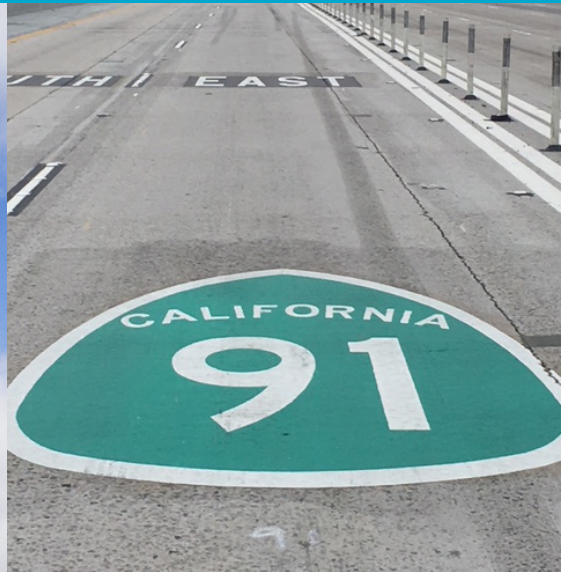


FISCAL YEAR ENDED JUNE 30, 2018

RCTC 91 EXPRESS LANES FUND FINANCIAL STATEMENTS

(Enterprise Fund of the Riverside County Transportation Commission)





RCTC 91 Express Lanes Fund
(Enterprise Fund of the Riverside County Transportation Commission)
Financial Statements
For the Year Ended June 30, 2018

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RCTC

**RIVERSIDE
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COMMISSION**



Independent Auditors' Report





Independent Auditor's Report

Board of Commissioners
Riverside County Transportation Commission
Riverside, California

We have audited the accompanying financial statements of the RCTC 91 Express Lanes Fund (the Fund), an enterprise fund of the Riverside County Transportation Commission (the Commission), as of and for the year ended June 30, 2018, and the related notes to the 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 an 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. 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 financial position of the RCTC 91 Express Lanes Fund of the Commission, as of June 30, 2018, and the changes in financial position and cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1, the financial statements present only the RCTC 91 Express Lanes Fund and do not purport to, and do not present fairly the financial position of the Commission as of June 30, 2018, the changes in its financial position, or, where applicable, its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis, as listed in the table of contents, be presented to supplement the financial statements. Such information, although not a part of the financial statements, is required by the 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.

A handwritten signature in black ink that reads "Macias Gini & O'Connell LLP". The signature is written in a cursive, flowing style.

Newport Beach, California
October 30, 2018

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COMMISSION**



Management's Discussion & Analysis



**RCTC 91 Express Lanes Fund
Management's Discussion and Analysis
For the Year Ended June 30, 2018**

As management of the RCTC 91 Express Lanes Fund (the Fund), an enterprise fund of the Riverside County Transportation Commission, we offer readers of the Fund financial statements this narrative overview and analysis of the Fund's financial activities for the fiscal year ended June 30, 2018. We encourage readers to consider information on financial performance presented in conjunction with the financial statements that begin on page 9.

Financial Highlights

- At the end of fiscal year (FY) 2017/18, the total net position (deficit) of the Fund was (\$277,767,334) and consisted of net investment in capital assets of (\$286,349,191) and restricted net position of \$8,581,857.
- Net position of (\$277,767,334) during FY 2017/18 reflects the first full year of toll operations. The eight-mile stretch between Interstate 15 and the Orange/Riverside County line and a tolled direct connector reached substantial completion and opened to motorists on March 20, 2017.
- In FY 2017/18, total operating revenues of \$50,446,824 include toll, violation penalty, and account fee revenues and Orange County Transportation Authority (OCTA) reimbursements. Total operating expenses of \$21,960,551 include roadway and toll systems maintenance, customer service, back office operations, and other support costs.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the Fund's financial statements. The financial statements are comprised of the Fund financial statements and notes to the financial statements.

The statement of net position presents information on all of the Fund's assets, liabilities, deferred outflows of resources, and deferred inflows of resources, with the difference reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the Fund is improving or deteriorating.

The statement of revenues, expenses and changes in net position presents information showing how the Fund's net position changed during the fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported for some items that will only result in cash flows in future fiscal periods.

The statement of cash flows presents information on the cash flows related to operating, noncapital financing, capital and related financing, and investing activities.

The Fund financial statements can be found on pages 9-12 of this report.

Notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the financial statements. The notes to the financial statements can be found on pages 13-25 of this report.

91 Express Lanes Financial Analysis

As noted previously, net position may serve over time as a useful indicator of the Fund's financial position. At June 30, 2018, the Fund's net position reflected a deficit of \$277,767,334. Our analysis below focuses on net position and changes in net position of the Fund's financial activities.

**RCTC 91 Express Lanes Fund
Management's Discussion and Analysis
For the Year Ended June 30, 2018**

**RCTC 91 Express Lanes Fund
Net Position**

	2018	2017
Current and other assets	\$ 59,551,294	\$ 8,591,572
Restricted assets	29,828,745	27,562,399
Capital assets, net	65,239,555	71,341,737
Intangible assets, net	244,045,820	234,075,489
Total assets	398,665,414	341,571,197
Deferred outflows of resources	310,156	84,567
Total assets and deferred outflows of resources	398,975,570	341,655,764
Current liabilities	27,640,364	6,770,239
Long-term liabilities	649,070,652	628,562,082
Total liabilities	676,711,016	635,332,321
Deferred inflows of resources	31,888	2,283
Total liabilities and deferred inflows of resources	676,742,904	635,334,604
Net position		
Net investment in capital assets	(286,349,191)	(301,737,495)
Restricted	8,581,857	8,058,655
Total net position (deficit)	\$ (277,767,334)	\$ (293,678,840)

FY 2017/18 represents the first full year of toll operations for the Fund. As a result, total assets increased \$57,094,217, or 17%, due to increases in cash and investments, receivables, and capital and intangible assets. Total liabilities increased \$41,378,695, or 7%, primarily due to increases in deferred violation revenues and toll supported long-term debt related to accreted and compounded interest.

