

**INTERMODAL CONTAINER TRANSFER
FACILITY JOINT POWERS AUTHORITY**

Agreed-Upon Procedures with Respect to
Determination of Net Facility Revenues

Year Ended November 1, 2007

(With Independent Account's Report Thereon)



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Independent Accountant's Report on Applying Agreed-Upon Procedures

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

We have performed the procedures enumerated below, which were agreed to by management of the Intermodal Container Transfer Facility Joint Powers Authority (the Authority), Union Pacific Corporation (UPC), as successor to Southern Pacific Transportation Company (SPTC), and First Trust New York/U.S. Bank (Bond Trustee), solely to assist the Authority with respect to determination of and evaluation of the reasonableness of Net Facility Revenues, as defined in the second amendment to the Sublease Agreement dated February 1, 1985 of the Intermodal Container Transfer Facility (Facility), as reported by UPC for the year ended November 1, 2007. The Sublease Agreement, as amended, dated September 14, 1984 between the Authority and UPC, as successor in interest to SPTC (the Agreement), provides for certain rental payments, which are based on Net Facility Revenues generated by the operations of the Facility, to be made by UPC to the Authority. The Authority's management is responsible for the Exhibit, *Calculation of Net Facility Revenues Using Amounts Determined Based on the Agreed-Upon Procedures and Comparison to Net Facility Revenues Reported by UPC*. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

The procedures and associated findings are as follows:

1 We obtained detailed schedules prepared by UPC accounting personnel listing revenues from the operations of the Facility, including amounts that had been billed and not yet collected, as of November 1, 2007. We recalculated the arithmetical accuracy of the schedules received and noted no exceptions. We agreed the total of these schedules to Net Facility Revenues reported by UPC on the accompanying Exhibit.

2 The accompanying Exhibit, *Calculation of Net Facility Revenues Using Amounts Determined Based on the Agreed-Upon Procedures and Comparison to Net Facility Revenues Reported by UPC*, summarizes the information identified below and reconciles it to information reported by UPC to the Authority. In conjunction with the calculation of Net Facility Revenues reported by UPC in the Exhibit, we performed the following procedures:

- A. We obtained monthly reports on gross container movements from UPC for the year ended November 1, 2007. We totaled the monthly amounts from such reports and determined that 708,192 gross container movements had been reported at the Facility during the year ended November 1, 2007. We multiplied the number of reported containers transferred by \$30 (the amount charged for each container transfer). From this calculation, we recalculated total facility revenues generated of \$21,245,760 and agreed such amounts to total facility revenues generated, based on gross gate movements on the Exhibit for the year ended November 1, 2007.
- B. We reconciled the gross container movements at the Facility for the year ended November 1, 2007, as determined in paragraph 2A above, to billings for container transfers generated by UPC accounting personnel.

Calculation of Net Facility Revenues reported by UPC is based on cash received; therefore, adjustments required to reconcile the difference between gate charges billed and collected were noted. The net total billing adjustments and change in receivables, representing the difference between facility revenues generated based on gross gate movements and facility revenues billed, equaled \$122,100 for the year ended November 1, 2007, according to records generated by UPC. Such amounts agree to the accompanying Exhibit.

