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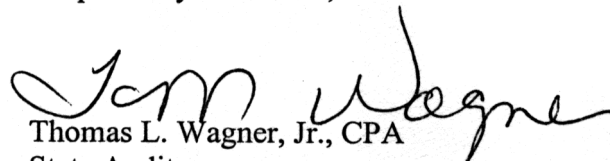
July 20, 2000

The Honorable James H. Hodges, Governor
and
Mr. Charles S. Way, Jr., Secretary of Commerce
South Carolina Department of Commerce
Columbia, South Carolina

This report on the audit of the financial statements of the Tangent Transportation Company, a division of the South Carolina Department of Commerce – Division of Public Railways, for the fiscal year ended December 31, 1999, was issued by Wilkes & Company, Certified Public Accountants, under contract with the South Carolina Office of the State Auditor.

If you have any questions regarding this report, please let us know.

Respectfully submitted,


Thomas L. Wagner, Jr., CPA
State Auditor

**SOUTH CAROLINA DEPARTMENT OF COMMERCE -
DIVISION OF PUBLIC RAILWAYS**

TANGENT TRANSPORTATION COMPANY

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 1999

SOUTH CAROLINA DEPARTMENT OF COMMERCE -
DIVISION OF PUBLIC RAILWAYS,
TANGENT TRANSPORTATION COMPANY

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YEAR ENDED DECEMBER 31, 1999

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INDEPENDENT AUDITOR'S REPORT

Mr. Thomas L. Wagner, Jr., CPA
State Auditor
South Carolina Office of the State Auditor
Columbia, South Carolina

We have audited the accompanying financial statements of the Tangent Transportation Company, a division of the South Carolina Department of Commerce - Division of Public Railways, as of December 31, 1999, and for the year then ended as listed in the table of contents. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes 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 audit provides a reasonable basis for our opinion.

As described in Note 1, the financial statements of the Tangent Transportation Company are intended to present the financial position, results of operations, and the cash flows of only that portion of the funds of the State of South Carolina that is attributable to the transactions of the Tangent Transportation Company, an enterprise fund of the State. These financial statements do not include other funds or enterprises of the Division of Public Railways, Department of Commerce, or the State or any component units of the States. These financial statements are not intended to present fairly the financial position of the State of South Carolina primary government or financial reporting entity of the South Carolina Department of Commerce - Division of Public Railways and the results of their operations and cash flows in conformity with generally accepted accounting principles.

In our opinion, the financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of the Tangent Transportation Company as of December 31, 1999, and the results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.

Columbia, South Carolina
June 6, 2000

FINANCIAL STATEMENTS

SOUTH CAROLINA DEPARTMENT OF COMMERCE -
DIVISION OF PUBLIC RAILWAYS,
TANGENT TRANSPORTATION COMPANY

BALANCE SHEET
DECEMBER 31, 1999

ASSETS

Current Assets:

Cash and cash equivalents	\$ 389,012
Accounts receivable	272,063
Accounts receivable from other divisions	68,360
Inventories	10,050
Prepayments	<u>11,497</u>

Total Current Assets	<u>750,982</u>
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Property, Plant, and Equipment, Net of Accumulated
Depreciation of \$126,515

637,619

Total Assets	<u><u>\$ 1,388,601</u></u>
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LIABILITIES AND FUND EQUITY

Current Liabilities:

Accounts payable, CSX Transportation, Inc.	\$ 76,962
Accounts payable to other divisions	37,841
Accounts payable - other	119,342
Payroll taxes withheld and accrued employee benefits	13,096
Accrued annual leave and related benefits	<u>42,519</u>

Total Current Liabilities	<u>289,760</u>
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Fund Equity:

Contributed capital	<u>125,000</u>
Retained earnings:	
Working capital contingency reserve	50,000
Unreserved and unappropriated	<u>923,841</u>

Total Retained Earnings	<u>973,841</u>
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Total Fund Equity	<u>1,098,841</u>
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Total Liabilities and Fund Equity	<u><u>\$ 1,388,601</u></u>
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THE ACCOMPANYING NOTES ARE AN
INTEGRAL PART OF THIS FINANCIAL STATEMENT

