

**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
RETIREES' OTHER POST EMPLOYMENT BENEFITS TRUST
INDEPENDENT AUDITOR'S REPORT,
MANAGEMENT'S DISCUSSION AND ANALYSIS,
BASIC FINANCIAL STATEMENTS
AND
REQUIRED SUPPLEMENTARY INFORMATION**

FOR FISCAL YEARS ENDED JUNE 30, 2012 AND 2011

**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
RETIREES' OTHER POST EMPLOYMENT BENEFITS TRUST
June 30, 2012 and 2011**

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INDEPENDENT AUDITOR'S REPORT

Members of the Board of Directors
Santa Clara Valley Transportation Authority
Retirees' Other Post Employment Benefits Trust
San Jose, California

We have audited the accompanying basic financial statements of the Santa Clara Valley Transportation Authority Retirees' Other Post Employment Benefits Trust (the Trust), a component unit of the Santa Clara Valley Transportation Authority (VTA), as of and for the fiscal years ended June 30, 2012 and 2011 as listed in the table of contents. These financial statements are the responsibility of the Trust's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 2, the financial statements referred to above present only the Trust and do not purport to, and do not present, the financial position of the Santa Clara Valley Transportation Authority as of June 30, 2012 and 2011, and the changes in its financial position for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets of the Trust as of June 30, 2012 and 2011, and the changes in net assets for the fiscal years then ended in conformity with accounting principles generally accepted in the United States of America.

Accounting principles generally accepted in the United States of America requires that the management's discussion and analysis and the schedule of funding progress 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.

Vavrinek, Trine, Day & Co. LLP

Palo Alto, California
October 15, 2012

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**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
RETIREES' OTHER POST EMPLOYMENT BENEFITS TRUST**

**MANAGEMENT'S DISCUSSION AND ANALYSIS
For Fiscal Years Ended June 30, 2012 and 2011**

This section provides an overview and analysis of the financial activities of Santa Clara Valley Transportation Authority Retirees' Other Post Employment Benefits Trust (Trust) for the fiscal year ended June 30, 2012. The Trust was established in May 2008 by the VTA's Board of Directors, and assets held for Other Post Employment Benefits (OPEB) were transferred to the Trust. We encourage readers to consider the information presented here in conjunction with additional information that we have furnished in our financial statements.

FINANCIAL HIGHLIGHTS

The net assets of the Trust at the close of fiscal year 2012 are \$168,415,169 (net assets held in trust for retiree OPEB). All of the net assets are available to meet the Trust's ongoing obligations to Trust participants and beneficiaries. Net assets at the close of 2011 were \$150,715,563.

The Trust's funding objective is to meet long-term benefit obligations through contributions and investment income. Total additions to the Trust were \$26,351,653, \$38,900,174, and \$26,871,412 respectively, for fiscal years ending June 30, 2012, 2011 and 2010.

OVERVIEW OF THE FINANCIAL STATEMENTS

The following discussion and analysis are intended to serve as an introduction to the Trust's financial statements, which comprise these components:

1. Statement of Trust Net Assets
2. Statement of Changes in Trust Net Assets
3. Notes to the Basic Financial Statements

This report also contains other supplementary information in addition to the basic financial statements themselves.

The Statement of Trust Net Assets is a snapshot of account balances at year-end. It indicates the assets available for future payments to retirees and any current liabilities that are owed at this time.

The Statement of Changes in Trust Net Assets, on the other hand, provides a view of current year additions to and deductions from the Trust. Both statements are in compliance with Governmental Accounting Standard Board Statements (GASB Pronouncements 34, 43 and 45). These pronouncements require certain disclosures and require the state and local governments to report using the full accrual method of accounting. The Trust complies with all material requirements of these pronouncements.

