH AND CASH EQUIVALENTS (CONTINUED)

Concentrations of Credit Risk

The investment policy of the SGVCOG contains no limitations on the amount that can be invested in any one issuer beyond that stipulated by the California Government Code. As of June 30, 2018, the SGVCOG had no investments in any one issuer (other than U.S. external investment pools) that represent 5% or more of total SGVCOG investments.

Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction a government will not be able to recover the value of its investment or collateral securities that are in the possession of another party.

The California Government Code and SGVCOG's investment policy do not contain legal or policy requirements that would limit the exposure to custodial credit risk for deposits or investments, other than the following provision for deposits. The California Government Code requires that a financial institution secure deposits made by State or local governmental units by pledging securities in an undivided collateral pool held by a depository regulated under State law (unless so waived by the governmental unit). The market value of the pledged securities in the collateral pool must equal at least 110% of the total amount deposited by the public agencies. California law also allows financial institutions to secure local government units' deposits by pledging first trust deed mortgage notes having a value of 150% of the secured public deposits. As of June 30, 2018, the SGVCOG's cash in bank balance of \$1,025,115 exceeded the \$250,000 deposit insurance of the Federal Depository Insurance Corporation (FDIC) by \$775,115.

The SGVCOG is a voluntary participant in the Local Agency Investment Fund (LAIF) that is regulated by the California Government Code under the oversight of the Treasurer of the State of California. At June 30, 2018, the total market value of LAIF, including accrued interest was approximately \$89 billion. The fair value of the SGVCOG's investment in this pool is \$232,636 at June 30, 2018 based upon the SGVCOG's pro-rata share of the fair value provided by LAIF for the entire LAIF portfolio (in relation to the amortized cost of the portfolio). LAIF's (and the SGVCOG's) exposure to risk (credit, market or legal) is not currently available.

NOTE 3 EMPLOYEE BENEFIT PLAN

A. General Information about the Pension Plans

Plan Description

SGVCOG's employee benefit plan was assigned to its component unit, ACE. SGVCOG does not have employees enrolled under the Classic Plan but currently represent 85% share of the PEPRA Plan. All qualified permanent and probationary employees are eligible to participate in ACE's Miscellaneous Employee Pension Plan, a 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 ACE resolution. CalPERS issues publicly available reports that include a full description of the pension plans regarding benefit provisions, assumptions and membership information that can be found on the CalPERS website.

Classic participants (defined as eligible participants prior to January 1, 2013) are required to contribute 7% of their annual covered salary. New participants (defined as eligible employees brought into CalPERS membership for the first time on or after January 1, 2013 (PEPRA) contribute at least half the normal cost rate as determined by CalPERS. SGVCOG contributes the remaining amounts necessary to fund the benefits for its employees, using the actuarial basis adopted by the CalPERS Board of Administration.

Certain information presented in the accompanying financial statements and under this note disclosure represent amounts paid by and allocated to SGVCOG only.

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 with statutorily reduced benefits. All members are eligible for non-duty disability benefits after 10 years of service. The death benefit is one of the following: the Basic Death Benefit, the 1957 Survivor Benefit, or the Optional Settlement 2W Death Benefit. The cost of living adjustments for each plan are applied as specified by the Public Employees' Retirement Law.

NOTE 3 EMPLOYEE BENEFIT PLAN (CONTINUED)

Benefits Provided (Continued)

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

	<u>Miscellaneous Plan</u>	
	<u>Classic</u>	<u>PEPRA</u>
	Prior to	On or after
	Jan. 1, 2013	Jan. 1, 2013
Hire date		
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 - 55	52 - 67
Monthly benefits , as a % of eligible compensation	2.0% to 2.7%	1.0% to 2.5%
Required employee contribution rates	6.90%	6.25%
Required employer contribution rates	8.42%	6.53%

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. SGVCOG is required to contribute the difference between the actuarially determined rate and the contribution rate of employees.

For the year ended June 30, 2018, the contributions recognized as part of pension expense for the Plan were as follows:

	Miscellaneous
	Plan
Contributions - employer	\$ <u>58,845</u>

NOTE 3 EMPLOYEE BENEFIT PLAN (CONTINUED)

B. Pension Liabilities, Pension Expenses and Deferred Outflows/Inflows of Resources Related to Pensions

As of June 30, 2018, SGVCOG reported net pension liabilities for its proportionate shares of the net pension liability of the Plan as follows:

	Proportionate Share of Net Pension Liability
	<u> </u>
Miscellaneous Plan	\$ <u> 38,933</u>
Total Net Pension Liability	\$ <u> 38,933</u>

SGVCOG's net pension liability for the Plan is measured as the proportionate share of the net pension liability (asset). 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. SGVCOG's proportion of the net pension liability was based on a projection of the SGVCOG's long-term share of contributions to the pension plan relative to the projected contributions of all participating employers, which is actuarially determined.

NOTE 3 EMPLOYEE BENEFIT PLAN (CONTINUED)

Effective for measurement period 2015, CalPERS provides the GASB Statement No. 68 Accounting Valuation Report for the miscellaneous risk pool and allocation methodology to be used by participants in the risk pool. The schedules of employer allocation include allocation for the Total Pension Liability, Plan Fiduciary Net Position and all other pension amounts (e.g. deferred outflows/inflows of resources and pension expense). The Total Pension Liability and other pension amounts are allocated based on the Actuarial Accrued Liability from the most recent Actuarial Valuation Report as of June 30, 2016 used for funding purposes. The Plan Fiduciary Net Position is allocated based on the sum of the Plan's Market Value of Assets from the most recent Actuarial Valuation as of June 30, 2016 used for funding purposes plus supplemental payments made by employers during the current measurement period to reduce their unfunded actuarial accrued liabilities.

SGVCOG's proportionate share for pension items as provided by CalPERS are as follows:

	2018
Total pension liability	0.0005530
Plan fiduciary net position	0.0007050

At June 30, 2018, SGVCOG reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

NOTE 3 EMPLOYEE BENEFIT PLAN (CONTINUED)

	2018	
	Miscellaneous Plan	
	Deferred Outflows of Resources	Deferred Inflows of Resources
Pension contributions subsequent to measurement date	\$ 58,845	\$ -
Differences between actual and expected experience	336	(4,821)
Changes in assumption	41,753	(3,184)
Changes in employer's proportion	2,047	(64,899)
Differences between the employer's contribution and the employer's proportionate share of contributions	114,007	-
Net differences between projected and actual earnings on pension plan investments	9,443	-
Total	\$ 226,431	\$ (72,904)

\$58,845 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 ending 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:

Year Ending June 30	Amount
2019	\$ 36,008
2020	37,448
2021	26,833
2022	(5,607)

NOTE 3 EMPLOYEE BENEFIT PLAN (CONTINUED)

Actuarial Assumptions

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

	Miscellaneous
Valuation Date	June 30, 2016
Measurement Date	June 30, 2017
Actuarial Cost Method	Entry-Age Normal Cost Method
 Actuarial Assumptions:	
Discount Rate	7.15%
Inflation	2.75%
Salary Increases	(1)
Mortality	(2)
Post-Retirement Benefit Increase	(3)

- (1) Varies by entry age and service
- (2) Derived using CalPERS' Membership Data for all funds
- (3) Contract COLA up to 2.75% until Purchasing Power Protection Allowance Floor on Purchasing Power applies, 2.75% thereafter

The underlying mortality assumptions and all other actuarial assumptions used in the June 30, 2016 valuation were based on the results of an actuarial experience study for the period 1997 to 2011. Further details of the Experience Study can be found on the CalPERS website.

Discount Rate

The discount rate used to measure the total pension liability was 7.15 percent and reflects the long-term expected rate of return for the Plan net of investment expenses and without reduction for administrative expenses.

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

NOTE 3 EMPLOYEE BENEFIT PLAN (CONTINUED)

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 cash flows. Using historical returns of all the funds' asset classes, expected compound (geometric) returns were calculated over the short-term (first 10 years) and the long-term (11+ 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 rounded 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 to equal to the single equivalent rate calculated above and adjusted to account for assumed administrative expenses.

The expected real rates of return by asset class can be found in CalPERS' Comprehensive Annual Financial Report (CAFR) for the fiscal year ended June 30, 2017.

Sensitivity of the Proportionate Share of the Net Pension Liability to Changes in the Discount Rate

The following presents SGVCOG's proportionate share of the net pension liability for the Plan, calculated using the discount rate for the Plan, as well as what SGVCOG'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 Plan</u>
1% Decrease		6.15%
Net Pension Liability	\$	176,562
Current Discount Rate		7.15%
Net Pension Liability	\$	38,933
1% Increase		8.15%
Net Pension Liability	\$	(75,054)

C. Pension Plan Fiduciary Net Position

Detailed information about each pension plan's fiduciary net position is available in the separately issued CalPERS financial reports.

NOTE 3 EMPLOYEE BENEFIT PLAN (CONTINUED)

D. Payable to the Pension Plan

At June 30, 2018, SGVCOG did not have outstanding amount of contributions to the pension plan required for the year ended June 30, 2018.

Other Postemployment Benefits

SGVCOG did not incur any other liabilities during the year 2018 related to other postemployment benefits.

NOTE 4 RELATED PARTY TRANSACTIONS

For the year ended June 30, 2018, SGVCOG paid ACE a total of \$39,424 for transportation technical support, administrative support, and accounting support, and travel expenses.

NOTE 5 CONTINGENCIES

The SGVCOG is involved in claims arising from the normal course of business. After consultation with legal counsel, management estimates that these matters will be resolved without material effect on the SGVCOG's financial position.

NOTE 6 COMMITMENTS

The SGVCOG has entered into an office space lease agreement covering the period from July 1, 2018 to April 30, 2021.

Future minimum rental payments including tenant improvements are as follows:

<u>Year ending June 30</u>	<u>Amount</u>
2019	\$ 67,826
2020	69,780
2021	60,011
Total	\$ <u>197,617</u>

NOTE 7 SUBSEQUENT EVENTS

SGVCOG has evaluated events subsequent to June 30, 2018, to assess the need for potential recognition or disclosure in the financial statements. Such events were evaluated through March 29, 2019, the date the financial statements were available to be issued. Based upon this evaluation, it was determined that no subsequent events occurred that require recognition or additional disclosure in the financial statements.

REQUIRED SUPPLEMENTARY INFORMATION

**San Gabriel Valley Council of Governments
(Primary Government)
Schedule of Proportionate Share of the Net Pension Liability
Last Ten Years***

	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
	<u>Miscellaneous Plan</u>	<u>Miscellaneous Plan</u>	<u>Miscellaneous Plan</u>	<u>Miscellaneous Plan</u>
Proportion of the net pension liability	0.00874%	0.02803%	0.03744%	0.00001%
Proportionate share of the net pension liability	\$ 38,933	\$ 85,698	\$ (1,407)	\$ 538
Covered - employee payroll ⁽¹⁾	\$ 586,768	\$ 358,859	\$ 164,916	\$ 155,191
Proportionate share of the net pension liability as percentage of covered-employee payroll	6.64%	23.88%	-0.85%	0.35%
Plan's proportionate share of the fiduciary net position as a percentage of the plan's total pension liability	96.11%	87.02%	87.61%	83.02%
Plan's proportionate share of aggregate employer contributions ⁽²⁾	\$ 36,386	\$ 21,399	\$ 15,076	\$ 88

Notes to Schedule

Certain information presented above and in the financial statements represent amounts allocated to SGVCOG.

¹ Covered-Employee Payroll represented above is based on pensionable earnings provided by the employer. However, GASB 68 defines covered-employee payroll as the total payroll of employees that are provided pensions through the pension plan. Accordingly, if pensionable earnings are different than total earnings for covered-employees, the employer should display in the disclosure footnotes the payroll based on total earnings for the covered group and recalculate the required payroll-related ratios.

² The plan's proportionate share of aggregate employer contributions may not match the actual contributions made by the employer during the measurement period. The plan's proportionate share of aggregate contributions is based on the plan's proportion of fiduciary net position shown on line 5 of the table above as well as any additional side fund (or unfunded liability) contributions made by the employer during the measurement period.

* Fiscal year 2015 was the 1st year of implementation, therefore, only four years are shown.

**San Gabriel Valley Council of Governments
(Primary Government)
Schedule of Pension Contributions
Last Ten Years***

	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
	<u>Miscellaneous Plan</u>	<u>Miscellaneous Plan</u>	<u>Miscellaneous Plan</u>	<u>Miscellaneous Plan</u>
Actuarially determined contributions	\$ 58,845	\$ 66,429	\$ 8,824	\$ 8,214
Contributions in relation to the actuarially determined contributions	(58,845)	(66,429)	(8,824)	(8,214)
Contribution deficiency (excess)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Covered-Employee Payroll	<u>\$ 586,768</u>	<u>\$ 358,859</u>	<u>\$ 164,916</u>	<u>\$ 155,191</u>
Contributions as a percentage of covered-employee payroll	<u>10.03%</u>	<u>18.51%</u>	<u>5.35%</u>	<u>5.29%</u>

Notes to Schedule:

Valuation date June 30, 2016

Methods and assumptions used to determine contribution rates:

Actuarial Cost Method	Entry age normal
Amortization method / Period	Level percent of payroll
Remaining amortization period	15 years as of valuation date
Asset valuation method	5 year Smoothed Market
Inflation	2.75%
Salary increases	Varies by Entry Age and Service
Investment rate of return	7.15%, net of pension plan investment expense
Retirement age	55 years
Mortality	Derived using CalPERS Membership Data for all funds

* Fiscal year 2015 was the first year of implementation, therefore only four years are shown.

**Report of Independent Auditors on Internal Control over Financial Reporting
and on Compliance and Other Matters Based on an Audit of Financial Statements
Performed in Accordance with *Government Auditing Standards***

**Members of the Governing Board
San Gabriel Valley Council of Governments**

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of the San Gabriel Valley Council of Governments (the SGVCOG), as of and for the year ended June 30, 2018, and the related notes to the financial statements, which collectively comprise SGVCOG's basic financial statements, and have issued our report thereon dated March 29, 2019.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered SGVCOG's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of SGVCOG's internal control. Accordingly, we do not express an opinion on the effectiveness of SGVCOG's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weakness. However, material weaknesses may exist that have not been identified.



Compliance and Other Matters

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

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in black ink that reads "Vagueney & Company LLP". The signature is written in a cursive, flowing style.

**Glendale, California
March 29, 2019**

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Alameda Corridor – East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Audited Financial Statements
and Supplementary Information
As of and for the Year Ended June 30, 2018
with Report of Independent Auditors

Alameda Corridor – East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Audited Financial Statements
and Supplementary Information
As of and for the Year Ended June 30, 2018
with Report of Independent Auditors

Alameda Corridor - East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
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Report of Independent Auditors

The Honorable Members of the Board of Directors Alameda Corridor – East Construction Authority

Report on the Financial Statements

We have audited the accompanying financial statements of Alameda Corridor - East Construction Authority (ACE), a component unit of San Gabriel Valley Council of Governments (SGVCOG), which comprise the statement of net position and balance sheet as of June 30, 2018, and the related statements of activities and revenues, expenditures and changes in fund balance for the year then ended, and the related notes to the financial statements.

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.

Auditors' Responsibility

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

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

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



Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Alameda Corridor – East Construction Authority as of June 30, 2018, and the changes in its financial position for the year 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 management's discussion and analysis on pages 4 – 11 and the required supplementary information on pages 33 – 34 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.

Supplementary Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise ACE's basic financial statements. The schedule of revenues, expenditures, and changes in fund balance – budget to actual is presented for purposes of additional analysis and is not a required part of the basic financial statements.

The schedule of revenues, expenditures and changes in fund balance – budget to actual is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the statement of revenues, expenditures and changes in fund balance – budget to actual is fairly stated, in all material respects, in relation to the basic financial statements as a whole.



Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated March 29, 2019, on our consideration of ACE'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 ACE'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 ACE's internal control over financial reporting and compliance.

Vaughan & Company LLP

Glendale, California
March 29, 2019

**Alameda Corridor - East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Management's Discussion and Analysis (Unaudited)
Year Ended June 30, 2018**

The management's discussion and analysis (MD&A) of the financial performance and activity of the Alameda Corridor – East Construction Authority (ACE) provides an overview of ACE financial statements for the year ended June 30, 2018. This discussion was prepared by management and should be read in conjunction with the accompanying financial statements and notes, which follow this section.

Background

The San Gabriel Valley Council of Governments (SGVCOG) created ACE in 1998. ACE is a single purpose construction authority established to implement a construction program intended to mitigate the adverse impacts at rail-roadway crossings in the San Gabriel Valley of increasing rail traffic along the nationally significant Alameda Corridor East Trade Corridor. Train counts through the Valley are projected to nearly double by the year 2035 as increasing numbers of freight trains carry freight to and from the nation's busiest container ports in San Pedro Bay.