SOUTH CAROLINA DEPARTMENT OF COMMERCE -
DIVISION OF PUBLIC RAILWAYS,
TANGENT TRANSPORTATION COMPANY

**STATEMENT OF REVENUES, EXPENSES AND CHANGES
IN RETAINED EARNINGS**
FOR THE YEAR ENDED DECEMBER 31, 1999

Operating Revenues:	
Freight charges	\$ 622,687
Contractual services - other divisions	178,344
Contractual services - outside parties	<u>445,748</u>
Total Operating Revenues	<u>1,246,779</u>
Operating Expenses:	
Railway Operating Expenses:	
Maintenance of Way and Structures:	
Supervision	34,362
Depreciation	4,213
Other maintenance of way expenses	<u>613,182</u>
Total Maintenance of Way and Structures	<u>651,757</u>
Maintenance of Equipment:	
Other equipment expenses	<u>37,673</u>
Total Maintenance of Equipment	<u>37,673</u>
Transportation:	
Yard employees	64,955
Other transportation expenses	<u>48,087</u>
Total Transportation	<u>113,042</u>
General:	
Administration	22,146
Insurance	32,283
Management Fees	<u>78,300</u>
Total General	<u>132,729</u>
Total Railway Operating Expenses	<u>935,201</u>

THE ACCOMPANYING NOTES ARE AN
INTEGRAL PART OF THIS FINANCIAL STATEMENT

SOUTH CAROLINA DEPARTMENT OF COMMERCE -
DIVISION OF PUBLIC RAILWAYS,
TANGENT TRANSPORTATION COMPANY

**STATEMENT OF REVENUES, EXPENSES AND CHANGES
IN RETAINED EARNINGS**

FOR THE YEAR ENDED DECEMBER 31, 1999

Other General Operating Expenses:	
Rent expense for leased equipment	24,000
Hire of freight cars	19,129
Weighing cars	<u>68,135</u>
 Total Other General Operating Expenses	 <u>111,264</u>
 Total Operating Expenses	 <u>1,046,465</u>
 Operating Income	 <u>200,314</u>
Nonoperating Revenues (Expenses):	
Interest income	18,200
Other income	11,347
Loss on disposal of asset	<u>(2,700)</u>
 Total Nonoperating Revenues (Expenses)	 <u>26,847</u>
 Net Income	 227,161
Retained Earnings, Unreserved:	
Beginning of year	<u>696,680</u>
 End of year	 <u>\$ 923,841</u>

THE ACCOMPANYING NOTES ARE AN
INTEGRAL PART OF THIS FINANCIAL STATEMENT

SOUTH CAROLINA DEPARTMENT OF COMMERCE -
DIVISION OF PUBLIC RAILWAYS
TANGENT TRANSPORTATION COMPANY

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 1999

Cash Flows From Operating Activities	
Operating income	\$ 200,314
Adjustments to reconcile operating loss to net cash provided by operating activities:	
Depreciation	4,213
Other nonoperating revenues	11,347
(Increase) decrease in assets:	
Accounts receivable	1,249
Accounts receivable from other divisions	(68,360)
Inventories	5,914
Prepayments	(4,100)
Increase (decrease) in liabilities:	
Accounts payable, CSX	(84,604)
Accounts payable to other divisions	20,357
Accounts payable, other	(2,801)
Payroll taxes withheld and accrued employee benefits	12,060
Accrued annual leave and benefits	<u>35,709</u>
Net Cash Provided by Operating Activities	<u>131,298</u>
Cash Flows from Capital and Related Financing Activities:	
Purchase of fixed assets	<u>(13,340)</u>
Net Cash used by Capital and Related Financing Activities	<u>(13,340)</u>
Cash Flows from Investing Activities:	
Interest received on deposits with the State Treasurer	<u>18,200</u>
Net Cash Provided by Investing Activities	<u>18,200</u>
Net Decrease in Cash and Cash Equivalents	136,158
Cash and Cash Equivalents, Beginning of Year	<u>252,854</u>
Cash and Cash Equivalents, End of Year	<u><u>\$ 389,012</u></u>

Noncash Supplemental Disclosures:

Capital and Related Financing Activities:

The Division retired an asset with a book value of \$2,700.

Included in accounts receivable is an amount due from the South Carolina Ports Authority in the amount of \$38,753 which is a recovery of fixed asset costs associated with rehabilitation of the Port Royal Railroad.

THE ACCOMPANYING NOTES ARE AN
INTEGRAL PART OF THIS FINANCIAL STATEMENT

SOUTH CAROLINA DEPARTMENT OF COMMERCE -
DIVISION OF PUBLIC RAILWAYS,
TANGENT TRANSPORTATION COMPANY

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 1999

NOTE 1 - REPORTING ENTITY

The core of the financial reporting entity is the primary government which has a separately elected governing body. As required by generally accepted accounting principles, the financial reporting entity includes both the primary government and all its component units. Component units are legally separate organizations for which the elected officials or the primary government are financially accountable. In turn, component units may have component units.

An organization other than a primary government may serve as a nucleus for a reporting entity when it issues separate financial statements. The organization is identified herein as a primary entity.

