

MEMPHIS AREA TRANSIT AUTHORITY
Memphis, Tennessee

Report on Audited Financial Statements

For the Year Ended June 30, 2017

MEMPHIS AREA TRANSIT AUTHORITY
Memphis, Tennessee

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Memphis, Tennessee

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December 26, 2017

MATA Board of Commissioners
Memphis, Tennessee

Dear Commissioners:

I am pleased to present the Memphis Area Transit Authority (MATA) report on audited financial statements for the year ending June 30, 2017. The audit consists of 5 sections:

- Introduction,
- Financial,
- Required Supplementary Information,
- Supplementary Schedules, and
- Single Audit.

This introductory section consists of the transmittal letter and a list of the Board of Commissioners and management staff. The next section contains the independent auditor's report and includes MATA management's discussion and analysis. The financial statements include the statements related to net position; revenues, expenses, and changes in net position; cash flows; and the related notes to the financial statements. The statutory reporting section includes the independent auditor's report on internal control over financial reporting and on compliance based on the audit of the financial statements.

The accuracy of the data and all audit disclosures are the responsibility of the Memphis Area Transit Authority. To the best of our knowledge, information and belief, the enclosed information is accurate in all material respects and is reported in a manner designed to properly represent the financial position and operations of MATA.

MATA Overview

MATA was formed in 1975 to provide public transit options for the greater Memphis area, Shelby County, and the nearby city of West Memphis, Arkansas, an area of 311 square miles. The organization is governed by a nine-member Board of Commissioners appointed by the Mayor of Memphis and approved by the Memphis City Council. MATA's mission is to provide a reliable, safe, accessible, clean, and customer-friendly public transportation system that meets the needs of the community. In the fiscal year 2017, our agency served well over 7 million riders. The activities of MATA are supported by fare collections from passengers and primarily by local, state, and federal assistance.



We would like to thank Banks, Finley, White & Co. and MATA staff for their support in preparing the fiscal year 2017 audit. The audit of the Memphis Area Transit Authority seeks to ensure fiscal transparency and accountability for the Board of Commissioners and the public. These financial statements were created utilizing the highest professional standards to achieve that goal.

Cordially

A handwritten signature in blue ink that reads "Gil Noble".

Gil Noble
Chief Financial Officer

MEMPHIS AREA TRANSIT AUTHORITY
Memphis, Tennessee
MANAGEMENT OFFICIALS AND BOARD OF COMMISSIONERS

CHIEF EXECUTIVE OFFICER

Gary Rosenfield

CHIEF FINANCIAL OFFICER

Gil Noble

BOARD COMMISSIONERS

Sean Healy, Chairman
Andre Gibson, Vice Chairman
John C. Vergos
Tommy Pacello
Shelia Williams
Kristen M. Bland
Lauren Taylor
Roquita Williams
Martin Lipinski

GENERAL COUNSEL

Bruce Smith

INDEPENDENT AUDITORS' REPORT

To the Board of Commissioners
Memphis Area Transit Authority

Report on the Financial Statements

We have audited the accompanying financial statements of the Memphis Area Transit Authority ("MATA"), a component unit of the City of Memphis, Tennessee, as of June 30, 2017 and the related notes to the financial statements, as listed in the table of contents.

Management's Responsibility for Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit 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. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net position of MATA as of June 30, 2017, and the respective changes in net position and cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1, the financial statements present only the financial position, changes in financial position, and cash flows of MATA and do not purport to, and do not, present fairly the financial position of City of Memphis, Tennessee, as of June 30, 2017, and the changes in its financial position and cash flows, where applicable, for the year then ended in conformity with U.S. generally accepted accounting principles.

As discussed in Note 11, MATA is economically dependent upon federal, state and local government grants and subsidies to finance its operations and its capital expenditures.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management discussion and analysis on pages 4 through 10 and other required supplementary information on pages 32 through 35 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.



Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise MATA's basic financial statements. The introductory section is presented for purposes of additional analysis and is not a required part of the basic financial statements. The schedule of expenditures of federal awards and state financial assistance is presented for purposes of additional analysis as required by Title 2 U.S. *Code of Federal Regulations* (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, and is also not a required part of the basic financial statements.

The supplemental schedules and the schedule of expenditures of federal awards and state financial assistance are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic 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 supplemental schedules and schedule of expenditures of federal awards and state financial assistance are fairly stated in all material respects in relation to the basic financial statements as a whole.

The introductory section has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 26, 2017, on our consideration of MATA's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering MATA's internal control over financial reporting and compliance.

Memphis, Tennessee
December 26, 2017

MEMPHIS AREA TRANSIT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
Years Ended June 30, 2017 and 2016

This section of the Memphis Area Transit Authority's (MATA) annual financial report presents a discussion and analysis of MATA's financial performance for the fiscal year ended June 30, 2017, with selective comparison to the financial performance for the fiscal year ended June 30, 2016. Please read it in conjunction with the MATA's financial statements, which follow this section.

FINANCIAL HIGHLIGHTS:

- The 2017 fiscal year-end net position totaled \$87,636,218, a decrease of \$9,852,006 from the preceding year end. This overall decrease includes a \$5,310,628 million decrease in net investment in capital assets.
- Total liabilities decreased by \$3,972,113, due mainly to a \$2,877,722 decrease in current liabilities and funds due to the City of Memphis.
- Total operating and non-operating revenue totaled \$54,295,328. Additionally, capital grants were received in the amount of \$8,563,429, which was an increase from the \$4,182,328 received in the previous year which funded MATA's current year capital purchases and capital improvements.
- Operating expenses, excluding depreciation, of \$55,829,211 represents a \$2,661,985 increase from the preceding year. This increase is primarily due to a \$2.6 million increase in labor and fringes expenses. The increase in labor and fringes expenses results from GASB 68 deferral of pension contribution and pension expenses to future years.

OVERVIEW OF THE FINANCIAL STATEMENTS:

The financial section of this annual report consists of three parts: management's discussion and analysis (this section), the audited financial statements with corresponding note disclosures and other supplementary information.

The financial statements provide both long-term and short-term information about MATA's overall financial status. The financial statements also include notes that explain some of the information in the financial statements and provide more detailed data. The statements are followed by a section of other supplementary information that further explains and supports the information in the financial statements.

MEMPHIS AREA TRANSIT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
Years Ended June 30, 2017 and 2016

MATA's financial statements are prepared in conformity with U.S. generally accepted accounting principles and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States. Under this basis, revenues are recognized in the period in which they are earned, expenses are recognized in the period in which they are incurred, and depreciation of assets is recognized in the Statement of Revenues, Expenses, and Changes in Net Position. All assets and liabilities associated with the operation of MATA are included in the Statement of Net Position.

The Statement of Net Position reports MATA's net position and the percentage change from the preceding year.

FINANCIAL ANALYSIS OF MATA:

Net Position

Total assets for fiscal year 2017 were \$132,404,697, a decrease of \$5,745,739 from the preceding year, primarily attributable to reduction in capital assets - due to \$13.5 depreciation, offset by \$8.6 million in capital expenditures for the year.

Separately, deferred outflows of resources pertains to GASB 68 treatment of pension obligations - which decreased by \$7.4 million to \$7,752,373. Deferred outflows combined with assets total \$140,157,070.

Total liabilities for fiscal year 2017 were \$50,935,715, a decrease of \$3,972,113 from the preceding year, primarily attributable to a \$5.7 million actuarially determined decrease in the Net Pension Liability, to \$6,211,920 million. Additionally, the OPEB liability was increased by \$4.6 million to \$36,084,443. A bridge funding balance was due again in August 2017 to the City of Memphis - this year's amount was reduced by \$1.0 million from the previous year.

