



Federal Awards Reports in Accordance  
with the Uniform Guidance  
June 30, 2022

# Sonoma-Marín Area Rail Transit District

Independent Auditor’s 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* ..... 1

Independent Auditor’s Report on Compliance for the Major Federal Program; Report on Internal Control over Compliance; and Report on the Schedule of Expenditures of Federal Awards Required by the Uniform Guidance 3

Schedule of Expenditures of Federal Awards ..... 7

Notes to Schedule of Expenditures of Federal Awards ..... 8

Schedule of Findings and Questioned Costs ..... 9

**Section I – Summary of Auditor’s Results**..... 9

**Section II – Financial Statement Findings**.....10

**Section III – Federal Award Findings and Questioned Costs**.....12

**Section IV – Schedule of Prior Audit Findings**.....13



**Independent Auditor’s 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 Governing Board of the  
Sonoma-Marín Area Rail Transit District  
Petaluma, California

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 the passenger and freight enterprise funds of Sonoma-Marín Area Rail Transit District (District) as of and for the year ended June 30, 2022, and the related notes to the financial statements, which collectively comprise the District’s basic financial statements, and have issued our report thereon dated November 28, 2022.

**Report on Internal Control over Financial Reporting**

In planning and performing our audit of the financial statements, we considered the District’s internal control over financial reporting (internal control) as a basis for designing 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 the District’s internal control. Accordingly, we do not express an opinion on the effectiveness of the District’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 and therefore, material weaknesses or significant deficiencies may exist that have not been identified. We identified a certain deficiency in internal control, described in the accompanying schedule of findings and responses as item 2022-001 that we consider to be a material weakness.

## **Report on Compliance and Other Matters**

As part of obtaining reasonable assurance about whether the District'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 financial statements. 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*.

## **District's Response to Findings**

*Government Auditing Standards* requires the auditor to perform limited procedures on the District's response to the findings identified in our audit and described in the accompanying schedule of findings and responses. The District's response was not subjected to the other auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on the response.

## **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.

A handwritten signature in cursive script that reads "Eide Sully LLP".

Menlo Park, California  
November 28, 2022



**Independent Auditor’s Report on Compliance for the Major Federal Program; Report on Internal Control over Compliance; and Report on the Schedule of Expenditures of Federal Awards Required by the Uniform Guidance**

To the Governing Board of the  
Sonoma-Marín Area Rail Transit District  
Petaluma, California

**Report on Compliance for the Major Federal Program**

***Opinion on the Major Federal Program***

We have audited Sonoma-Marín Area Rail Transit District’s (District) compliance with the types of compliance requirements identified as subject to audit in the OMB *Compliance Supplement* that could have a direct and material effect on the District’s major federal program for the year ended June 30, 2022. The District’s major federal program is identified in the summary of auditor’s results section of the accompanying schedule of findings and questioned costs.

In our opinion, the District complied, in all material respects, with the compliance requirements referred to above that could have a direct and material effect on its major federal program for the year ended June 30, 2022.

***Basis for Opinion on the Major Federal Program***

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America (GAAS); the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States (*Government Auditing Standards*); 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). Our responsibilities under those standards and the Uniform Guidance are further described in the Auditor’s Responsibilities for the Audit of Compliance section of our report.

We are required to be independent of the District and to meet our other ethical responsibilities, in accordance with relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on compliance for the major federal program. Our audit does not provide a legal determination of the District’s compliance with the compliance requirements referred to above.

### ***Responsibilities of Management for Compliance***

Management is responsible for compliance with the requirements referred to above and for the design, implementation, and maintenance of effective internal control over compliance with the requirements of laws, statutes, regulations, rules and provisions of contracts or grant agreements applicable to the District's federal programs.

### ***Auditor's Responsibilities for the Audit of Compliance***

Our objectives are to obtain reasonable assurance about whether material noncompliance with the compliance requirements referred to above occurred, whether due to fraud or error, and express an opinion on the District's compliance based on our audit. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS, *Government Auditing Standards*, and the Uniform Guidance will always detect material noncompliance when it exists. The risk of not detecting material noncompliance resulting from fraud is higher than for that resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Noncompliance with the compliance requirements referred to above is considered material, if there is a substantial likelihood that, individually or in the aggregate, it would influence the judgment made by a reasonable user of the report on compliance about the District's compliance with the requirements of each major federal program as a whole.