The Fund's net investment in capital assets reflects a deficit of \$286,349,191 and represents (103.1%) of the total net position (deficit) in FY 2017/18. The Fund's net position reflects its investment in capital assets (i.e., land and land improvements; buildings; toll infrastructure; equipment, furniture and fixtures; transponders; and intangible assets), less any related outstanding debt used to acquire these assets. The Fund uses these capital and intangible assets to provide improved mobility for the Fund customers and commuters along the SR-91 corridor.

Restricted net position, representing resources subject to external restrictions on how they may be used, was \$8,581,857 and represents 3.1% of the total net position at June 30, 2018.

**RCTC 91 Express Lanes Fund
Management's Discussion and Analysis
For the Year Ended June 30, 2018**

The analysis below focuses on the changes in net position.

**RCTC 91 Express Lanes Fund
Changes in Net Position**

	2018	2017
Operating revenues		
Toll, penalties, and fees	\$ 50,446,824	\$ 10,125,295
Total operating revenues	<u>50,446,824</u>	<u>10,125,295</u>
Operating expenses		
Management and operational services	9,136,307	2,691,372
Administrative overhead	532,600	-
Other operating expenses	464,119	275,308
Professional services	815,345	117,772
General and administrative	826,558	219,932
Depreciation and amortization	10,185,622	2,527,240
Total operating expenses	<u>21,960,551</u>	<u>5,831,624</u>
Operating income	<u>28,486,273</u>	<u>4,293,671</u>
Nonoperating revenues (expenses)		
Investment income (loss)	(32,662)	3,435
Interest expense	(27,115,090)	(7,428,630)
Other	(376,656)	-
Total nonoperating expenses	<u>(27,524,408)</u>	<u>(7,425,195)</u>
Income (loss) before transfers	961,865	(3,131,524)
Transfers from the Commission, net	<u>14,949,641</u>	<u>(290,547,316)</u>
Changes in net position	15,911,506	(293,678,840)
Total net position at beginning of year	(293,678,840)	-
Total net position at end of year	<u>\$ (277,767,334)</u>	<u>\$ (293,678,840)</u>

The Fund's total operating revenues increased \$40,321,529, or 398% and total operating expenses increased \$16,128,927, or 277%, as a result of the first full year of toll operations. Nonoperating expenses increased \$20,099,213, or 271%, primarily due to a full year of interest expense. Net transfers from the Commission decreased by \$305,496,957 as a result of the prior year's transfer of capital and intangible assets, offset by the transfer of toll-supported long-term debt related to the 91 Project. Total traffic volume on the RCTC 91 Express Lanes Fund during FY 2017/18 was approximately 14,518,000 trips compared to 4,049,000 trips in FY 2016/17.

**RCTC 91 Express Lanes Fund
Management's Discussion and Analysis
For the Year Ended June 30, 2018**

Capital and Intangible Assets

Capital Assets

As of June 30, 2018, the Fund had \$65,239,555, net of accumulated depreciation, invested in a broad range of capital assets including: land and land improvements; buildings; toll infrastructure comprised of communication equipment and computer hardware and software; equipment, furniture and fixtures; and transponders. The decrease of \$6,102,182, or 9%, was primarily due to the sale of excess land and the depreciation of the Fund's toll infrastructure.

**RCTC 91 Express Lanes Fund
Capital Assets, Net of Depreciation**

	2018	2017
Land and land improvements	\$ 43,032,888	\$ 44,658,207
Construction in progress	174,151	-
Toll infrastructure	21,211,466	26,071,062
Transponders	360,181	109,743
Buildings	444,408	484,809
Equipment, furniture, and vehicles	16,461	17,916
Total capital assets, net	\$ 65,239,555	\$ 71,341,737

More detailed information about the Fund's capital assets is presented in note 4 to the financial statements.

Intangible Assets

The information below is a summary of the Commission's intangible assets, net of accumulated amortization:

**RCTC 91 Express Lanes Fund
Intangible Assets, Net of Amortization**

	2018	2017
Total intangible asset, net	\$ 244,045,820	\$ 234,075,489

The increase of \$9,970,331, or 4%, is a result of 91 Project completion costs, offset by the current year amortization. More detailed information about the Fund's intangible assets is presented in note 5 to the financial statements.

**RCTC 91 Express Lanes Fund
Management's Discussion and Analysis
For the Year Ended June 30, 2018**

Debt Administration

As of June 30, 2018, the Fund had \$648,503,036 outstanding in toll revenue bonds, including a toll revenue bond in the form of a Transportation Innovation Finance and Infrastructure Act (TIFIA) loan. The increase of \$19,951,366, or 3%, is due to the compounded and accreted interest on the toll-supported long-term debt.

**RCTC 91 Express Lanes Fund
Outstanding Debt**

	2018	2017
Toll revenue bonds	\$ 194,522,170	\$ 189,923,251
TIFIA loan	453,980,866	438,628,419
Total outstanding debt	<u>\$ 648,503,036</u>	<u>\$ 628,551,670</u>

Additional information on long-term debt can be found in note 7 to the financial statements.

Economic and Other Factors

The Fund makes up \$45,581,800 or 7% of Commission's FY 2018/19 revenue budget. In FY 2018/19, toll and non-toll revenues are forecasted to increase by 168% over the FY 2017/18 budget. This increase is based on estimated toll transactions and current traffic and revenue data. The RCTC 91 Express Lanes have exceeded initial expectations; accordingly, the Commission traffic consultant is updating the investment grade and traffic and revenue study. The average projected long-term rate of growth for toll road revenues beyond FY 2018/19 is 6.9%.