The Statement of Trust Net Assets and the Statement of Changes in Trust Net Assets report information about the Trust's activities. These statements include all assets and liabilities, using the full accrual basis of accounting, which is similar to the accounting used by most private sector companies. All of the current year's revenues and expenses are taken into account regardless of when cash is received or paid. All investment gains and losses are shown at trade date. In addition, both realized and unrealized gains and losses are shown on investments.

**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
RETIREES' OTHER POST EMPLOYMENT BENEFITS TRUST**

**MANAGEMENT'S DISCUSSION AND ANALYSIS
For Fiscal Years Ended June 30, 2012 and 2011**

These two statements report the Trust's net assets held in an irrevocable trust account for retirees' medical benefits. Net assets, the difference between assets and liabilities, measure the Trust's financial position. Over time, increases and decreases in net assets indicate whether the Trust's financial health is improving or deteriorating. Other factors, such as market conditions, should also be considered in measuring the Trust's overall health.

Notes to the Basic Financial Statements provide additional information that is essential to a full understanding of the data provided in the financial statements. (See notes to Financial Statements on pages 7-12 of this report).

OTHER INFORMATION

In addition to the financial statements and accompanying notes, this report presents certain required supplementary information concerning the Trust's progress in funding its obligations to provide OPEB to members.

FINANCIAL ANALYSIS

As previously noted, net assets may serve over time as a useful indication of the Trust's financial position. The assets of the Trust exceeded its liabilities at the end of fiscal years 2012, 2011 and 2010 as follows:

(Table 1)

| | Statement of Trust Net Assets | | |
|----------------------------------|-------------------------------|----------------|----------------|
| | June 30, 2012 | June 30, 2011 | June 30, 2010 |
| Assets | | | |
| Investments at fair market value | \$ 168,244,588 | \$ 150,696,397 | \$ 119,711,058 |
| Other assets | 666,763 | 530,935 | 497,618 |
| Total Assets | 168,911,351 | 151,227,332 | 120,208,676 |
| Liabilities | | | |
| Current liabilities | 496,182 | 511,769 | 521,713 |
| Net Assets | \$ 168,415,169 | \$ 150,715,563 | \$ 119,686,963 |

For the year ended June 30, 2012, the Trust's net assets held for OPEB rose by \$17,699,606 or 11.7%, as a result of an increase in VTA's contributions to the Trust and income on investments. The Trust's liabilities decreased in fiscal year 2012 mainly because of lesser accounts payable outstanding at the end of the year.

**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
RETIREES' OTHER POST EMPLOYMENT BENEFITS TRUST**

**MANAGEMENT'S DISCUSSION AND ANALYSIS
For Fiscal Years Ended June 30, 2012 and 2011**

(Table 2)

| | Additions to Trust Net Assets | | |
|------------------------------|-------------------------------|----------------------|----------------------|
| | June 30, 2012 | June 30, 2011 | June 30, 2010 |
| Contributions | \$ 17,320,891 | \$ 15,370,931 | \$ 14,212,795 |
| Non operating revenue | 210,386 | - | - |
| Net investment income (loss) | 8,820,376 | 23,529,243 | 12,658,617 |
| Total Additions | \$ 26,351,653 | \$ 38,900,174 | \$ 26,871,412 |

In fiscal year 2012, the Trust received \$210,386 from the Early Retiree Reinsurance Program, a program established by the Patient Protection and Affordable Care Act of 2010. VTA's contributions to the Trust increased by \$1,949,960 while investment income decreased by \$14,708,867 due to a lesser increase in the market value of Trust investments.

(Table 3)

| | Deductions to Trust Net Assets | | |
|-------------------------------|--------------------------------|---------------------|---------------------|
| | June 30, 2012 | June 30, 2011 | June 30, 2010 |
| Distributions to participants | \$ 8,622,769 | \$ 7,844,819 | \$ 7,476,956 |
| Administrative expenses | 29,278 | 26,755 | - |
| Total Deductions | \$ 8,652,047 | \$ 7,871,574 | \$ 7,476,956 |

The distributions to participants which represent premium payments for retiree medical benefits increased by \$777,950 or 9.9% in fiscal year 2012 due to the rising cost of health care and the increase in the number of participants receiving medical benefits. Administrative expenses rose due to the increase in actuarial and audit fees.