The primary entity is financially accountable if it appoints a voting majority of the organization's governing body including situations in which the voting majority consists of the primary entity's officials serving as required by law (e.g., employees who serve in an ex officio capacity on the component unit's board are considered appointments by the primary entity) and (1) it is able to impose its will on that organization or (2) there is a potential for the organization to provide specific financial benefits to, or impose specific financial burdens on, the primary entity. The primary entity also may be financially accountable if an organization is fiscally dependent on it even if it does not appoint a voting majority of the board. An organization is fiscally dependent on the primary entity that holds one or more of the following powers:

- (1) Determine its budget without another government's having the authority to approve and modify that budget.
- (2) Levy taxes or set rates or charges without approval by another government.
- (3) Issue bonded debt without approval by another government.

Based on the application of the above criteria, no component units are included in the reporting entity.

Tangent Transportation Company (TTC) is part of the State of South Carolina Primary Government. TTC is reported within the Public Railways Division enterprise fund in the State's Comprehensive Annual Financial Report.

Effective July 1, 1993, as part of the Government Restructuring Act of 1993, Code Section 13-1-1310 created the Division of Public Railways (the Division) within the Department of Commerce which is governed by the Secretary of the Department of Commerce.

SOUTH CAROLINA DEPARTMENT OF COMMERCE -
DIVISION OF PUBLIC RAILWAYS
TANGENT TRANSPORTATION COMPANY

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1999

(Continued)

The Department of Commerce is a cabinet agency operating under the governor and is subject to state laws and regulations. The Division however is not subject to the State Procurement Code or Appropriation Act. Also, the Division is not subject to State Human Resource Regulations. The Secretary of the Department of Commerce is responsible for oversight of the Division. The Division has powers of a body corporate including,

1. The power to sue or be sued, and make contracts.
2. To acquire by purchase or donation and to own, rent, lease, mortgage and dispose of real or personal property.
3. To operate, acquire, construct, maintain and control the tracks and equipment of the Division and be governed by rules and regulations of the Interstate Commerce Commission and its successor, the Surface Transportation Board.
4. To employ and dismiss the employees of the Division and to fix and to pay the compensation thereof.
5. To issue revenue bonds and other obligations, subject to approval by the State Budget and Control Board, to defray the cost of acquisition of other railroads.

The South Carolina Department of Commerce - Division of Public Railways consists of three separate divisions: the Port Utilities Commission and Port Terminal Railroad (PUC-PTR), the East Cooper and Berkeley Railroad (ECBR), and the Tangent Transportation Company (TTC). The functions of each of the divisions are different and are outlined in the report on the combined financial statements of the South Carolina Department of Commerce - Division of Public Railways which are presented under separate cover. The function of Tangent Transportation Company is as follows:

Tangent Transportation Company (TTC) was formed to acquire and operate the Yemassee to Port Royal railroad. On April 16, 1985, a notice was filed by the Tangent Transportation Company with the Surface Transportation Board for a modified rail certificate of public convenience and necessity under 49 C.F.R. 1150, subpart C, to operate a line of trackage from Yemassee to Port Royal in Beaufort County, South Carolina, called the Port Royal Railroad. This line of railroad had formerly been owned and operated by Seaboard System Railroad, Inc. Also effective January 1, 1999, TTC operates a maintenance of way department which does contractual services for other divisions and also outside parties.

SOUTH CAROLINA DEPARTMENT OF COMMERCE -
DIVISION OF PUBLIC RAILWAYS
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NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1999

(Continued)

South Carolina State Ports Authority, a political subdivision of the State of South Carolina, purchased the line and negotiated with Tangent Transportation

SOUTH CAROLINA DEPARTMENT OF COMMERCE -
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TANGENT TRANSPORTATION COMPANY

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1999

(Continued)

Company, a wholly-owned subsidiary of the South Carolina Public Railways Commission, to operate the line. Tangent Transportation Company commenced operation on May 14, 1985.

The accompanying financial statements present the financial position, results of operations, and the cash flows solely of the Tangent Transportation Company and do not include any other funds of the State of South Carolina, or other divisions of the South Carolina Department of Commerce - Division of Public Railways.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

TTC adheres to generally accepted accounting principles as promulgated by the Governmental Accounting Standards Board.

The South Carolina Department of Commerce - Division of Public Railways is required by State Law (58-19-110) to maintain separate accounting of its three divisions: the Port Utilities Commission and Port Terminal Railroad, the East Cooper and Berkeley Railroad, and the Tangent Transportation Company. Presented here are the financial statements of the Tangent Transportation Company division of the South Carolina Department of Commerce - Division of Public Railways.

TTC utilizes the accrual basis of accounting. Under the accrual basis of governmental accounting for enterprise funds, revenues are recognized in the accounting period in which they are earned and become measurable. Expenses are recognized in the period incurred, if measurable. Fund equity is segregated into contributed capital and retained earnings components. The operating statement presents increases (e.g., revenues) and decreases (e.g., expenses) in net total assets. The accounting principles utilized by the Division and Tangent Transportation Company are in conformity with the uniform system of accounts for railroad companies prescribed by the Surface Transportation Board and generally accepted accounting principles. TTC has elected to apply all Financial Accounting Standards Board statements and interpretations issued prior to December 31, 1989, unless they conflict with GASB pronouncements.