The majority of expenses related to the Fund within FY 2018/19 budget are on-going general costs related to day-to-day operations of the toll facility. As a fully electronic toll facility, motorists pay tolls through the convenient use of FasTrak® transponders that automatically deduct toll charges from a prepaid account.

Under a cooperative agreement entered into with OCTA in December 2011, the RCTC 91 Express Lanes are jointly operated with the OCTA 91 Express Lanes and collectively referred to as the 91 Express Lanes. The Commission and OCTA agreed on the use of the same initial operator, cost and revenue sharing, toll policies, business rules, interoperability of technology, and shared marketing activities. The joint operation allows for the sharing of costs and a seamless customer experience.

Contacting 91 Express Lane's Management

This financial report is designed to provide a general overview of the Fund's finances for all those with an interest in the government's finances and to demonstrate the Fund's accountability for the money it receives. Questions concerning any of the information provide in this report or requests for additional information should be addressed to the Chief Financial Officer, Finance Department at the Riverside County Transportation Commission, 4080 Lemon Street, 3rd Floor, P.O. Box 12008, Riverside, CA 92502-2208.



RCTC

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Financial Statements



RCTC 91 Express Lanes Fund
(Enterprise Fund of the Riverside County Transportation Commission)

Statement of Net Position

June 30, 2018

Assets	
Current assets:	
Cash and investments	\$ 33,950,063
Receivables	
Accounts	1,739,225
Interest	148,492
Violations	23,546,548
Prepaid expenses	166,966
Total current assets	59,551,294
Noncurrent assets:	
Restricted cash and investments	29,828,745
Capital assets, net	
Nondepreciable	43,207,039
Depreciable	22,032,516
Intangible assets, net	244,045,820
Total noncurrent assets	339,114,120
Total assets	398,665,414
Deferred outflows of resources	
Pension benefits	259,714
Other post-employment benefits	50,442
Total assets and deferred outflows of resources	398,975,570
Liabilities	
Current liabilities:	
Accounts payable	1,517,652
Interest payable	1,888,106
Due to other Commission funds	294,509
Unearned revenues	23,545,891
Other liabilities	375,050
Compensated absences liability	19,156
Total current liabilities	27,640,364
Noncurrent liabilities:	
Net pension liabilities	517,676
Other post-employment benefits liabilities	14,364
Compensated absences liability	35,576
Bonds payable - due in more than one year	648,503,036
Total noncurrent liabilities	649,070,652
Total liabilities	676,711,016
Deferred inflows of resources	
Pension benefits	19,162
Other post-employment benefits	12,726
Total liabilities and deferred inflows of resources	676,742,904
Net position	
Net investment in capital assets	(286,349,191)
Restricted for toll operations	8,581,857
Total net position (deficit)	\$ (277,767,334)

See notes to financial statements

RCTC 91 Express Lanes Fund
(Enterprise Fund of the Riverside County Transportation Commission)
Statement of Revenues, Expenses and Change in Fund Net Position
For the Year Ended June 30, 2018

Operating revenues		
Tolls, penalties, and fees	\$	50,446,824
Operating expenses		
Management and operational services		9,136,307
Administrative overhead		532,600
Other operating expenses		464,119
Professional services		815,345
General and administrative expenses		826,558
Depreciation and amortization		10,185,622
Total operating expenses		<u>21,960,551</u>
Operating income		<u>28,486,273</u>
Nonoperating revenues (expenses)		
Investment earnings (loss)		(32,662)
Interest expense		(27,115,090)
Loss on sale of capital assets		(376,656)
Total nonoperating revenues (expenses)		<u>(27,524,408)</u>
Income before transfers		961,865
Transfers		
Transfers in from Commission governmental activities		15,166,596
Transfers out to Commission governmental funds		(216,955)
Total transfers		<u>14,949,641</u>
Change in net position		15,911,506
Net position at beginning of year		(293,678,840)
Net position at end of year	\$	<u><u>(277,767,334)</u></u>

See notes to financial statements

RCTC 91 Express Lanes Fund
(Enterprise Fund of the Riverside County Transportation Commission)
Statement of Cash Flows
For the Year Ended June 30, 2018

Cash flows from operating activities	
Receipts from customers and users	\$ 49,702,640
Payments to vendors	(10,087,808)
Payments to employees	(426,598)
Payments for RCTC interfund services used	(345,162)
Reimbursements received for shared costs	255,756
Net cash provided by operating activities	<u>39,098,828</u>
Cash flows from noncapital financing activities	
Transfers to governmental activities for excess investment earnings	<u>(1,344,509)</u>
Net cash provided by noncapital financing activities	<u>(1,344,509)</u>
Cash flows from capital and related financing activities	
Interest paid on long-term debt	(7,119,938)
Acquisition of capital assets, net of reimbursements from other governments	(553,487)
Deposits received related to pending sale of land	250,756
Proceeds from sale of capital assets	1,248,662
Net cash provided by capital and related financing activities	<u>(6,174,007)</u>
Cash flows from investing activities	
Interest received	<u>87,051</u>
Net cash used for investing activities	<u>87,051</u>
Net increase in cash and cash equivalents	31,667,363
Cash and cash equivalents at beginning of year	32,289,383
Cash and cash equivalents at end of year	<u>\$ 63,956,746</u>
Reconciliation of cash and cash equivalents to statement of net position	
Cash and investments	\$ 33,950,063
Add: fair value adjustment	177,938
	<u>34,128,001</u>
Restricted cash and investments	29,828,745
Total cash and cash equivalents	<u>\$ 63,956,746</u>

See notes to financial statements

RCTC 91 Express Lanes Fund
(Enterprise Fund of the Riverside County Transportation Commission)
Statement of Cash Flows, Continued
For the Year Ended June 30, 2018

