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STATE BOARD OF ACCOUNTS
302 WEST WASHINGTON STREET
ROOM E418
INDIANAPOLIS, INDIANA 46204-2765

Telephone: (317) 232-2513
Fax: (317) 232-4711
Web Site: www.in.gov/sboa

September 30, 2013

Board of Directors
Indianapolis Public Transportation Corporation
1501 W. Washington Street
Indianapolis, IN 46222

We have reviewed the audit report prepared by Crowe Horwath, LLP, Independent Public Accountants, for the period January 1, 2012 to December 31, 2012. In our opinion, the audit report was prepared in accordance with the guidelines established by the State Board of Accounts. Per the Independent Public Accountants' opinion, the financial statements included in the report present fairly the financial condition of the Indianapolis Public Transportation Corporation, as of December 31, 2012 and the results of its operations for the period then ended, on the basis of accounting described in the report.

We call your attention to the six findings, found on pages 40 through 45.

The Independent Public Accountants' report is filed with this letter in our office as a matter of public record.

STATE BOARD OF ACCOUNTS

**INDIANAPOLIS PUBLIC
TRANSPORTATION CORPORATION
(A COMPONENT UNIT OF THE
CONSOLIDATED CITY OF
INDIANAPOLIS MARION COUNTY
GOVERNMENT REPORTING ENTITY)**

FINANCIAL STATEMENTS
December 31, 2012

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
(A COMPONENT UNIT OF THE CONSOLIDATED CITY OF INDIANAPOLIS
MARION COUNTY GOVERNMENT REPORTING ENTITY)
Indianapolis, Indiana

FINANCIAL STATEMENTS
December 31, 2012

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INDEPENDENT AUDITOR'S REPORT

Board of Directors
Indianapolis Public Transportation Corporation
Indianapolis, Indiana

Report on the Financial Statements

We have audited the accompanying financial statements of the Indianapolis Public Transportation Corporation (IPTC) (a municipal corporation and a component unit of the consolidated City of Indianapolis-Marion County Government Reporting Entity), as of and for the year ended December 31, 2012, and the related notes to the financial statements, which collectively comprise IPTC's basic financial statements as listed in the table of contents.

Management's Responsibility for the 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 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, and the *Guidelines for Audits of State and Local Governments by Authorized Independent Public Accountants*, issued by the Indiana State Board of Accounts. 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 opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the IPTC, as of December 31, 2012, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information:

Accounting principles generally accepted in the United States of America require that the that the Management's Discussion and Analysis on pages 3 through 9 and the Schedule of Funding Progress on page 32 be presented to supplement the financial statements. Such information, although not a part of the financial statements, is required by Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the 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 financial statements, and other knowledge we obtained during our audit of the 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.

Supplementary Information:

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the IPTC's financial statements. The schedule of expenditures of federal awards as required by U.S. Office of Management and Budget Circular A-133, Audits of States, Local Governments, and Non-Profit Organizations are presented for purposes of additional analysis and are not a required part of the financial statements.

The schedule of expenditures of federal awards is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. Such information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the 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 financial statements as a whole.

Report on Other Legal and Regulatory Requirements

In accordance with *Government Auditing Standards*, we have also issued our report dated July 26, 2013 on our consideration of IPTC'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 IPTC's internal control over financial reporting and compliance.

Crowe Horwath LLP

Crowe Horwath LLP

Indianapolis, Indiana
July 26, 2013

MANAGEMENT'S DISCUSSION AND ANALYSIS

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS
Year ended December 31, 2012

This section of the annual financial report presents a discussion and analysis of the Indianapolis Public Transportation Corporation's (IPTC's) financial performance for the year ended December 31, 2012. Please read this section in conjunction with the IPTC financial statements in the section that follows. For more detailed information on long-term debt activity and capital asset activity please refer to the relevant disclosures in the notes accompanying the basic financial statements.

FINANCIAL HIGHLIGHTS

- IPTC's assets exceeded its liabilities at December 31, 2012 by \$62 million (net position). Of this amount, \$10 million (unrestricted net position) may be used to meet IPTC's ongoing obligations arising from providing transportation service to the community.
- Fare revenues for 2012 increased 8.3 percent over that of the prior year.
- FTA capital contributions for 2012 decreased 47 percent from that of the prior year.
- FTA local operating and planning grants and preventative maintenance funding for 2012 decreased by 0.3 percent under that of the prior year.
- Operating expenses before depreciation decreased 0.5 percent from the prior year.
- Net position increased approximately \$4.6 million, or 8 percent.

OVERVIEW OF THE FINANCIAL STATEMENTS

This annual financial report consists of four parts: management's discussion and analysis (this section), the basic financial statements, the notes to the financial statements and required supplementary information.

The financial statements are prepared on an accrual basis in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to governmental units operating as an Enterprise Fund. Under this basis of accounting, 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 Statements of Revenue, Expense, and Changes in Net Position. All assets and liabilities associated with the operation of the IPTC are included in the Statement of Net Position.

The financial statements provide both short and long-term information about the IPTC's overall financial status. The financial statements include notes to provide more detailed information on important activities. Please refer to these notes for more in depth and detailed information.

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS
Year ended December 31, 2012

FINANCIAL STATEMENT ANALYSIS

Net Position

The IPTC's total assets at December 31, 2012 were approximately \$82 million. This represents an increase of approximately 3 percent from the prior year. Liabilities approximated \$20 million, a decrease of 11 percent for 2012. The overall decrease in liabilities is attributed to payment of ongoing obligations with a net decrease in debt for the year.

Approximately \$33 million, or 54 percent, of the net position reflects investments in capital assets, less related debt. Approximately \$18 million, or 29 percent, of the net position is restricted for the future acquisition of capital assets. Approximately \$10 million, or 17 percent, may be used to meet IPTC's ongoing obligations arising from providing transportation services to the community.

TABLE 1 - NET POSITION

	<u>2012</u>	<u>2011</u>
Assets:		
Current assets	\$ 23,510,542	\$ 20,142,372
Capital assets (net)	39,771,786	42,027,359
Other non-current assets	<u>18,771,692</u>	<u>17,689,502</u>
Total Assets	<u>\$ 82,054,020</u>	<u>\$ 79,859,233</u>
Liabilities:		
Current liabilities	\$ 13,538,789	\$ 8,944,238
Non-current liabilities	<u>6,471,820</u>	<u>13,485,332</u>
Total liabilities	<u>20,010,609</u>	<u>22,429,570</u>
Net position:		
Invested in capital assets, net of related debt	33,289,266	33,984,607
Restricted	18,281,252	17,268,294
Unrestricted	<u>10,472,893</u>	<u>6,176,762</u>
Total net position	<u>62,043,411</u>	<u>57,429,663</u>
Total liabilities and net position	<u>\$ 82,054,020</u>	<u>\$ 79,859,233</u>

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS
Year ended December 31, 2012

Changes in Net Position

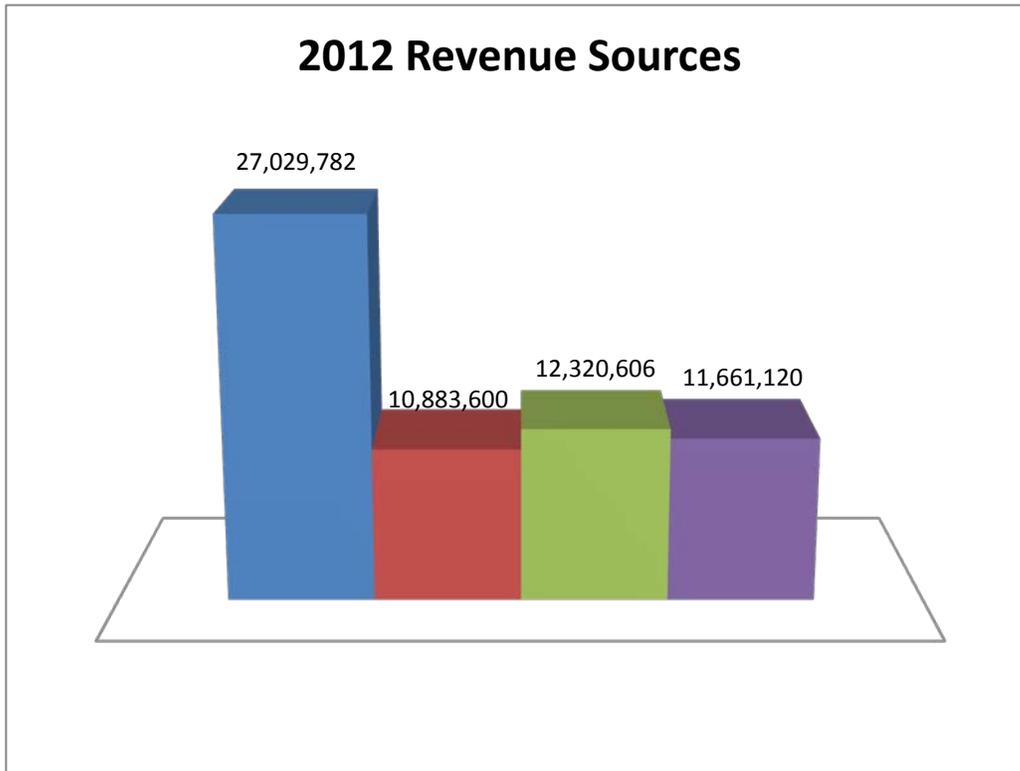
The change in net position for 2012 represents an increase of approximately \$4.6 million, or 8 percent. Of this amount, total revenues increased approximately \$400 thousand, or 1 percent. This increase is mainly attributed to a \$3.1 million increase, or 13 percent, in property tax and excise tax, a \$3.3 million decrease, or 47 percent, in federal capital grants, a \$143 thousand decrease, or 1 percent, in municipalities, and a \$775 thousand increase, or 7 percent, in operating revenues. Overall operating expenses, excluding depreciation decreased \$240 thousand, or 0.5 percent. This decrease is attributed to a decrease in administrative expenditures of \$447 thousand incurred in 2012.