See next page

MEMPHIS AREA TRANSIT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
Years Ended June 30, 2017 and 2016

Table 1
Memphis Area Transit Authority's Net Position

	<u>2017</u>	<u>2016</u>	<u>% Change</u>
Current Assets	\$ 15,892,581	\$ 16,331,542	(2.69)%
Restricted Assets	509,567	505,717	0.76 %
Other Assets	12,709	12,709	- %
Capital Assets, Net	<u>115,989,840</u>	<u>121,300,468</u>	<u>(4.38)%</u>
Total Assets	<u>132,404,697</u>	<u>138,150,436</u>	<u>(4.16)%</u>
Deferred Outflows of Resources	<u>7,752,373</u>	<u>15,117,304</u>	<u>(48.72)%</u>
Total Assets and Deferred Outflows of Resources	<u>\$ 140,157,070</u>	<u>\$ 153,267,740</u>	<u>(8.55)%</u>
Current Liabilities	\$ 3,639,352	\$ 5,517,074	(34.03)%
Due to the City of Memphis	5,000,000	6,000,000	(16.7)%
Other Postemployment Benefits	36,084,443	31,521,218	14.48 %
Net Pension Liability	<u>6,211,920</u>	<u>11,869,536</u>	<u>(47.67)%</u>
Total Liabilities	50,935,715	54,907,828	(7.23)%
Deferred Inflows of Resources	<u>1,585,137</u>	<u>871,688</u>	<u>81.85 %</u>
Net investment in capital assets	115,989,840	121,300,468	(4.38)%
Restricted for self insurance	509,567	505,717	0.8 %
Unrestricted	<u>(28,863,189)</u>	<u>(24,317,961)</u>	<u>18.7 %</u>
Total Net Position	<u>87,636,218</u>	<u>97,488,224</u>	<u>(10.1)%</u>
Total Liabilities, Deferred Inflows and Net Position	<u>\$ 140,157,070</u>	<u>\$ 153,267,740</u>	<u>(8.6)%</u>

Fiscal year 2017 current assets were \$15,892,581, a small decrease of \$438,961 from fiscal year 2016.

Fiscal year 2017 current liabilities were \$3,639,352, a \$1,877,722 decrease from fiscal year 2016, due to a decrease in outstanding payable amounts.

Changes in Net Position

Net position at June 30, 2017 was \$87,636,218, a decrease of \$9,852,006 from the previous year-end.

MEMPHIS AREA TRANSIT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
Years Ended June 30, 2017 and 2016

MATA's fiscal year 2017 operating revenues, which include revenues from passenger fares, advertising, concessions, and other sources decreased by 12.4%, or \$1,111,696, due mainly to a decrease in farebox and advertising revenues.

Operating expenses, excluding depreciation, of \$55,829,211 represent a \$2,661,985 increase from the preceding year. This increase primarily reflects the increase in health care cost for active employees, wages, and other operating expenses.

Contributed capital of \$8,563,429 consists of grant revenue received for capital projects, particularly the purchase of new revenue vehicles, MATA's repairs and streetscape improvements with the Main-To-Main multimodal connector project. Also, roof replacements and other structural work was performed on maintenance and bus wash rack facilities.

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MEMPHIS AREA TRANSIT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
Years Ended June 30, 2017 and 2016

Table 2
Changes in Memphis Area Transit Authority's Net Position

	<u>2017</u>	<u>2016</u>	<u>% Change</u>
Operating Revenues	\$ <u>7,857,130</u>	\$ <u>8,968,826</u>	<u>(12.4)%</u>
Operating Expenses, excl Depreciation	55,829,211	53,167,226	5.0 %
Depreciation	<u>13,489,144</u>	<u>14,883,555</u>	<u>(9.4)%</u>
Total Operating Expenses	<u>69,318,355</u>	<u>68,050,781</u>	<u>1.9 %</u>
Operating Income (Loss)	(61,461,225)	(59,081,955)	4.0 %
Non-Operating Revenues	46,438,198	43,701,405	6.3 %
Contributed Capital	<u>8,563,429</u>	<u>4,182,328</u>	<u>104.8 %</u>
Change in Net Position	(6,459,598)	(11,198,222)	(42.3)%
Total Net Position, Beginning of Year	<u>97,488,224</u>	<u>108,686,446</u>	<u>(10.3)%</u>
Prior Period Adjustment	<u>(3,392,408)</u>	<u>-</u>	<u>100.0 %</u>
Total Net Position, Beginning of Year, as Restated	<u>94,095,816</u>	<u>108,686,446</u>	<u>(13.4)%</u>
Total Net Position, End of Year	<u>\$ 87,636,218</u>	<u>\$ 97,488,224</u>	<u>(10.1)%</u>

MATA's fiscal year 2017 operating revenue was lower than Budget by \$829,170, due mostly to lower ridership thus resulting in lower farebox revenues.

Operating expenses, excluding depreciation, totaled \$55,829,211. Budget variances netted to a favorable amount to \$6,400,000, due primarily to the GASB 68 reclassification of deferred pension expense to the Balance Sheet. Additionally, OPEB expense was reduced below Budget in order to adjust the Balance Sheet OPEB liability in line with actuarial computations. Various operational initiatives and projects caused services and material & supplies expense to exceed budget by \$724 thousand.

MEMPHIS AREA TRANSIT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
Years Ended June 30, 2017 and 2016

Table 3
Schedule of Expenses and Revenues
Actual vs. Budget
For the Fiscal Year Ended June 30, 2017

	<u>Actual</u>	<u>Budget</u>	<u>Variance Favorable (Unfavorable)</u>
Revenue:			
Farebox revenue	\$ 7,030,160	\$ 7,914,900	\$ (884,740)
Special transit fees	-	9,600	(9,600)
Charter revenue	-	200	(200)
Auxiliary transportation revenue	710,481	500,300	210,181
Non-transportation revenue	<u>116,489</u>	<u>261,300</u>	<u>(144,811)</u>
Total Operating Revenue	7,857,130	8,686,300	(829,170)
Non-Operating Revenue:			
City of Memphis subsidy	26,268,197	26,209,400	58,797
Federal grants	13,076,910	13,162,600	(85,690)
State of Tennessee grants	7,706,347	7,645,600	60,747
Investment income	<u>(613,256)</u>	<u>-</u>	<u>(613,256)</u>
Total Non-Operating Revenue	<u>46,438,198</u>	<u>47,017,600</u>	<u>(579,402)</u>
Total Revenue	<u>\$ 54,295,328</u>	<u>\$ 55,703,900</u>	<u>\$ (1,408,572)</u>
Expenses:			
Labor	\$ 20,689,435	\$ 22,736,200	\$ 2,046,765
Fringes	17,890,501	23,546,100	5,655,599
Services	7,010,807	6,974,600	(36,207)
Material and supplies	7,486,334	6,762,100	(724,234)
Utilities	1,098,859	940,100	(158,759)
Property and liability	978,857	984,000	5,143
Leases and rentals	4,769	6,300	1,531
Miscellaneous	<u>669,649</u>	<u>252,400</u>	<u>(417,249)</u>
Total Expenses	<u>\$ 55,829,211</u>	<u>\$ 62,201,800</u>	<u>\$ 6,372,589</u>

MEMPHIS AREA TRANSIT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
Years Ended June 30, 2017 and 2016

Table 4
Memphis Area Transit Authority's Contributed Capital by Funding Source

	<u>2017</u>	<u>2016</u>	<u>Total Change 2017 - 2016</u>
Funding Sources:			
Federal Transit Authority	\$ 3,875,931	\$ 3,345,863	\$ 530,068
Tennessee Department of Transportation	360,542	416,879	(56,337)
City of Memphis	<u>4,326,956</u>	<u>419,586</u>	<u>3,907,370</u>
Total Contributed Capital	<u>\$ 8,563,429</u>	<u>\$ 4,182,328</u>	<u>\$ 4,381,101</u>

Contributed Capital

Contributed capital of \$8,563,429 consists of grant revenue received for capital projects, particularly the purchase of revenue vehicles, MATA's repairs and streetscape improvements for the Main-To-Main multimodal connector project. Also, roof replacements and other structural work was performed on maintenance and bus wash rack facilities.

Additional Financial Information:

This financial report is designed to provide the MATA Board of Commissioners, the City of Memphis, the State of Tennessee and other interested parties with a general overview of MATA's financial position and the results of MATA's operations. Questions concerning any of the information provided in this report or requests for additional information should be addressed to the Chief Financial Office, Memphis Area Transit Authority, 1370 Levee Road, Memphis, Tennessee 38108.