Reconciliation of operating income (loss) to net cash provided by (used for) operating activities	
Operating income	\$ 28,486,273
Adjustments to reconcile operating income to net cash provided by (used for) operating activities	
Depreciation and amortization expense	10,185,622
Change in assets and liabilities	
(Increase) Decrease in violations receivables	(20,896,980)
(Increase) Decrease in other receivables, net	(496,995)
(Increase) Decrease in prepaid assets	(35,631)
Increase (Decrease) in pension and post-employment benefit liabilities, net of deferred items	277,643
Increase (Decrease) in accounts payable	373,186
Increase (Decrease) in due to other funds	270,843
Increase (Decrease) in unearned revenues	20,896,323
Increase (Decrease) in deposits payable	50
Increase (Decrease) in compensated absences liability	38,494
Total adjustments	<u>10,612,555</u>
Net cash provided by operating activities	<u>\$ 39,098,828</u>
Noncash capital, financing and investing activities	
Amortization of bond discount	\$ 73,073
Accreted and compounded interest	19,878,293

See notes to financial statements

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2018

Note 1. Reporting Entity

After more than a decade of work, which includes approximately three years of construction, the Riverside County Transportation Commission (Commission) achieved substantial completion on the SR-91 Corridor Improvement (91 Project) on March 20, 2017, including express lane and general purpose lane improvements. In achieving substantial completion, the RCTC 91 Express Lanes opened to traffic and tolling commenced. The RCTC 91 Express Lanes cover an eight-mile stretch on State Route 91 (SR-91) between Interstate 15 (I-15) and the Orange/Riverside County line and a tolled direct connector.

The RCTC 91 Express Lanes Fund (Fund) is reported as a major enterprise fund in the Commission's basic financial statements. The accompanying financial statements present the net position, changes in net position, and cash flows of the Fund only. They do not purport to, and do not, present the overall financial position of the Commission or its changes in net position as of June 30, 2018.

Note 2. Summary of Significant Accounting Policies

The accounting policies of the Fund are in conformity with generally accepted accounting principles applicable to governmental units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing accounting and financial reporting principles.

Basis of Accounting: The financial statements of the Fund are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues consisting substantially of tolls and fees, are recorded when earned, and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Toll revenue is recognized when the customers utilize the toll road facility.

Enterprise funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services in connection with an enterprise fund's principal and ongoing operations. The principal operating revenues of the Fund are charges to customers for use of the toll facility. Operating expenses for the Fund include the cost of services, administrative expenses, and depreciation and amortization on capital and intangible assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

Cash and investments: The Commission maintains cash and investments in accordance with the Investment Policy adopted by the Board of Commissioners in December 2017. The Investment Policy complies with the California Government Code (Code). Investments of bond proceeds as permitted by the applicable debt documents are maintained with U.S. Bank as trustee. Separate investment accounts are maintained for the proceeds of bond issues, with the earnings for each bond issue accounted for separately. The Fund participates in the Riverside County Pooled Investment Fund (RCPIF). Cash from other Commission revenue sources is commingled for investment purposes in the RCPIF, with investment earnings allocated to the different accounts based on average daily account balances.

The Commission holds investments that are measured at fair value on a recurring basis. Investments in U.S. Treasury obligations, U.S. agency securities, corporate notes, mortgage and asset-backed securities, and municipal bonds are carried at fair value based on quoted market prices, except for money market investments, which are carried at amortized cost which approximates fair value. The RCPIF is carried at fair value based on the value of each participating dollar as provided by RCPIF.

**RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2018**

Note 2. Summary of Significant Accounting Policies, Continued

Cash and cash equivalents: For the purpose of the statement of cash flows, the Commission considers all short-term investments with an initial maturity of three months or less to be cash equivalents. All deposits, commercial paper, money market funds, certificates of deposit, and the Fund's share of the RCPIF represent cash and cash equivalents for cash flow purposes.

Restricted cash and investments: Investments set aside in the Senior Lien Obligations Reserve Fund, Senior Lien Capitalized Interest Fund, Residual Fund Scheduled Retained Balance Fund, and Toll Revenue Fund are pursuant to the terms of the 2013 Indenture and their use is limited by applicable debt terms and conditions.

Permitted investments per the debt indentures include government obligations, State of California and local agency obligations, banker's acceptances, commercial paper, negotiable certificates of deposit, repurchase agreements, money market funds, other mutual funds, investment agreements, RCPIF, and variable and floating rate securities.

Receivables: Violations receivables include uncollected violation tolls and penalties. Unpaid violations of \$23,546,248 as of June 30, 2018 are not recognized as revenue until payment is received and therefore are reflected as unearned revenue. If violations and penalties remain owed for more than 90 days, they are turned over to the collection agency. Unpaid violations remain recorded for a period of four years in accordance with the statute of limitations, at which time, they will be deemed uncollectible.

Other receivables include amounts due from other California toll road agencies related to their customers' use of the RCTC 91 Express Lanes, as well as amounts owed from the Orange County Transportation Authority (OCTA) in accordance with a cooperative agreement.

Capital assets: Capital assets include land and land improvements; toll infrastructure; buildings; equipment, furniture and fixtures; and transponders. Capital assets are defined by the Fund as assets with an initial, individual cost of more than \$5,000 and a useful life in excess of one year. It is also the Fund's policy to capitalize transponder purchases, as they are considered a significant class of assets even though individually under \$5,000. Such assets are recorded at historical cost. The costs of normal maintenance and repairs that do not add value to the asset or materially extend asset lives are not capitalized.

