

DALLAS AREA RAPID TRANSIT



Quarterly Disclosure Update For the six-month period ended March 31, 2018

This Quarterly Disclosure Update supplements the information contained in our Annual Disclosure Statement for the period ending September 30, 2017, and dated March 13, 2018. The Annual Disclosure Statement will be filed as a public record with the Municipal Securities Rulemaking Board's website at www.emma.msrb.org, and is posted on the Internet at our website, www.dart.org. You may also obtain a free copy of this Quarterly Disclosure Update by contacting us at the following address or telephone number: Senior Vice President, Finance/Interim Chief Financial Officer, DART, 1401 Pacific Avenue, Dallas, Texas 75202, (214) 749-3126.

GENERAL

We are posting and filing this Quarterly Disclosure Update to supplement our Annual Disclosure Statement for the period ending September 30, 2017, and dated March 13, 2018. We continue to reserve the right to suspend or stop the postings on the internet and the quarterly updates at any time. However, we will always provide the annual and periodic information called for under any undertaking made in compliance with Rule 15c2-12 under the Securities Exchange Act of 1934.

Whenever we use capitalized words in this Quarterly Disclosure Update, they refer to the defined terms that are found in or incorporated by reference in the Annual Disclosure Statement for the period ending September 30, 2017 and dated March 13, 2018. See, Annual Disclosure Statement, Appendix B, "SUMMARY OF CERTAIN TERMS OF MASTER DEBT RESOLUTION."

In this Quarterly Disclosure Update, "we," "our," "us," and "DART" refer to Dallas Area Rapid Transit, a subregional transportation authority under the Act.

The information in this Quarterly Disclosure Update is as of the date stated below, except for the unaudited financial information included herein as Exhibit A, which is for the six-month period ended March 31, 2018.

YOU SHOULD CAREFULLY CONSIDER THE INVESTMENT CONSIDERATIONS IN THE ANNUAL DISCLOSURE STATEMENT.

FORWARD-LOOKING STATEMENTS

We make "forward-looking statements" in the Annual Disclosure Statement and in Quarterly Disclosure Updates by using forward-looking words such as "may," "will," "should," "intends," "expects," "believes," "anticipates," "estimates," or others. You are cautioned that forward-looking statements are subject to a variety of uncertainties that could cause actual results to differ from the projected results. Those risks and uncertainties include general economic and business conditions, conditions in the financial markets, our financial condition, our sales tax revenues, receipt of federal grants, and various other factors that are beyond our control. Because we cannot predict all factors that may affect future decisions, actions, events, or financial circumstances, what actually happens may be different from what we include in forward-looking statements.

Dated: May 22, 2018

QUARTERLY DISCLOSURE UPDATE

The Annual Disclosure Statement for the period ending September 30, 2017 and dated March 13, 2018, is updated by the following supplemental information:

Unaudited Financial Information

Audited financial statements for our fiscal year ended September 30, 2017, are attached as Appendix A to the Annual Disclosure Statement. An unaudited statement of our principal accounts for the six-month period ended March 31, 2018 is included as Exhibit A to this Quarterly Disclosure Update. Such quarterly financial statements should be read in conjunction with our annual financial statements. This information is taken from our internal books and records that are created, maintained, and administered by DART in accordance with generally accepted accounting principles. The use of reasonable estimates is a normal part of the preparation of financial statements. Sales tax revenues included in the unaudited quarterly financial statements were accrued using estimates. Actual sales tax receipts could, therefore, differ from those reported in the quarterly financial statements.

We believe that the unaudited financial information for the six-month period ended March 31, 2018, fairly represents the financial position and operating results of DART and is complete as of, but no later than, such date. However, you are cautioned that such financial information has not been audited or reviewed by any independent accountants. We do not warrant or guarantee that subsequent audited information for these accounts for this six-month period will not differ from the unaudited financial information presented herein and in Exhibit A.

Management's Comment Regarding First Quarter Financial Information

DART's unaudited financial statements for the six-month period ended March 31, 2018, and March 31, 2017, show sales tax revenues as \$297.3 million and \$285.6 million, respectively, which indicates an increase of 4.1% due to the continuing expansion in the local economy resulting in better retail sales in the DART Service Area. Our operating results for the six-month period ended March 31, 2018 reflect a decrease net position of \$63.9 million, compared to \$55.5 million for the six-month period ended March 31, 2017. This is primarily due to an increase in expenses.

