Agenda

— Overview: Team and deliverables
— Financial statement audit
— Auditor’s responsibilities and communications
— Single audit
— Agreed upon procedures
— Other information
— Appendix I: Audit procedures

Presenters
— Karissa Marker
— Michael Ortman
Overview: KPMG audit team

Sound Transit Engagement Team

Shane Philpot
Account Executive

Functional Resources

Andrea Fox
Information Risk Management

Sue Robison
Tax Managing Director

KPMG Investment Pricing Services

Karissa Marker
Audit Partner

Michael Ortman
Audit Engagement Senior Manager

Rachel Kehoe
Audit Senior Associate

Elizabeth Stuart
Concurring Review Partner

Francis & Co
Subcontractors
Overview: Audit deliverables

— Audited financial statements
  - Opinion on financial statements
  - Single audit report in compliance with 2 CFR Part 200 Compliance Supplement

— Other reports
  - Agreed upon procedures – Subarea Equity
  - Agreed upon procedures – National Transit Database
  - Agreed upon procedures – Green Bonds

— Communications to the Audit Committee
  - Planning and year-end results briefings
  - Letter of required communications to Audit and Reporting Committee
Financial statement audit
Key areas of emphasis for the financial statement audit

— Key Processes and Controls
  - Procurement and Contract Management
  - Revenue Generation
    — Tax receipts
    — Grant receipts
    — Passenger fares
  - Financial Management
  - Human Resource Management
  - Financial Reporting
  - Risk Management

— Significant Account Balances
  - Cash, Investments, and Interest Income
  - Due to/Due from Governmental Agencies
  - Capital Assets
  - Debt and Capitalized Interest
  - Construction Claims
  - Net Position
  - Federal and Other Government Contributions
Sound Transit operations

See description of the audit procedures performed over the sources of revenue in the Appendices.

<table>
<thead>
<tr>
<th>Sources of revenues (000’s)</th>
<th>2015</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating</td>
<td>$72,000</td>
<td>$66,131</td>
</tr>
<tr>
<td>Non Operating</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Taxes</td>
<td>$781,975</td>
<td>$717,148</td>
</tr>
<tr>
<td>Contributions Received</td>
<td>$136,116</td>
<td>$194,077</td>
</tr>
<tr>
<td>Other</td>
<td>$56,485</td>
<td>$21,351</td>
</tr>
<tr>
<td>Total Non Operating</td>
<td>$974,580</td>
<td>$932,576</td>
</tr>
</tbody>
</table>
Auditors’ responsibilities for communication with the Audit and Reporting Committee

**Required communications**

The Auditor’s Responsibility under Auditing Standards Generally Accepted in the United States of America. Communicate responsibility assumed for the internal control structure, material errors, irregularities and illegal acts, etc.

**Response**

— Our audit was designed in accordance with GAAS and GAGAS to provide reasonable assurance that the financial statements of Sound Transit are free of material misstatement.

— We have the responsibility to obtain sufficient understanding of internal control to plan our audits and determine the nature, timing and extent of procedures to be performed.

— We noted no material errors, irregularities or illegal acts.

— We issued an unmodified opinion dated May 26, 2016 stating that the financial statements of Sound Transit are fairly presented, in all material respects, in accordance with GAAP.
### Auditors’ responsibilities for communication with the Audit and Reporting Committee

<table>
<thead>
<tr>
<th>Required communications</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Significant Accounting Policies and Unusual Transactions.</strong> The Audit and Reporting Committee should be informed about the initial selection of and changes in significant accounting policies as well as the methods used to account for significant unusual transactions.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Response</th>
</tr>
</thead>
<tbody>
<tr>
<td>— During the fiscal year, the Agency entered into the following significant and unusual transactions:</td>
</tr>
<tr>
<td>- Additional debt issuance of $943M, a portion of which are considered “Green Bonds”</td>
</tr>
<tr>
<td>- New overhead allocation process</td>
</tr>
<tr>
<td>- Capital replacement fund was reclassified from current to noncurrent to more appropriately reflect the long term nature of the fund.</td>
</tr>
</tbody>
</table>
Auditors’ responsibilities for communication with the Audit and Reporting Committee