Capital assets are depreciated using the straight-line method over the following estimated useful lives:

Asset Type	Useful Life
Buildings	10 years
Equipment, furniture and fixtures	3 to 5 years
Toll infrastructure	5 to 10 years
Transponders	5 years

Intangible assets: In May 2012 the Commission entered into a toll facility agreement with California's Department of Transportation (Caltrans) and obtained authority to toll the SR-91 from the Orange County/Riverside County line to I-15 for 50 years commencing as of the first day on which the RCTC 91 Express Lanes open for public use and toll operations. The RCTC 91 Express Lanes opened on March 20, 2017.

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2018

Note 2. Summary of Significant Accounting Policies, Continued

Deferred outflows of resources: In addition to assets, the statement of net position reports a separate section for deferred outflows of resources. This separate financial statement element, represents a consumption of net position that applies to a future period and so will not be recognized as an outflow of resources (expense) until then. As of June 30, 2018, the Fund has two items which qualify for reporting in this category – pension and other post-employment benefits.

Due to other Commission funds: During the course of operations, transactions occur between governmental funds involving goods provided and services rendered.

Compensated absences: Vacation hours accumulated and not taken at year-end is reported as a long-term liability, net of current portion, in the Fund.

Sick leave is recorded as an expense when taken by the employee. Employees with continuous five years of service have the option of being paid for sick leave accumulated in excess of 240 hours at a rate of 50% (i.e., one hour's pay for every two hours in excess of 240). Any sick leave in excess of 240 hours is accrued at fiscal year-end, and a liability is reported in the Fund.

Pensions: For purposes of measuring the net pension liability and deferred outflows/inflows of resources related to pensions and pension expense, information about the fiduciary net position of the Commission's California Public Employees' Retirement System (CalPERS) plans (Plans) and additions to/deduction from Plans' fiduciary net position have been determined on the same basis as they are reported by CalPERS. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with benefit terms. Investments are reported at fair value.

Postemployment benefits other than pensions: For purposes of measuring the net other post-employment benefits (OPEB) liability, deferred outflows/inflows of resources related to the OPEB liability and OPEB expense, information about the fiduciary net position of the Commission's OPEB plan, and additions to/deductions from the OPEB fiduciary net position have been determined on the same basis as they are reported by California Employers' Retiree Benefit Trust administered by CalPERS. For this purpose, benefit payments are recognized when due and payable in accordance with benefit terms. Investments are reported at fair value, except for money markets and participating interest-earning investment contracts that have a maturity at the time of purchase of one year or less, which is reported at cost.

Deferred inflows of resources: In addition to liabilities, the statement of net position reports a separate section for deferred inflows of resources. This separate financial statement element, represents an acquisition of net position that applies to a future period and will not be recognized as an inflow of resources, or revenue, until then. The Fund had two items which qualifies for reporting in this category – pension and other post-employment benefits.

Risk management: The Fund purchases commercial property insurance including business interruption, earthquake, and flood coverage related to the toll facility.

Net position: Net position represents the difference between assets plus deferred outflow of resources and liabilities plus deferred inflow of resources and is classified into three categories:

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2018

Note 2. Summary of Significant Accounting Policies, Continued

- *Net investment in capital assets* consists of capital and intangible assets, net of accumulated depreciation, reduced by the outstanding balances of any borrowings used for the acquisition, construction, or improvement of those assets and excludes unspent debt proceeds.
- *Restricted net position* represents restricted assets less liabilities related to those assets. Restricted assets are recorded when there are limitations imposed by creditors (such as through debt covenants). The statement of net position includes restricted net position for the portion of net toll revenues restricted by the 2013 Master Indenture for toll operations.

Use of estimates: The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumption that affect certain reported amounts and disclosures during the reporting period. As such, actual results could differ from those estimates.

Note 3. Cash and Investments

Cash and investments are comprised of the following at June 30, 2018:

Cash in bank	\$	278,774
Investments		
With RCPIF		33,671,289
With Trustee		29,828,745
Total investments		63,500,034
Total cash and investments	\$	63,778,808

Total cash and investments are reported in the financial statements as:

Unrestricted cash and investments	\$	33,950,063
Restricted cash and investments		29,828,745
Total cash and investments	\$	63,778,808

Fair Value Hierarchy: The Commission categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure fair value of the assets. Level 1 inputs are quoted prices in an active market for identical assets; Level 2 inputs are significant other observable inputs; and Level 3 inputs are significant unobservable inputs (the Commission does not value any of its investments using Level 3 inputs).

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2018

Note 3. Cash and Investments, Continued

The following is a summary of the fair value hierarchy of the fair value of investments of the Fund as of June 30, 2018:

Investments by fair value level:	June 30, 2018	Fair Value Measurements Using	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Investments subject to fair value hierarchy:			
U.S. Treasury obligations	\$ 10,163,335	\$ 10,163,335	\$ -
U.S. agency securities	2,220,541	-	2,220,541
Corporate notes	2,416,983	-	2,416,983
Money market mutual funds	5,644,587	-	5,644,587
Mortgage and asset-backed securities	8,983,299	-	8,983,299
Municipal bonds	400,000	-	400,000
Total investments measured at fair value	29,828,745	\$ 10,163,335	\$ 19,665,410
Investments not subject to fair value hierarchy:			
RCPIF	33,671,289		
Total investments	\$ 63,500,034		

Investments classified in Level 1 of the value hierarchy, valued at \$10,163,335 are valued using quoted prices in active markets.

U.S. agency securities totaling \$2,220,541, corporate notes totaling \$2,416,983, money market funds totaling \$5,644,587, mortgage and asset-backed securities totaling \$8,983,299, and municipal bonds totaling \$400,000, classified in Level 2 of the fair value hierarchy, are valued using matrix pricing techniques maintained by various pricing vendors. Matrix pricing is used to value securities based on the securities' relationship to benchmark quoted prices. Fair value is defined as the quoted market value on the last trading day of the period. These prices are obtained from various pricing sources by the custodian bank.



RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2018

Note 3. Cash and Investments, Continued

As of June 30, 2018, the Fund has the following restricted investments:

Investments	Fair Value	Principal	Interest Rate Range	Maturity Range	Weighted Average Maturity (Years)
RCPIF	\$ 33,671,289	\$ 34,137,231	0.726% - 3.100%	07/01/18 - 06/29/23	1.173
Held by Trustee					
Corporate notes	2,416,983	2,426,463	2.493% - 3.405%	11/05/18 - 06/11/21	1.352
Money market	5,644,587	5,644,587	0.00% - 1.330%	N/A	0.000
Mortgage and asset-backed securities	8,983,299	9,212,189	-3.395% - 5.963%	11/01/18 - 09/16/55	12.482
Municipal bonds	400,000	400,000	1.800% - 2.050%	09/01/37 - 11/15/52	23.468
U.S. agency securities	2,220,541	2,250,729	1.095% - 2.767%	07/06/18 - 01/13/22	2.407
U.S. Treasury obligations	10,163,335	10,436,052	0.613% - 2.809%	07/15/18 - 01/15/27	3.904
Total Investments	<u>\$ 63,500,034</u>	<u>\$ 64,507,251</u>			
Portfolio weighted average					7.464

The weighted average maturity is calculated using the investment's effective duration weighted by the investment's fair value.

As of June 30, 2018, mortgage and asset-backed securities totaled \$8,983,299. The underlying assets are consumer receivables that include credit cards, auto/equipment, and home loans. The securities have a fixed interest rate and are rated Aaa/AA+ at least two of the three nationally recognized statistical rating organizations

Deposits and withdrawals in the RCPIF are made on the basis of \$1.00 (cost basis) and not fair value. Accordingly, the Fund's investment at June 30, 2018 is uncategorized, not defined as Level 1, Level 2, or Level 3 input.

Interest rate risk: While the Commission does not have a formal policy related to the interest rate risk of investments, the Commission's investment policy follows the Code as it relates to limits on investment maturities as a means of managing exposure to fair value losses arising from increasing interest rates. In accordance with the Commission's investment policy, restricted investments are invested in accordance with the maturity provisions of the specific bond indenture, which may extend beyond five years.

Custodial credit risk: Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, a government will not be able to recover the value of its investment or collateral securities that are in the possession of another party. The Commission's investment policy requires that a third party bank trust department hold all securities owned by the Commission. All trades are settled on a delivery versus payment basis through the Commission's safekeeping agent.

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2018

Note 3. Cash and Investments, Continued

The Fund has deposits with a bank balance of \$278,774 with a financial institution; bank balances over \$5,000,000 are swept daily into a money market account. Of the bank balance, up to \$250,000 is federally insured under the Federal Depository Insurance Corporation with balances in excess of \$250,000 collateralized in accordance with the Code; however, the collateralized securities are not held in the name of the Commission.

Credit risk: The Commission's investment policy as well as the specific bond indentures set minimum acceptable credit ratings for investments from any of the three nationally recognized statistical rating organizations. The following table is a summary of the credit quality distribution and concentration of credit risk by investment type as a percentage of each category's fair value at June 30, 2018; securities denoted as NR are not rated by one of the nationally recognized statistical rating organizations.

Investments	Moody's	S&P	% of Portfolio
RCPIF	Aaa-bf	AAAf/S1	53.02%
Corporate			
Notes	A1	A-	0.16%
Notes	A2	A-	3.18%
Notes	A3	BBB+	0.31%
Notes	Aaa	NR	0.16%
Money market mutual funds			
Funds	NR	NR	8.89%
Mortgage and asset backed securities			
Securities	Aaa	AA+	12.92%
Securities	Aaa	AAA	0.35%
Securities	Aaa	NR	0.46%
Securities	NR	AAA	0.42%
Municipal bonds			
Colorado Housing and Finance Authority	Aaa	AAA	0.16%
Maine State Housing Authority	Aa1	AA+	0.16%
North Dakota Housing Finance Agency	Aa1	NR	0.16%
Wisconsin Housing and Economic Development	Aa2	AA	0.16%
U.S. agency securities			
Notes			3.49%
U.S. Treasuries			
Treasury			16.00%
Total			<u>100.00%</u>

Concentration of credit risk: The Commission's investment policy places a limit of 10% on the amount of investment holdings with any one non-U.S. Government or non-federal agency issuer. As of June 30, 2018, the Commission did not have investments in any one issuer that represents more than 5% of the Commission's total investments.

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2018

Note 4. Capital Assets

Capital assets activity for the Fund for the year ended June 30, 2018 is as follows:

	Balance June 30, 2017	Transfers	Additions	Deletions	Balance June 30, 2018
Capital assets not being depreciated:					
Land and land improvements	\$ 44,658,207	\$ -	\$ -	\$ (1,625,319)	\$ 43,032,888
Construction in progress	-	-	174,151	-	174,151
Total capital assets not being depreciated	44,658,207	-	174,151	(1,625,319)	43,207,039
Capital assets being depreciated:					
Toll infrastructure	27,408,768	491,230	-	(2)	27,899,996
Transponders	122,506	-	331,313	-	453,819
Buildings	686,813	-	-	-	686,813
Office furniture, equipment and vehicles	18,428	-	7,032	-	25,460
Total capital assets being depreciated	28,236,515	491,230	338,345	(2)	29,066,088
Less accumulated depreciation for:					
Toll infrastructure	(1,337,706)	-	(5,350,824)	-	(6,688,530)
Transponders	(12,763)	-	(80,875)	-	(93,638)
Buildings	(202,004)	-	(40,401)	-	(242,405)
Office furniture, equipment and vehicles	(512)	-	(8,487)	-	(8,999)
Total accumulated depreciation	(1,552,985)	-	(5,480,587)	-	(7,033,572)
Total capital assets being depreciated, net	26,683,530	491,230	(5,142,242)	(2)	22,032,516
Capital assets, net	\$ 71,341,737	\$ 491,230	\$ (4,968,091)	\$ (1,625,321)	\$ 65,239,555

Note 5. Intangible Assets and Service Concession Arrangements

On May 14, 2012, the Commission entered into a toll facilities agreement with Caltrans providing the Commission with authorization to toll the SR-91 from Orange/Riverside County line to I-15 for 50 years commencing as of the first day on which the RCTC 91 Express Lanes open for public use and toll operations. The agreement also set forth the Commission's leasehold rights to Caltrans' right of way and Caltrans' oversight role in the operations and maintenance of the RCTC 91 Express Lanes.