Fund Accounting

TTC uses funds to report its financial position and the 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.

SOUTH CAROLINA DEPARTMENT OF COMMERCE -
DIVISION OF PUBLIC RAILWAYS
TANGENT TRANSPORTATION COMPANY

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 1999

(Continued)

SOUTH CAROLINA DEPARTMENT OF COMMERCE -
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NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1999

(Continued)

A fund is a separate fiscal and accounting entity with a self-balancing set of accounts recording cash and other financial resources, together with related liabilities and residual equities or balances and changes therein which are segregated to carry on specific activities or attain certain objectives in accordance with applicable regulations, restrictions or limitations. Separate accounts are maintained for each fund. Accordingly, all financial transactions have been reported by fund type.

Funds are classified into three categories: governmental, proprietary, and fiduciary. Each category, in turn, is divided into separate "fund types." TTC reports activities by the enterprise "fund type" under the proprietary fund category.

Proprietary funds are used to account for activities similar to those found in the private sector, where the determination of net income is necessary or useful to sound financial administration. Goods or services for such activities can be provided either to outside parties (enterprise funds) or to other departments or agencies primarily within the government (internal service funds).

Enterprise funds account for activities that are self sustaining, primarily through user charges or are used when management wants to control or measure costs of services.

Property, Plant, and Equipment

Except for track and roadway, fixed assets with a unit acquisition cost in excess of \$2,000 are capitalized and depreciated over the estimated useful lives of the assets using the straight-line method of depreciation. Estimated useful lives are as follows:

Buildings	40 years
Road and Equipment	3 - 4 years

Assets valued at less than \$2,000 are expensed when purchased.

The majority of track and roadway is owned by the State Ports Authority. Track and roadway when paid for by TTC are capitalized at cost and depreciation is not recognized. Replacements and repairs are expensed in the period that costs are incurred. Betterments to track and roadway are capitalized, if paid for by TTC.

Inventories

Inventories consisting of materials and supplies are stated at the lower of cost or market using the weighted average method.

SOUTH CAROLINA DEPARTMENT OF COMMERCE -
DIVISION OF PUBLIC RAILWAYS
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NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1999

(Continued)

Policy for Uncollectible Accounts

At year end management reviews past due accounts receivable and recognizes bad debt expense for those accounts determined to be uncollectible. This method is not in conformity with generally accepted accounting principles which requires accounts receivable to be reported at net realizable value using an allowance for uncollectible accounts. However based on the Company's collection history, the results from using the direct write-off method are not materially different from the allowance method.

Contributed Capital

Contributed capital is an equity account which shows the amount of permanent capital contributed to the Company by governmental agencies and private developers. Depreciation recognized on assets acquired or constructed through such resources externally restricted for capital acquisitions is charged against current operations. There were no changes to contributed capital in the current year.

Reserved Retained Earnings

A reserve for working capital is required under an agreement between the Company and South Carolina Ports Authority when the Ports Authority provided start-up monies for Tangent Transportation Company. The agreement required Tangent Transportation Company to maintain a \$50,000 working capital reserve.

Statement of Cash Flows

For purposes of this statement the Company considers deposits with the State of South Carolina cash management pool to be cash equivalents because they are readily convertible to cash with insignificant risk of loss in value.

Cash and Cash Equivalents

The amounts shown in the financial statements as "cash and cash equivalents" represents cash on hand with the State Treasurer and cash invested in various investments of the State Treasurer as part of the State's cash management pool.

Because the cash management pool operates as a demand deposit account, amounts invested in the pool are classified as cash and cash equivalents. The pool includes some long-term investments such as obligations of the United States and certain agencies of the United States, obligations of the State of South Carolina and certain of its political subdivisions, certificates of deposit, collateralized repurchase agreements, and certain corporate bonds. Most State agencies participate in the cash

SOUTH CAROLINA DEPARTMENT OF COMMERCE -
DIVISION OF PUBLIC RAILWAYS
TANGENT TRANSPORTATION COMPANY

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1999

(Continued)

management pool; however, some agency accounts are not included in the pool because of restrictions on the use of funds. For those accounts, cash equivalents included investments in short-term, highly liquid securities having a maturity of three months or less.

The State's cash management pool consists of a general deposit account and several special deposit accounts. The State records an agency's equity interest in the general deposit account, however all earnings on that account are credited to the State General Fund. TTC, however, only has special deposit accounts. Investments in the pool are recorded at fair value. Interest earned by the agency's special deposit accounts is posted to the agency's account at the end of each month and is retained by the agency. Interest earnings are allocated based on the percentage of an agency's accumulated daily interest receivable to the total undistributed interest received by the pool. Reported non-operating interest income includes interest earnings, realized gains/losses and unrealized gains/losses on investments in the pool.