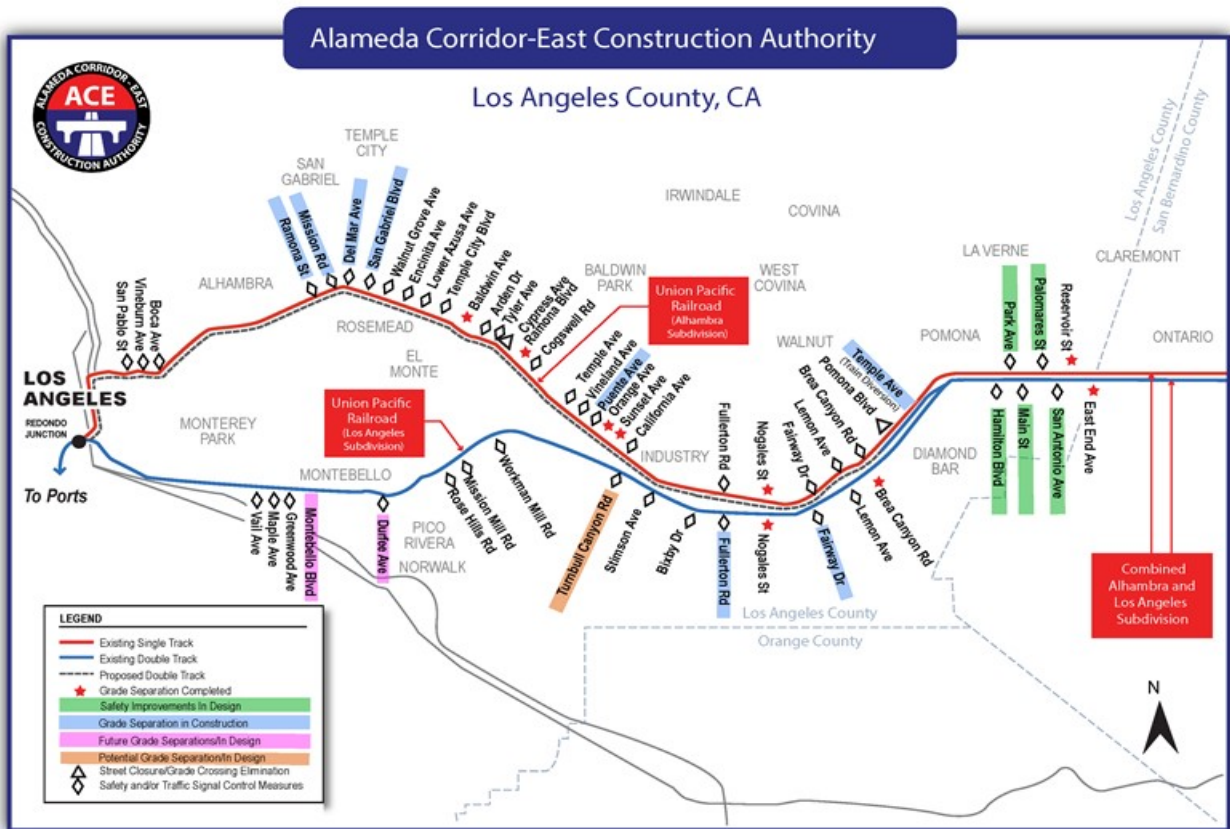
The ACE Project is a comprehensive program of constructing grade separations, where the road goes over or under the railroad, and safety and mobility upgrades at fifty-two crossings in the San Gabriel Valley. Construction has been completed on nine rail-roadway grade separations. Seven additional grade separations and a rail diversion project are under construction. Three grade separation projects are in design along with improved pedestrian and vehicle safety gate at another eight crossings. Safety improvements have been completed at 39 at-grade crossings.

The cost estimate as of June 30, 2018 for the completed safety improvements and 14 grade separations either completed or going into construction is \$1.677 billion.

Projects under construction include the Fullerton Road, Fairway Drive, and Puente Avenue grade separations; the San Gabriel Trench; and the Temple Avenue rail diversion project. Going to construction in 2019 will be the Durfee Avenue grade separation project. Currently in design is the Montebello Corridor Project, the Turnbull Canyon Road Grade Separation Project, and the At-Grade Crossing Safety Improvements.

Alameda Corridor - East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Management's Discussion and Analysis (Unaudited)
Year Ended June 30, 2018

Project Progress During FY 2018					
Project	06/17	09/17	12/17	03/18	06/18
Rio Hondo (220)	Design				
Maple Ave (214)	Design				
At-Grade Crossing (212)	Design				
Turnbull Canyon (210)	Design				
Durfee (208)	Design / ROW Acquisitions				
Montebello (209)	Design / ROW Acquisitions				
Fairway Drive (204)	ROW Acquisitions / Construction				
Fullerton (207)	ROW Acquisitions / Construction				
Puente Avenue (202)	ROW Acquisitions / Construction				
Nogales - LA (250)	ROW Acquisitions / Construction				
S.G. Trench (201)	Construction				
Temple/Pomona (119)	Construction				



Alameda Corridor-East Project Area

Alameda Corridor - East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Management's Discussion and Analysis (Unaudited)
Year Ended June 30, 2018

As of June 30, 2018, the following funding had been committed to the ACE project:

Federal	ACE Funding Commitments (\$ millions)	
TEA-21 Earmark	\$ 132.6	
Annual Appropriations (FY 2000-10)	21.5	
SAFETEA-LU Earmark	66.9	
Rail-Highway Crossing Program	10.0	
ISTEA (Nogales LA)	6.9	
CMAQ (Nogales LA)	6.3	
Total Federal		\$ 244.2
State		
Trans. Imp. Program (FY 2000-04)	39.0	
PUC Grade Separation Fund	10.0	
Trans. Cong. Relief Prog. (TCRP)	130.3	
Trade Corr. Impr. Fund (TCIF)	422.2	
Hwy. Rail Crossing Safety Act (HRCSA)	46.6	
Total State		648.1
L.A. County MTA		
17% - Match	269.9	
FY 2007 Call-for-projects	28.8	
Measure R	400.0	
Total L.A. County MTA		698.7
City/County Funds/MWD Funds	12.1	
Railroad Contributions	36.4	
City/Railroad/Betterments/Property Sales	57.5	
Total ACE Project Funding		<u>\$ 1,697.0</u>

The committed/pledged amounts may differ slightly from authorized funding due to budgetary holdbacks on multi-year grants, and reflect management's best estimate as to the amount that will be available. Railroad contributions reflect a regulatory ceiling of 5% of construction cost pro-rated over the construction phase of the various projects.

ACE manages its projects to avoid risk wherever possible. All projects are designed to be within the scope allowed by federal, state and local guidelines. The project host city is responsible for paying for any "betterments" not needed for the basic grade separation. In addition, the California Department of Transportation (CalTRANS) must approve each phase - design, right-of-way acquisition and utility relocation, and construction - for reimbursement in advance.

ACE must pay contractors and vendors first before invoicing grantors for reimbursement. Reimbursements are currently running between two to four weeks for CalTRANS (Federal and State funding) and the Los Angeles County Metropolitan Transportation Authority ("Metro") (local funding). Working capital therefore remains a major consideration. ACE and Metro entered into an agreement to provide ACE \$45M subordinate Proposition C Sales Tax Revenue

Revolving Obligation Construction Fund, which replaced the Grants Anticipation Notes as the primary bridge funding.

Financial Highlights

For the year ended June 30, 2018:

- Net position increased by \$0.3 million, an increase of 2.1%.
- Construction in progress increased by \$101.1 million, an increase of 14.5%.
- Total revenues decreased by \$3.4 million, a decrease of 3.2%.
- Total project expenses decreased by \$2.2 million, a decrease of 2.1%.

Overview of Basic Financial Statements

ACE's basic financial statements consist of three components: (1) Government-wide Financial Statements, (2) Fund Financial Statements and (3) Notes to the Basic Financial Statements.

Governmental entities are required to report information on a government-wide basis and on a fund basis (with emphasis placed on major funds of the entity). The government-wide financial statements (i.e., the statement of net position and the statement of activities) report information on all of the non-fiduciary activities of the primary government and its component units. The governmental fund financial statements (i.e., the balance sheet and the statement of revenues, expenditures and changes in fund balance) report information on individual funds of the government. A fund is considered to be a separate accounting entity with a self-balancing set of accounts.

Since ACE is engaged in a single governmental activity and it has no component units, the government-wide and governmental fund financial statements have been combined with a reconciliation of the individual line items in a separate column entitled "Adjustments" on the financial statements. The government-wide financial statements are reported in the "Statement of Net Position" and "Statement of Activities" columns. The governmental fund financial statements are reported in the "Capital Projects Fund" column.

Government-wide Financial Statements

The government-wide financial statements are designed to give readers a broad overview of ACE's financial position. These include all of ACE's assets and liabilities, deferred inflows/outflows of resources, revenues and expenses. The accounting basis is full accrual (similar to private sector companies) where ACE's revenues and expenses are reported as the causal event occurs, instead of when the revenue was received or expense paid.

The "Statement of Net Position" is the basic government-wide statement of financial position. It presents information on all of ACE's assets, deferred outflows of resources, liabilities and deferred inflows of resources, with the difference reported as net position (or equity in the private sector). While large net position might indicate that a governmental agency has not spent all available revenues and other resources, negative net position indicates that the

agency has overspent. It is management's position to maintain sufficient net position to compensate for any disallowed costs, but to allocate any surplus to construction activities.

The "Statement of Activities" presents ACE's revenues and expenses for the year ended on June 30, 2018. The statement has four primary areas: *project expenses*, *operating revenues*, *nonoperating income (expense)*, and *change in net position*. Expenses are broken out into direct (those expenses that can be identified directly to individual projects) and indirect. The financing income is the interest earned on cash balances less interest and fees paid on the corresponding debt.

Fund Financial Statements

The fund financial statements report information on Capital Projects Fund of ACE. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives.

ACE, unlike cities, county or state governments, has one activity – construction. All of ACE's activities are classified as a Construction Fund (Capital Projects) with the exception of the amount invested in a deferred compensation plan funded solely by the employees.

Differences between the two sets of financial statements are normally determined by the complexity of the reporting agency and usually revolve around different treatments for capital assets and depreciation, debt issuance and repayment, and pension-related account balances. ACE's focus on a single activity results in the two statements being very similar.

Notes to the Basic Financial Statements

The notes to the basic financial statements provide additional information that is essential to a full understanding of the data provided in the government-wide financial statements and the governmental funds financial statements. The notes can be found on pages 14 through 32 of this report.

Alameda Corridor - East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Management's Discussion and Analysis (Unaudited)
Year Ended June 30, 2018

Condensed Statements of Net Position

The following table shows the condensed statements of net position for the past two years:

	<u>June 30</u>		<u>Variance</u>	
	<u>2018</u>	<u>2017</u>	<u>Amount</u>	<u>%</u>
Current and other assets	\$ 120,419,495	\$ 100,343,185	\$ 20,076,310	20.0%
Capital assets	21,667	12,335	9,332	75.7%
Construction in progress	796,965,084	695,912,451	101,052,633	14.5%
Less due to member cities and Union Pacific Railroad	<u>(796,965,084)</u>	<u>(695,912,451)</u>	<u>(101,052,633)</u>	14.5%
Total assets	120,441,162	100,355,520	20,085,642	20.0%
Deferred outflows of resources	2,591,612	2,214,048	377,564	17.1%
Liabilities	(107,321,766)	(87,223,814)	(20,097,952)	23.0%
Deferred inflows of resources	<u>(572,427)</u>	<u>(515,398)</u>	<u>(57,029)</u>	11.1%
Net position	<u>\$ 15,138,581</u>	<u>\$ 14,830,356</u>	<u>\$ 308,225</u>	2.1%

All organizations are required to report construction in progress (that is, the sum of prior and current year's construction expense) on the statement of net position as an asset. This would normally be done by treating each year's construction as a capital expense, which would be excluded from the statement of activities. However, the grant reimbursements generated by construction would be included in the statement of activities as revenue. ACE is obligated to transfer components of completed projects to the Union Pacific Railroad (UPRR) and the cities so that they can be included in their financial statements. The resulting reduction in assets would flow through the statement of activities as a loss. The net effect would be to produce widely fluctuating net position and fund balances depending on whether ACE was constructing (surplus) or transferring assets to member cities (deficit).

Therefore, ACE elected to treat construction in progress as a matching asset and liability. This shows the total cost of ACE's projects and the resulting liability to transfer the assets upon completion while not unduly affecting the statement of activities.

Total assets increased by 20.0% to \$120.4 million, mainly due to increases in surplus properties held for sale.

Construction in progress increased by 14.5% to \$797.0 million, primarily because of increased construction activity on San Gabriel Trench, Puente Avenue, Fairway Drive, and Fullerton Road projects.

Unearned revenue increased by 92.0% to \$42.8 million, mainly because of recognition of surplus properties from the San Gabriel Trench, Puente Avenue and Fairway Drive projects.

Unbilled receivables decreased 8.4% to \$28.9 million.

Alameda Corridor - East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Management's Discussion and Analysis (Unaudited)
Year Ended June 30, 2018

Condensed Statements of Activities

The following table shows the condensed statements of activities for the years ended June 30, 2018 and 2017.

Total net position increased by \$0.3 million or 2.1% for the year ended June 30, 2018. The increase was due to an adjustment to construction expenses that were incurred in the prior year.

	Years ended June 30		Variance	
	2018	2017	Amount	%
Project expenses				
Direct (Construction)	\$ 97,781,428	\$ 99,658,490	\$ (1,877,062)	-1.9%
Indirect expenses charged to operations	<u>3,145,443</u>	<u>3,465,867</u>	<u>(320,425)</u>	-9.2%
Total project expenses	<u>100,926,871</u>	<u>103,124,357</u>	<u>(2,197,487)</u>	-2.1%
Operating revenues				
Grant reimbursements	99,591,251	104,116,255	(4,525,004)	-4.3%
Other operating revenues	<u>1,627,977</u>	<u>467,489</u>	<u>1,160,488</u>	248.2%
Total revenues	<u>101,219,228</u>	<u>104,583,744</u>	<u>(3,364,516)</u>	-3.2%
Income from operations	<u>292,357</u>	<u>1,459,387</u>	<u>(1,167,030)</u>	-80.0%
Nonoperating income (expense)				
Other income	1,488,456	597,423	891,033	149.1%
Financing expense	<u>(1,472,588)</u>	<u>(1,129,119)</u>	<u>(343,469)</u>	30.4%
Net financing income (loss)	<u>15,868</u>	<u>(531,696)</u>	<u>547,564</u>	-103.0%
Change in net position	308,225	927,691	(619,466)	-66.8%
Net position at beginning of year	<u>14,830,356</u>	<u>13,902,665</u>	<u>927,691</u>	6.7%
Net position at end of year	<u>\$ 15,138,581</u>	<u>\$ 14,830,356</u>	<u>\$ 308,225</u>	2.1%

Capital Assets

ACE had \$21,667 invested in capital assets, net of depreciation, as of June 30, 2018.

Economic Factors and New Year's Budget

Budget expenditures in fiscal year 2019 decreased 20.8% over 2018, as decreases in construction were offset by increases in right-of-way acquisitions. Based on 2019 first quarter expenditures, it is anticipated the 2019 budget will be within 5% of budgeted expenditures.

Requests for Information:

These financial statements are designed to provide citizens, taxpayers, customers, and creditors with a general overview of ACE's finances and to demonstrate accountability for the money it receives. If there are any questions about this report or a need for additional information, please contact ACE, 4900 Rivergrade Road, Suite A120, Irwindale, CA 91706, or call (626) 962-9292.

Alameda Corridor - East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Governmental Fund Balance Sheet/
Statement of Net Position
June 30, 2018

	<u>Capital Projects Fund</u>	<u>Adjustments</u>	<u>Government Activities Statement of Net Position</u>
ASSETS			
Current assets			
Cash and investments	\$ 41,805,950	\$ -	\$ 41,805,950
Grants receivable	18,231,137	-	18,231,137
Unbilled receivable	28,867,154	-	28,867,154
Notes receivable	150,000	-	150,000
Interest receivable	7,651	-	7,651
Retention receivable	1,372,157	-	1,372,157
Other receivables	1,028,284	-	1,028,284
Prepaid expenses	268,466	-	268,466
Property held for sale	27,267,391	-	27,267,391
Under-recovery of indirect cost	1,421,305	-	1,421,305
Total current assets	<u>120,419,495</u>	<u>-</u>	<u>120,419,495</u>
Noncurrent assets			
Capital assets - Leasehold improvement and equipment	-	21,667	21,667
Construction in progress	-	796,965,084	796,965,084
Less due to member cities and Union Pacific Railroad	-	<u>(796,965,084)</u>	<u>(796,965,084)</u>
Total noncurrent assets	<u>-</u>	<u>21,667</u>	<u>21,667</u>
Total assets	<u>120,419,495</u>	<u>21,667</u>	<u>120,441,162</u>
DEFERRED OUTFLOWS OF RESOURCES			
Deferred outflows of resources related to pensions	-	<u>2,591,612</u>	<u>2,591,612</u>
Total deferred outflows of resources	<u>-</u>	<u>2,591,612</u>	<u>2,591,612</u>
Total assets and deferred outflows of resources \$	<u>120,419,495</u>		
LIABILITIES			
Current liabilities			
Accounts payable and accrued expense	\$ 17,607,939	-	17,607,939
Accrued retention payable	1,433,790	-	1,433,790
Unearned revenue	42,800,209	-	42,800,209
Compensated absences	174,133	-	174,133
MTA promissory note payable	45,000,000	-	45,000,000
Net pension liability	-	<u>305,695</u>	<u>305,695</u>
	<u>107,016,071</u>	<u>305,695</u>	<u>107,321,766</u>
DEFERRED INFLOWS OF RESOURCES			
Deferred inflows of resources related to pensions	-	<u>572,427</u>	<u>572,427</u>
Total deferred outflows of resources	<u>-</u>	<u>572,427</u>	<u>572,427</u>
FUND BALANCES/NET POSITION			
Fund balance			
Nonspendable for:			
Prepaid expenses	268,466		
Committed:			
CalPERS unfunded termination liability	6,347,036		
Assigned:			
Capital project fund	<u>6,787,922</u>		
Total fund balance	<u>13,403,424</u>		
Total liabilities, deferred inflows of resources and fund balance	\$ <u>120,419,495</u>		
Net position			
Net investment in capital assets		21,667	21,667
Unrestricted		<u>1,713,490</u>	<u>15,116,914</u>
Total net position	<u>\$ 1,735,157</u>	<u>\$ 15,138,581</u>	

See notes to financial statements.