<table>
<thead>
<tr>
<th>Required communications</th>
<th>Response</th>
</tr>
</thead>
</table>
| **Management Judgments and Accounting Estimates.** The Audit and Reporting Committee should be informed about the process used by management in forming particularly sensitive accounting estimates, and about the basis for the auditor’s conclusions regarding the reasonableness of those estimates. | — Key judgmental reserve and/or methodologies include:  
 - Construction claims  
 - Valuation of investments  
 - Overhead allocations |
| **Significant Audit Adjustments.** All significant audit adjustments arising from the audit should be communicated to the Audit and Reporting Committee. | — There were no significant audit adjustments arising from the audit identified by KPMG or by management. |
Auditors’ responsibilities for communication with the Audit and Reporting Committee

<table>
<thead>
<tr>
<th>Required communications</th>
<th>Response</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Passed Adjustments.</strong> Any material passed adjustments proposed by the auditor, but not recorded by the client, should be communicated to the Audit and Reporting Committee.</td>
<td>— There were no passed adjustments.</td>
</tr>
<tr>
<td><strong>Disagreements with Management.</strong> Disagreements with management, whether or not satisfactorily resolved, about matters that could be significant to the financial statements or the auditors’ report, should be communicated to the Audit and Reporting Committee.</td>
<td>— There were no such disagreements.</td>
</tr>
</tbody>
</table>
### Auditors’ responsibilities for communication with the Audit and Reporting Committee

<table>
<thead>
<tr>
<th>Required communications</th>
<th>Response</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Difficulties Encountered in Performing the Audit.</strong> Serious difficulties encountered in dealing with management that relate to the performance of the audit are required to be brought to the attention of the Audit and Reporting Committee.</td>
<td>— We received excellent cooperation from Sound Transit’s accounting team.</td>
</tr>
<tr>
<td><strong>Deficiencies in Internal Control.</strong> Any significant deficiencies in internal control encountered while performing the audit are required to be brought to the attention of the Audit and Reporting Committee.</td>
<td>— There were no significant deficiencies identified.</td>
</tr>
<tr>
<td><strong>Auditor Independence.</strong></td>
<td>— KPMG is independent of Sound Transit.</td>
</tr>
</tbody>
</table>
Single audit
Overview of the testing of federal grant funding

— Audit Objectives
  - Audit Sound Transit’s financial statement and report on the schedule of federal awards in relation to those financial statements
  - Audit compliance of federal awards expended during the fiscal year

— Major Program
  - Federal Transit Cluster – $124,380,260

— Findings/Conclusions
  - Unmodified audit opinion (Single Audit Report)
  - No findings noted in the current year
  - Report Issued May 26, 2016
Federal grants compliance requirements tested

1. Activities allowed or disallowed
2. Allowable costs/cost principles
3. Cash management
4. Equipment and real property management
5. Matching, level of effort, earmarking
6. Period of performance of federal funds
7. Procurement and suspension and debarment
8. Real property acquisition and relocation assistance
9. Reporting
10. Special tests and provisions – grant specific
Agreed upon procedures
Agreed upon procedures report: NTD

— National Transit Database Reporting:
  - Testwork is completed and going through review process
    — Performing the 27 procedures prescribed by FTA
    — 3 procedural findings have been identified and will be included in the report. 2 findings were corrected upon identification, one finding is in process of being corrected
    — Expected Issuance Date: Mid-June, 2016
  - Procedures include:
    — Reviewing and testing policies and procedures, including internal controls for accumulating and reporting statistical data
    — Testing of statistical data including, but not limited to, miles operated, hours operated, and total boardings
    — Reviewing financial related information to ensure consistency with audited financial statements
Summary of ridership

Ridership
(number of boardings in millions)

- Regional Express
  - 2015: 18.3
  - 2014: 17.7
  - 2013: 16.6

- Sounder
  - 2015: 3.9
  - 2014: 3.4
  - 2013: 3.0

- Link
  - 2015: 12.5
  - 2014: 11.9
  - 2013: 10.7
Agreed upon procedures report: Subarea equity

Subarea Reporting:

— ST, the Citizens Oversight Panel (COP), and KPMG worked together to determine appropriate steps to test the allocation of balances to each subarea based on pre-determined rules

— Testwork is completed and going through review process

— No reportable findings currently identified

— Expected Issuance Date: Late June, 2016.
Agreed upon procedures report: Green bonds

Green Bonds:

— ST and KPMG worked together to determine appropriate steps to test whether proceeds from the 2015 Green Bond Issuance were appropriately allocated to eligible Green Bond projects as of and for the year ended 12/31/15