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**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
RETIREES' OTHER POST EMPLOYMENT BENEFITS TRUST**

**STATEMENT OF TRUST NET ASSETS
AS OF JUNE 30, 2012 and 2011**

| ASSETS | <u>2012</u> | <u>2011</u> |
|--|-----------------------|-----------------------|
| Investments | | |
| Corporate obligations | \$ 29,883,147 | \$ 20,857,258 |
| U.S. Government agency | 27,980,114 | 29,225,964 |
| U.S. Treasury obligations | 11,421,043 | 10,624,743 |
| Money market | 1,056,789 | 171,694 |
| Pooled cash and investment with VTA Enterprise | 538,514 | 827,136 |
| Mutual funds | 97,364,981 | 88,989,602 |
| Total Investments | <u>168,244,588</u> | <u>150,696,397</u> |
| Interest receivable | 666,763 | 530,935 |
| TOTAL ASSETS | <u>168,911,351</u> | <u>151,227,332</u> |
| LIABILITIES | | |
| Accounts payable | <u>496,182</u> | <u>511,769</u> |
| NET ASSETS | | |
| Held in trust for retiree OPEB benefits | <u>\$ 168,415,169</u> | <u>\$ 150,715,563</u> |

See accompanying notes to the basic financial statements

**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
RETIREES' OTHER POST EMPLOYMENT BENEFITS TRUST**

**STATEMENT OF CHANGES IN TRUST NET ASSETS
FOR FISCAL YEARS ENDED JUNE 30, 2012 and 2011**

| | 2012 | 2011 |
|---------------------------------|-------------------|-------------------|
| ADDITIONS | | |
| VTA Contributions | \$ 17,320,891 | \$ 15,370,931 |
| Net investment income: | | |
| Net appreciation on investments | 4,909,934 | 21,184,731 |
| Investment earnings | 4,063,351 | 2,479,714 |
| Investment expense | (152,909) | (135,202) |
| Total net investment income | 8,820,376 | 23,529,243 |
| Other income | 210,386 | - |
| TOTAL ADDITIONS | 26,351,653 | 38,900,174 |
| DEDUCTIONS | | |
| Distributions to participants | 8,622,769 | 7,844,819 |
| Administrative expenses | 29,278 | 26,755 |
| TOTAL DEDUCTIONS | 8,652,047 | 7,871,574 |
| INCREASE IN TRUST ASSETS | 17,699,606 | 31,028,600 |
| NET ASSETS | | |
| Beginning of year | 150,715,563 | 119,686,963 |
| End of year | \$ 168,415,169 | \$ 150,715,563 |

See accompanying notes to the basic financial statements

**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
RETIREES' OTHER POST EMPLOYMENT BENEFITS TRUST**

**NOTES TO THE FINANCIAL STATEMENTS
FOR FISCAL YEARS ENDED JUNE 30, 2012 and 2011**

NOTE 1 – DESCRIPTION OF THE TRUST

The following description of the Retirees' Other Post Employment Benefits Trust (Trust), a component unit of the Santa Clara Valley Transportation Authority (VTA), provides only general information. Readers should refer to the Trust agreement for a more complete description of the Trust's provisions.

