INDEPENDENT AUDITORS’ REPORT 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

INDEPENDENT AUDITORS’ REPORT ON COMPLIANCE FOR EACH MAJOR FEDERAL PROGRAM, REPORT ON INTERNAL CONTROL OVER COMPLIANCE, AND REPORT ON THE SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS REQUIRED BY THE UNIFORM GUIDANCE

SCHEDULE OF FINDINGS AND QUESTIONED COSTS

  SUMMARY OF AUDITORS’ RESULTS
  FINANCIAL STATEMENT FINDINGS
  FEDERAL AWARD FINDINGS AND QUESTIONED COSTS
  SUMMARY SCHEDULE OF PRIOR AUDIT FINDINGS

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

NOTES TO THE SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
INDEPENDENT AUDITORS’ REPORT 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

Board of Directors
Valley Metro Rail, Inc.
Phoenix, Arizona

We have audited, 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, the financial statements of the business-type activities of Valley Metro Rail, Inc. (VMR) as of and for the year ended June 30, 2019, and the related notes to the financial statements and have issued our report thereon dated November 14, 2019.

Internal Control Over Financial Reporting
In planning and performing our audit of the financial statements, we considered VMR'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 VMR's internal control. Accordingly, we do not express an opinion on the effectiveness of VMR'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 VMR’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 and therefore, material weaknesses or significant deficiencies may exist that were not identified. 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 VMR’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 result of that testing, and not to provide an opinion on the effectiveness of VMR’s internal control or on compliance. This report is an integral part of an audit performed in accordance with Government Auditing Standards in considering VMR’s internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

CliftonLarsonAllen LLP
Phoenix, Arizona
November 14, 2019
INDEPENDENT AUDITORS’ REPORT ON COMPLIANCE FOR EACH MAJOR FEDERAL PROGRAM, REPORT ON INTERNAL CONTROL OVER COMPLIANCE, AND REPORT ON THE SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS REQUIRED BY THE UNIFORM GUIDANCE

Board of Directors
Valley Metro Rail, Inc.
Phoenix, Arizona

Report on Compliance for Each Major Federal Program
We have audited the Valley Metro Rail, Inc. (VMR)’s compliance with the types of compliance requirements described in the OMB Compliance Supplement that could have a direct and material effect on each of VMR’s major federal programs for the year ended June 30, 2019. VMR’s major federal programs are identified in the summary of auditors’ results section of the accompanying schedule of findings and questioned costs.

Management’s Responsibility
Management is responsible for compliance with federal statutes, regulations, and the terms and conditions of its federal awards applicable to its federal programs.

Auditors’ Responsibility
Our responsibility is to express an opinion on compliance for each of VMR’s major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance). Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about VMR’s compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of VMR’s compliance.
Opinion on Each Major Federal Program
In our opinion, VMR complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2019.

Report on Internal Control Over Compliance
Management of VMR is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered VMR’s internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of VMR’s internal control over compliance.

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

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that have not been identified. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.
Board of Directors
Valley Metro Rail, Inc.

Report on Schedule of Expenditures of Federal Awards Required by the Uniform Guidance
We have audited the financial statements of the business-type activities of Valley Metro Rail, Inc. as of and for the year ended June 30, 2019, and the related notes to the financial statements. We issued our report thereon dated November 14, 2019. Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by the Uniform Guidance and is not a required part of the basic financial statements. Such information 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. The information has been subjected to the auditing procedures applied in the audit of the 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 schedule of expenditure of federal awards is fairly stated in all material respects in relation to the basic financial statements as a whole.

CliftonLarsonAllen LLP
Phoenix, Arizona
November 14, 2019
SECTION I – SUMMARY OF AUDITORS’ RESULTS

Financial Statements

Type of auditors' report issued: \textit{Unmodified}

Internal control over financial reporting:

- Material weakness(es) identified? \hspace{1cm} \hspace{1cm} \hspace{1cm} yes \hspace{1cm} X \hspace{1cm} no
- Significant deficiency(ies) identified? \hspace{1cm} \hspace{1cm} \hspace{1cm} yes \hspace{1cm} X \hspace{1cm} none reported

Noncompliance material to financial statements noted? \hspace{1cm} yes \hspace{1cm} X \hspace{1cm} no

Federal Awards

Internal control over major programs:

- Material weakness(es) identified? \hspace{1cm} \hspace{1cm} \hspace{1cm} yes \hspace{1cm} X \hspace{1cm} no
- Significant deficiency(ies) identified? \hspace{1cm} \hspace{1cm} \hspace{1cm} yes \hspace{1cm} X \hspace{1cm} none reported

Type of auditors' report issued on compliance for major programs: \textit{Unmodified}

Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)? \hspace{1cm} yes \hspace{1cm} X \hspace{1cm} no

Identification of major programs:

\begin{tabular}{ll}
 CFDA Numbers & Name of Federal Program or Cluster \\
 20.500, 20.507 and 20.525 & Federal Transit Cluster \\
\end{tabular}

Dollar threshold used to distinguish between Type A and Type B programs: \$ 2,296,185

Auditee qualified as low-risk auditee? \hspace{1cm} X \hspace{1cm} yes \hspace{1cm} \hspace{1cm} no
SECTION II – FINANCIAL STATEMENT FINDINGS