Intangible asset activity for the year ended June 30, 2018 was as follows:

	Balance June 30, 2017	Transfers	Additions	Balance June 30, 2018
Toll facility franchise	\$ 235,251,748	\$ 14,675,366	\$ -	\$ 249,927,114
Less accumulated amortization	(1,176,259)	-	(4,705,035)	(5,881,294)
Total toll facility franchise, net	\$ 234,075,489	\$ 14,675,366	\$ (4,705,035)	\$ 244,045,820

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2018

Note 6. Interfund Transactions

Due from/to other funds: The composition of balances related to due from other funds and due to other funds at June 30, 2018 is as follows:

Payable Fund	Receivable Fund	Amount	Explanation
RCTC 91 Express Lanes Enterprise fund	Commission's General fund	\$ 211,100	Administrative cost allocation
RCTC 91 Express Lanes Enterprise fund	Commission's General fund	83,409	Fringe benefits allocation
Total due to other Commission funds		<u>\$ 294,509</u>	

Interfund transfers: During 2018, interfund transfers were as follows:

Transfer Out	Transfer In	Amount	Explanation
RCTC 91 Express Lanes Enterprise fund	Commission's Capital Projects fund	\$ (216,955)	Transfer of excess interest earnings
Commission's Governmental activities	RCTC 91 Express Lanes Enterprise fund	15,166,596	Transfer of capital and intangible assets
Total transfers		<u>\$ 14,949,641</u>	

Note 7. Long-Term Obligations

Toll revenue bonds payable: In July 2010, the Commission authorized the issuance and sale of not to exceed \$900 million of toll revenue bonds related to the 91 Project.

	Balance June 30, 2017	Additions / Accretion	Reductions	Balance June 30, 2018	Due Within One Year
Toll revenue bonds:					
2013 Bonds	\$ 192,070,770	\$ 4,525,846	\$ -	\$ 196,596,616	\$ -
Toll revenue bonds discount	(2,147,519)	-	73,073	(2,074,446)	-
Total bonds payable, net	<u>189,923,251</u>	<u>4,525,846</u>	<u>73,073</u>	<u>194,522,170</u>	<u>-</u>
TIFIA loan	438,628,419	15,352,447	-	453,980,866	-
Compensated absences liability	16,238	109,110	(70,616)	54,732	19,156
Total long-term obligations	<u>\$ 628,567,908</u>	<u>\$ 19,987,403</u>	<u>\$ 2,457</u>	<u>\$ 648,557,768</u>	<u>\$ 19,156</u>

**RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2018**

Note 7. Long-Term Obligations, Continued

2013 Toll Revenue Bonds, Series A (Current Interest Obligation):

Outstanding

In July 2013, the Commission issued \$123,825,000 principal amount of serial current interest bonds (CIBs) at a discount of \$2,433,315 to fund a portion of the 91 Project, pay capitalized interest during construction, fund a debt service reserve fund, fund an initial amount for an operations and maintenance fund, and pay costs of issuance. The CIBs consist of a serial bond maturing on June 1, 2044 in the amount of \$39,315,000 at an interest rate of 5.75% and a term bond due on June 1, 2048 in the amount of \$84,510,000 with annual sinking funds payments of \$42,255,000 on June 1, 2047 and June 1, 2048 at an interest rate of 5.75%.

\$ 123,825,000

In accordance with the bond maturity schedule, annual debt service requirements to maturity for the 2013 Toll Bonds CIBs payable throughout the term of the bonds are as follows:

Year Ending June 30	Principal	Interest	Total
2019	\$ -	\$ 7,119,900	\$ 7,119,900
2020	-	7,119,900	7,119,900
2021	-	7,119,900	7,119,900
2022	-	7,119,900	7,119,900
2023	-	7,119,900	7,119,900
2024-2028	-	35,599,700	35,599,700
2029-2033	-	35,599,700	35,599,700
2034-2038	-	35,599,700	35,599,700
2039-2043	-	35,599,700	35,599,700
2044-2048	123,825,000	24,127,700	147,952,700
	<u>\$ 123,825,000</u>	<u>\$ 202,126,000</u>	<u>\$ 325,951,000</u>

2013 Toll Revenue Bonds, Series B (Capital Appreciation Obligation):

Outstanding

In July 2013, the Commission issued \$52,829,600 principal amount of serial capital appreciation bonds (CABs) to fund a portion of the 91 Project, pay capitalized interest during construction, fund a debt service reserve fund, fund an initial amount for an operations and maintenance fund, and pay costs of issuance. The CABs will not pay current interest as interest will be compounded commencing December 2013 semiannually and paid at maturity. Therefore, the CABs will increase in value, or accrete, by the accumulation of such compounded interest from its initial principal amount to the maturity value in installments ranging from \$3,440,000 to \$34,220,000 on various dates from June 1, 2022 through June 1, 2043. Interest rates and yield to maturity range from 5.30% to 7.15%. During 2018, the accretion amount was \$4,525,846.

