

REGIONAL TRANSPORTATION AUTHORITY

CAPITAL GRANT SBD-2003-LSC2-02

JUNE 30, 2007

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Virchow Krause & company

Independent Auditors' Report

To the Chairman and Members of
the Board of Directors of
the Regional Transportation Authority

Schedule of Grant Costs Claimed for Reimbursement

We have audited the accompanying Schedule of Grant Costs Claimed for Reimbursement ("Schedule") of Regional Transportation Authority ("RTA") funded Capital Grant SBD-2003-LSC2-02 to the Suburban Bus Division of the Regional Transportation Authority ("Pace") as of June 30, 2007 and for the period from May 15, 2003 to June 30, 2007. This Schedule is the responsibility of Pace's management. Our responsibility is to express an opinion on this Schedule based on our audit.

We conducted our audit of the Schedule in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Schedule is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Schedule. An audit also includes assessing the accounting principles used and significant estimates made by Pace's management as well as evaluating the overall Schedule presentation. We believe our audit provides a reasonable basis for our opinion.

As described in the accompanying Note, this Schedule was prepared for the purpose of complying with Article X, Settlement and Close-out of the SBD-2003-LSC2-02 Grant Agreement and is not intended to be a presentation in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the Schedule of Grant Costs Claimed for Reimbursement of RTA Capital Grant SBD-2003-LSC2-02 referred to above presents fairly, in all material respects, the information set forth therein in accordance with the Grant Agreement described in the accompanying Note.

Internal Control

The management of Pace is responsible for establishing and maintaining effective internal control. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of internal control policies and procedures. The objectives of internal control are to provide management with reasonable, but not absolute, assurance that assets are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of the Schedule of Grant Costs Claimed for Reimbursement in accordance with the terms of the SBD-2003-LSC2-02 Grant Agreement between Pace and the RTA. Because of the inherent limitations in any internal control, errors or irregularities may nevertheless occur and not be detected. Also, projection of any evaluation of the internal control to future periods is subject to the risk that procedures may become inadequate because of changes in conditions or that the effectiveness of the design and operation of the policies and procedures may deteriorate.

In planning and performing our audit of the Schedule of Grant Costs Claimed for Reimbursement, we obtained an understanding of the internal control. With respect to the internal control, we obtained an understanding of the design of relevant policies and procedures and whether they have been placed in operation, and we assessed control risk in order to determine our auditing procedures for the purpose of expressing our opinion on the Schedule, but not for the purpose of expressing an opinion on the effectiveness of internal control. Accordingly, we do not express such an opinion.

Our study included procedures related to purchasing and accounts payable, time and expense reporting, requisitions, external reporting, and capital grant administrative procedures including those related to budget revisions. For all of these internal control categories, we obtained an understanding of the design of relevant policies and procedures and whether they have been placed in operation, and we assessed control risk.

A control deficiency 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 misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the organization's ability to initiate, authorize, record, process, or report financial data reliably in accordance with Article X, Settlement and Close-out of the SBD-2003-LSC2-02 Grant Agreement, such that there is more than a remote likelihood that a misstatement of the organization's financial reports that is more than inconsequential will not be prevented or detected by the organization's internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial reports will not be prevented or detected by the organization's internal control.

Our consideration of internal control over financial reporting was for the limited purpose described in the second paragraph of this section and would not necessarily identify all deficiencies in internal control that might be significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses.

Compliance with the Grant Agreement

We have examined Pace management's assertions, included in its representation letter dated March 11, 2008, that Pace complied with the requirements set forth in the attached Summary of Compliance Requirements that are applicable to the SBD-2003-LSC2-02 Grant Agreement between Pace and the RTA during the period from May 15, 2003 to June 30, 2007. As discussed in that representation letter, Pace's management is responsible for its compliance with those requirements. Our responsibility is to express an opinion on Pace management's assertions about its compliance based on our examination.

Our examination was made in accordance with standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence about Pace's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on Pace's compliance with specified requirements.