TABLE 2 - CHANGES IN NET POSITION

	<u>2012</u>	<u>2011</u>
Operating revenues		
Passenger fares	\$ 11,266,129	\$ 10,401,922
Advertising	<u>394,991</u>	<u>482,617</u>
Total operating revenues	<u>11,661,120</u>	<u>10,884,539</u>
Non-operating revenues (expenses)		
Property and excise tax	27,029,782	23,966,467
Municipalities	10,883,600	11,026,654
FTA Assistance	12,320,606	12,358,190
Contributions – capital grants	3,710,587	7,022,467
Other net revenues (expenses)	<u>32,003</u>	<u>(31,543)</u>
Total non-operating revenues	<u>53,976,578</u>	<u>54,342,235</u>
Total revenues	65,637,698	65,226,774
Operating expenses		
Transportation	28,619,510	28,378,033
Maintenance of equipment, including fuel	15,434,962	15,409,628
Administrative and general	6,915,103	7,362,450
Claims and insurance	1,800,777	1,860,421
Depreciation	<u>8,253,598</u>	<u>9,877,258</u>
Total operating expenses	<u>61,023,950</u>	<u>62,887,790</u>
Change in net position	4,613,748	2,338,984
Total net position, beginning of year	<u>57,429,663</u>	<u>55,090,679</u>
Total net position, end of year	<u>\$ 62,043,411</u>	<u>\$ 57,429,663</u>

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS
Year ended December 31, 2012

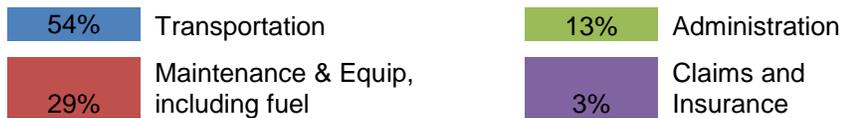
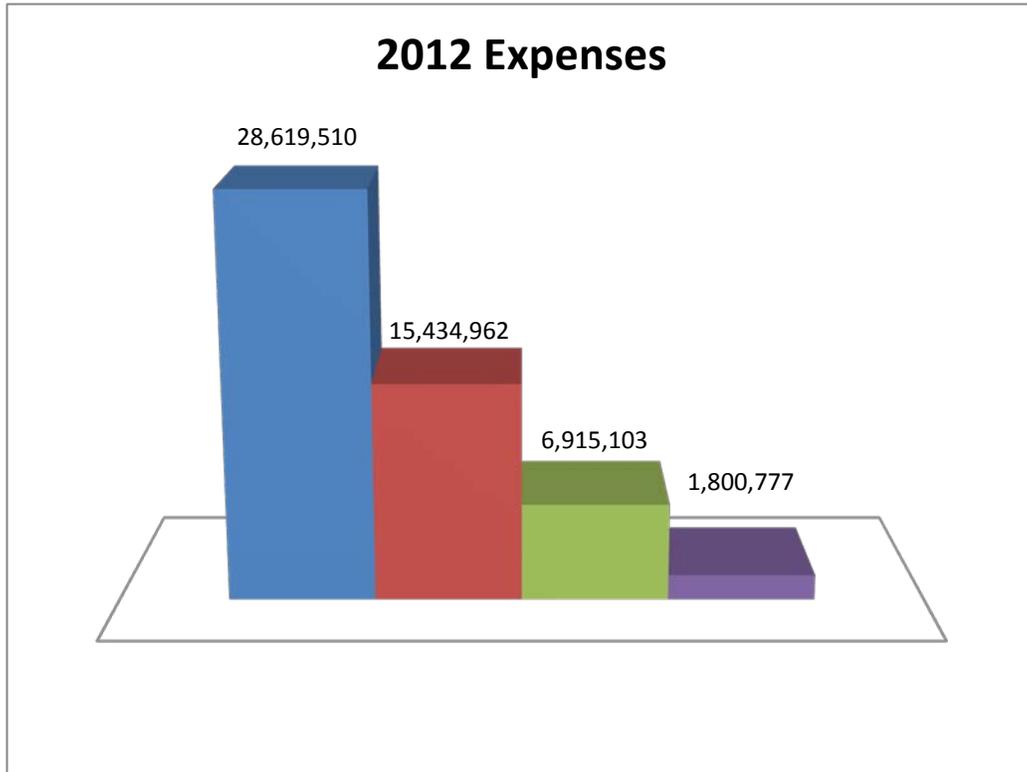
Revenues: For 2012, total operating revenues increased approximately \$800 thousand, or 1 percent. Non-operating revenue, excluding capital grant contributions and other revenue (expenses), decreased approximately \$3 million, or 6 percent.



The revenues and percentages presented exclude "Contributions-capital grants" and "Other net revenues (expenses)".

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS
Year ended December 31, 2012

Expenses: Total operating expenses, excluding depreciation, are approximately \$53 million for 2012. This is a decrease of \$240 thousand, or 0.5 percent from prior year. This decrease is attributed in part to a decrease in administrative expenditures of \$447 thousand incurred in 2012.



The expenses and percentages presented exclude “depreciation” expense.

CAPITAL ASSET AND DEBT ADMINISTRATION

Capital Assets

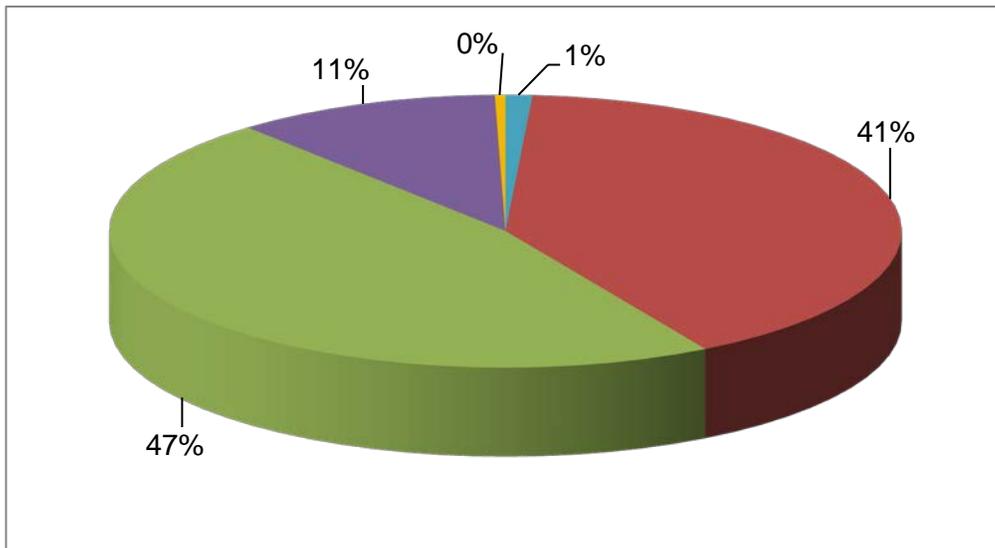
As of December 31, 2012, IPTC had invested approximately \$40 million in capital assets, net of accumulated depreciation. Compared to the prior year, this amount represents a decrease of approximately \$2 million. The decrease is due to annual depreciation expense exceeding capital asset acquisitions during the year. Please refer to Note 3 of the financial statements included in the next section of this report for additional information regarding capital assets activity.

Management has concentrated on making capital investments in equipment and technology that can be effective in improving service and reducing operating costs. These projects can be implemented only because of the availability of Federal capital funding and the establishment of the cumulative capital fund to provide the local match for Federal capital grants.

Significant capital asset acquisitions during 2012 included the following:

- Over \$2.5 million was utilized to upgrade and enhance the facility, route sidewalks and shelters
- IPTC performed major rehabs on 21 Fixed Route Coaches and purchased 11 used coaches at a combined cost of approximately \$2.9 million

Percentage allocation invested in capital assets:



CAPITAL ASSET AND DEBT ADMINISTRATION (Continued)

- For several years, IPTC has been working with local officials and consulting teams to identify the best location to operate a downtown transit center. In 2011, a site evaluation was conducted at a location in close proximity to current multimodal services (i.e. trains, buses, park and ride, pedestrian and bike). Operational plans for transit services from this site were considered and validated for future development. IPTC has signed a contract and has started the preliminary site and design work for the downtown Transit Center.

Debt Disclosures

As of December 31, 2012, IPTC had approximately \$13.1 million of notes and bonds payable. During 2012, bonds and notes payable were repaid pursuant to the maturity schedule of each issue. As of December 31, 2012, IPTC management reported compliance with all restrictive covenants on its borrowing agreements. Please refer to Note 4 of the financial statements included in next section of this report for additional information regarding debt activity.

CURRENTLY KNOWN FACTS

Other than the uncertainty of general economic indicators on IPTC, its funding sources, and its customers, there are no significant facts, decisions or conditions that are expected that management believes will have a significant impact on the financial position or results of operations.

The economic environment in which IPTC operates continues to present management with major challenges in sustaining the level and quality of transit service. Management remains concerned over rising variable operating costs such as fuel and health care benefits. Sufficient growth in our revenue sources is necessary to keep pace with the increase in variable costs.

FINANCIAL STATEMENTS

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
(A COMPONENT UNIT OF THE CONSOLIDATED CITY OF INDIANAPOLIS
MARION COUNTY GOVERNMENT REPORTING ENTITY)
STATEMENT OF NET POSITION
December 31, 2012

ASSETS

Current assets

Cash and cash equivalents (Note 2):

Working capital	\$ 12,928,704
Liability reserve accounts	<u>2,008,554</u>
Total cash and cash equivalents	14,937,258

Receivables:

Federal grants	5,434,518
Operations receivables, net	<u>430,006</u>
Total receivables	5,864,524

Other current assets:

Materials and supplies inventory, net	2,316,885
Deposits and prepaid expenses	<u>391,875</u>
Total other current assets	<u>2,708,760</u>

Total current assets	<u>23,510,542</u>
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Noncurrent assets

Cash – Capital asset acquisition	12,014,922
Investments – Capital asset acquisition (Note 2)	6,266,330
Bond issue cost, unamortized	193,905
Net other post-employment benefit asset (Note 10)	296,535

Capital assets (Note 3):

Non-depreciable assets:	
Land	1,375,654
Construction in progress	<u>543,809</u>
Total non-depreciable assets	1,919,463

Depreciable assets:	
Buildings and improvements	50,935,090
Revenue vehicles and equipment	59,268,916
Other equipment	<u>13,638,865</u>
Total depreciable assets	<u>123,842,871</u>

Total capital assets	125,762,334
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Accumulated depreciation	<u>(85,990,548)</u>
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Capital assets, net of depreciation	<u>39,771,786</u>
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Total noncurrent assets	<u>58,543,478</u>
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Total assets	<u>\$ 82,054,020</u>
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See accompanying notes to financial statements.

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
(A COMPONENT UNIT OF THE CONSOLIDATED CITY OF INDIANAPOLIS
MARION COUNTY GOVERNMENT REPORTING ENTITY)
STATEMENT OF NET POSITION
December 31, 2012

LIABILITIES AND NET POSITION

Current liabilities

Accounts and contract services payable	\$ 2,005,475
Accrued payroll and benefits	1,482,578
Unearned fare revenue	359,940
Notes payable (Note 4)	6,621,748
Bonds payable (Note 4)	1,665,000
Risk management – unpaid claim estimates (Note 5)	481,341
Federal grantor reimbursement payable	189,500
Pension arbitration liability (Note 9)	135,000
Environmental remediation liability (Note 8)	<u>598,207</u>
Total current liabilities	<u>13,538,789</u>

Noncurrent liabilities

Notes payable (Note 4)	-
Bonds payable, net of premium (Note 4)	4,817,520
Risk management – unpaid claim estimate (Note 5)	156,500
Pension arbitration liability (Note 9)	270,000
Environmental remediation liability (Note 8)	<u>1,227,800</u>
Total noncurrent liabilities	<u>6,471,820</u>
Total liabilities	<u>20,010,609</u>

Net position

Invested in capital assets, net of related debt	33,289,266
Restricted for capital assets acquisition	18,281,252
Unrestricted	<u>10,472,893</u>
Total net position	<u>62,043,411</u>

Total liabilities and net position	<u>\$ 82,054,020</u>
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See accompanying notes to financial statements.