Although the cash management pool includes some long-term investments, it operates as a demand deposit account; therefore, for credit risk information pertaining to the cash management pool, see the deposits disclosures in Note 3.

NOTE 3 - DEPOSITS

All deposits of the Company are under the control of the State Treasurer who, by law, has sole authority for investing State funds.

State law requires full collateralization of all State Treasurer bank balances. The State Treasurer must correct any deficiencies in collateral within seven days. At June 30, 1999, all State Treasurer bank balances were fully insured or collateralized with securities held by the State or by its agents in the State's name.

With respect to investments in the State's cash management pool, all of the State Treasurer's investments are insured or registered or are investments for which the securities are held by the State or its agent in the State's name. Information pertaining to the reported amounts, fair values, and credit risk of the State Treasurer's investments is disclosed in the Comprehensive Annual Financial Report of the State of South Carolina.

NOTE 4 - PROPERTY, PLANT, AND EQUIPMENT

Property, plant and equipment is stated at original cost and is depreciated on a straight-line method. Property, plant and equipment is summarized as follows:

SOUTH CAROLINA DEPARTMENT OF COMMERCE -
DIVISION OF PUBLIC RAILWAYS
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NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1999

(Continued)

<u>Assets</u>	<u>Estimated Useful Life (Years)</u>	
Land		\$ 102,293
Building	40	170,669
Equipment	3 - 4	142,553
Non-depreciable road	-	<u>348,619</u>
		764,134
Less accumulated depreciation		<u>126,515</u>
		<u>\$ 637,619</u>

Depreciation expense for the period ended December 31, 1999 was \$4,213. Title to any building or track will remain with the Ports Authority if the Company ceases operations of the railroad. The Ports Authority paid one half (\$170,669) of the cost of the engine house. Amounts paid by the Ports Authority have not been recorded on the books of the Company. In 1995 the Company purchased land to be used for storage purposes. The title to the land is in the Company's name.

During 1999, the Ports Authority reimbursed \$67,098 of costs associated with rehabilitation of Port Royal Railroad. \$25,413 of these costs had been capitalized in 1998. Total costs incurred through December 31, 1999 on the rehabilitation was \$237,472 of which \$130,000 was reimbursed by the Ports Authority including \$38,753 which is a receivable at December 31, 1999.

NOTE 5 - ACCOUNTS PAYABLE, CSX TRANSPORTATION, INC.

Tangent Transportation Company has a reciprocal agreement with CSX Transportation, Inc., whereby freight charges to customers are billed by the railroad line that originated the rail carrier order. Therefore, Tangent Transportation Company may bill a customer for the entire freight charge even though both Port Royal Railroad and railroad lines owned by CSX Transportation, Inc. were used. Tangent Transportation Company then remits to CSX their portion of the freight revenue due them. As of December 31, 1999, \$76,962 had not yet been remitted to CSX Transportation, Inc.

NOTE 6 - ACCRUED ANNUAL LEAVE

Non-union employees are entitled to accrue and carry forward at calendar year end a maximum of 180 days sick leave and 45 days annual vacation leave. Upon termination of employment, employees are entitled to be paid for accumulated unused annual vacation leave up to the maximum of 45 days, but are not entitled to any payment for unused sick leave. Employees do not accrue or carry forward holiday leave, compensatory time or overtime. TTC does not have union employees.

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DIVISION OF PUBLIC RAILWAYS
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NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 1999

(Continued)

SOUTH CAROLINA DEPARTMENT OF COMMERCE -
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NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1999

(Continued)

TTC calculates the gross compensated absences liability based on recorded balances of unused leave. The entire unpaid liability for which the employer expects to compensate employees through paid time off or cash payments, inventoried at fiscal year-end current salary costs and the cost of the salary-related benefit payments is recorded as a current liability. The net change in the liability is recorded in the current year in the applicable operating departments.

NOTE 7 - OPERATING LEASES

The total rent expense for the year ended December 31, 1999, for operating leases was \$60,000. This relates to a month-to-month lease arrangement with Tangent Transportation Company's sister division, PUC-PTR, for two locomotives which the monthly rental is \$1,000 per locomotive. Also PUC-PTR leased maintenance of way equipment to TTC for an annual amount of \$36,000. Total rent for locomotives was \$24,000. The \$36,000 rent paid for maintenance of way is included in other maintenance of the way expenses. See Note 11 for maintenance of way department.

