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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 the Valley Metro Rail, Inc. (VMR) as of and for the year ended June 30, 2016, and the related notes to the financial statements and have issued our report thereon dated December 20, 2016.

Internal Control Over Financial Reporting
In planning and performing our audit of the financial statements, we considered the 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 the VMR’s internal control. Accordingly, we do not express an opinion on the effectiveness of the 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 the 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 the 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
December 20, 2016
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, 2016. 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 the 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, Valley Metro Rail, Inc. 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, 2016.

Report on Internal Control Over Compliance
Management of the 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 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 were not 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 result of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.
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, 2016, and the related notes to the financial statements. We issued our report thereon dated December 20, 2016. Our audit was conducted for the purpose of forming opinions 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
December 20, 2016
SECTION I – SUMMARY OF AUDITORS’ RESULTS

Financial Statements

Type of auditors’ report issued: Unmodified
Internal control over financial reporting:

• Material weakness(es) identified? yes X no
• Significant deficiency(ies) identified? yes X none reported

Noncompliance material to financial statements noted? yes X no

Federal Awards

Internal control over major programs:

• Material weakness(es) identified? yes X no
• Significant deficiency(ies) identified? yes X none reported

Type of auditors’ report issued on compliance for major programs: Unmodified

Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)? yes X no

Identification of major programs:

CFDA Numbers
20.500, 20.507 and 20.525
20.933

Name of Federal Program or Cluster
Federal Transit Cluster
National Infrastructure Investments

Dollar threshold used to distinguish between Type A and Type B programs: $ 750,000

Auditee qualified as low-risk auditee? X yes 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
### Federal Grantor Agency and Program Title

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<th>Pass-Through Identifying Number</th>
<th>2016 Awards Expended</th>
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#### U.S. Department of Transportation

**Direct Grants:**

**Federal Transit Administration**

**Federal Transit Cluster:**

- **Federal Transit-Capital Investment Grants**
  - CFDA 20.500
  - City of Phoenix: AZ-03-0066
  - $6,477,441

- **Federal Transit- Formula Grants**
  - CFDA 20.507
  - City of Phoenix: AZ-90-X124
  - 2,410

- **Federal Transit- Formula Grants**
  - CFDA 20.507
  - City of Phoenix: AZ-90-X131
  - 14,446

- **Federal Transit- Formula Grants**
  - CFDA 20.507
  - City of Phoenix: AZ-90-X136
  - 1,198,401

- **Federal Transit- Formula Grants**
  - CFDA 20.507
  - City of Phoenix: AZ-95-X009
  - 133,771

- **Federal Transit- Formula Grants**
  - CFDA 20.507
  - City of Phoenix: AZ-95-X009
  - 475,692

- **Federal Transit- Formula Grants**
  - CFDA 20.507
  - City of Phoenix: AZ-95-X015
  - 389,809

- **Federal Transit- Formula Grants**
  - CFDA 20.507
  - City of Phoenix: AZ-95-X015
  - 2,825,210

- **Federal Transit- Formula Grants**
  - CFDA 20.507
  - City of Phoenix: AZ-95-X023
  - 8,641,036

- **Federal Transit- Formula Grants**
  - CFDA 20.507
  - City of Phoenix: AZ-95-X023
  - 9,285

- **Federal Transit- Formula Grants**
  - CFDA 20.507
  - City of Phoenix: AZ-95-X023
  - 270,088

- **Federal Transit- Formula Grants**
  - CFDA 20.507
  - City of Phoenix: AZ-95-X027
  - 165,963

- **Federal Transit- Formula Grants**
  - CFDA 20.507
  - City of Phoenix: AZ-95-X027
  - 98,604

- **State of Good Repair Grants Program**
  - CFDA 20.525
  - City of Phoenix: AZ-54-0002
  - 90

- **State of Good Repair Grants Program**
  - CFDA 20.525
  - City of Phoenix: AZ-54-0004
  - 137,176

- **State of Good Repair Grants Program**
  - CFDA 20.525
  - City of Phoenix: AZ-54-0006
  - 120,341

- **Total Federal Transit Cluster**
  - $20,959,763

- **Capital Assistance Program for Reducing Energy Consumption and Greenhouse Gas Emission**
  - CFDA 20.523
  - City of Phoenix: AZ-88-0001
  - 19,048

- **Total Federal Transit Administration**
  - $21,328,415

### Pass Through City of Phoenix:

- **National Infrastructure Investments**
  - CFDA 20.933
  - City of Phoenix: AZ-79-1001
  - 995,550

- **Total U.S. Department of Transportation**
  - $22,323,964

- **Total Expenditures of Federal Awards**
  - $22,323,964

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See accompanying Notes to the Schedule of Expenditures of Federal Awards.

(8)
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, 2016. 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, which is described in Note 1 to VMR’s basic financial statements for the year ended June 30, 2016. 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. VMR also did not elect to use the 10% de minimis indirect cost rate.

NOTE 3  INDIRECT COST

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