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
(A COMPONENT UNIT OF THE CONSOLIDATED CITY OF INDIANAPOLIS
MARION COUNTY GOVERNMENT REPORTING ENTITY)
STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
Year ended December 31, 2012

Operating revenues	
Passenger fares	\$ 11,266,129
Advertising	<u>394,991</u>
Total operating revenues	<u>11,661,120</u>
Operating expenses	
Transportation	28,619,510
Maintenance of equipment, including fuel	15,434,962
Administrative and general	6,915,103
Claims and insurance	1,800,777
Depreciation	<u>8,253,598</u>
Total operating expenses	<u>61,023,950</u>
Operating loss	(49,362,830)
Non-operating revenues (expenses)	
Operating assistance:	
Property and excise tax	27,029,782
Municipalities	10,883,600
FTA and local operating and planning grants, and preventative maintenance funding	12,320,606
Other net revenues (expenses) (Note 7)	<u>32,003</u>
Total non-operating revenue	<u>50,265,991</u>
Change in net position before capital contribution	903,161
Contributions - capital grants	<u>3,710,587</u>
Change in net position	4,613,748
Net position, beginning of year	<u>57,429,663</u>
Net position, end of year	<u>\$ 62,043,411</u>

See accompanying notes to financial statements.

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
(A COMPONENT UNIT OF THE CONSOLIDATED CITY OF INDIANAPOLIS
MARION COUNTY GOVERNMENT REPORTING ENTITY)
STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
Year ended December 31, 2012

Cash flows from operating activities	
Receipts from customers	\$ 12,004,557
Payments for transportation	(28,619,510)
Payments for maintenance of equipment, including fuel	(15,813,406)
Payments for administrative and general	(6,949,584)
Claims and insurance paid to external parties	<u>(2,094,803)</u>
Net cash used by operating activities	(41,472,746)
Cash flows from noncapital financing activities	
Property and excise tax distributions	27,029,782
Assistance from municipalities	10,883,600
FTA operating assistance	9,990,828
Interest paid on notes payable	(100,816)
Payments on pension arbitration	<u>(135,000)</u>
Net cash provided by noncapital financing activities	47,668,394
Cash flows from capital and related financing activities	
Capital grant receipts	3,124,401
Purchases of capital assets	(5,984,338)
Principal paid on debt	(1,595,000)
Interest paid on debt	<u>(231,472)</u>
Net cash used by capital and related financing activities	(4,686,409)
Cash flows from investing activities	
Purchases of investments	(1,946,302)
Proceeds from sale of investments	3,250,000
Interest received on cash and cash equivalents	<u>136,771</u>
Net cash provided by investing activities	<u>1,440,469</u>
Net decrease in cash and cash equivalents	2,949,708
Cash and cash equivalents, beginning of year	<u>24,002,472</u>
Cash and cash equivalents, end of year	<u>\$ 26,952,180</u>
Statement of Net Position Presentation:	
Cash and cash equivalents – current assets	\$ 14,937,258
Cash – noncurrent assets	<u>12,014,922</u>
Cash and cash equivalents, end of year	<u>\$ 26,952,180</u>

See accompanying notes to financial statements.

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
(A COMPONENT UNIT OF THE CONSOLIDATED CITY OF INDIANAPOLIS
MARION COUNTY GOVERNMENT REPORTING ENTITY)
STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
Year ended December 31, 2012

Reconciliation of operating loss to net cash used by operating activities:

Operating loss	\$ (49,362,830)
Adjustments to reconcile income (loss) to net cash and cash equivalents:	
Depreciation expense	8,253,598
Changes in assets and liabilities:	
Other receivables	317,728
Materials and supplies inventory	(124,689)
Deposits and prepaid expense	88,786
Accounts and contract services payable	1,253
Accrued payroll and benefits	(284,001)
Unearned fare revenue	25,709
Risk management	(294,025)
Other post-employment benefit obligation (asset)	(34,482)
Environmental remediation	<u>(59,793)</u>
Net cash used by operating activities	<u>\$ (41,472,746)</u>

Supplemental schedule of noncash investing and financing activities:

Capital assets in accounts payable	\$ 88,050
Forgiveness of debt	85,038
Bond refunding:	
Issuance of Series 2012A bond	\$ 3,100,000
Refunding of Series 2002C bond	\$ (3,000,000)
Accrued interest and finance costs	\$ (100,000)

See accompanying notes to financial statements.

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
(A COMPONENT UNIT OF THE CONSOLIDATED CITY OF INDIANAPOLIS
MARION COUNTY GOVERNMENT REPORTING ENTITY)
NOTES TO FINANCIAL STATEMENTS
Year ended December 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity: IPTC operates in one business segment, public transportation, as an enterprise fund. IPTC's purpose is to acquire, provide and maintain an urban mass transportation system for the metropolitan Indianapolis area. Indianapolis Public Transportation Corporation (IPTC) d/b/a IndyGo was formed on August 7, 1973 by City-County Council General Ordinance No. 36 as a municipal corporation, which has no stockholders, under the provisions of IC 36-9-4. Management of IPTC has determined that it is a component unit of the Consolidated City of Indianapolis-Marion County Government Reporting Entity in accordance with Governmental Accounting Standards Board (GASB) Statement No. 14 and is considered financially accountable to such reporting entity.

The Board of Directors of IPTC consists of seven members, three of whom are appointed by the Mayor of the City of Indianapolis (Mayor) and four of whom are appointed by the City of Indianapolis-Marion County Council (Council). The IPTC Board designates the management of IPTC, namely the General Manager, the Assistant General Managers and the other principal members of the management staff. The IPTC Board adopts the budget, tax levy, and the issuance of debt. In addition, the Council approves the budget, tax levy, and the issuance of debt.

Basis of Accounting: The operations of IPTC are accounted for as an enterprise fund on an accrual basis in order to recognize the flow of economic resources. 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, depreciation of assets is recognized, and all assets and liabilities associated with the operation of IPTC are included in the Statement of Net Position. The principal operating revenues of IPTC are passenger fares. IPTC also recognizes as operating revenue the fees collected from advertisements on IPTC property and miscellaneous operating revenues. Operating expenses for IPTC include the costs of operating the transit system, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses. IPTC's policy is to apply externally restricted funds first when an expense is incurred for purposes for which both restricted and unrestricted net position is available.

The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. IPTC follows GASB pronouncements as codified under GASB 62, which was adopted in the current year.

Use of Estimates in Preparation of Financial Statements: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(Continued)

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
(A COMPONENT UNIT OF THE CONSOLIDATED CITY OF INDIANAPOLIS
MARION COUNTY GOVERNMENT REPORTING ENTITY)
NOTES TO FINANCIAL STATEMENTS
Year ended December 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Net Position: GASB Statement 34 requires the classification of net position into three components – invested in capital assets, net of related debt; restricted; and unrestricted. These net position classifications are defined as follows:

- **Invested in capital assets, net of related debt** - This component consists of capital assets, net of accumulated depreciation reduced by the outstanding balances of any bonds, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets.
- **Restricted** - This component consists of external constraints placed on net position imposed by creditors (such as through debt covenants), contributors, or laws or regulations of other governments or constraints imposed by law through constitutional provisions or enabling legislation. IPTC has restricted net position for capital asset acquisition.
- **Unrestricted net position** - This component of net position consists of net position that does not meet the definition of “restricted” or “invested in capital assets, net of related debt.”

Revenue Recognition: Passenger fares are recorded as revenue at the time such services are performed and revenues pass through the fare box. Sales of tickets are recorded initially as unredeemed fares and recognized as income upon passage through the fare box.

Property Taxes: IPTC records property taxes as earned in the year they are due and payable. Taxes are levied separately for operations, capital asset acquisitions, and debt service. All taxable property located within the IPTC taxing district is assessed annually March 1. In mid-April of the year subsequent to the assessment, individual property tax statements are to be mailed by the Marion County Treasurer to the owners of record as of the assessed valuation date. Taxes are payable to the Treasurer in equal installments on or before May 10 and November 10 of the year subsequent to assessment. The Treasurer remits collections to IPTC and other governmental units within the county.

Capital and Operating Grants: Certain expenditures for capital acquisitions, improvements and development of an urban mass transportation system have received significant federal funding through the Federal Transit Administration (FTA). The balance of such expenditures is funded through state and local sources. Funds provided by governmental authorities for capital and operating assistance are recorded when earned.

Expense Classification: Expenses have been classified using functional and activity classifications using direct costs and estimated indirect cost allocations based upon time allocation and benefit.

Cash Equivalents: For purposes of the statement of cash flows, IPTC considers all liquid investments (including restricted assets) with maturity of three months or less when purchased to be cash equivalents. At December 31, 2012, cash equivalents consisted of demand and money market deposit accounts.

(Continued)

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
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 NOTES TO FINANCIAL STATEMENTS
 Year ended December 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments: In accordance with Indiana Code Section 5-12 et sequel, it is the policy of the IPTC to deposit public funds into the depositories approved by the Marion County Board of Finance. IPTC is further authorized by statute to invest in obligations of the U. S. Treasury and U. S. Agencies, certificates of deposit, repurchase agreements, passbook savings, money market deposit accounts, and negotiable order of withdrawal accounts. It is the internal policy of IPTC to invest funds with local, federally insured banks that have a principal office within the County and have been approved by the County Board of Finance.

Restricted Assets: Certain cash, cash equivalents and investment balances are restricted as follows:

- **Capital Asset Acquisition Accounts:** Proceeds from the sale of the Indianapolis Local Public Improvement Bond Bank Bonds, Series 2011C and Series 2012C issued by the Indianapolis Local Public Improvement Bond Bank and capital asset acquisition funds generated as a separate tax (cumulative funds) are restricted to expenditures for the acquisition of additional revenue vehicles and other capital equipment. In 2004, IPTC established a cumulative transportation fund under IC 36-9-4-48 setting forth a separate tax levy for the acquisition of capital assets.
- **Liability Reserve Accounts:** Funds deposited in these accounts are set aside from the general operations of IPTC and used only for the payment of claims arising from accidents involving IPTC that exceed \$100,000.