MEMPHIS AREA TRANSIT AUTHORITY
Statement of Net Position
As of June 30, 2017

ASSETS

	2017
CURRENT ASSETS:	
Cash and cash equivalents	\$ 4,263,204
Charter and other receivables, less allowances for doubtful accounts of \$91,214	170,727
Federal, state, and local grants	7,842,233
Inventories	3,205,135
Prepaid expenses	411,282
Total Current Assets	15,892,581
NON-CURRENT ASSETS:	
Non-depreciable capital assets	3,134,947
Depreciable capital assets, less accumulated depreciation	112,854,893
Restricted investments	509,567
Other assets	12,709
Total Non-Current Assets	116,512,116
TOTAL ASSETS	132,404,697
DEFERRED OUTFLOWS OF RESOURCES:	
Pension contribution	1,962,154
Pension expense	5,790,219
Total Deferred Outflows of Resources	7,752,373
TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	\$ 140,157,070

LIABILITIES AND NET POSITION

CURRENT LIABILITIES:	
Accounts payable	\$ 948,496
Due to MTM	2,017,505
Accrued expenses	365,000
Receipts of prepayments	308,351
Total Current Liabilities	3,639,352
NON-CURRENT LIABILITIES:	
Due to City of Memphis	5,000,000
Other postemployment benefits	36,084,443
Net pension liability	6,211,920
Total Non-Current Liabilities	47,296,363
TOTAL LIABILITIES	50,935,715
DEFERRED INFLOWS OF RESOURCES:	
Pension expense	1,585,137
Total Deferred Inflows of Resources	1,585,137
NET POSITION:	
Invested in capital assets	115,989,840
Restricted for self insurance	509,567
Unrestricted deficit	(28,863,189)
Total Net Position	87,636,218
TOTAL LIABILITIES, DEFERRED INFLOWS AND NET POSITION	\$ 140,157,070

*The accompanying notes are an integral
part of these financial statements*

MEMPHIS AREA TRANSIT AUTHORITY
Statement of Revenues, Expenses, and Changes in Net Position
For the Year Ended June 30, 2017

	2017
OPERATING REVENUE	\$ 7,857,130
OPERATING EXPENSES OTHER THAN DEPRECIATION:	
Personal services	39,480,842
Materials, supplies, and services	16,348,369
Total Operating Expenses Other Than Depreciation	55,829,211
OPERATING LOSS BEFORE DEPRECIATION	(47,972,081)
DEPRECIATION EXPENSE	13,489,144
OPERATING LOSS	(61,461,225)
NON-OPERATING REVENUES:	
City of Memphis subsidy	26,268,197
Federal grants	13,076,910
State grants	7,706,347
Gain/(loss) on sale of assets	(1,320,568)
Other income	707,312
Total Non-Operating Revenues	46,438,198
LOSS BEFORE CAPITAL CONTRIBUTIONS	(15,023,027)
CAPITAL CONTRIBUTIONS:	
Contributed Capital - Federal	3,875,931
Contributed Capital - State	360,542
Contributed Capital - City/Local	4,326,956
Total Capital Contributions	8,563,429
CHANGE IN NET POSITION	(6,459,598)
TOTAL NET POSITION - BEGINNING	97,488,224
PRIOR PERIOD ADJUSTMENT	(3,392,408)
TOTAL NET POSITION - BEGINNING, AS RESTATED	94,095,816
TOTAL NET POSITION - ENDING	\$ 87,636,218

*The accompanying notes are an integral
part of these financial statements*

MEMPHIS AREA TRANSIT AUTHORITY

Statement of Cash Flows

For the Year Ended June 30, 2017

	<u>2017</u>
CASH FLOWS FROM OPERATING ACTIVITIES:	
Cash received from customers	\$ 8,014,482
Cash payments to suppliers	(15,903,822)
Cash payments to employees and professional contracts for services	<u>(37,821,914)</u>
Net Cash Provided (Used) By Operating Activities	<u>(45,711,254)</u>
CASH FLOWS FROM NON-CAPITAL FINANCING ACTIVITIES:	
Operating grants received	18,643,959
City of Memphis subsidy	26,268,197
Due to City of Memphis	(1,000,000)
Other revenue	<u>(613,256)</u>
Net Cash Provided (Used) By Non-Capital Financing Activities	<u>43,298,900</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:	
Capital Contributions	8,563,428
Acquisition and construction of capital assets	<u>(8,817,419)</u>
Net Cash Provided (Used) By Capital and Related Financing Activities	<u>(253,991)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:	
Change in investments	<u>(3,850)</u>
Net Cash Provided By Investing Activities	<u>(3,850)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(2,670,195)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	<u>6,933,399</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$ 4,263,204</u>
RECONCILIATION OF OPERATING INCOME (LOSS) TO NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES:	
Operating income (loss)	\$ (61,461,225)
Adjustments to reconcile operating income (loss) to net cash provided (used) by operating activities:	
Depreciation	13,489,144
Prior period adjustment	(3,392,408)
Loss on disposal of assets	638,544
(Increase) Decrease Changes in Assets and Deferred Outflows of Resources:	
Charter and other receivables	104,635
Inventories	(64,332)
Prepaid expenses	(132,239)
Deferred outflows of resources	7,364,931
Increase (Decrease) Changes in Liabilities:	
Accounts payable and accrued expenses	(1,291,783)
Due to MTM	(638,296)
Deferred revenue	52,717
OPEB liability	4,563,225
Net pension liability	(5,657,616)
Deferred inflows of resources	<u>713,449</u>
Total Adjustments	<u>15,749,971</u>
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	<u>\$ (45,711,254)</u>
SUPPLEMENTAL DISCLOSURE ON NON-CASH CAPITAL AND RELATED FINANCING ACTIVITIES	
Decrease in construction in progress	\$ <u>2,636,543</u>
Increase in building and improvements	\$ <u>(2,636,543)</u>

The accompanying notes are an integral part of these financial statements

MEMPHIS AREA TRANSIT AUTHORITY

Notes to the Financial Statements

For the Year Ended June 30, 2017

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Organization

Memphis Area Transit Authority ("MATA") was established to provide for the operation and management of a mass transit system for the City of Memphis, Tennessee (the "City"). MATA was created by City ordinance on May 13, 1975, replacing the Memphis Transit Authority. The MATA Board of Commissioners consists of nine members nominated by the City Mayor and approved by the City Council for terms of three years. MATA's annual budgets are approved by the City Council. MATA must also obtain the approval of the City Council before incurring certain obligations. Accordingly, MATA is a component unit of the City and is included in the financial statements of the City. These financial statements are not intended to present the financial position, results of operations, or cash flows of the City or the pension and other postemployment benefit plans discussed in Notes 6 and 7.

Basis of Accounting

The financial statements of MATA have been prepared on the accrual basis of accounting. Under the accrual basis, revenues are recognized as earned and expenses are recognized as incurred.

MATA complies with Governmental Accounting Standards Board ("GASB") Statement No. 20, "Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities that use Proprietary Accounting," and does not apply Financial Accounting Standards Board ("FASB") statements and interpretations issued after November 30, 1989.

Cash and Cash Equivalents

MATA considers all highly liquid investments with a maturity of three months or less to be cash equivalents.

Charter and Other Receivables

Charter and other receivables represent charters, tours, and other special service revenue due and uncollected at June 30, 2017. MATA uses the allowance method for recording bad debts.

Inventories

Inventories, accounted for under the consumption method, consist of materials and supplies and are stated at the lower of cost or market. Cost is determined by the average cost method.

Capital Assets

Capital assets are stated at cost. Depreciation is computed using the straight line method over the following estimated useful lives: buildings and improvements, 30 years; buses and other revenue vehicles, 4 to 12 years; and machinery and equipment, 3 to 8 years. Amounts expended for maintenance and repairs are charged to expense as incurred, and expenditures for major renewals and betterments are capitalized. Assets with a cost equal to or in excess of \$3,000 and with a useful life equal to or in excess of three (3) years are capitalized. Assets with a cost equal to or in excess of \$5,000 and with a useful life of more than one year are capitalized.

Restricted Investments

Investments at June 30, 2017 consist of a federal home loan mortgage debt security.

Receipts of Prepayments

Receipts of Prepayments primarily represents funds received from the Environmental Protection Agency to offset lost revenue for fare reductions on future high ozone days.

Capital Contributions

Contributions from federal, state, City governments, and private enterprises for the purpose of purchasing capital assets are recorded as capital contributions in the statement of revenue, expenses, and changes in net position.

Proceeds in excess of \$5,000 from sales of assets (other than buses) purchased with capital contributions generally must be returned to the contributing entity, in which case no gain or loss on disposition is recognized by MATA. Proceeds from the sale of buses purchased with capital contributions are not required to be returned if the proceeds are used for the purchase of new buses.

Revenue

Operating revenue, primarily daily passenger fares, is recognized when received. Subsidies and non-capital grants utilized to finance current operations are recorded as non-operating revenue when all eligibility requirements imposed by the provider are met. Investment income, primarily interest, is recognized when earned.

Restricted resources include funds restricted for use by grantors' stipulations that limit the use of such funds. Unrestricted resources are first applied when an expense is incurred for purposes for which both restricted and unrestricted net assets are available.

Income Taxes

As a governmental entity, MATA is exempt from payment of federal and state income, property and certain other taxes.