Alameda Corridor - East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Statement of Governmental Fund Revenues, Expenditures and
Changes in Fund Balance/Statement of Activities
Year Ended June 30, 2018

	Capital Projects Fund	Adjustments	Statement of Activities
Project expenses			
Direct (Construction)	\$ 98,684,416	\$ (902,988)	\$ 97,781,428
Indirect expenses charged to operations	3,154,775	(9,332)	3,145,443
Total project expenses	<u>101,839,191</u>	<u>(912,320)</u>	<u>100,926,871</u>
Operating revenues			
Grant reimbursements	99,591,251	-	99,591,251
Other operating revenues	1,627,977	-	1,627,977
Total revenues	<u>101,219,228</u>	<u>-</u>	<u>101,219,228</u>
Excess (deficiency) of revenues over expenditures / Income from operations	(619,963)	912,320	292,357
Nonoperating income (expense)			
Other income	1,488,456	-	1,488,456
Financing expense	(1,472,588)	-	(1,472,588)
Net nonoperating income (expense)	<u>15,868</u>	<u>-</u>	<u>15,868</u>
Change in fund balance / Change in net position	(604,095)	912,320	308,225
Fund balance/Net Position at beginning of year	<u>14,007,519</u>	<u>822,837</u>	<u>14,830,356</u>
Fund balance/Net Position at end of year	<u>\$ 13,403,424</u>	<u>\$ 1,735,157</u>	<u>\$ 15,138,581</u>

See notes to financial statements.

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Reporting Entity

The Alameda Corridor - East Construction Authority (ACE) is a component unit of the San Gabriel Valley Council of Governments (SGVCOG).

SGVCOG created ACE in 1998. ACE is a single purpose construction authority established to implement a construction program intended to mitigate the adverse impacts at rail-roadway crossings in the San Gabriel Valley of increasing rail traffic along the nationally significant Alameda Corridor East Trade Corridor. The ACE Project is a comprehensive program of constructing grade separations, where the road goes over or under the railroad, and safety and mobility upgrades at fifty-two crossings in the San Gabriel Valley.

On August 17, 2017, the SGVCOG governing board approved the integration of ACE into SGVCOG to accomplish the following objectives:

- Restructure ACE so it will be an ongoing operation as a division of SGVCOG, and not expire at the end of its mission (currently estimated to be in fiscal year 2022-23).
- Expand the jurisdiction of ACE as a construction and projects entity that can serve all of the San Gabriel Valley.
- Restructure the ACE Board so that it has representation from the entire San Gabriel Valley and revise its role so it is no longer a separate Board with management control over ACE but instead will be a standing committee advisory to the Governing Board regarding the ACE operation.
- Integrate SGVCOG and ACE staff under a single personnel system reporting to the Executive Director of SGVCOG.

As of June 30, 2018, completion of certain actions necessary to implement the full integration of ACE into SGVCOG is underway.

Basis of Accounting

Government-wide financial statements are reported using the full accrual basis of accounting. The statement of activities presents changes in net position (This is equivalent to a statement of income and statement of changes in equity in for-profit entities). Revenues are recorded when earned and expenses are recognized at the time of the causal event.

The governmental funds financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Expenditures are generally recorded when a liability is incurred.

ACE recognizes grant revenues to the extent reimbursable obligations are earned on or before June 30, 2018 and are therefore the same under both modified accrual and full accrual basis.

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Description of Funds

ACE uses funds and account groups to report on its financial position and results of its operations. Fund accounting is designed to demonstrate legal compliance and to aid financial management by segregating transactions related to certain government functions or activities.

Governmental Fund

The Capital Projects Fund accounts for the activity of obtaining support from governmental groups, determining funding and specifications for structures needed and to fund the contracts for the grade crossing improvements.

Fund Balance Reporting

Governmental Accounting Standards Board (GASB) Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, establishes the following fund balance classifications that comprise a hierarchy based primarily on the extent to which a government is bound to observe constraints imposed upon the use of the resources reported in governmental funds:

Nonspendable fund balance includes amounts that cannot be spent because they are either (a) not in spendable form or (b) legally or contractually required to be maintained intact. Examples are inventories, prepaid expenses, long-term receivables, or non-financial assets held for resale unless the proceeds are restricted, committed or assigned.

Restricted fund balance includes resources that are subject to externally enforceable legal restrictions. It includes amounts that can be spent only for the specific purposes stipulated by constitution, external resource providers, or through enabling legislation.

Committed fund balance includes amounts that can be used only for the specific purposes determined by a formal action of the Board of Directors ("Board"), ACE's highest level of decision-making authority. The Board may commit fund balance for specific purposes pursuant to constraints imposed by formal actions taken. Committed amounts cannot be used for any other purpose unless the Board removes or changes the specific use through the same type of formal action taken to establish the commitment. The ACE Board of Directors committed \$6,347,036 of its fund balance for CalPERS unfunded termination liability as of June 30, 2018.

Assigned fund balance consists of funds that are set aside for specific purposes by ACE's Board or a body or official that has been given the authority to assign funds. Assigned funds cannot cause a deficit in unassigned fund balance.

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Unassigned fund balance is the residual classification for all spendable amounts not contained in the other classifications. This category also provides the resources necessary to meet unexpected expenditures and revenue shortfalls.

The Board delegates the authority to assign fund balance to the Chief Executive Officer for purposes of reporting in the annual financial statements.

ACE considers the restricted fund balances to have been spent when expenditure is incurred for purposes for which both unrestricted and restricted fund balance is available. ACE considers unrestricted fund balances to have been spent when expenditure is incurred for purposes for which amounts in any of the unrestricted classifications of fund balance could be used. When expenditures are incurred for purposes for which amounts in any of the unrestricted fund balance classifications could be used, it is the policy of ACE to reduce the committed amounts first, followed by assigned amounts, and then unassigned amounts.

Budgetary Reporting

It is ACE's policy not to start any phase of a project (i.e., design, right-of-way acquisition, or construction), unless there are sufficient funds to complete that phase. All project related expenses are reimbursable from existing grants and, as such, revenues are not budgeted separately, but derived from budgeted expenditures.

Cash Equivalents

Cash equivalents are those short-term investments readily converted into cash. Deposits with the State of California's Local Agency Investment Fund (LAIF) Operating Fund and the bond portfolio managed by Citizens' Business Bank are considered cash equivalents.

Grant Revenues and Expenditures

All grant agreements are between the SGVCOG and the granting authorities. ACE has been given authority to obtain and administer funding in the name of SGVCOG. The Los Angeles County Metropolitan Transportation Authority (METRO) grant was in existence when ACE was created and all subsequent grants are therefore administered by ACE.

Historically, all grants with the exception of the Union Pacific Railroad (UPRR) contributions are, and are anticipated to be in the future, cost reimbursable. That is, ACE must first incur the expenditure and then bill for reimbursement from the grantors.

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Capital assets - Leasehold Improvements and Equipment

Equipment and other improvements that can be capitalized in the government-wide financial statements are recorded as expenditures in the Capital Projects Fund. The threshold for capitalization is \$5,000 in accordance with federal guidelines. On the government-wide financial statements, such items that meet the capitalization threshold are recorded as capital assets and are depreciated based upon their estimated useful lives on a straight-line basis. Useful lives of capital assets are as follows:

Leasehold improvements	10 years
Office furniture	10 years
Computer and telephone equipment	5 years

Leasehold Improvements and Equipment (Continued)

Under GASB Statement No. 34, construction in progress is reported on the statement of net position as an asset. Therefore, construction costs would normally be capitalized and excluded from the statement of activities. However, the grant reimbursements generated by construction would be included in the statement of activities as program revenue. ACE is obligated to transfer components of completed projects to the UPRR and the member cities so that they can be included in their financial statements. The resulting reduction in assets would flow through the statement of activities as a loss. The net effect would be to produce widely fluctuating net position and fund balances depending on whether ACE was constructing (surplus) or transferring assets to member cities (deficit). Therefore, ACE elected to treat construction in progress as a matching asset and liability. This shows the total cost of ACE's projects and the resulting liability to transfer the assets upon completion while not unduly impacting the statement of activities.

Use of Estimates

The process of presenting financial information requires the use of estimates and assumptions regarding certain assets and liabilities and their related income and expense items. Grant revenues and construction costs are especially vulnerable to such assumptions and accordingly actual results may differ from estimated amounts.

Property Held for Sale

The property held for sale is recorded at the lower of acquisition cost or estimated net realizable value. At June 30, 2018, property held for resale was \$27,267,391.

Alameda Corridor - East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Notes to Financial Statements
Year Ended June 30, 2018

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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's California Public Employees' Retirement System (CalPERS) 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.

NOTE 2 CAPITAL ASSETS

Capital assets are recorded at cost and consist of the following:

	<u>Balance</u> <u>June 30, 2017</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance</u> <u>June 30, 2018</u>
Cost:				
Leasehold improvements	\$ 19,762	\$ -	-	\$ 19,762
Computer equipment:				
Hardware	214,141	-	-	214,141
Software	114,483	17,799	-	132,282
Website	3,393	-	-	3,393
Telephone equipment	12,086	-	-	12,086
Office furniture	31,972	-	-	31,972
Total cost	<u>395,837</u>	<u>17,799</u>	<u>-</u>	<u>413,636</u>
Less accumulated depreciation for:				
Leasehold improvements	19,762	-	-	19,762
Computer equipment:				
Hardware	202,246	6,544	-	208,790
Software	114,043	1,923	-	115,966
Website	3,393	-	-	3,393
Telephone equipment	12,086	-	-	12,086
Office furniture	31,972	-	-	31,972
Total accumulated depreciation	<u>383,502</u>	<u>8,467</u>	<u>-</u>	<u>391,969</u>
Capital assets, net \$	<u>12,335</u>	<u>9,332</u>	<u>-</u>	<u>21,667</u>

Depreciation expense included in indirect expenses for the year ended June 30, 2018 amounted to \$8,467.

Alameda Corridor - East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Notes to Financial Statements
Year Ended June 30, 2018

NOTE 3 CASH AND INVESTMENTS

Cash and investments at June 30, 2018 consist of the following:

Petty cash	\$	400
Cash in bank		2,932,687
Pooled funds		1,612,328
Money market funds		11,556,846
Investments		25,703,689
Total cash and investments	\$	41,805,950

Investments Authorized by the California Government Code and ACE's Investment Policy

The table below identifies the investment types that are authorized for ACE by the California Government Code ("Code") or ACE's investment policy ("Policy"), which is more restrictive. The table also identifies certain provisions of the Code (or the Policy) that address interest rate risk, credit risk, and concentration of credit risk. This table does not address investments of debt proceeds held by bond trustee that are governed by the provisions of debt agreements, rather than the general provisions of the Code or the Policy.

Authorized Investment Type	Maximum Maturity	Maximum Percentage of Portfolio	Maximum Investment in One Issuer
U.S. Treasury Notes	5 years	100%	None
Treasury Notes of the State of California	5 years	25%	None
Indebtness of Any Local Agency within CA	5 years	25%	None
U.S. Government Agencies	5 years	50%	15%
Banker's Acceptances	180 days	40%	10%
Commercial Paper	270 days	10%	10%
Negotiable Certificates of Deposit	5 years	30%	10%
Repurchase Agreements	90 days	20%	None
Medium-Term Notes	5 years	30%	10%
Shares of Beneficial Interest Issued by Diversified Companies Registered with the SEC	None	20%	10%
State of CA Local Agency Investment Fund (LAIF)	None	None	None
Mortgage-backed Securities	5 years	15%	None

Alameda Corridor - East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Notes to Financial Statements
Year Ended June 30, 2018

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

Investments Authorized by Debt Agreements

Investment of debt proceeds held by bond trustees is governed by provisions of the debt agreements, rather than the general provisions of the Code or the Policy.

The table below identifies the investment types that are authorized for investments held by bond trustee. The table also identifies certain provisions of these debt agreements that address interest rate risk, credit risk, and concentration of credit risk.

<u>Authorized Investment Type</u>	<u>Maximum Maturity</u>	<u>Maximum Percentage Allowed in</u>	<u>Maximum Investment One Issuer</u>
U.S Government Agencies	5 years	42%	15%
Medium-term Notes (Corporate Bonds)	5 years	28%	10%
Mortgage-backed Securities	5 years	7%	None
Certificate of Deposits	5 years	13%	10%
Money Market Funds	None	2%	None
State's Local Agency Investment Fund (LAIF)	None	5%	None
Municipals	None	2%	None

Disclosures Relating to Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. One of the ways that ACE manages its exposure to interest rate risk is by purchasing a combination of short-term and long-term investments and by timing cash flows from maturities so that a portion of the portfolio is maturing or coming close to maturity over time as necessary to provide the cash flow and liquidity needed for operations. Information about the sensitivity of the fair values of ACE's investments (including investments held by bond trustees) to market interest rate fluctuations is provided by the following table that shows the distribution of ACE's investments by maturity:

<u>Investment Type</u>	<u>Total</u>	<u>Remaining Maturity (in Months)</u>			
		<u>12 Months Or Less</u>	<u>13 to 24 Months</u>	<u>25-60 Months</u>	<u>More Than 60 Months</u>
LAIF	\$ 1,612,328	\$ 1,612,328	\$ -	\$ -	\$ -
Money Market Funds	11,556,846	11,556,846	-	-	-
Fidelity Government Portfolio	766,812	766,812	-	-	-
Government Agencies	12,823,027	-	147,443	12,675,584	-
Certificates of Deposit	3,452,629	349,450	1,261,388	1,841,791	-
Corporate Bonds	7,312,825	1,999,840	102,908	5,210,077	-
Municipals	1,348,396	1,004,863	99,709	243,824	-
Total	<u>\$ 38,872,863</u>	<u>\$ 17,290,139</u>	<u>\$ 1,611,448</u>	<u>\$ 19,971,276</u>	<u>\$ -</u>

Alameda Corridor - East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Notes to Financial Statements
Year Ended June 30, 2018

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

Investments with Fair Values Highly Sensitive to Interest Rate Fluctuations

ACE has no investments (including investments held by bond trustees) that are highly sensitive to interest rate fluctuations (to a greater degree than already indicated in the information provided above).

Disclosures 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 minimum rating required by (where applicable) the Code, the Policy, or debt agreements, and the actual rating at the end of the year for each investment type.

Investment Type	Total	Minimum Legal Rating	Rating As of June 30, 2018			
			AAA	AA	A	Not Rated
LAIF	\$ 1,612,328	N/A	\$ -	\$ -	\$ -	\$ 1,612,328
Money Market Funds	11,556,846	A	11,556,846	-	-	-
Fidelity Government Portfolio	766,812	N/A	-	-	-	766,812
Government Agencies	12,823,027	A	-	12,823,027	-	-
Certificates of Deposit	3,452,629	N/A	-	-	884,494	2,568,135
Corporate Bonds	7,312,825	A	-	360,987	6,951,838	-
Municipals	1,348,396	A	250,550	1,097,846	-	-
Total	\$ 38,872,863		\$ 11,807,396	\$ 14,281,860	\$ 7,836,332	\$ 4,947,275

Concentration of Credit Risk

ACE's investment policy contains no limitations on the amount that can be invested in any one issuer beyond that stipulated by the Code. As of June 30, 2018, ACE had no investments in any one issuer (other than mutual funds, and external investment pools) that represent 5% or more of ACE's total investments other than funds held by the trustees.

Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, a government will not be able to recover the value of its investment or collateral securities that are in the possession of another party.

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

Custodial Credit Risk (Continued)

The Code and the Policy do not contain legal or policy requirements that would limit the exposure to custodial credit risk for deposits or investments, other than the following provision for deposits: The Code requires that a financial institution secure deposits made by state or local governmental units by pledging securities in an undivided collateral pool held by a depository regulated under state law (unless so waived by the governmental unit). The market value of the pledged securities in the collateral pool must equal at least 110% of the total amount deposited by the public agencies. California law also allows financial institutions to secure public agency deposits by pledging first trust deed mortgage notes having a value of 150% of the secured public deposits. As of June 30, 2018, ACE's deposit of \$3,000,000 with financial institutions is in excess of federal depository insurance limits but are held in collateralized accounts.