Receivables: Management has recorded an allowance of \$10,000 for operating receivables. Management has not made a provision for an allowance for uncollectible property tax receivables or federal grants receivables.

Materials and Supplies Inventory: Materials and supplies inventories are valued at the lower of average cost (determined on a first-in, first-out basis) or market.

Capital Assets: Major items of capital assets acquired with federal, state and local funds are capitalized at cost. IPTC adheres to the FTA circular regarding capitalization of assets by capitalizing all assets with a value in excess of \$5,000 per unit and a useful life in excess of one year and IPTC adheres to the FTA capitalization policy as appropriate for items which are (a) homogeneous and not individually identifiable; (b) may or may not have a units cost meeting the threshold level for a capitalized asset but where the practice is to purchase in groups and capitalize the total group; and (c) will be maintained together or in the same general area, should be listed by homogeneous grouping. Examples include desks, cubicles, file cabinets, furniture, office equipment, and certain technology hardware. Expenditures for maintenance and repairs are charged to operations as incurred. IPTC recognizes depreciation on capital assets on a straight-line basis over the estimated useful lives of the assets, as follows:

	Years
Land improvements	10
Buildings and shelters	10 to 25
Coaches	
Large bus	12
Body on chassis	3 to 5
Autos and trucks	3 to 10
Fare handling and maintenance equipment	3 to 10
Office furniture and equipment	2 to 20

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NOTES TO FINANCIAL STATEMENTS
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NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Risk Management Claims: Property damage claims and liabilities for personal injury are recognized as incurred based on the estimated cost to IPTC upon resolution.

Compensated Absences: Essentially all employees receive compensation for vacations, holidays, illness and certain other qualifying absences. The number of days compensated for the various categories of absence is based generally on length of service. Vacation leave, which has been earned and vested but not paid, has been accrued in the accompanying financial statements. Compensation for holiday and other qualifying absences is not accrued in the accompanying financial statements because rights to such compensation amounts either do not accumulate or they do not vest.

Accumulated unused sick leave benefits are non-vesting and are only paid out upon retirement. The maximum accumulation per employee is 1,800 hours and the maximum paid out per employee is 540 hours. Accumulated unused sick leave benefits are accrued based upon historical information, for employees with at least one year of service regardless of age.

Commitments: IPTC entered into fixed unit cost fuel contracts for the purchase of 840,000 gallons of fuel. Total fuel cost commitment under these contracts was \$2,496,879 at December 31, 2012.

At December 31, 2012, IPTC entered into commitments not to exceed \$2.372 million for bus shelter, sign service work, and telecommunication upgrades.

At December 31, 2012, IPTC entered into commitments not to exceed \$3.375 million for bus restoration, hybrid bus purchases, and wheelchair accessible mobility vehicle purchases.

NOTE 2 - CASH, CASH EQUIVALENTS AND INVESTMENTS

Cash, cash equivalents and investments are reported in the accompanying statements of net position as of December 31, 2012 as follows:

	<u>2012</u>
Current assets	
Cash and cash equivalents	
Working capital	\$ 12,928,704
Liability reserve	2,008,554
Noncurrent assets:	
Cash – Capital asset acquisition	12,014,922
Investments – Capital asset acquisition	<u>6,266,330</u>
	<u>\$ 33,218,510</u>
Cash and cash equivalents	\$ 26,952,180
Investments	<u>6,266,330</u>
	<u>\$ 33,218,510</u>

(Continued)

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NOTES TO FINANCIAL STATEMENTS
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NOTE 2 - CASH, CASH EQUIVALENTS AND INVESTMENTS (Continued)

Deposits: IPTC maintains cash and cash equivalents deposits with area financial institutions. A summary of these deposits at December 31, 2012 is as follows:

	-----2012-----	
	Carrying Value	Bank Balance
On hand	\$ 1,300	\$ -
Cash deposits:		
Insured by FDIC	2,733,614	2,701,157
Insured by Indiana Public Deposits Insurance Fund	24,217,266	20,395,471
	\$ 26,952,180	\$ 23,096,628

During the year ended December 31, 2012, IPTC held interest bearing demand deposit accounts and interest bearing savings accounts with Indiana financial institutions. Demand deposits are fully insured by the Federal Depository Insurance Corporation or by the Indiana Public Deposits Insurance Fund.

The following summarizes the IPTC's policies on deposit and investment activity:

Investment Policy and Legal and Contractual Provisions Governing Cash Deposits and Investments: In accordance with Indiana Code Section 5-12 et sequa, it is the policy of the IPTC to deposit public funds into the depositories approved by the Marion County Board of Finance. IPTC is further authorized by statute to invest in obligations of the U. S. Treasury and U. S. Agencies, certificates of deposit, repurchase agreements, passbook savings, money market deposit accounts, and negotiable order of withdrawal accounts. It is the internal policy of IPTC to invest funds with local, federally insured banks that have a principal office within the County and have been approved by the County Board of Finance. IPTC does not have specific investment policies on interest rate risk, credit risk, concentration of credit risk, custodial credit risk, or foreign currency risk.

Interest Rate Risk: Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of the investments. The nature of IPTC deposits and investments do not present high exposure to interest rate market risks due to their short term nature. At December 31, 2012, IPTC had the following investments and maturities:

<u>Investment Type</u>	<u>Fair Value</u>	-----Maturities (in Years)-----	
		<u>Less than 1</u>	<u>1 - 5</u>
Certificates of Deposit	\$ 1,512,340	\$ 1,011,039	\$ 501,301
Government-backed Mortgage Notes	4,753,990	3,048,530	1,705,460
	\$ 6,266,330	\$ 4,059,569	\$ 2,206,761

(Continued)

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NOTE 2 - CASH, CASH EQUIVALENTS AND INVESTMENTS (Continued)

Credit Risk and Custodial Credit Risk: Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Custodial credit risk is the risk that the IPTC will not be able to recover the value of its deposits, investments or collateral securities that are in the possession of an outside party if the counter party fails. Deposits are exposed to custodial credit risk if they are not covered by depository insurance and the deposits are uncollateralized or collateralized with securities held by the pledging financial institution. At December 31, 2012, the IPTC's investments, along with their respective ratings from Moody's Investor Services, were as follows:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Credit Rating</u>
Certificates of Deposit	\$ 1,512,340	Unrated
Government-backed Mortgage Notes	1,001,500	Unrated
Government-backed Mortgage Notes	<u>3,752,490</u>	Aaa
	<u>\$ 6,266,330</u>	

Concentration of Credit Risk: Concentration of credit risk is the risk of loss that may arise in the event of default by a single issuer. IPTC places no limit on the amount IPTC may invest in any one issuer. The following table shows investment in issuers and the representative percentage of total investments at December 31, 2012:

<u>Investment Type</u>	<u>Fair Value</u>	<u>% (rounded)</u>
Certificates of Deposit		
Ally Bank	\$ 250,293	4%
BMW Bank North America	250,247	4%
Discover Bank	250,658	4%
Goldman Sachs Bank USA New York	250,642	4%
National Bank of Indianapolis	510,500	8%
Government-back Mortgage Notes		
Federal Home Loan Banks	1,027,170	16%
Freddie Mac	2,199,100	35%
Fannie Mae	<u>1,527,720</u>	25%
	<u>\$ 6,266,330</u>	

Foreign Currency Risk: Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment or a deposit. All IPTC deposits and investments are denominated in United States currency.

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NOTES TO FINANCIAL STATEMENTS
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NOTE 3 - CHANGES IN CAPITAL ASSETS

A summary of changes in capital assets as follows:

	Balance January 1, <u>2012</u>	<u>Changes During Year</u>		Balance December 31, <u>2012</u>
		<u>Additions</u>	<u>Reductions</u>	
Capital Assets Cost:				
<u>Non-Depreciable Assets:</u>				
Land	\$ 1,375,654	\$ -	\$ -	\$ 1,375,654
Construction in progress*	<u>583,098</u>	<u>5,769,252</u>	<u>(5,808,541)</u>	<u>543,809</u>
	1,958,752	5,769,252	(5,808,541)	1,919,463
<u>Depreciable Assets:</u>				
Buildings and improvements	48,400,538	2,534,552	-	50,935,090
Revenue vehicles and equipment	56,008,322	3,260,594	-	59,268,916
Other equipment	<u>13,396,697</u>	<u>242,168</u>	<u>-</u>	<u>13,638,865</u>
	<u>117,805,557</u>	<u>6,037,314</u>	<u>-</u>	<u>123,842,871</u>
	<u>\$ 119,764,309</u>	<u>\$ 11,806,566</u>	<u>\$ (5,808,541)</u>	<u>\$ 125,762,334</u>
	Balance January 1, <u>2012</u>	<u>Changes During Year</u>		Balance December 31, <u>2012</u>
		<u>Additions</u>	<u>Reductions</u>	
<u>Accumulated Depreciation:</u>				
<u>Depreciable Assets:</u>				
Buildings and improvements	\$ (31,594,780)	\$ (2,255,580)	\$ -	\$ (33,850,360)
Revenue vehicles and equipment	(37,270,917)	(4,188,011)	-	(41,458,928)
Other equipment	<u>(8,871,253)</u>	<u>(1,810,007)</u>	<u>-</u>	<u>(10,681,260)</u>
	<u>\$ (77,736,950)</u>	<u>\$ (8,253,598)</u>	<u>\$ -</u>	<u>\$ (85,990,548)</u>
	Balance January 1, <u>2012</u>	<u>Changes During Year</u>		Balance December 31, <u>2012</u>
		<u>Additions</u>	<u>Reductions</u>	
<u>Capital Assets, Net:</u>				
<u>Non-Depreciable Assets:</u>				
Land	\$ 1,375,654	\$ -	\$ -	\$ 1,375,654
Construction in progress*	<u>583,098</u>	<u>5,769,252</u>	<u>(5,808,541)</u>	<u>543,809</u>
	1,958,752	5,769,252	(5,808,541)	1,919,463
<u>Depreciable Assets:</u>				
Buildings and improvements	16,805,758	278,972	-	17,084,730
Revenue vehicles and equipment	18,737,405	(927,417)	-	17,809,988
Other equipment	<u>4,525,444</u>	<u>(1,567,839)</u>	<u>-</u>	<u>2,957,605</u>
	<u>40,068,607</u>	<u>(2,216,284)</u>	<u>-</u>	<u>37,852,323</u>
	<u>\$ 42,027,359</u>	<u>\$ 3,552,968</u>	<u>\$ (5,808,541)</u>	<u>\$ 39,771,786</u>

*Construction in progress also includes capital assets not placed in service such as revenue vehicles and equipment.