A. General

The Trust is a contributory single-employer defined benefit Trust administered by VTA. The membership of the Trust as of June 30, 2012, 2011 and 2010 consists of the following:

| | 2012 | 2011 | 2010 |
|------------------|-------|-------|-------|
| ATU Retirees | 844 | 821 | 826 |
| Non-ATU Retirees | 381 | 358 | 332 |
| TOTAL | 1,225 | 1,179 | 1,158 |

B. Trust Benefits

Employees who retire directly from VTA are eligible for retiree health benefits if they meet certain requirements relating to age and service. For ATU retirees, VTA provides an ATU Retiree Health Care Program (the ATU Program), a post-employment benefit, in accordance with the agreement between VTA and the ATU, to all ATU represented employees who retire from VTA on or after attaining the age of 55 with at least 15 years of service, or age 65 with 10 years of service, or upon Board approval age 65 with 5 years of service, or if an employee becomes disabled and has completed at least 10 years of service. ATU retirees can select either the Kaiser, United Health Care, or Valley Health Plan retiree health plans. VTA pays the full cost of the employee-only premium, and ATU retirees who are eligible for Medicare are reimbursed for the Medicare Part B premium. ATU employees who retire on or after September 1, 2004, must contribute \$25 toward the employee only monthly premium. Employees who retire on or after January 1, 2011 pay \$35 or the excess above the Kaiser Medicare out of area (OOA) rate. As of June 30, 2012 and 2011, 844 and 821 retirees, respectively, met the eligibility requirements for the ATU Program.

Non ATU employees who retire directly from VTA with age at least 50 years are also covered under a Retiree Health Care Program (the administrative retiree program) if they retire with at least 5 years of service, if hired before the following dates, or with at least 8 years of service (2,088 days) or with at least 15 years of service (3,915 days) if hired on or after the following dates.

- Service Employees International Union (SEIU) represented employees on or after May 15, 2006 (8 years).
- Transportation Authority Engineers and Architects Association (TAEA) represented employees on or after December 5, 2006 (8 years).
- American Federation of State, County and Municipal Employees (AFSCME) represented employees hired between August 10, 2007 and December 31, 2009 (8 years), and on or after January 1, 2010 (15 years).
- Non-represented employees hired before 2/11/08 (5 years), hired between 2/11/08 and 10/31/09 (8 years), and on or after November 1, 2009 (15 years).

**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
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**NOTES TO THE FINANCIAL STATEMENTS
FOR FISCAL YEARS ENDED JUNE 30, 2012 and 2011**

Non ATU employees who retired before 1/2/06 pay any premium in excess of the Kaiser single active rate while those who retired on or after January 2, 2006, pay \$25 toward their monthly premium, plus any premium in excess of the Kaiser single active rate.

VTA also reimburses Medicare Part B premiums for administrative retirees eligible for Medicare. As of June 30, 2012 and 2011, 381 and 358 retirees, respectively, met the eligibility requirements for the administrative retiree program.

VTA provides life insurance benefits for all ATU retirees and Executive Management retirees. ATU retirees receive \$5,000 in life insurance coverage. Executive Management retirees receive \$50,000 in life insurance coverage for the first year of retirement, decreasing by \$10,000 each year until its expiration in the sixth year.

C. VTA Contributions

VTA contributes to the Trust at the actuarially determined amount or rates applied to eligible payroll sufficient to maintain funding of vested benefits. VTA's contributions to the Trust for the fiscal year ended June 30, 2012 were made at the actuarially determined amount of \$17,320,891 while contributions for the fiscal year ended June 30, 2011 were made at the actuarially determined rate of 11.49 % of covered payroll.

D. Trust Termination

In the event of Trust termination, the net assets of the Trust would be allocated as prescribed in the Trust documents, generally to pay in the order indicated:

- VTA's remaining retiree OPEB liabilities
- Reasonable expenses of administering the Trust

Any assets remaining in the Trust after paying off the above liabilities shall revert back to VTA.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The accompanying basic financial statements are presented on the accrual basis of accounting. Contributions are recognized as revenue in the period in which employee services are performed, pursuant to formal commitments as well as statutory or contractual commitments. Benefits and refunds of contributions are recognized when due and payable under the provisions of the Trust.

B. Investments

Investments are reported at fair market value. Securities traded on a national or international exchange are valued at the last reported sales price on the last business day of the fiscal year at current exchange rates. The fair market value of the investments in mutual funds of \$97,364,981 and \$88,989,602 at June 30, 2012 and 2011, respectively, was valued by the respective mutual fund management firms. Purchases and sales of securities are reflected on the trade date and investment income is recognized as earned.