As of June 30, 2018, the following investment types were held by the same broker-dealer (counterparty) that was used by ACE to buy the securities:

Investment Type	Reported Amount
Money market funds	\$ <u><u>11,556,846</u></u>

Investments in State Investment Pool

ACE is a voluntary participant in the Local Agency Investment Fund (LAIF) that is regulated by the Code under the oversight of the Treasurer of the State of California. At June 30, 2018, the total fair value of LAIF, including accrued interest was approximately \$89 billion. The fair value of ACE's investment in this pool is \$1,612,328 at June 30, 2018 based upon ACE's pro-rata share of the fair value provided by LAIF for the entire LAIF portfolio (in relation to the amortized cost of the portfolio). LAIF's (and ACE's) exposure to risk (credit, market or legal) is not currently available.

NOTE 4 METRO PROMISSORY NOTE PAYABLE

In June 2013, ACE entered into a promissory note to borrow up to \$45,000,000, in variable rate, from the Metro to be used as working capital. The note payable balance outstanding at June 30, 2018 amounted to \$45,000,000. Interest rates vary according to market conditions and have ranged from 1.23% to 2.57%. Proceeds from the note payable have been used to pay for construction activities.

NOTE 4 METRO PROMISSORY NOTE PAYABLE (CONTINUED)

The principal amount of the loan is to be used as working capital pursuant to the terms of the *Alameda Corridor East Phase II Grade Separations Master Funding Agreement* ("Master Agreement"), dated June 14, 2013. Except as otherwise provided in the Master Agreement and the promissory note, including, but not limited to, Metro's right to set off against the Measure R and/or Proposition C funds reimbursement due borrower, the entire unpaid balance of the working capital loan, all accrued and outstanding CP costs and any fees are unsecured and due on September 9, 2023, ten years after the first drawdown date. Because this is a revolving construction fund provided by Metro to facilitate the payment to the project contractors of ACE, this loan is not considered as a long-term debt.

NOTE 5 GRANTS RECEIVABLE

During the year ended June 30, 2018, ACE was the recipient, primarily from the U.S. Department of Transportation through California Department of Transportation (CalTRANS), of cost reimbursement type grants. Local matching share funds are also received from Metro. These grants are expenditure driven; funds must be expended before reimbursement is received. Certain amounts have been held back by the grantor agency pending completion of certain phases of contracted work and certain costs incurred may be subject to disallowance. Grants receivable and unbilled grants receivable at June 30, 2018 are shown net of disallowed costs. CalTRANS approved, under Uniform Guidance section 2 CFR 200.516, an indirect overhead allocation formula of 184.6% of total direct salaries and fringe benefit costs. Indirect costs incurred charged to grants for the year ended June 30, 2018 were \$3,559,690.

NOTE 6 EMPLOYEE BENEFIT PLANS

A. General Information about the Pension Plans

Plan Description

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

NOTE 6 EMPLOYEE BENEFIT PLAN (CONTINUED)

Classic participants (defined as eligible participants prior to January 1, 2013) are required to contribute 7% of their annual covered salary. New participants (defined as eligible employees brought into CalPERS membership for the first time on or after January 1, 2013 PEPRA) contribute at least half the normal cost rate as determined by CalPERS. ACE contributes the remaining amounts necessary to fund the benefits for its employees, using the actuarial basis adopted by the CalPERS Board of Administration.

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 with statutorily reduced benefits. All members are eligible for non-duty disability benefits after 10 years of service. The death benefit is one of the following: the Basic Death Benefit, the 1957 Survivor Benefit, or the Optional Settlement 2W Death Benefit. 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:

	Miscellaneous Plan	
	Classic	PEPRA
	Prior to	On or after
	Jan. 1, 2013	Jan. 1, 2013
Hire date		
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 - 55	52 - 67
Monthly benefits , as a % of eligible compensation	2.0% to 2.7%	1.0% to 2.5%
Required employee contribution rates	6.90%	6.25%
Required employer contribution rates	8.42%	6.53%

NOTE 6 EMPLOYEE BENEFIT PLAN (CONTINUED)

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. ACE is required to contribute the difference between the actuarially determined rate and the contribution rate of employees.

For the year ended June 30, 2018, the contributions made by ACE recognized as part of pension expense for the Plan were as follows:

		<u>Miscellaneous Plan</u>
Contributions - employer	\$	<u>450,749</u>

B. Pension Liabilities, Pension Expenses and Deferred Outflows/Inflows of Resources Related to Pensions

As a component unit of SGVCOG, ACE was allocated pension liability, pension expense and deferred inflows and outflows of resources based on ACE's share of the pension contribution during the fiscal year 2018.

As of June 30, 2018, ACE reported net pension liabilities for its proportionate shares of the net pension liability of the Plan as follows:

		<u>Miscellaneous Plan</u>
Net Pension Liability	\$	<u>305,695</u>

ACE's net pension liability for the Plan is measured as the proportionate share of the 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. ACE's proportion of the net pension liability was based on a projection of the ACE's long-term share of contributions to the pension plans relative to the projected contributions of all participating employers, which is actuarially determined.

NOTE 6 EMPLOYEE BENEFIT PLAN (CONTINUED)

Effective for measurement period 2015, CalPERS provides the GASB Statement No. 68 Accounting Valuation Report for the miscellaneous risk pool and allocation methodology to be used by participants in the risk pool. The schedules of employer allocation include allocation for the Total Pension Liability, Plan Fiduciary Net Position and all other pension amounts (e.g. deferred outflows/inflows of resources and pension expense). The Total Pension Liability and other pension amounts are allocated based on the Actuarial Accrued Liability from the most recent Actuarial Valuation Report as of June 30, 2016 used for funding purposes. The Plan Fiduciary Net Position is allocated based on the sum of the Plan's Market Value of Assets from the most recent Actuarial Valuation as of June 30, 2016 used for funding purposes plus supplemental payments made by employers during the current measurement period to reduce their unfunded actuarial accrued liabilities.

SGVCOG's proportionate share for pension items as provided by CalPERS are as follows:

	2018
Total pension liability and other pension amounts	0.0005530
Plan fiduciary net position	0.0007050

At June 30, 2018, ACE reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

Alameda Corridor - East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Notes to Financial Statements
Year Ended June 30, 2018

NOTE 6 EMPLOYEE BENEFIT PLAN (CONTINUED)

	2018	
	Miscellaneous Plan	
	Deferred Outflows of Resources	Deferred Inflows of Resources
Pension contributions subsequent to measurement date	\$ 1,275,749	\$ -
Differences between actual and expected experience	2,642	(37,855)
Changes in assumption	327,837	(24,998)
Changes in employer's proportion	16,076	(509,574)
Differences between the employer's contribution and the employer's proportionate share of contributions	895,164	-
Net differences between projected and actual earnings on pension plan investments	74,143	-
Total	\$ 2,591,612	\$ (572,427)

\$1,275,749 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 ending 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:

Year Ending June 30	Amount
2019	\$ 282,733
2020	294,033
2021	210,690
2022	(44,021)

NOTE 6 EMPLOYEE BENEFIT PLAN (CONTINUED)

Actuarial Assumptions

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

	Miscellaneous
Valuation Date	June 30, 2016
Measurement Date	June 30, 2017
Actuarial Cost Method	Entry-Age Normal Cost Method
 Actuarial Assumptions:	
Discount Rate	7.15%
Inflation	2.75%
Salary Increases	(1)
Mortality	(2)
Post-Retirement Benefit Increase	(3)

(1) Varies by entry age and service

(2) Derived using CalPERS' Membership Data for all funds

(3) Contract COLA up to 2.75% until Purchasing Power Protection Allowance Floor on Purchasing Power applies, 2.75% thereafter

The underlying mortality assumptions and all other actuarial assumptions used in the June 30, 2016 valuation were based on the results of an actuarial experience study for the period 1997 to 2011. Further details of the Experience Study can be found on the CalPERS website.

Discount Rate

The discount rate used to measure the total pension liability was 7.15 percent and reflects the long-term expected rate of return for the Plan net of investment expenses and without reduction for administrative expenses.

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

NOTE 6 EMPLOYEE BENEFIT PLAN (CONTINUED)

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 cash flows. Using historical returns of all the funds' asset classes, expected compound (geometric) returns were calculated over the short-term (first 10 years) and the long-term (11+ 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 rounded 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 to equal to the single equivalent rate calculated above and adjusted to account for assumed administrative expenses.

The expected real rates of return by asset class can be found in CalPERS' Comprehensive Annual Financial Report (CAFR) for the fiscal year ended June 30, 2017.

Sensitivity of the Proportionate Share of the Net Pension Liability to Changes in the Discount Rate

The following presents ACE's proportionate share of the net pension liability for the Plan, calculated using the discount rate for the Plan, as well as what ACE'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 Plan</u>
1% Decrease		6.15%
Net Pension Liability	\$	1,386,340
Current Discount Rate		7.15%
Net Pension Liability	\$	305,695
1% Increase		8.15%
Net Pension Liability	\$	(589,314)

C. Pension Plan Fiduciary Net Position

Detailed information about each pension plan's fiduciary net position is available in the separately issued CalPERS financial reports.

D. Payable to the Pension Plan

At June 30, 2018, ACE did not have outstanding balance for contributions to the pension plan required for the year ended June 30, 2018.

NOTE 6 EMPLOYEE BENEFIT PLAN (CONTINUED)

E. Deferred Compensation Plan

ACE has entered into a salary reduction deferred compensation plan for its employees. The plan allows employees to defer a portion of their current income from state and federal taxation. Employees may withdraw their participation at any time by giving written notice at least a week in advance prior to the effective date of the withdrawal. At June 30, 2018, plan assets with a total fair value of \$1,724,044 were held by independent trustees. Accordingly, such amounts are not reflected in the accompanying basic financial statements.

All amounts of compensation deferred under the plans are solely the property and rights of each beneficiary (pursuant to legislative changes effective 1998 to the Internal Revenue Code Section 457, this includes all property and rights purchased and income attributable to these amounts until paid or made available to the employee or other beneficiary).

NOTE 7 COMMITMENTS AND CONTINGENCIES

As discussed in Note 5, ACE receives reimbursement type grants from federal, state and local sources. Certain expenditures are not subject to reimbursement. Also, there may be disallowed costs. Management's experience in this regard indicates disallowances, if any, will not be material.

In the ordinary course of operations, ACE is the subject of claims and litigations from outside parties. In the opinion of management, there is no pending litigation or unasserted claims, the outcome of which would materially affect ACE's financial position.

Lease

ACE occupies its office from Metropolitan Life Insurance Company subject to a lease expiring April 30, 2021. The monthly base rent, as defined in the lease agreement, follows:

Period from / to	Monthly Rent	Annual Amount
May 1, 2018 to April 30, 2019	\$ 21,413	\$ 256,959
May 1, 2019 to April 30, 2020	22,056	264,668
May 1, 2020 to April 30, 2021	22,717	272,608
Total lease commitments	\$	794,235

NOTE 7 COMMITMENTS AND CONTINGENCIES (CONTINUED)

Escrow Agreements for Contract Retention

Pursuant to contracts entered into between ACE and several of its contractors, funds are deposited with an Escrow Agent. The Escrow Agent holds the funds for the benefit of the contractors until the escrow is terminated. The Escrow Agent, contractor or ACE may terminate this Escrow Agreement, with or without cause, by providing 30 days prior written notice to the other parties. In the event of termination of this Escrow Agreement, all the funds on deposit shall be paid to ACE and any accrued interest less escrow fees shall be paid to the contractor. ACE has recognized expenditures related to contract retention payments totaling \$15,426,034 for fiscal year ended June 30, 2018. Funds are deposited in several escrow accounts until release to the contractor is authorized.

NOTE 8 CONSTRUCTION IN PROGRESS AND TRANSFER OF COMPLETED PROJECTS

Except for minor acquisitions that may be sold by ACE when no longer needed, all of the construction projects, when completed, will be deeded and transferred to the UPRR and the cities in which they are located at no cost to the acquirer. At June 30, 2018, \$796,965,084 of costs was accumulated on projects in process and \$463,758,906 had been transferred to UPRR and impacted cities.

Under the modified accrual basis of accounting project expenditures would be reported as expenditures in the year incurred. On the government-wide financial statements conforming to GASB 34 reporting on these transactions would result in (accumulating such costs as construction in progress (i.e., treated as a cash flow expenditure and not a current year expense). This would substantially overstate income while reporting the disposal and expensing the accumulated costs would distort the cost of operations. In both cases, net position would greatly fluctuate, depending on the timing of construction and transfer of the completed projects.

To alleviate this situation, management has elected to record a liability (same amount as the construction in progress) to UPRR and governments likely to be the eventual owner of the improvements/grade separations upon project completion. This approach will minimize the effects both the acquisition of property for construction and the accumulation of construction costs and their eventual disposal.

NOTE 9 SUBSEQUENT EVENTS

ACE has evaluated events subsequent to June 30, 2018 to assess the need for potential recognition or disclosure in the financial statements. Such events were evaluated through March 29, 2019, the date the financial statements were available to be issued. Based upon this evaluation, there were no subsequent events occurred that require recognition or additional disclosure in the financial statements.

REQUIRED SUPPLEMENTARY INFORMATION

**Alameda Corridor - East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Schedule of Proportionate Share of the Net Pension Liability
Last Ten Years***

	<u>2018</u>		<u>2017</u>		<u>2016</u>		<u>2015</u>	
	<u>Miscellaneous Plan</u>		<u>Miscellaneous Plan</u>		<u>Miscellaneous Plan</u>		<u>Miscellaneous Plan</u>	
							<u>Classic</u>	<u>PEPRA</u>
Proportion of the net pension liability	0.00874%	**	0.02803%		0.03744%		0.01668%	0.00001%
Proportionate share of the net pension liability	\$ 344,628	**	\$ 973,847		\$ 835,047		\$ 1,038,037	\$ 664
Covered - employee payroll ⁽¹⁾	\$ 3,464,229	**	\$ 3,422,438		\$ 2,824,589		\$ 2,764,711	\$ 176,748
Proportionate share of the net pension liability as percentage of covered-employee payroll	9.95%	**	28.45%		29.56%		37.55%	0.38%
Plan's proportionate share of the fiduciary net position as a percentage of the plan's total pension liability	96.11%	**	87.02%		87.61%		83.03%	83.02%
Plan's proportionate share of aggregate employer contributions ⁽²⁾	\$ 322,083	**	\$ 243,174		\$ 408,156		\$ 137,329	\$ 88
ACE proportionate share of the net pension liability	\$ 305,695		\$ 888,148		\$ 834,578		\$ 1,038,037	\$ 126

** Plan pertains to the Miscellaneous Plan of ACE and SGVCOG. Information presented in the financial statements represent amounts allocated to ACE.

Notes to Schedule

¹ Covered-Employee Payroll represented above is based on pensionable earnings provided by the employer. However, GASB Statement No. 68 defines covered-employee payroll as the total payroll of employees that are provided pensions through the pension plan. Accordingly, if pensionable earnings are different than total earnings for covered-employees, the employer should display in the disclosure footnotes the payroll based on total earnings for the covered group and recalculate the required payroll-related ratios.

² The plan's proportionate share of aggregate employer contributions may not match the actual contributions made by the employer during the measurement period. The plan's proportionate share of aggregate contributions is based on the plan's proportion of fiduciary net position shown on line 5 of the table above as well as any additional side fund (or unfunded liability) contributions made by the employer during the measurement period.

* Fiscal year 2015 was the first year of implementation, therefore only four years are shown.

See report of independent auditors.

Alameda Corridor - East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Schedule of Pension Contributions
Last Ten Years*

	<u>2018</u>		<u>2017</u>		<u>2016</u>		<u>2015</u>	
	<u>Miscellaneous Plan**</u>		<u>Miscellaneous Plan**</u>		<u>Miscellaneous Plan**</u>		<u>Miscellaneous Plan</u>	
							<u>Classic**</u>	<u>PEPRA**</u>
Actuarially determined contributions	\$ 450,749	\$	527,296	\$	318,540	\$	286,167	10,141
Contributions in relation to the actuarially determined contributions	(450,749) ***		(527,296)		(318,540)		(286,167)	(10,141)
Contribution deficiency (excess)	<u>\$ -</u>	\$	<u>-</u>	\$	<u>-</u>	\$	<u>-</u>	<u>-</u>
Covered-Employee Payroll	<u>\$ 3,464,229</u>	\$	<u>3,422,438</u>	\$	<u>2,824,589</u>	\$	<u>2,764,711</u>	<u>176,748</u>
Contributions as a percentage of covered-employee payroll	<u>13.01%</u>		<u>15.41%</u>		<u>11.28%</u>		<u>10.35%</u>	<u>5.74%</u>

*** Contributions in relation to the actuarially determined contributions exclude payments made toward the unfunded liability of \$825,000 during the fiscal year 2018.