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NOTE 4 - DEBT OBLIGATIONS

The following disclosure provides detail on IPTC debt obligations. At December 31, 2012, IPTC noncurrent debt consisted of bonds payable and notes payable. Changes were as follows:

	Balance January 1, <u>2012</u>	<u>Changes During Year</u>		Balance December 31, <u>2012</u>	<u>Noncurrent</u>	<u>Current</u>
		<u>Additions</u>	<u>Reductions</u>			
Bonds payable	\$ 7,835,000	\$ 3,100,000	\$ (4,595,000)	\$ 6,340,000	\$ 4,675,000	\$ 1,665,000
Bond premium	207,752	-	(65,232)	142,520	142,520	
Notes payable	<u>6,674,153</u>	<u>32,633</u>	<u>(85,038)</u>	<u>6,621,748</u>	-	<u>6,621,748</u>
	<u>\$ 14,716,905</u>	<u>\$ 3,132,633</u>	<u>\$ (4,745,270)</u>	<u>\$ 13,104,268</u>	<u>\$ 4,817,520</u>	<u>\$ 8,286,748</u>

Bonds Payable: Bonds consist of the Indianapolis Local Public Improvement Bond Bank Bonds, Series 2009C and 2012A. The amounts outstanding at December 31, 2012 are as follows:

	<u>2012</u>
Series 2002C	\$ -
Series 2009C	3,605,000
Series 2012A	<u>2,735,000</u>
	6,340,000
Less: Current portion	<u>1,665,000</u>
Noncurrent portion	<u>\$ 4,675,000</u>

Series 2002C Bonds - The Indianapolis Local Public Improvement Bond Bank Bonds Series 2002C, were refunded by Series 2012A Bonds in the amount of \$3,000,000. As a result of the refunding, the Series 2002C Bonds are considered defeased and the liability for those bonds are not included in the IPTC financial statements. Bond interest expense on Series 2002C Bonds was \$26,621 for the year ended December 31, 2012.

The refunding resulted in decreasing its aggregate future debt service payments by \$267,965 over the next four years and obtained an economic gain of \$235,348. As of December 31, 2012, the balance of the remaining defeased bonds was \$3,000,000.

Series 2009C Bonds - The Indianapolis Local Public Improvement Bond Bank Bonds, Series 2009C, dated August 4, 2009, were issued in the aggregate principal amount of \$8,045,000, at a premium of \$303,081. Proceeds were used to provide local matching funds for FTA grants to acquire new and replacement coaches and other vehicles and equipment and to perform preventative maintenance on equipment and rehabilitation of the facility. Bond proceeds were also used to refund the Series 1999C Bonds.

The Series 2009C Bonds bear interest rates varying from 2.75% to 4%, payable on January 10 and July 10 commencing January 10, 2010 and have serial maturities through 2015. The Bonds are not subject to optional redemption prior to maturity dates.

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NOTE 4 - DEBT OBLIGATIONS (Continued)

Debt service requirements to maturity for the outstanding bonds are as follows:

<u>Years Ending December 31</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2013	\$ 1,315,000	\$ 131,050	\$ 1,446,050
2014	1,415,000	91,600	1,506,600
2015	<u>875,000</u>	<u>35,000</u>	<u>910,000</u>
	<u>\$ 3,605,000</u>	<u>\$ 257,650</u>	<u>\$ 3,862,650</u>

Bond interest expense on Series 2009C Bonds was \$174,100 for the year ended December 31, 2012.

Series 2012A Bonds - The Indianapolis Local Public Improvement Bond Bank Bonds, Series 2012A, dated February 15, 2012, were issued in the aggregate principal amount of \$3,100,000. The Series 2012A Bonds proceeds were used to redeem the 2002C Bonds. The Series 2012A Bonds bear interest at 2.05%, payable on January 10 and July 10 commencing July 10, 2012 and have serial maturities from 2012 through 2016. The Bonds are not subject to optional redemption prior to maturity dates.

Debt service requirements to maturity for the outstanding bonds are as follows:

<u>Years Ending December 31</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2013	\$ 350,000	\$ 56,068	\$ 406,068
2014	335,000	48,892	383,892
2015	370,000	42,025	412,025
2016	<u>1,680,000</u>	<u>34,440</u>	<u>1,714,440</u>
	<u>\$ 2,735,000</u>	<u>\$ 181,425</u>	<u>\$ 2,916,425</u>

Bond interest expense on Series 2012A Bonds was \$57,372 for the year ended December 31, 2012.

Notes Payable: Notes payable consists of two agreements described as follows:

Indianapolis Public Transportation Taxable Notes of 2008 - On December 18, 2008, IPTC issued notes payable designated as "Indianapolis Public Transportation Corporation Taxable Notes of 2008" in an aggregate amount of \$5,000,000. The notes were purchased by the Indianapolis Local Public Improvement Bond Bank (Bond Bank) from proceeds of Bond Bank notes with Fifth Third Bank. The notes have a five-year term with an initial interest rate of 3.09875% and the final four years at a variable rate based on the LIBOR rate plus 125 basis points. The purpose of these transactions was to provide a revolving line of credit to be used for operating cash flow. Principal is due December 18, 2013, the end of term of the agreement, and is categorized as a current liability at December 31, 2012.

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NOTE 4 - DEBT OBLIGATIONS (Continued)

Debt service requirements to maturity for this outstanding note are as follows:

<u>Years Ending December 31</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2013	\$ <u>5,000,000</u>	\$ <u>100,000</u>	\$ <u>5,100,000</u>
	\$ <u>5,000,000</u>	\$ <u>100,000</u>	\$ <u>5,100,000</u>

Note interest expense on this obligation was \$100,816 for the year ended December 31, 2012.

City of Indianapolis Loan Agreement – In 2004, IPTC entered into a \$2 million loan agreement with the City of Indianapolis to provide working capital to cover operating expenses, to prevent service reductions in bus routes, to provide alternative forms of transportation for passengers affected by planned route changes, and review existing routes to plan for needed service change.

In 2007, an agreement was executed to extend the loan. As extended, the loan was payable no later than December 31, 2010. Concurrent with the extension of the agreement, the City expressly waived repayment of interest that had been accrued from date of origination through the date of extension of the agreement amounting to \$105,500.

During 2010, IPTC entered into an agreement with the City of Indianapolis that replaces the 2007 loan extension agreement. The new loan agreement extends the due date to no later than December 31, 2011, provides for interest at 2% per annum and provides a mechanism for repayment by investing in capital assets that are mutually beneficial to the City of Indianapolis and IPTC. An amendment to this agreement was effective in 2011 which changed due date to no later than December 31, 2012. Subsequent to year end, the agreement was amended to extend the due date to December 31, 2013.

Interest expense for the year ended December 31, 2012 was \$32,633 and has been accrued in the balance of the loan. During 2012, IPTC paid expenditures totaling \$85,038 for the completion of improvement projects to the benefit of the City of Indianapolis. The balance of the loan at December 31, 2012 was \$1,621,748.

NOTE 5 - RISK MANAGEMENT

IPTC is exposed to various risks of loss related to theft of, damage to and destruction of assets; errors and omissions; and natural disasters for which IPTC carries commercial insurance and maintains certain risks. Detail of the claims liability, based upon the requirements of GASB Statement No. 10, is provided below. This requires that a liability for claims be reported if information before the issuance of the financial statements indicates that it is probable that a liability has been incurred at the date of the financial statements and the amount of the liability can be reasonably estimated. The liability is estimated based upon historical experience. There is no significant incremental claim adjustment expense, salvage, or subrogation attributable to this liability. Activity for the year ended December 31, 2012 and 2011 was as follows:

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NOTE 5 - RISK MANAGEMENT (Continued)

	<u>2012</u>	<u>2011</u>
Unpaid claims, beginning of year	\$ 931,866	\$ 1,026,246
Incurred claims and changes in claim estimates	483,560	1,151,356
Claim payments	<u>(777,585)</u>	<u>(1,245,736)</u>
Unpaid claims, end of year	<u>\$ 637,481</u>	<u>\$ 931,866</u>
Current portion	481,341	792,086
Noncurrent portion	<u>156,500</u>	<u>139,780</u>
Unpaid claims, end of year	<u>\$ 637,841</u>	<u>\$ 931,866</u>

On December 23, 1986, IPTC's Board of Directors approved the establishment of a non-reverting fund (Liability Reserve Accounts) for payment of personal injury and property damage claims in excess of \$100,000. For claims in excess of \$100,000, the amount of the claim exceeding \$100,000 will be paid out of the liability reserve accounts. Claims up to \$100,000 will be paid out of the general accounts of IPTC. IPTC is self-insured for worker's compensation without limitation and is entirely self-insured for personal injury. It is completely self-insured for property damage to coaches.

Estimates of expected losses to IPTC resulting from personal injuries for which claims have been filed or for which it is anticipated claims will be filed, have been recorded in the financial statements. Litigation occasionally results from such claims. When, in the opinion of management, such litigation will result in a loss to IPTC, provision is made in the financial statements for loss expected upon resolution. There were no significant reductions in insurance coverage during 2012 and there were no settlements that exceeded insurance coverage during 2012 for those risks that IPTC purchased insurance.

NOTE 6 - OPERATING LEASES

IPTC is obligated under certain leases through June 2014 for the Transit Store premise, parking premises and maintenance and office equipment that are accounted for as operating leases. Lease rental expense for the year ended December 31, 2012 was \$75,762. A schedule of future minimum operating lease payments required that have initial or remaining lease terms in excess of one year as of December 31, 2012:

Year Ending December 31:

2013	\$ 61,306
2014	15,407
2015	-
2016	-
Thereafter	<u>-</u>
	<u>\$ 76,713</u>

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NOTE 7 - OTHER NON-OPERATING REVENUE (EXPENSE)

Other non-operating revenue (expense) consisted of the following:

	<u>2012</u>
Other revenues:	
Investment income	\$ 52,596
Miscellaneous	343,961
Gain on sale of capital assets	-
Pass-through grants for sub-recipients	<u>2,495,708</u>
	2,892,265
Other expenses:	
Interest - payable from restricted debt service assets	(278,478)
Interest - payable from unrestricted assets	(62,107)
Amortization of bond issue costs	(23,969)
Pass-through grants to sub-recipients	<u>(2,495,708)</u>
	<u>(2,860,262)</u>
	<u>\$ 32,003</u>

NOTE 8 - ENVIRONMENTAL REMEDIATION LIABILITY

The IPTC has had discussions with the Indiana Department of Environmental Management regarding a contamination remediation issue traced to leaking underground storage tanks. The cost of remediation is based upon current site knowledge/conditions, past remediation experience of site's with similar environmental issues, and the current IDEM regulations. The estimate is based on the expectation that a remediation system(s) will be required from the site to meet closure criteria under the IDEM RISC Program's Industrial Closure Criteria with an environmental deed restriction placed on the property. Activity for the year ended December 31, 2012 was as follows:

	<u>2012</u>
Environmental remediation liability, beginning of year	\$ 1,885,800
Decreases/Payments	<u>(59,793)</u>
Unpaid claims, end of year	<u>\$ 1,826,007</u>
Current liability portion	\$ 598,207
Noncurrent liability portion	<u>1,227,800</u>
Unpaid claims, end of year	<u>\$ 1,826,007</u>

(Continued)

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
(A COMPONENT UNIT OF THE CONSOLIDATED CITY OF INDIANAPOLIS
MARION COUNTY GOVERNMENT REPORTING ENTITY)
NOTES TO FINANCIAL STATEMENTS
Year ended December 31, 2012

NOTE 9 - BENEFIT PLANS

Defined Contribution Plan: IPTC maintains a defined-contribution plan, the Indianapolis Public Transportation Corporation Pension Plan, for the benefit of substantially all of its employees. All employees who are regularly scheduled to work at least 30 hours per week become eligible for the Plan on the first day of the month following commencement of employment or completion of any applicable probationary period. The Plan may be amended by action of IPTC's Board of Directors, subject to any applicable collective bargaining agreement obligations. The plan requires the employees to contribute 3.5% of their compensation. For some employees, the employer contributes 3.5% to this plan and for other employees the employer contributes 3% to this plan and .5% to the defined benefit plan pursuant to an arbitration award. Participant contributions for 2012 were \$609,123. Employer contributions for 2012 were \$526,843.