Use of Estimates

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

New Accounting Standards Adopted

In fiscal year 2016, MATA adopted Governmental Accounting Standards Board (GASB) Statement No. 72, *Fair Value Measurement and Application*. The GASB issued Statement No. 72 in February 2016. This statement addresses accounting and financial reporting issue related to fair value measurements. The definition of fair value is the price that would be received to see an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This statement provides guidance for determining a fair value measurement for financial reporting purposes. This statement also provides guidance for applying fair value to certain investments and disclosures related to all fair value measurement. This statement is effective for periods beginning after June 15, 2015 and was implemented during fiscal year 2016.

Assets and liabilities recorded at fair value in the statement of net position are categorized based on the level of judgment associated with the inputs used to measure their fair value. Level inputs are as follows:

- Level 1 – Values are unadjusted quoted prices for identical assets in active markets accessible at the measurement date.
- Level 2 – Inputs include quoted prices for similar assets in active markets, quoted prices from those willing to trade in markets that are not active, or other inputs that are observable or can be corroborated by market data for the term of the instrument. Such inputs include market interest rates and volatilities, spreads and yield curves.
- Level 3 – Certain inputs are unobservable (supported by little or no market activity) and significant to the fair value measurement. Unobservable inputs reflect MATA's best estimate and good faith opinion of what hypothetical market participants would use to determine a transaction price for the asset or liability at the reporting date.

Fair value disclosures are provided in Note 3 of the notes to the financial statements.

NOTE 2 - CASH DEPOSITS:

Cash Deposits

Cash deposits consist of interest bearing and non-interest bearing demand accounts. Depositories are authorized by the Board and include banks and trust companies that are authorized to conduct business and maintain principal offices in the State of Tennessee.

Custodial credit risk for cash and cash equivalent deposits is the risk that in the event of a financial institution's failure, MATA would not be able to recover its deposits. Deposits are exposed to credit risk if they are not insured or not collateralized. MATA's cash and cash equivalent deposits may be covered by federal depository insurance (FDIC) or by collateral held in a multiple financial institution collateral pool administered by the State. The FDIC insures the first \$250,000 of MATA's deposits at each financial institution. Deposit balances over \$250,000 must be collateralized at a percent ranging from 90% to 115% by the collateral pool for those participating financial institutions. The collateral must be obligations of the State of Tennessee, United States, or federal agencies whose principal and interest are guaranteed by the United States. If collateral is not sufficient, a corporate surety bond must be used for collateral and the bond must be written by a surety company authorized to do business in the State of Tennessee.

NOTE 3 - INVESTMENTS:

Depositories of MATA funds for investment purposes will be designated by Resolution of Board and will be required to furnish adequate security to protect MATA's interest. MATA's investment policies are governed by the state and local statutes. Investments at June 30, 2017 consist of a federal home loan mortgage obligation.

Interest rate risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment or deposit. Duration is the measure of the price sensitivity of a fixed income portfolio to changes in interest rates. The longer the maturity of an investment, the greater the sensitivity of its fair value to changes in interest rates. MATA limits its exposure to interest rate risk by diversifying its investments by security type and institution and by limiting the maturity of individual investments.

Credit risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. To control credit risk, credit quality guidelines have been established. Authorized investments are established by the Board and are summarized below:

- Time Deposits Accounts
- Certificates of Deposit
- Obligations of the State of Tennessee
- Obligations of the United States
- Obligations of federal agencies if principal and interest is guaranteed by the United States
- Repurchase agreements involving the purchase and sale of direct obligations of the United States (maximum 30 days)
- Bankers' acceptances (maximum 180 days)
- Commercial paper with Moody's P-1 rating (maximum 180 days)
- Local Government Investment Pool (LGIP) administered by the Tennessee State Treasurer

Custodial and concentration of credit risk

Custodial credit risk for investments is the risk that, in the event of failure of the counterparty to a transaction, MATA will not be able to recover the value of its investment or collateral securities that are in possession of another party. Investments are exposed to such risk if the investments are uninsured or not registered in the name of MATA and are held by either the counterparty or their trust department or agent but not in the name of MATA. To limit its exposure, MATA's investment policy requires that all securities be held in safekeeping in MATA's name by a third-party custodial financial institution.

MATA's investment policy provides that authorized banks, brokers and dealers must be credit worthy. Their financial statements will be reviewed by MATA at least annually to determine credit worthiness. Concentration of investments is avoided. The general rule is to not place more than \$2,000,000 in overnight investments with anyone institution. No more than 25% of MATA's investments at any one time will be placed in money market mutual funds, bankers' acceptances or commercial paper.

The investments at June 30, 2017 are pledged to the State of Tennessee under a performance bond for MATA's workers' compensation insurance and are designated as restricted by the Board at June 30, 2017.

In fiscal year 2016, MATA adopted Governmental Accounting Standards Board (GASB) Statement No. 72, *Fair Value Measurement and Application*. The GASB issued Statement No. 72 in February 2016. This statement addresses accounting and financial reporting issue related to fair value measurements. The definition of fair value is the price that would be received to see an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This statement provides guidance for determining a fair value measurement for financial reporting purposes. This statement also provides guidance for applying fair value to certain investments and disclosures related to all fair value measurement. This statement is effective for periods beginning after June 15, 2015 and was implemented during fiscal year 2016.

Disclosures concerning investments that are reported at fair value are presented below. Fair value has been determined based on MATA's assessment of available market information and appropriate valuation methodologies. The following table summarizes fair value disclosures and measurements at June 30, 2016:

	Fair Value Measurements at Reporting Date Using			
	Fair Value	Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
U.S. government agency securities	\$ 509,567	\$ -	\$ 509,567	\$ -
Total	<u>\$ 509,567</u>	<u>\$ -</u>	<u>\$ 509,567</u>	<u>\$ -</u>

The following methods were used to estimate fair value of each valuation level:

- Level 1 – Values are unadjusted quoted prices for identical assets in active markets accessible at the measurement date.
- Level 2 – Inputs include quoted prices for similar assets in active markets, quoted prices from those willing to trade in markets that are not active, or other inputs that are observable or can be corroborated by market data for the term of the instrument. Such inputs include market interest rates and volatilities, spreads and yield curves.
- Level 3 – Certain inputs are unobservable (supported by little or no market activity) and significant to the fair value measurement. Unobservable inputs reflect the City's best estimate and good faith opinion of what hypothetical market participants would use to determine a transaction price for the asset or liability at the reporting date.

NOTE 4 - CAPITAL ASSETS:

The changes in capital assets for the year ended June 30, 2017 are as follows:

	Balance June 30, 2016	Additions	Deductions	Transfers/ Reclassifications	Balance June 30, 2017
Capital Assets, Being Depreciated:					
Building and improvements	\$ 172,347,952	\$ 689,741	\$ -	\$ 2,636,543	\$ 175,674,236
Buses and other revenue vehicles	81,049,241	7,718,276	(14,479,382)	-	74,288,135
Machinery and equipment	<u>26,794,355</u>	<u>409,402</u>	<u>-</u>	<u>-</u>	<u>27,203,757</u>
Total Capital Assets, Being Depreciated	<u>280,191,548</u>	<u>8,817,419</u>	<u>(14,479,382)</u>	<u>2,636,543</u>	<u>277,166,128</u>
Less Accumulated Depreciation for:					
Building and improvements	(90,087,357)	(6,183,859)	-	-	(96,271,216)
Buses and other revenue vehicles	(54,007,252)	(4,694,623)	13,840,479	-	(44,861,396)
Machinery and equipment	<u>(20,567,961)</u>	<u>(2,610,662)</u>	<u>-</u>	<u>-</u>	<u>(23,178,623)</u>
Total accumulated depreciation	<u>(164,662,570)</u>	<u>(13,489,144)</u>	<u>13,840,479</u>	<u>-</u>	<u>(164,311,235)</u>
Total capital assets, being depreciated, net	<u>115,528,978</u>	<u>(4,671,725)</u>	<u>(638,903)</u>	<u>2,636,543</u>	<u>112,854,893</u>
Capital Assets, Not Being Depreciated:					
Land	2,731,018	-	-	-	2,731,018
Construction in progress	<u>3,040,472</u>	<u>-</u>	<u>-</u>	<u>(2,636,543)</u>	<u>403,929</u>
Total Capital Assets, Not Being Depreciated	<u>5,771,490</u>	<u>-</u>	<u>-</u>	<u>(2,636,543)</u>	<u>3,134,947</u>
TOTAL CAPITAL ASSETS, NET	<u>\$ 121,300,468</u>	<u>\$ (4,671,725)</u>	<u>\$ (638,903)</u>	<u>\$ -</u>	<u>\$ 115,989,840</u>

Depreciation expense for the year ended June 30, 2017 was \$13,489,144.