— Testwork is completed and going through review process

— No findings have been identified

— Expected Issuance Date: Mid-June, 2016
Overview of audit process: ORCA financial statements

— ORCA implemented April 2009, and ST acts as fiscal agent for all agencies participating

— KPMG performed an audit of ORCA in the current year
  - Unmodified opinion issued on April 15, 2016
  - No material weaknesses or significant deficiencies, no proposed audit adjustments
  - Excellent cooperation from ST and the other participating agencies
  - Results presented to Joint Board
Other information


— KPMG Audit Committee Institute Website: www.kpmg.com/aci

— KPMG Audit Committee Web casts – A quarterly update on key accounting and regulatory developments, designed exclusively for audit committee members. Visit www.kpmg.com/aci to register.
Appendix I: Audit procedures
Overview of audit process: financial statements

<table>
<thead>
<tr>
<th>Financial statement caption</th>
<th>Audit consideration</th>
<th>Significant audit procedures</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and Investments</td>
<td>— Accounting for cash and investments</td>
<td>— Tested account reconciliations</td>
</tr>
<tr>
<td></td>
<td></td>
<td>— Confirmed significant accounts</td>
</tr>
<tr>
<td></td>
<td></td>
<td>— Tested the valuation of investments using KPMG-valuation specialist</td>
</tr>
<tr>
<td></td>
<td></td>
<td>— Tested accuracy of disclosures, including restricted balances</td>
</tr>
<tr>
<td>Receivables</td>
<td>— Proper recording of revenues and collections</td>
<td>— Substantiation of A/R – Confirmation of tax revenues and receipt to date</td>
</tr>
<tr>
<td></td>
<td>— Accuracy of account balances</td>
<td>— Reviewed inter-government receivables and transactions</td>
</tr>
<tr>
<td></td>
<td>— Collectability</td>
<td></td>
</tr>
</tbody>
</table>
Overview of audit process: financial statements

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<thead>
<tr>
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</table>
| Capital Assets              | — Proper capitalization of assets  
                               — Proper classification  
                               — Appropriate depreciation/amortization  
                               — Potential impairment of capital assets  
                               — Safeguarding of assets | — Reviewed rollforward of property accounts  
                               — Performed analytical procedures to determine potential impairments  
                               — Reviewed contracts to test for the completeness of Asset Retirement Obligations  
                               — Reviewed and recalculated capitalized interest  
                               — Reviewed for reasonableness the accuracy of non ST owned assets  
                               — Reviewed transfers of capital assets and public asset expense |
## Overview of audit process: financial statements

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<tbody>
<tr>
<td>Other Assets</td>
<td>— Realizability</td>
<td>— Tested reconciliation of accounts, as necessary</td>
</tr>
<tr>
<td></td>
<td>— Proper classification</td>
<td>— Tested significant additions to supporting documentation</td>
</tr>
<tr>
<td>Accounts Payable and Accrued Liabilities</td>
<td>— Recognition of transaction in proper accounting period</td>
<td>— Tested reconciliation of AP sub-ledger to the general ledger</td>
</tr>
<tr>
<td></td>
<td>— Accuracy of amounts recorded and assessment of “reasonableness” of accruals in judgmental areas or areas subject to estimates</td>
<td>— Reviewed subsequent disbursements to ensure completeness of liabilities</td>
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<tr>
<td></td>
<td></td>
<td>— Analytically reviewed year-end accruals for reasonableness</td>
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<tr>
<td></td>
<td></td>
<td>— Tested allocation of overhead expenses</td>
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</tbody>
</table>
## Overview of audit process: financial statements

<table>
<thead>
<tr>
<th>Statements of net position</th>
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<tbody>
<tr>
<td><strong>Financial statement caption</strong></td>
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<tr>
<td>Long-term Debt</td>
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### Overview of audit process: financial statements

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</thead>
<tbody>
<tr>
<td><strong>Net Position</strong></td>
<td>— Proper classification and accurate reflection of activities</td>
<td>— Recalculated classifications by agreeing detail to other areas of testwork</td>
</tr>
</tbody>
</table>
| **Passenger Revenue**      | — Proper revenue recognition | — Agreed ORCA portion to audited ORCA income statements  
  — Reviewed remaining balance of passenger revenue for reasonableness |
| **Tax Revenue**            | — Proper revenue recognition  
  — Proper classification | — Proper revenue recognition  
  — Proper classification  
  — Confirmation |
# Overview of audit process: financial statements