Deferred Compensation Plan: IPTC maintains an IRS Code Section 457 plan, the Indianapolis Public Transportation Corporation Deferred Compensation Plan. Employees become eligible to participate in the Plan on the first day of the second month following commencement of employment or completion of any applicable probationary period. The Plan allows for employee contributions only. Plan assets are held in a trust separate from IPTC's assets. Contributions by employees to the Plan were approximately \$190,455 for the year ended December 31, 2012.

Pension Arbitration Liability: On January 10, 2006, a binding interest arbitration award was issued regarding the single-employer defined-benefit exempt governmental plan (Defined Benefit Pension Plan) known as the Indianapolis Public Transportation Corporation Pension Plan. The arbitration award effectively modified the existing plan agreement for retirees, participants, Indianapolis Public Transportation Corporation and Amalgamated Transit Union, Local 1070.

IPTC, prior to this award, was not obligated to make any further contributions to this plan. Subsequent to this award, IPTC was obligated to contribute \$1,500,000 to the plan over a ten-year period ending 2015. IPTC contributed \$135,000 to the plan in 2012 and has reported a pension arbitration liability totaling \$405,000 at December 31, 2012.

The following is information specific to the defined benefit pension plan:

Current portion	\$ 135,000
Noncurrent portion	<u>270,000</u>
	<u>\$ 405,000</u>

Defined Benefit Pension Plan Description: IPTC provides pension benefits through a single-employer defined-benefit exempt governmental plan known as the Indianapolis Public Transportation Corporation Pension Plan. The Plan is part of an agreement between IPTC and ATU.

Effective December 31, 1997, the Plan was amended to freeze all accrued benefits. While the Plan continues to exist, no further contributions were to be made by either the employees or IPTC. Full-time IPTC employees who had completed sixty working days of continuous service, on or before December 31, 1997, were eligible to participate in the Plan.

For purposes of computing normal retirement benefits, employees' total earnings through December 31, 1997, will be considered. In addition, effective December 31, 1997, the Plan was amended to remove the disability benefit provisions.

(Continued)

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
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NOTES TO FINANCIAL STATEMENTS
Year ended December 31, 2012

NOTE 9 - BENEFIT PLANS (Continued)

Normal retirement benefits are payable for employees who have attained age 65 and completed 15 years of service. Early retirement benefits are available for employees who have attained age 55 and completed 15 years of continuous service. Employees are considered 100% vested upon reaching early retirement eligibility.

Prior to December 31, 1997, the normal retirement benefit was equal to 2.75% of total employee earnings since January 1, 1950, plus .75% of the average annual earnings of the occupation group to which the employee belonged for the five years preceding 1950, multiplied by the years of continuous service prior to 1950.

Early retirement benefits were available at reduced amounts. Participating employees contributed 3.5% of total compensation to the Plan, and the IPTC contributed 3.5% of the total compensation of the participating employees. Employees' contributions plus interest is to be refunded in the event of separation of service or death.

Funding Policy: After December 31, 1997, there were no contribution requirements for either the employer or the employees. Before the Plan was frozen, the contribution requirements of Plan members and IPTC were established by an agreement between IPTC and Local 1070 of the ATU. Contribution requirements were not actuarially determined, but rather were set at 3.5% of annual covered payroll each for employees and the employer.

The binding interest arbitration award, described above under Pension Arbitration Liability, allows for certain participants to be returned contributions they made to the plan without interest and are to be withdrawn for future participation in this plan. These employees will be able to participate/continue to participate in the employee defined contribution plan (401A). Future contributions made by employees into the defined contribution plan will continue to be at 3.5%. The employer match percentage will remain at 3.5%; however only 3% will go to match employee contributions into the defined contribution plan while the remaining .5% will be directed to the defined benefit plan.

Certain other vested participants are to remain in the defined benefit plan while actively employed at IPTC and are to begin making contributions to the plan at a rate of 4.5%. The employer will match their contributions up to 3.5%. Participants remaining in the defined benefit plan will not be allowed to make future contributions to their defined contribution accounts.

The interest arbitration award eliminated the early retirement provision previously provided for in the defined benefit plan.

Annual Pension Cost and Net Pension Obligation: Because the Plan was frozen as of December 31, 1997, and because, before the freeze, the contribution requirements were not actuarially determined, many of the accounting and disclosure requirements of GASB Statement No. 27, Accounting for Pensions by State and Local Governmental Employers, are not applicable. There are no annual required contributions for 2012 and no annual pension cost. IPTC has determined that it has no pension liability (asset) at transition as defined by GASB Statement No. 27.

(Continued)

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
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NOTES TO FINANCIAL STATEMENTS
Year ended December 31, 2012

NOTE 9 - BENEFIT PLANS (Continued)

The Plan's obligations exceeded the market value of its assets by approximately \$615,709 at December 31, 2012. This obligation remains that of the Plan rather than of IPTC. In the event that the Plan does not attain full funding, pursuant to the Plan agreement, the net position of the Plan will first be applied to repay individual employee contributions in excess of any employee contributions previously disbursed. The remainder of net position will be distributed in the proportion that each employee's actuarially determined accrued benefit has to the accrued benefits of all covered employees.

The Plan's obligation was determined as part of the December 31, 2012 actuarial valuation using the aggregate actuarial cost method. The actuarial assumptions included an 8% investment rate of return (net of administrative expenses) and projected salary increases of 0% due to the Plan's freeze as of December 31, 1997. No inflation component has been considered. The projected benefit equals the employee's actual benefit (based on total compensation through December 31, 1997) with no future benefit accruals. Three-year trend information for the plan reflects that IPTC has no annual pension cost or net pension obligation.

The aggregate actuarial cost method does not identify or separately amortize unfunded actuarial accrued liabilities. Information about funded status and funding progress is presented using the entry age actuarial cost method. The information presented is intended to serve as a surrogate for the funded status and funding progress of the plan.

NOTE 10 - POST-EMPLOYMENT BENEFITS OTHER THAN PENSIONS

Plan Description: The Plan consists of IPTC providing medical and life insurance benefits to retirees. Retirees under the 1997 program and their spouses under the age of 65 not covered by Medicare are eligible under the provisions to continue these benefits but must pay 20% of the medical premium. COBRA eligible, or employees who are not receiving pay from the Corporation must submit the employee's portion, or the COBRA premiums, to Human Resources no later than the first day of the month the premium is due to retain insurance coverage. IPTC will pay \$75 per month towards the COBRA continuation or conversion of group health insurance retained by any employee who retires early or is on disability with IPTC pension. If, after the 18th month of continuation group coverage, the retiree is still under the age of 65, IPTC reimburses the retiree up to a maximum of \$225 on a quarterly basis towards the cost of the premiums. Retirees also qualify for a life insurance policy with benefits of \$5,500 if they retire on or after the age of 55 with at least 15 years of service. This post-employment benefit plan is of the single employee defined benefit variety.

Funding Policy: There is no requirement for IPTC to fund these benefits though IPTC has recorded the cumulative difference between the annual required contributions (ARC) and amounts contributed to the OPEB plan as a net obligation (asset). The following schedule reports ARC and actual contributions made for the past three years:

<u>Year Ended</u> <u>December 31</u>	<u>Annual</u> <u>Required</u> <u>Contribution</u>	<u>Actual</u> <u>Contribution</u> <u>Made</u>	<u>Percentage</u> <u>Contributed</u>
2012	\$ 63,790	\$ 97,900	153%
2011	68,660	132,400	193%
2010	79,447	156,700	197%

(Continued)

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
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NOTES TO FINANCIAL STATEMENTS
Year ended December 31, 2012

NOTE 10 - POST-EMPLOYMENT BENEFITS OTHER THAN PENSIONS (Continued)

Annual OPEB Cost and net OPEB Obligation (Asset): The other post-employment benefit (OPEB) cost is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities over a period not to exceed thirty years. The following table shows the components of the annual cost for the year, the amount actually contributed to the plan and changes in the net OPEB obligation (asset):

Annual required contribution	\$ 63,790
Interest on net OPEB obligation (asset)	(10,482)
Adjustment to annual required contribution	<u>10,110</u>
Annual OPEB cost	63,418
Contributions made	<u>97,900</u>
Increase in net OPEB obligation (asset)	(34,482)
Net OPEB obligation (asset) – beginning of year	<u>(262,053)</u>
 Net OPEB obligation (asset) – end of year	 <u>\$ (296,535)</u>

Funded Status and Funding Progress: As of December 31, 2012, the actuarial accrued liability for benefits was \$1,514,000 and the actuarial value of assets was \$0 resulting in an unfunded actuarial accrued liability (UAAL) of \$1,514,000. The covered payroll (annual payroll of active employees covered by the plan) was not applicable, and the ratio of the UAAL to the covered payroll was not applicable.

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. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents multiyear trend information about whether the actuarial valuation of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits. Since 2007, the first year that an actuarial valuation was performed, the schedule of funding progress reflects only the transition year's data.

Actuarial Methods and Assumptions: Projections of benefits for financial reporting purposes are based on the substantive plan (the plan 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 the plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of asset, consistent with the long-term perspective of the calculations.

