Crowe Horwath.

Crowe Horwath LLP
Independent Member Crowe Horwath International

March 29, 2018

The Board of Directors
Los Angeles County Metropolitan Transportation Authority
Los Angeles, California

Professional standards require that we communicate certain matters to keep you adequately informed about matters related to the financial statement audit that are, in our professional judgment, significant and relevant to your responsibilities in overseeing the financial reporting process. We communicate such matters in this report.

AUDITOR'S RESPONSIBILITY UNDER AUDITING STANDARDS GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA

Our responsibility is to form and express an opinion about whether the financial statements that have been prepared by management with your oversight are presented fairly, in all material respects, in conformity with accounting principles generally accepted in the United States of America. The audit of the financial statements does not relieve you of your responsibilities and does not relieve management of their responsibilities. Refer to our contract with Los Angeles County Metropolitan Transportation Authority (LACMTA) for further information on the responsibilities of management and of Crowe Horwath LLP.

AUDITOR'S RESPONSIBILITY UNDER GOVERNMENT AUDITING STANDARDS

As part of obtaining reasonable assurance about whether LACMTA's financial statements are free of material misstatement, we performed tests of LACMTA's 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 or disclosures. 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.

PLANNED SCOPE AND TIMING OF THE AUDIT

We are to communicate an overview of the planned scope and timing of the audit. Accordingly, the following matters regarding the planned scope and timing of the audit were discussed with you.

- How we proposed to address the significant risks of material misstatement, whether due to fraud or error.
- Our approach to internal control relevant to the audit.
- The concept of materiality in planning and executing the audit, focusing on the factors considered rather than on specific thresholds or amounts.

- Where the entity has an internal audit function, the extent to which the auditor will use the work of internal audit, and how the external and internal auditors can best work together.
- Your views and knowledge of matters you consider warrant our attention during the audit, as well as your views on:
  - The allocation of responsibilities between you and management.
  - The entity's objectives and strategies, and the related business risks that may result in material misstatements.
  - Significant communications with regulators.
  - Other matters you believe are relevant to the audit of the financial statements.
- Matters relative to the use of other auditors/other accountants during the audit:
  - An overview of the type of work to be performed by other auditors/other accountants.
  - The basis for the decision to make reference to the audit of the other auditor in our report on the entity's financial statements.
  - An overview of the nature of our planned involvement in the work to be performed by the other auditor/other accountant.

SIGNIFICANT ACCOUNTING POLICIES AND MANAGEMENT JUDGMENTS AND ACCOUNTING ESTIMATES

Significant Accounting Policies: Those Charged with Governance should be informed of the initial selection of and changes in significant accounting policies or their application. Also, Those Charged with Governance should be aware of methods used to account for significant unusual transactions and the effect of significant accounting policies in controversial or emerging areas where there is a lack of authoritative consensus. We believe management has the primary responsibility to inform Those Charged with Governance about such matters. To assist Those Charged with Governance in its oversight role, we also provide the following.

Accounting Standard	Impact of Adoption
GASB Statement No. 82, Pension Issues—An Amendment of GASB Statements No. 67, No. 68, and No. 73. This Statement addresses certain issues that have been raised with respect to Statement No. 67, Financial Reporting for Pension Plans, No. 68, Accounting and Financial Reporting for Pensions, and No. 73, Accounting and Financial Reporting for Pensions and Related Assets That Are Not within the Scope of GASB Statement 68, and Amendments to Certain Provisions of GASB Statements 67 and 68.	Adoption of this Statement did not have a material impact on LACMTA's financial position or results of operations.
GASB Statement No. 80, Blending Requirements for Certain Component Units – An Amendment of GASB Statement No. 14. This Statement clarifies that certain component units incorporated as not-for-profit corporations should be blended in the financial statements of the primary state or local government in a manner similar to a department or activity of the primary government. The Statement addresses diversity in practice regarding the presentation of not-for-profit corporations in which the primary government is the sole corporate member.	Adoption of this Statement did not have a material impact on LACMTA's financial position or results of operations.