**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
RETIREES' OTHER POST EMPLOYMENT BENEFITS TRUST**

**NOTES TO THE FINANCIAL STATEMENTS
FOR FISCAL YEARS ENDED JUNE 30, 2012 and 2011**

C. Net Appreciation (Depreciation) on Investments

Net appreciation (depreciation) on investments represents unrealized gains and losses. Unrealized appreciation (depreciation) adjusts investment carrying amounts to reflect current market values, based on quoted prices in an active market.

D. Administrative Expenses

Certain internal costs of administering the Trust are paid by the Trust. Administrative expenses for the year ended June 30, 2012 and 2011 were \$29,278 and \$26,755, respectively.

E. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

NOTE 3 – INVESTMENTS

The Trust has adopted an internally developed investment policy that is governed by the standards established in the California Constitution. In addition, the Trust has written investment policies regarding the type of investments that may be made specifically for the Trust and the amount, which may be invested in any one financial institution or amounts that may be invested in long-term instruments. Management believes the Trust has complied with the provisions of statutes pertaining to the types of investments held, institutions in which deposits were made, and security requirements.

The Trust maintains all of its operating cash funds in VTA's cash and investment pool. The pool functions as a demand deposit account for the Trust, as amounts can be withdrawn at any time upon demand. VTA's management and its Board of Directors are responsible for oversight of the cash and investment pool. Information regarding the characteristics of the entire investment pool can be found in the VTA's financial statements. That report may be obtained by writing to Santa Clara Valley Transportation Authority – Fiscal Resources Division, 3331 North First Street, San Jose, California, 95134. The fair market value of the Trust's position in the cash pool is the same as the value of the cash pool shares. As of June 30, 2012 and 2011 the Trust has \$538,514 and \$827,136, respectively, in VTA's cash and investment pool.

Custodial Credit Risk

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, the Trust will not be able to recover the value of its investment or collateral securities that are in the possession of another party. The Trust's investment policy provides for the use of a custodian/trustee to invest the Trust's assets as directed by investment managers. The Trust's investment securities were held by Union Bank Trust Department, a custodial bank, at June 30, 2012 and 2011 separate from the counterparty, in the name of Santa Clara Valley Transportation Authority (VTA). VTA's securities are not part of Union Bank's assets and not attachable by any of its creditors.

**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
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**NOTES TO THE FINANCIAL STATEMENTS
FOR FISCAL YEARS ENDED JUNE 30, 2012 and 2011**

VTA held investments that are not registered in the name of the Trust but are held in a mutual fund as follows:

| Type of Investment | June 30,2012 Amount | Percent of Portfolio | June 30,2011 Amount | Percent of Portfolio |
|--|------------------------|-------------------------|------------------------|-------------------------|
| State Street Global Advisors S&P 500 Conservative Index | \$ 97,364,981 | 57.87% | \$ 88,989,602 | 59.05% |

Interest Rate Risk

Interest rate risk is the risk that changes in market rates will adversely affect the fair market value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market rates. One of the Trust's primary goals is to provide sufficient liquidity to meet future retirees' other post employment benefit obligations, however, the Trust does not have any policies specifically addressing interest rate risk.

The following table shows the time distribution for the maturity of the Trust's assets, other than equity-based securities and mutual funds which have no specific maturity dates, as of June 30, 2012:

| Type of Investment | Fair Value | Less Than 1 Year | 1-5 Years | Greater than 6 Years |
|------------------------------------|----------------------|---------------------|----------------------|-------------------------|
| Corporate Obligations | \$ 29,883,147 | \$ 563,303 | \$ 6,052,661 | \$ 23,267,183 |
| U.S. Government Agency Obligations | 27,980,114 | 50,221 | 823,932 | 27,105,961 |
| U.S. Treasury Obligations | 11,421,043 | 6,276,415 | 5,144,628 | - |
| Money Market* | 1,056,789 | 1,056,789 | - | - |
| Total | <u>\$ 70,341,093</u> | <u>\$ 7,946,728</u> | <u>\$ 12,021,221</u> | <u>\$ 50,373,144</u> |