(Continued)

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
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NOTES TO FINANCIAL STATEMENTS
Year ended December 31, 2012

NOTE 10 - POST-EMPLOYMENT BENEFITS OTHER THAN PENSIONS (Continued)

The actuarial cost method used for determining the benefit obligations is the Projected Unit Credit Cost Method. Under this method, the actuarial present value of projected benefits is the value of benefits expected to be paid for current actives and retirees and is calculated based on the assumptions described in this report and census data. The Actuarial Accrued Liability (AAL) is the actuarial present value of benefits attributed to employee service rendered prior to the valuation date. The AAL equals the present value of benefits multiplied by a fraction equal to service to date over service at expected retirement. The Normal Cost is the actuarial present value of benefits attributed to one year of service. This equals the present value of benefits divided by service at expected retirement. Since retirees are not accruing any more service, their normal cost is zero. In determining the Annual Required Contribution, the Unfunded AAL is amortized as a level percentage payroll (assuming 3% annual increases) over 30 years (open). The actuarial assumptions are summarized below:

Measurement Date:	December 31, 2012	
Discount Rate:	3.75% effective annual rate	
Inflation Rate:	0.0%	
Compensation Increases:	Compensation amounts are assumed to increase 3% per year	
Retirement Rates:	<u>Age</u>	<u>%</u>
	55-59	5%
	60-61	10%
	62	30%
	63-64	15%
	65-69	40%
	70+	100%
Spouse Coverage:	80% of employees and retirees are assumed to have a covered spouse in retirement (no dependent children are assumed)	
Spouse Age:	Female spouses are assumed to be three years younger than male spouses	

REQUIRED SUPPLEMENTARY INFORMATION (UNAUDITED)

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
 (A COMPONENT UNIT OF THE CONSOLIDATED CITY OF INDIANAPOLIS
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 REQUIRED SUPPLEMENTARY INFORMATION
 SCHEDULE OF FUNDING PROGRESS
 DECEMBER 31, 2012

Schedule of Funding Progress: Retiree Health and Life Insurance Plan

<u>Actuarial Valuation Date</u>	<u>Actuarial Value of Assets (a)</u>	<u>Accrued Liability (AAL) (b)</u>	<u>Unfunded AAL (UAAL) (b-a)</u>	<u>Funded Ratio (a/b)</u>	<u>Covered Payroll (c)</u>	<u>UAAL as a percentage of Covered Payroll ((b-a)/c)</u>
12/31/2012	\$ 0	\$ 1,514,000	\$ 1,514,000	0%	N/A	N/A
12/31/2011	0	1,546,200	1,546,200	0%	N/A	N/A
12/31/2010	0	1,582,900	1,582,900	0%	N/A	N/A

SUPPLEMENTARY INFORMATION

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
(A COMPONENT UNIT OF THE CONSOLIDATED CITY OF INDIANAPOLIS
MARION COUNTY GOVERNMENT REPORTING ENTITY)
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
Year Ended December 31, 2012

<u>Federal Grantor/ Program or Cluster Title</u>	<u>CFDA Number</u>	<u>Grant Number for Pass-through</u>	<u>Federal Expenditures</u>	<u>Amounts Awarded to Subrecipients</u>
Department of Transportation Federal Transit Administration				
Direct programs:				
Federal Transit Cluster:				
Capital Investment Grants	20.500		\$ 3,780,854	\$ -
Formula Grants	20.507		11,770,195	
	20.507	IN95X006	<u>15,551,049</u>	<u>883,268</u>
Total Federal Transit Cluster				<u>883,268</u>
Transit Services Programs Cluster:				
Job Access – Reverse Commuter Grant	20.516		480,145	
	20.516	IN37X029		935,376
New Freedom Program	20.521		-	
	20.521	IN57X012		<u>377,027</u>
Total Transit Services Programs Cluster			<u>480,145</u>	<u>1,312,403</u>
Alternatives Analysis	20.522	IN39000100	-	<u>300,037</u>
Total Alternatives Analysis			-	<u>300,037</u>
Total Expenditures of Federal Awards			<u>\$ 16,031,194</u>	<u>\$ 2,495,708</u>

See accompanying notes to the schedule of expenditures of federal awards.

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
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NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
Year Ended December 31, 2012

NOTE 1 - BASIS OF PRESENTATION

The accompanying schedule of expenditures of federal awards includes the federal grant activity of IPTC, for the year ended December 31, 2012 and is presented on the accrual basis of accounting. The information in this schedule is presented in accordance with the requirements of OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Therefore, some amounts presented in this schedule may differ from amounts presented in, or used in the preparation of, the financial statements.

NOTE 2 - MATCHING COSTS

Matching costs, i.e., the nonfederal share of program costs, are not included in the accompanying Schedule of Expenditures of Federal Awards.

NOTE 3 - SUBRECIPIENTS

In OMB Circular A-133, subrecipients are defined as nonfederal entities that expend federal awards received from a pass-through entity to carry out a federal program, but do not benefit from that program. IPTC passed through certain amounts to subrecipients, which are identified in the Schedule of Expenditures of Federal Awards.

**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**

Board of Directors
Indianapolis Public Transportation Corporation
Indianapolis, Indiana

We have audited the accompanying financial statements of Indianapolis Public Transportation Corporation (IPTC) (a municipal corporation and a component unit of the consolidated City of Indianapolis-Marion County Government Reporting Entity), which comprise the statement of net position as of December 31, 2012, and the related statements of revenues, expenses and changes in net position and cash flows for the year then ended, and the related notes to the financial statements.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered IPTC'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 opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of IPTC's internal control. Accordingly, we do not express an opinion on the effectiveness of IPTC's internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph 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 were not identified. However, as described in the accompanying *schedule of findings and questioned costs*, we identified certain deficiencies in internal control that we consider to be material weaknesses.

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. We consider the deficiencies described in the accompanying schedule of findings and questioned costs to be material weaknesses. 12-01, 12-02, 12-03, 12-04, and 12-05.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether IPTC's financial statements are free of 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 over financial reporting 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.

Crowe Horwath LLP

Crowe Horwath LLP

Indianapolis, Indiana
July 26, 2013

**INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE FOR EACH MAJOR
FEDERAL PROGRAM; REPORT ON INTERNAL CONTROL OVER COMPLIANCE**

Board of Directors
Indianapolis Public Transportation Corporation
Indianapolis, Indiana

Report on Compliance for Each Major Federal Program

We have audited Indianapolis Public Transportation Corporation's compliance with the types of compliance requirements described in the *OMB Circular A-133 Compliance Supplement* that could have a direct and material effect on each of IPTC's major federal programs for the year ended December 31, 2012. IPTC'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 IPTC'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 OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Those standards and OMB Circular A-133 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 IPTC'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 IPTC's compliance.

Opinion on CFDA 20.500/20.507 Federal Transit Cluster

In our opinion, IPTC 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 December 31, 2012.

Other Matters

The results of our auditing procedures disclosed instances of noncompliance, which are required to be reported in accordance with OMB Circular A-133 and which are described in the accompanying schedule of findings and questioned costs as items 12-06 and 12-07. Our opinion on each major federal program is not modified with respect to these matters.

IPTC's responses to the noncompliance findings identified in our audit are described in the accompanying schedule of findings and questioned costs. IPTC's response was not subjected to the auditing procedures applied in the audit of compliance and, accordingly, we express no opinion on the response.

Report on Internal Control Over Compliance

Management of IPTC 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 of compliance, we considered IPTC'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 OMB Circular A-133, 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 IPTC'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 and therefore, material weaknesses or significant deficiencies may exist that were not identified. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, we identified certain deficiencies in internal control over compliance, as described in the accompanying schedule of findings and questioned costs as items 12-06 and 12-07, that we consider to be significant deficiencies.

IPTC's responses to the internal control over compliance findings identified in our audit are described in the accompanying schedule of findings and questioned costs. IPTC's responses were not subjected to the auditing procedures applied in the audit of compliance and, accordingly, we express no opinion on the response.

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 OMB Circular A-133. Accordingly, this report is not suitable for any other purpose.

Crowe Horwath LLP

Crowe Horwath LLP

Indianapolis, Indiana
July 26, 2013

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
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MARION COUNTY GOVERNMENT REPORTING ENTITY)
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
DECEMBER 31, 2012

SECTION 1 - SUMMARY OF AUDITORS' RESULTS

December 31, 2012 Financial Statements

Type of auditors' report issued: Unqualified

Internal control over financial reporting:

Material weakness(es) identified?	<u> x </u> yes	<u> </u> no
Significant deficiencies identified that are not considered to be material weaknesses?	<u> </u> yes	<u> x </u> none reported

Noncompliance material to financial statements noted? yes x no

Federal Awards

Internal control over major programs:

Material weakness(es) identified?	<u> </u> yes	<u> x </u> no
Significant deficiencies identified that are not considered to be material weaknesses?	<u> x </u> yes	<u> </u> none reported

Type of auditors' report issued on compliance for major programs: Unqualified

Any audit findings disclosed that are required to be reported
In accordance with section 510(a) of Circular A-133 x yes no

Identification of major programs:

CFDA 20.500/20.507 - Federal Transit Cluster

Dollar threshold used to distinguish between type A and type B programs: \$ 555,807

Auditee qualified as low-risk auditee? x yes no

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
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SCHEDULE OF FINDINGS AND QUESTIONED COSTS
DECEMBER 31, 2012

SECTION 2 - FINDINGS RELATING TO THE FINANCIAL STATEMENTS WHICH ARE REQUIRED TO BE REPORTED IN ACCORDANCE WITH GAGAS

12-01 Controls over Financial Reporting (Material Weakness)

Condition and Criteria: Management is responsible to have internal controls in place to provide appropriate and reliable financial reports and to select and apply appropriate accounting principles. Management is not required to prepare their financial reports, but management needs to demonstrate the level of qualifications and controls to prepare their financial reports without significant deficiencies in these controls.

During the current year audit, a significant number of material audit adjustments were posted that changed the financial statement results of IPTC by a material amount.

Many of the adjusting entries were made to balance the general ledger to underlying subsidiary detail reports. The primary reason for the nature, number, and material amounts was that accounts were not properly reconciled to the general ledger on a timely basis during the year, or reconciliations were not performed or properly reviewed. These adjustments impacted federal grants, investments, debt, inventory, capital assets, accounts payable and payroll. The net impact on the financial statements is shown below:

- Total assets were understated by approximately \$526,000
- Total liabilities were overstated by approximately \$3,500,000
- Total revenues were understated by approximately \$4,400,000
- Total expenses were understated by approximately \$396,000

Cause and Effect: The above condition appears to be the result of lack of internal controls over the reconciliation process and insufficient training and staffing in the Finance Department. The effect is a lack of materially accurate monthly general ledger financial reporting for management during the year.

Questioned Costs: None

Recommendations: We suggest that management establish appropriate procedures and reviews to provide for accurate and timely monthly reconciliations so that the general ledger reflects a complete, accurate representation of financial results. Monthly reconciliations should include posting adjustments identified each month. All reconciliations should be reviewed and approved by someone independent of the preparer.