In performing an audit in accordance with GAAS, *Government Auditing Standards*, and the Uniform Guidance, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material noncompliance, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the District's compliance with the compliance requirements referred to above and performing such other procedures as we considered necessary in the circumstances.
- Obtain an understanding of the District's internal control over compliance relevant to the audit in order to design audit procedures that are appropriate in the circumstances 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 the District's internal control over compliance. Accordingly, no such opinion is expressed.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and any significant deficiencies and material weaknesses in internal control over compliance that we identified during the audit.

## Report on Internal Control over Compliance

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

Our consideration of internal control over compliance was for the limited purpose described in the Auditor's Responsibilities for the Audit of Compliance section above and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies in internal control over compliance. Given these limitations, during our audit we did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above. However, material weaknesses or significant deficiencies in internal control over compliance may exist that were not identified.

Our audit was not designed for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, no such opinion is expressed.

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.

## **Report on Schedule of Expenditures of Federal Awards Required by the Uniform Guidance**

We have audited the financial statements of the passenger and freight enterprise funds of the District as of and for the year ended June 30, 2022, and the related notes to the financial statements, which collectively comprise the District's basic financial statements. We issued our report thereon dated November 28, 2022, which contained unmodified opinions on those financial statements. Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the basic financial statements. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by the Uniform Guidance and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedule of expenditures of federal awards is fairly stated in all material respects in relation to the basic financial statements as a whole.

The image shows a handwritten signature in black ink that reads "Eide Bailly LLP". The signature is written in a cursive, flowing style.

Menlo Park, California  
November 28, 2022



Sonoma-Marín Area Rail Transit District  
Schedule of Expenditures of Federal Awards  
Year Ended June 30, 2022

| Federal Grantor/Pass-through Grantor/<br>Program Title or Cluster Title | Federal Financial<br>Assistance Listing /<br>Federal CFDA<br>Number | Pass-through<br>Entity Identifying<br>Number | Expenditures                |
|---|---|--|-----------------------------|
| <b>U.S. Department Of Transportation</b>                                |   |  |                             |
| Federal Transit Cluster:  |   |  |                             |
| Federal Transit Formula Grants:   |   |  |                             |
| COVID-19, SMART 5307 ARPA Grant - Operating Assistance                  | 20.507  | CA-2022-005-00                               | \$ 7,261,675                |
| SMART FY20 5307 - Preventive Maintenance                                | 20.507  | CA-2021-013-01                               | 427,048                     |
| SMART FY21 5307 - Preventive Maintenance                                | 20.507  | CA-2022-008-00                               | <u>2,957,734</u>            |
| Total Federal Transit Cluster   |   |  | <u>10,646,457</u>           |
| Total U.S. Department of Transportation                                 |   |  | <u>10,646,457</u>           |
| <b>Federal Emergency Management Agency</b>                              |   |  |                             |
| Kincade Fire 10/2019  | 97.036  | FEMA-5295-FM-CA                              | 104,623                     |
| Total Federal Emergency Management Agency                               |   |  | <u>104,623</u>              |
| Total   |   |  | <u><u>\$ 10,751,080</u></u> |

**Note 1 - Basis of Presentation**

The accompanying schedule of expenditures of federal awards (schedule) includes the federal award activity of the Sonoma-Marín Area Rail Transit District (District) under programs of the federal government for the year ended June 30, 2022. The information 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). Because the schedule presents only a selected portion of the operations of the District, it is not intended to and does not present the financial position, changes in net position, or cash flows of the District

**Note 2 - Summary of Significant Accounting Policies**

Expenditures reported in the schedule are reported on the accrual basis of accounting basis of accounting. When applicable, such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement. No federal financial assistance has been provided to a subrecipient.

**Note 3 - Indirect Cost Rate**

The Organization does not draw for indirect administrative expenses and has not elected to use the 10% de minimus cost rate.