Accounting Standard	Impact of Adoption
GASB Statement No. 74, Financial Reporting for Postemployment Benefit Plans other than Pension Plans. The objective of this Statement is to improve the usefulness of information about postemployment benefits other than pensions (other postemployment benefits or OPEB) included in general purpose external financial reports of state and local governmental other postemployment benefit plans for making decisions assessing accountability.	Adoption of this Statement did not have a material impact on LACMTA's financial position or results of operations. Additional required disclosures related to LACMTA's OPEB plan were added.
Significant Unusual Transactions.	No such matters noted.
Significant Accounting Policies in Controversial or Emerging Areas.	No such matters noted.

Management Judgments and Accounting Estimates: Further, accounting estimates are an integral part of the financial statements prepared by management and are based upon management's current judgments. These judgments are based upon knowledge and experience about past and current events and assumptions about future events. Certain estimates are particularly sensitive because of their significance and because of the possibility that future events affecting them may differ markedly from management's current judgments and may be subject to significant change in the near term.

The following describes the significant accounting estimates reflected in LACMTA's year-end financial statements, the process used by management in formulating these particularly sensitive accounting estimates and the primary basis for our conclusions regarding the reasonableness of those estimates.

Significant Accounting Estimate	Process Used by Management	Basis for Our Conclusions
Fair Values of Financial Instruments	The disclosure of fair values of securities and other financial instruments requires management to use certain assumptions and estimates pertaining to the fair values of its financial assets and financial liabilities.	We tested the propriety of information underlying management's estimates.
Useful Lives of Fixed Assets	Management has determined the economic useful lives of fixed assets based on past history of similar types of assets, future plans as to their use, and other factors that impact their economic value to LACMTA.	We tested the propriety of information underlying management's estimates.
Loss Contingencies	LACMTA consults with legal counsel to evaluate outstanding litigation, claims and assessments. Factors that affect management's evaluation of litigation contingencies requiring disclosure include the nature of the contingencies and whether the outcome could have an effect on the consolidated financial statements.	Based on information obtained from LACMTA's legal counsel regarding this matter and discussions with management, we concur with management's determination that the loss contingencies do not meet conditions for accrual of being both probable and estimable, and, thus, no accrual is recorded and no specific disclosures are required.

Significant Accounting Estimate	Process Used by Management	Basis for Our Conclusions
Pension and Postretirement Obligations	Amounts reported for pension and postretirement obligations require management to use estimates that may be subject to significant change in the near term. These estimates are based on projection of the weighted average discount rate, rate of increase in future compensation levels, and weighted average expected long-term rate of return on pension assets.	We reviewed the reasonableness of these estimates and assumptions.

AUDITOR'S JUDGMENTS ABOUT QUALITATIVE ASPECTS OF SIGNIFICANT ACCOUNTING PRACTICES

We are to discuss with you our comments about the following matters related to LACMTA's accounting policies and financial statement disclosures. Accordingly, these matters will be discussed during our meeting with you.

- The appropriateness of the accounting policies to the particular circumstances of the entity, considering the need to balance the cost of providing information with the likely benefit to users of the entity's financial statements.
- The overall neutrality, consistency, and clarity of the disclosures in the financial statements.
- The effect of the timing of transactions in relation to the period in which they are recorded.
- The potential effect on the financial statements of significant risks and exposures, and uncertainties that are disclosed in the financial statements.
- The extent to which the financial statements are affected by unusual transactions including nonrecurring amounts recognized during the period, and the extent to which such transactions are separately disclosed in the financial statements.
- The issues involved, and related judgments made, in formulating particularly sensitive financial statement disclosures.
- The factors affecting asset and liability carrying values, including the entity's basis for determining useful lives assigned to tangible and intangible assets.
- The selective correction of misstatements, for example, correcting misstatements with the effect of increasing reported earnings, but not those that have the effect of decreasing reported earnings.

CORRECTED AND UNCORRECTED MISSTATEMENTS

Corrected Misstatements: We are to inform you of material corrected misstatements that were brought to the attention of management as a result of our audit procedures.