Management Response and Corrective Action Plan: Significant turn-over in the Finance Department revealed the need to better document closing procedures to preserve institutional knowledge and to provide additional training to new staff. Management has begun the process of reviewing current month-end closing procedures with the goal of developing a more formalized, well-documented reconciliation process. This process will include an independent, formal review and approval of account reconciliations.

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION
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SCHEDULE OF FINDINGS AND QUESTIONED COSTS
DECEMBER 31, 2012

SECTION 2 - FINDINGS RELATING TO THE FINANCIAL STATEMENTS WHICH ARE REQUIRED TO BE REPORTED IN ACCORDANCE WITH GAGAS (Continued)

12-02 Journal Entry Review (Material Weakness)

Condition and Criteria: During our testing of journal entries, it was noted that IPTC's journal entry review process was not being completed. A review of the journal entry binder revealed several months of entries that had not yet been reviewed. Further, our year end audit procedures identified the erroneous posting of prior year closing entries in the current year. Given these observations, review and approval of journal entries is deficient.

Cause and Effect: Due to the changes in management during the year, journal entries were not reviewed in accordance with company policy. This resulted in multiple erroneous entries being posted at year end.

Questioned Costs: None

Recommendations: Crowe recommends that management follow the stated journal entry review policy, which requires timely review of journal entries following month-end close.

Management Response and Corrective Action Plan: The CFO will review journal entries as part of the monthly closing process.

12-03 Accounts Payable Cutoff (Material Weakness)

Condition and Criteria: During the search for unrecorded liabilities, we noted several invoices that were improperly excluded from the payable accounts thus understating liabilities and expenses as of December 31, 2012. These invoices were being entered by invoice date rather than the date the good/service was shipped/performed.

Cause and Effect: Due to invoices not being properly reviewed for cutoff, there were multiple invoices that were not included in accounts payable at year end, which resulted in liabilities and expenses being understated.

Questioned Costs: None

Recommendations: Crowe recommends a formal review of invoices received subsequent to year end to ensure proper cutoff.

Management Response and Corrective Action Plan: Management plans to implement a formal, year-end cutoff analysis for 2013. The analysis will include a review of invoices received and payments made subsequent to year end to ensure recording in the proper period.

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SECTION 2 - FINDINGS RELATING TO THE FINANCIAL STATEMENTS WHICH ARE REQUIRED TO BE REPORTED IN ACCORDANCE WITH GAGAS (Continued)

12-04 Financial Management Oversight Review (Material Weakness)

Condition and Criteria: A full scope financial management oversight review was performed on behalf of the Federal Transit Administration by an independent auditor hired by the Federal Transit Administration and a draft report was issued to IPTC. The report date of the financial management oversight review report is December 31, 2011. This draft report communicates the following material weaknesses and significant deficiencies:

- IPTC does not adequately track FTA grant activity (MW)
- IPTC does not maintain adequate control over FTA funded rolling stock (MW)
- IPTC does not maintain adequate insurance procedures related to third party payments (MW)
- Certain payroll costs are not being properly allocated to the correct IPTC cost objectives (SD)
- IPTC does not maintain adequate information technology controls (SD)
- IPTC does not maintain adequate control over the spare parts inventory (SD)
- IPTC does not consistently perform sub-recipient monitoring for construction projects (SD)

Cause and Effect: These deficiencies are due controls not operating effectively or a lack of control.

Questioned Costs: None

Recommendations: Crowe recommends that IPTC review and consider implementing the recommendations provided in order to remediate each of the issues noted within the report.

Management Response and Corrective Action Plan: We are currently addressing all of the findings and preparing the corrective action plan to the FMO report we received June 6, 2013. Our response to them is August 6, 2013.

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12-05 Internal Controls over Federal Reporting and over Preparation of the Schedule of Expenditures of Federal Awards (All CFDA's including 20.500/20.507, 20.516/20.521, and 20.522) (Material Weakness)

Condition and Criteria: Material weaknesses in internal controls identified for financial statement reporting increase the risk that internal controls over the reporting of the Schedule of Expenditures of Federal Awards (SEFA) and compliance for major and non-major programs may not be effective.

In addition, during review of the controls over the SEFA preparation with management, we noted that one person has the main responsibility for preparation of the SEFA with no independent review and approval.

Cause and Effect: The material weaknesses identified over financial reporting were primarily focused on the internal controls over and reconciliation of subsidiary detail to the general ledger. The general ledger is the official record for financial statement reporting. Although the Schedule of Expenditures of Federal Awards was materially supported by subsidiary information, there were significant audit adjustments to the general ledger detail. Some detail was manually prepared and used for federal draws, and was not integrated into, and reconciled with, the general ledger. The lack of timely and accurate reconciliation between subsidiary detail, supporting federal draws, and the general ledger presents a risk related to internal controls over compliance for allowable costs. We noted that the necessary controls surrounding the preparation of the SEFA were not in place in the current year to facilitate the SEFA preparation process.

Questioned Costs: None

Recommendations: We recommend that a reconciliation of subsidiary detail to general ledger detail be performed on a monthly basis to determine that federal draws are properly supported by general ledger records. We also recommend that the reconciliation of federal expenditures and preparation of the SEFA be approved by IPTC staff that is independent of the reconciliation and SEFA preparation process.

Management Response and Corrective Action Plan: Significant turn-over in the Finance Department revealed the need to better document closing procedures to preserve institutional knowledge and to provide additional training to new staff. Management has begun the process of reviewing current month-end closing procedures with the goal of developing a more formalized, well-documented reconciliation process. This process will include an independent, formal review and approval of account reconciliations. These procedures will serve to ensure accurate reporting on the SEFA. Further, management plans to implement an independent review of the SEFA. Finally, management has taken steps to improve overall grant tracking, reporting, and oversight, including the creation of a grant liaison position to improve communication between the Finance Department and program managers.

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SECTION 3 - FINDINGS AND QUESTIONED COSTS FOR FEDERAL AWARDS INCLUDING AUDIT FINDINGS AS DEFINED IN OMB CIRCULAR A-133 SECTION 510(A)

12-06 Cash Management (Significant Deficiency)

Condition and Criteria: During testing of federal expenditure, we noted that 3 of the 40 disbursements tested were drawn for twice, and of the three disbursements, two were drawn from the wrong grant. We noted that the amounts were either returned or a subsequent draw was reduced by the amount drawn twice. Crowe also noted one item that was drawn for and recorded as a 2012 grant receivable that was actually a 2013 expense. Expenditures must occur to support the draws as the grants are reimbursement based grants.

Cause and Effect: While the amounts were returned or a subsequent draw was reduced by the amount drawn twice, the amounts would not have been drawn twice if the proper controls were in place. As the amounts drawn are considered advances of funds, interest should have been returned with the amounts returned at the rate of return on investments held by the company.

Questioned Costs: None

Recommendations: Crowe recommends that an expenditure tracking file be created to track what amounts need to be drawn and from which grant. Then, when the amounts have been drawn, the company should note in the file which Echo the amount was drawn. This file should contain enough detail to ensure that when new items are being entered, the person entering the information for the expenditure can compare it to prior entries to ensure that the amount does not get drawn twice. A review of this tracking file should occur periodically to ensure that there are no duplicates and that the revenues agree to the revenues recorded on the general ledger. We also recommend that management review the period of service noted on invoices to ensure that the expenditures are being coded to the proper period and the related revenues being coded to the proper period as well.

Management Response and Corrective Action Plan: IPTC has begun utilizing a project accounting module within the accounting system. This module will allow tracking of all purchase orders issued and assigned to a grant. Further, training has been provided, both for general procurement procedures, and also surrounding the new project accounting module. The implementation of the project accounting module and training, coupled with the remedial steps taken surrounding grant tracking and account reconciliations, are expected to eliminate missing or duplicate draws.

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12-07 Procurement Independent Cost Estimate (Significant Deficiency)

Condition and Criteria: We noted that for 1 of the 10 procurements tested, there was no independent cost estimate performed. This procurement was for a telecommunication system upgrade, which was awarded to G3 Technologies, Inc. for an amount not to exceed \$241,349. Per 2 CFR section 215.45, "some form of cost or price analysis shall be made and documented in the procurement files in connection with every procurement action. Price analysis may be accomplished in various ways, including the comparison of price quotations submitted, market prices and similar indicia, together with discounts. Cost analysis is the review and evaluation of each element of cost to determine reasonableness, allocability and allowability." Per the Procurement Manager, this instance was an oversight during the procurement process. Subsequent to the procurement, the Procurement Manager received a verbal quote of \$265,000 from Time Warner, which is higher than the proposal from G3 Technologies, Inc.

Cause and Effect: As there was no independent cost estimate performed, the bid that was accepted could have been higher than what the Company would have been willing to accept had the estimate been performed.

Questioned Costs: None

Recommendations: We recommend that all procurements have an independent cost estimate performed to ensure that all bids are reasonable, allocable and allowable.

Management Response and Corrective Action Plan: Our current procurements procedures require us to perform an independent cost estimate on all procurements. Management has provided additional procurement training to ensure procedures are followed.

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SECTION 2 - FINDINGS RELATING TO THE FINANCIAL STATEMENTS WHICH ARE REQUIRED TO BE REPORTED IN ACCORDANCE WITH GAGAS

11-01 Controls over Inventory (Significant Deficiency)

Condition and Criteria: During performance of year-end inventory test counts, we noted that there were two discrepancies between the counts noted on the price book and the amounts noted on the meter system tickets for motor oil. We noted that the adjustments to the inventory accounts for these metered items are performed once a year.

Cause and Effect: The above condition appears to be the result of human error and timing of updates of inventory counts in the system. If these amounts are not updated regularly, IPTC could be using outdated data for determination of its current inventory usage. Also, by not updating the counts regularly, the balance being presented in the monthly internal statements may be misleading to the users when an adjustment is necessary at year end to correct the balance.

Questioned Costs: None

Recommendations: We recommend that since the tickets are printed daily, the inventory be updated in the system at least monthly in order to track usage and ensure that the proper item numbers are being used regularly. These monthly updates and the year-end update should be reviewed by someone independent of the physical inventory counts to ensure that the proper amounts are being recorded and the correct units are being used in the system (i.e. quarts in the system instead of gallons as noted on the tickets).

Management Response and Corrective Action Plan: Management acknowledges the finding. The employees responsible for physical inventory counts will conduct an inventory of "motor oil" at 7:00 AM on the first business day of each month and report this inventory to Accounting. Accounting will review the physical inventory counts to the daily tickets looking for discrepancies. Subsequent to review, the adjustment will be recorded each month by Accounting.

SECTION 3 - FINDINGS AND QUESTIONED COSTS FOR FEDERAL AWARDS INCLUDING AUDIT FINDINGS AS DEFINED IN OMB CIRCULAR A-133 SECTION 510(A)

None