The carrying amount of impaired assets that are idle as of June 30, 2017 is \$122,291.

NOTE 5 - MANAGEMENT AGREEMENT:

MATA is operating under an agreement with First Transit Group ("First Group"), which requires First Group to furnish management and advisory services reasonably required and necessary for the efficient operation of the mass transit system under policies, standards and procedures established by MATA. The agreement provides for annual management fees ranging from \$195,744 to \$222,300 payable in monthly installments. Management fees totaled \$219,768 for the year ended June 30, 2017.

Mid-South Transportation Management, Inc. ("MTM"), a wholly-owned subsidiary of First Group, is the employer of all MATA staff and personnel. MATA reimburses MTM for all personnel costs incurred by MTM and is responsible for all operating expenses of the mass transit system. MATA has the right to purchase the capital stock of MTM at any time for the original costs of incorporation incurred by First Group which was nominal. In addition, upon termination or expiration of the contract between First Group and MATA, all of the employees and related employment obligations revert to MATA or its designee.

All personnel services for 2017 are reimbursed to MTM. The amounts due to MTM at June 30, 2017 consisted of the following:

	<u>2017</u>
Accrued payroll	\$ 269,431
Accrued vacation	593,945
Accrued pension contribution	450,340
Accrued payroll taxes	25,406
Insurance claims payable	<u>678,383</u>
Total	<u>\$ 2,017,505</u>

NOTE 6 - MTM PENSION PLAN:

Plan Description

The following brief description of the Employees' Retirement Plan of Mid-South Transportation Management, Inc. (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information. The Plan was amended effective July 1, 2008 to incorporate changes that effect current members and new hires employed on or after July 1, 2008. The members hired on or before June 30, 2008 are under Plan A, and members and re-employed individuals who were hired on or after July 1, 2008 are under Plan B. The Plan is closed to new entrants as of July 1, 2015.

The Plan is a single-employer defined benefit pension plan covering substantially all employees of Mid-South Transportation Management, Inc. ("MTM"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by the MTM Retirement Board which consists of three members appointed by the Executive Committee of the Amalgamated Transit Union (ATU), Local 713, and three members appointed by MTM, and it issues a standalone audit report. This report may be obtained by contacting Memphis Area Transit Authority at (901) 722-7162.

The Plan can be terminated by the employer in certain limited situations and/or by 75% of the participants. If the Plan is terminated, the net assets of the Plan will be distributed to the participants in an order of priority determined in accordance with ERISA and its applicable regulations and with the Plan documents as follows:

1. Each active participant will be paid his contributions and interest thereon.
2. Benefits to members who began receiving benefits at least three years before Plan termination (including benefits which would have been received for at least three years if the participant had then retired) based on Plan provisions in effect five years prior to termination.
3. Other vested benefits insured by the Pension Benefit Guaranty Corporation up to the applicable limitations.
4. All other uninsured vested benefits.
5. All other benefits under the Plan.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested, normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive the benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide these benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the existing assets and the PBGC guaranty, while other benefits may be fully or partially provided for by the existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

See next page

Details of the Plan's agreement are published and made available to participants in the Summary Plan Description.

At January 1, 2016, membership consisted of:

Retirees and beneficiaries currently receiving benefits	438
Terminated members entitled to but not yet receiving benefits	98
Current active members	<u>412</u>
Total	<u><u>948</u></u>

Funding Policy

Effective July 1, 2015, both Plan A and Plan B require contributions from participants of 8.0% and the employer of 8.07%, but not less than annual minimum required. The employers' contribution was 27.47% in 2017 and 21.75% in 2016. Present employees' accumulated contributions at January 1, 2016, beginning of plan year, was \$18,016,483 including interest credit on an interest rate of 2.17% compounded annually. MTM's funding policy is to make annual contributions to the Plan in amounts that are estimated to remain a constant percentage of employees' compensation each year, such that, when combined with employee's contributions, all employees' benefits will be fully provided for by the time they retire. The employer's contributions for 2016 and 2015 exceeded the minimum required contribution in compliance with ERISA.

The primary factors in the benefit calculation formula are participants' years of service and earnings. Participants become 100% vested in accrued benefits derived from employer contributions after five years of service.

Net Pension Liability

MATA's net pension liability as of January 1, 2016 (latest valuation date), with a measurement date of December 31, 2016, and the total pension liability used to calculate the net pension liability was determined by actuarial valuation as of that date. The components of the net pension liability at June 30, 2017, are as follows.

Total pension liability	\$ 107,837,459
Plan fiduciary net position	<u>(101,625,539)</u>
Net pension liability	\$ <u>6,211,920</u>
Plan fiduciary net position as a percentage of total pension liability	<u><u>94.2 %</u></u>

The Schedule of Changes in Net Pension Liability which depicts total pension liability, plan fiduciary net position, and net pension liability is presented as required supplementary information following the Notes to the Financial Statements.

Actuarial methods and assumptions

The more significant assumptions underlying the actuarial computations as of January 1, 2015 are stated below. These actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits. For the January 1, 2016 valuation, there were no changes in actuarial assumptions.

Funding method: Unit Credit actuarial cost method

Assumption rate of return: 7%

Assumed rate of increase in compensation levels: 5.0%

Mortality rates:

Accounting -- UP - 1984 Mortality Table with separate rates for males and females

Funding -- RP-2000 Mortality Table with separate rates for males and females, and for annuitants and non-annuitants, as prescribed by IRS.

Retirement age: It was assumed that active participants will retire according to the following rates of retirement:

<u>Age</u>	<u>Rate</u>
55-57	1%
58-59	2%
60-61	5%
62	20%
63-64	10%
65+	100%

Discount Rate: The discount rate used to measure the total pension liability is 7.0%. The strict funding requirements imposed by the Plan's status as a single employer ERISA plan ensures that into the foreseeable future, contributions will be made based on a lower interest rate than the long-term expected return on assets, with gains and losses amortized over seven years. Because these funding requirements relatively quickly result in funding exceeding that needed to fund benefits for current participants assuming 7.0% return, and also because the exact amount for future contributions depends on volatile interest rates and interest rate relief, it was not deemed necessary to develop a cash flow projection for GASB 67 and 68 purposes.

Sensitivity of the Net Pension Liability to Changes in the Discount Rate: The following presents the net pension liability of the Plan, calculated using the discount rate of 7.0%, as well as what the net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (6.0%) or 1-percentage-point higher (8.0%) than the current rate.

	1% Decrease (6.0%)	Current Discount (7.0%)	1% Increase (8.0%)
Net Pension Liability	\$ <u>16,705,647</u>	\$ <u>6,211,920</u>	\$ <u>2,800,677</u>

See next page

Deferred Outflows of Resources and Deferred Inflows of Resources

The balance of deferred inflows and outflows of resources after recognition in current year expense are \$1,585,137 and \$5,790,219, respectively. The determination of resources of deferred inflows and outflows of resources for the fiscal year ended June 30, 2017, is as follows:

Determination of Resources of Deferred Outflows and Resources of Deferred Inflows for June 30, 2017

		Balances at June 30, 2017					
		Established in Fiscal Year ending June 30		Cumulative Amounts Recognized in Expense June 30, 2017		Deferred- Outflows of Resources	Deferred Inflows of Resources
		Loss	(Gain)			(d) = (a - c)	(e) = (b - c)
		(a)	(b)	(c)			
a. Experience (Gains) and Losses	2016-2017	\$ -	\$ 1,585,137	\$ -	\$ -	\$ 1,585,137	
b. Changes in Assumptions	2016-2017	\$ 318,948	\$ -	\$ -	\$ 318,948	\$ -	
c. Investments (Gains) and Losses	2015-2017	\$ 5,471,271	\$ -	\$ -	\$ 5,471,271	\$ -	
d. Collective Deferred Outflows/(Inflows) of Resources: a+b+c		\$ 5,790,219	\$ 1,585,137	\$ -	\$ 5,790,219	\$ 1,585,137	

Contributions of \$1,962,154 were reported as deferred outflows of resources related to pensions resulting from MTM contributions subsequent to the December 31, 2016 measurement date and will be recognized as a reduction of the net pension liability in the year ended June 30, 2018.

Future Amortization of Deferred Outflows and Deferred Inflows - The other amounts reported as deferred outflows of resources and deferred inflows of resources related to pension recognized in pension expense is as follows:

Year Ending June 30	
2018	\$ 1,665,580
2019	1,665,580
2020	1,405,996
2021	(523,074)
2022	-
Thereafter	-
Total	<u>\$ 4,214,082</u>

Pension Expense - The pension expense under GASB 68 for the fiscal year ending June 30, 2017 is \$4,258,508.