DART maintains various cash reserves including a Financial Reserve Account that is funded with sales tax collections that exceed budget during a given year, if any. In addition, the Board of Directors authorized the establishment of a Capital Reserve Account. Should the Financial Reserve exceed \$50 million, excess sales tax receipts are placed in the Capital Reserve Account. An affirmative vote of two-thirds of the Board is required to draw upon the Financial or Capital Reserves, and the funds may be used for any purpose approved by the Board. In Fiscal Year 2017, our sales tax receipts exceeded our sales tax budget by \$3.0 million. In December 2017, excess sales tax receipts for FY 2016 were transferred to the Capital Reserve because the Financial Reserve was already at the policy-capped balance of \$50 million. According to DART policy, future excess sales tax receipts are being deposited into the Capital Reserve. The March 31, 2018 balances in the Financial Reserve and Capital Reserve were \$50.0 million and \$27.2 million, respectively. The Operating Fund balance was \$418.9 million. We maintain a working cash balance in the Operating Fund equal to at least one month of projected payments.

Lease/Leaseback Transactions Update

We have successfully terminated or repaired all lease/leaseback transactions that were non-compliant with their respective operative documents. As of March 31, 2018, one lease/leaseback transaction remained active and is in full compliance with the respective operative documents, as amended.

Litigation

No significant changes have occurred in the status of pending litigation involving DART since the date of the Annual Disclosure Statement. Accruals and estimated losses on claims that are asserted in pending litigation, if any, are included in accounts payable and accrued liabilities in the unaudited statement of our principal accounts attached hereto as Exhibit A.

Other than cases filed in the ordinary course of business as an operating transit agency, no new litigation has been filed against DART since the date of the Annual Disclosure Statement. See, Annual Disclosure Statement, "LITIGATION."

This Quarterly Disclosure Update, in substantially the form and content presented above and in its Exhibit, was reviewed with the Board of Directors of DART on May 22, 2018.

ATTEST:

/s/ Sue S. Bauman

Chair, Board of Directors

/s/ Michele W. Krause

Secretary, Board of Directors

/s/ Gary C. Thomas

DART, President/Executive Director

Exhibit A

**Unaudited Statement of Principal Accounts
for the six-month period ended March 31, 2018**

**DALLAS AREA RAPID TRANSIT
STATEMENTS OF NET POSITION**

MARCH 31, 2018 AND SEPTEMBER 30, 2017 (Dollars in Thousands)

	3/31/2018 Unaudited	9/30/2017
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$23,449	\$39,938
Investments	474,883	498,204
Sales and use tax receivable	98,412	95,344
Transit revenue receivable, net	3,625	8,528
Due from federal and other governments	30,789	19,959
Materials and supplies inventory, net	35,828	34,856
Prepaid transit expense and other	10,194	4,176
Restricted investments held by trustee for debt service	84,225	111,734
Restricted investments held for advance funding agreements	64,711	67,868
Restricted investments held to pay capital lease/leaseback liabilities	6,374	6,374
TOTAL CURRENT ASSETS	<u>832,490</u>	<u>886,981</u>
NONCURRENT ASSETS		
Restricted investments held as security for capital lease/leaseback liabilities	7,294	7,751
Investment in joint venture	11,476	12,030
Investment in managed HOV lane agreements	11,100	11,100
Capital assets		
Land and rights-of-way	619,026	619,026
Projects in progress	95,065	66,867
Depreciable capital assets, net of depreciation	3,593,840	3,705,322
Restricted investments held to pay capital lease/leaseback liabilities	103,230	105,342
Unamortized bond insurance premium and other	613	633
TOTAL NONCURRENT ASSETS	<u>4,441,644</u>	<u>4,528,071</u>
TOTAL ASSETS	<u>5,274,134</u>	<u>5,415,052</u>
DEFERRED OUTFLOWS OF RESOURCES	81,781	86,293
TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	<u>5,355,915</u>	<u>5,506,615</u>
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	52,936	60,806
Commercial paper notes payable	140,000	140,000
Current portion of capital lease/leaseback liabilities	6,374	6,374
Current portion of repayment due to State Comptroller	824	824
Local Assistance Program payable	721	685
Retainage payable	6,046	6,968
Unearned revenue and other liabilities	112,066	112,840
Accrued interest payable from restricted assets	54,550	55,329
Current portion of senior lien revenue bonds payable	58,291	55,936
TOTAL CURRENT LIABILITIES	<u>431,808</u>	<u>439,762</u>
NONCURRENT LIABILITIES		
Accrued liabilities	37,181	37,113
Net pension liability	48,513	52,127
Repayment due to State Comptroller	6,514	6,927
Senior lien revenue bonds payable	3,246,356	3,311,980
Transportation Infrastructure Finance and Innovation Act (TIFIA) bonds payable	98,726	100,878
Capital lease/leaseback liabilities	103,230	105,342
TOTAL NONCURRENT LIABILITIES	<u>3,540,520</u>	<u>3,614,367</u>
TOTAL LIABILITIES	<u>3,972,328</u>	<u>4,054,129</u>
DEFERRED INFLOWS OF RESOURCES	2,428	2,178
TOTAL LIABILITIES AND DEFERRED INFLOWS OF RESOURCES	<u>3,974,756</u>	<u>4,056,307</u>
NET POSITION		
Net investment in capital assets	821,888	837,067
Restricted for debt service	29,675	56,405
Restricted as security for capital lease/leaseback liabilities	7,294	7,751
Unrestricted	522,302	543,815
TOTAL NET POSITION	<u>\$1,381,159</u>	<u>\$1,445,038</u>