** Plan pertains to the Miscellaneous Plan of ACE and SGVCOG

Notes to Schedule:

Valuation date June 30, 2016

Methods and assumptions used to determine contribution rates:

Actuarial Cost Method	Entry age normal
Amortization method / Period	Level percent of payroll
Remaining amortization period	15 years as of valuation date
Asset valuation method	5 year Smoothed Market
Inflation	2.75%
Salary increases	Varies by Entry Age and Service
Investment rate of return	7.15%, net of pension plan investment expense
Retirement age	55 years
Mortality	Derived using CalPERS Membership Data for all funds

* Fiscal year 2015 was the first year of implementation, therefore only four years are shown.

See report of independent auditors.

SUPPLEMENTARY INFORMATION

Alameda Corridor - East Construction Authority
(A Component Unit of San Gabriel Valley Council of Governments)
Schedule of Revenues, Expenditures and Changes in Fund Balance
Capital Project Fund - Budget to Actual
Year Ended June 30, 2018

	<u>Budgeted Amounts</u>		<u>Actual Amounts</u>	<u>Variance Positive (Negative)</u>
	<u>Original</u>	<u>Amended Final</u>		
Revenues				
Reimbursements				
Federal grants	\$ 2,766,000	\$ 2,766,000	\$ 1,564,190	\$ (1,201,810)
State grants	71,430,000	71,430,000	58,815,305	(12,614,695)
Local grants	50,417,000	50,417,000	27,527,682	(22,889,318)
Betterment - Other	23,388,000	23,388,000	13,585,988	(9,802,012)
Total revenues	<u>148,001,000</u>	<u>148,001,000</u>	<u>101,493,165</u>	<u>(46,507,835)</u>
Operating expenditures				
Construction				
Design	8,921,000	8,921,000	5,273,596	(3,647,404)
Right-of-way acquisition	11,814,000	11,814,000	9,291,612	(2,522,388)
Construction management	12,408,000	12,408,000	14,774,997	2,366,997
Construction	88,900,000	88,900,000	59,186,934	(29,713,066)
Betterments	21,885,000	21,885,000	13,585,988	(8,299,012)
Total construction	<u>143,928,000</u>	<u>143,928,000</u>	<u>102,113,128</u>	<u>(41,814,872)</u>
Indirect				
Personnel				
Salaries and wages	1,547,000	1,547,000	1,566,257	19,257
Fringe benefits	1,334,000	1,334,000	1,773,373	439,373
Employee related expenses	75,000	75,000	25,272	(49,728)
Professional services				
Auditing/accounting	42,000	42,000	41,514	(486)
Legal	25,000	25,000	29,002	4,002
Brokerage	317,000	317,000	51,906	(265,095)
Insurance	250,000	250,000	130,357	(119,643)
Equipment expense	174,000	174,000	130,680	(43,320)
Office expense	251,000	251,000	255,353	4,353
Office operations	51,000	51,000	52,271	1,271
Other	7,000	7,000	11,840	4,840
Applied (under) indirect expense	-	-	(4,067,824)	(4,067,824)
Total indirect	<u>4,073,000</u>	<u>4,073,000</u>	<u>-</u>	<u>(4,073,000)</u>
Total operating expenditures	<u>148,001,000</u>	<u>148,001,000</u>	<u>102,113,128</u>	<u>(45,887,872)</u>
Excess (deficiency) of revenues over expenditures	-	-	(619,963)	(619,963)
Other financing sources (uses)				
Investment and other revenue	775,000	775,000	1,488,456	713,456
Interest and related expenses	(697,000)	(697,000)	(1,472,588)	(775,588)
Non-project reimbursable funds	-	-	306,832	306,832
Non-project reimbursable expense	-	-	(306,832)	(306,832)
Intercompany revenue	-	-	39,201	39,201
Intercompany expense	-	-	(39,201)	(39,201)
Net other financing sources (uses)	<u>78,000</u>	<u>78,000</u>	<u>15,868</u>	<u>(62,132)</u>
Change in fund balance	<u>78,000</u>	<u>78,000</u>	<u>(604,095)</u>	<u>(682,095)</u>
Fund balance at beginning of year	14,007,519	14,007,519	14,007,519	-
Fund balance at end of year	<u>\$ 14,085,519</u>	<u>\$ 14,085,519</u>	<u>\$ 13,403,424</u>	<u>\$ (682,095)</u>

See report of independent auditors.

**Report of Independent Auditors on Internal Control over Financial Reporting
and on Compliance and Other Matters Based on an Audit of Financial Statements
Performed in Accordance with *Government Auditing Standards***

**The Honorable Members of the Board of Directors
Alameda Corridor – East Construction Authority**

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of Alameda Corridor – East Construction Authority (ACE), a component unit of San Gabriel Valley Council of Governments, as of and for the year ended June 30, 2018, and the related notes to the financial statements, which collectively comprise ACE’s basic financial statements, and have issued our report thereon dated March 29, 2019.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered ACE’s internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of ACE’s internal control. Accordingly, we do not express an opinion on the effectiveness of ACE’s internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity’s financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.



Compliance and Other Matters

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

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in black ink that reads "Vaguez & Company LLP". The signature is written in a cursive, flowing style.

Glendale, California
March 29, 2019



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April 1, 2019



Introduction

April 1, 2019

Members of the Governing Board
San Gabriel Valley Council of Governments

We have completed our audit of San Gabriel Valley Council of Governments and its component unit, ACE Construction Authority, for the year ended June 30, 2018.

This report summarizes the audit and accounting issues that arose during the course of our audit, and should be read in conjunction with our letter of engagement.

We would like to thank the management and staff for the cooperation and assistance extended to us during the audit.

We look forward to the opportunity of discussing with you any aspects of this report or any other issues arising from our work.

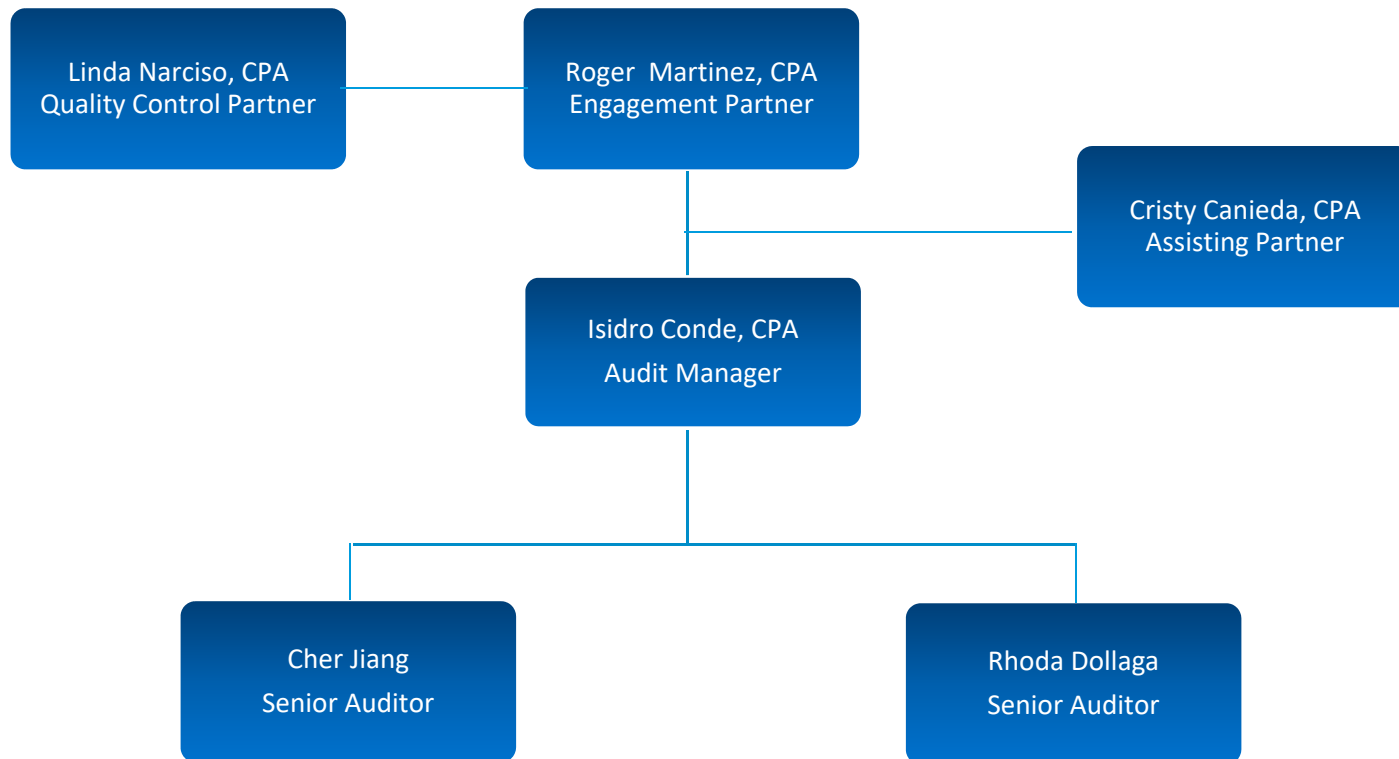
Sincerely,



Agenda

- The Engagement Team
- Scope of Services
- Auditors' Report
- Audit Areas of Emphasis
- Audit Results
- SAS 114 - Auditors' Required Communications to Those Charged with Governance

Engagement Team





SCOPE OF SERVICES

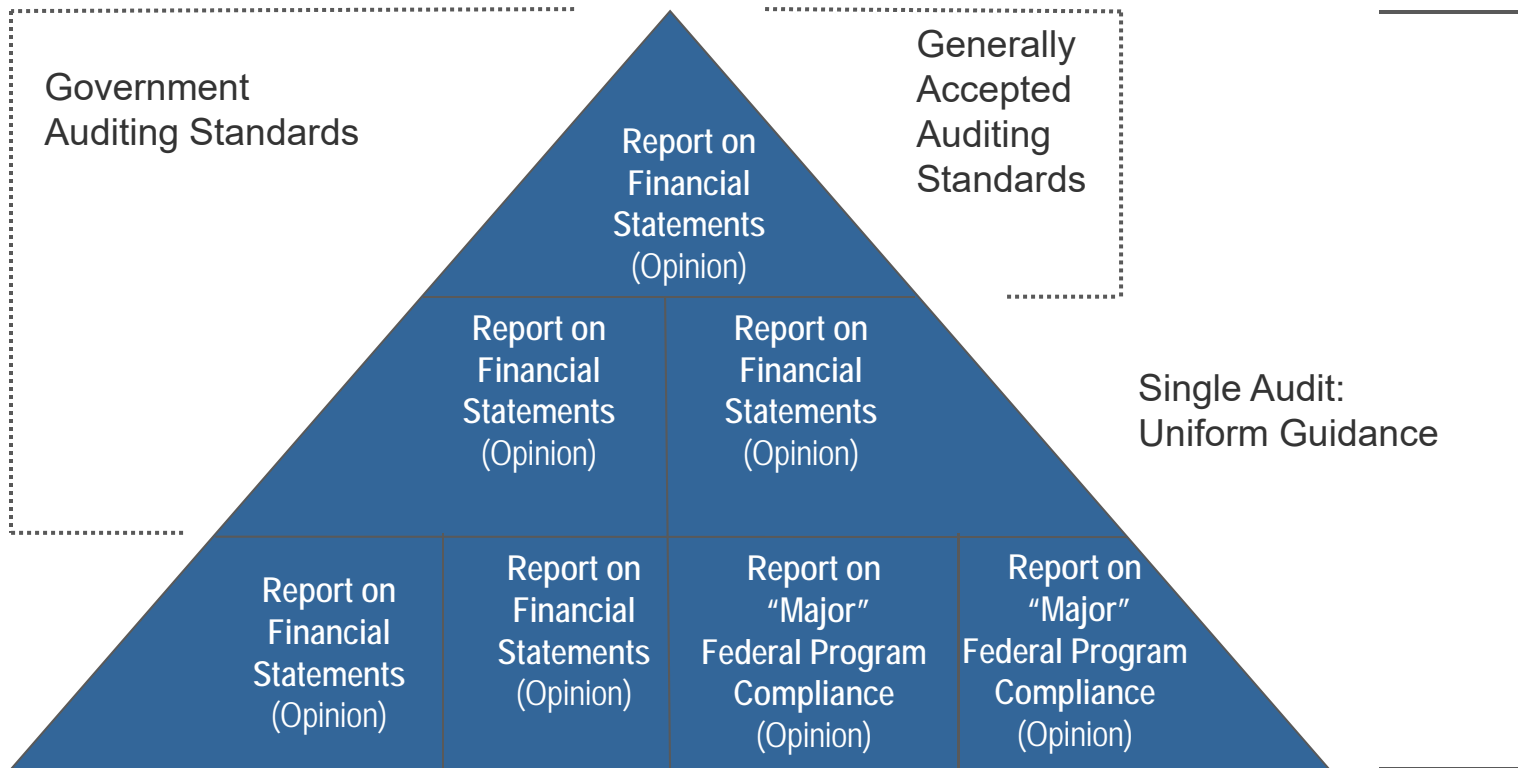
Auditor's Professional Responsibilities

Our responsibilities under auditing standards generally accepted in the United States of America have been described in our arrangement letter dated July 15, 2018.

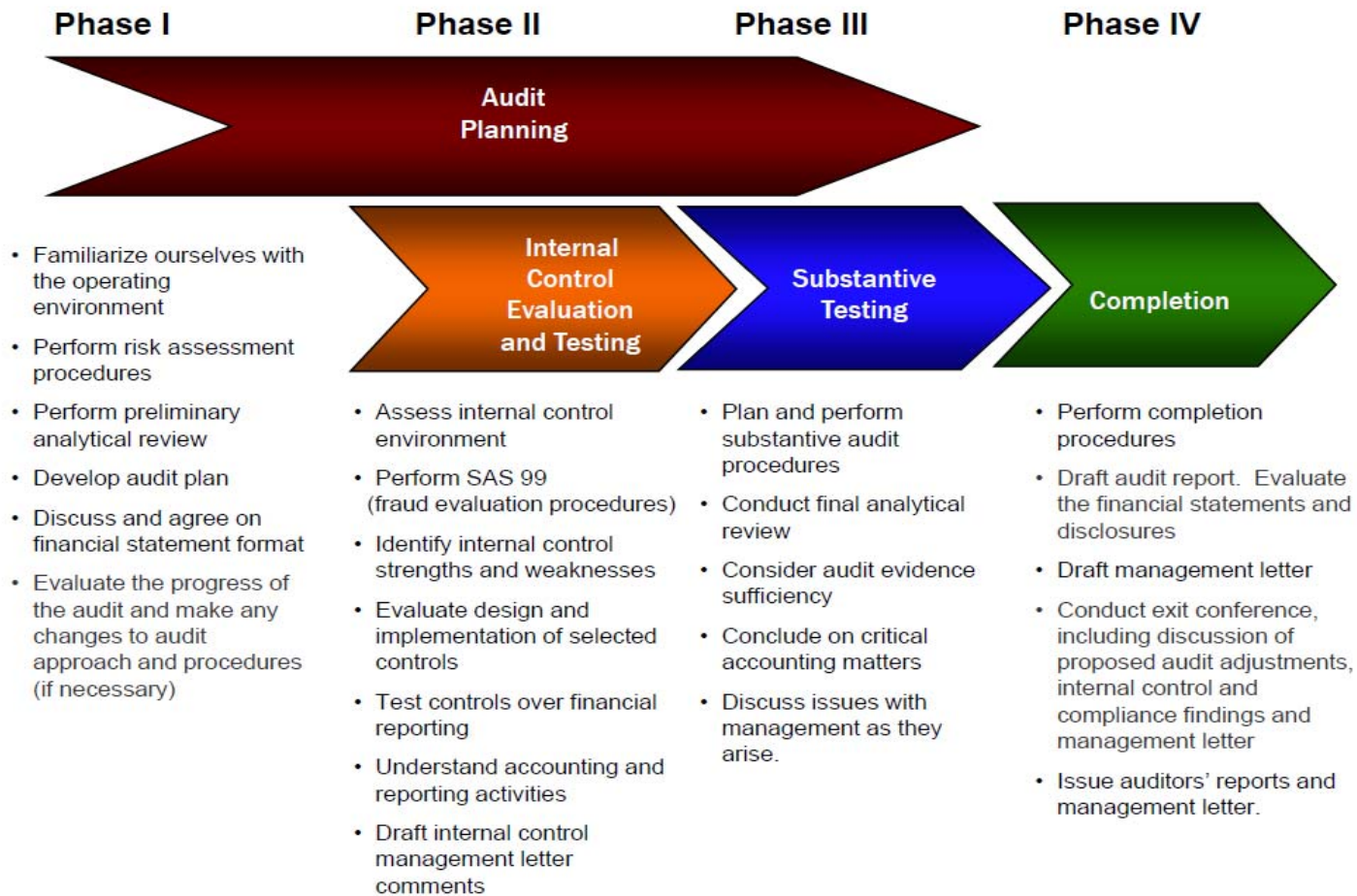
Our responsibilities, as stated in our auditor's report, are summarized as follows:

- Our audits were conducted in accordance with standards generally accepted in the United States of America and Government Auditing Standards.
- Our audits were designed to obtain reasonable, rather than absolute, assurance about whether the financial statements are free of material misstatement, whether caused by error or fraud.
- An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected and performed are dependent upon our professional judgment based on our assessment of the risks of material misstatement and our consideration of internal control over financial reporting (ICFR).
- Our consideration of ICFR was for the purpose of designing audit procedures and not for the purpose of expressing an opinion on the effectiveness of ICFR. Accordingly, we express no such opinion.
- Our audits also included assessing the accounting principles used and significant accounting estimates made by management, as well as evaluating the overall financial statement presentation.