In our opinion, Pace management's assertions that it has complied with all aspects of contractual agreements and Grant Agreements that in the event of noncompliance would have a material effect on the Schedule of Grant Costs Claimed for Reimbursement of RTA funded Capital Grant SBD-2003-LSC2-02 as of June 30, 2007 and for the period from May 15, 2003 to June 30, 2007 is fairly stated in all material respects.

This report is intended for the information of the RTA's Management and Board of Directors. However, this report is a matter of public record, and its distribution is not limited.

Vielrow, Krause & Company, LLP

Chicago, Illinois
March 11, 2008

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SCHEDULE OF GRANT COSTS CLAIMED FOR REIMBURSEMENT
CAPITAL GRANT SBD-2003-LSC2-02

For the period from May 15, 2003 to June 30, 2007

Project Element	Project Description	Budget	RTA Portion of Budget	Costs Claimed	RTA Portion of Questioned Costs
CH-3800	Purchase a Minimum of 24 of 49 30' Fixed Route Accessible Buses	\$ 7,097,000	\$ 7,097,000	\$ 6,952,859	\$ -
CH-3801	Purchase a Minimum of 12 of 26 40' Fixed Route Accessible Buses	3,699,166	3,699,166	3,695,722	-
CH-3804	Purchase a Minimum of 50 Vans for Municipal Vanpool Program	1,367,653	1,367,653	1,297,327	-
	Total	<u>\$ 12,163,819</u>	<u>\$12,163,819</u>	<u>\$ 11,945,908</u>	<u>\$ -</u>
	Costs Reimbursed			<u>\$ 11,945,908</u>	

See accompanying note to this schedule.

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**NOTE TO SCHEDULE OF GRANT
COSTS CLAIMED FOR REIMBURSEMENT
CAPITAL GRANT SBD-2003-LSC2-02**

Through a Grant Agreement dated May 15, 2003, most recently amended on December 27, 2006, the Regional Transportation Authority ("RTA") granted the Suburban Bus Division of the Regional Transportation Authority ("Pace") \$12,163,819, as its 100% local share for the capital improvement projects listed in the preceding Schedule of Grant Costs Claimed for Reimbursement. The Schedule of Grant Costs Claimed for Reimbursement includes the local share of amounts incurred for each project element through June 30, 2007 and submitted to the RTA for reimbursement. The latest requisition to the RTA from Pace prior to July 1, 2007 was dated June 13, 2007. According to the management of Pace, the following project elements are open as of June 30, 2007 and have the following status.

<u>Capital Grant</u>	<u>Project Element</u>	<u>Project Completion Date</u>	
SBD-2003-LSC2-02	CH-3800	Complete	(1)
SBD-2003-LSC2-02	CH-3801	Complete	(1)
SBD-2003-LSC2-02	CH-3804	December 31, 2008	(2)

- (1) Project is complete. Pace is awaiting the Governor's and RTA's approval to deobligate the remaining funds from this grant.
- (2) Project is complete. Pace will submit a grant amendment to deobligate the remaining funds after the final invoice is paid.

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SUMMARY OF COMPLIANCE REQUIREMENTS
CAPITAL GRANT SBD-2003-LSC2-02

The following sections are the governing compliance requirements with respect to Capital Grant SBD-2003-LSC2-02 from May 15, 2003 through June 30, 2007:

General Terms and Conditions

Article II	- The Grantee's Commitment
Article III	- Capital Grant
Article IV	- Method of Funding
Article V	- Accomplishment of the Project(s)
Article VI	- Local Share Provisions
Article VII	- Project Administration and Management
Article VIII	- Requisition, Payment Procedures, and Record Keeping
Article IX	- Right of the RTA to Terminate
Article X	- Settlement and Close-out
Article XI	- Procurement
Article XII	- Settlement of Third Party Contract Disputes or Breaches
Article XIII	- Assignment of Contract-Subcontractors
Article XV	- Non-Collusion
Article XVI	- Labor Law Compliance
Article XVII	- Civil Rights
Article XIX	- Restrictions on Lobbying
Article XXII	- Amendment
Article XXV	- Special Conditions

Program Management Guidelines (March 21, 2002)

- I. Project Reporting
- II. Procurement Review
- III. Contract Change Orders
- IV. Real Property Procurements
- V. Use of Force Account