Employer Service Cost	\$	1,905,885
Employee Contributions		(1,154,487)
Administrative Expenses		1,170,532
Interest Cost		7,285,677
Expected Return on Assets		(9,275,050)
Changes in Benefit Terms		-
Differences between Expected and Actual Experience		(1,241,826)
Change of Assumptions		235,387
Recognition of deferred (inflows)/outflows of resources		<u>5,332,390</u>
	\$	<u><u>4,258,508</u></u>

NOTE 7 - OTHER POSTEMPLOYMENT BENEFITS:

GASB Statement No. 45, Accounting and Financial Reporting by Employers for Postemployment Benefits Other than Pensions, establishes standards for the measurement, recognition, and display of other postemployment benefits (OPEB) expenses/expenditures and related liabilities (assets) and note disclosures. This Statement requires recognition of the cost of other postemployment benefits during the periods when employees render their services, disclosure about actuarially accrued liabilities related to past services, and the status and progress of funding the benefits.

Plan Description

MATA provides medical and life insurance benefits to eligible retired MATA employees and their dependents. Post-retirement medical coverage is offered through a Network (NET) medical plan. The plan also pays a \$7,000 life insurance benefit. The related medical claims are managed by a contracted third-party.

See next page

Funding Policy

The contribution requirements of the plan members and MATA are established and may be amended in negotiation with the labor bargaining union. Monthly premium rates paid by eligible participants for medical coverage for the period October 1, 2016 to September 30, 2017 are as follows:

	<u>NET</u>
Pre-Medicare participant:	
Retiree	140
Retiree plus dependent(s)	210
Family	250
Medicare eligible participant:	
Retiree	166
Retiree plus dependent(s)	200
Family	312

The portion of the premium paid by MATA for the retiree and dependents is as follows:

Pre-Medicare participant	
Retiree	\$ 600
Retiree plus dependent(s)	1,323
Family	1,931
Medicare eligible participant:	
Retiree	\$ 528
Retiree plus dependent(s)	1,251
Family	1,787

Life insurance coverage is paid by MATA with no contribution from the retiree.

Actuarial Methods and Assumptions

Actuarial valuations of an ongoing plan 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 plan and the 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.

Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the employer and the plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations. Significant methods and assumptions were as follows:

Valuation date	January 1, 2017
Actuarial cost method	Entry Age Normal
Amortization method	Level Percent of Payroll
Amortization period	30 Years, Open
Asset valuation method	Market value
Investment rate of return (discount rate)	3.75%
Payroll growth	2.5%
Health cost trend rate	6.90% graded to 4.2% over 68 years

Annual OPEB Cost and OPEB Obligation

MATA's OPEB cost and OPEB obligation consisted of the following for the year ended June 30, 2017:

Annual required contribution (ARC)	\$ 7,033,351
Interest on beginning of year obligation	1,182,046
Adjustments to ARC	<u>(1,292,450)</u>
Annual OPEB cost	6,922,947
Contributions made	<u>(2,359,722)</u>
Increase in OPEB Obligation	4,563,225
Net OPEB Obligation at June 30, 2016	<u>31,521,218</u>
Net OPEB Obligation at June 30, 2017	<u>\$ 36,084,443</u>

NOTE 8 - INSURANCE RISK:

MATA is fully self-insured for employee medical benefits and is partially self-insured for workers' compensation. MATA is also self-insured for property damage and personal liability claims up to specified limits under excess insurance coverage. Liability established for claims incurred but not paid for medical benefits, which is included in Due to MTM in the Statement of Net Position, were as follows:

Balance - June 30, 2016	\$ 983,421
Claims paid	(7,714,109)
Estimate of claims incurred	<u>8,240,330</u>
Balance - June 30, 2017	<u>\$ 1,509,642</u>

Additionally, as of June 30, 2017, management has accrued a liability of \$149,612 for estimated workers' compensation claims outstanding. MATA also maintains stop-loss insurance for workers' compensation claims in excess of \$1,000,000 and a \$500,000 performance bond is pledged to the State of Tennessee for workers' compensation.

NOTE 9 - COMMITMENTS AND CONTINGENCIES:

MATA is subject to various types of claims and litigation in the ordinary course of its operations. Management has accrued a contingent liability of \$365,000 for claims and litigation, which is included in accrued expenses in the Statement of Net Position. Management believes that, based on information presently available, such matters when ultimately concluded will not have any additional material adverse effect on MATA's financial position or results of operation.

As of June 30, 2017, MATA had the following purchase commitments:

ITS	\$ 1,926
Rail System	5,125,700
MATA Vehicles	4,948,753
American Way Transit Center	13,023
Transit Amenities	157,717
Planning Projects	62,237
Central Station	<u>2,933,941</u>
Total	<u>\$ 13,243,297</u>

MATA receives a portion of its revenue from government grant contracts, all of which are subject to audit by government agencies. The ultimate determination of amounts received under these programs generally is based upon allowable costs reported to and audited by the government agency. Until such audits have been completed and final settlement reached, there exists a contingency to refund any amount received in excess of allowable costs. Management is of the opinion that no material liability will result from such audits.

NOTE 10 - ECONOMIC DEPENDENCE:

MATA is economically dependent upon federal, state and local government grants, subsidies and capital contributions to finance its operations and its capital expenditures. For the year ended June 30, 2017, MATA received approximately \$55,001,627 in government subsidies and grants to offset operating losses.

NOTE 11 - PERIOD PERIOD ADJUSTMENT:

During the year ended June 30, 2017, it was discovered that a) the FY16 entry to write down the remaining book value on "out of service" vehicles incorrectly increased depreciation expense, b) the FY15 entry for accrued wages payables and accrued FICA was not posted, and c) the FY16 entry to record GASB 67/68 transactions was posted incorrectly due to error in recording the actuarial information.

The prior year balances are restated as follows:

	Beginning of Year Balance June 30, 2016	Prior Period Adjustment	Beginning of Year Balance as restated June 30, 2016
Net Assets	\$ (97,488,224)	\$ 3,392,408	\$ (94,095,816)
Accrued Wages Payable	\$ (861,101)	\$ 19,859	\$ (841,242)
Accrued FICA	\$ (25,166)	\$ 1,519	\$ (23,647)
Deferred pension contribution	\$ 4,708,144	\$ (4,708,144)	\$ -
Accumulated depreciation	\$ (42,460,839)	\$ 1,294,358	\$ (41,166,481)

REQUIRED SUPPLEMENTARY INFORMATION

MEMPHIS AREA TRANSIT AUTHORITY
Memphis, Tennessee

Exhibit RSI-1

Schedule of Funding Progress
Other Postemployment Benefits (OPEB)
For the fiscal year ended June 30, 2017

Schedule of Funding Progress

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded AAL (UAAL) (b) - (a)	Funded Ratio (a) - (b)	Covered Payroll ⁽¹⁾ (c)	UAAL as a Percentage of Covered Payroll [(b) - (a)] + c
January 1, 2012	\$ -	\$ 97,091,769	\$ 97,091,769	-	% \$ 20,848,376	466%
January 1, 2014	\$ -	\$ 97,243,157	\$ 97,243,157	-	% \$ 20,541,200	473%
January 1, 2015	\$ -	\$ 83,387,379	\$ 83,387,379	-	% \$ 20,229,000	412%
January 1, 2017	\$ -	\$ 86,182,014	\$ 86,182,014	-	% \$ 23,189,400	372%

(1) Covered Payroll includes all active plan participants.