There were no such misstatements.

Uncorrected Misstatements: We are to inform you of uncorrected misstatements that were aggregated by us during the current engagement and pertaining to the latest and prior period(s) presented that were determined by management to be immaterial, both individually and in the aggregate, to the financial statements taken as a whole. For your consideration, we have distinguished misstatements between known misstatements and likely misstatements.

Refer to the discussion of uncorrected misstatements below as well as the attached summary of waived adjustments.

1. Two known misstatements and one likely misstatement were waived by management relating to the generation and sale of low carbon fuel standards (LCFS) credits, a program administered by the California Air Resources Board. LACMTA generates these credits through the usage of low carbon fuel options, such as CNG and propulsion power, activities that are recorded on the Enterprise fund (business-type activities). Thus, the revenue from the sales of these credits should be recorded on the Enterprise fund. However, management has recorded the revenue on the General fund to provide greater visibility to the revenue being generated.

   The first known waived adjustment is to reverse the revenue recorded from the sale of credits in FY 2017 in the General fund and present it as an operating transfer from the Enterprise fund in the amount of $8.0 million. The second waived adjustment records the $8.0 million of revenue on the Enterprise fund and the transfer of the funds to the General fund in operating transfers out.

   In addition to reclassifying the revenue between LACMTA's funds, we also noted that the number of credits held as of the reporting date multiplied by their estimated fair value, should be recorded as an asset based on the GASB's definition of an asset. This resulted in a likely misstatement that understated Enterprise fund assets by approximately $26.6 million, overstated revenue by approximately $6.1 million, and understated net position by approximately $32.7 million. The misstatement of net position represents the estimated value of LCFS credits that were held as of June 30, 2016, which was reported as waived adjustment in the FY 2016 audit.

2. A known misstatement relating to interest relating to construction projects was waived by management. In accordance with GASB Statement No. 62, the effective interest rate applied to qualifying assets should be based on interest cost on the related obligations which includes amounts resulting from periodic amortization of discounts, premiums, and issue costs. Management did not include the cost of amortization in their calculation. Additionally, certain of LACMTA's rail projects have related TIFIA loans that were issued specifically for their construction. The proceeds drawn on these loans were not removed from the balance of qualifying assets as prescribed by GASB 62. The combination of these two errors resulted in an overstatement of assets and understatement of interest expense on the Enterprise fund of $40.6 million.

3. A known misstatement to properly defer revenue relating to receivables not collected within 90 days was waived by management. As a result, Proposition C deferred revenues are understated and revenues are overstated by $8.9 million.

4. Two known misstatements were waived by management relating to revenue recorded in FY 2017 that related to previous fiscal years. These errors were identified by management, but not timely enough to record the revenue in the appropriate fiscal year. Revenue on the General fund was overstated and fund balance was understated by $1.7 million. Revenue on the aggregate remaining fund was overstated and fund balance was understated by $5.3 million. These misstatements did not materially impact the results of the prior year audit.

5. A known misstatement to accrue accounts payable relating to FY 2017 was waived by management. Management's internal process for accruing AP invoices as of the reporting date includes an analysis of invoices received through the end of September based on certain dollar thresholds. Our audit procedures cover invoices that are outside of the parameters used by management. As a result, we identified two invoices that were not accrued for as of the reporting date, which resulted in an understatement of liabilities and expenses on the Proposition C fund of $7.3 million.

6. A known misstatement was waived by management to reverse amounts that were improperly transferred out of the SAFE fund. While the transfer of funds was approved, management later identified that the transfer was made in error. However, based on the timing of the release of the SAFE report, the error was not corrected in the FY 2017 financial statements. Operating transfers in and Interfund receivable on the SAFE fund (included in the aggregate remaining fund) were understated by $500,000.