NOTE 8 - PENSION PLANS AND EMPLOYEE BENEFIT PLANS

The Retirement Division of the State Budget and Control Board maintains four independent defined benefit plans and issues its own publicly available Comprehensive Annual Financial Report (CAFR) which includes financial statements and required supplementary information. A copy of the separately issued CAFR may be obtained by writing to the Retirement Division, 202 Arbor Lake Drive, Columbia, South Carolina, 29223. Furthermore, the Division and the four pension plans are included in the CAFR of the State of South Carolina.

The majority of employees of the Division are covered by a pension plan through the South Carolina Retirement System (SCRS), a cost-sharing multiple-employer defined benefit pension plan administered by the Retirement Division, a public employee retirement system. Generally all State employees are required to participate in and contribute to the SCRS as a condition of employment unless exempted by law as provided in Section 9-1-480 of the South Carolina Code of Laws. This plan provides retirement annuity benefits as well as disability, cost of living adjustment, death, and group-life insurance benefits to eligible employees and retirees.

Under SCRS, employees are eligible for a full service retirement annuity upon reaching age 65 or completion of 30 years credited service regardless of age. The benefit formula for full benefits effective since July 1, 1989, for the SCRS is 1.82

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(Continued)

percent of an employee's average final compensation multiplied by the number of years of credited service. Early retirement options with reduced benefits are available as early as age 55. Employees are vested for a deferred annuity after five years service and qualify for a survivor's benefit upon completion of 15 years credited service. Disability annuity benefits are payable to employees totally and permanently disabled provided they have a minimum of five years credited service. A group-life insurance benefit equal to an employee's annual rate of compensation is payable upon the death of an active employee with a minimum of one year of credited service.

Since July 1, 1988, employees participating in the SCRS have been required to contribute 6.0% of all compensation. Effective July 1, 1999, the employer contribution rate became 9.50% which included a 1.95% surcharge to fund retiree health and dental insurance coverage. The rate for the State's fiscal year 1998 (effective July 1, 1997) was 9.58% which included a 2.03% surcharge. The Division's actual contributions to the SCRS for the fiscal year ended December 31, 1999 were \$22,477, and equaled the required contributions of 7.55% (excluding the surcharge) for the year. Employer contributions for 1998 were \$5,912 and for 1997 were \$4,890. Also, the Division paid employer group-life insurance contributions of \$447 in the current fiscal year at the rate of .15% of compensation.

The amounts paid by the Tangent Transportation Company division for pension and group-life benefits are recorded in the appropriate operating department corresponding to the employee for whom contributions are made.

Article X, Section 16, of the South Carolina Constitution requires that all State operated retirement systems be funded on a sound actuarial basis. Title 9 of the South Carolina Code of Laws of 1976, as amended, prescribes requirements relating to membership, benefits, and employee/employer contributions for each pension plan. Employee and employer contribution rates to SCRS are actuarially determined. The surcharges to fund retiree health and dental insurance are not part of the actuarially established rates. Annual benefits, payable monthly for life, are based on length of service and on average final compensation (an annualized average of the employee's highest 12 consecutive quarters of compensation).

The System does not make separate measurements of assets and pension liabilities for individual employers. Under Title 9 of the South Carolina Code of Laws, the Division's liability under the plan is limited to the amounts of contributions (stated as a percentage of covered payroll) established by the State Budget and Control Board. Therefore, the Division's liability under the pension plan is limited to the contribution requirements for the applicable year from amounts appropriated therefor in the South Carolina Appropriation Act and amounts from other applicable revenue sources. Accordingly, the Division recognizes no contingent liability for unfunded costs associated with participation in the plan.

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(Continued)

At retirement, employees participating in the SCRS receive additional service credit (at a rate of 20 days equals one month of service) for up to 90 days for accumulated unused sick leave.

Tangent Transportation Company contributed \$75,974 this year to the U.S. Railroad Retirement System, which covers all employees. Participation is mandatory. This program is a two-tier system which is funded based on each employee's gross annual wages. Effective January 1, 1999, wages up to \$72,600 were funded at 6.2% by TTC to meet Tier 1 funding requirements and all wages were funded at 1.45% by TTC to meet Tier I Medicare Funding requirements. TTC funded wages up to \$53,700 at 16.1% to meet Tier II funding requirements. Employees matched the Division's Tier 1 contribution, but paid only 4.9% versus TTC's 16.1% Tier II rate on wages up to \$53,700 for the maximum Tier II employee liability of \$2,631. In addition, there is a supplemental charge based on hours worked in a given month. The rate is 35 cents per hour. The cost is borne by TTC.

This plan is administered by the U. S. Railroad Retirement Board, in accordance with the Railroad Retirement Acts.

Data concerning the actuarial status of the U.S. Railroad Retirement System as related to TTC is not available. TTC is not liable for any unfunded costs associated with the plan and recognized no contingent liability for such cost.