**Section I – Summary of Auditor’s Results**

Financial Statements

|  |               |
|--|---------------|
| Type of auditor's report issued on whether the financial statements audited were prepared in accordance with GAAP: | Unmodified    |
| Internal control over financial reporting:   |               |
| Material weakness identified?  | Yes           |
| Significant deficiency(ies) identified not considered to be material weaknesses?                                   | None Reported |
| Noncompliance material to financial statements noted?  | No            |

Federal Awards

|  |               |
|--|---------------|
| Internal control over major federal programs:  |               |
| Material weakness(es) identified?  | No            |
| Significant deficiency(ies) identified not considered to be material weaknesses?   | None Reported |
| Type of auditor's report issued on compliance for major federal programs:  | Unmodified    |
| Any audit findings disclosed that are required to be reported in accordance with Identification of major federal programs: | No            |

|  |   |
|--|---|
| <u>Federal Financial Assistance Listing Number</u> | <u>Name of Federal Program or Cluster</u> |
| 20.507   | Federal Transit Cluster                   |

|  |            |
|--|------------|
| Dollar threshold used to distinguish between Type A and Type B programs: | \$ 750,000 |
| Auditee qualified as low-risk auditee?                                   | No         |

**Section II – Financial Statement Findings**

**2022-001      Transfer of Operations, Valuation  
Material Weakness**

*Criteria:*

Transactions within the scope of GASB 69, *Government Combinations and Disposals of Government Operations* (GASB 69) involve combinations of legally separate entities, such as a governmental entity with other governmental entities or a governmental entity with a for-profit entity. Government combinations also include acquisitions of activities that comprise less than an entire legally separate entity and involve only the assets and liabilities previously used by an entity to provide specific goods or services. GASB 69 refers to such activities as *operations*. An operation is an integrated set of activities conducted and managed to provide identifiable services with associated assets or liabilities.

During the year, the District officially became the freight common carrier for the rail line that runs from Novato (MP B25.6) to just east of the Napa River (MP B49.80) and from Larkspur (MP 15) to the Sonoma/Mendocino County line (MP 89). SMART assumed ownership of land, capital assets, and freight rights through the transaction.

GASB 69 states that the transferee government should recognize the carrying values of assets of the transferor entity as of the effective transfer date. If the assets are not recognized and measured in conformity with authoritative guidance for state and local governments, those elements should be adjusted to bring them into conformity.

*Condition:*

The transaction was initially recorded as a “donation of capital assets” rather than a “transfer of operations.” Donated capital assets are recorded based on their market value. However, transfers of operations are recorded at the book value of the transferring government.

*Cause:* Government combinations are infrequent. The facts and circumstances of this specific government combination are extraordinarily irregular because the transaction intends to provide for the expansion of freight and passenger service.

*Effect:* The value of capital assets received by the freight fund were initially recognized as a donation of capital assets valued at fair value, rather than as a transfer of operations, which should have been valued at the book value of the transferring government.

*Recommendation:*

The District adjusted the valuation of the transferred assets in the financial statements and no further recommended action is required.

*Views of Responsible Officials:*

In 2018, the California legislature passed S.B. 1029 which called for the dissolution of the North Coast Railroad Authority (NCRA) a government entity and the Northwestern Railroad Company (NWPCo.) a private freight operator. The legislation provided \$4 million for the purchase of freight rights and equipment from NWPCo. and called for the right of way between MP 62.2 in Healdsburg and MP 89 at the Sonoma County line to be transferred to SMART with no consideration. Based on these circumstances, SMART recorded the transfer of land with no consideration as a “donated” asset and valued it a market rate. The \$4 million payment to NWPCo. was recorded as an intangible asset. The difference of how the land was recorded, i.e., a donated asset vs a transfer of operations, is what resulted in the difference of how the land was valued (historical vs market). SMART agrees that this is a very unique situation and it is not expected to occur again.

**Section III – Federal Award Findings and Questioned Costs**

None reported.

**Section IV – Schedule of Prior Audit Findings**

None reported.