Levels of Assurance



Audit Process



AUDITORS' REPORT

Report of Independent Auditors

❑ UNMODIFIED OPINION

- Audit performed in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*.
- The financial statements fairly present, in all material respects, San Gabriel Valley Council of Government's financial position, changes in net position and cash flows.

Report on Internal Control Over Financial Reporting and Compliance

- Material weakness and significant deficiencies – none noted
- Noncompliance material to financial statements – none noted

SINGLE AUDIT

Summary of Results of the Audit

Federal Awards

Internal control over its major programs:

- Material weakness(es) identified?
- Significant deficiency(ies) identified?

Type of auditors' report issued on compliance for major program:

No
None reported
Unmodified

Unmodified Opinion

Any audit findings disclosed that are required to be reported in accordance with Section 2 CFR 200.516(a)?

None

Summary of Results of the Audit (Continued)

Identification of major programs

CFDA Number:

20.205

Name of Federal Program or Cluster:

Highway Planning and Construction
(Federal-Aid Highway Program)
amounting to \$1,564,190

Dollar threshold used to distinguish between
type A and type B programs:

\$750,000

Auditee qualifies as low-risk auditee?

Yes

Financial Statement Findings:

None

Federal Award Findings:

None

AUDIT AREAS OF EMPHASIS

Audit Areas of Emphasis

Audit Focus Area	Risk/Concerns	Procedures and Findings
Cash and investments	<ul style="list-style-type: none"> ▪ Misappropriation of assets 	<ul style="list-style-type: none"> • Confirmed material bank balances and investments as of June 30, 2018 • Reviewed significant bank account reconciliation statements as of June 30, 2018 • Tested controls over cash receipts and disbursements • Recalculated the valuation of investments • No material exceptions were noted.
ACE - Grants receivable/ revenue	<ul style="list-style-type: none"> ▪ Receivables and revenue are recorded in the proper period. 	<ul style="list-style-type: none"> • Tested subsequent collections of the outstanding receivables • Tested controls over cash receipts • No material exceptions were noted.

Audit Areas of Emphasis

Audit Focus Area	Risk/Concerns	Procedures and Findings
Accounts payable and accrued expenses	<ul style="list-style-type: none"> ▪ Material unrecorded liabilities 	<ul style="list-style-type: none"> • Performed search for unrecorded liabilities. • Tested controls over payments/disbursements. • There were no material unrecorded liabilities noted.
Net pension liability and related accounts	<ul style="list-style-type: none"> ▪ Material unrecorded pension liabilities 	<ul style="list-style-type: none"> • Reviewed GASB 68 actuarial reports • Proposed journal entries to record net pension liabilities and related deferred outflows/inflows of resources accounts



AUDIT RESULTS

Observations / Comments to Management

Based on our sample testing, we did not identify any material weaknesses nor significant deficiencies in internal control.

However, the following areas may need improvement to further strengthen internal controls.

➤ Procurement

- Update approval limits of Executive Director, Chief Engineer, Finance Director
- Implement bidding process for significant construction management service

➤ Monitoring of construction property and equipment

➤ Complete back up of electronic mails (e-mails)



SAS 114 - AUDITORS' REQUIRED COMMUNICATION TO THOSE CHARGED WITH GOVERNANCE

Required Communication to Those Charged with Governance

There is a required communication letter that we will issue to the Governing Board of SGVCOG which will be released once we issue the audited financial statements.

This letter discusses some specific matters related to the financial statement audit that are, in the auditor's professional judgment, significant and relevant to those charged with governance in overseeing the financial reporting process. This is solely for the information and use of the Governing Board.




QUESTIONS?

**THANK YOU FOR YOUR
TIME AND ATTENTION**

Contact Information


Roger Martinez, CPA

 Email address: rmartinez@vasquezcpa.com

 Telephone no: (213) 873-1703

Isidro (Cid) Conde, CPA

 Email address: cconde@vasquezcpa.com

 Telephone no.: (213) 873-1730

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REPORT

DATE: April 18, 2019

TO: City Managers' Steering Committee
Executive Committee
Governing Board Delegates and Alternates

FROM: Marisa Creter, Executive Director

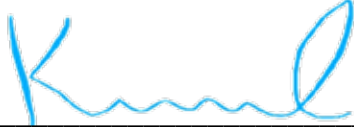
RE: **FY 2019-20 DRAFT BUDGET**


RECOMMENDED ACTION

For information only.

BACKGROUND

Attachment A provides a copy of the draft FY 2019-20 budget.

Prepared by: 
Katie Ward
Senior Management Analyst

Approved by: 
Marisa Creter
Executive Director

ATTACHMENTS

Attachment A – FY 2019-20 Draft Budget

**SAN GABRIEL VALLEY COUNCIL OF GOVERNMENTS
FISCAL YEAR 2019-2020 BUDGET**



Officers

President

Cynthia Sternquist

1st Vice President

Margaret Clark

2nd Vice President

Becky A. Shevlin

3rd Vice President

Tim Hepburn

STAFF

Marisa Creter

Executive Director / CEO

Marita Torres

Office Assistant

Maritza Ramos

Director of Finance

Melissa Truong

Accountant

Mark Christoffels

Director of Capital Projects / Chief Engineer

Michelle Coronel

Accountant

Alcira Godoy

Accounting Manager

Paul Hubler

Director of Gov. & Community Relations

Alex Fung

Project Assistant

Peter Duyshart

Project Assistant

Amy Hanson

Senior Administrative Assistant

Phillip Balmeo

Senior Project Manager

Andres Ramirez

Senior Project Manager

Rey Alimoren

Audits Manager

Charles Tsang

Senior Project Manager

Stefanie Hernandez

Administrative Assistant

Deanna Stanley

Admin. Services Manager

Susan Nguyen

IT Analyst

Edward Villanueva

Project Manager

Yanin Rivera

Administrative Assistant

Fred Leung

Sr. Contracts Administrator / Labor Compliance

Zarina Mapes

Senior Contract Auditor

Jan Cicco

Homelessness Coordinator

Kaitlin Ward

Senior Management Analyst

Kathy McClure

Contracts Manager

Alhambra
Arcadia
Azusa
Baldwin Park
Claremont
Covina

Diamond Bar
Duarte
El Monte
Glendora
Industry
Irwindale
La Cañada Flintridge

La Puente
La Verne
Monrovia
Montebello
Monterey Park
Pomona
Rosemead

San Dimas
San Gabriel
San Marino
Sierra Madre
South El Monte
South Pasadena
Temple City

Walnut
West Covina
LA County District 1
LA County District 4
LA County District 5

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TRANSMITTAL LETTER

May 31, 2019

Governing Board Delegates and Alternates:

On behalf of the San Gabriel Valley Council of Governments (SGVCOG), it is my pleasure to present a balanced budget for Fiscal Year 2019-2020. The budget provides detailed information about anticipated revenues and planned expenditures for the upcoming fiscal year and demonstrates how available resources are allocated based on the Governing Board's Strategic Plan and objectives, which serve as the guiding principles. The budget was developed using a conservative approach to revenue forecasting and incorporates prudent expenditure adjustments to achieve a balanced operating budget.

Mission & Vision

On March 21, 2019, the SGVCOG adopted the most recent update to its Strategic Plan. This update was developed through a comprehensive outreach process. The SGVCOG mission, and vision are shown below.

Mission

“The SGVCOG is a sub-regional government that serves as a unified voice to maximize resources and advocate for regional and member interests to improve the quality of life in the San Gabriel Valley.”

Vision

“By 2021, the SGVCOG will serve as a model subregional agency in Southern California by continuing its existing support of member agency goals and priorities while leveraging the new opportunities provided by the extension and expansion of ACE.”

FY 2018-19 Major Accomplishments

As we look forward to another exciting and successful year, it is important to reflect on the accomplishments of the past year. Some of the major accomplishments completed over the past year include the following:

Administration and Integration

- Developed an integrated budget.
- Completed and implemented recommendations from compensation and classification study.
- Initiated, completed and implemented recommendations for retirement benefits.
- Completed comprehensive strategic plan update.

Stormwater

- Developed position of support for the Safe, Clean Water program and assisted with the passage of Measure W.
- Worked with State and Federal legislators on stormwater-related legislation, including introducing 2 bills.
- Tracked stormwater litigation and the review of the jurisdictional reach of Waters of the United States.

- Monitored regulatory actions of the State and Regional Water Boards.

Homelessness

- Hosted regional homelessness planning summit.
- Developed list of priority homelessness projects and programs to support city homelessness plans.
- Developed position paper on cities common concerns and stances regarding homelessness and homeless solutions.
- Supported cities' local efforts to address homelessness through the creation of a master database of city contacts and providers; mapping current and planned services; conducting needs and gaps analysis; organizing staff trainings and other collaborative efforts.
- Engaged federal, state and county legislative offices in partnership to support cities homeless solutions.

Transportation

- Conducted outreach to member agencies about new review/evaluation process and implemented LOI process.
- Developed 5-year plan for Measure M MSP projects and funds
- Partnered with 8 cities (South Pasadena, Alhambra, San Gabriel, El Monte, South El Monte, San Dimas, La Verne, and Pomona) to secure funding for 4 open streets events.

Sustainability

- Updated Energy Action Plans for cities of Arcadia, Pomona, San Marino and Covina.
- Conducted over 30 community events and community presentations promoting sustainability in the San Gabriel Valley.

Capital Projects

- Achieved the following project milestones:
 - Temple Avenue Train Diversion and San Gabriel Trench – Projects Completed
 - Fairway Drive Grade Separation and Fullerton Road Grade Separation – Construction Ongoing
 - Durfee Avenue Grade Separation – Bid awarded and construction to begin in May 2019;
 - At-Grade Crossing Safety Improvements - Pomona - Design at 65%
 - Turnbull Canyon Grade Separation - Design 65% complete & completion of environmental clearance
 - Montebello Ave Grade Separation - Design 65% complete & completion of environmental clearance
 - At-Grade Crossing Safety Improvements - Montebello - Design at 35% & completion of environmental clearance
 - Maple Avenue Overhead Pedestrian Bridge - Design at 35% & completion of environmental clearance
 - Rio Hondo Load Reduction Strategy – Design at 25%
- Hosted Temple Avenue Train Diversion Dedication (July 2018), San Gabriel Trench Dedication (September 2018), Durfee Ave Grade Separation project groundbreaking (March 2019).

FY 2019-20 Work plan

The FY 2019-20 workplan includes several key activities that align with the SGVCOG's strategic plan as listed below:

Administration and Integration

- Develop integrated and updated procurement manual, accounting/financial policy manual, project management manual and employee manual.

Water

- Continue engagement with the implementation of Measure W/Safe Clean Water Program.
- Advocate based on adopted storm water/water legislative policy agenda.

Homelessness

- Establish a San Gabriel Valley Inter-Cultural Advisory Board.
- Create and maintain a comprehensive San Gabriel Valley resource guide and list of "local champions."
- Support implementation of City Homeless Plans.

Transportation

- Develop comprehensive Arrow Highway Regional Corridor Plan in partnership with the cities of Glendora, San Dimas, La Verne, Pomona, and Claremont.
- Implement regional e-bike share expansion program.
- Manage two open streets events in partnership with six cities (El Monte, La Verne, Pomona, San Dimas and South El Monte).
- Launch Bicycle-Friendly Business District Pilot with El Monte, South El Monte, and Baldwin Park.

Environment

- Facilitate development of multi-jurisdictional SGV Regional Electric Vehicle Charging Infrastructure Plan.
- Engage in transition period for the local government energy partnership with SoCalGas and Southern California Edison.
- Advocate for the preservation of the San Gabriel Mountains National Monument.

Capital Projects

- Durfee Avenue Grade Separation
 - *Goal:* Construction to 30% Completion
- Fairway Drive Grade Separation
 - *Goal:* Construction to 60% complete & Lemon Ave Construction Complete
- Fullerton Road Grade Separation
 - *Goal:* Construction to 60% complete
- At-Grade Crossing Safety Improvements - Pomona
 - *Goal:* Design 100% complete
- Montebello Avenue Grade Separation
 - *Goal:* 100% design complete and ongoing right of way activity
- Maple Avenue Overhead Pedestrian Bridge
 - *Goal:* 100% design complete
- Turnbull Canyon Road Grade Separation
 - *Goal:* Design 100% complete

- At-Grade Crossing Safety Improvements - Montebello
 - *Goal:* 65% design complete
- Rio Hondo Load Reduction Strategy
 - *Goal:* Design 65% complete
- SR-57/SR-60 Confluence Project
 - *Goal:* Initiate Utility Relocations for Phase 4; Procure Specialty Consultants for project support; and, Phase 5 Design 100% complete
- City of La Verne Gold Line Transit Oriented Development Pedestrian Bridge
 - *Goal:* Design 35% & completion of environmental clearance

I anticipate this will be an exciting and rewarding year for the SGVCOG. The SGVCOG staff is working closely with you to deliver key projects and initiatives, and we will continue to reach out within our organization and externally to ensure the staff is meeting the Board's expectations and leverage the SGVCOG's resources to preserve and enhance the quality of life in the San Gabriel Valley.

Respectfully submitted,



Marisa Creter
Executive Director

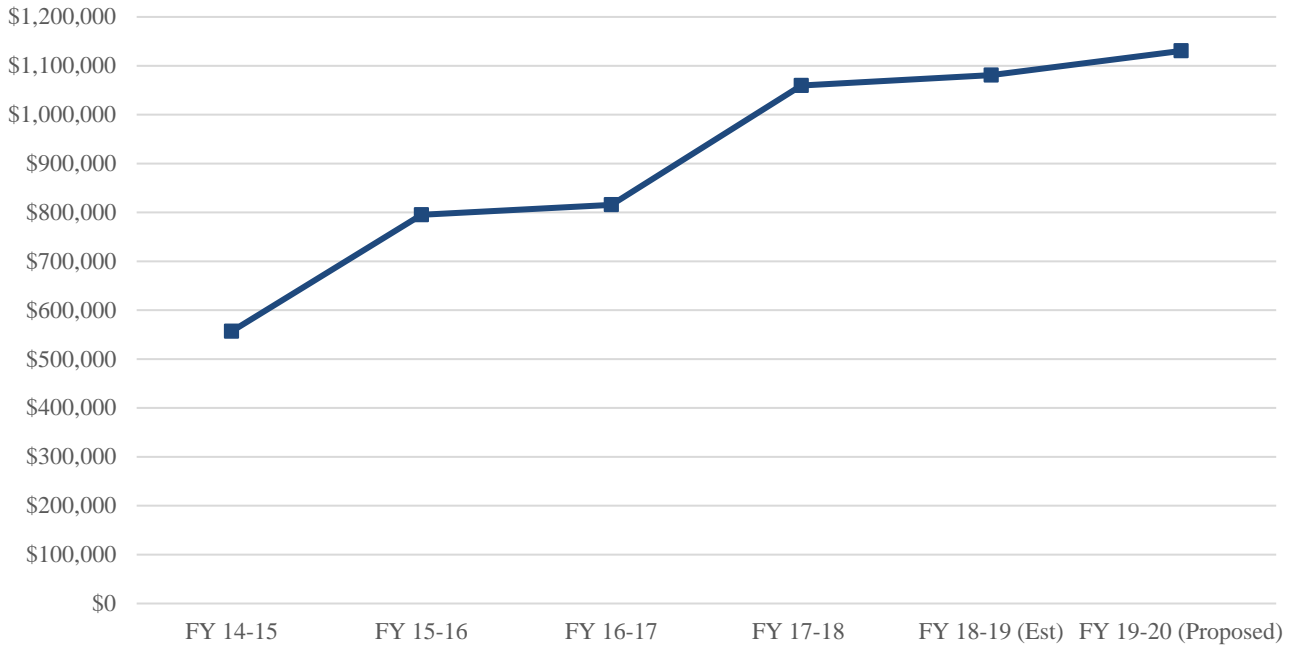
FY 2019-2020 BUDGET OVERVIEW

<u>Revenue</u>	Operating Budget	Non-Capital Projects	Capital Projects	Total
Operating				
Member Dues	779,898			
Transportation Administration (Local)	101,569			
Hero Program	3,200			
Interest	1,000			
Subtotal Operating Revenue	885,667			
Projects				
Federal			1,718,606	
State			41,409,082	
Local		1,276,789	93,652,395	
Subtotal Revenue		1,276,789	136,780,083	
Total Revenue	885,667	1,276,789	136,780,083	138,942,539
<u>Expenditures</u>				
Indirect Expenses				
Personnel	482,036	17,884	2,375,067	
Committee & Employee Expenses	72,200		55,000	
Professional Services	281,900	18,373	355,000	
Other Expenses		132,300	596,490	
Total Indirect	836,136	168,557	3,381,557	
Direct Expenses				
Personnel/Construction Direct Labor		217,443	120,448,525	
Program Management		890,789	12,950,000	
Total Direct	0	1,108,232	133,398,525	
Total Expenditures	836,136	1,276,789	136,780,083	138,942,539
Estimated Year-End Balance¹	\$ 49,531	0	0	\$ 49,531²

¹ Reorganization of the budget structure is due to the SGVCOG/ACE Integration. Budget comparison data does not apply until FY 20-21.