\$ 72,771,616

**RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2018**

In accordance with the bond maturity schedule, annual debt service requirements to maturity for the 2013 Toll Bonds CABs payable throughout the term of the bonds are as follows:

Year Ending June 30	Principal	Accreted Interest	Total
2022	\$ 2,396,700	\$ 1,423,300	\$ 3,820,000
2023	3,098,000	2,231,900	5,329,900
2024-2028	18,364,800	22,490,300	40,855,100
2029-2033	15,215,000	34,850,000	50,065,000
2034-2038	1,963,300	6,196,700	8,160,000
2039-2043	11,791,800	78,458,200	90,250,000
	<u>\$ 52,829,600</u>	<u>\$ 145,650,400</u>	<u>\$ 198,480,000</u>

TIFIA Loan Agreement:

Outstanding

In July 2013, the Commission executed a TIFIA loan of up to \$421,054,409, which proceeds financed a portion of the costs for the 91 Project. During construction and for a period of up to five years following substantial completion, interest is compounded and added to the initial TIFIA loan. The TIFIA loan requires mandatory debt service payments at a minimum and scheduled debt service payments to the extent additional funds are available. TIFIA debt service payments are expected to commence on December 1, 2021, which is five years after substantial completion of the 91 Project, through June 1, 2051. The interest rate of the TIFIA loan is 3.47%. \$ 453,980,866

The TIFIA loan is a toll revenue bond that is subordinate to the senior toll revenue bonds.

In accordance with the TIFIA loan maturity schedule, the approximate mandatory annual debt service requirements to maturity for the TIFIA loan payable throughout the term of the loan are as follows:

Year ending June 30	Mandatory		Total
	Principal	Interest	
2022	\$ -	\$ 1,921,000	\$ 1,921,000
2023	-	1,921,000	1,921,000
2024-2028	-	23,604,000	23,604,000
2029-2033	200,000	73,743,000	73,943,000
2034-2038	97,548,000	81,787,000	179,335,000
2039-2043	99,208,000	61,359,000	160,567,000
2044-2048	177,427,000	41,287,000	218,714,000
2049-2051	128,955,000	6,519,000	135,474,000
Total	503,338,000	<u>\$ 292,141,000</u>	<u>\$ 795,479,000</u>
Future compounded interest	<u>(49,357,100)</u>		
Total TIFIA loan	<u>\$ 453,980,900</u>		

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2018

Note 7. Long-Term Obligations, Continued

In connection with the issuance of the 2013 Toll Bonds consisting of the CIBs and CABs, a debt service reserve of \$17,665,460 and an operations and maintenance fund of \$3,137,666 were established. Additionally, the toll indenture and TIFIA loan agreement require the Commission to establish a subordinate obligations reserve fund of \$20,000,000 with Measure A sales tax revenues no later than July 1, 2019, to the extent that the proceeds from the sales of excess right of way acquired by the Commission in connection with the 91 Project are insufficient. As of June 30, 2018, the Commission accumulated \$1,501,339 from the sale of excess land.

Note 8. Commitments and Contingencies

Cooperative agreements: The RCTC SR-91 Express lanes are jointly operated with the existing OCTA 91 Express Lanes and collectively referred to as the 91 Express Lanes.

Under the Orange-Riverside Cooperative Agreement, which was entered into in December 2011, the Commission and OCTA agreed on the use of the same initial toll operator, cost and revenue sharing, toll policies, business rules, interoperability of technology, and marketing activities as well as OCTA review of design plans and construction activities for the 91 Project.

In May 2013 the Commission entered into a three-party agreement with OCTA and Cofiroute USA, LLC (Cofiroute), as the operator, for the operations of the 91 Express Lanes. This will ensure a streamlined and consistent intercounty travel for motorists on the OCTA 91 Express Lanes in Orange County and RCTC 91 Express Lanes in Riverside County. Cofiroute provides operating services in the annual amount of \$6,942,600 plus inflation for three initial years with two one-year extension options, subject to Board of Commissioners approval. Cofiroute is responsible for the day-to-day operations of the toll facility. The agreement with Cofiroute expires on June 30, 2021.

Purchase commitments: The Fund has entered into other agreements in the ordinary course of business with companies and other governmental agencies related to operations and maintenance. These agreements, which are significant, are funded with available and future revenues.

Note 9. Pensions and Other Post-Employment Benefits Other Than Pensions (OPEB)

The Fund participates in the Commission's cost-sharing multiple employer defined benefit pension plan administered by the California Public Employees' Retirement System and the Commission's OPEB. Employees of the Fund are employees of the Commission as a whole. The required note disclosures regarding pension plans and OPEB are included in the Commission's financial statements. Please see those financial statements for information about the pension plans and OPEB as a whole.

The net pension and OPEB liabilities of \$517,676 and \$14,364, respectively, reported by the Fund, represent the Fund's proportional share of the Commission's cost-sharing multiple employer defined benefit pension plan of \$8,721,456 and OPEB liability of \$242,000. The Fund's net pension liability and OPEB liability each represent 5.9% of the Commission's net pension liability and OPEB liability, respectively.

**RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2018**

Note 10. Pronouncements Issued, Not Yet Effective

The GASB pronouncements issued prior to June 30, 2018 that have an effective date that may impact future financial presentations include:

- GASB Statement No. 83, *Certain Assets Retirement Obligations*, effective for fiscal years beginning after June 15, 2018;
- GASB Statement No. 84, *Fiduciary Activities*, effective for fiscal years beginning after December 15, 2018;
- GASB Statement No. 87, *Leases*, effective for fiscal years beginning after December 15, 2019;
- GASB Statement No. 88, *Certain Disclosures Related to Debt, Including Direct Borrowings and Direct Placements*, effective for fiscal years beginning after June 15, 2018; and
- GASB Statement No. 89, *Accounting for Interest Cost Incurred Before the End of a Construction Period*, effective for fiscal years beginning after December 15, 2019.









RCTC

**RIVERSIDE
COUNTY
TRANSPORTATION
COMMISSION**

**Riverside County
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