<table>
<thead>
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</table>
|                           | Grant Revenues             | — Proper revenue recognition  
|                           |                            | — Proper classification | — Agreed grant revenue to amount reported in the Schedule of Expenditures of Federal Awards and audit work as part of the compliance audit |
|                           | Operating Expenses         | — Recognized in proper accounting period  
|                           |                            | — Accuracy of amounts recorded | — Performed a predictive analytic of accounts  
|                           | — Salaries and benefits    | — Accuracy of amounts recorded | — Substantive test of detail on a sampling basis of recorded expenses  
|                           | — Operations and maintenance | — Accuracy of amounts recorded | — Analytical procedures over cost allocations and other expenses  
|                           | — Supplies                 | — Accuracy of amounts recorded | — Analytical procedures over cost allocations and other expenses  
|                           | — Depreciation             | — Accuracy of amounts recorded | — Analytical procedures over cost allocations and other expenses  |
Overview of audit process: financial statements

<table>
<thead>
<tr>
<th>Statements of net position</th>
<th>Audit consideration</th>
<th>Significant audit procedures</th>
</tr>
</thead>
</table>
| Non-operating Revenues/expense | Proper recognition and presentation | — Variation analysis and predictive analytics  
— Detailed testing of overhead write-offs and impairments  
— Substantive testing of capitalized interest  
— Confirmation |
Overview of audit process: use of specialists

<table>
<thead>
<tr>
<th>Financial statement caption</th>
<th>Audit consideration</th>
<th>Significant audit procedures</th>
</tr>
</thead>
<tbody>
<tr>
<td>KPMG Information Risk Management – IT Specialist</td>
<td>— Performed testwork of logical access, program change, and other computer operations over IT environment specifically related to accounting and financial reporting software</td>
<td>— No significant issues or findings</td>
</tr>
<tr>
<td>KPMG Tax</td>
<td>— Review financial statements to ensure compliance as a non-taxable government agency</td>
<td>— No significant issues or findings</td>
</tr>
<tr>
<td>KPMG valuation services</td>
<td>— Review of the market value of specific investments to ensure proper valuation as of year-end</td>
<td>— No significant issues or findings</td>
</tr>
</tbody>
</table>
## Overview of audit process: single audit

### Statements of net position

<table>
<thead>
<tr>
<th>Financial statement caption</th>
<th>Audit consideration</th>
<th>Significant audit procedures</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Evaluate and test internal controls over major programs</strong></td>
<td>— Allowability of expenditures</td>
<td>— Reviewed the grant application and monitoring process and controls</td>
</tr>
<tr>
<td></td>
<td>— Proper authorization and review of expenditures</td>
<td>— Tested expenditures and payroll for allowability, classification and authorization</td>
</tr>
<tr>
<td></td>
<td>— Controls over grant reporting</td>
<td></td>
</tr>
<tr>
<td><strong>Verify compliance with laws, regulations and provisions of federal contracts and grants</strong></td>
<td>— Compliance with general requirements</td>
<td>— Reviewed applicable policies for compliance areas</td>
</tr>
<tr>
<td></td>
<td></td>
<td>— Tested major programs for compliance with specific requirements</td>
</tr>
</tbody>
</table>
## Overview of audit process: single audit

<table>
<thead>
<tr>
<th>Statements of net position</th>
<th>Financial statement caption</th>
<th>Audit consideration</th>
<th>Significant audit procedures</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Financial statements are presented fairly</td>
<td>Audited financial statements</td>
<td>Complete audit of financial statements in accordance with Generally Accepted Accounting Standards (GAAS) and Generally Accepted Government Auditing Standards (GAGAS)</td>
</tr>
<tr>
<td></td>
<td>Schedule of expenditures of federal awards is accurate</td>
<td>Proper reporting of federal awards and funding; Recognition of grant revenue and expenditures</td>
<td>Agreed grant reporting of expenditures and reimbursement to schedule of federal expenditures; Agreed schedule of federal expenditures to audited financial statements</td>
</tr>
</tbody>
</table>
Presenters’ contact information

Karissa Marker
KPMG LLP
T: 206-913-4286
E: kmarker@kpmg.com

Michael Ortman
KPMG LLP
T: 206-913-4189
E: mortman@kpmg.com
Thank you
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