Post-Retirement and Other Employee Benefits

In accordance with the South Carolina Code of Laws and the annual Appropriation Act, the State of South Carolina provides certain health care, dental, and life insurance benefits to active and certain retired State employees and certain surviving dependents of retirees. All permanent full-time employees of Tangent Transportation Company are eligible to receive these benefits. The State provides post employment health and dental benefits to employees who retire from State service or who terminated with at least 20 years of State service who meet one or more of the eligibility requirement, such as age, length of service, and hire date. Generally those who retire must have at least 10 years of retirement service credit to qualify for State-funded benefits. Benefits are effective at date of retirement when the employee is eligible for retirement benefits. These benefits are provided through TTC's applicable revenue sources for active employees and the State Budget and Control Board for all participating State retirees except the portion funded through the pension surcharge and provided from other applicable revenue sources of the Tangent Transportation Company for its active employees who are not funded by State General Fund appropriations. The State finances health and dental plan benefits on a pay-as-you-go basis. Currently, approximately 19,500 State retirees meet these eligibility requirements.

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The Tangent Transportation Company recorded employer contribution expenses for these insurance benefits for active employees in the amount of \$27,879 for the year ended December 31, 1999. As discussed above, the Tangent Transportation Company paid \$5,919 applicable to the surcharge included with the employer contributions for retirement benefits. These amounts were remitted to the South Carolina Retirement Systems for distribution to the Office of Insurance Services for retiree health and dental insurance benefits.

Information regarding the cost of insurance benefits applicable to the Tangent Transportation Company retirees is not available. By State law, the Tangent Transportation Company has no liability for retirement benefits. Accordingly, the cost of providing these benefits for retirees is not included in the accompanying financial statements.

In addition, the State General Assembly periodically directs the Retirement Systems to pay supplemental (cost of living) increases to retirees. Such increases are primarily funded from System's earnings; however, a portion of the required amount is appropriated from the State General Fund annually for the SCRS benefits.

Deferred Compensation Plans

Several optional deferred compensation plans are available to State employees and employers of its political subdivisions. Certain employees of the Tangent Transportation Company have elected to participate.

The multiple-employer plans, created under Internal Revenue Service code sections 457, 401(k), and 403(b) are administered by third parties and are not included in the Comprehensive Annual Financial Report of the State of South Carolina. Compensation deferred under the plans is placed in trust for the contributing employee. The State has no liability for losses under the plans. Employees may withdraw the current value of their contributions when they terminate State employment. Employees may also withdraw contributions prior to termination if they meet requirements specified by the applicable plan.

On August 20, 1996, the provisions of Internal Revenue Service Code Section 457 were amended by adding subsection (g). That subsection provides that new plans will not be considered eligible plans unless all assets and income of the plans are held in trust for the exclusive benefit of the participants and their beneficiaries. Existing plans also must comply with this requirement by January 1, 1999. South Carolina's plan adopted this change effective July 24, 1998.

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NOTE 9 - TRANSACTIONS WITH STATE ENTITIES AND SISTER DIVISION

The Tangent Transportation Company division of the Division has a contractual agreement to receive from the South Carolina State Ports Authority a management fee when monthly freight charges revenue is insufficient to cover monthly expenses. For the year ended December 31, 1999, Tangent Transportation Company did not bill the State Ports Authority for any management fees related to this contract based on this condition.

Services received at no cost from State agencies include banking and investment functions from the State Treasurer, and, retirement plan administration from various divisions of the State Budget and Control Board. The Tangent Transportation Company had financial transactions with various State agencies during the year. Payments made in 1999 to the State Budget and Control Board were primarily for insurance coverage. The Company provided no services free of charge to other State agencies during the year.

During the year ended December 31, 1999, Tangent Transportation Company incurred costs for goods and services received from PUC-PTR as outlined by the following.

Management fee	\$ 90,000
Equipment rental	<u>60,000</u>
Total	<u>\$ 150,000</u>

PUC-PTR charges Tangent Transportation Company a management fee for administrative services at the Division office and operational duties at the yard incurred by PUC-PTR on behalf of Tangent. The fee was \$6,525 a month for administration and \$975 per month for operations. The total management fee incurred by Tangent Transportation Company for the year ended December 31, 1999 was \$90,000 of which \$78,300 was charged to general expenses as a management fee and \$11,700 to other maintenance of way expenses. Included in Tangent's accounts payable to PUC-PTR is \$1,841 due for other services performed by PUC-PTR for Tangent and \$36,000 for lease of maintenance of way equipment.