None

SECTION III – FEDERAL AWARD FINDINGS AND QUESTIONED COSTS

None

SECTION IV – SUMMARY SCHEDULE OF PRIOR AUDIT FINDINGS

None
<table>
<thead>
<tr>
<th>Federal Grantor Agency and Program Title</th>
<th>CFDA Number</th>
<th>Pass-Through Grantor</th>
<th>Pass-Through Identifying Number</th>
<th>2019 Awards Expended</th>
<th>Passed Through to Subrecipients</th>
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<tbody>
<tr>
<td><strong>U.S. Department of Transportation</strong></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Direct Grants:</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Federal Transit Administration</td>
<td></td>
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<td></td>
<td></td>
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</tr>
<tr>
<td>Federal Transit - Capital Investment Grant</td>
<td>20.500</td>
<td>City of Phoenix</td>
<td>AZ-2019-031</td>
<td>18,942,091</td>
<td>-</td>
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<td>Federal Transit- Formula Grants</td>
<td>20.507</td>
<td>City of Phoenix</td>
<td>AZ-90-X131</td>
<td>189,018</td>
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<tr>
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<td>20.507</td>
<td>City of Phoenix</td>
<td>AZ-90-X136</td>
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<tr>
<td>Federal Transit- Formula Grants</td>
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<td>City of Phoenix</td>
<td>AZ-95-X023</td>
<td>301,659</td>
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<tr>
<td>Federal Transit- Formula Grants</td>
<td>20.507</td>
<td>City of Phoenix</td>
<td>AZ-95-X015</td>
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<td>Federal Transit- Formula Grants</td>
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<td>City of Phoenix</td>
<td>AZ-95-X027</td>
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<td>Federal Transit- Formula Grants</td>
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<td>City of Phoenix</td>
<td>AZ-2017-004</td>
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<td>Federal Transit- Formula Grants</td>
<td>20.507</td>
<td>City of Phoenix</td>
<td>AZ-2018-014</td>
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<td>Federal Transit- Formula Grants</td>
<td>20.507</td>
<td>City of Phoenix</td>
<td>AZ-2019-025</td>
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<td>Federal Transit- Formula Grants</td>
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<td>City of Phoenix</td>
<td>AZ-2019-014</td>
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<td><strong>Total Federal Transit Administration (20.507)</strong></td>
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<td>City of Phoenix</td>
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<td>State of Good Repair Grants Program</td>
<td>20.525</td>
<td>City of Phoenix</td>
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<td>State of Good Repair Grants Program</td>
<td>20.525</td>
<td>City of Phoenix</td>
<td>AZ-2018-007</td>
<td>112,921</td>
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<td><strong>Total State of Good Repair Grants (20.525)</strong></td>
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<td>540,274</td>
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<td><strong>Total Federal Transit Cluster (20.507 and 20.525)</strong></td>
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<td>76,429,299</td>
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<td>Public Transportation Research, Technical Assistance and Training</td>
<td>20.514</td>
<td>City of Phoenix</td>
<td>AZ-2017-002</td>
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<td><strong>Total Federal Research</strong></td>
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<td>110,200</td>
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<tr>
<td><strong>Total Expenditures of Federal Awards</strong></td>
<td></td>
<td></td>
<td></td>
<td><strong>$76,539,499</strong></td>
<td><strong>-$</strong></td>
</tr>
</tbody>
</table>
NOTE 1  GENERAL

The accompanying Schedule of Expenditures of Federal Awards (Schedule) presents the activity of all federal awards of Valley Metro Rail, Inc. (VMR). VMR's reporting entity is defined in Note 1 to VMR's basic financial statements for the year ended June 30, 2019. All federal awards received from federal agencies are included in the schedule. The information in this Schedule is presented in accordance with the requirements of 2 CFR Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance). Because the Schedule presents only a selected portion of the operations of VMR, it is not intended to and does not present the financial position, changes in net position, or cash flows of VMR.

NOTE 2  BASIS OF ACCOUNTING

The accompanying Schedule of Expenditures of Federal Awards is presented using the modified accrual basis of accounting. Under the modified accrual basis of accounting, expenditures are recorded when a liability is incurred, as under accrual accounting, except expenditures related to compensated absences and claims and judgments, which are recorded only when payment is due. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement.

NOTE 3  INDIRECT COST

VMR did not elect to use the 10% de minimis indirect cost rate.

NOTE 4  PRIOR YEAR GRANT FUNDING

The schedule of expenditures of federal awards (SEFA) includes all federally funded expenditures incurred from July 1, 2018 through June 30, 2019. However, subsequent to June 30, 2019, VMR was awarded a Federal Transit – Capital Investment Grant (CFDA Number 20.500) passed through the City of Phoenix, to fund street cars purchased during the fiscal years 2018 and 2019. Total federal expenditures approved for reimbursement was $25,318,606. Of the total, $18,942,091 is reflected on the June 30, 2019 SEFA and $6,376,515 was not reported on the June 30, 2019 SEFA. The $6,376,515 was excluded from the June 30, 2019 SEFA because the federally funded expenditures were incurred during the fiscal year ended June 30, 2018. Those funds were not reported on the June 30, 2018 SEFA because no award had been made for those funds prior to issuance of the June 30, 2018 single audit reporting package.