Exhibit RSI-2

Schedule of Employer Contributions
Other Postemployment Benefits (OPEB)
For the fiscal year ended June 30, 2017

Schedule of Employer Contributions

Fiscal Year Ending June 30	Annual Required Contribution (ARC)	Actual Employer Contribution	Percentage Contributed
2014	\$ 8,218,073	\$ 2,609,992	31.8 %
2015	\$ 6,527,940	\$ 2,053,178	31.5 %
2016	\$ 6,786,916	\$ 2,155,692	31.8 %
2017	\$ 7,033,351	\$ 2,359,722	33.6 %

MEMPHIS AREA TRANSIT AUTHORITY
Memphis, Tennessee

Exhibit RSI-3

Three Year Schedule of Percentages of OPEB Cost Contributed
Other Postemployment Benefits (OPEB)
For the fiscal year ended June 30, 2017

Three Year Schedule of Percentages of OPEB Cost Contributed

Fiscal Year Ended June 30,	Annual OPEB Cost	Actual Employer Contribution	Percentage of OPEB Cost Contributed	Net OPEB Obligation
2015	\$ 6,472,518	\$ 2,053,178	31.7 %	\$ 22,536,944
2016	\$ 6,720,626	\$ 2,155,692	32.1 %	\$ 28,169,591
2017	\$ 6,922,947	\$ 2,359,722	34.1 %	\$ 36,084,443

See next page

MEMPHIS AREA TRANSIT AUTHORITY
Memphis, Tennessee

Exhibit RSI-4

Schedule of Changes in Net Pension Liability and Related Ratios

	2017
Total pension liability	
Service cost	\$ 1,905,885
Interest	7,285,677
Change of benefit terms	-
Differences between expected and actual experience	(1,241,826)
Changes of assumptions	235,387
Benefit payments, including refunds of employee contributions	(8,857,523)
Net change in total pension liability	(672,400)
Total pension liability – beginning	108,509,859
Total pension liability – ending	\$ 107,837,459
Plan fiduciary net position	
Contributions – employer	\$ 4,583,734
Contributions – employee	1,154,487
Net investment income	9,275,050
Benefit payments, including refunds of employee contributions	(8,857,523)
Administrative expense	(1,170,532)
Other	-
Net change in plan fiduciary net position	4,985,216
Plan fiduciary net position – beginning	96,640,323
Plan fiduciary net position – ending	\$ 101,625,539
System’s net pension liability – ending	\$ 6,211,920
Plan fiduciary net position as a percentage of the total pension liability	94.2 %
Covered employee payroll	\$ 14,980,452
Net pension liability as percentage of covered employee payroll	41.5 %

Historical information prior to implementation of GASB 67-68 is not required

NOTE TO SCHEDULE:

Benefit changes: A plan change adopted in Fiscal Year Ending June 30, 2015 and Plan Year 2014 closed the plan to new entrants effective July 1, 2015 and froze service credits and pay for participants hired after June 30, 2008, effective July 1, 2015. This change is recognized in the Plan/Fiscal Year in which it was adopted.

Change of assumptions: The mortality assumption was changed at the December 31, 2015 measurement date to RP-2000 separate annuitant and non-annuitant tables with static projections to 2022 and 2030, respectively. The prior year assumption was similar, but with one less year of projections.

MEMPHIS AREA TRANSIT AUTHORITY
 Memphis, Tennessee

Exhibit RSI-5

Schedule of Contributions
 MATA Retirement System
 For the fiscal year ended June 30, 2017

Year Ending June 30	Actuarially Determined Contribution⁽¹⁾ (a)	Actual Employer Contributions (b)	Contribution Excess/(Deficiency) (c) = (b) - (a)	Covered Employee Payroll (d)	Contribution as a Percentage of Covered Payroll (b) / (d)
2008	\$ 1,865,644	\$ 1,865,644	\$ -	\$ 22,274,162	8.4%
2009	\$ 1,865,656	\$ 1,865,656	\$ -	\$ 22,347,975	8.3%
2010	\$ 1,941,233	\$ 1,941,233	\$ -	\$ 22,924,214	8.5%
2011	\$ 2,513,540	\$ 2,513,540	\$ -	\$ 24,322,930	10.3%
2012	\$ 4,498,995	\$ 4,498,995	\$ -	\$ 23,676,446	19.0%
2013	\$ 5,316,927	\$ 5,316,927	\$ -	\$ 22,903,128	23.2%
2014	\$ 3,880,850	\$ 3,880,850	\$ -	\$ 22,556,055	17.2%
2015	\$ 5,721,168	\$ 5,721,168	\$ -	\$ 21,100,201	27.1%
2016	\$ 4,565,274	\$ 4,565,274	\$ -	\$ 20,991,541	21.7%
2017	\$ 4,144,673	\$ 4,144,673	\$ -	\$ 14,980,452	27.7%

(1) Includes timing adjustments for actual contribution timing required for meeting the minimum funding requirements.

SUPPLEMENTAL SCHEDULES

MEMPHIS AREA TRANSIT AUTHORITY
 Memphis, Tennessee

**SCHEDULE OF OPERATING REVENUE AND EXPENSES -
 BUDGET AND ACTUAL**
 Year Ended June 30, 2017

	Actual	Original and Final Budget	Variance Positive (Negative)
OPERATING REVENUE:			
Farebox revenue	\$ 7,030,160	\$ 7,914,900	\$ (884,740)
Special transit fees	-	9,600	(9,600)
Charter service revenue	-	200	(200)
Auxiliary transportation revenue	710,481	500,300	210,181
Non-transportation revenue	116,489	261,300	(144,811)
Total Operating Revenue	\$ 7,857,130	\$ 8,686,300	\$ (829,170)
OPERATING EXPENSES:			
Salaries and wages	\$20,689,435	\$22,736,200	\$ 2,046,765
Fringe benefits	17,890,501	23,546,100	5,655,599
Services	7,010,807	6,974,600	(36,207)
Materials and supplies	7,486,334	6,762,100	(724,234)
Utilities	1,098,859	940,100	(158,759)
Insurance	978,857	984,000	5,143
Leases and rentals	4,769	6,300	1,531
License and taxes	1,679	-	(1,679)
Miscellaneous	667,970	252,400	(415,570)
Total Operating Expenses	\$55,829,211	\$62,201,800	\$ 6,372,589

SINGLE AUDIT

MEMPHIS AREA TRANSIT AUTHORITY
Schedule of Expenditures of Federal Awards and State Financial Assistance
Year Ended June 30, 2017

Federal Grantor/ Pass-Through Grantor	Program/Cluster Name	CFDA Number	Contract Number	Passed Through to Subrecipients	Expenditures
Federal Awards					
Direct Funding:					
U.S. Department of Transportation/Federal Transit Authority	Federal Transit - Capital Investment Grants/Federal Transit Cluster	20.500	TN-03-0104	\$ -	\$ 1,234,552
U.S. Department of Transportation/Federal Transit Authority	Federal Transit - Capital Investment Grants/Federal Transit Cluster	20.500	TN-03-0105	-	5,433
U.S. Department of Transportation/Federal Transit Authority	Federal Transit - Capital Investment Grants/Federal Transit Cluster	20.500	TN-2017-042	-	25,321
U.S. Department of Transportation/Federal Transit Authority	Federal Transit - Capital Investment Grants/Federal Transit Cluster	20.500	TN-04-0053	-	996
U.S. Department of Transportation/Federal Transit Authority	Federal Transit - Capital Investment Grants/Federal Transit Cluster	20.500	TN-04-0065	-	3,946
U.S. Department of Transportation/Federal Transit Authority	Federal Transit - Capital Investment Grants/Federal Transit Cluster	20.500	TN-05-0033-03	-	<u>67,839</u>
	Total Program 20.500			-	1,338,087
U.S. Department of Transportation/Federal Transit Authority	Federal Transit - Formula Grants/Federal Transit Cluster	20.507	TN-90-X385	-	153,473
U.S. Department of Transportation/Federal Transit Authority	Federal Transit - Formula Grants/Federal Transit Cluster	20.507	TN-2016-002-02	-	9,796,880
U.S. Department of Transportation/Federal Transit Authority	Federal Transit - Formula Grants/Federal Transit Cluster	20.507	TN-2017-007	-	150,078
U.S. Department of Transportation/Federal Transit Authority	Federal Transit - Formula Grants/Federal Transit Cluster	20.507	TN-2017-037	-	194,053
U.S. Department of Transportation/Federal Transit Authority	Federal Transit - Formula Grants/Federal Transit Cluster	20.507	TN-2017-051	-	50,000
U.S. Department of Transportation/Federal Transit Authority	Federal Transit - Formula Grants/Federal Transit Cluster	20.507	TN-2017-056	-	<u>52,847</u>
	Total Program 20.507			-	10,397,331
U.S. Department of Transportation/Federal Transit Authority	State of Good Repair Grants Program/Federal Transit Cluster	20.525	TN-54-0004	-	80,000
U.S. Department of Transportation/Federal Transit Authority	State of Good Repair Grants Program/Federal Transit Cluster	20.525	TN-2016-007-01	-	<u>1,187,719</u>
	Total Program 20.525			-	1,267,719

MEMPHIS AREA TRANSIT AUTHORITY
Schedule of Expenditures of Federal Awards and State Financial Assistance
Year Ended June 30, 2017
(Continued)