OTHER COMMUNICATIONS

Communication Item	Results
Other Information In Documents Containing Audited Financial Statements Information may be prepared by management that accompanies the financial statements. To assist your consideration of this information, you should know that we are required by audit standards to read such information and consider whether such information, or the manner of its presentation, is materially inconsistent with information in the financial statements. If we consider the information materially inconsistent based on this reading, we are to seek a resolution of the matter.	We read the following items and noted no material inconsistencies or misstatement of facts in such information based on our reading thereof. • Management's Discussion and Analysis of Financial Condition and Results of Operations
Significant Difficulties Encountered During the Audit We are to inform you of any significant difficulties encountered in dealing with management related to the performance of the audit.	There were no significant difficulties encountered in dealing with management related to the performance of the audit.
Disagreements With Management We are to discuss with you any disagreements with management, whether or not satisfactorily resolved, about matters that individually or in the aggregate could be significant to LACMTA's financial statements or the auditor's report.	During our audit, there were no such disagreements with management.
Consultations With Other Accountants If management consulted with other accountants about auditing and accounting matters, we are to inform you of such consultation, if we are aware of it, and provide our views on the significant matters that were the subject of such consultation.	We are not aware of any instances where management consulted with other accountants about auditing or accounting matters since no other accountants contacted us, which they are required to do by Statement on Auditing Standards No. 50, before they provide written or oral advice.
Representations the Auditor is Requesting From Management We are to provide you with a copy of management's requested written representations to us.	We direct your attention to a copy of the letter of management's representation to us provided separately.
Significant Issues Discussed, or Subject to Correspondence, With Management We are to communicate to you any significant issues that were discussed or were the subject of correspondence with management.	There were no such significant issues discussed, or subject to correspondence, with management.
Significant Related Party Findings and Issues We are to communicate to you significant findings and issues arising during the audit in connection with LACMTA's related parties.	There were no such findings or issues that are, in our judgment, significant and relevant to you regarding your oversight of the financial reporting process.
Other Findings or Issues We Find Relevant or Significant We are to communicate to you other findings or issues, if any, arising from the audit that are, in our professional judgment, significant and relevant to you regarding your oversight of the financial reporting process.	There were no such other findings or issues that are, in our judgment, significant and relevant to you regarding your oversight of the financial reporting process.

We are pleased to serve LACMTA as its independent auditors and look forward to our continued relationship. We provide the above information to assist you in performing your oversight responsibilities, and would be pleased to discuss this letter or any matters further, should you desire. This letter is intended solely for the information and use of the Board of Directors and, if appropriate, management, and is not intended to be and should not be used by anyone other than these specified parties.

Crowe Horwath LLP

Crowe Horwath LLP

Los Angeles, California
March 29, 2018

LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY
WAIVED ENTRY SCHEDULE
June 30, 2017

					Increase (Decrease)					
	Opinion Unit	**Account Name**	**Debit**	**Credit**	**Assets / Deferred Outflows**	**Liabilities / Deferred Inflows**	**Net Position / Fund Balance**	**Revenues**	**Expenses / Expenditures**	**Other Financing Sources**
1	Business-type activities	LCFS asset	26,641,000		26,641,000					
		Other revenue	6,065,000					(6,065,000)		
		Net position		32,706,000			32,706,000			
		Operating transfers out	8,031,000							(8,031,000)
		Other revenue		8,031,000				8,031,000		
	General fund	Miscellaneous revenue	8,031,000					(8,031,000)		
		Operating transfers in		8,031,000						8,031,000
2	Business-type activities	Interest expense	40,660,000						40,660,000	
		Construction in progress		40,660,000	(40,660,000)					
3	Proposition C	Intergovernmental revenue	8,858,000					(8,858,000)		
		Deferred revenue		8,858,000		8,858,000				
4	Aggregate remaining	Intergovernmental revenue	5,279,000					(5,279,000)		
		Fund balance		5,279,000			5,279,000			
	General fund	Intergovernmental revenue	1,684,000					(1,684,000)		
		Fund balance		1,684,000			1,684,000			
5	Proposition C	Expenditures	7,270,000						7,270,000	
		Accounts payable		7,270,000		7,270,000				
6	SAFE	Interfund receivable	500,000		500,000					
		Operating transfers in		500,000						500,000