The following table shows the time distribution for the maturity of the Trust's assets, other than equity-based securities and mutual funds which have no specific maturity dates, as of June 30, 2011:

| Type of Investment | Fair Value | Less Than 1 Year | 1-5 Years | Greater than 6 Years |
|------------------------------------|----------------------|---------------------|---------------------|-------------------------|
| Corporate Obligations | \$ 20,857,258 | \$ 81,290 | \$ 4,870,420 | \$ 15,905,548 |
| U.S. Government Agency Obligations | 29,225,964 | 349,443 | 324,850 | 28,551,671 |
| U.S. Treasury Obligations | 10,624,743 | 8,215,248 | 2,409,495 | - |
| Money Market* | 171,694 | 171,694 | - | - |
| Total | <u>\$ 60,879,659</u> | <u>\$ 8,817,675</u> | <u>\$ 7,604,765</u> | <u>\$ 44,457,219</u> |

* The time distribution for the money market funds is based on the weighted average maturity of investments comprising the funds.

The fair value of interest sensitive instruments may also be affected by the creditworthiness of the issuer, prepayment options, relative values of alternative investments, and other general market conditions. Certain fixed maturity investments have call provisions that could result in shorter maturity periods. The majority of U.S. Government agency obligations in the amount of \$27,980,114 and \$29,225,964 at June 30, 2012 and 2011, respectively, are backed by mortgage pass-through securities which are sensitive to interest rate changes. Therefore, if interest rate declines, the mortgages are subject to prepayment by borrowers.

**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
RETIREES' OTHER POST EMPLOYMENT BENEFITS TRUST**

**NOTES TO THE FINANCIAL STATEMENTS
FOR FISCAL YEARS ENDED JUNE 30, 2012 and 2011**

Credit Risk

Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This risk is measured by the assignment of a rating by the nationally recognized statistical rating organizations. The Trust's investment policy has mitigated credit risk by prioritizing safety of principal above other investment objectives, by requiring third-party investment manager applicants to meet certain requirements, by diversifying the portfolio, and by establishing monitoring procedures.

The following is a summary of the credit quality distribution for investments with credit exposure as a percentage of total investments at June 30, 2012 and 2011 as rated by Standard and Poor's:

| Type of Investment | Rating | Percent of Portfolio | |
|---|----------------|----------------------|---------|
| | | 2012 | 2011 |
| Corporate Obligations | AAA | 0.01% | 0.24% |
| | AA | 1.36% | 1.26% |
| | A | 8.57% | 6.73% |
| | BBB | 7.82% | 5.62% |
| U.S. Agency Securities | Not Applicable | 16.63% | 19.39% |
| U.S. Treasury | Not Applicable | 6.79% | 7.05% |
| Pooled Cash and Investment with VTA Enterpri: | Not Applicable | 0.32% | 0.55% |
| Money Market | Not Applicable | 0.63% | 0.11% |
| Mutual Funds | Not Applicable | 57.87% | 59.05% |
| TOTAL | | 100.00% | 100.00% |

**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
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**NOTES TO THE FINANCIAL STATEMENTS
FOR FISCAL YEARS ENDED JUNE 30, 2012 and 2011**

Concentration of Credit Risk

Concentration of credit risk is the risk that the failure of anyone issuer would place an undue financial burden on the Trust. The Trust's investment policy mitigates the concentration of credit risk by identifying percentage ranges for different types of investments and specific targets within the percentage ranges. Disclosure of concentration of credit risk is defined as any investments with one issuer that are greater than 5% of the total Trust investments. As of June 30, 2012, the Trust had \$14,912,751 or 8.9% of total Trust investments, invested in securities issued by Federal National Mortgage Association (Fannie Mae). As of June 30, 2011, the Trust had \$19,155,628 or 12.7% of total Trust investments, invested in securities issued by Fannie Mae. Investments issued by or explicitly guaranteed by the U.S. Government and investments in mutual funds, external investment pools and other pooled investments are exempt from this requirement, as they are normally diversified themselves.