In 1999, Tangent invoiced PUC-PTR and ECBR for services performed by the maintenance of way department. These amounts are included in contractual services - other divisions. The amount invoiced PUC-PTR was \$130,503 and ECBR was invoiced \$47,841. Included in accounts receivable from other divisions is \$38,265 from PUC-PTR and \$2,865 from ECBR for these services. Also included is accounts

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receivable from other divisions is \$11,981 from PUC-PTR and \$15,249 from ECRB for accrued annual leave liability assumed by Tangent for maintenance of way personnel transferred to Tangent. See Note 11 regarding the transfer of these employees.

The South Carolina Ports Authority was charged \$445,748 for work done by Tangent's maintenance of way department. This amount is shown under revenues as contractual services - outside parties.

NOTE 10 - RISK MANAGEMENT

The Tangent Transportation Company is exposed to various risks of loss and maintains State or commercial insurance coverage for certain risks. Management believes such coverage is sufficient to preclude any significant uninsured losses to the Company. Settled claims have not exceeded this coverage in any of the past three years. There were no significant reductions in insurance coverage from coverage in the prior year. The Company pays insurance premiums to certain other State agencies and commercial insurers to cover risks that may occur in normal operations. The insurers promise to pay to or on behalf of the insured for covered premium losses sustained during the policy period in accord with the insurance policy and benefit program limits. State management believes it is more economical to manage certain risks internally and set aside assets for claim settlement. Several State funds accumulate assets and the State itself assumes substantially all risks for the following:

1. Claims of covered public employees for health and dental insurance benefits (Office of Insurance Services); and
2. Claims of covered public employees for long-term disability and group-life insurance benefits (Office of Insurance Services).

Employees elect health coverage through either a health maintenance organization or through the states self-insured plan. All of the other coverages listed above are through the applicable state self-insured plan except dependent and optional life premiums which are remitted to commercial carriers.

The Company and other entities pay premiums to the States Insurance Reserve Fund (IRF) which issues policies, accumulate assets to cover the risks of loss and pays claims incurred for covered losses related to the following Division assets, activities, and/or events.

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1. Real property, its contents and other equipment - Coverage per loss for real property is based on current valuation with a \$250 deductible. Eighty percent of each loss is covered by the IRF. Equipment losses are subject to a \$500, or two percent deductible, whichever is less.
2. Motor vehicles - Coverage is up to \$1,000,000 per loss with a \$200 deductible for comprehensive and \$500 for collision.
3. Torts

The IRF is a self insurer and purchases reinsurance to obtain certain services and specialized coverage and to limit losses in the areas of property, boiler and machinery, automobile liability. The IRF's rates are determined actuarially.

State agencies are the primary participants in the State's Health and Disability Insurance Fund and in IRF.

The Division purchases insurance, which covers all divisions, through private carriers for liability and property loss on road and locomotive assets, and employee fidelity bond insurance coverage for all employees to cover losses of up to \$100,000 arising from theft or misappropriations. Management believes based on exposure and likelihood of loss that this coverage is sufficient.

The Division has purchased insurance, which covers all divisions, from a private carrier for liability under the Federal Employers Liability Act (FELA) which is similar to workmans compensation insurance and covers all employees. The Division has elected to retain the risk of loss on this coverage for up to the first \$25,000 of costs per claim. Management has elected to retain this amount of risk because it feels that it is more economical than paying additional premiums for increased coverage. In the current year, no expenses were incurred on claims under the policy. Also a tax is paid to the U.S. Railroad Retirement System to cover all the Company employees for unemployment benefits.

The Company has recorded insurance premium expenses in the applicable operating department corresponding to the employees for whom contributions are made or in insurance expense under administrative costs.

The Company's management believes risk of loss from business interruption is a remote likelihood and does not maintain insurance for this risk.

The Company did not incur any significant losses in 1999 for self insured risks. Also, no reserves have been established for potential losses for self insured risks. TTC reports such expenses if information prior to issuance of the financial statement

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indicates that it is probable that an asset has been impaired or a liability has been incurred on or before fiscal year end and the amount is reasonably estimable. The recorded expense is valued at an estimate of the ultimate cost of settling the claim or of the asset loss.

NOTE 11 - MAINTENANCE OF WAY DEPARTMENT

Effective January 1, 1999, the employees of PUC-PTR who were maintenance of way workers were transferred to Tangent Transportation Company. This was done because the Division wished to make the maintenance of way a profit center for both internal and external work. Tangent was considered the logical division in which to put this profit center. This also changed the method of recording use of the maintenance of way employees. In prior years payroll costs were allocated by PUC-PTR directly to the division for which services were performed. Effective January 1, 1999, Tangent now records revenues for work done for PUC-PTR and ECBR, who record it as a maintenance of way expenses on their books. During 1999, Tangent charged PUC-PTR \$130,503 and ECBR \$47,841 for various projects. These amounts are included under operating revenues as contractual services - other divisions.

The Ports Authority was the sole external customer in 1999. See Note 9.