² The reorganization of the budget structure reflects Board action for ACE to be an ongoing operation as a division of SGVCOG, and not expire at the end of its mission (currently estimated to be in fiscal year 2022-23).

SGVCOG General Fund Balance 2015-2020³



Estimated Fund Balance (7/1/2019):	\$1,080,972
Estimated Fund Balance (6/30/2020):	\$1,130,503

³ FY 16-17 includes back payments to CalPERS and employee costs from FY 2015-16.

OPERATING BUDGET

In FY 2019-2020, SGVCOG total operating revenues are projected at \$885,667. The SGVCOG general operating revenue is made up of four categories: member agency dues; interest; transportation administration and the HERO program.

Revenue

Member Dues (\$779,899) – Total member agency dues for FY 2019-20 are estimated to be \$779,899. The revenue from dues is the primary source of income to support the SGVCOG’s day-to-day staffing and operations. On March 19, 2015, the Governing Board approved a revised dues structure for members as follows:

$$[\$5,000 \text{ base fee} + \$0.32 \text{ per capita}] \times \text{Annual CPI Adjustment} = \text{Member Dues}$$

Transportation Administration (Local) (\$101,569) – The Los Angeles County Metropolitan Transportation Authority (Metro) provides an annual allocation to the SGVCOG via a Memorandum of Understanding (MOU), be used to provide the support services either through the use of a consultant or by hiring an employee to the SGV representative on the Metro Board of Directors, John Fasana. Under the terms of this MOU, the SGVCOG and Board Member are responsible for selecting, employing/contracting with, compensating and overseeing the work of the individual responsible for providing the support services. Currently, the total reimbursement from Metro is for an amount not exceed \$101,569 annually. This amount is adjusted in an amount equal to any increases approved by the Board for Metro non-contract employee salary increases.⁴ The SGVCOG utilizes this funding to pay for a consultant and pays the remaining balance with general funds.

HERO Program (\$3,200) – The SGVCOG has an existing agreement with Western Riverside Council of Governments (WRCOG) to promote the California HERO program in the San Gabriel Valley. In exchange for the SGVCOG’s program support, WRCOG is obligated to pay Participant fees to the SGVCOG equal to 0.05% of the aggregate cost of the bonds issued to fund California HERO eligible projects within the subregion.

FY 19-20 Member Agency Dues	
Agency	Dues
Alhambra	\$35,079.96
Arcadia	\$26,383.37
Azusa	\$23,594.96
Baldwin Park	\$33,220.90
Bradbury	\$6,006.41
Claremont	\$18,734.86
Covina	\$23,253.87
Diamond Bar	\$26,295.58
Duarte	\$13,541.94
El Monte	\$35,079.96
Glendora	\$24,584.03
Industry	\$22,938.20
Irwindale	\$6,143.49
La Canada Flintridge	\$13,063.42
La Puente	\$20,260.38
La Verne	\$17,588.55
Monrovia	\$19,577.13
Montebello	\$28,766.28
Monterey Park	\$28,015.39
Pomona	\$35,079.96
Rosemead	\$25,506.55
San Dimas	\$18,037.21
San Gabriel	\$20,344.58
San Marino	\$10,396.98
Sierra Madre	\$9,574.49
South El Monte	\$13,135.02
South Pasadena	\$14,993.35
Temple City	\$18,722.26
Walnut	\$16,580.05
West Covina	\$35,079.96
LA County District 1	\$35,079.96
LA County District 4	\$35,079.96
LA County District 5	\$35,079.96
SGV Water Agencies	\$35,079.96
Total	\$779,898.89

⁴ This revenue is associated with a contract with a consultant. The terms of the contract with the consultant provide that the annual amount paid to the consultant be increased by a percentage equal to the percent increase that the SGVCOG receives from Metro.

Expenses

During FY 2019-2020, SGVCOG operating expenses are projected to total \$836,136. These expenses are categorized as follows: Personnel (\$482,036); Committee & Employee Expenses (\$72,200); and Professional Services (\$281,900).

Personnel (\$482,036) – These costs include the salary, benefit and retirement costs associated with the SGVCOG staff not reimbursed through capital and non-capital projects. See Exhibit A for a listing of all staff positions and approved salary ranges. The SGVCOG provides standard benefits to staff, and all staff members participate in the California Public Employees' Retirement System (CalPERS). The budget provides for a 3% merit pool to be allocated based on performance evaluations. These personnel costs reflect only those costs which are not reimbursed by non-capital and capital projects.

Committee & Employee Expenses (\$72,200) – This category includes board stipends, training/memberships and meeting/travel costs. Members are paid on a per meeting basis and stipend expenditures vary based on the number of meetings and attendance at these meetings.

Professional Services (\$281,900) – This includes ongoing annual contracts for legal, auditor services, treasurer, Metro Board Support and grant writing. Key features of these contracts are as follows:

- ***Legal Services:*** The SGVCOG's legal contract provides for a monthly retainer, and the financial audit is conducted and paid for annually.
- ***Auditor:*** The SGVCOG is required to have an annual financial audit. In January 2016, the Governing Board approved a five-year contract with Vasquez and Company for financial audit services.
- ***Treasurer:*** As an added level of accountability, in February 2016, the Governing Board hired a consultant to serve as treasurer and independently review the SGVCOG's quarterly financial reports and report to the Governing Board. In March 2018, the Governing Board approved a new two-year contract with CliftonLarsonAllen LLP to provide treasurer services.
- ***Metro Board Support:*** Metro provides funding to the SGVCOG, via an MOU, to fund staff support to the SGV representative on the Metro Board of Directors. In September 2017, the Governing Board approved a two-year contract with Mary Lou Echternach to provide these services
- ***Grant Writing:*** An allocation for grant writing/applications is also included in this category, which the SGVCOG will use various consulting firms throughout the year to facilitate various support areas.

In addition to these ongoing contracts, for FY 2019-2020, staff is recommending an additional activity to develop process flow charts and desk manuals for the following areas: procurement/contracting, project management/project tracking, resource management, and personnel roles/responsibilities.

Other Expenses (\$132,300) – These costs include facility costs (i.e. rent, storage, utilities, and office supplies), insurance/bonding and office equipment/software acquisition.

NON-CAPITAL PROJECTS BUDGET

Income from grants and other sources varies annually based on the number of active grants and has been used to leverage the SGVCOG's other resources and enable the organization to meet its objectives and serve the needs of member agencies. Grant expenditures reflects direct program expenditures, including salaries/wages and benefits. In FY 2019-2020, there is an estimated \$1,276,789 in revenue from five program areas. With the exception of the stormwater ULAR project,⁵ all programs are paid on a reimbursement basis, with revenues equal to expenditures.

Homelessness (Local) (\$158,000) – In September 2018, the Governing Board executed a contract with the County of Los Angeles to fund a full-time Regional Homelessness Coordinator. Staff anticipates receiving the same level of funding in FY 2019-20. Associated expenses, including overhead and direct expenses for events, training and grant writing, are also reimbursed through this agreement.

Energy Efficiency (Local) (\$130,000) – The SGVCOG receives an annual budget allocation from Southern California Edison (SCE) and SoCalGas (SCG) under the San Gabriel Valley Energy Wise Partnership (SVGWEP) program. These funds are used to support staff time associated with this program, including a management analyst and interns (1.5 FTEs).

Measure M Subregional Administration (Local) (\$1,000) – In June 2017, the Metro Board of Directors adopted the Measure M guidelines to identify a process by which Measure M funds will be programmed by subregional entities, including the SGVCOG, through the development of five-year subregional fund programming plans. COGs may use up to .5% of subregional funds for administrative purposes, including the development of this five-year plan. In the San Gabriel Valley, the total amount of subregional administrative funds available from FY 2018-22 is \$188,000. In March 2018, the Governing Board approved the use of these funds to offset existing SGVCOG staff costs. In FY 19-20, staff will only be responsible for submitting the annual report and any updates to the programming so minimal costs are anticipated.

Transportation Implementation (Local) (\$252,000) – Metro approved funding in September 2018 for the SGVCOG to host an open streets event in the cities of El Monte and South El Monte on October 27, 2019. This funding will cover planning, event production, public safety, traffic controls and other support services related to the event.

Stormwater (Local) (\$735,789) – The Los Angeles Regional Water Quality Control Board (Regional Board) established a Coordinated Integrated Monitoring Program (CIMP) to monitor the Upper Los Angeles River (ULAR) Enhanced Watershed Management Program (EWMP) progress toward meeting clean water goals. In 2015, all ULAR permittees voluntarily entered into a Memorandum of Agreement (MOA) with the City of Los Angeles to perform CIMP functions on behalf of the EWMP. The City of Los Angeles and all eleven SGVCOG cities in the ULAR have tasked the SGVCOG to take over the billing portion of the MOA. As a component of the ULAR CIMP management, the SGVCOG anticipates executing contracts with 3rd party consultants, as

⁵ The SGVCOG is paid an annual fee of \$100,000 to manage the ULAR project and may retain any revenue in excess of actual costs.

needed, to support special studies and other identified tasks. All staff costs associated with managing this project are also covered by the administration fee.

CAPITAL PROJECTS BUDGET ⁶

The following are the projects currently in design or under construction for FY 2019-2020

- *The ACE Project:* The ACE Project is an on-going, comprehensive program of constructing grade separations, where the road goes over or under the railroad. Three grade separations are under construction with another two grade separations and eight crossing safety projects in the design phase. The project is currently funded through the following sources: Federal (15%), State (38%), Local – MTA (41%), and Other (6%). Financing of the ACE Program will continue to utilize the funds from a \$45 million working capital loan from the Los Angeles County Metropolitan Transportation Authority (Metro) to maintain cash flows and bridge the timing gap between project expenditures and reimbursements from our granting agencies.
 - Fairway Drive, Fullerton Road, and Durfee Avenue Grade Separation Projects are in Construction
 - Montebello Avenue and Turnbull Canyon Road Grade Separation Projects are in Design
 - At-Grade Crossing Safety Improvements at Pomona and Montebello are in Design
 - Maple Avenue Overhead Pedestrian Bridge (Montebello) is in Design
- *SR-57/SR-60 Confluence Project:* The Confluence project is a partnership between the SGVCOG and Metro to relieve congestion at the confluence of SR-57 & SR-60. The project includes widening of the confluence area, construction of Grand Avenue Bridge, modification to adjacent golf course and several utility relocations. Project is being funded with Measure M funds and SB1 funding from the State.
- *Rio Hondo Load Reduction Strategy:* The load reduction strategy is a partnership between SGVCOG and area watershed agencies to utilize resources towards a larger regional benefit. The project examines options to divert storm water flows at three locations that contribute to the overall Rio Hondo River. The Project is being funded through a joint resources agreement with all participating watershed agencies.
- *Regional Bike Share Program:* The Bike Share Program is an effort by the SGVCOG to bring cost effective transportation alternatives to the region. In partnership with 10 member municipalities, SGVCOG has entered into an agreement for the purchase and implementation of power-assist bicycles. The program is being funded through grant funds previously awarded to SGVCOG.

⁶ Because the SGVCOG has no sources of revenue to advance capital projects other than grants and contributions from funding agencies, staff continues to make every effort to ensure that all other expenditures are reimbursable by federal, state or local sources. SGVCOG has developed and implemented budgeting, accounting and project control systems that meet generally accepted accounting standards with the goal of delivering a project that accomplishes its intended purposes as expeditious and cost effective as possible.

- *City of La Verne Gold Line Transit Oriented Development Pedestrian Bridge:* In partnership with the City of La Verne, the SGVCOG will enter into agreements with Metro to serve as implementing agency for all phases of this project. The proposed bridge will span Arrow Highway and the adjacent parallel Metrolink railroad track; the bridge would connect La Verne's Gold Line Station to the northern edge of the Fairplex property. Project is being funded with Measure M funds.

FY 2019-2020 Proposed Revenues & Expenditures

<u>Revenues</u>	ACE Project	^{57/60} ⁷Confluence Project	Rio Hondo LRS	Bike Share	CLV Ped Bridge⁸
Federal	1,718,606				
State	36,855,082				
Local	89,397,723	2,000,000	1,350,000	4,554,000	323,375
Betterment/Other	581,297				
Total Revenue	\$ 128,552,708	2,000,000	1,350,000	4,554,000	323,375
<u>Operating Expenditures</u>					
Direct					
Design	6,374,150		1,350,000		248,375
ROW Acquisition	46,944,000	2,000,000			
Construction	63,532,000				
Construction Management	8,245,000			4,281,000	
Betterment	424,000				
Total Direct	125,519,000	2,000,000	1,350,000	4,281,000	248,375
Indirect Expenses					
Personnel	2,027,067			273,000	75,000
Committee & Employee Expenses	55,000				
Professional Services	355,000				
Insurance	131,000				
Equipment Expense	100,390				
Office Expense	266,000				
Office Operations	48,500				
Other	50,600				
Total Indirect	3,033,557			273,000	75,000
Total Operating Expenditures⁹	128,552,707	2,000,000	1,350,000	4,554,000	323,375
Excess Revenue Over Expenditures before Financing	1,406				
Financing Income					
Investment Revenue					
Financing Expense	(904,000)				
Net Financing Income/ Expense	(904,000)				
Excess Revenue Over Expenditures / Change in Net Position	(903,998)				
Net Position at FY 18 Year's End	14,007,519				
Estimated Year-End Balance¹⁰	\$ 13,103,520	0	0	0	0

⁷ Based on estimated revenues and projected expenses. Pending funding award details.

⁸ Based on estimated revenues and projected expenses. Pending funding award details.

⁹ The consolidation of all capital projects under a single budget reflects Board direction to expand the jurisdiction of ACE as a construction and projects entity that can serve all of the San Gabriel Valley.

¹⁰ Net balance is inclusive of funds committed for CalPERS obligations.

The following addresses significant line item changes proposed for FY 2019-2020 ACE Project budget compared to the FY 2018-2019 budgeted (greater than 10%). The total anticipated expenditures in FY 2019-2020 will be down from what was budgeted in FY 2018-2019 as construction expenses (largest budget item for capital projects) is decreased to reflect the construction activity anticipated.

Indirect Expenditures

- *Insurance (\$40,000 decrease)*: This reflects the premium for the prepaid excess liability insurance required when construction on a project begins. The decrease this fiscal year reflects completed paid premiums for projects already under way.
- *Equipment Expense (\$24,610 increase)*: In FY 2019-2020 software and computer equipment will be upgraded and therefore additional expenses are anticipated in this area.
- *Committee/ Employee Expense – (\$15,000 decrease)*: This expense has decreased due to the stipend payments removed as a result of the integration. The former ACE Board was dissolved and became the Capital Projects and Construction Committee of the SGVCOG. Committee attendance does not qualify for stipend payments.
- *Personnel (Salary & Wages/Fringe Benefits) (\$586,933 Decrease)*: The FY 2019-2020 proposed budget assumes three reduction in staffing levels from 22 to 19.5 ACE project assigned positions. The budget does provide for a 3% merit pool to be allocated based on performance evaluations. There is no CPI or fixed percentage salary adjustments included in the budget.

Direct Expenditures

- *Program Management (\$3.3 M decrease)*: This decrease in contracted consultant support is related to the late start for the Durfee Ave Project.
- *Right of Way Acquisition (\$25.060 M increase)*: Planned acquisitions for properties on Montebello for FY 2019-2020 will resulted in this increase.
- *Construction (\$6.2M decrease)*: Completion of the San Gabriel Trench and Puente Ave projects, and a late fiscal year start for the Durfee Ave project, construction billing is expected to be at a rate less than it was anticipated in FY 2019-2020.
- *Railroad (\$2.467M decrease)*: Union Pacific Railroad billings are expected to be less because mainline construction will have been completed on the San Gabriel Trench and Puente Avenue projects.

The pace of active projects is the major factor in the annual budget projection. For FY 2019-2020 the following assumptions have been made on the projects that will have the biggest impact on spending estimates:

- Fairway Drive Grade Separation (Industry/LA County) – Construction 60% complete.
- Fullerton Road Grade Separation (Industry) – Construction 60% complete.
- Durfee Avenue Grade Separation (Pico Rivera) – Construction 30% complete.

- At-Grade Crossing Safety Improvements - Pomona – Design 100% complete.
- Montebello Avenue Grade Separation (Montebello) – Design 100% complete.
- Turnbull Canyon Road – Design 100% complete
- At-Grade Crossing Safety Improvements - Montebello – Design 65% complete.
- Maple Avenue Overhead Pedestrian Bridge (Montebello) – Design 65% complete.
- Rio Hondo LRS – Design 65% complete.
- City of La Verne Gold Line Transit Oriented Development Pedestrian Bridge – Design 35% complete.
- SR-57/SR-60 Confluence Project (Industry/Diamond Bar) – ROW Acquisitions & Utility Relocations; Design 80% complete.