NOTE 4 – ANNUAL TRUST COST AND NET TRUST OBLIGATIONS

VTA's Annual Required Contribution (ARC) to the Trust is an amount actuarially determined in accordance with the parameters of GASB Statement 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years.

| | | |
|-----------------------------------|----|--------------|
| Annual Required Contributions | \$ | 17,320,891 |
| Interest on Net Trust Obligations | | - |
| Annual Trust Cost (Expense) | | 17,320,891 |
| Contributions Made | | (17,320,891) |
| Net Plan Asset, Beginning of Year | | - |
| Net Plan Asset, End of Year | \$ | - |

The annual Trust cost, the percentage of annual Trust cost contributed to the Trust, and the net VTA asset for fiscal years ending 2012, 2011 and 2010 are as follows:

| Year Ended June 30, | Annual Required Contribution | Amount Contributed | Percentage of Annual Trust Cost Contributed | Net VTA Asset |
|------------------------|---------------------------------|-----------------------|--|------------------|
| 2012 | \$ 17,320,891 | \$ 17,320,891 | 100% | \$ - |
| 2011 | 16,208,373 | 16,208,373 | 100% | - |
| 2010 | 14,848,823 | 15,186,899 | 102% | 837,442 |

**REQUIRED SUPPLEMENTARY INFORMATION
(UNAUDITED)**

**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
RETIREES' OTHER POST EMPLOYMENT BENEFITS TRUST**

**SCHEDULE OF FUNDING PROGRESS
FOR FISCAL YEAR ENDED JUNE 30, 2012**

Funding Status and Funding Progress

Actuarial valuations of an ongoing Trust involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the Trust and annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding, presented as required supplementary information, presents multiyear trend information about whether the actuarial value of Trust assets is increasing or decreasing over time relative to actuarial accrued liabilities for benefits.

Schedule of Funding Progress¹ for June 30, 2011, 2010 and 2008 is as follows: (in thousands)

| Actuarial Valuation Date | Actuarial Value of Assets (a) | Actuarial Accrued Liability (AAL) (b) | Unfunded Actuarial Accrued Liability (UAAL) (b-a) | Funded Ratio (a/b) | Covered Payroll (c) | UAAL as a Percentage of Covered Payroll ([b-a]/c) |
|--------------------------------|--|---|--|--------------------------|---------------------------|---|
| 6/30/2011 | \$ 150,716 | \$ 254,187 | \$ 103,471 | 59.3% | \$ 137,050 | 75.5% |
| 6/30/2010 | 119,687 | 226,022 | 106,335 | 53.0% | 140,601 | 75.6% |
| 6/30/2008 | 104,404 | 225,482 | 121,078 | 46.3% | 155,426 | 77.9% |

¹ The schedule of funding progress presents the most recent actuarial information regarding the funding progress of the Trust.

**SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
RETIREES' OTHER POST EMPLOYMENT BENEFITS TRUST**

**SUMMARY OF ACTUARIAL METHODS AND ASSUMPTIONS
FOR FISCAL YEAR ENDED JUNE 30, 2012**

| <u>Description</u> | <u>Methods/Assumptions</u> |
|-------------------------------|---|
| Valuation date | June 30, 2011 |
| Funding Method | Entry Age Normal to Final Decrement (Entry Age Normal Cost, level percent of pay for Prior Valuation) |
| Asset Valuation Method | Market value of assets |
| Remaining amortization period | 17 years |
| Actuarial assumptions | |
| Discount rate | 7.75% |
| Payroll growth | 3.25% per year |
| Inflation component | 3.25% |