**DALLAS AREA RAPID TRANSIT
STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION**

FOR THE SIX MONTHS ENDED MARCH 31, 2018 and 2017 (Dollars in Thousands)

	2018 <u>Unaudited</u>	2017 <u>Unaudited</u>
OPERATING REVENUES		
Passenger revenues	\$31,687	\$33,176
Advertising, rent, and other	6,530	6,960
TOTAL OPERATING REVENUES	<u>38,217</u>	<u>40,136</u>
OPERATING EXPENSES		
Labor	123,539	118,830
Benefits	51,314	51,651
Services	19,461	16,903
Materials and supplies	23,928	21,042
Purchased transportation	27,225	25,865
Depreciation and amortization	121,366	118,413
Utilities	9,553	9,194
Taxes, leases, and other	2,328	2,771
Casualty and liability	2,359	1,810
TOTAL OPERATING EXPENSES	<u>381,073</u>	<u>366,479</u>
NET OPERATING LOSS	<u>(342,856)</u>	<u>(326,343)</u>
NON-OPERATING REVENUES (EXPENSES)		
Sales and use tax revenue	297,277	285,649
Investment income	1,493	1,477
Interest income from investments held to pay capital lease/leaseback	4,262	4,266
Interest expense on capital lease/leaseback	(4,262)	(4,266)
Interest and financing expenses	(77,593)	(77,687)
Build America Bonds tax credit	14,212	14,180
Other federal grants	29,480	34,715
Other non-operating revenues	12,402	7,976
Other non-operating expenses	(3,174)	(506)
NET NON-OPERATING REVENUES	<u>274,097</u>	<u>265,804</u>
LOSS BEFORE CAPITAL CONTRIBUTIONS AND GRANTS	<u>(68,759)</u>	<u>(60,539)</u>
CAPITAL CONTRIBUTIONS AND GRANTS		
Federal capital contributions	4,751	4,426
State capital contributions	129	606
TOTAL CAPITAL CONTRIBUTIONS AND GRANTS	<u>4,880</u>	<u>5,032</u>
CHANGE IN NET POSITION	(63,879)	(55,507)
TOTAL NET POSITION – BEGINNING OF YEAR	<u>1,445,038</u>	<u>1,570,583</u>
TOTAL NET POSITION – END OF THE REPORTING PERIOD	<u>\$1,381,159</u>	<u>\$1,515,076</u>

**DALLAS AREA RAPID TRANSIT
STATEMENTS OF CASH FLOWS**

FOR THE SIX MONTHS ENDED MARCH 31, 2018 and 2017 (Dollars in Thousands)