BUDGET GLOSSARY

Indirect Expenses: *The proposed FY 2019-2020 indirect expense budget was developed by line item, based on past expenditures and anticipated cost changes such as liability insurance, rent, utility costs, salaries, benefits, legal support, office supplies, and IT support. The ratio of all indirect costs to anticipated direct labor and fringe benefit cost is used to calculate the Indirect Cost Allocation Plan (ICAP) which is submitted to Caltrans for approval, and becomes the basis for billing indirect costs in FY 2019-2020.*

Personnel

- *Salaries and Wages:* Salaries for employees (charged both as indirect and direct expenses).
- *Fringe Benefits:* Employee benefits such as health insurance, life insurance and pension.

Board/Employee Expenses

- *Auto/Travel:* Employee travel for business purposes. Includes registration fees and local mileage reimbursement or auto allowance.
- *Training/Memberships:* Authority and professional memberships; ongoing professional training.
- *Board or Committee Related Expenses:* Board stipends, travel.

Professional Services

- *Auditing/Accounting:* Financial auditing and accounting services.
- *Legal - Agency Support:* General Counsel, construction legal and any other legal services not directly chargeable to specific construction projects.
- *Program Management:* Contracted project administration support which cannot be charged to specific projects. Consists primarily of special studies, community relations, and those activities of our support contractors which address general agency needs.
- *State/Federal Advisory Services:* State & Federal legislation research, monitoring and funding application services.
- *Risk Management:* Administrative fee for analyzing insurance requirements, reviewing in-house and contractor policies and obtaining insurance.
- *Insurance:* Annual insurance premiums

- *Equipment Expense:* Purchase/lease and maintenance of office equipment such as copiers, printers and computers.
- *Office Expense:* Rent on ACE office space, including maintenance and miscellaneous expense.
- *Office Operations:* Office supplies, postage, printing/copying and telephones.
- *Other:* General advertising, subscriptions, payroll service fees, etc.

Direct Expenses: *The proposed FY 2019-2020 direct expense budget assumes two projects in major construction (Fairway and Fullerton), one project beginning construction (Durfee) and four projects in design (At-grade safety improvements, Turnbull Canyon, Montebello and Rio Hondo). For the active construction projects staff used the construction schedules to determine the rate of construction and determine the anticipated contractor expenditures. For the four projects in design staff included in the project budget the final design as well as the current estimated cost of land acquisition if applicable to the project. It should be noted that the pace and cost of land acquisition is the most speculative part of the budget estimates and may change if cost settlements require court action.*

- *Betterments:* City funded work that City desires to have the SGVCOG construct concurrently with project (e.g. street modifications, beautifications)
- *Program Management:* The portion of overall program management expenses which can be directly charged to projects; consists primarily of design and utility relocation support, land acquisition related services and office support.
- *Legal:* Legal expenses which can be directly charged to specific projects for land acquisition activities.
- *Design:* Preparation of project plans, specifications and estimates and support during construction.
- *Right of Way Acquisition:* Property acquisition costs, closing costs, appraisals, surveys, miscellaneous acquisition support costs.
- *Utility Relocation:* Costs of relocating utilities, including design.
- *Construction Management:* Field oversight of construction.
- *Railroad:* Railroad (UPRR and Metro link) charges to projects for project support, design, procurement and construction.
- *Construction:* Payment to construction contractors.
- *Third Party Review:* Payment to outside agencies (e.g., UPRR, Cities, LA County) for their costs to review and approve project designs and submittals.
- *UPRR Invoice Review:* Use of an outside contractor to review UPRR billings for errors, mischarges, questionable costs, etc.
- *Advertising:* Cost of advertising construction contracts.
- *Utilities (Site):* Cost of utilities service to construction sites

Exhibit A
Staff Positions and Salary Ranges (Adopted March 2019)¹¹

Full-Time Positions

Grade	Range Min	Range Max	Classification Title
100	161,600	232,300	Executive Director ¹²
99	146,909	211,182	Director of Capital Projects/Chief Engineer
98	133,554	191,983	Director of Finance Director of Regional Planning Senior Project Manager Capital Projects Program Manager Director of Government & Community Relations
97	124,236	178,589	
96	115,568	166,130	
95	107,505	154,539	
94	100,005	140,632	Administrative Services Manager Accounting Manager Audit Manager Contracts / Procurement Manager Project Manager
93	93,028	130,821	Principal Management Analyst
92	86,538	121,694	Senior Contracts Auditor Sr. Contracts Administrator/Labor Compliance Officer
91	80,500	113,203	
90	74,884	105,305	Senior Management Analyst
89	69,659	97,959	Senior Accountant Contracts Auditor
88	64,799	91,124	IT Analyst
87	60,279	82,883	Management Analyst Accountant Executive Assistant Engineering Technician
86	56,073	77,100	
85	52,161	71,721	Senior Administrative Assistant
84	48,522	66,718	Accounting Technician Administrative Assistant
83	45,137	60,370	
82	41,988	56,158	Office Assistant
81	39,058	52,240	
80	36,333	48,596	

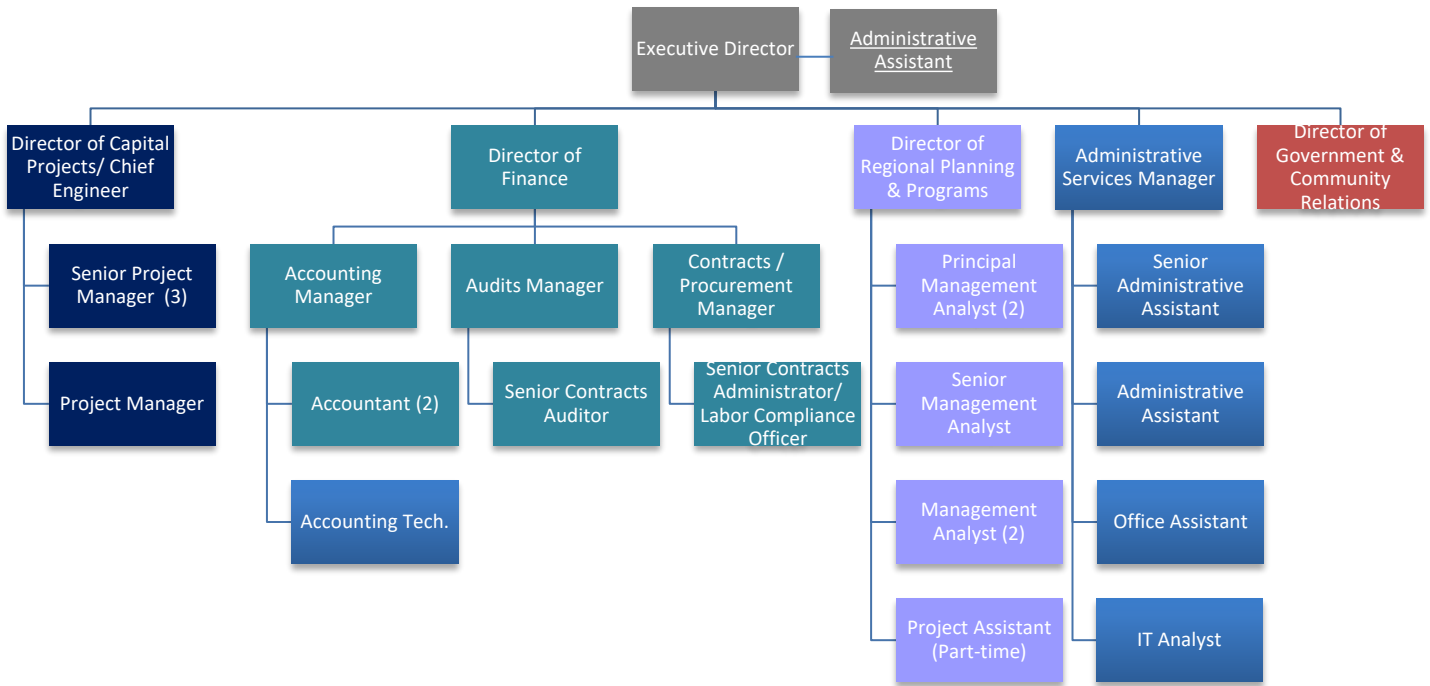
Part-Time Positions

Part Time Positions	Hourly Rate
Project Assistant	\$ 25
Office Assistant	\$ 18
Intern (Graduate Student)	\$ 18
Intern (Undergraduate Student)	\$ 16

¹¹ Executive Director assigns salary ranges based on available funding within the ranges above.

¹² Governing Board assigns salary and compensation package for this position.

ORGANIZATIONAL CHART ^{13 14 15}



¹³ Integrate SGVCOG and ACE staff under a single personnel system reporting to the Executive Director of SGVCOG.

¹⁴ Restructure the ACE Board so that it has representation from the entire San Gabriel Valley and revise its role so it is no longer a separate Board with advisory to the Governing Board regarding the ACE operation.

¹⁵ This organizational chart represents job titles, internal working titles organizational chart is available as required for compliance of Caltrans/MTA agreements.



AGENDA AND NOTICE OF THE REGULAR MEETING OF THE
SAN GABRIEL VALLEY COUNCIL OF GOVERNMENTS GOVERNING BOARD

APRIL 18, 2019 - 5:30 P.M.

**Upper San Gabriel Valley Municipal Water District Office
602 E. Huntington Drive, Suite B, Monrovia, California 91016**

SGVCOG Officers

President
Cynthia Sternquist

1st Vice President
Margaret Clark

2nd Vice President
Becky Shevlin

3rd Vice President
Tim Hepburn

Members

Alhambra

Arcadia

Azusa

Baldwin Park

Bradbury

Claremont

Covina

Diamond Bar

Duarte

El Monte

Glendora

Industry

Irwindale

La Cañada Flintridge

La Puente

La Verne

Monrovia

Montebello

Monterey Park

Pomona

Rosemead

San Dimas

San Gabriel

San Marino

Sierra Madre

South El Monte

South Pasadena

Temple City

Walnut

West Covina

First District, LA County

Unincorporated Communities

Fourth District, LA County

Unincorporated Communities

Fifth District, LA County

Unincorporated Communities

SGV Water Districts

Thank you for participating in tonight's meeting. The Governing Board encourages public participation and invites you to share your views on agenda items.

MEETINGS: *Regular Meetings of the Governing Board are held on the third Thursday of each month at 5:30 PM at the Upper San Gabriel Valley Municipal Water District Office (602 E. Huntington Drive, Suite B, Monrovia, California 91016).* The Governing Board agenda packet is available at the San Gabriel Valley Council of Government's (SGVCOG) Office, 1000 South Fremont Avenue, Suite 10210, Alhambra, CA, and on the website, www.sgvco.org. Copies are available via email upon request (sgv@sgvco.org). Documents distributed to a majority of the Board after the posting will be available for review in the SGVCOG office and on the SGVCOG website. Your attendance at this public meeting may result in the recording of your voice.

PUBLIC PARTICIPATION: Your participation is welcomed and invited at all Governing Board meetings. Time is reserved at each regular meeting for those who wish to address the Board. SGVCOG requests that persons addressing the meeting refrain from making personal, slanderous, profane or disruptive remarks.

TO ADDRESS THE GOVERNING BOARD: At a regular meeting, the public may comment on any matter within the jurisdiction of the Board during the public comment period and may also comment on any agenda item at the time it is discussed. At a special meeting, the public may only comment on items that are on the agenda. Members of the public wishing to speak are asked to complete a comment card or simply rise to be recognized when the Chair asks for public comments to speak. We ask that members of the public state their name for the record and keep their remarks brief. There is a three-minute limit on all public comments. Proxies are not permitted, and individuals may not cede their comment time to other members of the public. **The Governing Board may not discuss or vote on items not on the agenda.**

AGENDA ITEMS: The Agenda contains the regular order of business of the Governing Board. Items on the Agenda have generally been reviewed and investigated by the staff in advance of the meeting so that the Governing Board can be fully informed about a matter before making its decision.

CONSENT CALENDAR: Items listed on the Consent Calendar are considered to be routine and will be acted upon by one motion. There will be no separate discussion on these items unless a Board member or citizen so requests. In this event, the item will be removed from the Consent Calendar and considered after the Consent Calendar. If you would like an item on the Consent Calendar discussed, simply tell Staff or a member of the Governing Board.



In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the SGVCOG office at (626) 457-1800. Notification 48 hours prior to the meeting will enable the SGVCOG to make reasonable arrangement to ensure accessibility to this meeting.



PRELIMINARY BUSINESS

5 MINUTES

1. Call to Order
2. Pledge of Allegiance
3. Roll Call
4. Public Comment (*If necessary, the President may place reasonable time limits on all comments*)
5. Changes to Agenda Order: Identify emergency items arising after agenda posting and requiring action prior to next regular meeting

LIAISON REPORTS

10 MINUTES

6. Gold Line Foothill Extension Construction Authority
7. Foothill Transit
8. Los Angeles County Metropolitan Transportation Authority
9. San Gabriel and Lower Los Angeles Rivers and Mountains Conservancy
10. San Gabriel Valley Mosquito & Vector Control District
11. Southern California Association of Governments
12. League of California Cities
13. San Gabriel Valley Economic Partnership
14. South Coast Air Quality Management District

PRESIDENT'S REPORT

5 MINUTES

EXECUTIVE DIRECTOR'S REPORT

10 MINUTES

15. Draft FY 2019-2020 Budget
Recommended Action: For information only.

GENERAL COUNSEL'S REPORT

5 MINUTES

COMMITTEE REPORTS

10 MINUTES

16. Transportation Committee
17. Homelessness Committee
18. Energy, Environment and Natural Resources Committee
19. Water Committee
20. Capital Projects and Construction Committee

PRESENTATIONS

10 MINUTES

21. FY 2017-2018 Financial Audit
Recommended Action: Receive and file.

CONSENT CALENDAR

5 MINUTES

(It is anticipated that the SGVCOG Governing Board may take action on the following matters)

22. Governing Board Meeting Minutes
Recommended Action: Adopt Governing Board minutes.
23. Monthly Cash Disbursements/Balances/Transfers
Recommended Action: Approve Monthly Cash Disbursements/Balances/Transfers.
24. Committee/TAC/Governing Board Attendance
Recommended Action: Receive and file.
25. 2nd Quarter Financial and Treasurer Reports
Recommended Action: Receive and file.
26. Committee Meeting Times and Locations
Recommended Action: Adopt Resolution 19-13 updating committee meeting times and locations.
27. May Meeting Date
Recommended Action: Adopt Resolution 19-10 to change the date of the May Governing

- Board meeting to May 30, 2019.*
28. Metro Service Council Appointment
Recommended Action: Appoint xx to serve as the SGVCOG representative on the Metro Service Council.
 29. Traffic Control Management Contract
Recommended Action: Authorize the Executive Director to execute an agreement with Right of Way for an amount not to exceed \$55,044 for traffic management plans for the El Monte and South El Monte Open Streets event in October 2019.
 30. Support for the National Multimodal and Sustainable Freight Infrastructure Act
Recommended Action: Adopt Resolution 19-14 supporting the National Multimodal and Sustainable Freight Infrastructure Act.
 31. Support for SB 751 (Rubio)
Recommended Action: Adopt Resolution 19-15 supporting SB 751 (Rubio).
 32. Regional Homelessness Coordination Report
Recommended Action: Receive and file.
 33. Travel Reporting Policy
Recommended Action: Receive and file.

ACTION ITEMS

30 MINUTES

34. San Gabriel Mountains Foothills and Rivers Protection Act
Recommended Actions: Adopt Resolution 19-16 supporting the San Gabriel Mountains Foothills and Rivers Protection Act.

CLOSED SESSION

35. Closed Session Pursuant to California Government Code Section 54957(B)(1) – Performance Evaluation. Position: Executive Director
Recommended Action: Discuss and provide direction.

ANNOUNCEMENTS

ADJOURN

REPORT

DATE: April 1, 2019
TO: Executive Committee
FROM: Marisa Creter, Executive Director
RE: **LEGAL SERVICES CONTRACT EXTENSION**

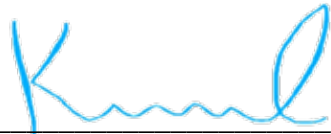
RECCOMENDED ACTION

Authorize the Executive Director to extend contract with Jones & Mayer for legal services through September 30, 2019.

BACKGROUND

On March 31, 2014, the San Gabriel Valley Council of Governments (SGVCOG) executed a contract with Jones & Mayer to provide legal services. As a component of the ACE/SGVCOG integration, staff was directed to secure joint legal services for the newly integrated organization. Procurement for joint legal services is currently underway, with a contract expected to be awarded at the May Governing Board meeting. In order to mitigate disruption of current tasks undergoing legal review and the transition period between legal counsel, staff is proposing an extension of the current contract with Jones & Mayer to September 20, 2019. The monthly retainer in the amount of \$2,083.33 and all other terms/conditions of the contract shall remain the same.

Prepared by: _____



Katie Ward
Senior Management Analyst

Approved by: _____



Marisa Creter
Executive Director