- C. We were informed by UPC personnel that cash collections are transmitted to the revenue account maintained by the Bond Trustee on a monthly basis, two weeks after each month-end (e.g., cash collected by UPC in June is transferred to the Bond Trustee on or about July 14). We obtained the monthly revenue account statements of transactions and noted that all monthly collections were transmitted within this time lag to the Bond Trustee for the year ended November 1, 2007.
- D. The Agreement states that Net Facility Revenues reported by UPC include excess investment earnings on funds maintained by the Bond Trustee earned for the year ended November 1, 2007. Excess investment earnings from Bond Trustee on the Exhibit aggregated \$681,434 for the year ended November 1, 2007. We agreed such amounts to the statements of transactions of the accounts maintained by the Bond Trustee related to the Agreement, noting excess investment earnings of \$681,434 and found there to be no exceptions as a result of applying the procedure.
- E. We noted \$87 of excess funds in investment accounts in the accounting records of UPC for the year ended November 1, 2007.
- F. We agreed total debt service payments on the Exhibit to the statements of transactions of the applicable accounts maintained by the Bond Trustee. These statements indicate that \$4,132,725 was paid for principal and interest payments on the bonds for the year ended November 1, 2007.
- G. The Agreement allows for deduction of letter of credit fees paid by UPC for the letter of credit necessitated by the bond offering. We noted no such fees in the accounting records of UPC during the year ended November 1, 2007.
- H. We reconciled payment to Authority for reimbursement of its operating expenses on the Exhibit of \$24,400 for the year ended November 1, 2007 to the Authority's accounting records. No exceptions were found as a result of applying the procedure.
- I. We agreed payments to City of Carson for maintenance fees on the Exhibit aggregating \$101,738 for such fees for the year ended November 1, 2007 to checks and paid invoices. No exceptions were found as a result of applying the procedure.

- J. We agreed the arbitrage payment to United States Treasury on the Exhibit totaling \$54,878 to the Union Bank's September 30, 2007 bank statement. No exceptions were found as a result of applying the procedure.
- K. We noted no payment to Bond Logistix LLC for preparation of arbitrage rebate report on the Exhibit for the year ended November 1, 2007. No exceptions were found as a result of applying the procedure.
- L. The Agreement also allows for deduction of amounts paid to the bond rating agencies such as Moody's or Standard & Poor's for their analytical services. We noted no deduction from net revenues was recorded on the Exhibit for the year ended November 1, 2007. No exceptions were found as a result of applying the procedure.
- M. We agreed Bond Trustee fees and expenses on the Exhibit of \$5,650 for the year ended November 1, 2007 to invoices issued by the Bond Trustee. No exceptions were found as a result of applying the procedure.

We were not engaged to, and did not, conduct an examination, the objective of which would be the expression of an opinion on reported Net Facility Revenues. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the Authority, UPC, and the Bond Trustee and is not intended to be and should not be used by anyone other than these specified parties.

Macias Jini & O'Connell LLP

Certified Public Accountants
Los Angeles, California

May 23, 2008

**INTERMODAL CONTAINER TRANSFER FACILITY
JOINT POWERS AUTHORITY**

Exhibit

Calculation of Net Facility Revenues Using Amounts Determined
Based on the Agreed-Upon Procedures and
Comparison to Net Facility Revenues Reported by UPC
For Year Ended November 1, 2007

	2007
Facility revenues collected:	
Total facility revenues generated, based on gross gate movements	\$ 21,245,760
Amounts not billed, adjustments to billing, and change in facility revenue receivable, net	(122,100)
Facility revenues billed by UPC	21,123,660
Cash collections, month prior to beginning of year	1,786,410
Cash collections, last month of year	(1,895,580)
Adjustment to cash collections for transmittal of cash collections to Bond Trustee one month in arrears	(109,170)
Facility revenues collected	21,014,490
Excess net investment earnings from Bond Trustee	681,434
Net revenues received	21,695,924
Less allowable deductions:	
Payments made for bond principal and interest:	
Principal:	
November	2,780,000
Interest:	
November	676,362
May	676,363
Total debt service payments	4,132,725
Other deductions:	
Arbitrage payment to United States Treasury	54,878
Payment to Bond Logistix LLC for preparation of arbitrage rebate report	-
Payment to Authority for reimbursement of its operating expenses	24,400
Payment to City of Carson for maintenance fees	101,738
Bond Trustee fees and expenses	5,650
Total other deductions	186,666
Total allowable deductions	4,319,391
Net facility revenues using amounts determined based on the agreed-upon procedures	\$ 17,376,533