	2018 <u>Unaudited</u>	2017 <u>Unaudited</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	\$42,561	\$40,826
Cash flows from other sources	5,367	7,238
Payments to suppliers of goods and services	(64,632)	(55,224)
Payments to purchased transportation service providers	(26,830)	(25,244)
Payments to employees	(126,421)	(121,004)
Benefit payments on behalf of employees	(54,474)	(59,893)
NET CASH USED BY OPERATING ACTIVITIES	<u>(224,429)</u>	<u>(213,301)</u>
CASH FLOWS FROM NON-CAPITAL FINANCING ACTIVITIES		
Sales and use tax receipts	293,797	284,048
Other federal grants	27,549	29,744
Build America Bonds tax credit	14,226	14,180
NET CASH PROVIDED BY NON-CAPITAL FINANCING ACTIVITIES	<u>335,572</u>	<u>327,972</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest on investments	4,414	2,092
Proceeds from sales and maturity of investments	136,813	280,711
Purchase of investments	(115,896)	(239,906)
Decrease (increase) in restricted assets	30,665	29,099
NET CASH USED BY INVESTING ACTIVITIES	<u>55,996</u>	<u>71,996</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Acquisition and construction of capital assets	(47,900)	(61,463)
Proceeds from the issuance of commercial paper notes	335,000	405,000
Payment on commercial paper notes	(335,000)	(435,000)
Principal payment on revenue bonds	(55,936)	(53,962)
Interest and financing expenses	(83,740)	(80,871)
Federal capital contributions	3,478	3,233
State capital contributions	418	4,426
Local capital contributions	52	606
NET CASH USED BY CAPITAL AND RELATED FINANCING ACTIVITIES	<u>(183,628)</u>	<u>(218,031)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(16,489)	(31,364)
CASH AND CASH EQUIVALENTS, BEGINNING OF THE FISCAL YEAR	<u>39,938</u>	<u>53,651</u>
CASH AND CASH EQUIVALENTS, END OF THE PERIOD	<u><u>\$23,449</u></u>	<u><u>\$22,287</u></u>

(Continued)

**DALLAS AREA RAPID TRANSIT
STATEMENTS OF CASH FLOWS**

FOR THE SIX MONTHS ENDED MARCH 31, 2018 and 2017 (Dollars in Thousands)

	2018 Unaudited	2017 Unaudited
RECONCILIATION OF OPERATING LOSS TO CASH USED BY OPERATING ACTIVITIES		
CASH FLOWS FROM OPERATING ACTIVITIES		
Net operating loss	\$(342,856)	\$(326,244)
ADJUSTMENTS TO RECONCILE NET OPERATING LOSS TO NET CASH USED IN OPERATING ACTIVITIES		
Depreciation and amortization	121,366	118,413
Miscellaneous non-operating income	12,351	7,976
Miscellaneous non-operating expenses	(3,174)	(506)
Changes in assets and liabilities		
(Increase) Decrease in transit receivable	4,972	(1,226)
(Increase) Decrease in due from federal & other governments	(7,612)	
Increase in materials and supplies inventory	(973)	(2,622)
Decrease in prepaid expenses and other current assets	(6,060)	(1,803)
Increase (decrease) in net pension liability	(3,614)	(11,570)
Increase (decrease) in differed inflows of resources	251	2,629
Increase (decrease) in differed outflows of resources	388	1,256
Increase in accounts payable and accrued liabilities	(1,906)	(5,334)
Increase (Decrease) in unearned revenue and other liabilities	2,438	3,278
NET CASH USED BY OPERATING ACTIVITIES	<u>\$(224,429)</u>	<u>\$(213,301)</u>
NON-CASH OPERATING, INVESTING, AND FINANCING ACTIVITIES		
Interest income from investments held to pay capital lease/leaseback	\$4,262	\$4,266
Interest expense on capital lease/leaseback	(4,262)	(4,266)
Increase (Decrease) in capital lease/leaseback obligations	2,112	2,108
(Increase) Decrease in investments held to pay capital lease/leaseback	(2,112)	(2,018)
Increase (Decrease) in fair value of investments	(3,145)	(1,675)
Amortization of premium, discount, bond insurance premium costs, and loss on debt refunding	(9,481)	(5,656)
Purchases of capital assets in accounts payable at period-end	7,816	5,015

(Concluded)