Federal Grantor/ Pass-Through Grantor	Program/Cluster Name	CFDA Number	Contract Number	Passed Through to Subrecipients	Expenditures
U.S. Department of Transportation/Federal Transit Authority	Bus and Bus Facilities Formula & Discretionary Programs/Federal Transit Cluster	20.526	TN-34-0001-02	-	1,088,060
U.S. Department of Transportation/Federal Transit Authority	Bus and Bus Facilities Formula & Discretionary Programs/Federal Transit Cluster	20.526	TN-2017-035	-	<u>992,131</u>
Total Program 20.526				-	<u>2,080,191</u>
U.S. Department of Transportation/Federal Transit Authority	Enhanced Mobility of Seniors and Individuals with Disabilities/Transit Services Programs Cluster	20.513	TN-16-X012	-	251,948
U.S. Department of Transportation/Federal Transit Authority	Enhanced Mobility of Seniors and Individuals with Disabilities/Transit Services Programs Cluster	20.513	TN-2016-025-01	-	<u>100,393</u>
Total Program 20.513				-	<u>352,341</u>
U.S. Department of Transportation/Federal Transit Authority	New Freedom Program/Transit Services Programs Cluster	20.521	TN-57-X007-03	-	440,867
U.S. Department of Transportation/Federal Transit Authority	Alternatives Analysis	20.522	TN-39-0002	-	62,568
Pass-through Funding:					
U.S. Department of Transportation/Shelby County Government	Technical Studies Planning Grant for Fiscal Year 2017 UPWP	20.505	Unknown	-	88,000
U.S. Department of Homeland Security/Tennessee Emergency Management Agency	Department of Military - Tennessee Emergency Management Agency - Department of Homeland Security	N/A	Unknown	-	<u>7,326</u>
TOTAL FEDERAL AWARDS				-	<u>16,034,430</u>

MEMPHIS AREA TRANSIT AUTHORITY
Schedule of Expenditures of Federal Awards and State Financial Assistance
Year Ended June 30, 2017
(Continued)

Federal Grantor/ Pass-Through Grantor	Program/Cluster Name	CFDA Number	Contract Number	Passed Through to Subrecipients	Expenditures
<u>State Financial Assistance</u>					
Tennessee Department of Transportation	Rail Facility Improvements	20.500	GG-14-41869	-	154,319
Tennessee Department of Transportation	Buses and Spare Components	20.500	GG-12-37597	-	102
Tennessee Department of Transportation	Buses and Spare Components	20.500	GG-13-37337	-	493
Tennessee Department of Transportation	Fixed-Guideway Modernization	20.500	GG-14-40481	-	8,480
Tennessee Department of Transportation	Technical Studies Planning Grant for Fiscal Year 2017 UPWP	20.505	Unknown	-	11,000
Tennessee Department of Transportation	Preventive Maintenance, ADA Paratransit Service	20.507	GG-16-48431	-	19,184
Tennessee Department of Transportation	Preventive Maintenance, Service Vehicles	20.507	GG-17-51268	-	1,224,610
Tennessee Department of Transportation	Buses, Project Administration	20.513	GG-16-48937	-	30,173
Tennessee Department of Transportation	Buses, ADA Access Projects, Same-Day Service, Project Administration	20.513	Unknown	-	11,005
Tennessee Department of Transportation	New Freedom Projects	20.521	GG-12-36858	-	68,619
Tennessee Department of Transportation	Preventive Maintenance for Rail System	20.525	GG-15-43719	-	10,000
Tennessee Department of Transportation	Preventive Maintenance for Rail System	20.525	GG-17-52305	-	148,465
Tennessee Department of Transportation	Buses and Bus Facility Improvements	20.526	GG-14-40607	-	136,011
Tennessee Department of Transportation	TDOT Operating Assistance for FY 2017	N/A	Z-17-UROP-14-00	-	4,999,000
Tennessee Department of Transportation	TDOT Operating Assistance for FY 2017	N/A	Z-17-UROP-15-00	-	997,900
Tennessee Department of Transportation	TDOT Operating Assistance for FY 2017	N/A	GU-15-42103	-	7,676
U.S. Department of Homeland Security/Tennessee Emergency Management Agency	Department of Military - Tennessee Emergency Management Agency - Department of Homeland Security	N/A	Unknown	-	1,221
TOTAL STATE AWARDS				-	7,828,258
TOTAL FEDERAL & STATE AWARDS				\$ -	\$ 23,862,688

MEMPHIS AREA TRANSIT AUTHORITY

Notes to Schedule of Expenditures of Federal Awards and State Financial Assistance Year Ended June 30, 2017

Note 1 - Basis of Presentation and Accounting

The accompanying schedule of expenditures of federal awards and state financial assistance includes the federal and state grant activity of MATA and is presented on the accrual basis of accounting. The information in this schedule is presented in accordance with the 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). Therefore, some amounts presented in this schedule may differ from amounts presented in or used in the preparation of the financial statements.

In compliance with Tennessee state law, the accompanying schedule of expenditures of state financial assistance is included in this report. The schedule presents all state funded financial awards, as defined by the State Comptroller of the Treasury's Office, and is prepared and presented in a manner consistent with the schedule of expenditures of federal awards.

The expenditures presented in the associated schedule of expenditures of federal awards and state financial assistance were developed from agency records and federal and state financial reports which have been reconciled to the central accounting records of MATA.

MATA has not elected to use the 10% de minimis indirect cost rate allowed under the Uniform Guidance.

Note 2 - Contingencies

The federal and state grants received by MATA are subject to audit and adjustment. If any expenditures are disallowed by the grantor agencies as a result of such audit, the grantor agencies could make a claim for reimbursement, which would become a liability of MATA.

**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***

To the Board of Commissioners
Memphis Area Transit Authority

We have audited, in accordance with the 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 Memphis Area Transit Authority ("MATA"), as of and for the year ended June 30, 2017, and the related notes to the financial statements, which collectively comprise MATA's basic financial statements, and have issued our report thereon dated December 26, 2017.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered MATA'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 opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of MATA's internal control. Accordingly, we do not express an opinion on the effectiveness of MATA'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 entity'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. 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 MATA'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 results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



Memphis, Tennessee
December 26, 2017

**INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE
FOR EACH MAJOR PROGRAM AND ON INTERNAL CONTROL
OVER COMPLIANCE REQUIRED BY THE UNIFORM GUIDANCE**

To the Board of Commissioners
Memphis Area Transit Authority

Report on Compliance for Each Major Federal Program

We have audited Memphis Area Transit Authority's ("MATA") compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on each of MATA's major federal programs for the year ended June 30, 2017. MATA's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to its federal programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of MATA'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 MATA'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 MATA's compliance.



Opinion on Each Major Federal Program

In our opinion, MATA 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, 2017.

Report on Internal Control Over Compliance

Management of MATA, 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, we considered MATA'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 MATA'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. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.



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.

Bank, Terrell White D.C.

Memphis, Tennessee
December 26, 2017

MEMPHIS AREA TRANSIT AUTHORITY
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
Year Ended June 30, 2017

I. SUMMARY OF AUDITOR'S RESULTS

Financial Statements:

- | | |
|---|---------------|
| 1. The auditor's report issued on the basic financial statements. | Unmodified |
| 2. Material noncompliance relating to the financial statements. | None reported |
| 3. Internal Control Over Financial Reporting: | |
| a. Material weaknesses identified? | No |
| b. Significant deficiencies identified that are not considered to be material weaknesses? | None reported |

Federal Awards:

- | | |
|---|---------------|
| 4. Type of auditor's report issued on the basic financial statements. | Unmodified |
| 5. Internal Control Over Major Federal Programs: | |
| a. Material weaknesses identified? | None reported |
| b. Significant deficiencies identified that are not considered to be material weaknesses? | None reported |
| 6. Any audit findings reported as required by the Uniform Guidance? | No |
| 7. The programs tested as a major program were: | |

Federal Transit Cluster:

CFDA 20.500, 20.507, 20.525, and 20.526

- | | |
|--|--|
| 8. The threshold for distinguishing Type A and B programs was \$750,000. | |
| 9. MATA was determined to be a low risk auditee. | |

MEMPHIS AREA TRANSIT AUTHORITY
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
Year Ended June 30, 2017
(Continued)

II. FINDINGS - FINANCIAL STATEMENT AUDIT

No matters are reportable.

III. FINDINGS - MAJOR FEDERAL AWARDS FINDINGS AND QUESTIONED COSTS SECTION

No matters are reportable.

MEMPHIS AREA TRANSIT AUTHORITY
SCHEDULE OF PRIOR YEAR FINDINGS AND QUESTIONED COSTS
Year Ended June 30, 2017

There were no prior findings reported.